

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

Form 10-K

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

For the fiscal year ended December 31, 2011

or

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

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

Commission File No. 0-11576

HARRIS & HARRIS GROUP, INC.®

(Exact Name of Registrant as Specified in Its Charter)

New York

(State or Other Jurisdiction  
of Incorporation or Organization)

13-3119827

(I.R.S. Employer  
Identification No.)

1450 Broadway, 24th Floor, New York, New York  
(Address of Principal Executive Offices)

10018  
(Zip Code)

Registrant's telephone number, including area code (212) 582-0900

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value	Nasdaq Global Market

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Act).

Yes  No

The aggregate market value of the common stock held by non-affiliates of Registrant as of June 30, 2011 was \$157,464,811 based on the last sale price as quoted by the Nasdaq Global Market on such date (only officers and directors are considered affiliates for this calculation).

As of March 13, 2012, the registrant had 31,000,601 shares of common stock, par value \$.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

INCORPORATED AT

Harris & Harris Group, Inc. Proxy Statement for the  
2012 Annual Meeting of Shareholders

Part III, Items 10, 11,  
12, 13 and 14

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## TABLE OF CONTENTS

	Page
<b>PART I</b>	
Item 1. Business	1
Item 1A. Risk Factors	15
Item 1B. Unresolved Staff Comments	31
Item 2. Properties	31
Item 3. Legal Proceedings	31
Item 4. Mine Safety Disclosures	32
<b>PART II</b>	
Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	33
Item 6. Selected Financial Data	36
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	37
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	86
Item 8. Consolidated Financial Statements and Supplementary Data	89
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	148
Item 9A. Controls and Procedures	148
Item 9B. Other Information	148
<b>PART III</b>	
Item 10. Directors, Executive Officers and Corporate Governance	149
Item 11. Executive Compensation	149
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	149
Item 13. Certain Relationships and Related Transactions, and Director Independence	149
Item 14. Principal Accountant Fees and Services	149
<b>PART IV</b>	
Item 15. Exhibits and Financial Statements Schedules	150
Signatures	153
Exhibit Index	155

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## PART I

### Item 1. Business.

Harris & Harris Group, Inc.<sup>®</sup> (the "Company," "us," "our," and "we"), is an internally managed venture capital company specializing in nanotechnology and microsystems that has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, which we refer to as the 1940 Act. For tax purposes, we have elected to be treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986. We were incorporated under the laws of the state of New York in August 1981. Our primary investment objective is to achieve long-term capital appreciation by making venture capital investments. Generation of current income is a secondary objective. We define venture capital investments as the money and resources made available to privately held and publicly traded small businesses that we believe have exceptional growth potential. Our investment approach is comprised of a patient examination of available opportunities, thorough due diligence and close involvement with management of our portfolio companies. As a venture capital company, we invest in and provide managerial assistance to our portfolio companies, many of which, in our opinion, have significant potential for growth. We are overseen by our Board of Directors and managed by our officers and have no investment advisor.

We generally make venture capital investments exclusively in companies commercializing or integrating products enabled by nanotechnology or microsystems. This investment focus is not a fundamental policy and accordingly may be changed without shareholder approval, although we intend to give shareholders at least 60 days' prior notice of any change in investment focus.

Nanotechnology is 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. Nanotechnology and microsystems are multidisciplinary and widely applicable, and they incorporate technology that was not previously in widespread use. Products enabled by nanotechnology and microsystems are applicable to a large number of industries including pharmaceuticals, medical devices, telecommunications, electronics and semiconductors, as well as industries that seek to address global problems related to resource constraints.

We consider a company to fit our investment thesis if the company employs or integrates or intends to employ or integrate technology that we consider to be at the microscale or smaller and if the employment of that technology is material to its business plan. Because it is in many respects a new field, tiny technology has significant scientific, engineering and commercialization risks.

As of December 31, 2011, our venture capital portfolio comprised 75.2 percent of our total assets, our cash comprised 22.5 percent of our total assets, and other assets comprised the remaining 2.3 percent of our total assets. The Company's outstanding debt balance was \$1,500,000 as of December 31, 2011.

Neither our investments, nor an investment in us, is intended to constitute a balanced investment program. We expect to be risk seeking rather than risk averse in our investment approach. To such end, we reserve the fullest possible freedom of action, subject to our certificate of incorporation, applicable law and regulations, and policy statements contained herein. There is no assurance that our investment objectives will be achieved.

We expect to invest a substantial portion of our assets in securities that we consider to be private venture capital equity investments. These private venture capital equity investments usually do not pay interest or dividends and typically are subject to legal or contractual restrictions on resale that may adversely affect the liquidity and marketability of such securities. Some of our convertible bridge notes may result in payment-in-kind ("PIK") interest. We expect to invest a minority portion of our assets in non-convertible debt securities issued to us by privately held and publicly traded small businesses. These investments usually pay interest and may include payment of fees and issuance of warrants for the purchase of equity securities at a future date. These investments are speculative in nature with limited marketability and a greater risk of investment loss than less speculative investments. We do not limit our investments to any particular industries or categories of investments within nanotechnology and microsystems. Our securities investments may consist of private, public or governmental issuers of any type, subject to the restrictions imposed on us as a BDC under the 1940 Act. Subject to the diversification requirements applicable to a RIC, we may commit all of our assets to only a few investments.

Achievement of our investment objective is basically dependent upon the judgment of a team of four professional, full-time members of management, all of whom are designated as Managing Directors: Douglas W. Jamison, Daniel B. Wolfe, Alexei A. Andreev and Misti Ushio. One of our directors, Lori D. Pressman, is also a consultant to us. This team collectively has expertise in venture capital investing, intellectual property and nanotechnology. There can be no assurance that a suitable replacement could be found for any of our officers upon their retirement, resignation, inability to act on our behalf, or death.

Subject to continuing to meet the compliance tests applicable to BDCs under the 1940 Act, there are no limitations on the types of securities or other assets in which we may invest. Investments may include the following:

- Venture capital investments, whether in corporate, partnership or other form, including small businesses;
- Equity, equity-related securities (including warrants and options) and debt with equity features from either private or public issuers;
- Debt obligations of all types having varying terms with respect to security or credit support, subordination, purchase price, interest payments and maturity;
- Foreign securities;
- Intellectual property or patents or research and development in technology or product development that may lead to patents or other marketable technology; and

- Miscellaneous investments.

## **Investments and Strategies**

The following is a summary description of the types of assets in which we may invest, the investment strategies we may use and the attendant risks associated with our investments and strategies.

### **Venture Capital Investments**

We define venture capital as the money and resources made available to privately held and publicly traded small businesses that we believe have exceptional growth potential. These businesses can range in stage from pre-revenue to generating positive cash flow. Substantially all of our long-term venture capital investments are in thinly capitalized, unproven, small companies focused on commercializing risky technologies. These businesses also tend to lack management depth, to have limited or no history of operations and to have not attained profitability. Because of the speculative nature of these investments, these securities have a significantly greater risk of loss than traditional investment securities. Some of our venture capital investments will never realize their potential, and some will be unprofitable or result in complete loss of our investment.

We may own 100 percent of the securities of a small business for a period of time and may control the company for a substantial period. Small businesses are more vulnerable to adverse business or economic developments than better-capitalized companies. Small businesses generally have limited product lines, markets and/or financial resources. Publicly traded small businesses and those with small market capitalizations are not well known to the investing public and are generally subject to high volatility, to general movements in markets, to perceptions of potential growth and to potential bankruptcy.

In connection with our venture capital investments, we may participate in providing a variety of services to our portfolio companies, including the following:

- recruiting management;
- formulating operating strategies;
- formulating intellectual property strategies;
- assisting in financial planning;
- providing management in the initial start-up stages;
- introducing corporate and development partners; and
- establishing corporate goals.

We may assist in raising additional capital for these companies from other potential investors and may subordinate our own investment to that of other investors. We typically find it necessary or appropriate to provide additional capital of our own in rounds of financing subsequent to our initial investment. We may introduce these companies to potential joint venture partners, suppliers and customers. In addition, we may assist in establishing relationships with investment bankers and other professionals. We may also assist management of our investee companies with strategy and execution of mergers and acquisitions ("M&As"). While we do not currently derive income from these companies for the performance of any of the above services, we may seek to do so in the future.

We may control, be represented on, or have observer rights on the board of directors of a portfolio company through one or more of our officers or directors, who may also serve as officers of the portfolio company. We indemnify our officers and directors for serving on the boards of directors or as officers of portfolio companies, which exposes us to additional risks. Particularly during the early stages of an investment, we may, in rare instances, in effect be conducting the operations of the portfolio company. As a venture capital-backed company emerges from the developmental stage with greater management depth and experience, we expect that our role in the portfolio company's day-to-day operations will diminish. Our goal is to assist each company in establishing its own independent capitalization, management and board of directors. We expect to be able to reduce our involvement in those small businesses that become successful, as well as in those small businesses that fail.

### **Equity, Equity-Related Securities and Debt with Equity Features**

We may invest in equity, equity-related securities and debt with equity features. These securities include common stock, preferred stock, debt instruments convertible into common or preferred stock, limited partnership interests, other beneficial ownership interests and warrants, options or other rights to acquire or agreements to sell any of the foregoing.

We may make investments in companies with operating histories that are unprofitable or marginally profitable, that have negative net worth or that are involved in bankruptcy or reorganization proceedings. These investments would involve businesses that management believes have potential for rapid growth through the infusion of additional capital and management assistance. In addition, we may make investments in connection with the acquisition or divestiture of companies or divisions of companies. There is a significantly greater risk of loss with these types of securities than is the case with traditional investment securities.

Warrants, options and convertible or exchangeable securities generally give the investor the right to acquire specified equity securities of an issuer at a specified price during a specified period or on a specified date. Warrants and options fluctuate in value in relation to the value of the underlying security and the remaining life of the warrant or option, while convertible or exchangeable securities fluctuate in value both in relation to the intrinsic value of the security without the conversion or exchange feature and in relation to the value of the conversion or exchange feature, which is like a warrant or option. When we invest in these securities, we incur the risk that the option feature will expire worthless, thereby either eliminating or diminishing the value of our investment.

Most of our current portfolio company investments are in the equity securities of private companies. Investments in equity securities of private companies often involve securities that are restricted as to sale and cannot be sold in the open market without registration under the Securities Act of 1933 or pursuant to a specific exemption from these registrations. Opportunities for sale are more limited than in the case of marketable securities, although these investments may be purchased at more advantageous prices and may offer attractive investment opportunities. Even if one of our portfolio companies completes an initial public offering ("IPO"), we are typically subject to a lock-up agreement for 180 days, and the stock price may decline substantially before we are free to sell. These lock-up restrictions apply to us and our shares of the portfolio company and generally include provisions that stipulate that we are not permitted to offer, pledge or sell our shares, including selling covered call options on our shares, prior to the expiration of the lock-up period. We are also prohibited from entering into securities lending arrangements for these securities during the lock-up period.

We may employ an option strategy of writing (selling) covered call options on one or more of our public portfolio companies once any restrictions and/or lock-up periods expire. Call options are contracts representing the right to purchase a common stock at a specified price (the "strike price") at a specified future date (the "expiration date"). Selling a covered call option represents an obligation to sell a specified number of shares of common stock at a strike price by an expiration date if the stock achieves the strike price and if it is called. A call option whose strike price is above the current price of the underlying stock is called "out-of-the-money." Most of the options that will be sold by us are expected to be out-of-the-money, allowing for potential appreciation in addition to the proceeds from the sale of the option. When stocks in the portfolio rise, call options that were out-of-the-money when written may become in-the-money, thereby increasing the likelihood that they could be exercised, and we are forced to sell the stock. While this may be desirable in some instances, we may minimize undesirable option assignments by repurchasing the call options prior to expiration, generating a gain or loss in the options. If the options were not to be repurchased, the option holder could exercise its rights and buy the stock from us at the strike price if the stock traded at a higher price than the strike price. We will only "sell" or "write" options on common stocks held in our portfolio. We will not sell "naked" call options, *i.e.*, options representing more shares of the stock than are held in the portfolio. For conventional listed call options, the options' expiration date can be up to nine months from the date the call options are first listed for trading. Longer-term call options can have expiration dates up to three years from the date of listing. We currently expect to write call options with expirations of no more than nine months from the date the call option is first listed for trading.

We may also invest in publicly traded securities of whatever nature, including relatively small, emerging growth companies that management believes have long-term growth potential. These investments may be through open-market transactions or through private placements in publicly traded companies ("PIPEs"). Securities purchased in PIPE transactions are typically subject to a lock-up agreement for 180 days, or are issued as unregistered securities that are not freely tradable for six months.

Even if we have registration rights to make our investments in privately held and publicly traded companies more marketable, a considerable amount of time may elapse between a decision to sell or register the securities for sale and the time when we are able to sell the securities. The prices obtainable upon sale may be adversely affected by market conditions, by the level of average trading volume of the underlying stock as compared with the position offered for sale or negative conditions affecting the issuer during the intervening time. We may elect to hold formerly restricted securities after they have become freely marketable, either because they remain relatively illiquid or because we believe that they may appreciate in value. During this holding period, the value of these securities may decline and be especially volatile. If we need funds for investment or working capital purposes, we might need to sell marketable securities at disadvantageous times or prices.



## Debt Investments

We may hold debt securities, including in privately held and thinly traded public companies, for income and as a reserve pending more speculative investments. Debt obligations may include U.S. government and agency securities, commercial paper, bankers' acceptances, receivables or other asset-based financing, notes, bonds, debentures, or other debt obligations of any nature and repurchase agreements related to these securities. These obligations may have varying terms with respect to security or credit support, subordination, purchase price, interest payments and maturity from private, public or governmental issuers of any type located anywhere in the world. We may invest in debt obligations of companies with operating histories that are unprofitable or marginally profitable, that have negative net worth or are involved in bankruptcy or reorganization proceedings, or that are start-up or development-stage small businesses. In addition, we may participate in the acquisition or divestiture of companies or divisions of companies through issuance or receipt of debt obligations. As of December 31, 2011, the debt obligations held in our portfolio consisted of convertible bridge notes, secured non-convertible notes, senior secured non-convertible debt through a participation agreement and a subordinated non-convertible note. The convertible bridge notes generally do not generate cash payments to us, nor are they held for that purpose. Our convertible bridge notes and the interest accrued thereon are generally held for the purpose of potential conversion into equity at a future date.

Our investments in debt obligations may be of varying quality, including non-rated, unsecured, highly speculative debt investments with limited marketability. Investments in lower-rated and non-rated securities, commonly referred to as "junk bonds," including our venture debt investments, are subject to special risks, including a greater risk of loss of principal and non-payment of interest. Generally, lower-rated securities offer a higher return potential than higher-rated securities, but involve greater volatility of price and greater risk of loss of income and principal, including the possibility of default or bankruptcy of the issuers of these securities. Lower-rated securities and comparable non-rated securities will likely have large uncertainties or major risk exposure to adverse conditions and are predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. The occurrence of adverse conditions and uncertainties to issuers of lower-rated securities would likely reduce the value of lower-rated securities held by us, with a commensurate effect on the value of our shares.

The markets in which lower-rated securities or comparable non-rated securities are traded generally are more limited than those in which higher-rated securities are traded. The existence of limited markets for these securities may restrict our ability to obtain accurate market quotations for the purposes of valuing lower-rated or non-rated securities and calculating net asset value or to sell securities at their fair value. Any economic downturn could adversely affect the ability of issuers' lower-rated securities to repay principal and pay interest thereon. The market values of lower-rated and non-rated securities also tend to be more sensitive to individual corporate developments and changes in economic conditions than higher-rated securities. In addition, lower-rated securities and comparable non-rated securities generally present a higher degree of credit risk. Issuers of lower-rated securities and comparable non-rated securities are often highly leveraged and may not have more traditional methods of financing available to them, so that their ability to service their debt obligations during an economic downturn or during sustained periods of rising interest rates may be impaired. The risk of loss owing to default by these issuers is significantly greater because lower-rated securities and comparable non-rated securities generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness. We may incur additional expenses to the extent that we are required to seek recovery upon a default in the payment of principal or interest on our portfolio holdings. In addition, many of the companies in which we invest have limited cash flows and no income, which may limit our ability to recover in the event of a default.

The market value of investments in debt securities that carry no equity participation usually reflects yields generally available on securities of similar quality and type at the time purchased. When interest rates decline, the market value of a debt portfolio already invested at higher yields can be expected to rise if the securities are protected against early call. Similarly, when interest rates increase, the market value of a debt portfolio already invested at lower yields can be expected to decline. Deterioration in credit quality also generally causes a decline in market value of the security, while an improvement in credit quality generally leads to increased value.

### **Foreign Securities**

We may make investments in securities of issuers whose principal operations are conducted outside the United States, and whose earnings and securities are stated in foreign currency. In order to maintain our status as a BDC, our investments in non-qualifying assets, including the securities of companies organized outside the United States, would be limited to 30 percent of our assets, because under the 1940 Act, we must generally invest at least 70 percent of our assets in "qualifying assets," which exclude securities of foreign companies.

In comparison with otherwise comparable investments in securities of U.S. issuers, currency exchange risk of securities of foreign issuers is a significant variable. The value of these investments to us will vary with the relation of the currency in which they are denominated to the U.S. dollar, as well as with intrinsic elements of value such as credit risk, interest rates and performance of the issuer. Investments in foreign securities also involve risks relating to economic and political developments, including nationalization, expropriation of assets, currency exchange freezes and local recession. Securities of many foreign issuers are less liquid and more volatile than those of comparable U.S. issuers. Interest and dividend income and capital gains on our foreign securities may be subject to withholding and other taxes that may not be recoverable by us. We may seek to hedge all or part of the currency risk of our investments in foreign securities through the use of futures, options and forward currency purchases or sales.

### **Intellectual Property**

We believe there is a role for organizations that can assist in technology transfer. Scientists and institutions that develop and patent intellectual property perceive the need for and rewards of entrepreneurial commercialization of their inventions.

Our form of investment may be:

- funding research and development in the development of a technology;
- obtaining licensing rights to intellectual property or patents;
- acquiring intellectual property or patents; or
- forming and funding companies or joint ventures to commercialize further intellectual property.

Income from our investments in intellectual property or its development may take the form of participation in licensing or royalty income, fee income, or some other form of remuneration. In order to satisfy RIC requirements, these investments will normally be held in an entity taxable as a corporation. Investment in developmental intellectual property rights involves a high degree of risk that can result in the loss of our entire investment as well as additional risks, including uncertainties as to the valuation of an investment and potential difficulty in liquidating an investment. Further, investments in intellectual property generally require investor patience, as investment return may be realized only after or over a long period. At some point during the commercialization of a technology, our investment may be transformed into ownership of securities of a small business, as discussed under "Venture Capital Investments" above.

### **Borrowing and Margin Transactions**

We may from time to time borrow money or obtain credit by any lawful means from banks, lending institutions, other entities or individuals, in negotiated transactions. We may issue, publicly or privately, bonds, debentures or notes, in series or otherwise, with interest rates and other terms and provisions, including conversion rights, on a secured or unsecured basis, for any purpose, up to the maximum amounts and percentages permitted for BDCs under the 1940 Act. The 1940 Act currently prohibits us from borrowing any money or issuing any other senior securities (including preferred stock but excluding temporary borrowings of up to five percent of our assets), if after giving effect to the borrowing or issuance, the value of our total assets less liabilities not constituting senior securities would be less than 200 percent of our senior securities. We may pledge assets to secure any borrowings. As of December 31, 2011, the Company's outstanding debt balance was \$1,500,000, and we have no current intention to issue preferred stock.

A primary purpose of our borrowing power is for leverage, to increase our ability to acquire venture debt investments both by acquiring larger positions and by acquiring more positions while maintaining a substantial balance of cash on our balance sheet. As discussed in more detail below in "Management's Discussion and Analysis of Financial Condition and Results of Operations," we believe we need a strong balance sheet to have access to the best deal flow. Borrowings for leverage accentuate any increase or decrease in the market value of our investments and thus our net asset value. Because any decline in the net asset value of our investments will be borne first by holders of common stock, the effect of leverage in a declining market would be a greater decrease in net asset value applicable to the common stock than if we were not leveraged. Any decrease would likely be reflected in a decline in the market price of our common stock. To the extent the income derived from assets acquired with borrowed funds exceeds the interest and other expenses associated with borrowing, our total income will be greater than if borrowings were not used. Conversely, if the income from assets is not sufficient to cover the borrowing costs, our total income will be less than if borrowings were not used. If our current income is not sufficient to meet our borrowing costs (repayment of principal and interest), we might have to liquidate some or all of our investments when it may be disadvantageous to do so. Our borrowings for the purpose of buying most liquid equity securities will be subject to the margin rules, which require excess liquid collateral marked to market daily. If we are unable to post sufficient collateral, we will be required to sell securities to remain in compliance with the margin rules. These sales might be at disadvantageous times or prices. We do not currently intend to use borrowings to make equity-focused investments, which include convertible bridge notes intended for potential conversion to equity at a future date.

### **Portfolio Company Turnover**

Changes with respect to portfolio companies will be made as our management considers necessary in seeking to achieve our investment objectives. The rate of portfolio turnover will not be treated as a limiting or relevant factor when circumstances exist, which are considered by management to make portfolio changes advisable.

Although we expect that many of our investments will be relatively long term in nature, we may make changes in our particular portfolio holdings whenever it is considered that an investment no longer has substantial growth potential or has reached its anticipated level of performance, or (especially when cash is not otherwise available) that another investment appears to have a relatively greater opportunity for capital appreciation. We may also make general portfolio changes to increase our cash to position us in a defensive posture. We may make portfolio changes without regard to the length of time we have held an investment, or whether a sale results in profit or loss, or whether a purchase results in the reacquisition of an investment that we may have only recently sold. Our investments in privately held small businesses are illiquid, which limits portfolio turnover. The portfolio turnover rate may vary greatly during a year as well as from year to year and may also be affected by cash requirements.

### **Competition**

Numerous companies and individuals are engaged in the venture capital business, and such business is intensely competitive. We believe our corporate structure permits public market investors to participate in venture capital and to participate in the emergence of nanotechnology while many of the leading companies are still private. We also believe our corporate structure permits greater liquidity and better transparency than other venture capital businesses. We believe that we have invested in more nanotechnology-enabled small businesses than any venture capital firm and that we have assembled a team of investment professionals that, in addition to a proven track record of successful venture capital investing, have scientific and intellectual property expertise that is relevant to investing in nanotechnology. Nevertheless, many of our competitors have significantly greater financial and other resources than we do and are, therefore, in certain respects, in a better position than we are to obtain access to attractive venture capital investments. There can be no assurance that we will be able to compete against these venture capital businesses for attractive investments, particularly in capital-intensive companies.

## **Regulation**

The Small Business Investment Incentive Act of 1980 added the provisions of the 1940 Act applicable only to BDCs. BDCs are a special type of investment company. After a company files its election to be treated as a BDC, it may not withdraw its election without first obtaining the approval of holders of a majority of its outstanding voting securities. The following is a brief description of the 1940 Act provisions applicable to BDCs, qualified in its entirety by reference to the full text of the 1940 Act and the rules issued thereunder by the Securities and Exchange Commission ("SEC").

Generally, to be eligible to elect BDC status, a company must primarily engage in the business of furnishing capital and making significant managerial assistance available to companies that do not have ready access to capital through conventional financial channels. Such companies that satisfy certain additional criteria described below are termed "eligible portfolio companies." In general, in order to qualify as a BDC, a company must: (i) be a domestic company; (ii) have registered a class of its securities pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) operate for the purpose of investing in the securities of certain types of portfolio companies, including early-stage or emerging companies and businesses suffering or just recovering from financial distress (see following paragraph); (iv) make available significant managerial assistance to such portfolio companies; and (v) file a proper notice of election with the SEC.

An eligible portfolio company generally is a domestic company that is not an investment company or a company excluded from investment company status pursuant to exclusions for certain types of financial companies (such as brokerage firms, banks, insurance companies and investment banking firms) and that: (i) has a fully diluted market capitalization of less than \$250 million and has a class of equity securities listed on a national securities exchange, (ii) does not have a class of securities listed on a national securities exchange, or (iii) is controlled by the BDC by itself or together with others (control under the 1940 Act is presumed to exist where a person owns at least 25 percent of the outstanding voting securities of the portfolio company) and has a representative on the Board of Directors of such company.

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

The 1940 Act provides that we may not make an investment in non-qualifying assets unless at the time at least 70 percent of the value of our total assets (measured as of the date of our most recently filed financial statements) consists of qualifying assets. Qualifying assets include: (i) securities of eligible portfolio companies; (ii) securities of certain companies that were eligible portfolio companies at the time we initially acquired their securities and in which we retain a substantial interest; (iii) securities of certain controlled companies; (iv) securities of certain bankrupt, insolvent or distressed companies; (v) securities received in exchange for or distributed in or with respect to any of the foregoing; and (vi) cash items, U.S. government securities and high quality short-term debt. The SEC has adopted a rule permitting a BDC to invest its cash in certain money market funds. The 1940 Act also places restrictions on the nature of the transactions in which, and the persons from whom, securities can be purchased in some instances in order for the securities to be considered qualifying assets.

We are permitted by the 1940 Act, under specified conditions, to issue multiple classes of debt and a single class of preferred stock if our asset coverage, as defined in the 1940 Act, is at least 200 percent after the issuance of the debt or the preferred stock (i.e., such senior securities may not be in excess of our net assets). Under specific conditions, we are also permitted by the 1940 Act to issue warrants.

Except under certain conditions, we may sell our securities at a price that is below the prevailing net asset value per share only during the 12-month period after (i) a majority of our directors and our disinterested directors have determined that such sale would be in the best interest of us and our stockholders and (ii) the holders of a majority of our outstanding voting securities and the holders of a majority of our voting securities held by persons who are not affiliated persons of ours approve our ability to make such issuances. A majority of the disinterested directors must determine in good faith that the price of the securities being sold is not less than a price which closely approximates the market value of the securities, less any distribution discount or commission.

Certain transactions involving certain closely related persons of the Company, including its directors, officers and employees, may require the prior approval of the SEC. However, the 1940 Act ordinarily does not restrict transactions between us and our portfolio companies.

We have adopted a code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to the code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code's requirements.

### **Tax Status**

We have elected to be treated as a RIC, taxable under Subchapter M of the Internal Revenue Code of 1986 (the "Code"), for federal income tax purposes. In general, a RIC is not taxable on its income or gains to the extent it distributes such income or gains to its shareholders. In order to qualify for favorable RIC tax treatment, we must, in general, (1) annually derive at least 90 percent of our gross income from dividends, interest and gains from the sale of securities and similar sources (the "Income Source Rule"); (2) quarterly meet certain investment asset diversification requirements (the "Asset Diversification Rule"); and (3) annually distribute at least 90 percent of our investment company taxable income as a dividend (the "Income Distribution Rule"). Any taxable investment company income not distributed will be subject to corporate level tax. Any taxable investment company income distributed generally will be taxable to shareholders as dividend income.

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 realized net capital gains from investments, but any net capital gains not distributed may be subject to corporate level tax. It is our current intention not to distribute net capital gains. Any net capital gains distributed generally will be taxable to shareholders as long-term capital gains.

In lieu of actually distributing our realized net capital gains, we as a RIC may retain all or part of our net capital gains and elect to be deemed to have made a distribution of the retained portion to our shareholders under the "designated undistributed capital gain" rules of the Code. We currently intend to retain and so designate all of our net capital gains. In this case, the "deemed dividend" generally is taxable to our shareholders as long-term capital gains. Although we pay tax at the corporate rate on the amount deemed to have been distributed, our shareholders receive a tax credit equal to their proportionate share of the tax paid and an increase in the tax basis of their shares by the amount per share retained by us.

To the extent that we declare a deemed dividend, each shareholder will receive an IRS Form 2439 that will reflect each shareholder's receipt of the deemed dividend income and a tax credit equal to each shareholder's proportionate share of the tax paid by us. This tax credit, which is paid at the corporate rate, is often credited at a higher rate than the actual tax due by a shareholder on the deemed dividend income. The "residual" credit can be used by the shareholder to offset other taxes due in that year or to generate a tax refund to the shareholder. Tax exempt investors may file for a refund.

The following simplified examples illustrate the tax treatment under Subchapter M of the Code for us and our individual shareholders with regard to three possible distribution alternatives, assuming a net capital gain of \$1.00 per share, consisting entirely of sales of non-real property assets held for more than 12 months.

**Under Alternative A:** 100 percent of net capital gain declared as a cash dividend and distributed to shareholders:

1. No federal taxation at the Company level.
2. Taxable shareholders receive a \$1.00 per share dividend and pay federal tax at a rate not in excess of 15 percent\* or \$.15 per share, retaining \$.85 per share.
3. Non-taxable shareholders that file a federal tax return receive a \$1.00 per share dividend and pay no federal tax, retaining \$1.00 per share.

**Under Alternative B (Current Tax Structure Employed):** 100 percent of net capital gain retained by the Company and designated as "undistributed capital gain" or deemed dividend:

1. The Company pays a corporate-level federal income tax of 35 percent on the undistributed gain or \$.35 per share and retains 65 percent of the gain or \$.65 per share.

2. Taxable shareholders increase their cost basis in their stock by \$.65 per share. They pay federal capital gains tax at a rate not in excess of 15 percent\* on 100 percent of the undistributed gain of \$1.00 per share or \$.15 per share in tax. Offsetting this tax, shareholders receive a tax credit equal to 35 percent of the undistributed gain or \$.35 per share.

3. Non-taxable shareholders that file a federal tax return receive a tax refund equal to \$.35 per share.

\*Assumes all capital gains qualify for long-term rates of 15 percent, which may increase for gains realized after December 31, 2012.

**Under Alternative C:** 100 percent of net capital gain retained by the Company, with no designated undistributed capital gain or deemed dividend:

1. The Company pays a corporate-level federal income tax of 35 percent on the retained gain or \$.35 per share plus an excise tax of four percent of \$.98 per share, or about \$.04 per share.

2. There is no tax consequence at the shareholder level.

Although we may retain income and gains subject to the limitations described above (including paying corporate level tax on such amounts), we could be subject to an additional four percent excise tax if we fail to distribute 98 percent of our "regulated investment company ordinary income" and 98.2 percent of our "capital gain net income" for the relevant determination period.

As noted above, in order to qualify as a RIC, we must satisfy the Asset Diversification Rule each quarter. Because of the specialized nature of our investment portfolio, in some years we have been able to satisfy the diversification requirements under Subchapter M of the Code primarily as a result of receiving certification from the SEC under the Code with respect to each taxable year beginning after 1998 that we were "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" for such year.

Although we received SEC certifications for 1999-2010, there can be no assurance that we will receive such certification for subsequent years (to the extent we need additional certifications as a result of changes in our portfolio). In 2011, we qualified for RIC treatment even without certification. If we require, but fail to obtain, the SEC certification for a taxable year, we may fail to qualify as a RIC for such year. We also will fail to qualify for favorable RIC tax treatment for a taxable year if we do not satisfy the Income Source Rule or Income Distribution Rule for such year. In the event we do not satisfy the Income Source Rule, the Asset Diversification Rule and the Income Distribution Rule for any taxable year, we will be subject to federal tax with respect to all of our taxable income, whether or not distributed. In addition, all our distributions to shareholders in that situation generally will be taxable as ordinary dividends.



Although we currently intend to qualify as a RIC for each taxable year, under certain circumstances we may choose to take action with respect to one or more taxable years to ensure that we would be taxed under Subchapter C of the Code (rather than Subchapter M) for such year or years. We will choose to take such action only if we determine that the result of the action will benefit us and our shareholders.

### **Subsidiaries**

H&H Ventures Management, Inc.<sup>SM</sup> ("Ventures"), formerly Harris & Harris Enterprises, Inc.<sup>SM</sup>, is a 100 percent wholly owned subsidiary of the Company and is consolidated in our financial statements. Ventures holds the lease for our office space in Palo Alto, California, is a partner in Harris Partners I, L.P.<sup>SM</sup>, and is taxed as a C Corporation. Harris Partners I, L.P., is a limited partnership. The partners of Harris Partners I, L.P., are Ventures (sole general partner) and the Company (sole limited partner). Ventures, as the sole general partner, consolidates Harris Partners I, L.P.

### **Available Information**

Additional information about us, including our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are available as soon as reasonably practicable free of charge on our website at [www.HHVC.com](http://www.HHVC.com). Information contained on our website is not incorporated by reference into this Annual Report on Form 10-K, and you should not consider that information to be part of this Annual Report on Form 10-K.

You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information regarding the Public Reference Room by calling the SEC at 1-800-SEC-0330.

### **Employees**

As of December 31, 2011, we employed directly 10 full-time employees. We believe our relations with our employees are generally good.

## **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 below before you purchase any shares of our common stock. These risks and uncertainties are not the only ones we face. 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.

### **Risks related to the companies in our portfolio.**

**Approximately 25.3 percent of the net asset value attributable to our equity-focused venture capital investment portfolio, or 18.8 percent of our net asset value, as of December 31, 2011, is concentrated in one company, Solazyme, Inc.**

At December 31, 2011, we valued our investment in Solazyme, which had a historical cost to us of \$5,444,197, at \$27,419,373, or 25.3 percent of the net asset value attributable to our equity-focused venture capital investment portfolio, excluding our rights to potential future milestone payments from the sale of BioVex to Amgen, or 18.8 percent of our net asset value. Solazyme is now publicly traded on the Nasdaq Global Select Market. As of December 31, 2011, we owned an aggregate of 2,304,149 shares of Solazyme. Our valuation of Solazyme as of December 31, 2011, was based on the share price as of the close of trading on December 30, 2011, which was \$11.90. Any downturn in the business outlook of Solazyme, any failure of the products of Solazyme to receive widespread acceptance in the marketplace, any broad decrease in value of the public markets or negative events in the biofuel or algae-derived oil industry sectors could have a significant effect on our specific investment in Solazyme, and the overall value of our portfolio, and could have a significant adverse effect on the value of our common stock. As of March 13, 2012, Solazyme's closing price was \$14.43 per share.

**The difficult venture capital investment and capital market climates could increase the non-performance risk for our portfolio companies.**

While the public markets and corporate growth are improving, unemployment remains high, and there are global instabilities, including sovereign debt issues and the potential for future inflation. Even with signs of economic improvement, the availability of capital for venture capital firms and venture-backed companies continues to be limited. Currently, financing for capital-intensive small businesses remains difficult. Historically, difficult venture environments have resulted in a higher than normal number of small businesses not receiving financing and being subsequently closed down with a loss to venture investors, and other small businesses receiving financing but at significantly lower valuations than the preceding financing rounds. This issue is compounded by the fact that many existing venture capital firms have few remaining years of investment and available capital owing to the finite lifetime of the funds managed by these firms. Additionally, even if a firm was able to raise a new fund, commonly new funds are not permitted to invest with old funds in existing investments. As such, the currently improving liquidity environment for venture-backed companies through IPOs and M&A transactions and the currently improving public markets in general may not translate to an increase in the available capital to venture-backed companies, particularly those that have investments from funds that are in the latter stage of life unless it continues for some time into the future.

We believe that these factors continue to introduce significant non-performance risk for venture-backed companies that need to raise additional capital or that require substantial amounts of capital to execute on their business plans. We define non-performance risk as 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. In these circumstances, the portfolio company could be recapitalized at a valuation significantly lower than the post-money valuation implied by our valuation method, sold at a loss to our investment or shut down. In addition, significant changes in the capital markets, including periods of extreme volatility and disruption, have had, and may in the future have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. We believe further that the long-term effects of the difficult venture capital investment and difficult, but improving, liquidity environments will continue to affect negatively the fundraising ability of some small businesses regardless of near-term improvements in the overall global economy and public markets.

**The average length of time from founding to a liquidity event is at historical highs, which could result in companies remaining in our portfolio longer, leading to lower returns, write-downs and write-offs.**

Beginning in about 2001, many fewer venture capital-backed companies per annum have been able to complete IPOs than in the years of the previous decade. On average, more capital and more time than in previous decades are required for companies to reach these liquidity events. This trend could lead to companies staying longer in our portfolio as private entities that may require additional funding. In the best case, such stagnation would dampen returns, and in the worst case, could lead to write-downs and write-offs as some companies run short of cash and have to accept lower valuations in private financings or are not able to access additional capital at all. The difficult venture capital climate is also causing some venture capital firms to change their investment strategies. Accordingly, some venture capital firms are reducing funding of their portfolio companies, making it more difficult for such companies to access capital and to fulfill their potential. In some cases this leads to write-downs and write-offs of such companies by other venture capital firms, such as ourselves, who are co-investors in such companies.

**Investing in small, privately held and publicly traded companies involves a high degree of risk and is highly speculative.**

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 publicly traded small businesses 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 small businesses tend to lack management depth, to have limited or no history of operations and to have not attained profitability. Companies commercializing products enabled by nanotechnology or microsystems are especially risky, involving scientific, technological and commercialization risks. Because of the speculative nature of these investments, these securities have a significantly greater risk of loss than traditional investment securities. Some of our venture capital investments are likely to be complete losses or unprofitable, and some will never realize their potential. We have been and will continue to be risk seeking rather than risk averse in our approach to venture capital and other investments. Neither our investments nor an investment in our common stock is intended to constitute a balanced investment program.

**Our portfolio companies working with nanotechnology and microsystems may be particularly susceptible to intellectual property litigation.**

Research and commercialization efforts in nanotechnology and microsystems are being undertaken by a wide variety of government, academic and private corporate entities. As additional commercially viable applications of nanotechnology emerge, ownership of intellectual property on which these products are based may be contested. From time to time, our portfolio companies are or have been involved in intellectual property disputes and litigation. Any litigation over the ownership of, or rights to, any of our portfolio companies' technologies or products could have a material adverse effect on those companies' values.

**The value of our portfolio could be adversely affected if the technologies utilized by our portfolio companies are found, or even rumored or feared, to cause health or environmental risks, or if legislation is passed that limits the commercialization of any of these technologies.**

Nanotechnology has received both positive and negative publicity and is the subject increasingly of public discussion and debate. For example, debate regarding the production of materials that could cause harm to the environment or the health of individuals could raise concerns in the public's perception of nanotechnology, not all of which might be rational or scientifically based. Nanotechnology in particular is currently the subject of health and environmental impact research. As nanotechnology commercialization increases and companies continue to mature, awareness about these safety and environmental concerns could increase as well. If health or environmental concerns about nanotechnology or microsystems were to arise, whether or not they had any basis in fact, our portfolio companies might incur additional research, legal and regulatory expenses, and might have difficulty raising capital or marketing their products. Government authorities could, for social or other purposes, prohibit or regulate the use of nanotechnology. Legislation could be passed that could circumscribe the commercialization of any of these technologies.

**We invest in sectors including energy, electronics and healthcare that are subject to specific risks related to each industry.**

The three largest portions of our portfolio are invested in energy, electronics and healthcare companies. Our energy portfolio consists of companies commercializing nanotechnology-enabled products targeted at energy-related markets. We have historically used the term "cleantech" to describe these types of companies. We now use the term "energy" to describe these companies and include our companies formerly categorized as cleantech companies in this category. There are risks in investing in companies that target energy-related markets, including the rapid and sometimes dramatic price fluctuations of commodities, particularly oil and sugar, and of public equities, the reliance on the capital and debt markets to finance large capital outlays, change in climate, including climate-related regulations, and the dependence on government subsidies to be cost-competitive with non-renewable or energy-efficient solutions. For example, the attractiveness of alternative methods for the production of biobutanol and biodiesel can be adversely affected by a decrease in the demand or price of oil. Adverse developments in this market may significantly affect the value of our energy portfolio, and thus our venture capital portfolio as a whole.

Our electronics portfolio consists of companies commercializing and integrating nanotechnology-enabled products targeted at electronics-related markets. There are risks in investing in companies that target electronics-related markets, including rapid and sometimes dramatic price erosion of products, the reliance on capital and debt markets to finance large capital outlays, including fabrication facilities, the reliance on partners outside of the United States, particularly in Asia, and inherent cyclicality of the electronics market in general. Additionally, electronics-related companies are currently out of favor with many venture capital firms. Therefore, access to capital may be difficult or impossible for companies in our portfolio that are pursuing these markets.

Our healthcare portfolio consists of companies that commercialize and integrate products enabled by nanotechnology and microsystems in healthcare-related industries, including biotechnology, pharmaceuticals, diagnostics and medical devices. There are risks in investing in companies that target healthcare-related industries, including, but not limited to, the uncertainty of timing and results of clinical trials to demonstrate the safety and efficacy of products; failure to obtain any required regulatory approval of products; failure to develop manufacturing processes that meet regulatory standards; competition, in particular from companies that develop rival products; and the ability to protect proprietary technology. Adverse developments in any of these areas may adversely affect the value of our healthcare portfolio.

**The three main industry sectors around which our nanotechnology investments have developed are all capital intensive.**

The industry sectors where nanotechnology and microsystems are gaining the greatest traction, energy, electronics and healthcare, are all capital intensive. Currently, financing for capital-intensive companies remains difficult. In some successful companies, we believe we may need to invest more than we currently have planned to invest in these companies. There can be no assurance that we will have the capital necessary to make such investments. In addition, investing greater than planned amounts in our portfolio companies could limit our ability to pursue new investments and fund follow-on investments. Both of these situations could cause us to miss investment opportunities or limit our ability to protect existing investments from dilution or other actions or events that would decrease the value and potential return from these investments.

**Our portfolio companies may generate revenues from the sale of products that are not enabled by nanotechnology.**

We consider a company to be enabled by nanotechnology or microsystems if a product or products, or intellectual property covering a product or products, that we consider to be at the microscale or smaller is material to its business plan. In addition to developing products that we consider nanotechnology, some of these companies may also develop products that we do not consider enabled by nanotechnology. Some of these companies will generate revenues from the sale of non-nanotechnology-enabled products. Additionally, it is possible that a portfolio company may decide to change its business focus after our initial investment and decide to develop and commercialize non-nanotechnology-enabled products.

**Our venture debt investments may be extremely risky, and we could lose all or part of our investments.**

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans and foreclosure on its assets, which could trigger cross-defaults under other agreements and jeopardize our portfolio company's ability to meet its obligations under the debt securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company. In addition, if a portfolio company goes bankrupt, even though we may have structured our interest as senior debt, depending on the facts and circumstances, including the extent to which we actually provided significant "managerial assistance" to that portfolio company, a bankruptcy court might recharacterize our debt holding and subordinate all or a portion of our claim to that of another creditor.

When we make a senior secured term loan investment in a portfolio company, we generally take a security interest in the available assets of the portfolio company, including the equity interests of its subsidiaries, which we expect to help mitigate the risk that we will not be repaid. However, there is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

**To the extent we use debt to finance our venture debt investments, changes in interest rates will affect our cost of capital and net investment income.**

To the extent we borrow money to make venture debt investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use debt to finance our venture debt investments. In periods of rising interest rates, our cost of funds could increase, which could reduce our net investment income. Currently, all of our venture debt investments are at a fixed rate. Some of our future debt investments may bear interest at variable rates and the interest income from these investments could be negatively affected by decreases in market interest rates. In addition, an increase in interest rates would make it more expensive to use debt to finance our investments. As a result, a significant increase in market interest rates could increase our cost of capital, which would reduce our net investment income. A decrease in interest rates may have an adverse impact on our returns by requiring us to seek lower yields on our debt investments and by increasing the risk that our portfolio companies will prepay our debt investments, resulting in the need to redeploy capital at potentially lower rates. A decrease in market interest rates may also adversely impact our returns on our cash invested in treasury securities, which would reduce our net investment income.

On February 24, 2011, the Company established a \$10 million three-year revolving credit facility with TD Bank, N.A., to be used in conjunction with its investments in venture debt. As of March 13, 2012, we had \$1,500,000 outstanding from our \$10 million credit facility.

**Our portfolio companies may incur debt that ranks senior to our investments in such companies.**

We may make investments in our portfolio companies in the form of bridge notes that typically convert into preferred stock issued in the next round of financing of that portfolio company or other forms of convertible and non-convertible debt securities. Our portfolio companies usually have, or may be permitted to incur, other debt that ranks senior to the debt securities in which we invest. By their terms, debt instruments may provide that the holders are entitled to receive payment of interest and principal on or before the dates on which we are entitled to receive payments on the debt securities in which we invest. Also, in the case of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such senior creditors, such portfolio company may not have any remaining assets to use for repaying its obligations to us. In addition, in companies where we have made investments in the form of bridge notes or other debt securities, we may also have investments in equity in the form of preferred shares. In some cases, a bankruptcy court may subordinate our bridge notes and/or other debt securities to debt holders that do not have equity in the portfolio company.

**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.

**The effect of global climate change may impact the operations of our portfolio companies.**

There may be evidence of global climate change. Climate change creates physical and financial risk, and some of our portfolio companies may be adversely affected by climate change. For example, the needs of customers of energy companies vary with weather conditions, primarily temperature and humidity. To the extent weather conditions are affected by climate change, energy use could increase or decrease depending on the duration and magnitude of any changes. Increases in the cost of energy could adversely affect the cost of operations of our portfolio companies if the use of energy products or services is material to their business. A decrease in energy use due to weather changes may affect some of our portfolio companies' financial condition through decreased revenues. Extreme weather conditions in general require more system backup, adding to costs, and can contribute to increased system stresses, including service interruptions.

**Risks related to the illiquidity of our investments.**

**We invest in illiquid securities and may not be able to dispose of them when it is advantageous to do so, or ever.**

Most of our investments are or will be equity, equity-linked, or debt securities acquired directly from small businesses. These securities are generally subject to restrictions on resale or otherwise have no established trading market. The illiquidity of most of our portfolio of securities may adversely affect our ability to dispose of these securities at times when it may be advantageous for us to liquidate these investments. We may never be able to dispose of these securities.

In addition, we are typically subject to lock-up provisions that prohibit us from selling our investments into the public market for specified periods of time after IPOs. After a portfolio company completes an IPO, its shares are generally subject to lock-up restrictions for a period of time. These lock-up restrictions apply to us and our shares of the portfolio company and generally include provisions that stipulate that we are not permitted to offer, pledge or sell our shares, including selling covered call options on our shares, prior to the expiration of the lock-up period. We are also prohibited from entering into securities lending arrangements for these securities during the lock-up period. The market price of securities that we hold may decline substantially before we are able to sell these securities.

**Unfavorable regulatory changes could impair our ability to engage in liquidity events and dampen our returns.**

We rely on the ability to generate realized returns on our investments through liquidity events such as IPOs and merger and acquisition transactions. Recent government reforms affecting publicly traded companies, stock markets, investment banks and securities research practices have made it more difficult for privately held companies to complete successful IPOs of their equity securities, and such reforms have increased the expense and legal exposure of being a public company.



When companies in which we have invested as private entities complete IPOs of their securities, these newly issued securities are by definition unseasoned issues. Unseasoned issues tend to be highly volatile and have uncertain liquidity, which may negatively affect their price. In addition, we are typically subject to lock-up provisions that prohibit us from selling our investments into the public market for specified periods of time after IPOs. The market price of securities that we hold may decline substantially before we are able to sell these securities. Government reforms that affect the trading of securities in the United States have made market-making by broker-dealers less profitable, which has caused broker-dealers to reduce their market-making activities, thereby making the market for unseasoned stocks less liquid than they might be otherwise.

An inability to generate realized returns on our investments could negatively affect our liquidity, our reinvestment rate in new and follow-on investments and the value of our investment portfolio.

#### **Risks related to our Company.**

##### **The recent downgrade of the U.S. credit rating and the economic crisis in Europe could negatively impact our liquidity, financial condition and earnings.**

Recent U.S. debt ceiling and budget deficit concerns, together with continued signs of stress in sovereign debt conditions in Europe, have increased the possibility of additional credit-rating downgrades and economic slowdown. Although U.S. lawmakers passed legislation to raise the federal debt ceiling in 2011, Standard & Poor's Ratings Services lowered its long-term sovereign credit rating on the United States from "AAA" to "AA+". Currently, U.S. lawmakers will be required to increase the federal debt ceiling again at the end of 2012 to prevent default on its obligations. The impact of these factors and the current crisis in Europe with respect to the ability of certain European Union countries to continue to service their sovereign debt obligations is inherently unpredictable and could adversely affect the United States and global financial markets and economic conditions. There can be no assurance that governmental or other measures to aid economic recovery will be effective. These developments, and the government's credit concerns in general, could create broader financial turmoil and uncertainty, adversely affect our business in many ways, including, but not limited to, decreasing our stock price, adversely impacting our portfolio companies' ability to obtain financing, or obtaining financing but at significantly lower valuations than the preceding financing rounds. The illiquidity of our investments may make it difficult for us to sell such investments if required. As a result, we may realize significantly less than the value at which we have recorded our investments. In addition, significant changes in the capital markets, including the disruption and volatility, have had, and may continue to have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. Market disturbances could also affect the value of our publicly traded portfolio companies and our privately held companies whose values are derived primarily from the values of publicly traded comparable companies, which as of December 31, 2011, accounted for 35.5 percent of the equity-focused venture capital portfolio. If any of these events were to occur, it could materially adversely affect our business, financial condition and results of operations.

**Our business may be adversely affected by the small size of our market capitalization.**

Changes in regulations of the financial industry have adversely affected coverage of small capitalization companies such as ours by financial analysts. A number of analysts that have covered us in the past are no longer able to continue to do so owing to changes in employment, to restrictions on the size of companies they are allowed to cover and/or their firms have shut down operations. An inability to attract analyst coverage may adversely affect the liquidity of our stock and our ability to raise capital from investors, particularly institutional investors. Our inability to access the capital markets on favorable terms, or at all, may adversely affect our future financial performance. The inability to obtain adequate financing capital sources could force us to seek debt financing, self-fund strategic initiatives or even forgo certain opportunities, which in turn could potentially harm our current and future performance.

**Because there is generally no established market in which to value our investments, our Valuation Committee's value determinations may differ materially from the values that a ready market or third party would attribute to these investments.**

There is generally no public market for the private equity securities in which we invest. Pursuant to the requirements of the 1940 Act, we value all of the privately held equity and debt securities in our portfolio at fair value as determined in good faith by the Valuation Committee, a committee made up of all of the independent members of our Board of Directors, pursuant to Valuation Procedures established by the Board of Directors. Determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment pursuant to specified valuation principles and processes. We are required by the 1940 Act to value specifically each individual investment on a quarterly basis and record unrealized depreciation for an investment that we believe has become impaired. Conversely, we must record unrealized appreciation if we believe that a security has appreciated in value. Our valuations, although stated as a precise number, are necessarily within a range of values that vary depending on the significance attributed to the various factors being considered.

We use the Black-Scholes-Merton option-pricing model to determine the fair value of warrants held in our portfolio. Option pricing models, including the Black-Scholes-Merton model, require the use of subjective input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. In the Black-Scholes-Merton model, variations in the expected volatility or expected term assumptions have a significant impact on fair value. Because the securities underlying the warrants in our portfolio are not publicly traded, many of the required input assumptions are more difficult to estimate than they would be if a public market for the underlying securities existed.

Without a readily ascertainable market value and because of the inherent uncertainty of valuation, the fair value that we assign to our investments may differ from the values that would have been used had an efficient market existed for the investments, and the difference could be material. Any changes in fair value are recorded in our Consolidated Statement of Operations as a change in the "Net increase in unrealized appreciation on investments."

In the venture capital industry, even when a portfolio of early-stage, high-technology venture capital investments proves to be profitable over the portfolio's lifetime, it is common for the portfolio's value to undergo a so-called "J-curve" valuation pattern. This means that when reflected on a graph, the portfolio's valuation would appear in the shape of the letter "J," declining from the initial valuation prior to increasing in valuation. This J-curve valuation pattern results from write-downs and write-offs of portfolio investments that appear to be unsuccessful, prior to write-ups for portfolio investments that prove to be successful. Because early-stage small businesses typically have negative cash flow and are by their nature inherently fragile, a valuation process can more readily substantiate a loss of value than an increase in value. Even if our venture capital investments prove to be profitable in the long run, such J-curve valuation patterns could have a significant adverse effect on our net asset value per share and the value of our common stock in the interim. Over time, as we continue to make additional nanotechnology investments, this J-curve pattern may be less relevant for our portfolio as a whole, because the individual J-curves for each investment, or series of investments, may overlap with previous investments at different stages of their J-curves.

**Changes in valuations of our privately held, early-stage small businesses tend to be more volatile than changes in prices of established, more mature publicly traded securities.**

Investments in privately held, early- and mid-stage small businesses may be 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 small businesses can gain suddenly in value in response to an internal or external positive development. Moreover, because of the lack of daily pricing mechanisms, our ownership interests in such investments are generally valued only at quarterly intervals by our Valuation Committee. Thus, changes in valuations from one valuation point to another may be larger than changes in valuations of marketable securities that are revalued in the marketplace much more frequently, in some highly liquid cases, virtually continuously. Although we carefully monitor each of our portfolio companies, information pertinent to our portfolio companies is not always known immediately by us, and, therefore, its availability for use in determining value may not always coincide with the timeframe of our valuations required by the federal securities laws.

**We expect to continue to experience material write-downs of securities of portfolio companies.**

Write-downs of securities of our privately held companies have always been a by-product and risk of our business. We expect to continue to experience material write-downs of securities of privately held portfolio companies. Write-downs of such companies occur at all stages of their development. Such write-downs may increase in dollar terms, frequency and as a percentage of our net asset value as our dollar investment activity in privately held companies continues to increase, and the number of such holdings in our portfolio continues to grow. If the average size of each of our investments in nanotechnology increases, the average size of our write-downs may also increase.

**Because we do not choose investments based on a strategy of diversification, nor do we rebalance the portfolio should one or more investments increase in value substantially relative to the rest of the portfolio, the value of our portfolio is subject to greater volatility than the value of companies with more broadly diversified investments.**

We do not choose investments based on a strategy of diversification. We also do not rebalance the portfolio should one of our portfolio companies increase in value substantially relative to the rest of the portfolio. Therefore, the value of our portfolio may be more vulnerable to events affecting a single sector or industry and, therefore, subject to greater volatility than a company that follows a diversification strategy. Accordingly, an investment in our common stock may present greater risk to you than an investment in a diversified company.

**We are dependent upon key management personnel for future success, and may not be able to retain them.**

We are dependent upon the diligence and skill of our senior management and other key advisers for the selection, structuring, closing and monitoring of our investments. We utilize lawyers, and we utilize outside consultants, including one of our directors, Lori D. Pressman, to assist us in conducting due diligence when evaluating potential investments. There is generally no publicly available information about the companies in which we invest, and we rely significantly on the diligence of our employees and advisers to obtain information in connection with our investment decisions. Our future success, to a significant extent, depends on the continued service and coordination of our senior management team. The departure of any of our senior management or key advisers could materially adversely affect our ability to implement our business strategy. We do not maintain for our benefit any key-man life insurance on any of our officers or employees.

**Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio.**

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as "follow-on" investments, in order to: (1) increase or maintain in whole or in part our ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our investment.

We may elect not to make follow-on investments or lack sufficient funds to make such investments. We have the discretion to make any follow-on investments, subject to the availability of capital resources. The failure to make a follow-on investment may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation, or may cause us to lose some or all preferred rights pursuant to "pay-to-play" provisions that have become common in venture capital transactions. These provisions require proportionate investment in subsequent rounds of financing in order to preserve preferred rights such as anti-dilution protection, liquidation preferences and preemptive rights to invest in future rounds of financing. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities or because we are inhibited by compliance with BDC requirements or the desire to maintain our tax status.

**Bank borrowing or the issuance of debt securities or preferred stock by us, to fund investments in portfolio companies or to fund our operating expenses, would make our total return to common shareholders more volatile.**

Use of debt or preferred stock as a source of capital entails two primary risks. The first is the risk of leverage, which is the use of debt to increase the pool of capital available for investment purposes. The use of debt leverages our available common equity capital, magnifying the impact on net asset value of changes in the value of our investment portfolio. For example, a BDC that uses 33 percent leverage (that is, \$50 of leverage per \$100 of common equity) will show a 1.5 percent increase or decline in net asset value for each one percent increase or decline in the value of its total assets. The second risk is that the cost of debt or preferred stock financing may exceed the return on the assets the proceeds are used to acquire, thereby diminishing rather than enhancing the return to common shareholders. If we issue preferred shares or debt, the common shareholders would bear the cost of this leverage. To the extent that we utilize debt or preferred stock financing for any purpose, these two risks would likely make our total return to common shareholders more volatile. In addition, we might be required to sell investments, in order to meet dividend, interest or principal payments, when it might be disadvantageous for us to do so.

As provided in the 1940 Act and subject to some exceptions, we can issue debt or preferred stock so long as our total assets immediately after the issuance, less some ordinary course liabilities, exceed 200 percent of the sum of the debt and any preferred stock outstanding. The debt or preferred stock may be convertible in accordance with SEC guidelines, which might permit us to obtain leverage at more attractive rates. The requirement under the 1940 Act to pay, in full, dividends on preferred shares or interest on debt before any dividends may be paid on our common stock means that dividends on our common stock from earnings may be reduced or eliminated. An inability to pay dividends on our common stock could conceivably result in our ceasing to qualify as a RIC under the Code, which would in most circumstances be materially adverse to the holders of our common stock. As of December 31, 2011, the Company's outstanding debt balance was \$1,500,000, and we did not have any preferred stock outstanding. On February 24, 2011, we established a \$10 million three-year revolving credit facility with TD Bank, N.A., to be used in conjunction with our investments in venture debt. We do not plan to use this credit facility in conjunction with any private venture capital equity investments.

**We are authorized to issue preferred stock, which would convey special rights and privileges to its owners senior to those of common stock shareholders.**

We are currently authorized to issue up to 2,000,000 shares of preferred stock, under terms and conditions determined by our Board of Directors. These shares would have a preference over our common stock with respect to dividends and liquidation. The statutory class voting rights of any preferred shares we would issue could make it more difficult for us to take some actions that might, in the future, be proposed by the Board and/or holders of common stock, such as a merger, exchange of securities, liquidation or alteration of the rights of a class of our securities, if these actions were perceived by the holders of the preferred shares as not in their best interests. The issuance of preferred shares convertible into shares of common stock might also reduce the net income and net asset value per share of our common stock upon conversion.

**Loss of status as a RIC could reduce our net asset value and distributable income.**

We have elected to qualify, have qualified and currently intend to continue to qualify as a RIC under the Code. As a RIC, we do not have to pay federal income taxes on our income (including realized gains) that is distributed to our shareholders. Accordingly, we are not permitted under accounting rules to establish reserves for taxes on our unrealized capital gains. If we failed to qualify for RIC status in 2012 or beyond, we would be taxed in the same manner as an ordinary corporation and distributions to our shareholders would not be deductible in computing our taxable income, which could materially adversely impact the amount of cash available for distribution to our shareholders. In addition, to the extent that we had unrealized appreciation, we would have to establish reserves for taxes, which would reduce our net asset value, accordingly. To qualify again to be taxed as a RIC in a subsequent year, we would be required to distribute to our shareholders our earnings and profits attributable to non-RIC years, reduced by an interest charge on 50 percent of such earnings and profits, which charge would be payable by us to the IRS. In addition, if we failed to qualify as a RIC for a period greater than two taxable years, then, in order to qualify as a RIC in a subsequent year, we would be required to elect to recognize and pay tax on any net built-in gain in our assets (the excess of aggregate gain, including items of income, over aggregate loss that would have been realized if we had sold our assets to an unrelated party for fair market value) or, alternatively, be subject to taxation on such built-in gain recognized for a period of 10 years.

**A deemed dividend election would affect the value of our stock.**

If we, as a RIC, decide to make a deemed distribution of realized net capital gains and retain the net realized capital gains for any taxable year, also referred to as a deemed dividend, we would have to establish appropriate reserves for taxes that we would have to pay on behalf of shareholders. It is possible that establishing reserves for taxes could have a material adverse effect on the value of our common stock. Additionally, if we decide to make a deemed distribution and changes in tax law occur that would increase the dividend tax rates for individuals and corporations, the net benefit to shareholders from a deemed distribution could be adversely affected. Such changes, therefore, could reduce the overall benefit to our shareholders from our status as a RIC.

**We operate in a heavily regulated environment, and changes to, or non-compliance with, regulations and laws could harm our business.**

We are subject to substantive SEC regulations as a BDC. Securities and tax laws and regulations governing our activities may change in ways adverse to our and our shareholders' interests, and interpretations of these laws and regulations may change with unpredictable consequences. Any change in the laws or regulations that govern our business could have an adverse impact on us or on our operations. Changing laws, regulations and standards relating to corporate governance, valuation, public disclosure and market regulation, including the Sarbanes-Oxley Act of 2002 and the Dodd Frank Act, new SEC regulations, new federal accounting standards and Nasdaq Stock Market rules, create additional expense and uncertainty for publicly traded companies in general, and for BDCs in particular. These new or changed laws, regulations and standards are subject to varying interpretations in many cases because of their lack of specificity, and as a result, their application in practice may evolve over time, which may well result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations and standards have and will continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies, our reputation may be harmed. This increased regulatory burden is causing us to incur significant additional expenses and is time consuming for our management, which could have a material adverse effect on our financial performance.

**Market prices of our common stock will continue to be volatile.**

We expect that the market price of our common stock price will continue to be volatile. The price of the common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include the following:

- stock market and capital markets conditions;
- internal developments in our Company with respect to our personnel, financial condition and compliance with all applicable regulations;
- announcements regarding any of our portfolio companies;
- announcements regarding developments in the nanotechnology, energy, electronics or healthcare-related fields in general;
- environmental and health concerns regarding nanotechnology, whether real or perceptual;
- announcements regarding government funding and initiatives related to the development of nanotechnology, energy, electronics or healthcare-related products;
- a mismatch between the long term nature of our business and the short term focus of many investors;
- general economic conditions and trends; and/or
- departures of key personnel.

We will not have control over many of these factors, but expect that our stock price may be influenced by them. As a result, our stock price may be volatile, and you may lose all or part of your investment.

**Quarterly results fluctuate and are not indicative of future quarterly performance.**

Our quarterly operating results fluctuate as a result of a number of factors. These factors include, among others, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we and our portfolio companies encounter competition in our markets and general economic and capital markets conditions. As a result of these factors, results for any one quarter should not be relied upon as being indicative of performance in future quarters.

**To the extent that we do not realize income or choose not to retain after-tax realized capital gains, we will have a greater need for additional capital to fund our investments and operating expenses.**

As a RIC, we must annually distribute at least 90 percent of our investment company taxable income as a dividend and may either distribute or retain our realized net capital gains from investments. As a result, these earnings may not be available to fund investments. If we fail to generate net realized capital gains or to obtain funds from outside sources, it would have a material adverse effect on our financial condition and results of operations as well as our ability to make follow-on and new investments. Because of the structure and objectives of our business, we generally expect to experience net operating losses and rely on proceeds from sales of investments and investment income from our venture debt to defray a significant portion of our operating expenses. Investment sales are unpredictable and may not occur. In addition, as a BDC, we are generally required to maintain a ratio of at least 200 percent of total assets to total borrowings and preferred stock, which may restrict our ability to borrow to fund these requirements. Lack of capital could curtail our investment activities or impair our working capital.

**Investment in foreign securities could result in additional risks.**

We may invest in foreign securities, and we currently have one investment in a foreign security. When we invest in securities of foreign issuers, we may be subject to risks not usually associated with owning securities of U.S. issuers. These risks can include fluctuations in foreign currencies, foreign currency exchange controls, social, political and economic instability, differences in securities regulation and trading, expropriation or nationalization of assets and foreign taxation issues. In addition, changes in government administrations or economic or monetary policies in the United States or abroad could result in appreciation or depreciation of our securities and could favorably or unfavorably affect our operations. It may also be more difficult to obtain and enforce a judgment against a foreign issuer. Any foreign investments made by us must be made in compliance with U.S. and foreign currency restrictions and tax laws restricting the amounts and types of foreign investments.

Although most of our investments are denominated in U.S. dollars, our investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency may change in relation to the U.S. dollar, in which currency we maintain financial statements and valuations. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

**Investing in our stock is highly speculative and an investor could lose some or all of the amount invested.**

Our investment objective and strategies result in a high degree of risk in our investments and may result in losses in the value of our investment portfolio. Our investments in small businesses are highly speculative and, therefore, an investor in our common stock may lose his or her entire investment. The value of our common stock may decline and may be affected by numerous market conditions, which could result in the loss of some or all of the amount invested in our common stock. The securities markets frequently experience extreme price and volume fluctuations that affect market prices for securities of companies in general, and technology and very small capitalization companies in particular. Because of our focus on the technology and very small capitalization sectors, and because we are a very small capitalization company ourselves, our stock price is especially likely to be affected by these market conditions. General economic conditions, and general conditions in nanotechnology and in the semiconductor and information technology, life science, materials science and other high-technology industries, including energy, may also affect the price of our common stock.



**Our shares might trade at discounts from net asset value or at premiums that are unsustainable over the long term.**

Shares of BDCs like us may, during some periods, trade at prices higher than their net asset value and during other periods, as frequently occurs with closed-end investment companies, trade at prices lower than their net asset value. The possibility that our shares will trade at discounts from net asset value or at premiums that are unsustainable over the long term are risks separate and distinct from the risk that our net asset value per share will decrease. The risk of purchasing shares of a BDC that might trade at a discount or unsustainable premium is more pronounced for investors who wish to sell their shares in a relatively short period of time because, for those investors, realization of a gain or loss on their investments is likely to be more dependent upon changes in premium or discount levels than upon increases or decreases in net asset value per share. Our common stock may not trade at a price higher than or equal to net asset value per share. On December 31, 2011, our stock closed at \$3.46 per share, a discount of \$1.24, or 26.4 percent, to our net asset value per share of \$4.70 as of December 31, 2011. On March 13, 2012, our stock closed at \$4.20 per share, a discount of \$0.50, or 10.6 percent, to our net asset value per share as of December 31, 2011.

**Our strategy of writing covered calls on public portfolio company securities could result in us receiving a lower return for such investments than if we had not employed such strategy.**

There are several risks associated with transactions in options on securities. For example, there are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. As the writer of a covered call option, the Company forgoes, during the option's life, the opportunity to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call, but has retained the risk of loss should the price of the underlying security decline. The writer of an option has no control over the time when it may be required to fulfill its obligation as a writer of the option. Once an option writer has received an exercise notice, it cannot effect a closing purchase transaction in order to terminate its obligation under the option and must deliver the underlying security at the exercise price.

**The Board of Directors intends to grant restricted stock or stock options to our employees pursuant to the Company's Equity Incentive Plan. These equity awards may have a dilutive effect on existing shareholders.**

In accordance with the Company's Equity Incentive Plan, the Company's Board of Directors may grant equity awards in the form of stock options or restricted stock (subject to receiving shareholder approval at our 2012 Annual Meeting of Shareholders) from time to time for up to 20 percent of the total shares of stock issued and outstanding. When options are exercised, net asset value per share will decrease if the net asset value per share at the time of exercise is higher than the exercise price. Alternatively, net asset value per share will increase if the net asset value per share at the time of exercise is lower than the exercise price. Therefore, existing shareholders will be diluted if the net asset value per share at the time of exercise is higher than the exercise price of the options. Even though issuance of shares pursuant to exercises of options increases the Company's capital, and regardless of whether such issuance results in increases or decreases in net asset value per share, such issuance, as well as issuance of restricted stock, results in existing shareholders owning a smaller percentage of the shares outstanding.

**You have no right to require us to repurchase your shares.**

You do not have the right to require us to repurchase your shares of common stock.

**Future sales of our common stock in the public market could cause our stock price to fall.**

Sales of a substantial number of shares of our common stock in offerings, such as follow-on public offerings, registered direct or PIPE transactions, or rights offerings, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

The Company maintains its offices at 1450 Broadway, New York, New York 10018, where it leases approximately 6,900 square feet of office space pursuant to a lease agreement expiring on December 31, 2019. (See "Note 11. Commitments and Contingencies" contained in "Item 8. Consolidated Financial Statements and Supplementary Data.")

On July 1, 2008, we signed a five-year lease for approximately 2,290 square feet of office space at 420 Florence Street, Suite 200, Palo Alto, California 94301, commencing on August 1, 2008, and expiring on August 31, 2013. We currently sublet all 2,290 square feet of this office space.

We believe that our office facilities are suitable and adequate for our business as it is contemplated to be conducted.

**Item 3. Legal Proceedings.**

The Company is not currently a party to any legal proceedings.

**Item 4. Mine Safety Disclosures.**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Market Information

Our common stock is traded on the Nasdaq Global Market under the symbol "TINY." The following table sets forth the range of the high and low sales price of the Company's shares during each quarter of the last two fiscal years and on the closing share price as a percentage of net asset value, as reported by Nasdaq Global Market. The quarterly stock prices quoted represent interdealer quotations and do not include markups, markdowns or commissions.

Quarter Ended	Market Price		Net Asset Value ("NAV") Per Share at End of Period	Premium or (Discount) as a % of NAV	
	High	Low		High	Low
March 31, 2011	\$6.30	\$4.27	\$4.73	33.2%	(9.7)%
June 30, 2011	\$5.92	\$4.85	\$5.43	9.0%	(10.7)%
September 30, 2011	\$5.58	\$3.45	\$4.38	27.4%	(21.2)%
December 31, 2011	\$4.15	\$3.17	\$4.70	(11.7)%	(32.6)%
March 31, 2010	\$5.33	\$3.93	\$4.42	20.6%	(11.1)%
June 30, 2010	\$5.50	\$4.06	\$4.51	21.9%	(10.0)%
September 30, 2010	\$4.40	\$3.70	\$4.51	(2.4)%	(18.0)%
December 31, 2010	\$4.73	\$4.12	\$4.76	(0.6)%	(13.4)%

Historically, our shares of common stock have traded at times at a discount and at other times at a premium to net asset value. The last reported price for our common stock on December 31, 2011, was \$3.46 per share, which was a 26.4 percent discount to our net asset value of \$4.70 as of December 31, 2011.

#### Shareholders

As of March 12, 2011, there were approximately 129 holders of record and approximately 17,424 beneficial owners of the Company's common stock.

#### Dividends

We did not pay a cash dividend or declare a deemed dividend for 2011 or 2010. For more information about deemed dividends, please refer to the discussion under "Tax Status."

Securities Authorized for Issuance Under Equity Compensation Plans

EQUITY COMPENSATION PLAN INFORMATION  
As of December 31, 2011

Plan Category	Number of securities to be issued upon exercise of out- standing options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans <sup>(2)</sup> (excluding securities reflected in Column (a)) (c)
Equity compensation plans approved by security holders	3,389,117	\$8.13	(1)
Equity compensation plans not approved by security holders	-	-	-
<b>TOTAL</b>	<b>3,389,117</b>	<b>\$8.13</b>	<b>(1)</b>

(1) A maximum of twenty percent (20%) of our total shares of our common stock issued and outstanding may be available for awards under the plan, subject to adjustment as described below. Shares issued under the plan may be authorized but unissued shares or treasury shares. If any shares subject to an award granted under the plan are forfeited, cancelled, exchanged or surrendered, or if an award terminates or expires without a distribution of shares, those shares will again be available for awards under the plan.

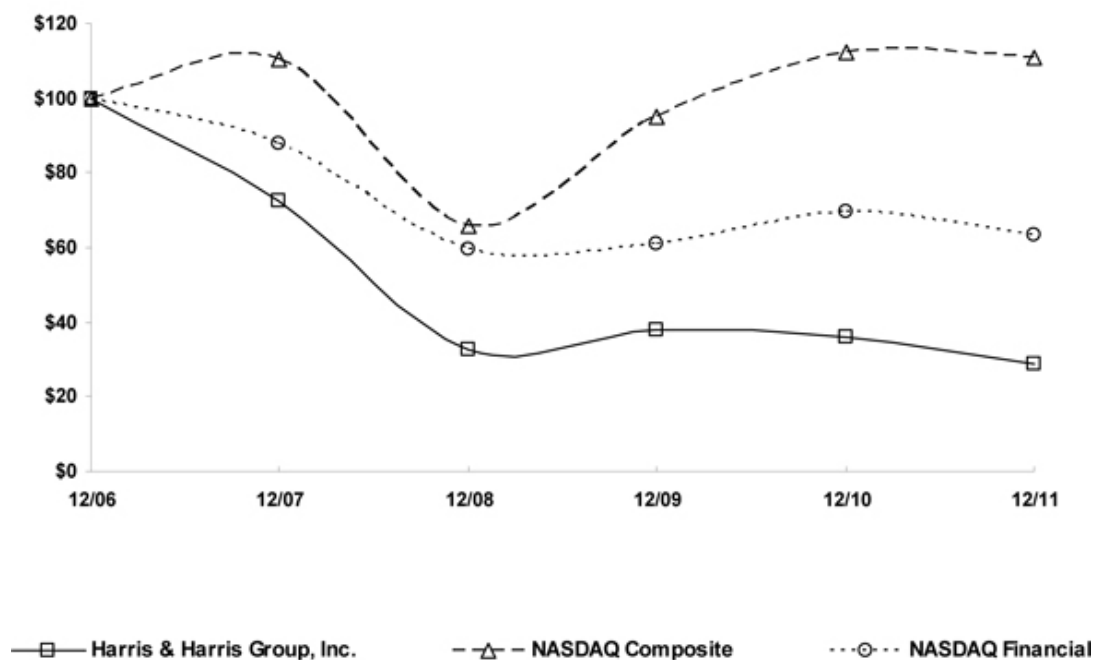
(2) Does not include information about the Harris & Harris Group, Inc. 2012 Equity Incentive Plan proposed for approval at the 2012 Annual Meeting of Shareholders.

**Performance Graph**

The graph below compares the cumulative five-year total return of holders of the Company's common stock with the cumulative total returns of the Nasdaq Composite index and the Nasdaq Financial index. The graph assumes that the value of the investment in the Company's common stock and in each of the indexes (including reinvestment of dividends) was \$100 on December 31, 2006, and tracks it through December 31, 2011.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Harris & Harris Group, Inc., the NASDAQ Composite Index, and the NASDAQ Financial Index



\*\$100 invested on 12/31/06 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

	12/06	12/07	12/08	12/09	12/10	12/11
<b>Harris &amp; Harris Group, Inc.</b>	100.00	72.70	32.67	37.80	36.23	28.62
<b>NASDAQ Composite</b>	100.00	110.26	65.65	95.19	112.10	110.81
<b>NASDAQ Financial</b>	100.00	87.76	59.40	61.13	69.41	63.33

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

*Source: Research Data Group, Inc.*

### Stock Transfer Agent

American Stock Transfer & Trust Company, 59 Maiden Lane, New York, New York 10038 (Telephone 800-937-5449, Attention: Ms. Jennifer Donovan) serves as our transfer agent. Certificates to be transferred should be mailed directly to the transfer agent, preferably by registered mail.

**Item 6. Selected Financial Data.**

The information below was derived from the audited Consolidated Financial Statements included in this report and in previous annual reports filed with the SEC. This information should be read in conjunction with those Consolidated Financial Statements and Supplementary Data and the notes thereto. These historical results are not necessarily indicative of the results to be expected in the future.

**Financial Position as of December 31:**

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Total assets	\$ 150,343,653	\$ 149,289,168	\$ 136,109,101	\$ 111,627,601	\$ 142,893,332
Total liabilities	\$ 4,645,246	\$ 2,435,256	\$ 1,950,843	\$ 2,096,488	\$ 4,529,988
Net assets <sup>1</sup>	\$ 145,698,407	\$ 146,853,912	\$ 134,158,258	\$ 109,531,113	\$ 138,363,344
Net asset value per outstanding share	\$ 4.70	\$ 4.76	\$ 4.35	\$ 4.24	\$ 5.93
Cash dividends paid	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Cash dividends paid per outstanding share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Shares outstanding, end of year <sup>1</sup>	31,000,601	30,878,164	30,859,593	25,859,573	23,314,573

**Operating Data for Year Ended December 31:**

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Total investment income	\$ 702,765	\$ 446,038	\$ 247,848	\$ 1,987,347	\$ 2,705,636
Total expenses <sup>2</sup>	\$ 9,041,130	\$ 8,001,845	\$ 9,009,063	\$ 12,674,498	\$ 14,533,179
Net operating loss	\$ (8,338,365)	\$ (7,555,807)	\$ (8,761,215)	\$ (10,687,151)	\$ (11,827,543)
Total tax expense (benefit)	\$ 6,922	\$ 4,461	\$ (753)	\$ 34,121	\$ 87,975
Net realized gain (loss) income from investments	\$ 2,449,705	\$ (3,740,518)	\$ (11,105,577)	\$ (8,323,634)	\$ 30,162
Net increase (decrease) in unrealized appreciation on investments	\$ 2,347,297	\$ 21,883,175	\$ 19,718,327	\$ (30,170,712)	\$ 5,080,936
Net (decrease) increase in net assets resulting from operations	\$ (3,541,363)	\$ 10,586,850	\$ (148,465)	\$ (49,181,497)	\$ (6,716,445)
(Decrease) increase in net assets resulting from operations per average outstanding share	\$ (0.12)	\$ 0.34	\$ (0.01)	\$ (1.99)	\$ (0.30)

<sup>1</sup> We completed offerings of our common stock as follows: 0 shares in each of 2011 and 2010; 4,887,500 shares in 2009; 2,545,000 shares in 2008; and 1,300,000 shares in 2007.

<sup>2</sup> Included in total expenses is non-cash, stock-based, compensation expense of \$1,894,800 in 2011; \$2,088,091 in 2010; \$3,089,520 in 2009; \$5,965,769 in 2008; and \$8,050,807 in 2007.

## **Item 7. 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 2011 Consolidated Financial Statements and notes thereto.

### **Cautionary Statement Regarding Forward-Looking Statements**

This Annual Report on Form 10-K contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about the Company, our current and prospective portfolio investments, our industry, our beliefs, and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "will," "may," "continue," "believes," "seeks," "estimates," "would," "could," "should," "targets," "projects," and variations of these words and similar expressions are intended to identify forward-looking statements. The forward-looking statements contained in this Annual Report involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the impact of investments that we expect to make;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital; and
- the timing of cash flows, if any, from the operations and/or monetization of our positions in our portfolio companies.

These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

- an economic downturn could impair our portfolio companies' ability to continue to operate, which could lead to the loss of some or all of our investments in such portfolio companies;



- a contraction of available credit and/or an inability to access the equity markets could impair our investment activities;
- interest rate volatility could adversely affect our results, particularly if we elect to use leverage as material part of our venture debt investment strategy;
- currency fluctuations could adversely affect the results of our investments in foreign companies, particularly to the extent that we receive payments denominated in foreign currency rather than U.S. dollars; and
- the risks, uncertainties and other factors we identify in "Risk Factors" and elsewhere in this Annual Report on Form 10-K and in our other filings with the SEC.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Annual Report on Form 10-K should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include those described or identified in "Risk Factors" and elsewhere in this Annual Report on Form 10-K. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Annual Report on Form 10-K.

### **Background and Overview**

We incorporated under the laws of the state of New York in August 1981. In 1983, we completed an 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 believe we provide five core benefits to our shareholders. First, we are an established firm with a positive track record of investing in venture capital-backed companies. Second, we provide shareholders with access to emerging nanotechnology-enabled companies that would otherwise be difficult to access or inaccessible for most current and potential shareholders. Third, we have an existing portfolio of companies at varying stages of maturity that provide for a potential pipeline of investment returns over time. Fourth, we are able to invest opportunistically in a range of types of securities to take advantage of market inefficiencies. Fifth, we provide access to venture capital investments in a vehicle that, unlike private venture capital firms, is both transparent and liquid.

We invest in companies enabled by nanotechnology and microsystems. We believe companies that leverage breakthroughs at the nanoscale are emerging as leaders in their respective industries. These companies primarily impact the energy, healthcare and electronics sectors. We focused the Company on making venture capital investments in companies that commercialize and integrate products enabled by nanotechnology in 2002. We believe this was the period of time when nanotechnology was beginning to emerge from its gestational phase to its commercial phase. We believe the coming decades will be the period of time when the commercial impact of nanotechnology will become widespread. We believe that as this occurs, our portfolio companies are well positioned to profit and that we will see investment returns as a result.

We define venture capital investments as the money and resources made available to privately held and publicly traded small businesses with exceptional growth potential. We believe that we are the only U.S.-based, publicly traded venture capital company making investments exclusively in nanotechnology and microsystems. We believe we have invested in more nanotechnology-enabled companies than any other venture capital firm.

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. 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 industries, markets and products.

We believe nanotechnology can be classified as a transformative technology. An innovation qualifies as a transformative technology if it has the potential for pervasive use in a wide range of sectors in ways that change the competitive dynamics in those sectors. Transformative technologies often take decades to fully diffuse through respective sectors. We believe the period of 2001 through 2010 was the first decade in the commercial development of nanotechnology products. According to the National Science Foundation and the National Nanotechnology Initiative, this decade witnessed average growth rates of nanotechnology-related research and development funding, peer-reviewed publications and patent applications of 23 percent to 35 percent. According to the same institutions, nanotechnology-enabled companies created over 300,000 jobs worldwide and introduced over \$200 billion worth of products. Our portfolio companies experienced similar growth during this period of time with aggregate revenues increasing 21 percent from 2007 to 2011, and 11.6 percent from 2010 to 2011.

We are currently in the second decade in the commercial development of nanotechnology products. We believe it will be this second decade and beyond where large portions of industry come to rely on nanotechnology as a fundamental enabler of advanced products.

## **Investment Objective and Strategy**

Our principal investment objective is to achieve long-term capital appreciation by making equity-focused venture capital investments. Therefore, a significant portion of our current venture capital investment portfolio provides little or no income in the form of dividends or interest. Current income is a secondary investment objective. We seek to reach the point where future growth is financed through reinvestment of our capital gains from our venture capital investments and where current income offsets portions of our annual expenses during periods of time between realizations of capital gains on our investments. We also plan to implement a strategy to grow assets under management by raising one or more third-party funds to manage. There is no assurance when and if we will be able to raise such fund(s) or, if raised, whether they will be successful.

We have discretion in the investment of our capital to achieve our objectives. We seek long-term capital appreciation through venture capital investments in equity-related securities of companies that we believe have exceptional growth potential. 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. These businesses may be privately held or publicly traded. We historically have invested in equity securities of these companies that are generally illiquid due to restrictions on resale and to the lack of an established trading market. We refer to our portfolio of investments in equity and equity-related securities in later sections of the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") as our "equity-focused" portfolio of investments. We may take advantage of opportunities to generate near-term cash flow by investing in non-convertible debt securities of businesses. These businesses tend to be generating cash or have near-term visibility to reaching positive cash flow. We refer to our portfolio of investments in non-convertible debt in later sections of the MD&A as our "venture debt" portfolio of investments.

We are early-stage and long-term investors. We seek to identify investment opportunities in industries and markets that will be growth opportunities three to seven years from the date of our initial investment. We expect to invest capital in these companies at multiple points in time subsequent to our initial investment. We refer to such investments as "follow-on" investments. Our efforts to identify and predict future growth industries and markets rely on patient and deep due diligence in nanotechnology-enabled innovations developed at universities and corporate and government research laboratories, and the examination of macroeconomic and microeconomic trends and industry dynamics. We believe it is the early identification of and investments in these growth opportunities that will lead to investment returns for our shareholders, growth of our net assets, and capital for us to invest in tomorrow's growth opportunities.

## **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 December 31, 2011, we held at least one board seat or observer rights on 22 of our 27 equity-focused portfolio companies (81 percent).

We may hold two or more board seats in early-stage portfolio companies or those in which we have significant ownership. 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. Our observer rights at board of directors meetings commonly cease when companies complete an IPO. We held observer rights in NeoPhotonics Corporation and Solazyme, Inc., until the completion of each company's IPO.

We may be involved actively 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 relationships with the banking and investment community and our knowledge and experience in running a micro-capitalization publicly traded business.

### **Historical Investments and Current Investment Pace**

Since our investment in Otisville in 1983 through December 31, 2011, we have made a total of 93 equity-focused venture capital investments. We have exited 66 of these 93 investments, realizing total gross proceeds of \$158,872,869 on our cumulative invested capital of \$91,890,222. The gross proceeds received include our upfront payment from the sale of BioVex Group, Inc., to Amgen, Inc., in the first quarter of 2011, but do not include the potential milestone payments that could occur as part of this transaction at points in time in the future or the portion of the upfront payment held in escrow as of December 31, 2011.

The gross proceeds received also include our upfront payment from the sale of Innovalight, Inc., to E.I. du Pont de Nemours and Company ("DuPont") in the third quarter of 2011 and the sale of Crystal IS, Inc., to the Asahi Kasei Group in the fourth quarter of 2011, but do not include the portion of the upfront payments held in escrow as of December 31, 2011. Both the gross proceeds and the cumulative invested capital do not reflect the cost or value of our ownership of NeoPhotonics or Solazyme which completed IPOs on February 2, 2011, and May 27, 2011, respectively, as we have not yet sold or had our shares called from us through exercise of the call options written by us on a portion of these investments.

From August 2001 through December 31, 2011, all 51 of our initial equity-focused investments have been in companies commercializing or integrating products enabled by nanotechnology or microsystems. From August 2001 through December 31, 2011, we have invested a total (before any subsequent write-ups, write-downs or dispositions) of \$143,998,386 in these companies. We currently have 27 equity-focused companies in our portfolio. At December 31, 2011, from first dollar in, the average and median holding periods for these 27 investments were each 5.0 years. Historically, as measured from first dollar in to last dollar out, the average and median holding periods for the 66 investments we have exited were 4.2 years and 3.3 years, respectively.

The following is a summary of our initial and follow-on equity-focused investments in nanotechnology companies from January 1, 2007, to December 31, 2011. We consider a "round led" to be a round where we were the new investor or the leader of a group 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.

**Investments in Our Equity-Focused Portfolio of Investments  
in Privately Held and Publicly Traded Companies**

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Total Incremental Investments	\$ 20,595,161	\$ 17,779,462	\$ 12,334,051	\$ 9,560,721	\$ 17,688,903
No. of New Investments	7	4	2	3	4
No. of Follow-On Investment Rounds	20	25	29	27	31
No. of Rounds Led	3	4	5	5	4
Average Dollar Amount – Initial	\$ 1,086,441	\$ 683,625	\$ 174,812	\$ 117,069	\$ 1,339,744
Average Dollar Amount – Follow-On	\$ 649,504	\$ 601,799	\$ 413,256	\$ 341,093	\$ 397,740

During the twelve months ended December 31, 2011, we made three venture debt investments. The following is a summary of our investments in venture debt to date.

**Investments in Our Venture Debt Portfolio of Investments  
In Privately Held and Publicly Traded Companies**

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
No. of Investments	0	0	0	1	3
Total Dollar Amount	\$ 0	\$ 0	\$ 0	\$ 500,000	\$ 1,400,000

In the fourth quarter of 2011, we made a \$500,000 venture debt investment in one of our equity-focused portfolio companies. We note that all amounts, values and numbers mentioned below regarding our equity-focused portfolio companies include this investment in those calculations.

**Importance of Availability of Liquid Capital**

Private venture capital funds 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, whether privately held or publicly traded, 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 privately held and publicly traded 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 criteria and pace 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.
- 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 privately held portfolio companies. These rights are useful to protect and potentially increase the value of our positions in our portfolio companies as they mature. Commonly, the terms of such financings in privately held companies 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 and access to the capital markets allows us to take advantage of these opportunities as they arise.

## **Our Sources of Liquid Capital**

The sources of liquidity that we use to make our investments are classified as primary and secondary liquidity. As of December 31, 2011, and December 31, 2010, our total primary and secondary liquidity was \$65,368,303 and \$42,079,934, respectively. We do not include our credit facility as primary or secondary liquidity. Primary liquidity is comprised of cash and certain receivables. As of December 31, 2011, we held \$33,841,394 in cash, of which \$25,251,666 was held in non-interest-bearing, fully FDIC insured bank accounts. As of December 31, 2011, we held \$0 in U.S. government obligations. During the first quarter of 2011, we received the upfront payment of \$7.7 million from the disposition of BioVex. During the third quarter of 2011, we received approximately \$4.5 million from the disposition of Innovalight. During the fourth quarter of 2011, we received approximately \$1.7 million from the disposition of Crystal IS. These payments immediately added to our primary liquidity. Payments upon achieving milestones of the BioVex acquisition or expiration of the escrow periods for the BioVex, Crystal IS and Innovalight acquisitions would also add to our primary liquidity in future quarters if these milestones are achieved successfully and escrowed funds are released in part or in full. The probability-adjusted value of the future milestone payments for the BioVex acquisition and of the funds held in escrow from the acquisitions of BioVex, Crystal IS and Innovalight, as determined at the end of each fiscal quarter, is included as an asset on our Consolidated Statements of Assets and Liabilities and will be included in primary liquidity only when payment is received for achievement of the milestones.

Our secondary liquidity is comprised of the stock of publicly traded companies. Although these companies are publicly traded, their stock may not trade at high volumes and prices may be volatile, which may restrict our ability to sell our positions at any given time. As of December 31, 2011, our secondary liquidity was \$31,457,861. NeoPhotonics and Solazyme account for \$29,484,527 of this amount based on the closing price of each company as of December 31, 2011. Champions Oncology accounts for \$1,973,334 of the total amount of secondary liquidity. As of December 31, 2011, our shares of each of these companies are freely tradable securities. A decision to sell our shares would result in the cash received from the sale of these assets being included in primary liquidity. Until that time, we will continue to include the value of our shares of our publicly traded portfolio companies in secondary liquidity unless the average trading volume of each company reaches sufficient levels for us to monetize our stock in such companies over a short period of time.

Should additional portfolio companies successfully complete IPOs or should we make additional investments in publicly traded companies, our source of secondary liquidity could materially increase. We believe these developments make it important, therefore, to examine both our primary and secondary liquidity when assessing the strength of our balance sheet and our future investment capabilities.

### **Liquidity Events from Our Portfolio in 2011**

During the year ended December 31, 2011, we had five liquidity events in the portfolio.

On December 28, 2011, the Asahi Kasei Group completed its acquisition of Crystal IS. We received a portion of our payment of \$1.74 million for our securities of Crystal IS. As of December 31, 2011, approximately \$288,000 in additional proceeds from the transaction is held in escrow to cover potential indemnity claims, working capital shortfalls and the expenses of the stockholder agent. The majority of this amount is held in escrow for a period of 15 months from the date of the transaction.

On July 21, 2011, DuPont completed its acquisition of Innovalight. We received payment of \$4.55 million for our securities of Innovalight. As of December 31, 2011, approximately \$928,000 in additional proceeds from the transaction is held in escrow to cover potential indemnity claims for a period of 18 months from the date of the transaction.

On May 27, 2011, Solazyme completed an IPO by selling 10,975,000 shares of common stock at \$18 per share. The common stock of Solazyme trades on the Nasdaq Global Select Market under the symbol "SZYM." As of December 31, 2011, we owned an aggregate of 2,304,149 shares of Solazyme. This position was valued at \$27,419,373 as of December 31, 2011. Our valuation of Solazyme as of December 31, 2011, was based on the share price as of the close of trading on December 30, 2011, which was \$11.90. As of March 13, 2012, Solazyme's closing price was \$14.43 per share. In December 2011, we sold call options covered by a portion of our shares owned of Solazyme that resulted in cash premiums paid to the Company of \$300,000.

On March 4, 2011, Amgen completed its acquisition of BioVex. The acquisition included an upfront payment of \$425 million and milestone payments of up to \$575 million. On March 11, 2011, we received our upfront payment of \$7,702,470. As of December 31, 2011, our portion of the upfront payment that remained in escrow was approximately \$953,000. As of December 31, 2011, we valued potential milestone payments and funds held in escrow from the sale of BioVex at \$3,839,384. If all the remaining milestone payments were to be paid by Amgen, and if the full amount held in escrow is released, we would receive \$10,479,604. We have not received any milestone payments as of December 31, 2011, and there can be no assurances as to how much of this amount we will ultimately realize in the future, if any.

On February 2, 2011, NeoPhotonics completed an IPO by selling 7,500,000 shares of common stock at \$11 per share. The common stock of NeoPhotonics trades on the New York Stock Exchange under the symbol "NPTN." As of December 31, 2011, we owned an aggregate of 450,907 shares of NeoPhotonics. This position was valued at \$2,065,154 as of December 31, 2011.

### **Potential Liquidity Events from Our Portfolio in 2012**

In the first quarter of 2012, one of our portfolio companies received a non-binding letter of interest for the potential acquisition of the company. As of March 13, 2012, the discussion between these two companies is ongoing, and there can be no assurance that these companies will reach mutually acceptable terms to consummate a transaction.

Also in the first quarter of 2012, three of our portfolio companies have commenced planning for and/or began the process of hiring bankers to pursue potential sales and/or IPOs of those companies. As of March 13, 2012, these efforts are ongoing, and there can be no assurance that either of these companies will be able to consummate either type of transaction.

### **Strategy for Managing Publicly Traded Positions**

Our equity-focused portfolio companies may seek to raise capital and provide liquidity to shareholders through IPOs. It is generally rare that pre-IPO investors are afforded the ability to sell a portion of shares owned in the IPO. These pre-IPO shares are often subject to lock-up provisions that prevent the sale of those shares, options against those shares or other transactions associated with those shares until expiration of the lock-up period, which is often 180 days from the date of the IPO. We commonly plan to hold our shares of our publicly traded portfolio companies following the expiration of the lock-up restrictions if we believe that the prospects for future growth of the portfolio company and the underlying value of our shares are as great or greater than other opportunities we are currently encountering. We believe we are able to make such assessments using our extensive knowledge of the companies having actively worked with them and their management teams over multiple years as pre-IPO investors. As such, we may hold our shares of publicly traded portfolio companies for extended periods of time from the date of IPO.



Following the expiration of the lock-up restrictions, we may pursue the sale of call options covered by our ownership of shares in our publicly traded portfolio companies. The Company will only "sell" or "write" options on common stocks held in the Company's portfolio. We will not sell "naked" call options, *i.e.*, options representing more shares of the stock than are held in the portfolio. These call options give the buyer the right to purchase our stock at a given price, the "strike price," prior to a specific date, the "expiration date." A call option whose strike price is above the current price of the underlying stock is called "out-of-the-money." Most of the options that will be sold by us are expected to be out-of-the-money, allowing for potential appreciation in addition to the proceeds from the sale of the option. When stocks in the portfolio rise, call options that were out-of-the-money when written may become in-the-money, thereby increasing the likelihood that they could be exercised, and we would be forced to sell the stock. For conventional listed call options, the options' expiration date can be up to nine months from the date the call options are first listed for trading. Longer-term call options can have expiration dates up to three years from the date of listing. We currently expect to write call options with expirations of no more than nine months from the date the call option is first listed for trading.

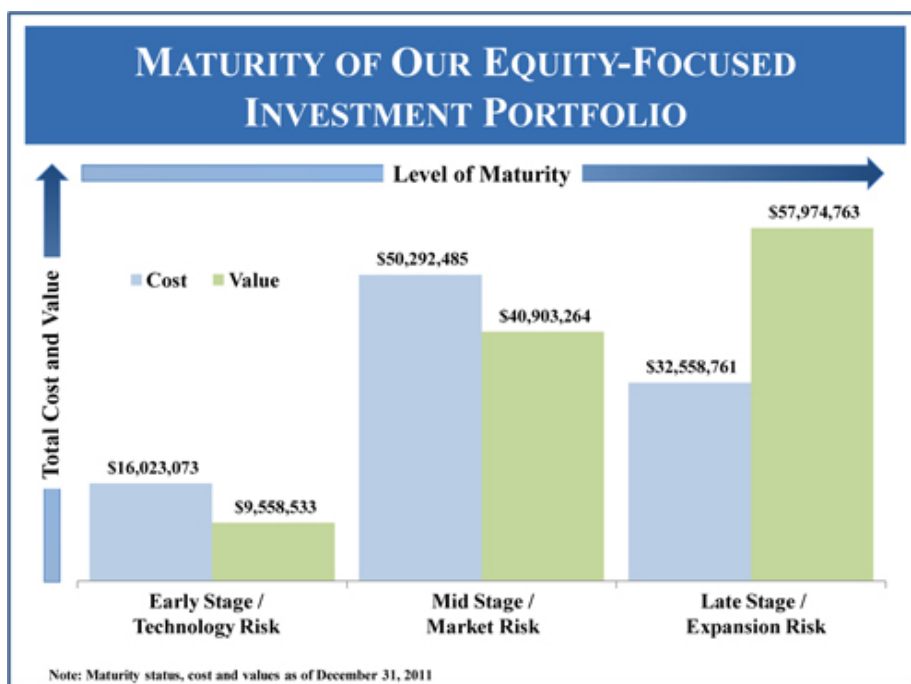
We believe this strategy of selling covered call options on our publicly traded portfolio companies provides at least three benefits:

- 1) We receive payment of a premium in cash at the time of the sale of the call option. The amount of the premium received is negotiated between the buyer and us and is influenced generally by the market price of the underlying stock, the volatility of the stock and the length of time between the date of sale of the call option and the expiration date. If the option expires out-of-the-money, we retain the premium as a gain on our investment.
- 2) If the option is exercised, it enables the monetization of the stock held by us in an orderly transaction that yields known returns. Our publicly traded portfolio companies currently trade at small average daily volumes of shares compared with our positions in these companies. As such, a decision by us to sell a portion or all of our shares in these companies in the public markets through brokers could negatively affect the price at which we would be able to sell these shares and, therefore, our ultimate returns. The sale of a call option sets a price at which our shares would sell if the option is exercised, which negates the potential impact of illiquidity or other market dynamics on our returns from the sale of these shares. That said, it also sets an upper limit for the proceeds we would receive in such sale. We plan to enter into such contracts at a price per share and in a timeframe that we would be willing to sell those shares. While we may repurchase call options when advantageous to us, we commonly do not sell call options with the expectation that we will repurchase them at a future date.

- 3) The sale of options may help generate interest and liquidity in the stock of our publicly traded portfolio companies. Current market dynamics make it difficult for small capitalization stocks to attract interest from institutional and retail investors. This difficulty leads to low average trading volumes and low liquidity options for existing shareholders. We believe the sale of call options may aid in increasing the interest and liquidity in the stock of these companies and may be beneficial to our future potential returns on these investments.

#### **Maturity of Current Equity-Focused Venture Capital Portfolio**

Our equity-focused 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 charts below show our assessment of the stage of maturity of the 27 companies in our equity-focused portfolio of investments and include the cost and value ascribed to the companies within each of these stages of maturity.



We seek to create a portfolio of companies that enables consistent flows of potential liquidity events in multiple industries in three sectors, energy, healthcare and electronics, which can be monetized as these companies mature.

We classify energy companies as those that seek to improve performance, productivity or efficiency, and to reduce environmental impact, waste, cost, consumption or raw materials using nanotechnology-enabled solutions. We have historically used the term "cleantech" to describe these types of companies. We now use the term energy to describe these companies and include our companies formerly classified as cleantech companies in this category.

We classify healthcare companies as those that use nanotechnology to address problems in healthcare-related industries, including biotechnology, pharmaceuticals and medical devices.

We classify electronics companies as those that address problems in electronics-related industries, including semiconductors.

We believe a portfolio of companies focused on a diverse set of industries reduces the potential impact of cyclicity of any one industry. Our current portfolio is comprised of companies at varying stages of maturity in a diverse set of industries within three sectors. We also include our positive exits from these portfolios. We consider NanoGram Devices to have been both an energy and a healthcare portfolio company. As our portfolio companies mature, we seek to invest in new early- and mid-stage companies that may mature into mid- and late-stage companies. This continuous progression creates a pipeline of investment maturities that may lead to future sources of positive contributions to net asset value per share as these companies mature and potentially experience liquidity and exit events. This diversity of industries and our pipeline of investment maturities are demonstrated by the distribution of our current early- and mid-stage portfolio companies within each sector shown in the table below.

	Energy	Healthcare	Electronics
Early Stage	Produced Water Absorbents <sup>(1)</sup> Ultora	Ancora Enumeral Senova <sup>(1)</sup>	HzO <sup>(1)</sup>
Mid Stage	Contour Energy Laser Light Engines ABSMaterials Nanosys Cobalt	Champions Oncology <sup>(1)</sup> (OTC:CSBR) Mersana Ensemble	Adesto SiOnyx D-Wave Systems Cambrios Kovio Nantero
Late Stage	Bridgelux Solazyme (NASDAQ:SZYM)	Metabolon	Xradia Molecular Imprints NeoPhotonics (NYSE:NPTN)
Realized Positive Exits	Crystal IS Siluria	NanoGram Devices BioVex <sup>(2)</sup>	

Note: Equity-focused portfolio companies and stage classifications as of December 31, 2011. Table does not include one equity-focused portfolio company valued at \$0 as of December 31, 2011.

(1) New investments made in 2011.

(2) A portion of the potential amount we will receive from the sale of BioVex remains unrealized as of December 31, 2011. Please refer to the section titled, "Liquidity Events from Our Portfolio in 2011," for more information.

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. Transitions backward are commonly accompanied by an increase in non-performance risk, which reduces valuation. We discuss non-performance risk and its implications on value below in the section titled "Valuation of Investments."

During the fourth quarter of 2011, we did not transition any companies between classifications of stage of maturity; however, we sold Crystal IS, Inc., which was included in our energy portfolio as an early-stage company.

We currently have 22 companies in our equity-focused venture capital portfolio that generate revenues ranging from nominal to significant from commercial sales of products and/or services, from commercial partnerships and/or from government grants. In aggregate, our portfolio companies had approximately \$424 million in revenue in 2011, an 11.6 percent increase from aggregate 2010 revenue of approximately \$380 million and a 58.8 percent increase from aggregate 2009 revenue of \$267 million.

## Current Business Environment

The fourth quarter of 2011 ended with broad increases in value in the public market indices, but the values of nanotechnology-related companies and investment companies lagged behind these indices. Venture capital fundraising, investment activity, and the volume of liquidity events were all down in the fourth quarter from the prior quarter in 2011. This downtrend precipitated from continued general macroeconomic instability and uncertainty and volatility in the public markets. In 2011, fewer exits by U.S. venture-backed companies netted more capital as the median price paid for an acquisition and the median amount raised during an IPO increased. Throughout 2011, 522 mergers, acquisitions, buyouts and IPOs netted \$53.2 billion, a 14 percent drop in deal activity and 26 percent increase in capital raised compared with 2010. The difference in capital raised in IPOs can largely be attributed to two companies that combined raised \$1.7 billion through their IPOs. Thirty-eight U.S. venture capital funds raised \$5.6 billion in the fourth quarter of 2011, according to Thomson Reuters and the National Venture Capital Association. This level marks a 162 percent increase by dollar commitments, but a 41 percent decline by number of funds compared with the third quarter of 2011, which saw 64 funds raise \$2.1 billion during the period. This quarter marks the lowest number of funds raising money since the third quarter of 2009. U.S. venture capital fundraising for all of 2011 totaled \$18.2 billion from 169 funds, a 32 percent increase by dollars compared with 2010 and with the same number of funds. Fundraising for all but the top-tier venture capital funds continues to be difficult owing in part to the closely watched 10-year benchmark for venture capital returns that stood at only 2.59 percent as of September 30, 2011, which is the most recent data available for this statistic from Cambridge Associates, LLC.

The current business environment is also complicated by global economic uncertainty and regional unrest. It remains unclear if and how the debt crisis in Europe will spread from Greece, Portugal, Italy, Ireland and Spain to other countries in the region or beyond and whether it will result in a slowing of worldwide economic growth or even trigger a further global financial crisis. It is unclear if the rising budget deficits in the United States will result in further downgrades in its credit rating. Any outcome could be heightened potentially should an alternative to U.S. Treasury securities emerge as the global safe-haven for invested capital or should large holders of these securities, such as China, decide to divest of them in large quantities or in full. It is unclear how regional unrest will affect the global economy should it persist and/or expand beyond northern Africa and the Middle East. All of this uncertainty could lead to a further broad reduction in risk taken by investors and corporations, which could reduce further the capital available to our portfolio companies, could affect the ability of our portfolio companies to build and grow their respective businesses, and could decrease the liquidity options available to our portfolio companies.

Historically, difficult venture environments have resulted in a higher than normal number of companies not receiving financing and being subsequently closed down with a loss to venture investors, and other companies receiving financing but at significantly lower valuations than the preceding financing rounds. This issue is compounded by the fact that many existing venture capital firms have few remaining years of investment and available capital owing to the finite lifetime of the funds managed by these firms. Additionally, even if a firm was able to raise a new fund, commonly venture capital firms are not permitted to invest new funds in existing investments. This limitation of available capital can lead to fractured syndicates of investors. A fractured syndicate can result in a portfolio company being unable to raise additional capital to fund operations. This issue is especially acute in capital-intensive sectors that are enabled by nanotechnology, such as energy, healthcare and electronics. 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. As such, improvements in the exit environment for venture-backed companies through IPOs and merger and acquisition transactions may not translate to an increase in the available capital to venture-backed companies, particularly those that have investments from funds that are in the latter stage of life unless the markets improve for some time into the future.

Our overall goal remains unchanged. We want 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 continues to favor those firms that have capital to invest regardless of the stage of the investee company. We continue to finance our new and follow-on equity and convertible debt investments from our cash reserves held in bank accounts. We have historically held, and may in the future again hold, our cash that finances our operations in U.S. Treasury securities. 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 equity and convertible debt securities and at high yields in non-convertible debt securities of new and existing privately held and publicly traded companies of varying maturities.

#### **Valuation of Investments**

We value our privately held 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 than publicly traded companies 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. Management believes further that the long-term effects of the difficult venture capital market and difficult exit environments will continue to affect negatively the fundraising ability of weak companies regardless of near-term improvements in the overall global economy and public markets, and that these factors can also affect value.

In each of the years in the period 2007 through 2011, 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.

**Gross Write-Ups and Write-Downs of the Privately Held Portfolio**

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Net Asset Value, BOY	\$113,930,303	\$138,363,344	\$109,531,113	\$134,158,258	\$146,853,912
Gross Write-Downs During Year	\$(7,810,794)	\$(39,671,588)	\$(12,845,574)	\$(11,391,367)	\$(11,375,661)
Gross Write-Ups During Year	\$11,694,618	\$820,559	\$21,631,864	\$30,051,847	\$11,997,991
Gross Write-Downs as a Percentage of Net Asset Value, BOY	-6.86%	-28.67%	-11.7%	-8.5%	-7.8%
Gross Write-Ups as a Percentage of Net Asset Value, BOY	10.26%	0.59%	19.7%	22.4%	8.2%
Net Change as a Percentage of Net Asset Value, BOY	3.40%	-28.08%	8.0%	13.9%	0.4%

From December 31, 2010, to December 31, 2011, the value of our equity-focused venture capital portfolio, including our rights to potential future milestone payments from the sale of BioVex to Amgen increased by \$6,120,349, from \$105,679,002 to \$111,799,351.

This increase results primarily from new and follow-on investments of \$18,188,903, rights to milestone payments from Amgen valued at \$3,362,791, an increase in the net value of investments of \$2,047,373, realized net gains of \$2,415,534 and accrued net bridge note interest of \$316,565, offset by a decrease of \$20,210,817 in the unrealized value of investments owing to sales of certain investments.

Net of the investments sold during the year, and not including our rights to potential future milestone payments from the sale of BioVex to Amgen, our equity-focused portfolio companies increased in value by \$18,641,083. This increase results primarily from new and follow-on investments of \$17,734,955, a net increase in value due to the terms and pricing of new rounds of financing of \$12,346,656, a net increase due to valuations of publicly traded portfolio companies of \$1,432,424, accrued bridge note interest of \$309,687 and a net increase in currency fluctuations and warrant values of \$12,666, offset by a net increase in discounts for non-performance risk of \$9,546,905, a decrease in the values of publicly traded comparable companies used to derive the value of one of our portfolio companies of \$2,300,250 and repayment of a short-term non-convertible loan of \$1,348,150.

We note that our Valuation Committee and ultimately our Board of Directors take into account multiple sources of quantitative and qualitative inputs to determine the value of our privately held portfolio companies and our publicly traded portfolio companies whose values are not derived solely from the closing price on the last day of the quarter.

We also note that our Valuation Committee does not set the value of our freely tradable publicly traded portfolio companies, Solazyme, Inc., and NeoPhotonics Corporation. Even though our position in Champions Oncology, Inc., is freely tradable as of December 31, 2011, subjective inputs are also included in the determination of value. Therefore, our Valuation Committee sets the value of this position.

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 December 31, 2011, and this net estimate of \$9,546,905 is the primary offset of the unrealized appreciation of our portfolio companies due to the terms and pricing of new rounds of financing that occurred during 2011. In the future, as these companies receive terms for additional financings or if they 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 December 31, 2011, non-performance risk was a significant factor in determining the values of 10 of our 25 equity-focused portfolio companies that are fair valued by our Board of Directors. These 10 companies accounted for approximately \$30.3 million, or 28 percent, of the total value of our equity-focused venture capital portfolio, not including our rights to milestone payments from the sale of BioVex to Amgen. As of December 31, 2010, non-performance risk was a significant factor in determining the values of 12 of our 32 privately held equity-focused, portfolio companies. These 12 companies accounted for \$27 million, or 25.4 percent, of the total value of our privately held, equity-focused venture capital portfolio.

We also note that our valuation of our securities of Molecular Imprints, Inc., includes \$3,033,338 that is ascribed to a non-convertible bridge note. The principal plus interest of this note was repaid in full in the third quarter of 2011. The remaining value results from a liquidation preference that survived the repayment of the note and, as currently written, would pay the Company \$4,044,450 should the company be sold for more than its outstanding debt and a contractual payment to management of Molecular Imprints. This amount assumes that the total non-convertible bridge note preferences are paid in full. Our value of this portion of our securities of Molecular Imprints as of December 31, 2011, reflects a probability-weighted discount applied to the total amount of the preference.



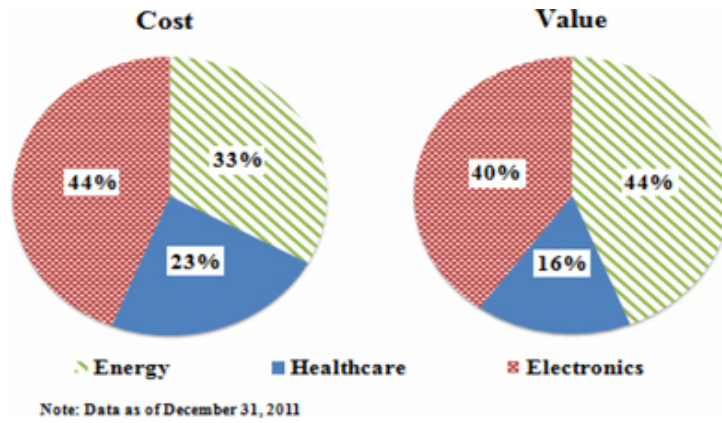
As of December 31, 2011, our top ten investments by value accounted for approximately 77 percent of the value of our equity-focused venture capital portfolio.

<b>TOP TEN EQUITY-FOCUSED INVESTMENTS BY VALUE</b>		
<b>Company Name</b>	<b>Value as of December 31, 2011</b>	<b>Cumulative % of Equity-Focused Venture Capital Portfolio</b>
<b>Solazyme, Inc.</b>	\$27,419,373	25%
<b>Bridgelux, Inc.</b>	\$8,452,452	33%
<b>Adesto Technologies Corp.</b>	\$7,676,648	40%
<b>Xradia, Inc.</b>	\$6,978,777	47%
<b>Molecular Imprints, Inc.</b>	\$6,960,944	53%
<b>SiOnyx, Inc.</b>	\$6,520,162	59%
<b>Metabolon, Inc.</b>	\$6,098,063	65%
<b>Contour Energy Systems, Inc.</b>	\$4,636,260	69%
<b>D-Wave Systems, Inc.</b>	\$4,585,463	73%
<b>Ancora Pharmaceuticals Inc.</b>	\$4,310,817	77%

**77 Percent of Value of Equity-Focused Venture Capital Portfolio**

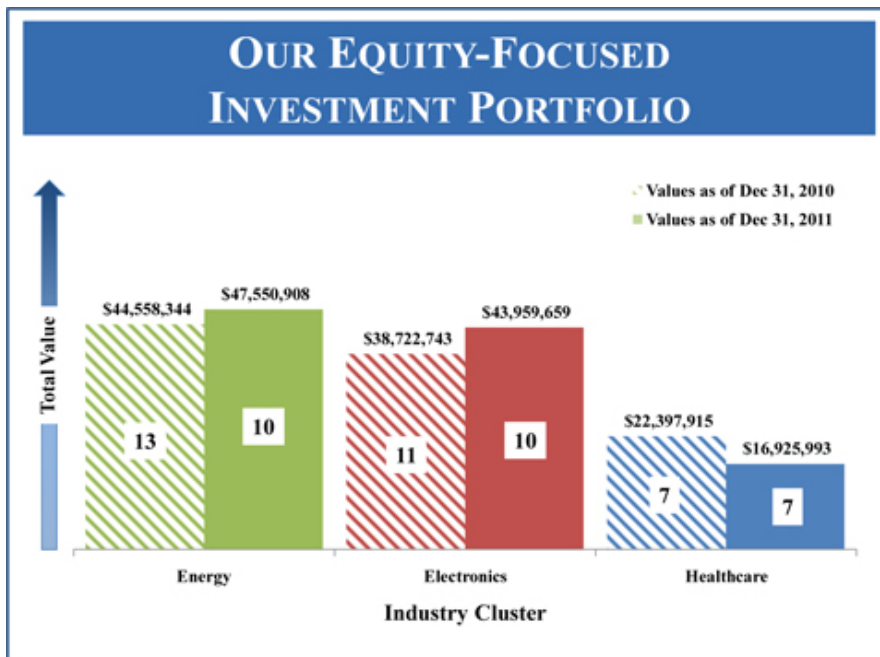
**Assessment of Venture Capital Investment Portfolio as of December 31, 2011**

As a foundational technology, nanotechnology is applicable across a diverse set of sectors, including energy, healthcare, and electronics. We have built a portfolio of investments in each of these sectors comprised of companies that address today's growth markets and what we believe could be tomorrow's growth opportunities. The value and cost of our equity-focused portfolio is currently distributed among the three sectors as follows:



In the first quarter of 2011, we renamed the sector classification "Electronics/Semiconductors" to "Electronics" and reclassified three companies, NeoPhotonics Corporation, Polatis, Inc., and Xradia, Inc., from a sector classification of "Other" to "Electronics" to reflect a broader definition of electronics to include photonics, metrology, and test and measurement. We also renamed the sector classification "Healthcare/Biotech" to "Healthcare." In the fourth quarter of 2011, we renamed "Cleantech" to "Energy," a term that we believe encompasses cleantech-related technologies and applications.

The chart below compares the values and numbers of companies that comprise our venture capital investments in our energy, healthcare and electronics portfolios as of December 31, 2011, and as of December 31, 2010.



During 2011, we sold our positions in four energy companies, two electronics companies and two healthcare companies. We made new investments in one energy company, one electronics company and two healthcare companies.

We note that the value in Healthcare as of December 31, 2011, does not include our rights to potential future milestone payments from the sale of BioVex to Amgen. These rights were valued at \$3,362,791 as of December 31, 2011, and were a part of the value of BioVex prior to its sale to Amgen of \$11,430,062 as of December 31, 2010. We note that the amounts in Healthcare and Energy as of December 31, 2011, do not include the values of amounts held in escrow of \$476,593, \$463,228, and \$124,413 for the acquisitions of BioVex, Innovalight and Crystal IS, respectively.

We have and may continue to make investments outside these sectors, and we may not maintain these sectors or the weightings within these sectors in future quarters.

#### *Assessment of Our Energy Portfolio as of December 31, 2011*

We classify companies in our energy portfolio 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. Energy is a term used commonly to describe products and processes that solve global problems related to resource constraints. The term, "Cleantech," is also used commonly in a similar manner. We believe macroeconomic and microeconomic trends, including ongoing growth in consumption of energy and resources, energy security concerns and volatility of commodity prices, create attractive investment opportunities in energy. We believe nanotechnology enables innovation in energy markets through:

- **New Approaches to Production:** Nanotechnology-enabled methods of production can enable lower energy use at lower cost and operate with better performance than current methods of production.
- **New Materials:** New materials enable the development of new products that overcome inherent limitations of existing technology and processes.

We continue to believe we are positioned well to take advantage of today's growth markets within energy. We have been early investors in many of these markets. Our initial investments in biofuels in 2004 (Solazyme), light-emitting diodes in 2005 (Bridgelux) and batteries in 2007 (Contour Energy), represent three of our top ten investments by value. Solazyme completed a successful IPO in the second quarter of 2011, raising over \$200 million. Bridgelux and Contour Energy achieved record revenue growth in 2011. All of these companies continue to make progress in their respective markets. Additionally, we believe the acquisition of Innovalight by Dupont in the third quarter of 2011 and Crystal IS by Asahi Kasei in the fourth quarter of 2011 provided validation of commercial interest in using nanoscale-enabled inks to enhance the performance of solar cells and ultraviolet light emitting diodes for water purification, respectively.

We also believe we have a pipeline of companies that are developing solutions for growth markets that are emerging today or may develop in future years such as ground-water and other environmental remediation (ABSMaterials), renewable chemicals and fuels (Cobalt) and alternative sources for high-intensity light (Laser Light Engines). We made one new energy investment in 2011. This initial investment made in the second quarter of 2011 was in a produced water remediation company, Produced Water Absorbents, Inc. The table below shows the breakdown of our Energy portfolio as of December 31, 2011, based on stage of maturity of the investment including the year of our initial investment in each of the companies.

Energy	Level of Maturity		
	Early	Mid	Late
<b>Companies</b>	Produced Water Absorbents (2011) Ultora (2010) Nextreme (2004)	ABSMaterials (2010) Cobalt (2008) Laser Light Engines (2008) Contour Energy (2007) Nanosys (2003)	Bridgelux (2005) Solazyme (2004) (NASDAQ: SZYM)
<b>Cost</b>	\$5,599,762	\$15,815,071	\$10,852,577
<b>Value</b>	\$1,215,000	\$10,464,083	\$35,871,825
<b>Percentage of Energy Portfolio</b>	2.56%	22.00%	75.44%

Many of our Energy portfolio companies are generating commercial revenues and/or have entered into partnerships and joint development agreements with large corporations. We include some of the commercial developments from these portfolio companies during the fourth quarter below.

***Bridgelux:***

In October 2011, Bridgelux LED arrays were selected for the installation of 1000 downlights at the new Sheraton Hotel at D-Cube City in Seoul, South Korea. The new LED lighting will reduce energy consumed by up to 63 percent compared to the typical use of halogen and compact fluorescent downlights.

In December 2011, Bridgelux announced the commercial availability of its latest generation LED arrays, which are able to deliver increased efficiency of up to 30 percent and a reduction of up to 30 percent in cost per lumen compared to previous product generations.

In December 2011, Bridgelux was named to Forbes' list of America's Most Promising Companies. Bridgelux was ranked 58th on the list of 100 privately held companies selected from 22 industries for their innovative business models and strong management teams. Forbes noted that Bridgelux's revenue grew 168 percent from 2008 to 2010.

### ***Contour Energy Systems:***

In November 2011, Contour Energy Systems announced that it won the second annual 2011 Los Angeles Business Journal Patrick Soon-Shiong Innovation Award. Contour Energy Systems was also listed among 15 of the most innovative companies in the Los Angeles area.

### ***Crystal IS:***

In December 2011, Crystal IS was acquired by Asahi Kasei Group for an undisclosed amount.

### ***Solazyme:***

In October 2011, Solazyme Roquette Nutritionals announced the location of its facility that will produce its microalgae-derived food ingredient, Whole Algalin Flour, at Roquette's commercial production plant in Lestrem, France. This facility was completed at the end of 2011 and began operations in early 2012.

In November 2011, a United Airlines jet flew from Houston to Chicago with a 40 percent blend of Solazyme's biofuel. This was the first biofuel powered commercial flight in the United States. Additionally, United Continental Holdings Inc. (UAL) agreed to buy 20 million gallons of jet fuel each year from Solazyme for delivery beginning in 2014. Also, Qantas announced it would launch its first commercial flight powered by Solazyme sustainable fuel in early 2012.

In December 2011, the Navy and the Agriculture Department announced the purchase of nearly a half million gallons of biofuel for an air-sea military exercise in 2012 from Solazyme and Dynamic Fuels LLC. Separately, Solazyme fuel was used for testing on a Spruance-class destroyer on a 185-mile trip from San Diego, CA, to Oxnard, CA. It was the Navy's largest alternative fuel demonstration to date.

We believe the macroeconomic and microeconomic dynamics that supported our thesis for historical investments in energy and the potential for nanotechnology to impact energy-related markets will continue for the foreseeable future. Some of the market opportunities we are currently investigating for investment opportunities include energy efficiency, energy storage and new methods for production, extraction and purification of high-value materials.

### ***Assessment of Healthcare Portfolio as of December 31, 2011***

We classify companies in our Healthcare portfolio as those that use nanotechnology to address problems in healthcare-related industries, including biotechnology, pharmaceuticals and medical devices. We believe macroeconomic and microeconomic trends, including an aging population, increasing life expectancy, increasing prosperity that drives efforts to extend life, the increased global reach of disease and the need to address exponential growth of expenses of entitlement programs in some wealthy countries, create attractive investment opportunities in healthcare. We believe nanotechnology enables innovation in healthcare markets through:

- **Engineering of Biological Systems:** The ability to study, optimize, and engineer biological systems at the nanoscale enables the use of biological systems for diagnosis and treatment of disease.
- **Convergence of Multiple Disciplines:** Much of the exciting work in nanotechnology is enabled by the convergence of the knowledge from multiple scientific disciplines. This convergence enables advances in healthcare that could not otherwise occur within one discipline.
- **New Tools:** Complex biological processes include and are often the result of nanoscale phenomena. The ability to study and interpret these processes requires new tools. The information produced by these tools may advance the understanding and facilitate the engineering of biological systems.

We continue to believe we are positioned well to take advantage of today's growth markets within healthcare having been early investors in many of these markets. We believe our initial investments in drug delivery vehicles in 2002 (Mersana), metabolomics in 2006 (Metabolon), synthetic carbohydrates in 2007 (Ancora), oncolytic viruses in 2007 (BioVex, which was acquired by Amgen in 2011) and therapeutic discovery platforms in 2007 (Ensemble), positioned us well to capture the growth of commercial interest in cancer therapeutics, vaccines and molecular diagnostics. Mersana and Amgen are in clinical trials with their respective treatments for cancer, and Metabolon generated record revenue in 2010 and in 2011. Additionally, we believe the acquisition of BioVex by Amgen on March 4, 2011, provided validation of commercial interest in the promise of oncolytic virus technology.

We also believe we have an emerging pipeline of companies that are developing solutions for growth markets that exist today or may develop in future years such as personalized medicine (Enumeral Biomedical). We made two new healthcare investments in 2011. We made an investment in a personalized medicine company, Champions Oncology, Inc., in the second quarter of 2011 and an investment in a solid-state pH meter company, Senova Systems, Inc., in the third quarter of 2011. The table below shows the breakdown of our Healthcare portfolio as of December 31, 2011, based on stage of maturity of the investment, including the year of our initial investment in each of the companies.

Healthcare	Level of Maturity		
	Early	Mid	Late
<b>Companies</b>	Senova (2011) Enumeral (2009) Ancora (2007)	Champions Oncology (2011) (OTC-CSBR) Ensemble (2007) Mersana (2002)	Metabolon (2006)
<b>Cost</b>	\$8,756,644	\$8,058,408	\$5,999,999
<b>Value</b>	\$6,113,289	\$4,714,641	\$6,098,063
<b>Percentage of Healthcare Portfolio</b>	36.12%	27.85%	36.03%

Our Healthcare companies demonstrate progress and growth through different mechanisms depending on their respective businesses. Businesses that provide services, such as Metabolon, generate revenues from the commercial sale of these services. Businesses that enter into partnerships for discovery and development of therapeutics, vaccines and diagnostics may generate revenue from upfront fees, milestone payments and royalties on sales of approved products. Businesses that endeavor to advance a therapeutic, diagnostic or vaccine product through clinical trials may not generate revenue until an approved product is on the market, if ever. Progress for these types of companies can be measured by progress through clinical trials. We include some of the developments from these portfolio companies during the fourth quarter below.

***Enumeral Biomedical:***

In December 2011, Enumeral's antibody discovery platform technology was featured in an article in *Xconomy.com*.

***Metabolon:***

In December 2011, Metabolon announced the identification of a novel role for adenosine-mediated signaling in sickle cell disease and associated end organ damage, and the findings were reported in *Nature Medicine*. Metabolon also announced the publication of a paper titled, "Biochemical Alterations Associated with ALS" in the journal *Amyotrophic Lateral Sclerosis* that describes the use of its biomarker discovery platform to identify biochemical changes underlying ALS, a devastating and fatal neurodegenerative disorder characterized by motor neuron loss.

***Senova Systems:***

In January 2012, Senova announced the successful completion of Series B financing of \$6.7 million.

We believe the macroeconomic and microeconomic dynamics that supported our thesis for historical investments in healthcare and the potential for nanotechnology to impact healthcare-related markets will continue for the foreseeable future. Some of the market opportunities we are currently investigating for investment opportunities include molecular diagnostics, 3D biology, cellular therapy and tissue engineering.

***Assessment of Electronics Portfolio as of December 31, 2011***

We classify companies in our Electronics portfolio as those that use nanotechnology to address problems in electronics-related industries, including semiconductors, telecommunications and data communications, metrology and test and measurement. We believe macroeconomic and microeconomic trends, including global connectivity, demand for increasing bandwidth due to pervasiveness of electronics in daily life, the desire to see not just hear, and need for real-time availability of data and demand for more functionality driven by increasing global prosperity, create attractive investment opportunities in electronics. We believe nanotechnology enables innovation in electronics markets through:

- **New Methods of Production:** Nanotechnology enables continuation of Moore's Law for exponential increases of the number of integrated circuits in semiconductor devices.
- **New Materials:** New materials enable unique capabilities, performance and form-factors in electronic devices.
- **New Forms of Computation:** Nanotechnology enables methods of solving equations and other problems that would be difficult or impossible with standard digital computing techniques.

We continue to believe we are positioned well to take advantage of today's growth markets within electronics having been early investors in many of these markets. We believe our initial investments in non-volatile memory in 2001 and 2007 (Nantero and Adesto, respectively), transparent conductors in 2004 (Cambrios), image sensors in 2006 (SiOnyx), integrated photonics in 2003 (NeoPhotonics) and metrology in 2006 (Xradia), positioned us well to capture the growth of commercial interest in smartphones and tablet computers with touchscreens, the exponential increase in demand for bandwidth for data and telecommunications and the demand for non-destructive imaging capabilities in a variety of industries.

We also believe we have an emerging pipeline of companies that are developing solutions for growth markets that exist today or may develop in future years such as high-performance computing enabled by quantum mechanics (D-Wave Systems) and radio-frequency identification and near-field communication devices enabled by printed electronics (Kovio). We made one new electronics investment in 2011. This initial investment was in an electronic water proofing technology company, HzO, Inc., in the third quarter of 2011. The table below shows the breakdown of our Electronics portfolio as of December 31, 2011, based on stage of maturity of the investment, including the year of our initial investment in each of the companies.



Electronics	Level of Maturity		
	Early	Mid	Late
<b>Companies</b>	HzO (2011)	Adesto (2007) D-Wave (2006) SiOnyx (2006) Kovio (2005) Cambrios (2004) Nantero (2001)	Xradia (2006) Molecular Imprints (2004) NeoPhotonics (2003) (NYSE:NPTN)
<b>Cost</b>	\$1,666,667	\$26,419,006	\$15,706,185
<b>Value</b>	\$2,230,244	\$25,724,540	\$16,004,875
<b>Percentage of Electronics portfolio</b>	5.07%	58.52%	36.41%

Many of our Electronics portfolio companies are generating commercial revenues and/or have entered into partnerships and joint development agreements with large corporations. We include some of the commercial developments from these portfolio companies during the fourth quarter below.

***Adesto Technologies:***

In October 2011, Adesto announced the close of its third round of financing led by a new investor and Adesto's manufacturing partner, Altis Semiconductor.

***D-Wave Systems:***

In October 2011, the D-Wave quantum computer purchased by Lockheed Martin was installed at the University of Southern California's Information Sciences Institute.

In November 2011, the founder of D-Wave, Geordie Rose, was named Canadian Innovator of the Year for 2011.

***HzO***

In January 2012, HzO was named an International Consumer Electronics Show (CES) Innovations 2012 Design and Engineering Awards Honoree in the embedded technologies category.

In January 2012, HzO announced a \$3 million equity investment from Horizons Ventures, Ltd., a Hong Kong investment firm that manages the private investments in the technology sector for Mr. Li Ka-shing.

***Molecular Imprints***

In November 2011, Molecular Imprints announced that the company has been awarded a contract by a leading IC manufacturer to build the industry's first 450mm capable lithography system.

### *NeoPhotonics*

In November 2011, NeoPhotonics announced that the company received the prestigious Golden Award as an Excellent Core Partner from Huawei Technologies, one of the world's leading providers of telecommunications network solutions.

### *SiOnyx*

In November 2011, SiOnyx won a \$3 million contract from the Department of Defense to help develop next-generation laser targeting systems for tactical imaging systems.

We believe the macroeconomic and microeconomic dynamics that supported our thesis for historical investments in electronics and the potential for nanotechnology to impact electronics-related markets will continue for the foreseeable future, albeit with some adjustment. The high capital intensity of traditional semiconductor investments and the reduced values placed on these companies at exit in the current market environment have resulted in these investments becoming less favorable to investors, including ourselves. We are currently investigating opportunities that do not require such substantial capital investment to reach commercial revenues and breakeven cash flow. Our new electronics portfolio company, HzO, Inc., is an example of such an opportunity.

### **Results of Operations**

We present the financial results of our operations utilizing accounting principles generally accepted in the United States of America ("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 and monetization of our venture capital investments. We have relied, and continue to rely, primarily 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. During 2011, we made three venture debt investments. While the interest income generated from these investments did not defray a significant portion of our operating expenses in 2011, further investments in venture debt could generate more substantial investment income in future years.

The potential for, or occurrence of, inflation could result in rising interest rates for government-backed debt. This trend would have two effects on our business. First, the spread between the interest rates we can obtain from investing low-risk government debt versus high-risk venture debt will compress, which would result in a reduction of the risk premium associated with investments in venture debt. We may reduce the number and amount invested in venture debt should this risk premium decrease substantially as to not compensate us adequately for the risk associated with such investments. Second, funds drawn from our line of credit will accrue interest at a rate that fluctuates with the London Interbank Offered Rate (LIBOR). LIBOR is expected to increase in times of inflation. Our venture debt investments may include both fixed and floating interest rates. Our interest income would decrease if the spread between the interest rate on funds from our line of credit and our venture debt investments decrease.

***Comparison of Years Ended December 31, 2011, 2010, and 2009***

During the year ended December 31, 2011, we had a net decrease in net assets resulting from operations of \$3,541,363.

During the year ended December 31, 2010, we had a net increase in net assets resulting from operations of \$10,586,850.

During the year ended December 31, 2009, we had a net decrease in net assets resulting from operations of \$148,465.

**Investment Income and Expenses:**

During the years ended December 31, 2011, 2010, and 2009, we had net operating losses of \$8,338,365, \$7,555,807, and \$8,761,215, respectively. The variation in these results is primarily owing to the changes in investment income and operating expenses, including decreasing non-cash expense of \$1,894,800 in 2011, \$2,088,091 in 2010, and \$3,089,520 in 2009 associated with the granting of stock options. During the years ended December 31, 2011, 2010, and 2009, total investment income was \$702,765, \$446,038, and \$247,848, respectively. During the years ended December 31, 2011, 2010, and 2009, total operating expenses were \$9,041,130, \$8,001,845, and \$9,009,063, respectively.

During 2011, as compared with 2010, investment income increased from \$446,038 to \$702,765, reflecting an increase in interest income from convertible bridge notes, non-convertible promissory notes, subordinated and senior secured debt, and senior secured debt through a participation agreement, offset by a decrease in interest earned on our U.S. government securities. During the twelve months ended December 31, 2011, our average holdings of U.S. government securities were \$24,295,971, as compared with \$47,139,264 during the twelve months ended December 31, 2010. The average yield on our U.S. government securities for the twelve months ended December 31, 2011, and 2010, was 0.08 percent and 0.10 percent, respectively. We decreased our average holdings of U.S. government securities and ended 2011 with no holdings of U.S. government securities primarily due to the decrease in yield available over the durations of maturities in which we were willing to invest and the availability of fully FDIC insured demand deposit bank accounts.

Operating expenses, including non-cash, stock-based compensation expenses, were \$9,041,130 and \$8,001,845 for the twelve months ended December 31, 2011, and December 31, 2010, respectively. The increase in operating expenses for the twelve months ended December 31, 2011, as compared with the twelve months ended December 31, 2010, was primarily owing to increases in salaries, benefits and stock-based compensation expense, administration and operations expense and professional fees, offset by decreases in rent expense and custody fees. Salaries, benefits and stock-based compensation expense increased by \$684,801, or 13.0 percent, through December 31, 2011, as compared with December 31, 2010, primarily as a result of an increase of \$529,179 in the projected benefit obligation expense accrual for medical retirement benefits and an increase in year-end employee bonuses of \$400,000, offset by a decrease in non-cash expense of \$193,291 associated with the Stock Plan and a decrease in salaries and benefits owing primarily to a decrease in our head count. While the non-cash, stock-based compensation expense for the Stock Plan increased our operating expenses by \$1,894,800, this increase was offset by a corresponding increase to our additional paid-in capital, resulting in no net impact to our net asset value. Administration and operations expense increased by \$34,977, or 3.5 percent, through December 31, 2011, as compared with December 31, 2010, primarily as a result of an increase in accrued expenses associated with increased investor outreach expenses and a one-time leasing commission expense associated with subletting our office space located 420 Florence Street, Suite 200, Palo Alto, CA, commencing on July 1, 2011, offset by a decrease in our directors' and officers' liability insurance expense, decreases in the cost of non-employee-related insurance and decreases in managing directors' travel-related expenses. Professional fees increased by \$403,608, or 53.6 percent, through December 31, 2011, as compared with December 31, 2010, primarily as a result of an increase in legal and accounting fees of \$50,058 and \$40,000, respectively, associated with exploring alternative means for increasing assets under management by potentially raising one or more third-party funds and increases in consulting fees related to investor outreach and marketing efforts. Rent expense decreased by \$25,745, or 6.4 percent, for the period ended December 31, 2011, as compared with the twelve months ended December 31, 2010. Our rent expense of \$376,487 for the twelve months ended December 31, 2011, includes \$336,265 of rent paid in cash and \$40,222 non-cash rent expense, credits and abatements that we recognize on a straight-line basis over the lease term. For the twelve months ended December 31, 2010, we had a loss of \$56,540 as a result of abandoning our lease at our former office prior to the end of the lease term that expired in April 2010. Custody fees decreased by \$33,662, or 35.1 percent, for the twelve months ended December 31, 2011, as compared with December 31, 2010, owing to the lower fees charged by our new custodian, Union Bank.

During 2010, as compared with 2009, investment income increased from \$247,848 to \$446,038, reflecting an increase in interest income from bridge notes and senior secured debt through a participation agreement, offset by a decrease in our average holdings of U.S. government securities as well as a substantial decrease in interest rates. The average yield on our U.S. government securities decreased from 0.3 percent for the year ended December 31, 2009, to 0.1 percent for the year ended December 31, 2010. During the twelve months ended December 31, 2010, our average holdings of such securities were \$47,139,264, as compared with \$52,154,428 during the year ended December 31, 2009.

Operating expenses, including non-cash, stock-based compensation expenses, were \$8,001,845 and \$9,009,063 for the twelve months ended December 31, 2010, and December 31, 2009, respectively. The decrease in operating expenses for the twelve months ended December 31, 2010, as compared with the twelve months ended December 31, 2009, was primarily owing to decreases in salaries, benefits and stock-based compensation expense, administration and operations expense and professional fees, offset by an increase in rent expense, directors' fees and expenses, and custody fees. Salaries, benefits and stock-based compensation expense decreased by \$1,040,081, or 16.4 percent, through December 31, 2010, as compared with December 31, 2009, primarily as a result of a decrease in non-cash expense of \$1,001,429 associated with the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Stock Plan"). While the non-cash, stock-based, compensation expense for the Stock Plan increased our operating expenses by \$2,088,091, 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. Administration and operations expense decreased by \$114,504, or 10.2 percent, for the year ended December 31, 2010, as compared with the year ended December 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 and expenses associated with the relocation of our corporate headquarters in New York City. Professional fees decreased by \$14,551, or 1.9 percent, for the year ended December 31, 2010, as compared with the year ended December 31, 2009, primarily as a result of a decrease in accounting and legal fees, offset by an increase in certain consulting fees. Rent expense increased \$85,628, or 27.1 percent, for the year ended December 31, 2010. Our rent expense of \$402,232 for the year ended December 31, 2010, includes \$319,129 of rent paid in cash and \$83,103 of non-cash rent expense, credits and abatements that we recognize on a straight-line basis over the lease term. Our cash-based rent expense in 2009 was \$316,604. Our rent paid in cash of \$319,129 includes \$47,094 of real estate tax escalation charges from 2003 to 2010 paid on our previous corporate headquarters located at 111 West 57 Street in New York City. For the year ended December 31, 2010, we had a loss of \$56,540 as a result of abandoning our lease at our former office prior to the end of the lease term, which expired in April 2010. Directors' fees and expenses increased by \$6,773, or 2.0 percent, for the year ended December 31, 2010, as compared with the year ended December 31, 2009, primarily as a result of increases in directors' travel-related expenses. Custody fees increased by \$12,543, or 15.0 percent, for the year ended December 31, 2010, as compared with the year ended December 31, 2009, owing to the higher fees charged by our new custodian, The Bank of New York Mellon, which has more expertise in working with investment companies than our prior custodian.

Realized Income and Losses from Investments:

During the year ended December 31, 2011, we realized net gains on investments of \$2,449,705. During the years ended December 31, 2010 and 2009, we realized net losses on investments of \$3,740,518, and \$11,105,577, respectively. The variation in these results is primarily owing to variations in gross realized gains and losses from investments. For the year ended December 31, 2011, we realized gains from investments, before taxes, of \$2,456,627. For the years ended December 31, 2010, and 2009, we realized losses from investments, before taxes, of \$3,736,057, and \$11,106,330, respectively. Income tax expense (benefit) for the years ended December 31, 2011, 2010, and 2009 was \$6,922, \$4,461, and \$(753), respectively.

During the year ended December 31, 2011, we realized net gains of \$2,456,627, consisting primarily of realized gains on our investments in BioVex Group, Inc., of \$7,508,365, Crystal IS, Inc., of \$120,668, and in Siluria Technologies, Inc., of \$25,000, offset by realized losses on our investments in Innovalight, Inc., of \$664,880, Molecular Imprints, Inc., of \$93,405, Polatis, Inc., of \$2,018,278, PolyRemedy, Inc., of \$204,206, Questech Corporation of \$1,966,591, and in TetraVita Bioscience, Inc., of \$250,000. The realized loss in Molecular Imprints, Inc., was owing to the cashless exercise of the warrant to purchase shares of preferred stock upon its expiration. The cashless exercise resulted in an increase in our ownership of preferred shares as of December 31, 2011.

A portion of the proceeds from the sale of BioVex Group, Inc., is held in escrow and valued at \$476,593. A portion of the proceeds from the sale of Crystal IS, Inc., is held in escrow against indemnity claims and valued at \$124,413. Should the full amount of the indemnity escrow of \$287,801 be released, the realized gain on the transaction will be \$284,056. A portion of the proceeds from the sale of Innovalight are held in escrow and valued at \$463,228. Should the full amount of the escrow of \$927,713 be released, the realized loss on the transaction will decrease to \$200,395.

During the year ended December 31, 2010, we realized net losses of \$3,736,057, consisting primarily of realized losses on a portion of our investment in Kovio, Inc., of \$257,007, on a portion of our investment in Mersana Therapeutics, Inc., of \$190,902, in NanoGram Corporation of \$3,136,552, in Orthovita, Inc., of \$167,300, and realized losses on the disposal of fixed assets, offset by realized gains on our investment in Satcon Technology Corporation of \$14,320 and realized gains on the sale of U.S. government securities. The realized losses on our investments in Kovio, Inc., and Mersana Therapeutics, Inc., were owing to the termination and expiration of certain warrants, respectively. The warrant from Kovio, Inc., was terminated pursuant to the terms of the Series A' financing which closed during the second quarter of 2010. The warrant from Mersana Therapeutics, Inc., expired unexercised on October 21, 2010. On July 11, 2010, NanoGram was acquired for an undisclosed amount; holders of common stock did not receive any proceeds from this transaction. During the second quarter of 2010, we received a dividend payment of \$13,218 representing our pro rata portion of the residual net proceeds from the liquidation of Optiva, Inc. We had invested in Optiva during 2002, and in 2005, it began liquidation under an assignment for the benefit of creditors. This sum represents the final payment from the liquidation.

During the year ended December 31, 2009, we realized net losses of \$11,106,330, consisting primarily of realized losses on our investments in CSwitch Corporation of \$5,649,297, in Exponential Business Development Company of \$14,330, in Kereos, Inc., of \$1,500,000, in Nanomix, Inc., of \$3,176,125, in Questech Corporation of \$16,253, and in Starfire Systems, Inc., of \$750,000. Since the date of our investment of \$25,000 in Exponential Business Development Company in 1995, we periodically received cash distributions totaling \$31,208 through the date of the sale. During the third quarter of 2009, we received a payment of \$4,115 from the sale of our interest in Nanomix, Inc. The realized loss on Questech Corporation was owing to an unexercised warrant that expired on November 19, 2009.

Net Unrealized Appreciation and Depreciation of Portfolio Securities:

During the year ended December 31, 2011, net unrealized appreciation on total investments increased by \$2,347,297.

During the year ended December 31, 2010, net unrealized depreciation on total investments decreased by \$21,883,175.

During the year ended December 31, 2009, net unrealized depreciation on total investments decreased by \$19,718,327.

During the year ended December 31, 2011, net unrealized appreciation on our venture capital investments increased by \$2,228,565, from net unrealized appreciation of \$7,503,038 at December 31, 2010, to net unrealized appreciation of \$9,731,603 at December 31, 2011, owing primarily to increases in the valuations of the following investments held:

<b>Investment</b>	<b>Amount of Write-Up</b>
Solazyme, Inc.	\$ 4,193,551
Molecular Imprints, Inc.	2,988,447
Bridgelux, Inc.	2,201,705
Metabolon, Inc.	1,979,920
Adesto Technologies Corporation	1,571,117
ABSMaterials, Inc.	1,125,000
Cambrios Technologies Corporation	754,344
Kovio, Inc.	620,397
HzO, Inc.	563,577
GEO Semiconductor, Inc.	86,583
Enumeral Biomedical Corp.	83,333
NanoTerra, Inc.	23,568

The write-ups for the year ended December 31, 2011, were offset by write-downs of the following investments held:

<b>Investment</b>	<b>Amount of Write-Down</b>
NeoPhotonics Corporation	\$ 2,734,461
Xradia, Inc.	2,300,249
Laser Light Engines, Inc.	2,033,591
Mersana Therapeutics, Inc.	1,869,902
Nanosys, Inc.	1,450,495
Ensemble Therapeutics Corporation	1,075,003
Ancora Pharmaceuticals Inc.	952,303
Nantero, Inc.	561,602
Nextreme Thermal Solutions, Inc.	550,657
Cobalt Technologies, Inc.	246,482
Contour Energy Systems, Inc.	206,118
D-Wave Systems, Inc.	67,877
Champions Oncology, Inc.	26,666
SiOnyx, Inc.	8,189

We had an increase in unrealized appreciation for Innovalight, Inc., of \$1,489,110, Molecular Imprints, Inc., of \$121,527, Polatis, Inc., of \$2,018,288, PolyRemedy, Inc., of \$312,313, Questech Corporation of \$1,632,310, and TetraVita Bioscience, Inc., of \$250,000, owing to realized losses on the sale of these securities. The realized loss on our investment in Molecular Imprints, Inc., was owing to the exercise of certain warrants on December 31, 2011.

We had an increase in unrealized appreciation for Crystal IS, Inc., of \$1,746,837 owing to a realized gain on the sale of its securities.

We had an increase in unrealized appreciation of \$71,041 on the rights to milestone payments from Amgen from its acquisition of BioVex in the first quarter of 2011.

We had a decrease in unrealized appreciation for BioVex of \$7,467,615, which resulted from a realized gain on the sale of its securities.

We had a decrease in unrealized appreciation owing to foreign currency translation of \$53,193 on our investment in D-Wave Systems, Inc.

Unrealized appreciation on our U.S. government securities portfolio decreased from unrealized appreciation of \$1,268 at December 31, 2010, to \$0 at December 31, 2011.

During the year ended December 31, 2010, net unrealized depreciation on our venture capital investments decreased by \$21,869,464, or 152.2 percent, from net unrealized depreciation of \$14,366,426 at December 31, 2009, to net unrealized appreciation of \$7,503,038 at December 31, 2010, owing primarily to increases in the valuations of the following investments held:

<u>Investment</u>	<u>Amount of Write-Up</u>
Solazyme, Inc.	\$ 10,971,812
BioVex Group, Inc.	9,060,913
Xradia, Inc.	3,555,811
SiOnyx, Inc.	3,076,044
D-Wave Systems, Inc.	1,121,841
Mersana Therapeutics, Inc.	937,882
Ensemble Therapeutics Corporation	500,000
Laser Light Engines, Inc.	118,907
Questech Corporation	72,755
Metabolon, Inc.	58,366

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



Investment	Amount of Write-Down
Nextreme Thermal Solutions, Inc.	\$ 3,854,600
Molecular Imprints, Inc.	2,031,749
Kovio, Inc.	1,750,165
NeoPhotonics Corporation	1,519,991
Innovalight, Inc.	1,241,665
Ancora Pharmaceuticals Inc.	301,573
Nanosys, Inc.	280,649
Bridgelux, Inc.	220,252
TetraVitae Bioscience, Inc.	125,000
PolyRemedy, Inc.	53,893
GEO Semiconductor Inc.	11,830

We had a decrease in unrealized depreciation for Kovio, Inc., of \$227,469, and Mersana Therapeutics, Inc., of \$171,752, owing to the termination and expiration of certain warrants, respectively. The warrant for Kovio, Inc., was terminated pursuant to the terms of the Series A' financing which closed during the second quarter of 2010. The warrant for Mersana Therapeutics, Inc., expired unexercised on October 21, 2010.

We had a decrease in unrealized depreciation for NanoGram Corporation of \$3,136,552, which resulted from a realized loss on such investment during the period. On July 11, 2010, NanoGram was acquired for an undisclosed amount. Holders of common stock did not receive any proceeds from this transaction.

We had a decrease in unrealized depreciation for Orthovita, Inc., of \$72,432 owing to the sale of its securities.

We had a decrease in unrealized depreciation owing to foreign currency translation of \$178,295 on our investment in D-Wave Systems, Inc.

Unrealized depreciation on our U.S. government securities portfolio decreased from unrealized depreciation of \$12,443 at December 31, 2009, to unrealized appreciation of \$1,268 at December 31, 2010.

During the year ended December 31, 2009, net unrealized depreciation on our venture capital investments decreased by \$19,758,422, or 57.9 percent, from net unrealized depreciation of \$34,124,848 at December 31, 2008, to net unrealized depreciation of \$14,366,426 at December 31, 2009, owing primarily to increases in the valuations of the following investments held:

<b>Investment</b>	<b>Amount of Write-Up</b>
Solazyme, Inc.	\$ 5,376,988
Molecular Imprints, Inc.	3,841,541
NeoPhotonics Corporation	3,350,923
Nextreme Thermal Solutions, Inc.	2,202,628
Xradia, Inc.	1,723,215
Adesto Technologies Corporation	1,320,000
Bridgelux, Inc.	987,642
BioVex Group, Inc.	845,952
CFX Battery, Inc.	812,383
Ensemble Discovery Corporation	500,000
Questech Corporation	297,104
Metabolon, Inc.	196,512
Siluria Technologies, Inc.	160,723

These write-ups for the twelve months ended December 31, 2009, were partially offset by the following write-downs:

<u>Investment</u>	<u>Amount of Write-Down</u>
Nanosys, Inc.	\$ 2,685,059
Kovio, Inc.	2,266,912
Innovalight, Inc.	1,537,713
NanoGram Corporation	1,471,805
SiOnyx, Inc.	1,076,155
Ancora Pharmaceuticals Inc.	1,072,811
Laser Light Engines, Inc.	999,999
D-Wave Systems, Inc.	826,786
Crystal IS, Inc.	779,094
Cambrios Technologies Corporation	257,878
Cobalt Technologies, Inc.	187,499
PolyRemedy, Inc.	136,170
Orthovita, Inc.	72,432
Mersana Therapeutics, Inc.	17,500

We also had decreases to unrealized depreciation for CSwitch Corporation of \$5,629,011, Exponential Business Development Company of \$15,361, Kereos, Inc., of \$1,500,000, Nanomix, Inc., of \$3,150,190 and Starfire Systems, Inc., of \$750,000 owing to the disposal of their securities and changes in the capital account balance of Exponential Business Development Company prior to its sale. We had a decrease to unrealized depreciation for Questech Corporation of \$16,253 owing to a realized loss on an unexercised warrant that expired on November 19, 2009.

We had an increase owing to foreign currency translation of \$469,809 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 \$12,443 at December 31, 2009.

## **Financial Condition**

### ***December 31, 2011***

At December 31, 2011, our total assets and net assets were \$150,343,653 and \$145,698,407, respectively. At December 31, 2010, they were \$149,289,168 and \$146,853,912, respectively. At December 31, 2011, our net asset value per share was \$4.70 as compared with \$4.76 at December 31, 2010.

At December 31, 2011, our shares outstanding increased to 31,000,601 from 30,878,164 at December 31, 2010, owing to the exercise of 122,437 options. These options provided \$491,058 of cash to the Company.

Significant developments in the twelve months ended December 31, 2011, included an increase in the holdings of our venture capital investments of \$6,897,828 and decreases in our holdings of U.S. government obligations and cash of \$8,190,142. The increase in the value of our venture capital investments from \$106,150,422 at December 31, 2010, to \$113,048,250 at December 31, 2011, resulted primarily from an increase in the net value of our venture capital investments of \$2,228,565 and by five new and 32 follow-on investments of \$19,088,903, offset by the sale of our securities in BioVex Group, Inc., Crystal IS, Inc., Innovalight, Inc., Polatis, Inc., PolyRemedy, Inc., Questech Corporation, Siluria Technologies, Inc., and TetraVitae BioScience, Inc. The decrease in the value of our U.S. government obligations and cash from \$42,031,536 at December 31, 2010, to \$33,841,394 at December 31, 2011, is primarily owing to the payment of cash for operating expenses of \$6,323,055 and to new and follow-on venture capital investments totaling \$19,088,903, offset by cash received from the sale of our securities in BioVex Group, Inc., Crystal IS, Inc., Innovalight, Inc., Polatis, Inc., PolyRemedy, Inc., Questech Corporation and Siluria Technologies, Inc.

The following table is a summary of additions to our portfolio of venture capital investments made during the twelve months ended December 31, 2011:

<b>New Equity-Focused<sup>(1)</sup> and Venture Debt<sup>(2)</sup> Investments</b>	<b>Amount of Investment</b>
Champions Oncology, Inc. <sup>(1)</sup>	\$ 2,000,000
HzO, Inc. <sup>(1)</sup>	1,666,667
Produced Water Absorbents, Inc. <sup>(1)</sup>	1,000,000
NanoTerra, Inc. <sup>(2)</sup>	750,000
Senova Systems, Inc. <sup>(1)</sup>	692,308
<b>Follow-On Equity-Focused<sup>(1)</sup> and Venture Debt<sup>(2)</sup> Investments</b>	<b>Amount of Investment</b>
Metabolon, Inc. <sup>(1)</sup>	\$ 1,499,999
Ancora Pharmaceuticals Inc. <sup>(1)(2)</sup>	1,300,000
Adesto Technologies Corporation <sup>(1)</sup>	1,032,058
Kovio, Inc. <sup>(1)</sup>	892,315
Molecular Imprints, Inc. <sup>(1)</sup>	866,668
Bridgelux, Inc. <sup>(1)</sup>	813,805
Contour Energy Systems, Inc. <sup>(1)</sup>	720,000
Enumeral Biomedical Corp. <sup>(1)</sup>	650,000
NeoPhotonics Corporation <sup>(1)</sup>	550,000
Bridgelux, Inc. <sup>(1)</sup>	538,945
Ancora Pharmaceuticals Inc. <sup>(1)</sup>	500,000
Molecular Imprints, Inc. <sup>(1)</sup>	481,482
Adesto Technologies Corporation <sup>(1)</sup>	445,659
D-Wave Systems, Inc. <sup>(1)</sup>	337,579
Mersana Therapeutics, Inc. <sup>(1)</sup>	298,900
Innovalight, Inc. <sup>(1)</sup>	272,369
Ancora Pharmaceuticals Inc. <sup>(1)</sup>	200,000
Ancora Pharmaceuticals Inc. <sup>(1)</sup>	200,000
Laser Light Engines, Inc. <sup>(1)</sup>	200,000
Innovalight, Inc. <sup>(1)</sup>	181,579
Ultora, Inc. <sup>(1)</sup>	150,500
GEO Semiconductor, Inc. <sup>(2)</sup>	150,000
Cobalt Technologies, Inc. <sup>(1)</sup>	121,560
Ancora Pharmaceuticals Inc. <sup>(1)</sup>	100,000
Enumeral Biomedical Corp. <sup>(1)</sup>	99,999
Laser Light Engines, Inc. <sup>(1)</sup>	95,652
Laser Light Engines, Inc. <sup>(1)</sup>	82,609
Ultora, Inc. <sup>(1)</sup>	63,250
ABSMaterials, Inc. <sup>(1)</sup>	60,000
Mersana Therapeutics, Inc. <sup>(1)</sup>	25,000
Mersana Therapeutics, Inc. <sup>(1)</sup>	25,000
Mersana Therapeutics, Inc. <sup>(1)</sup>	25,000
<b>Total</b>	<b>\$ 19,088,903</b>

**December 31, 2010**

At December 31, 2010, our total assets and net assets were \$149,289,168 and \$146,853,912, respectively. Our net asset value per share at that date was \$4.76, and our shares outstanding increased to 30,878,164 as of December 31, 2010.

Significant developments in the twelve months ended December 31, 2010, included an increase in the holdings of our venture capital investments of \$28,126,941 and a decrease in our holdings of U.S. government obligations and cash of \$15,527,510. The increase in the value of our venture capital investments from \$78,023,481 at December 31, 2009, to \$106,150,422 at December 31, 2010, resulted primarily from an increase in the net value of our venture capital investments of \$18,132,021 and by four new and 27 follow-on investments of \$10,060,721. The decrease in the value of our U.S. government obligations and cash from \$57,559,046 at December 31, 2009, to \$42,031,536 at December 31, 2010, is primarily owing to the payment of cash for operating expenses of \$5,672,401 and to new and follow-on venture capital investments totaling \$10,060,721.

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

<b>New Investments</b>	<b>Amount of Investment</b>
GEO Semiconductor Inc.	\$ 500,000
ABS Materials, Inc.	250,000
Satcon Technology Corporation	99,957
Ultora, Inc.	1,250

<u>Follow-On Investments</u>	<u>Amount of Investment</u>
Solazyme, Inc.	\$ 1,499,991
SiOnyx, Inc.	956,740
Laser Light Engines, Inc.	910,000
Ancora Pharmaceuticals Inc.	600,000
D-Wave Systems, Inc.	580,257
Kovio, Inc.	526,225
Ancora Pharmaceuticals Inc.	500,000
Nanosys, Inc.	496,573
Ancora Pharmaceuticals Inc.	400,000
BioVex Group, Inc.	354,390
SiOnyx, Inc.	339,760
BioVex Group, Inc.	323,077
Ancora Pharmaceuticals Inc.	300,000
Bridgelux, Inc.	250,041
Laser Light Engines, Inc.	250,000
Laser Light Engines, Inc.	250,000
ABS Materials, Inc.	125,000
Cambrios Technologies Corporation	92,400
Orthovita, Inc.	98,427
Laser Light Engines, Inc.	90,000
Mersana Therapeutics, Inc.	87,500
Mersana Therapeutics, Inc.	84,475
Laser Light Engines, Inc.	40,000
Satcon Technology Corporation	27,960
Satcon Technology Corporation	22,134
NeoPhotonics Corporation	2,455
NeoPhotonics Corporation	2,109
<b>Total</b>	<b>\$ 10,060,721</b>

The following tables summarize the values of our portfolios of venture capital investments and U.S. government obligations, as compared with their cost, at December 31, 2011, and December 31, 2010:

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Venture capital investments, at cost	\$ 103,316,647	\$ 98,647,384
Net unrealized appreciation <sup>(1)</sup>	9,731,603	7,503,038
<b>Venture capital investments, at value</b>	<b>\$ 113,048,250</b>	<b>\$ 106,150,422</b>

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
U.S. government obligations, at cost	\$ 0	\$ 38,273,349
Net unrealized appreciation <sup>(1)</sup>	0	1,268
<b>U.S. government obligations, at value</b>	<b>\$ 0</b>	<b>\$ 38,274,617</b>

<sup>(1)</sup> At December 31, 2011, and December 31, 2010, the net accumulated unrealized appreciation on investments was \$9,851,603 and \$7,504,306, respectively. Included in total net accumulated unrealized appreciation at December 31, 2011, is \$9,731,603 unrealized appreciation on venture capital investments and \$120,000 unrealized appreciation on written call options.

## **Cash Flow**

### ***Year Ended December 31, 2011***

Net cash used in operating activities for the year ended December 31, 2011, was \$7,553,855, primarily reflecting the payment of operating expenses.

Net cash provided by investing activities for the year ended December 31, 2011, was \$35,647,272, primarily reflecting net proceeds from the sale of U.S. government securities of \$38,248,334 and the sale of venture capital investments of \$14,547,826, offset by the purchase of venture capital investments of \$19,037,403.

Cash provided by financing activities for the year ended December 31, 2011, was \$1,991,058, resulting from the exercise of stock options, and proceeds from the drawdown of our credit facility.

### ***Year Ended December 31, 2010***

Net cash used in operating activities for the year ended December 31, 2010, was \$5,843,791, primarily reflecting the payment of operating expenses.

Net cash provided by investing activities for the year ended December 31, 2010, was \$7,968,532, primarily reflecting proceeds from the sale of U.S. government securities of \$17,700,144 and venture capital investments of \$408,899, offset by venture capital investments of \$10,050,721.

Cash provided by financing activities for the year ended December 31, 2010, was \$20,713, resulting from the exercise of stock options, offset by the payment of certain offering costs relating to the public follow-on offering that closed on October 9, 2009.

### ***Year Ended December 31, 2009***

Net cash used in operating activities for the year ended December 31, 2009, was \$5,277,132, primarily reflecting the payment of operating expenses.

Net cash used in investing activities for the year ended December 31, 2009, was \$15,433,826, primarily reflecting venture capital investments of \$12,344,051, less proceeds from the sale of venture capital investments of \$7,365.

Cash provided by financing activities for the year ended December 31, 2009, was \$21,686,090, resulting from the issuance of 4,887,500 new shares of our common stock on October 9, 2009, in a public follow-on offering and exercise of stock options.

## **Liquidity and Capital Resources**

Our liquidity and capital resources are generated and are 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 and payments received on our venture debt investments, proceeds from periodic follow-on equity offerings and realized capital gains retained for reinvestment. As of December 31, 2011, we did not hold any U.S. government securities and funded all of our operations from cash held in bank accounts.

We fund our day-to-day operations using interest earned and proceeds from our cash holdings, the sales of our investments in U.S. government securities, when applicable, and interest earned from our venture debt securities. We believe the increase or decrease in the value of our venture capital investments does not materially affect the day-to-day operations of the Company or our daily liquidity. As of December 31, 2011, and December 31, 2010, we had no investments in money market mutual funds.

We have a \$10 million three-year revolving credit facility with TD Bank, N.A. This credit facility is used to fund our venture debt investments and not for the payment of day-to-day operating expenses. As of December 31, 2011, we had debt outstanding of \$1,500,000, which is approximately one percent of our net assets. This debt is collateralized with cash held in a restricted account on a one-for-one basis with the amount of debt outstanding from the credit facility. Therefore, repayment of the outstanding debt as of December 31, 2011, would not have a significant impact on our daily liquidity. We have not issued any debt securities, and, therefore, are not subject to credit agency downgrades.

As a venture capital company, it is critical that we have capital available to support our best companies until we have an opportunity for liquidity in our investments. As such, we will continue to maintain a substantial amount of liquid capital on our balance sheet. However, to complement our equity-focused portfolio investing, we seek to invest some of this capital in venture debt where we will have more defined investment return timelines than we currently have in our existing portfolio. In addition, we may from time to time opt to borrow money to make investments, specifically in debt securities that generate cash flow and have a known timeframe for return on investment.

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 December 31, 2011, our net asset value was \$4.70 per share and our closing market price was \$3.46 per share. We do not currently have shareholder approval to issue or sell shares below our net asset value per share.

### ***December 31, 2011***

At December 31, 2011, and December 31, 2010, our total net primary and secondary liquidity was \$65,368,303 and \$42,079,934, respectively.



At December 31, 2011, and December 31, 2010, our total net primary liquidity was \$33,910,442 and \$42,079,934, respectively. Our primary liquidity is principally comprised of our cash, U.S. government securities, when applicable, and certain receivables. The decrease in our primary liquidity from December 31, 2010, to December 31, 2011, is primarily owing to the use of funds for investments and payment of net operating expenses, offset by the proceeds received from the sale of investments.

At December 31, 2011, and December 31, 2010, our secondary liquidity was \$31,457,861 and \$0, 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. We may also be restricted for a period of time in selling our positions in these companies due to our shares being unregistered. As of December 31, 2011, none of our publicly traded securities were restricted from sale.

We do not include funds held in escrow from the sale of investments in primary or secondary liquidity. These funds will become primary liquidity if and when they are received at the expiration of the escrow period.

We believe that the difficult venture capital environment may continue to adversely affect the valuation of investment portfolios, tighter lending standards and reduced access to capital. These conditions may lead to a further decline in net asset value and/or decline in valuations of our portfolio companies. Although we cannot predict future market conditions, we continue to believe that our current cash and our ability to adjust our investment pace will provide us with adequate liquidity to execute our current business strategy.

On July 1, 2008, we signed a five-year lease for office space at 420 Florence Street, Suite 200, Palo Alto, California, commencing on August 1, 2008, and expiring on August 31, 2013. Total rent expense for our office space in Palo Alto was \$132,831 in 2011, \$128,962 in 2010 and \$125,205 in 2009. Future minimum lease payments in each of the following years are: 2012 - \$136,816 and 2013 - \$93,135.

On September 24, 2009, we signed a ten-year lease for office space at 1450 Broadway, New York, New York. The lease commenced on January 21, 2010, and this office space replaced our corporate headquarters previously located at 111 West 57<sup>th</sup> Street in New York City. 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. The lease expires on December 31, 2019. Total rent expense for our office space in New York City was \$230,302 in 2011 and \$215,319 in 2010. Future minimum lease payments in each of the following years are: 2012 - \$238,885; 2013 - \$244,857; 2014 - \$250,979; 2015 - \$280,673; 2016 - \$287,690; and thereafter for the remaining term – an aggregate of \$906,948.

On January 21, 2010, we relocated our corporate headquarters from 111 West 57<sup>th</sup> Street in New York City to 1450 Broadway in New York City. The lease and sublease for our offices at 111 West 57<sup>th</sup> Street expired on April 17, 2010 and on April 29, 2010, respectively. Total rent expense for the office space at 111 West 57<sup>th</sup> Street was \$57,951 in 2010 and \$191,399 in 2009. Our rent expense in 2010 of \$57,951 includes \$47,094 of real estate tax escalation charges from 2003 to 2010 paid on the office space at 111 West 57<sup>th</sup> Street.

On April 26, 2011, we signed a one-year lease for office space at 530 Lytton Avenue, 2<sup>nd</sup> Floor, Palo Alto, California, commencing on July 1, 2011, and expiring on June 30, 2012. Total rent expense for this office space in Palo Alto was \$13,354 in 2011. Future minimum lease payments in 2012 are \$13,354.

### ***December 31, 2010***

At December 31, 2010, and December 31, 2009, our total net primary liquidity was \$42,079,934 and \$57,642,233, respectively.

Our primary liquidity, which is comprised of our cash, U.S. government securities, receivables from unsettled trades, receivables from portfolio companies and interest receivables, are adequate to cover our gross cash operating expenses. Our gross cash operating expenses for 2010 and 2009 totaled \$5,672,401 and \$5,683,624, respectively.

The decrease in our primary liquidity from December 31, 2009, to December 31, 2010, is primarily owing to the use of funds for investments and payment of net operating expenses.

At December 31, 2010, and December 31, 2009, our secondary liquidity was \$0 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, or our stock may be subject to restrictions on transfer, such as lock-up provisions, which may restrict our ability to sell our positions at any given time.

### **Borrowings**

On February 24, 2011, we established a \$10 million three-year revolving credit facility with TD Bank, N.A., to be used in conjunction with our venture debt investments.

The credit facility, among other things, matures on February 24, 2014, and generally bears interest, at the Company's option, based on (i) LIBOR plus 1.25 percent or (2) the higher of the federal funds rate plus fifty basis points (0.50 percent) or the U.S. prime rate as published in the Wall Street Journal. The credit facility generally requires payment of interest on a monthly basis and requires the payment of a non-use fee of 0.15 percent annually. All outstanding principal is due upon maturity. The credit facility is secured by cash collateral to be held in a non-interest bearing account at TD Bank. The credit facility contains affirmative and restrictive covenants, including: (a) periodic financial reporting requirements, (b) maintaining our status as a BDC (c) maintaining unencumbered, liquid assets of not less than \$7,500,000, (d) limitations on the incurrence of additional indebtedness, (e) limitations on liens, and (f) limitations on mergers and dissolutions. The credit facility is used to supplement our capital to make additional venture debt investments.

The Company's outstanding debt balance was \$1,500,000 at December 31, 2011. The annual weighted average interest cost for the twelve months ended December 31, 2011, was 1.5 percent, exclusive of amortization of closing fees and other expenses related to establishing the credit facility. The remaining capacity under the credit facility was \$8,500,000 at December 31, 2011. At December 31, 2011, the Company was in compliance with all financial covenants required by the credit facility.

### Contractual Obligations

A summary of our significant contractual payment obligations is as follows:

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Revolving credit facility <sup>(1)</sup>	\$ 1,500,000	\$ —	\$ 1,500,000	\$ —	\$ —
Operating leases	\$ 2,453,336	\$ 389,055	\$ 588,971	\$ 568,363	\$ 906,948

As of December 31, 2011, we had \$8,500,000 of unused borrowing capacity under our credit facility.

### Critical Accounting Policies

The Company's significant accounting policies are described in Note 2 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 U.S. GAAP. ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. ASC 820 provides a consistent definition of fair value that focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. ASC 820 also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;

- Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and
- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect our own assumptions that market participants would use to price the asset or liability based upon the best available information.

See "Note 5. Investments" in the accompanying notes to our Consolidated Financial Statements for additional information regarding fair value measurements.

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 December 31, 2011, our financial statements include venture capital investments valued at \$83,563,723, the fair values of which were determined in good faith by, or under the direction of, the Board of Directors. As of December 31, 2011, approximately 57.4 percent of our net assets represent investments in portfolio companies 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, 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 assessment of non-performance risk; the achievement of milestones; discounts for restrictions on transfers of publicly traded securities; and the rights and preferences of the class of securities we own as compared with other classes of securities the portfolio has issued.

In addition, with respect to our debt investments for which no readily available market quotations are available, we will generally consider the financial condition and current and expected future cash flows of the portfolio company; the creditworthiness of the portfolio company and its ability to meet its current debt obligations; the relative seniority of our debt investment within the portfolio company's capital structure; the availability and value of any available collateral; and changes in market interest rates and credit spreads for similar debt investments.

Historically, difficult venture capital environments have resulted in companies not receiving financing and being subsequently closed down with a loss of investment to venture investors, and other companies receiving financing but at significantly lower valuations than the preceding rounds, leading to very deep dilution for those who do not participate in the new rounds of investment. Our best estimate of this non-performance risk has been quantified and included in the valuation of our portfolio companies as of December 31, 2011.

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.

As of December 31, 2011, over 70 percent of our portfolio company 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.

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 were based on market conditions.

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. Until it was terminated on May 5, 2011, the Company also provided an Executive Mandatory Retirement Benefit Plan for certain individuals employed by us in a bona fide executive or high policy-making position. Our former President accrued benefits under this plan prior to his retirement, and the termination of the plan has no impact on his accrued benefits. 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 medical benefit and pension 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, 2011, and to calculate our 2012 expense was 4.53 percent. We used a discount rate of 3.57 percent to calculate our pension obligation for the Executive Mandatory Retirement Benefit Plan.

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

In January 2012, we closed our written call option position in Solazyme, Inc., expiring on March 17, 2012, for a payment of \$159,000. In January 2012, we sold 3,000 written call option contracts on Solazyme expiring in June 2012, with a strike price of \$15. We received premiums of approximately \$291,000 for these contracts.

In January and February 2012, we sold 2,000 written call option contracts on Solazyme, expiring in September 2012, with a strike price of \$17.50. We received premiums of approximately \$133,500 for these contracts.

In January and February 2012, we sold 250 written call option contracts on NeoPhotonics Corporation, expiring in August 2012, with a strike price of \$7.50. We received premiums of approximately \$14,500 for these contracts.

On January 19, 2012, the Company made a \$480,000 follow-on investment in a privately held, equity-focused portfolio company.

On January 25, 2012, the Company made a \$109,433 follow-on investment in a privately held, equity-focused portfolio company.

On February 29, 2012, the Company made a \$434,784 follow-on investment in a privately held, equity-focused portfolio company.

On March 5, 2012, the Company made an \$815,000 new investment in OpGen, Inc., a privately held, equity-focused portfolio company.

In the first quarter of 2012, one of our portfolio companies received a non-binding letter of interest for the potential acquisition of the company. As of March 13, 2012, the discussion between these two companies is ongoing, and there can be no assurance that these companies will reach mutually acceptable terms to consummate a transaction.

Also in the first quarter of 2012, three of our companies have commenced planning for and/or began the process of hiring bankers to pursue potential sales and/or IPOs of those companies. As of March 13, 2012, these efforts are ongoing, and there can be no assurance that either of these companies will be able to consummate either type of transaction.



## **Item 7A. 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 8. Consolidated Financial Statements and Supplementary Data.")

Because there is typically no public market for our interests in the privately held small businesses in which we invest, the valuation of the equity interests in that portion of our portfolio is determined in good faith by our Board of Directors with the assistance of 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. 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. In addition, with respect to our debt investments for which no readily available market quotations are available, we will generally consider the financial condition and current and expected future cash flows of the portfolio company; the creditworthiness of the portfolio company and its ability to meet its current debt obligations; the relative seniority of our debt investment within the portfolio company's capital structure; the availability and value of any available collateral; and changes in market interest rates and credit spreads for similar debt investments. Any changes in valuation are recorded in our Consolidated Statements of Operations as "Net increase in unrealized appreciation 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.

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.

### **Interest Rate Risk**

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. Because we intend to fund a portion of our venture debt investments with borrowings, our net investment income will be affected by the difference between the rate at which we invest and the rate at which we borrow. Our borrowings under our credit facility bear interest, at our option, based on either (a) LIBOR plus 1.25 percent or (2) the higher of the federal funds rate plus 50 basis points or the U.S. prime rate. The interest rates are fixed for the interest period selected. However, these interest periods renew approximately every three months. Therefore, variations in interest rates affect the rates at which we can borrow and may increase our interest expense during any given period. In the future, some of our venture debt investments may be at variable rates. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in future quarters.

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. We did not hold U.S. government securities at December 31, 2011.

In addition, market interest rates for high-yield corporate debt are an input in determining value of our investments in debt securities of privately held and publicly traded companies. Significant changes in these market rates could affect the value of our debt securities as of the date of measurement of value. Our investment income could be adversely affected should such debt securities include floating interest rates. We do not currently have any investments in debt securities with floating interest rates.

**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 \$411,365 at December 31, 2011.

**Item 8. Consolidated Financial Statements and Supplementary Data.**

**HARRIS & HARRIS GROUP, INC.  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES**

The following reports and consolidated financial schedules of Harris & Harris Group, Inc. are filed herewith and included in response to Item 8.

	<u>Page</u>
<u>Documents</u>	
Management's Report on Internal Control Over Financial Reporting	90
Report of Independent Registered Public Accounting Firm	91
<u>Consolidated Financial Statements</u>	
Consolidated Statements of Assets and Liabilities as of December 31, 2011, and 2010	93
Consolidated Statement of Operations for the years ended December 31, 2011, 2010, and 2009	94
Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009	95
Consolidated Statements of Changes in Net Assets for the years ended December 31, 2011, 2010, and 2009	96
Consolidated Schedule of Investments as of December 31, 2011	97-109
Consolidated Schedule of Investments as of December 31, 2010	110-120
Footnote to Consolidated Schedule of Investments	121-124
Notes to Consolidated Financial Statements	125-146
Financial Highlights for the years ended December 31, 2011, 2010, and 2009	147

Schedules other than those listed above have been omitted because they are not applicable or the required information is presented in the consolidated financial statements and/or related notes.

## **Management's Report on Internal Control Over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making its assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on the results of this assessment, management (including our Chief Executive Officer and Chief Financial Officer) has concluded that, as of December 31, 2011, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report which appears on page 91 of this Annual Report on Form 10-K.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Harris & Harris Group, Inc.:

In our opinion, the accompanying consolidated statements of assets and liabilities, including the consolidated schedules of investments, and the related consolidated statements of operations, changes in net assets, cash flows, and the financial highlights present fairly, in all material respects, the financial position of Harris & Harris Group, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations, their cash flows, the changes in their net assets, and the financial highlights for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011 based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing on page 90 of the 2011 Annual Report to Shareholders. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2, the financial statements include fair value measurements which have been estimated by the Board of Directors using unobservable inputs in the absence of observable inputs. Those estimated fair values may differ significantly from fair values measured using observable inputs. As discussed in Note 2, at December 31, 2011, fair value measurements estimated using unobservable inputs in the absence of observable inputs are \$83,563,723 (57.35% of the net assets).

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

New York, New York  
March 14, 2012

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

	December 31, 2011	December 31, 2010
<b><u>ASSETS</u></b>		
Investments, in portfolio securities at value:		
Unaffiliated privately held companies (cost: \$23,794,145 and \$37,480,266, respectively)	\$ 23,748,247	\$ 56,315,330
Unaffiliated rights to milestone payments (adjusted cost basis: \$3,291,750 and \$0, respectively)	3,362,791	0
Unaffiliated publicly traded securities (cost: \$12,743,787 and \$0, respectively)	29,484,527	0
Non-controlled affiliated privately held companies (cost: \$48,968,029 and \$51,451,965, respectively)	47,601,785	42,775,415
Non-controlled affiliated publicly traded companies (cost: \$2,000,000 and \$0, respectively)	1,973,334	0
Controlled affiliated privately held companies (cost: \$12,518,936 and \$9,715,153, respectively)	6,877,566	7,059,677
Total, investments in private portfolio companies, rights to milestone payments and public securities at value (cost: \$103,316,647 and \$98,647,384, respectively)	\$ 113,048,250	\$ 106,150,422
Investments, in U.S. Treasury obligations at value (cost: \$0 and \$38,273,349, respectively)	0	38,274,617
Cash	33,841,394	3,756,919
Restricted funds (Note 2)	1,512,031	2,751
Funds held in escrow from sales of investments, at value (Note 2)	1,064,234	0
Receivable from portfolio company	37,331	10,000
Interest receivable	14,635	5,924
Prepaid expenses	398,858	379,705
Other assets	426,920	708,830
<b>Total assets</b>	<b>\$ 150,343,653</b>	<b>\$ 149,289,168</b>
<b><u>LIABILITIES &amp; NET ASSETS</u></b>		
Post retirement plan liabilities (Note 9)	\$ 1,660,958	\$ 1,506,906
Revolving loan (Note 4)	1,500,000	0
Accounts payable and accrued liabilities	906,910	589,592
Deferred rent	378,980	338,758
Written call options payable (premiums received: \$315,000) (Note 6)	195,000	0
Debt interest and other payable	3,398	0
<b>Total liabilities</b>	<b>4,645,246</b>	<b>2,435,256</b>
<b>Net assets</b>	<b>\$ 145,698,407</b>	<b>\$ 146,853,912</b>
<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 12/31/11 and 12/31/10; 32,829,341 issued at 12/31/11 and 32,706,904 issued at 12/31/10	328,294	327,070
Additional paid in capital (Note 7)	210,470,369	208,085,735
Accumulated net operating and realized loss	(71,546,328)	(65,657,668)
Accumulated unrealized appreciation of investments	9,851,603	7,504,306
Treasury stock, at cost (1,828,740 shares at 12/31/11 and 12/31/10)	(3,405,531)	(3,405,531)
<b>Net assets</b>	<b>\$ 145,698,407</b>	<b>\$ 146,853,912</b>
<b>Shares outstanding</b>	<b>31,000,601</b>	<b>30,878,164</b>
<b>Net asset value per outstanding share</b>	<b>\$ 4.70</b>	<b>\$ 4.76</b>

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



**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
<b>Investment income:</b>			
Interest from:			
Unaffiliated companies	\$ 252,326	\$ 37,708	\$ 5,067
Non-controlled affiliated companies	134,358	117,377	27,532
Controlled affiliated companies	176,629	211,220	46,625
Cash and U.S. Treasury obligations	38,167	49,483	135,536
Miscellaneous income	101,285	30,250	33,088
<b>Total investment income</b>	<u>702,765</u>	<u>446,038</u>	<u>247,848</u>
<b>Expenses:</b>			
Salaries, benefits and stock-based compensation (Note 7)	5,972,187	5,287,386	6,327,467
Administration and operations	1,045,739	1,010,762	1,125,266
Professional fees	1,156,134	752,526	767,077
Rent (Note 2)	376,487	402,232	316,604
Directors' fees and expenses	340,148	345,000	338,227
Custody fees	62,338	96,000	83,457
Depreciation	51,153	51,399	50,965
Interest and other debt expense	36,944	0	0
Lease termination costs (Note 2)	0	56,540	0
<b>Total expenses</b>	<u>9,041,130</u>	<u>8,001,845</u>	<u>9,009,063</u>
<b>Net operating loss</b>	<u>(8,338,365)</u>	<u>(7,555,807)</u>	<u>(8,761,215)</u>
<b>Net realized gain (loss):</b>			
Realized gain (loss) from investments:			
Unaffiliated companies	4,967,511	13,218	(2,264,330)
Non-controlled affiliated companies	(2,510,802)	(3,584,461)	(8,841,675)
Publicly traded companies	0	(152,980)	0
U.S. Treasury obligations/other	(82)	(11,834)	(325)
<b>Realized gain (loss) from investments</b>	<u>2,456,627</u>	<u>(3,736,057)</u>	<u>(11,106,330)</u>
Income tax expense (benefit) (Note 10)	6,922	4,461	(753)
<b>Net realized gain (loss) from investments</b>	<u>2,449,705</u>	<u>(3,740,518)</u>	<u>(11,105,577)</u>
<b>Net increase in unrealized appreciation on investments:</b>			
Change as a result of investment sales	74,649	3,608,205	11,090,579
Change on investments held	2,152,648	18,274,970	8,627,748
Change on written call options	120,000	0	0
<b>Net increase in unrealized appreciation on investments</b>	<u>2,347,297</u>	<u>21,883,175</u>	<u>19,718,327</u>
<b>Net (decrease) increase in net assets resulting from operations</b>	<u>\$ (3,541,363)</u>	<u>\$ 10,586,850</u>	<u>\$ (148,465)</u>
<b>Per average basic and diluted outstanding share</b>	<u>\$ (0.12)</u>	<u>\$ 0.34</u>	<u>\$ (0.01)</u>
<b>Weighted average outstanding shares</b>	<u>30,980,221</u>	<u>30,866,239</u>	<u>27,025,995</u>

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

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

Year Ended                      Year Ended                      Year Ended  
December 31, 2011      December 31, 2010      December 31, 2009

**Cash flows (used in) provided by operating activities:**

Net (decrease) increase in net assets resulting from operations	\$ (3,541,363)	\$ 10,586,850	\$ (148,465)
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	(4,803,924)	(18,147,118)	(8,611,997)
Depreciation of fixed assets, amortization of premium or discount on U.S. government securities, and bridge note interest	(327,378)	(341,861)	12,363
Stock-based compensation expense	1,894,800	2,088,091	3,089,520

**Changes in assets and liabilities:**

Restricted funds	(1,509,280)	(751)	189,955
Receivable from portfolio company	(27,331)	18,247	(28,247)
Interest receivable	16,303	(2,883)	35,365
Prepaid expenses	(19,153)	(285,576)	390,438
Other receivables	4,446	7,187	(7,454)
Return of security deposits on leased properties	0	44,376	0
Other assets	244,035	(294,766)	(52,965)
Post retirement plan liabilities	154,052	137,063	(29,205)
Accounts payable and accrued liabilities	320,716	10,430	(110,138)
Deferred rent	40,222	336,920	(6,302)
Net cash used in operating activities	<u>(7,553,855)</u>	<u>(5,843,791)</u>	<u>(5,277,132)</u>

**Cash flows from investing activities:**

Purchase of U.S. government securities	(100,032,726)	(62,244,735)	(208,875,156)
Sale of U.S. government securities	138,281,060	79,944,879	205,769,329
Investment in affiliated portfolio companies	(14,766,443)	(6,382,357)	(10,181,931)
Investment in unaffiliated portfolio companies	(4,270,960)	(3,668,364)	(2,152,120)
Proceeds from sale of investments and conversion of bridge notes	14,547,826	408,899	7,365
Proceeds from call option premiums	315,000	0	0
Principal payments received on debt investments	1,591,554	0	0
Purchase of fixed assets	(18,039)	(89,790)	(1,313)
Net cash provided by (used in) investing activities	<u>35,647,272</u>	<u>7,968,532</u>	<u>(15,433,826)</u>

**Cash flows from financing activities:**

Gross proceeds from public offering (Note 12)	0	0	23,215,625
Payment of offering costs (Note 12)	0	(48,928)	(1,951,485)
Proceeds from stock option exercises (Note 7)	491,058	69,641	421,950
Proceeds from drawdown of credit facility (Note 4)	1,500,000	0	0
Net cash provided by financing activities	<u>1,991,058</u>	<u>20,713</u>	<u>21,686,090</u>

**Net increase in cash:**

Cash at beginning of the year	3,756,919	1,611,465	636,333
Cash at end of the year	<u>33,841,394</u>	<u>3,756,919</u>	<u>1,611,465</u>
Net increase in cash	<u>\$ 30,084,475</u>	<u>\$ 2,145,454</u>	<u>\$ 975,132</u>

**Supplemental disclosures of cash flow information:**

Income taxes paid	\$ 2,476	\$ 4,461	\$ 2,179
Interest paid	\$ 26,608	\$ 0	\$ 0

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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	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
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**Changes in net assets from operations:**

Net operating loss	\$ (8,338,365)	\$ (7,555,807)	\$ (8,761,215)
Net realized gain (loss) on investments	2,449,705	(3,740,518)	(11,105,577)
Net increase in unrealized appreciation on investments as a result of sales	74,649	3,608,205	11,090,579
Net increase in unrealized appreciation on investments held	2,152,648	18,274,970	8,627,748
Net increase in unrealized appreciation on written call options	120,000	0	0

<b>Net (decrease) increase in net assets resulting from operations</b>	<u>(3,541,363)</u>	<u>10,586,850</u>	<u>(148,465)</u>
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**Changes in net assets from capital stock transactions:**

Issuance of common stock upon the exercise of stock options	1,224	186	1,125
Issuance of common stock on offering	0	0	48,875
Additional paid in capital on common stock issued net of offering expenses	489,834	20,527	21,636,090
Stock-based compensation expense	1,894,800	2,088,091	3,089,520

<b>Net increase in net assets resulting from capital stock transactions</b>	<u>2,385,858</u>	<u>2,108,804</u>	<u>24,775,610</u>
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<b>Net (decrease) increase in net assets</b>	<u>(1,155,505)</u>	<u>12,695,654</u>	<u>24,627,145</u>
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**Net Assets:**

Beginning of the year	<u>146,853,912</u>	<u>134,158,258</u>	<u>109,531,113</u>
End of the year	<u>\$ 145,698,407</u>	<u>\$ 146,853,912</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 DECEMBER 31, 2011**

	Method of Valuation (1)	Industry (2)	Cost	Shares/ Principal	Value
<b>Investments in Unaffiliated Companies (3)(4)(5)(6) – 38.8% of net assets at value</b>					
<b>Private Placement Portfolio (Illiquid) – 16.3% of net assets at value</b>					
<b>Bridgelux, Inc. (7)(8)</b> <span style="float: right;">Energy</span>					
Manufacturing high-power light emitting diodes (LEDs) and arrays					
Series B Convertible Preferred Stock	(M)		\$ 1,000,000	1,861,504	\$ 2,245,039
Series C Convertible Preferred Stock	(M)		1,352,196	2,130,699	2,757,625
Series D Convertible Preferred Stock	(M)		1,371,622	999,999	1,687,433
Series E Convertible Preferred Stock	(M)		730,369	440,334	832,335
Warrants for Series C Convertible Preferred Stock expiring 12/31/14	(I)		168,270	163,900	123,541
Warrants for Series D Convertible Preferred Stock expiring 8/26/14	(I)		88,531	124,999	93,385
Warrants for Series D Convertible Preferred Stock expiring 3/10/15	(I)		40,012	41,666	31,128
Warrants for Series E Convertible Preferred Stock expiring 12/31/17	(I)		108,867	170,823	130,872
Secured Convertible Bridge Note (including interest)	(M)		529,697	\$ 538,945	548,513
Warrant for Common Stock expiring 10/21/18	(I)		18,816	56,564	2,581
			<u>5,408,380</u>		<u>8,452,452</u>
<b>Cambrios Technologies Corporation (7)(9)</b> <span style="float: right;">Electronics</span>					
Developing nanowire-enabled electronic materials for the display industry					
Series B Convertible Preferred Stock	(M)		1,294,025	1,294,025	720,672
Series C Convertible Preferred Stock	(M)		1,300,000	1,300,000	724,000
Series D Convertible Preferred Stock	(M)		515,756	515,756	870,338
Series D-2 Convertible Preferred Stock	(M)		92,400	92,400	86,625
			<u>3,202,181</u>		<u>2,401,635</u>
<b>Cobalt Technologies, Inc. (7)(9)(10)</b> <span style="float: right;">Energy</span>					
Developing processes for making bio-butanol through biomass fermentation					
Series C-1 Convertible Preferred Stock	(M)		749,998	352,112	216,651
Series D-1 Convertible Preferred Stock	(M)		122,070	48,828	33,937
			<u>872,068</u>		<u>250,588</u>
<b>Ensemble Therapeutics Corporation (7)(9)(11)</b> <span style="float: right;">Healthcare</span>					
Developing DNA- Programmed Chemistry™ for the discovery of new classes of therapeutics					
Series B Convertible Preferred Stock	(M)		2,000,000	1,449,275	0
Secured Convertible Bridge Notes (including interest)	(M)		373,439	\$ 299,169	1,298,436
			<u>2,373,439</u>		<u>1,298,436</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, 2011**

	Method of Valuation (1)	Industry (2)	Cost	Shares/ Principal	Value
<b>Investments in Unaffiliated Companies (3)(4)(5)(6) – 38.8% of net assets at value (Cont.)</b>					
<b>Private Placement Portfolio (Illiquid) – 16.3% of net assets at value (Cont.)</b>					
<b>GEO Semiconductor Inc. Electronics</b>					
Developing programmable, high-performance video and geometry processing solutions Participation Agreement with Montage Capital relating to the following assets:					
Senior secured debt, 13.75%, maturing on 06/30/12	(I)		\$ 403,732	\$ 500,000	\$ 476,700
Warrants for Series A Pref. Stock expiring on 09/17/17	(I)		66,684	100,000	61,814
Warrants for Series A-1 Pref. Stock expiring on 06/30/18	(I)		23,566	34,500	21,686
Loan and Security Agreement with GEO Semiconductor relating to the following assets:					
Subordinated secured debt, 15.75%, maturing on 01/01/12	(I)		109,942	\$ 125,000	121,880
Warrants for Series A Pref. Stock expiring on 03/01/18	(I)		7,512	10,000	5,819
Warrants for Series A-1 Pref. Stock expiring on 06/29/18	(I)		7,546	10,000	5,836
			<u>618,982</u>		<u>693,735</u>
<b>Molecular Imprints, Inc. (7)(12) Electronics</b>					
Manufacturing nanoimprint lithography capital equipment					
Series B Convertible Preferred Stock	(M)		2,000,000	1,333,333	1,789,108
Series C Convertible Preferred Stock	(M)		2,406,595	1,285,071	2,138,498
Non-Convertible Bridge Note	(I)		0	0	3,033,338
			<u>4,406,595</u>		<u>6,960,944</u>
<b>Nanosys, Inc. (7)(13) Energy</b>					
Developing inorganic nanowires and quantum dots for use in batteries and LED-backlit devices					
Series C Convertible Preferred Stock	(M)		1,500,000	803,428	255,503
Series D Convertible Preferred Stock	(M)		3,000,003	1,016,950	698,410
Series E Convertible Preferred Stock	(M)		496,573	433,688	496,573
			<u>4,996,576</u>		<u>1,450,486</u>
<b>NanoTerra, Inc. (9)(14) Energy</b>					
Developing surface chemistry and nano-manufacturing solutions					
Senior secured debt, 12.0%, maturing on 02/22/14	(I)		329,307	\$ 378,564	342,650
Senior secured debt, 12.0%, maturing on 02/22/13	(I)		133,121	\$ 153,032	144,855
Warrants for Series A-2 Pref. Stock expiring on 02/22/21	(I)		69,168	446,248	67,659
			<u>531,596</u>		<u>555,164</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, 2011**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Cost</u>	<u>Shares/ Principal</u>	<u>Value</u>
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**Investments in Unaffiliated Companies (3)(4)(5)(6) –  
38.8% of net assets at value (Cont.)**

**Private Placement Portfolio (Illiquid) – 16.3% of net  
assets at value (Cont.)**

Nantero, Inc. (7)(9)(13)		Electronics			
Developing a high-density, nonvolatile, random access memory chip, enabled by carbon nanotubes					
Series A Convertible Preferred Stock	(M)		\$ 489,999	345,070	\$ 746,548
Series B Convertible Preferred Stock	(M)		323,000	207,051	451,499
Series C Convertible Preferred Stock	(M)		<u>571,329</u>	188,315	<u>486,760</u>
			<u>1,384,328</u>		<u>1,684,807</u>

**Total Unaffiliated Private Placement Portfolio  
(cost: \$23,794,145) \$23,748,247**

**Rights to Milestone Payments (Illiquid) – 2.3% of net  
assets at value**

Amgen, Inc. (7)(13)		Healthcare			
Rights to Milestone Payments from Acquisition of BioVex Group, Inc.					
	(I)		<u>\$ 3,291,750</u>	\$ 3,291,750	<u>\$ 3,362,791</u>

**Total Unaffiliated Rights to Milestone Payments  
(cost: \$3,291,750) \$ 3,362,791**

**Publicly Traded Portfolio – 20.2% of net assets at value**

NeoPhotonics Corporation (13)		Electronics			
Developing and manufacturing optical devices and components Common Stock					
	(M)		<u>\$ 7,299,590</u>	450,907	<u>\$ 2,065,154</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, 2011</b>
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	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Cost</u>	<u>Shares/ Principal</u>	<u>Value</u>
Solazyme, Inc. (13)(15)(16)		Energy			
Developing algal biodiesel, industrial chemicals and specialty ingredients using synthetic biology Common Stock	(M)		\$ 5,444,197	2,304,149	\$27,419,373
<b>Total Unaffiliated Publicly Traded Portfolio (cost: \$12,743,787)</b>					<b><u>\$29,484,527</u></b>
<b>Total Investments in Unaffiliated Companies (cost: \$39,829,682)</b>					<b><u>\$56,595,565</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, 2011**

	Method of Valuation (1)	Industry (2)	Cost	Shares/ Principal	Value
<b>Investments in Non-Controlled Affiliated Companies (3)</b>					
<b>(17)(18) – 34.1% of net assets at value</b>					
<b>Private Placement Portfolio (Illiquid) – 32.7% of net assets at value</b>					
ABSMaterials, Inc. (7)(9)(13) <span style="float: right;">Energy</span>					
Developing nano-structured absorbent materials for environmental remediation					
Series A Convertible Preferred Stock	(M)		\$ 435,000	390,000	\$ 1,560,000
Adesto Technologies Corporation (7)(9) <span style="float: right;">Electronics</span>					
Developing low-power, high- performance memory devices					
Series A Convertible Preferred Stock	(M)		2,200,000	6,547,619	3,328,635
Series B Convertible Preferred Stock	(M)		2,200,000	5,952,381	3,076,031
Series C Convertible Preferred Stock	(M)		1,485,531	2,122,187	1,271,982
			<u>5,885,531</u>		<u>7,676,648</u>
Contour Energy Systems, Inc. (7)(9)(13) <span style="float: right;">Energy</span>					
Developing batteries using nanostructured materials					
Series A Convertible Preferred Stock	(M)		2,009,995	2,565,798	2,520,935
Series B Convertible Preferred Stock	(M)		1,300,000	812,500	1,348,249
Series C Convertible Preferred Stock	(M)		720,000	688,995	767,076
			<u>4,029,995</u>		<u>4,636,260</u>
D-Wave Systems, Inc. (7)(9)(19) <span style="float: right;">Electronics</span>					
Developing high- performance quantum computing systems					
Series B Convertible Preferred Stock	(M)		1,002,074	1,144,869	1,311,562
Series C Convertible Preferred Stock	(M)		487,804	450,450	516,036
Series D Convertible Preferred Stock	(M)		1,484,492	1,533,395	1,756,657
Series E Convertible Preferred Stock	(M)		248,049	269,280	308,487
Series F Convertible Preferred Stock	(M)		238,323	258,721	296,391
Warrants for Common Stock expiring 06/30/15	(I)		98,644	153,890	64,272
Secured Convertible Bridge Note (including interest)	(M)		341,047	\$ 337,579	332,058
			<u>3,900,433</u>		<u>4,585,463</u>
Enumeral Biomedical Corp. (7)(9) <span style="float: right;">Healthcare</span>					
Developing therapeutics and diagnostics through functional assaying of single cells					
Series A Convertible Preferred Stock	(M)		1,026,832	957,038	1,110,164

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



**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2011**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Cost</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)</b>					
<b>(17)(18) – 34.1% of net assets at value (Cont.)</b>					
<b>Private Placement Portfolio (Illiquid) – 32.7% of net assets at value (Cont.)</b>					
<b>HzO, Inc. (7)(9)(13)(14)</b>					
		Electronics			
Developing novel industrial coatings that protect electronics against damage from liquids					
Series A Convertible Preferred Stock	(M)		\$ 666,667	4,057,294	\$ 1,130,362
Series B Convertible Preferred Stock	(M)		<u>1,000,000</u>	3,947,888	<u>1,099,882</u>
			<u>1,666,667</u>		<u>2,230,244</u>
<b>Kovio, Inc. (7)(9)(13)</b>					
		Electronics			
Developing semiconductor products using printed electronics and thin-film technologies					
Series A' Convertible Preferred Stock	(M)		5,242,993	2,160,000	1,437,286
Series B' Convertible Preferred Stock	(M)		<u>1,418,540</u>	2,131,827	<u>1,418,539</u>
			<u>6,661,533</u>		<u>2,855,825</u>
<b>Mersana Therapeutics, Inc. (7)(9)</b>					
		Healthcare			
Developing treatments for cancer based on novel drug delivery polymers					
Series A Convertible Preferred Stock	(M)		700,000	68,451	0
Series B Convertible Preferred Stock	(M)		1,542,098	866,500	0
Unsecured Convertible Bridge Notes (including interest)	(M)		<u>1,442,871</u>	\$ 1,195,875	<u>1,442,871</u>
			<u>3,684,969</u>		<u>1,442,871</u>
<b>Metabolon, Inc. (7)(13)</b>					
		Healthcare			
Developing service and diagnostic products through the use of a metabolomics, or biochemical, profiling platform					
Series B Convertible Preferred Stock	(M)		2,500,000	371,739	1,951,723
Series B-1 Convertible Preferred Stock	(M)		706,214	148,696	780,689
Series C Convertible Preferred Stock	(M)		1,000,000	1,000,000	1,794,510
Series D Convertible Preferred Stock	(M)		1,499,999	835,882	1,499,999
Warrants for Series B-1 Convertible Preferred Stock expiring 3/25/15	(I)		<u>293,786</u>	74,348	<u>71,142</u>
			<u>5,999,999</u>		<u>6,098,063</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, 2011**

	Method of Valuation (1)	Industry (2)	Cost	Shares/ Principal	Value
<b>Investments in Non-Controlled Affiliated Companies (3)</b>					
<b>(17)(18) – 34.1% of net assets at value (Cont.)</b>					
<b>Private Placement Portfolio (Illiquid) – 32.7% of net assets at value (Cont.)</b>					
<b>Nextreme Thermal Solutions, Inc. (7)(9)(13)</b>					
Energy					
Developing thin-film thermoelectric devices for cooling and energy conversion					
Series A Convertible Preferred Stock	(M)		\$ 4,384,762	44,053	\$ 0
<b>Produced Water Absorbents, Inc. (7)(9)(13)(14)</b>					
Energy					
Developing nano-structured absorbent materials for environmental remediation of contaminated water in the oil and gas industries					
Series A Convertible Preferred Stock	(M)		1,000,000	1,000,000	1,000,000
<b>Senova Systems, Inc. (7)(9)(13)(14)</b>					
Healthcare					
Developing next-generation sensors to measure pH					
Series B Convertible Preferred Stock	(M)		692,308	692,308	692,308
<b>SiOnyx, Inc. (7)(9)(13)</b>					
Electronics					
Developing silicon-based optoelectronic products enabled by its proprietary Black Silicon					
Series A Convertible Preferred Stock	(M)		750,000	233,499	160,367
Series A-1 Convertible Preferred Stock	(M)		890,000	2,966,667	2,037,507
Series A-2 Convertible Preferred Stock	(M)		2,445,000	4,207,537	2,889,736
Series B-1 Convertible Preferred Stock	(M)		1,169,561	1,892,836	1,300,000
Warrants for Series B-1 Convertible Preferred Stock expiring 2/23/17	(I)		130,439	247,350	132,552
			<u>5,385,000</u>		<u>6,520,162</u>
<b>Ultora, Inc. (7)(9)(13)</b>					
Energy					
Developing energy-storage devices enabled by carbon nanotubes					
Series A Convertible Preferred Stock	(M)		215,000	215,000	215,000

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

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2011**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Cost</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)</b> <b>(17)(18) – 34.1% of net assets at value (Cont.)</b>					
<b>Private Placement Portfolio (Illiquid) – 32.7% of net assets at value (Cont.)</b>					
Xradia, Inc. (7)(13)		Electronics			
Designing, manufacturing and selling ultra-high resolution 3D x-ray microscopes and fluorescence imaging systems					
Series D Convertible Preferred Stock	(M)		\$ 4,000,000	3,121,099	\$ 6,978,777
<b>Total Non-Controlled Private Placement Portfolio (cost: \$48,968,029)</b>					<b>\$47,601,785</b>
<b>Publicly Traded Portfolio (Illiquid) – 1.4% of net assets at value</b>					
Champions Oncology, Inc. (13)(14)(20)		Healthcare			
Developing its TumorGraft™ platform for personalized medicine and drug development					
Common Stock	(M)		\$ 2,000,000	2,666,667	\$ 1,973,334
<b>Total Non-Controlled Affiliated Publicly Traded Portfolio (cost: \$2,000,000)</b>					<b>\$ 1,973,334</b>
<b>Total Investments in Non-Controlled Affiliated Companies (cost: \$50,968,029)</b>					<b>\$49,575,119</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, 2011**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Cost</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Controlled Affiliated Companies (3)(21)</b>					
<b>– 4.7% of net assets at value</b>					
<b>Private Placement Portfolio (Illiquid) – 4.7% of net assets at value</b>					
<b>Ancora Pharmaceuticals Inc. (7)(9)</b>					
		Healthcare			
Developing synthetic carbohydrates for pharmaceutical applications					
Common Stock	(M)		\$ 2,729,817	57,463	\$ 0
Series A Convertible Preferred Stock	(M)		3,855,627	3,855,627	3,855,627
Senior Secured Debt, 12.00%, maturing on 12/11/12	(I)		452,060	\$ 500,000	455,190
			<u>7,037,504</u>		<u>4,310,817</u>
<b>Laser Light Engines, Inc. (7)(9)</b>					
		Energy			
Manufacturing solid-state light sources for digital cinema and large-venue projection displays					
Series A Convertible Preferred Stock	(M)		2,000,000	7,499,062	0
Series B Convertible Preferred Stock	(M)		3,095,802	13,571,848	2,181,119
Secured Convertible Bridge Note (including interest)	(M)		385,630	\$ 378,261	385,630
			<u>5,481,432</u>		<u>2,566,749</u>
<b>Total Controlled Private Placement Portfolio (cost: \$12,518,936)</b>					<b>\$ 6,877,566</b>
<b>Total Investments in Controlled Affiliated Companies (cost: \$12,518,936)</b>					<b>\$ 6,877,566</b>
<b>Total Private Placement and Publicly Traded Portfolio (cost: \$103,316,647)</b>					<b>\$113,048,250</b>
<b>Total Investments (cost: \$103,316,647)</b>					<b>\$113,048,250</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, 2011</b>
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	<u>Method of Valuation (1)</u>	<u>Number of Contracts</u>	<u>Value</u>
<b>Written Call Options (15) – (0.1)% of net assets at value</b>			
Solazyme, Inc. — Strike Price \$15.00, 3/17/12	(M)	3,000	\$ (195,000)
<b>Total Written Call Options (Premiums Received \$315,000)</b>			<b><u>\$ (195,000)</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, 2011**

Notes to Consolidated Schedule of Investments

- (1) See "Footnote to Consolidated Schedule of Investments" on page 121 for a description of the "Valuation Procedures."
- (2) We classify "Energy" 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 "Electronics" companies as those that use nanotechnology to address problems in electronics-related industries, including semiconductors. We classify "Healthcare" companies as those that use nanotechnology to address problems in healthcare-related industries, including biotechnology, pharmaceuticals and medical devices. We use the term "Other" for companies that operate primarily in industries other than those within "Energy," "Electronics" and "Healthcare." We do not have any portfolio companies classified as "Other" as of December 31, 2011. In the first quarter of 2011, we renamed the sector classification "Electronics/ Semiconductors" to "Electronics" and reclassified three companies, NeoPhotonics Corporation, Polatis, Inc., and Xradia, Inc., from a sector classification of "Other" to "Electronics" to reflect a broader definition of electronics to include photonics, metrology, and test and measurement. We also renamed the sector classification "Healthcare/Biotech" to "Healthcare." In the fourth quarter of 2011, we renamed the sector classification, "Cleantech" to "Energy."
- (3) 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.
- (4) The aggregate cost for federal income tax purposes of investments in unaffiliated privately held companies is \$23,794,145. The gross unrealized appreciation based on the tax cost for these securities is \$5,997,220. The gross unrealized depreciation based on the tax cost for these securities is \$6,043,118.
- (5) The aggregate cost for federal income tax purposes of investments in unaffiliated rights to milestone payments is \$3,291,750. The gross unrealized appreciation based on the tax cost for these securities is \$71,041. The gross unrealized depreciation based on the tax cost for these securities is \$0.
- (6) The aggregate cost for federal income tax purposes of investments in unaffiliated publicly traded companies is \$12,743,787. The gross unrealized appreciation based on the tax cost for these securities is \$21,975,176. The gross unrealized depreciation based on the tax cost for these securities is \$5,234,436.
- (7) We are subject to legal restrictions on the sale of our investment(s) in this company.

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

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2011**

- (8) With our investment in the Series E round of financing, we received a warrant to purchase shares of common stock of up to 30 percent of the amount invested in the Series E round of financing of Bridgelux, Inc., depending on certain financial performance metrics of the company as of December 31, 2011, at a price per share of \$1.9056. The number of shares able to be purchased and beginning of the period for when this warrant is exercisable will be set upon receipt of the audited financial statements of the company for the 2011 fiscal year or upon the completion of an IPO or sale of the company, whichever comes first. Bridgelux did not complete an IPO or sale of the company as of December 31, 2011. Also as of that date, the audited financials for the company's 2011 fiscal year were not available. This warrant is, therefore, a contingent asset as of December 31, 2011. With our investment in the bridge note financing in the fourth quarter of 2011, we received a warrant for the purchase of common stock that is exercisable at the date of issuance, but the number of shares for which it can be exercised increases monthly from the date of issuance through the close of the next round of equity financing of the company up to 50 percent of the principal amount invested in the note divided by \$1.9056. The warrant for common stock is exercisable for 56,564 shares of common stock of Bridgelux as of December 31, 2011.
- (9) 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.
- (10) Cobalt Technologies, Inc., also does business as Cobalt Biofuels.
- (11) With our investment in a convertible bridge note issued by Ensemble Therapeutics Corporation, we received a warrant to purchase a number of shares of the class of stock sold in the next financing of Ensemble Therapeutics Corporation equal to \$149,539.57 divided by the price per share of the class of stock sold in the next financing of Ensemble Therapeutics Corporation. The ability to exercise this warrant is, therefore, contingent on Ensemble Therapeutics Corporation 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.
- (12) As part of a loan the Company made to Molecular Imprints in the second quarter of 2011, we received a liquidation preference payable upon a sale of the company equal to three times the principal of the loan, or \$4,044,450. This preference is senior to the preferences of the outstanding preferred stock. While the loan has since been repaid, this liquidation preference remains outstanding as of December 31, 2011.
- (13) Represents a non-income producing security. Investments that have not paid dividends or interest within the last 12 months are considered to be non-income producing.
- (14) Initial investment was made during 2011.
- (15) A portion of this security is held in connection with written call option contracts: 300,000 shares have been pledged to brokers.
- (16) The lock-up period on our 2,304,149 shares of Solazyme, Inc., expired on November 25, 2011.

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

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2011**

- (17) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated companies is \$48,968,029. The gross unrealized appreciation based on the tax cost for these securities is \$9,066,325. The gross unrealized depreciation based on the tax cost for these securities is \$10,432,569.
- (18) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated publicly traded companies is \$2,000,000. 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 \$26,666.
- (19) D-Wave Systems, Inc., is located and is doing business primarily in Canada. We invested in D-Wave Systems, Inc., through Parallel Universes, Inc., a Delaware company. Our investment is denominated in Canadian dollars and is subject to foreign currency translation. See "Note 2. Summary of Significant Accounting Policies."
- (20) Our 2,666,667 shares of Champions Oncology, Inc., became freely tradable on October 1, 2011, pursuant to Rule 144.
- (21) The aggregate cost for federal income tax purposes of investments in controlled affiliated companies is \$12,518,936. 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 \$5,641,370.

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



**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (3)(4) – 38.3% of net assets at value</b>				
<b>Private Placement Portfolio (Illiquid) – 38.3% of net assets at value</b>				
BioVex Group, Inc. (5)(6)(7)(8) — Developing novel biologics for treatment of cancer and infectious disease		Healthcare/ Biotech		
Series E Convertible Preferred Stock	(M)		2,799,552	\$ 5,839,158
Series G Convertible Preferred Stock	(M)		6,964,034	5,431,430
Warrants for Series G Convertible Preferred Stock expiring 11/5/16	(M)		285,427	159,474
				<u>11,430,062</u>
Bridgelux, Inc. (5)(6) — Manufacturing high-power light emitting diodes (LEDs) and arrays		Cleantech		
Series B Convertible Preferred Stock	(M)		1,861,504	1,759,121
Series C Convertible Preferred Stock	(M)		2,130,699	2,013,510
Series D Convertible Preferred Stock	(M)		999,999	945,000
Warrants for Series C Convertible Preferred Stock expiring 12/31/14	(I)		163,900	86,867
Warrants for Series D Convertible Preferred Stock expiring 8/26/14	(I)		166,665	58,500
				<u>4,862,998</u>
Cobalt Technologies, Inc. (5)(6)(7)(9) — Developing processes for making biobutanol through biomass fermentation		Cleantech		
Series C Convertible Preferred Stock	(M)		352,112	375,000
Ensemble Therapeutics Corporation (5)(6)(10) — Developing DNA-Programmed Chemistry™ for the discovery of new classes of therapeutics		Healthcare/ Biotech		
Series B Convertible Preferred Stock	(M)		1,449,275	2,000,000
Unsecured Convertible Bridge Notes (including interest)	(M)		\$ 299,169	349,505
				<u>2,349,505</u>
GEO Semiconductor Inc. (7)(11) — Developing programmable, high-performance video and geometry processing solutions Participation Agreement with Montage Capital relating to the following assets:		Electronics/ Semi-conductors		
Senior Secured Debt, 13.75%, maturing on 06/30/12	(I)		\$ 500,000	424,920
Warrants for Series A Preferred Stock expiring on 09/17/17	(I)		100,000	46,500
				<u>471,420</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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (3)(4) – 38.3% of net assets at value (Cont.)</b>				
<b>Private Placement Portfolio (Illiquid) – 38.3% of net assets at value (Cont.)</b>				
Molecular Imprints, Inc. (5)(6) — Manufacturing nanoimprint lithography capital equipment		Semi-conductors		
Series B Convertible Preferred Stock	(M)		1,333,333	\$ 1,861,111
Series C Convertible Preferred Stock	(M)		1,250,000	2,013,889
Warrants for Series C Convertible Preferred Stock expiring 12/31/11	(I)		125,000	69,375
				<u>3,944,375</u>
Nanosys, Inc. (5)(6) — Developing inorganic nanowires and quantum dots for use in batteries and LED-backlit devices		Cleantech		
Series C Convertible Preferred Stock	(M)		803,428	916,225
Series D Convertible Preferred Stock	(M)		1,016,950	1,239,680
Series E Convertible Preferred Stock	(M)		433,688	745,076
				<u>2,900,981</u>
Nantero, Inc. (5)(6)(7) — Developing a high-density, nonvolatile, random access memory chip, enabled by carbon nanotubes		Electronics/ Semi-conductors		
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)(12) — Developing and manufacturing optical devices and components		Other		
Common Stock	(M)		45,214	479,269
Series 1 Convertible Preferred Stock	(M)		73,250	776,450
Series 2 Convertible Preferred Stock	(M)		29,675	314,555
Series 3 Convertible Preferred Stock	(M)		110,000	1,166,000
Series X Convertible Preferred Stock	(M)		142,768	1,513,341
				<u>4,249,615</u>
Polatis, Inc. (5)(6)(7) — Developing MEMS-based optical networking components		Other		
Common Stock	(M)		16,438	0
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
				<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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (3)(4) – 38.3% of net assets at value (Cont.)</b>				
<b>Private Placement Portfolio (Illiquid) – 38.3% of net assets at value (Cont.)</b>				
PolyRemedy, Inc. (5)(6)(7) — Developing a platform for producing and tracking the use of wound treatment patches				
		Healthcare/ Biotech		
Series B-1 Convertible Preferred Stock	(M)		287,647	\$ 23,466
Series B-2 Convertible Preferred Stock	(M)		676,147	<u>30,427</u>
				<u>53,893</u>
Siluria Technologies, Inc. (5)(6)(7)(13) — Developing nanomaterials for manufacturing of chemicals				
		Cleantech		
Series S-2 Convertible Preferred Stock	(M)		612,061	<u>204,000</u>
Solazyme, Inc. (5)(6)(7) — Developing algal biodiesel, industrial chemicals and specialty ingredients using synthetic biology				
		Cleantech		
Series A Convertible Preferred Stock	(M)		988,204	9,961,096
Series B Convertible Preferred Stock	(M)		495,246	4,992,080
Series C Convertible Preferred Stock	(M)		651,309	6,565,195
Series D Convertible Preferred Stock	(M)		169,390	<u>1,707,451</u>
				<u>23,225,822</u>
TetraVitae Bioscience, Inc. (5)(6)(7)(14) — Developing methods of producing alternative chemicals and fuels through biomass fermentation				
		Cleantech		
Common Stock	(M)		118,804	<u>0</u>
Ultora, Inc. (5)(6)(7)(11) — Developing energy-storage devices enabled by carbon nanotubes				
		Cleantech		
Secured Convertible Bridge Note (including interest)	(M)		\$ 1,250	<u>1,250</u>
<b>Total Unaffiliated Private Placement Portfolio (cost: \$37,480,266)</b>				<b><u>\$56,315,330</u></b>
<b>Total Investments in Unaffiliated Companies (cost: \$37,480,266)</b>				<b><u>\$56,315,330</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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)(15) – 29.1% of net assets at value</b>				
<b>Private Placement Portfolio (Illiquid) – 29.1% of net assets at value</b>				
ABS Materials, Inc. (5)(7)(11) — Developing nano-structured absorbent materials for environmental remediation and for the petroleum industry				
		Cleantech		
Series A Convertible Preferred Stock	(M)		375,000	\$ 375,000
Adesto Technologies Corporation (5)(6)(7) — Developing low-power, high-performance memory devices				
		Electronics/ Semi-conductors		
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				
		Electronics/ Semi-conductors		
Series B Convertible Preferred Stock	(M)		1,294,025	323,506
Series C Convertible Preferred Stock	(M)		1,300,000	586,690
Series D Convertible Preferred Stock	(M)		515,756	644,695
Unsecured Convertible Bridge Note (including interest)	(M)		\$ 92,400	93,332
				<u>1,648,223</u>
Contour Energy Systems, Inc. (5)(6)(7)(16) — Developing batteries using nanostructured materials				
		Cleantech		
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				
		Cleantech		
Common Stock	(M)		3,994,468	0
Warrants for Series A-1 Preferred Stock expiring 05/05/13	(I)		15,231	0
Warrants for Series A-1 Preferred Stock expiring 05/12/13	(I)		2,350	0
Warrants for Series A-1 Preferred Stock 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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)(15) – 29.1% of net assets at value (Cont.)</b>				
<b>Private Placement Portfolio (Illiquid) – 29.1% of net assets at value (Cont.)</b>				
D-Wave Systems, Inc. (5)(6)(7)(17) — Developing high-performance quantum computing systems		Electronics/ Semi- conductors		
Series B Convertible Preferred Stock	(M)		1,144,869	\$ 1,343,504
Series C Convertible Preferred Stock	(M)		450,450	528,603
Series D Convertible Preferred Stock	(M)		1,533,395	1,799,439
Series E Convertible Preferred Stock	(M)		269,280	316,000
Series F Convertible Preferred Stock	(M)		258,721	303,609
Warrants for Common Stock expiring 06/30/15	(I)		153,890	74,329
				<u>4,365,484</u>
Enumeral Biomedical Corporation (5)(6)(7)(18) — Developing therapeutics and diagnostics through functional assaying of single cells		Healthcare/ Biotech		
Unsecured Convertible Bridge Note (including interest)	(M)		\$ 250,000	<u>270,493</u>
Innovalight, Inc. (5)(6)(7) — Developing silicon-based nanomaterials for use in the solar energy industry		Cleantech		
Series B Convertible Preferred Stock	(M)		16,666,666	1,315,001
Series C Convertible Preferred Stock	(M)		5,810,577	1,734,521
Series D Convertible Preferred Stock	(M)		4,046,974	676,027
				<u>3,725,549</u>
Kovio, Inc. (5)(6) — Developing semiconductor products using printed electronics and thin-film technologies		Electronics/ Semi- conductors		
Series A' Convertible Preferred Stock	(M)		2,160,000	540,000
Series A3X' Convertible Preferred Stock	(M)		526,225	803,113
				<u>1,343,113</u>
Mersana Therapeutics, Inc. (5)(6)(7)(19) — Developing treatments for cancer based on novel drug delivery polymers		Healthcare/ Biotech		
Series A Convertible Preferred Stock	(M)		68,451	136,902
Series B Convertible Preferred Stock	(M)		866,500	1,733,000
Unsecured Convertible Bridge Notes (including interest)	(M)		\$ 821,975	960,948
				<u>2,830,850</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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)(15) – 29.1% of net assets at value (Cont.)</b>				
<b>Private Placement Portfolio (Illiquid) – 29.1% 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		Healthcare/ Biotech		
Series B Convertible Preferred Stock	(M)		371,739	\$ 1,087,608
Series B-1 Convertible Preferred Stock	(M)		148,696	435,043
Series C Convertible Preferred Stock	(M)		1,000,000	1,000,000
Warrants for Series B-1 Convertible Preferred Stock expiring 3/25/15	(I)		74,348	95,493
				<u>2,618,144</u>
Nextreme Thermal Solutions, Inc. (5)(6) — Developing thin-film thermoelectric devices for cooling and energy conversion		Cleantech		
Series A Convertible Preferred Stock	(M)		17,500	23,762
Series B Convertible Preferred Stock	(M)		4,870,244	526,895
				<u>550,657</u>
Questech Corporation (5)(6) — Manufacturing and marketing proprietary metal and stone products for home decoration		Other		
Common Stock	(M)		655,454	498,145
SiOnyx, Inc. (5)(6)(7) — Developing silicon-based optoelectronic products enabled by its proprietary Black Silicon		Electronics/ Semi- conductors		
Series A Convertible Preferred Stock	(M)		233,499	160,367
Series A-1 Convertible Preferred Stock	(M)		2,966,667	2,037,507
Series A-2 Convertible Preferred Stock	(M)		4,207,537	2,889,736
Series B-1 Convertible Preferred Stock	(M)		1,892,836	1,300,000
Warrants for Series B-1 Convertible Preferred Stock expiring 2/23/17	(I)		247,350	140,742
				<u>6,528,352</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, 2010</b>
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	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (3)(15) – 29.1% of net assets at value (Cont.)</b>				
<b>Private Placement Portfolio (Illiquid) – 29.1% 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		Other		
Series D Convertible Preferred Stock	(M)		3,121,099	\$ 9,279,027
<b>Total Non-Controlled Private Placement Portfolio (cost: \$51,451,965)</b>				<b><u>\$42,775,415</u></b>
<b>Total Investments in Non-Controlled Affiliated Companies (cost: \$51,451,965)</b>				<b><u>\$42,775,415</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, 2010**

	<u>Method of Valuation (1)</u>	<u>Industry (2)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Controlled Affiliated Companies (3)(20) – 4.8% of net assets at value</b>				
<b>Private Placement Portfolio (Illiquid) – 4.8% of net assets at value</b>				
Ancora Pharmaceuticals Inc. (5)(6)(7) — Developing synthetic carbohydrates for pharmaceutical applications		Healthcare/ Biotech		
Series B Convertible Preferred Stock	(M)		1,663,808	\$ 9,773
Series C Convertible Preferred Stock	(M)		2,066,051	945,661
Secured Convertible Bridge Notes (including interest)	(M)		\$ 1,800,000	1,889,534
				<u>2,844,968</u>
Laser Light Engines, Inc. (5)(6)(7) — Manufacturing solid-state light sources for digital cinema and large-venue projection displays		Cleantech		
Series A Convertible Preferred Stock	(M)		7,499,062	1,273,774
Series B Convertible Preferred Stock	(M)		13,571,848	2,940,935
				<u>4,214,709</u>
<b>Total Controlled Private Placement Portfolio (cost: \$9,715,153)</b>				<b>\$ 7,059,677</b>
<b>Total Investments in Controlled Affiliated Companies (cost: \$9,715,153)</b>				<b>\$ 7,059,677</b>
<b>Total Private Placement Portfolio (cost: \$98,647,384)</b>				<b><u>\$106,150,422</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, 2010</b>
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	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>U.S. Government Securities (21) – 26.0% of net assets at value</b>			
U.S. Treasury Bill — due date 01/13/11	(M)	\$38,275,000	\$ 38,274,617
<b>Total Investments in U.S. Government Securities (cost: \$38,273,349)</b>			<b>\$ 38,274,617</b>
<b>Total Investments (cost: \$136,920,733)</b>			<b><u>\$144,425,039</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, 2010**

Notes to Consolidated Schedule of Investments

- (1) See Footnote to Consolidated Schedule of Investments on page 121 for a description of the Valuation Procedures.
- (2) We classify Cleantech 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 Electronics/Semiconductor companies as those that use nanotechnology to address problems in electronics-related industries, including semiconductors. We classify Healthcare/Biotech companies as those that use nanotechnology to address problems in healthcare-related industries, including biotechnology, pharmaceuticals and medical devices. We use the term "Other" for companies that operate primarily in industries other than those within Cleantech, Electronics/Semiconductors and Healthcare/Biotech. These industries include photonics, metrology, test and measurement, materials, mining, decorative products and personal care products.
- (3) 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.
- (4) The aggregate cost for federal income tax purposes of investments in unaffiliated privately held companies is \$37,480,266. The gross unrealized appreciation based on the tax cost for these securities is \$26,953,688. The gross unrealized depreciation based on the tax cost for these securities is \$8,118,624.
- (5) We are subject to legal restrictions on the sale of this investment.
- (6) Represents a non-income producing security. Investments that have not paid dividends or interest 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) On March 4, 2011, Amgen, Inc., and BioVex Group, Inc., announced the completion of the acquisition of BioVex Group, Inc. With our purchase of Series E Convertible Preferred Stock of BioVex, we received a contingent warrant that was cancelled as a result of the acquisition of BioVex by Amgen. See "Note 12. Subsequent Events."
- (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 DECEMBER 31, 2010**

- (10) On June 9, 2010, Ensemble Discovery Corporation changed its name to Ensemble Therapeutics Corporation. With our investment in a convertible bridge note issued by Ensemble Therapeutics, we received a warrant to purchase a number of shares of the class of stock sold in the next financing of Ensemble Therapeutics equal to \$149,539.57 divided by the price per share of the class of stock sold in the next financing of Ensemble Therapeutics. The ability to exercise this warrant is, therefore, contingent on Ensemble Therapeutics 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.
- (11) Initial investment was made during 2010.
- (12) On February 2, 2011, NeoPhotonics Corporation priced its initial public offering ("IPO") of 7,500,000 shares of common stock at \$11 per share. See "Note 12. Subsequent Events."
- (13) On February 28, 2011, Harris & Harris Group sold its shares of Silura Technologies, Inc., for an amount not materially different from the value of the shares as of December 31, 2010. See "Note 12. Subsequent Events."
- (14) With our purchase of the Series B Convertible Preferred Stock of TetraVita 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 TetraVita Bioscience completing successfully a subsequent round of financing. This warrant was cancelled as a result of the conversion of our preferred stock into common stock.
- (15) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated companies is \$51,451,965. The gross unrealized appreciation based on the tax cost for these securities is \$8,260,861. The gross unrealized depreciation based on the tax cost for these securities is \$16,937,411.
- (16) 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.
- (17) 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 2. Summary of Significant Accounting Policies.
- (18) On November 9, 2010, Enumeral Technologies, Inc., changed its name to Enumeral Biomedical Corporation.
- (19) Warrants expired unexercised subsequent to September 30, 2010.
- (20) The aggregate cost for federal income tax purposes of investments in controlled affiliated companies is \$9,715,153. 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 \$2,655,476.
- (21) The aggregate cost for federal income tax purposes of our U.S. government securities is \$38,273,349. The gross unrealized appreciation on the tax cost for these securities is \$1,268. The gross unrealized depreciation on the tax cost of these securities is \$0.

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. An independent valuation firm also reviews select portfolio company valuations. The independent valuation firm does not provide proposed valuations.

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 (M): 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 (I):** 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 options or 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 with 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 income approach. The factors that may be considered when valuing these types of securities by the income 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 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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### **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 Act 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.

H&H Ventures Management, Inc.<sup>SM</sup> ("Ventures"), formerly Harris & Harris Enterprises, Inc.<sup>SM</sup>, is a 100 percent wholly owned subsidiary of the Company. Ventures 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 Ventures (sole general partner) and the Company (sole limited partner). Ventures pays taxes on any non-passive investment income generated by Harris Partners I, L.P. For the period ended December 31, 2011, there was no non-passive investment income generated by Harris Partners I, L.P. Ventures, as the sole general partner, consolidates Harris Partners I, L.P. The Company consolidates its wholly owned subsidiary, Ventures, for financial reporting purposes.

### **NOTE 2. 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. In accordance with GAAP and Regulation S-X, the Company may only consolidate its interests in investment company subsidiaries and controlled operating companies whose business consists of providing services to the Company. Our wholly owned subsidiary, Ventures, is a controlled operating company which provides services to us and is, therefore, consolidated. 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.



Portfolio Investment Valuations. Investments are stated at "value" as defined in the 1940 Act and in the applicable regulations of the Securities and Exchange Commission ("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.") As of December 31, 2011, our financial statements include privately held investments and one illiquid publicly traded venture capital investment, Champions Oncology, Inc., fair valued at \$83,563,723. The fair values of our privately held and illiquid publicly traded 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.

Cash. Cash includes demand deposits. Cash is carried at cost, which approximates fair value.

Restricted Funds. At December 31, 2011, and December 31, 2010, we held \$1,512,031 and \$2,751, respectively, in "Restricted funds." At December 31, 2011, we held \$1,500,000 in a collateral account for our credit facility discussed in "Note 4. Debt." At December 31, 2011, and December 31, 2010, we also held \$12,031 and \$2,751, respectively, in security deposits for sublessors.

Unaffiliated Rights to Milestone Payments. At December 31, 2011, the outstanding milestone payments from Amgen, Inc.'s acquisition of Biovex Group, Inc., were valued at \$3,362,791. The milestone payments are valued using the present value of estimated proceeds from future payments that may be achieved. If all remaining milestones are met, we would receive \$9,526,393. There can be no assurances as to how much of this amount we will ultimately realize or when it will be realized, if at all.

Funds Held in Escrow from Sales of Investments. At December 31, 2011, there were funds held in escrow totaling \$1,064,234 relating to the sales of Biovex Group, Inc., Crystal IS, Inc., and Innovalight, Inc. Funds held in escrow are valued using certain discounts applied to the amounts withheld. Funds held in escrow from the Biovex, Crystal IS and Innovalight transactions will be released in March 2012, March 2013 and January 2013, respectively, upon settlement of any indemnity claims and expenses related to the transactions. If the funds held in escrow for these transactions are released in full, we would receive \$2,168,725.

Prepaid Expenses. We include prepaid insurance premiums and deferred financing charges in "Prepaid expenses." Prepaid insurance premiums are recognized over the term of the insurance contract. Deferred financing charges consist of fees and expenses paid in connection with the closing of credit facilities and are capitalized at the time of payment. Deferred financing charges are amortized over the term of the credit facility discussed in "Note 4. Debt." Amortization of the financing charges is included in "Interest and other debt expense" in the "Consolidated Statements of Operations."

Property and Equipment. Property and equipment are included in "Other assets" and are carried at \$331,006 and \$364,202 at December 31, 2011, and December 31, 2010, 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.

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 are recognized as a component of net assets.

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. These write-offs are recorded as a debit to interest income. During the twelve months ended December 31, 2011, the Company earned \$233,001 in interest on U.S. government securities, senior secured debt, participation agreements, non-convertible promissory notes, and interest-bearing accounts. During the twelve months ended December 31, 2011, the Company recorded \$368,479 of bridge note interest.

Loan Fees. Loan fees received in connection with our venture debt investments are deferred. The unearned fee income is accreted into income based on the effective interest method over the life of the investment.

Call Options. The Company writes covered call options on publicly traded securities with the intention of earning option premiums. Option premiums may increase the Company's realized gains and, therefore, may help increase distributable income. When a Company writes (sells) an option, an amount equal to the premium received by the Company is recorded in the Consolidated Statements of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written. When an option expires, the Company realizes a gain on the option to the extent of the premiums received. Premiums received from writing options that are exercised or closed are added to or offset against the proceeds or amount paid on the transaction to determine the realized gain or loss. If a call option is exercised, the call premium is added to the proceeds of the security sold to determine its gain or loss. The Company, as writer of an option, bears the market risk of an unfavorable change in the price of the underlying security.

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 December 31, 2011, and December 31, 2010, 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 potential tax benefits associated with the expensing of stock options because the Company currently intends to qualify as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986 (the "Code"), and the deduction attributable to such expensing, therefore, is unlikely to provide any additional tax savings. 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 7. Stock-Based Compensation" for further discussion.

Rent expense. Our lease at 1450 Broadway, New York, New York, commenced on January 21, 2010. 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, the cost of which is accounted for as property and equipment and "Deferred rent" in the accompanying Consolidated Statements of Assets and Liabilities. These leasehold improvements are depreciated over the lease term. We apply these rent abatements, credits, escalations and landlord payments on a straight-line basis in the determination of rent expense over the lease term.

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.

Income Taxes. As we intend to qualify as a RIC under Subchapter M of the 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, Ventures, which is a C corporation. See "Note 10. Income Taxes."

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 twelve months ended December 31, 2011, included in the net increase in unrealized appreciation on investments was an unrealized loss of \$53,193 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).

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

Recent Accounting Pronouncement. In May 2011, the Financial Accounting Standards Board ("FASB") updated Accounting Standards Code ("ASC") Topic 820, to clarify requirements on fair value measurements and related disclosures. This update is effective for interim and annual periods beginning after December 15, 2011. The additional requirements in this update will be included in the note on fair value measurements upon adoption. We do not expect this update to have a material impact on our financial condition or results of operations.

### **NOTE 3. BUSINESS RISKS AND UNCERTAINTIES**

We invest in privately held companies, the securities of which are inherently illiquid. We also have investments in small publicly traded companies. 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 not have attained profitability, and many of these businesses also lack management depth and have limited or no history of operations. Because of the speculative nature of our investments and the lack of a liquid market for and restrictions on transfers of privately held investments and some of our publicly traded investments, there is greater risk of loss than is the case with traditional investment securities.

We do not choose investments based on a strategy of diversification. We also do not rebalance the portfolio should one of our portfolio companies increase in value substantially relative to the rest of the portfolio. Therefore, the value of our portfolio may be more vulnerable to microeconomic events affecting a single sector, industry or portfolio company and to general macroeconomic events that may be unrelated to our portfolio companies. These factors may subject the value of our portfolio to greater volatility than a company that follows a diversification strategy. As of December 31, 2011, our largest ten investments by value accounted for approximately 77 percent of the value of our equity-focused venture capital portfolio. Our largest two investments, by value, Solazyme, Inc., a publicly traded company, and Bridgelux, Inc., a privately held company, accounted for approximately 25 percent and 8 percent, respectively, of our equity-focused venture capital portfolio at December 31, 2011.

Approximately 71 percent of our equity-focused venture capital portfolio was comprised of securities of 24 privately held companies. Because there is typically no public or readily ascertainable market for our interests in the small privately held companies in which we invest, the valuation of the securities 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. The determined value of the securities in our portfolio may differ significantly from the values that would be placed on these securities if a ready market for the securities existed. Any changes in valuation are recorded in our Consolidated Statements of Operations as "Net increase in unrealized appreciation on investments." Changes in valuation of any of our investments in privately held companies from one period to another may be volatile.

**NOTE 4. DEBT**

On February 24, 2011, the Company established a \$10 million three-year revolving credit facility (the “credit facility”) with TD Bank, N.A. to be used in conjunction with its investments in venture debt.

The credit facility matures on February 24, 2014, and generally bears interest, at the Company’s option, based on (i) LIBOR plus 1.25 percent or (2) the higher of the federal funds rate plus fifty basis points (0.50 percent) or the U.S. prime rate as published in the Wall Street Journal. The credit facility generally requires payment of interest on a monthly basis and requires the payment of a non-use fee of 0.15 percent annually. All outstanding principal is due upon maturity. The credit facility is secured by cash collateral held in a non-interest bearing account at TD Bank. The credit facility contains affirmative and restrictive covenants, including: (a) periodic financial reporting requirements, (b) maintaining our status as a BDC (c) maintaining unencumbered, liquid assets of not less than \$7,500,000, (d) limitations on the incurrence of additional indebtedness, (e) limitations on liens, and (f) limitations on mergers and dissolutions. The credit facility is used to supplement our capital to make additional venture debt investments.

The Company’s outstanding debt balance was \$1,500,000 at December 31, 2011. At December 31, 2011, \$1,500,000 was held in a collateral account at T.D. Bank as security for the loan. The weighted average annual interest rate for the twelve months ended December 31, 2011, was 1.5 percent, exclusive of amortization of closing fees and other expenses related to establishing the credit facility. The remaining capacity under the credit facility was \$8,500,000 at December 31, 2011. At December 31, 2011, the Company was in compliance with all financial covenants required by the credit facility.

<b>Year</b>	<b>Total Debt Outstanding (Unit) Exclusive of Treasury Securities</b>	<b>Total Assets per Unit of Indebtedness</b>
2011	\$ 1,500,000	\$ 100.23

## NOTE 5. INVESTMENTS

At December 31, 2011, our financial assets were categorized as follows in the fair value hierarchy:

Description	Fair Value Measurement at Reporting Date Using:			
	December 31, 2011	Unadjusted 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	\$ 0	\$ 0	\$ 0	\$ 0
Privately Held Portfolio Companies:				
Preferred Stock	\$ 68,833,189	\$ 0	\$ 0	\$ 68,833,189
Bridge Notes	\$ 4,007,509	\$ 0	\$ 0	\$ 4,007,509
Warrants	\$ 728,787	\$ 0	\$ 0	\$ 728,787
Rights to Milestone Payments	\$ 3,362,791	\$ 0	\$ 0	\$ 3,362,791
Senior Secured Debt	\$ 942,695	\$ 0	\$ 0	\$ 942,695
Participation Agreement	\$ 560,200	\$ 0	\$ 0	\$ 560,200
Subordinated Secured Debt	\$ 121,880	\$ 0	\$ 0	\$ 121,880
Non-Convertible Promissory Note	\$ 3,033,338	\$ 0	\$ 0	\$ 3,033,338
Publicly Traded Portfolio Companies:				
Common Stock	\$ 31,457,861	\$ 29,484,527	\$ 0	\$ 1,973,334
Total Investments	\$ 113,048,250	\$ 29,484,527	\$ 0	\$ 83,563,723
Liabilities:	\$ 195,000	\$ 195,000	\$ 0	\$ 0
Written Call Options				
Total	\$ 195,000	\$ 195,000	\$ 0	\$ 0

The following chart shows the components of change in the financial assets categorized as Level 3 for the twelve months ended December 31, 2011.

	Beginning Balance 1/1/2011	Total Realized Gains (Losses) Included in Changes in Net Assets	Transfers	Total Unrealized Appreciation (Depreciation) Included in Changes in Net Assets	Investments in Portfolio Companies, Interest on Bridge Notes, and Amortization of Loan Fees, Net	Disposals	Ending Balance 12/31/2011	Amount of Total Appreciation (Depreciation) 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
Preferred Stock	\$ 100,451,746	\$ 4,613,504	\$(26,413,830)	\$ (6,223,819)	\$ 9,327,095	\$(12,921,507)	\$ 68,833,189	\$ (2,569,538)
Bridge Notes	3,565,062	34,927	(4,840,892)	934,824	4,772,157	(458,569)	4,007,509	934,824
Common Stock	977,414	(2,218,388)	476,165	2,796,179	0	(2,031,370)	0	(955,434)
Warrants	684,780	(14,509)	11,370	66,382	140,238	(159,474)	728,787	60,947
Rights to Milestone Payments	0	0	3,291,750	71,041	0	0	3,362,791	71,041
Participation Agreement	471,420	0	0	78,047	10,733	0	560,200	78,047
Subordinated Secured Debt	0	0	0	11,939	109,941	0	121,880	11,939
Senior Secured Debt	0	0	0	28,207	914,488	0	942,695	28,207
Non-Convertible Promissory Note	0	0	0	3,033,338	1,348,150	(1,348,150)	3,033,338	3,033,338
Publicly Traded Common Stock	0	0	(550,000)	(26,666)	2,550,000	0	1,973,334	(26,666)
<b>Total</b>	<b>\$ 106,150,422</b>	<b>\$ 2,415,534</b>	<b>\$(28,025,437)</b>	<b>\$ 769,472</b>	<b>\$ 19,172,802</b>	<b>\$(16,919,070)</b>	<b>\$ 83,563,723</b>	<b>\$ 666,705</b>

We elected to use the beginning of period values to recognize transfers in and out of Level 3 investments. For the year ended December 31, 2011, there were transfers out of Level 3 of \$27,475,437. Our investments in NeoPhotonics and Solazyme transferred from Level 3 investments to Level 1 investments as a result of the expiration of the lock-up restrictions on the stock during 2011.

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

Description	December 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	\$ 38,274,617	\$ 38,274,617	\$ 0	\$ 0
Privately Held Portfolio Companies:				
Preferred Stock	\$ 100,451,746	\$ 0	\$ 0	\$ 100,451,746
Bridge Notes	\$ 3,565,062	\$ 0	\$ 0	\$ 3,565,062
Common Stock	\$ 977,414	\$ 0	\$ 0	\$ 977,414
Warrants	\$ 684,780	\$ 0	\$ 0	\$ 684,780
Participation Agreement	\$ 471,420	\$ 0	\$ 0	\$ 471,420
<b>Total</b>	<b>\$ 144,425,039</b>	<b>\$ 38,274,617</b>	<b>\$ 0</b>	<b>\$ 106,150,422</b>

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

	Beginning Balance 1/1/2010	Total Realized Losses Included in Changes in Net Assets	Total Unrealized Gains (Losses) Included in Changes in Net Assets	Investments in Private Placements and Interest on Bridge Notes, Net	Disposals	Ending Balance 12/31/2010	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
Preferred Stock	\$ 73,134,661	\$ (3,136,552)	\$ 21,786,178	\$ 8,667,459	\$ 0	\$ 100,451,746	\$ 18,649,627
Bridge Notes	2,718,225	0	0	846,837	0	3,565,062	0
Common Stock	1,164,599	0	(196,063)	8,878	0	977,414	(196,063)
Warrants	779,601	(447,909)	218,746	134,342	0	684,780	218,746
Participation Agreement	0	0	(11,830)	483,250	0	471,420	(11,830)
<b>Total</b>	<b>\$ 77,797,086</b>	<b>\$ (3,584,461)</b>	<b>\$ 21,797,031</b>	<b>\$ 10,140,766</b>	<b>\$ 0</b>	<b>\$ 106,150,422</b>	<b>\$ 18,660,480</b>

## **NOTE 6. DERIVATIVES**

The Company has written covered call options on a portion of its holdings of one of its publicly traded portfolio companies in exchange for the receipt of a premium. The option provides the holder the right, but not the obligation, to purchase the shares on which the option is held at a specified price over a specified future period. The call options were sold at a strike price above the market price on the date of the sale allowing the Company to receive potential appreciation in addition to the premium.

Transactions in options written during the year ended December 31, 2011, were as follows:

	Number of Contracts	Premium
Options outstanding at December 31, 2010	0	\$ 0
Options written	3,000	315,000
Options expired	0	0
Options terminated in closing transactions	0	0
Options outstanding at December 31, 2011	<u>3,000</u>	<u>\$ 315,000</u>

At December 31, 2011, we had rights to milestone payments from Amgen's acquisition of our former portfolio company, BioVex. These milestone payments were fair valued at \$3,362,791 and are contingent upon certain milestones being achieved in the future.

The following tables present the value of derivatives held at December 31, 2011, and the effect of derivatives held during the year ended December 31, 2011, along with the respective location in the financial statements.

<b>Derivatives</b>	<b>Assets</b>		<b>Liabilities</b>	
	<b>Location</b>	<b>Fair Value</b>	<b>Location</b>	<b>Fair Value</b>
Equity Contracts	—	—	Written call options payable	\$ 195,000
Amgen, Inc. Rights to Milestone Payments from Acquisition of BioVex Group, Inc.	Investments	\$3,362,791	—	—

### **Statement of Operations**

<b>Derivatives</b>	<b>Location</b>	<b>Realized</b>		<b>Change in unrealized</b>	
		<b>Gain/(Loss)</b>	<b>Gain/(Loss)</b>	<b>Appreciation /</b>	<b>(Depreciation)</b>
Equity Contracts	Net Realized and Unrealized Gain (Loss)	\$	0	\$	120,000
Amgen, Inc. Rights to Milestone Payments from Acquisition of BioVex Group, Inc.	Net Realized and Unrealized Gain (Loss)	\$	0	\$	71,041



## **NOTE 7. STOCK-BASED COMPENSATION**

In 2006, the Company established the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Stock Plan"), which provides for the grant of equity-based awards of stock options to our officers and employees and restricted stock (subject to receipt of an exemptive order described below) to our officers and employees who are selected by our Compensation Committee and our directors for participation in the plan and subject to compliance with the 1940 Act.

On October 24, 2011, the Board of Directors approved the Amended and Restated Harris & Harris Group, Inc. 2012 Equity Incentive Plan (the "Amended Stock Plan"), subject to shareholder approval. The Amended Stock Plan permits the issuance of restricted stock up to 10 percent of our issued and outstanding shares. Although the Amended Stock Plan permits us to continue to grant stock options, our Board of Directors currently plans to discontinue further grants of stock options if it is able to proceed with grants of restricted stock.

We received notice from the SEC on March 7, 2012, that we will be receiving the exemptive order permitting us to award shares of restricted stock to our officers, employees and directors in April of 2012. The order does not permit the issuance of restricted stock until the Amended Stock Plan is approved by our shareholders. If we receive approval from shareholders for the Amended Stock Plan at the 2012 Annual Meeting of Shareholders, non-employee directors will receive up to 2,000 shares of restricted stock annually and the Compensation Committee, and the full Board, may, in the future, authorize awards of restricted stock under the Amended Plan to officers and employees.

A maximum of 20 percent of our total shares of our common stock issued and outstanding currently are available for awards under the Stock Plan. Under the Amended Stock Plan, no more than 50 percent of the shares of stock reserved for the grant of the awards under the Stock Plan may be restricted stock awards at any time during the term of the Amended Stock Plan. If any shares of restricted stock are awarded, such awards will reduce on a percentage basis the total number of shares of stock for which options may be awarded. If the Company does not issue restricted stock, all shares granted under the Amended Stock Plan would be subject to stock options. No more than 1,000,000 shares of our common stock may be made subject to awards under the Stock Plan or Amended Stock Plan to any individual in any year.

During the year ended December 31, 2011, the Compensation Committee of the Board of Directors of the Company did not grant any stock options. On August 3, 2011, the Compensation Committee decided that it would not award stock options pursuant to the Stock Plan through the first quarter of 2012. The Compensation Committee also decided that any future grants of options, if they occur, would not be awarded at a price below net asset value per share.

During the years ended December 31, 2010, and 2009, the Compensation Committee approved 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 determined by the Compensation Committee and set forth in award agreements between the Company and each award recipient.

The option grants during the years ended December 31, 2010, and 2009, were as follows:

Grant Date	No. of Options Granted	Option Type	Vesting Period	Exercise Price <sup>1</sup>
May 12, 2010	150,000	NQSO	05/11 to 05/13	\$ 4.84
March 18, 2010	150,000	NQSO	03/11 to 03/13	\$ 4.75
November 11, 2009	200,000	NQSO	11/10 to 11/12	\$ 4.49
May 13, 2009	200,000	NQSO	11/09 to 05/13	\$ 4.46
March 18, 2009	329,999	NQSO	03/10 to 03/13	\$ 3.75

<sup>1</sup> The exercise price for the grants was the closing price of our shares of common stock as quoted on the Nasdaq Global Market on the date of grant.

The 2009 and 2010 option 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 all or substantially all of the Company's assets. Upon exercise, the shares would be issued from our previously authorized but unissued shares. In addition, with respect to the grant on March 18, 2009, the awards were to become fully vested and exercisable prior to the date or dates in the vesting schedule if (1) the market price of the shares of our stock reached \$6.00 per share at the close of business on three consecutive trading days on the Nasdaq Global Market or (2) the Board of Directors accepted an offer for the sale of substantially all of the Company's assets.

At the close of business on July 28, 2009, the price of our stock reached \$6.00 for the third consecutive trading day on the Nasdaq Global Market. Accordingly, the vesting schedule accelerated and all 329,999 options became immediately vested and exercisable. The remaining compensation cost of \$364,839 was recognized in the quarter ended September 30, 2009. This expense has no impact on the net asset value as the non-cash compensation cost is offset by an increase to our additional paid-in capital.

The fair value of the options was determined on the date of grant using the Black-Scholes-Merton or lattice models based on the following factors.

An option's expected term is the estimated period between the grant date and the exercise date of the option. As the expected term period increases, the fair value of the option and the non-cash compensation cost will also increase. The expected term assumption is generally calculated using historical stock option exercise data. Management has performed an analysis and has determined that historical exercise data does not provide a sufficient basis to calculate the expected term of the option. In cases where companies do not have historical data and where the options meet certain criteria, SEC Staff Accounting Bulletin 107 ("SAB 107") provides the use of a simplified expected term calculation. Accordingly, the Company calculated the expected term used in the Black-Scholes-Merton model using the SAB 107 simplified method.

Expected volatility is the measure of how the stock's price is expected to fluctuate over a period of time. An increase in the expected volatility assumption yields a higher fair value of the stock option. The expected volatility factor for the Black-Scholes-Merton and lattice models were based on the historical fluctuations in the Company's stock price over a period commensurate with the expected term and contractual term, respectively, of the options, adjusted for stock splits and dividends.

The expected exercise factor in the lattice model is an estimate of when options will be exercised when they are in the money. An expected exercise factor of two assumes that options will be exercised when they reach two times their strike price.

The expected dividend yield assumption is traditionally calculated based on a company's historical dividend yield. An increase to the expected dividend yield results in a decrease in the fair value of options and resulting compensation cost. Although the Company has declared deemed dividends in previous years, most recently in 2005, the amounts and timing of any future dividends cannot be reasonably estimated. Therefore, for purposes of calculating fair value, the Company has assumed an expected dividend yield of zero percent.

The risk-free interest rate assumption used in the Black-Scholes-Merton model is based on the annual yield on the measurement date of a zero-coupon U.S. Treasury bond the maturity of which equals the option's expected term. The lattice model uses interest rates commensurate with the contractual term of the options. Higher assumed interest rates yield higher fair values.

The assumptions used in the calculation of fair value using the Black-Scholes model for each contract term for grants in 2009 were as follows:

Type of Award	Contractual Term	Number of Options Granted	Expected Term in Yrs	Expected Volatility Factor	Expected Dividend Yield	Risk-free Interest Rate	Fair Value Per Share
Non-qualified stock options	2 Years	394,570	Ranging from 1.375 to 1.5	Ranging from 71.7% to 105.5%	0%	Ranging from 0.52% to 0.71%	Ranging from \$1.29 to \$2.08
Non-qualified stock options	5 Years	200,000	3.5	64.6%	0%	1.64%	\$ 2.11
Non-qualified stock options	10 Years	51,200	6.25	60.6%	0%	2.35%	\$ 2.60
Total		645,770					

For the March 2009 grant of 10-year stock options, we used a Lattice model to calculate fair value. The assumptions used in the lattice model for the March 2009 grant of 10-year stock options were as follows:

Type of Award	Contractual Term	Number of Options Granted	Suboptimal Factor	Expected Volatility Factor	Expected Dividend Yield	Risk-free Interest Rate	Fair Value Per Share
Non-qualified stock options	10 Years	84,229	2	73.1%	0%	2.59%	\$ 1.97

The assumptions used in the calculation of fair value of the NQSOs granted on March 18, 2010, and May 12, 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
March 18, 2010 Non-qualified stock options	5 Years	150,000	3.50	63.1%	0%	1.77%	\$ 2.20
May 12, 2010 Non-qualified stock options	5 Years	150,000	3.50	62.3%	0%	1.64%	\$ 2.21
Total		300,000					\$ 2.21

For the years ended December 31, 2011, December 31, 2010, and December 31, 2009, the Company recognized \$1,894,800, \$2,088,091 and \$3,089,520, respectively, of compensation expense in the Consolidated Statement of Operations. As of December 31, 2011, there was approximately \$2,034,561 of unrecognized compensation cost related to unvested stock option awards. This cost is expected to be recognized over a weighted-average period of approximately one year.

For the year ended December 31, 2011, a total of 122,437 options were exercised for total proceeds to the Company of \$491,058. For the year ended December 31, 2010, a total of 18,571 options were exercised for total proceeds to the Company of \$69,641. For the year ended December 31, 2009, a total of 112,520 options were exercised for total proceeds to the Company of \$421,950.

The grant date fair value of options vested during the years ended December 31, 2011, December 31, 2010, and December 31, 2009, was \$1,863,330, \$2,144,123 and \$3,821,871, respectively.

A summary of the changes in outstanding stock options for the year ended December 31, 2011, is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Options Outstanding at January 1, 2011	3,860,748	\$ 7.81	\$ 4.76	5.60	\$ 125,208
Granted	0	\$ 0	\$ 0	0	
Exercised	(122,437)	\$ 4.01	\$ 1.67	0	
Forfeited or Expired	(349,194)	\$ 5.98	\$ 3.12	0	
Options Outstanding at December 31, 2011	3,389,117	\$ 8.13	\$ 5.04	4.96	\$ 0
Options Exercisable at December 31, 2011	2,656,282	\$ 8.42	\$ 5.23	5.03	\$ 0
Options Exercisable and Expected to be Exercisable at December 31, 2011	3,367,743	\$ 8.12	\$ 5.02	4.97	\$ 0

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 \$3.46 on the last trading day of 2011 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 December 31, 2011.

At December 31, 2011, there were 732,835 unvested options with a weighted average grant date fair value of \$4.36. At December 31, 2010, there were 1,222,743 unvested options with a weighted average grant date fair value of \$4.14. At December 31, 2009, there were 1,742,155 unvested options with a weighted average grant date fair value of \$4.31.

During the year ended December 31, 2011, a total of 489,914 options vested having a weighted average grant date fair value of \$3.80.

For the twelve months ended December 31, 2011, the aggregate intrinsic value of the 122,437 options exercised was \$142,842. For the twelve months ended December 31, 2010, the aggregate intrinsic value of the 18,571 options exercised was \$13,836. For the twelve months ended December 31, 2009, the aggregate intrinsic value of the 112,520 options exercised was \$295,671.

Unless the Amended Stock Plan is approved by the shareholders, the Stock Plan will expire on May 4, 2016. The expiration of the Stock Plan will not by itself adversely affect the rights of plan participants under awards that are outstanding at the time the Stock Plan expires. Our Board of Directors may terminate, modify or suspend the plan at any time, provided that no modification of the plan will be effective unless and until any required shareholder approval has been obtained. The Board of Directors may terminate, modify or amend any outstanding award under the Stock Plan at any time, provided that in such event, the award holder may exercise any vested options prior to such termination of the Stock Plan or award.

#### **NOTE 8. DISTRIBUTABLE EARNINGS**

As of December 31, 2011, December 31, 2010, and December 31, 2009, there were no distributable earnings. The difference between the book basis and tax basis components of distributable earnings is primarily nondeductible deferred compensation and net operating losses.

The Company did not declare dividends for the years ended December 31, 2011, 2010 or 2009.

## **NOTE 9. EMPLOYEE BENEFITS**

### **401(k) Plan**

We adopted a 401(k) Plan covering substantially all of our employees. Matching contributions to the plan are at the discretion of the Compensation Committee. For the year ended December 31, 2011, the Compensation Committee approved a 100 percent match which amounted to \$181,500. The 401(k) Company match for the years ended December 31, 2010, and 2009, was \$176,000 and \$181,200, respectively.

### **Medical Benefit Retirement Plan**

We adopted a plan to provide medical and dental insurance for retirees and their spouses who, at the time of their retirement, have 10 years of service with us and have attained 50 years of age or have attained 45 years of age and have 15 years of service with us. The coverage is secondary to any government or subsequent employer provided health insurance plans. The annual premium cost to us with respect to the entitled retiree shall not exceed \$12,000, subject to an index for inflation. On December 8, 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") was signed into law. The Act introduced a prescription drug benefit under Medicare (Medicare Part D) as well as a federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least actuarially equivalent to Medicare Part D. The Act, which went into effect January 1, 2006, provides a 28 percent subsidy for post-65 prescription drug benefits. Our liability assumes our plan is actuarially equivalent under the Act.

The plan is unfunded and has no assets. The following disclosures about changes in the benefit obligation under our plan to provide medical and dental insurance for retirees are as of the measurement date of December 31:

	<u>2011</u>	<u>2010</u>
Accumulated Postretirement Benefit Obligation at Beginning of Year	\$ 1,054,875	\$ 993,641
Service Cost	101,787	119,939
Interest Cost	59,001	55,662
Actuarial (Gain)/Loss	521,184	(85,027)
Benefits Paid	<u>(25,755)</u>	<u>(29,340)</u>
<b>Accumulated Postretirement Benefit Obligation at End of Year</b>	<b><u>\$ 1,711,092</u></b>	<b><u>\$ 1,054,875</u></b>

In accounting for the plan, the assumption made for the discount rate was 4.53 percent and 5.68 percent for the years ended December 31, 2011, and 2010, respectively. The assumed health care cost trend rates in 2011 were nine percent grading to five percent over eight years for medical and five percent per year for dental. The assumed health care cost trend rates in 2010 were nine percent grading to five percent over eight years for medical and five percent per year for dental. The effect on disclosure information of a one percentage point change in the assumed health care cost trend rate for each future year is shown below.

	<u>1% Decrease in Rates</u>	<u>Assumed Rates</u>	<u>1% Increase in Rates</u>
Aggregated Service and Interest Cost	\$ 126,299	\$ 160,788	\$ 207,151
Accumulated Postretirement Benefit Obligation	\$ 1,349,597	\$ 1,711,092	\$ 2,203,266

The net periodic postretirement benefit cost for the year is determined as the sum of service cost for the year, interest on the accumulated postretirement benefit obligation and amortization of the transition obligation (asset) less previously accrued expenses over the average remaining service period of employees expected to receive plan benefits. The following is the net periodic postretirement benefit cost for the years ended December 31, 2011, 2010, and 2009:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Service Cost	\$ 101,787	\$ 119,939	\$ 113,450
Interest Cost on Accumulated Postretirement Benefit Obligation	59,001	55,662	47,629
Amortization of Transition Obligation	0	0	0
Amortization of Net (Gain)/Loss	(7,995)	(2,863)	(4,103)
<b>Net Periodic Post Retirement Benefit Cost</b>	<b><u>\$ 152,793</u></b>	<b><u>\$ 172,738</u></b>	<b><u>\$ 156,976</u></b>

The Company estimates the following benefits to be paid in each of the following years:

2012	\$ 17,788
2013	\$ 19,516
2014	\$ 21,296
2015	\$ 23,959
2016	\$ 27,981
2017 through 2021	\$ 226,979

For the year ended December 31, 2011, net unrecognized actuarial losses, which resulted primarily from the decrease in the discount rate, revised mortality rates and the potential impact of the Patient Protection and Affordable Care Act, increased by \$529,179, which represents \$521,184 of actuarial losses arising during the year and a \$7,995 reclassification adjustment that decreased the net periodic benefit cost for the year.

For the year ended December 31, 2010, net unrecognized actuarial gains, which resulted from demographic changes, increased by \$82,164, which represents \$85,027 of actuarial gains arising during the year, net of a \$2,863 reclassification adjustment which decreased the net periodic benefit cost for the year.

For the year ended December 31, 2009, net unrecognized actuarial losses, which resulted from the increase in the discount rate, decreased by \$11,388, which represents \$7,285 of actuarial losses arising during the year, net of a \$4,103 reclassification adjustment which decreased the net periodic benefit cost for the year.

**Executive Mandatory Retirement Benefit Plan**

On May 5, 2011, the Board of Directors of Harris & Harris Group, Inc., terminated the Amended and Restated Executive Mandatory Retirement Benefit Plan. The plan was adopted in 2003 in order to begin planning for eventual management succession for individuals who are employed by us in a bona fide executive or high policy-making position. The plan provided benefits required by age discrimination laws as a result of the Company's policy of mandatory retirement when such individuals attained the age of 65. Our former President accrued benefits under this plan prior to his retirement, and the termination of this plan has no impact on his accrued benefits. At December 31, 2011, and 2010, we had \$243,635 and \$216,622, respectively, accrued for benefits for this former employee under the plan.

**NOTE 10. INCOME TAXES**

We filed for the 1999 tax year to elect treatment as a RIC under Subchapter M of the Code and qualified for the same treatment for the years 2000 through 2011. However, there can be no assurance that we will qualify as a RIC for 2012 or subsequent years.

In the case of a RIC that furnishes capital to development corporations, there is an exception to the rule relating to the diversification of investments required to qualify for RIC treatment. This exception is available only to registered investment companies that the SEC determines to be principally engaged in the furnishing of capital to other corporations that are principally engaged in the development or exploitation of inventions, technological improvements, new processes, or products not previously generally available ("SEC Certification"). We have received SEC Certification since 1999, including for 2010, but it is possible that we may not receive SEC Certification in future years. We qualified as a RIC in 2011 even without SEC Certification.

In addition, under certain circumstances, even if we qualified for Subchapter M treatment for 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. As a RIC, we must, among other things, distribute at least 90 percent of our investment company taxable income and may either distribute or retain our realized net capital gains on investments.



For federal tax purposes, the Company's 2008 through 2011 tax years remain open for examination by the tax authorities under the normal three-year statute of limitations. Generally, for state tax purposes, the Company's 2007 through 2011 tax years remain open for examination by the tax authorities under a four-year statute of limitations.

During 2011, the Company recorded a consolidated expense of \$6,922 in federal, state and local income taxes. At December 31, 2011, 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 years ended December 31, 2011, 2010, and 2009, our income tax expense (benefit) for Harris & Harris Enterprises, Inc., was \$5,896, \$2,660, \$(2,960), respectively.

Tax expense (benefit) included in the Consolidated Statement of Operations consists of the following:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Current	\$ 6,922	\$ 4,461	\$ (753)
Total income tax expense (benefit)	<u>\$ 6,922</u>	<u>\$ 4,461</u>	<u>\$ (753)</u>

The Company realized short- and long-term capital gains of \$2,265,723 in 2011. The Company offset these gains with capital loss carryforwards and neither owed federal income taxes on the gain nor was required to distribute any portion of this gain to shareholders.

On December 22, 2010, the Regulated Investment Company Modernization Act of 2010 (the "Act") was enacted, which changed various technical rules governing the tax treatment of RICs. The changes are generally effective for taxable years beginning after the date of enactment. One of the more prominent changes addresses capital loss carryforwards. Under the Act, the Company will be permitted to carry forward capital losses incurred in taxable years beginning after the date of enactment for an unlimited period. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital loss carryforwards will retain their character as either short-term or long-term capital losses rather than being considered all short term as permitted under previous regulation.

As of December 31, 2011, we had no post-enactment loss carryforwards under the provisions of the Act. As of December 31, 2011, we had pre-enactment loss carryforwards totaling \$25,687,077, expiring as follows: 2016 - \$3,121,224; 2017 - \$12,610,867; 2018 - \$9,954,986. We had no post-October losses in 2011.

Continued qualification as a RIC requires us to satisfy certain investment asset diversification requirements in future years. Our ability to satisfy those requirements may not be controllable by us. There can be no assurance that we will qualify as a RIC in subsequent years.

#### **NOTE 11. COMMITMENTS AND CONTINGENCIES**

On December 28, 2011, the Asahi Kasei Group completed its acquisition of Crystal IS, Inc. As of December 31, 2011, approximately \$288,000 in proceeds from the transaction is held in escrow to cover potential indemnity claims, working capital shortfalls and the expenses of the stockholder agent. The majority of this amount will be held in escrow for a period of 15 months from the date of the transaction. If claims are made related to certain intellectual property and patents included in the transaction that exceed the escrow amounts withheld, additional claims could be made seeking funds from the former stockholders, including the Company. This special indemnity provision is capped, in aggregate, across all former stockholders at \$10,250,000 through March 28, 2013, and is capped at \$5 million through December 28, 2013, when the claim period expires. As of December 31, 2011, no such claims had been incurred.

On January 21, 2010, we moved our corporate headquarters from 111 West 57<sup>th</sup> Street in New York City to 1450 Broadway in New York City. The lease and sublease for our offices at 111 West 57<sup>th</sup> Street expired on April 17, 2010 and on April 29, 2010, respectively. Total rent expense for the office space at 111 West 57<sup>th</sup> Street was \$57,951 in 2010 and \$191,399 in 2009. Our rent expense in 2010 of \$57,951 included \$47,094 of real estate tax escalation charges from 2003 to 2010 paid on the office space at 111 West 57<sup>th</sup> Street.

On September 24, 2009, we signed a ten-year lease for approximately 6,900 square feet of office space located at 1450 Broadway, New York, New York. The lease 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 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. The lease expires on December 31, 2019. Total rent expense for this office space in New York City was \$230,302 in 2011 and \$215,319 in 2010. Future minimum lease payments in each of the following years are: 2012 - \$238,885; 2013 - \$244,857; 2014 - \$250,979; 2015 - \$280,673; 2016 - \$287,690; and thereafter for the remaining term – an aggregate of \$906,948.

We have one option to extend the lease term for a five-year period, provided that we are not in default under the lease. Annual rent during the renewal period will equal 95 percent of the fair market value of the leased premises, as determined in accordance with the lease. Upon an event of default, the lease provides that the landlord may terminate the lease and require us to pay all rent that would have been payable during the remainder of the lease or until the date the landlord re-enters the premises.

On July 1, 2008, we signed a five-year lease for office space at 420 Florence Street, Suite 200, Palo Alto, California, commencing on August 1, 2008, and expiring on August 31, 2013. Total rent expense for this office space in Palo Alto was \$132,831 in 2011, \$128,962 in 2010, and \$125,205 in 2009. Future minimum lease payments in each of the following years are: 2012 - \$136,816 and 2013 - \$93,135.

On April 26, 2011, we signed a one-year lease for office space at 530 Lytton Avenue, 2<sup>nd</sup> Floor, Palo Alto, California, commencing on July 1, 2011, and expiring on June 30, 2012. Total rent expense for this office space in Palo Alto was \$13,354 in 2011. Future minimum lease payments in 2012 are \$13,354.

In the ordinary course of business, we indemnify our officers and directors, subject to certain regulatory limitations, for loss or liability related to their service on behalf of the Company, including serving on the Boards of Directors or as officers of portfolio companies. At December 31, 2011, and 2010, we believe our estimated exposure is minimal, and accordingly we have no liability recorded.

**NOTE 12. 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 13. 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 twelve months ended December 31, 2011, 2010, and 2009.

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Numerator for (decrease) increase in net assets per share	\$ (3,541,363)	\$10,586,850	\$ (148,465)
Denominator for basic weighted average shares	30,980,221	30,866,239	27,025,995
Basic net (decrease) increase in net assets per share resulting from operations	\$ (0.12)	\$ 0.34	\$ (0.01)
Denominator for diluted weighted average shares	30,980,221	30,896,630	27,025,995
Diluted net (decrease) increase in net assets per share resulting from operations	\$ (0.12)	\$ 0.34	\$ (0.01)

For the twelve months ended December 31, 2010, the calculation of net increase in net assets resulting from operations per diluted share includes 30,391 stock options from the March 2009 grant because such options were dilutive. All other options granted in the period from June 2006 through May 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 14. SUBSEQUENT EVENTS**

In January 2012, we closed our written call option position in Solazyme, Inc., expiring on March 17, 2012, for a payment of \$159,000. In January 2012, we sold 3,000 written call option contracts on Solazyme expiring in June 2012, with a strike price of \$15. We received premiums of approximately \$291,000 for these contracts.

In January and February 2012, we sold 2,000 written call option contracts on Solazyme, expiring in September 2012, with a strike price of \$17.50. We received premiums of approximately \$133,500 for these contracts.

In January and February 2012, we sold 250 written call option contracts on NeoPhotonics Corporation, expiring in August 2012, with a strike price of \$7.50. We received premiums of approximately \$14,500 for these contracts.

On January 19, 2012, the Company made a \$480,000 follow-on investment in a privately held, equity-focused portfolio company.

On January 25, 2012, the Company made a \$109,433 follow-on investment in a privately held, equity-focused portfolio company.

On February 29, 2012, the Company made a \$434,784 follow-on investment in a privately held, equity-focused portfolio company.

On March 5, 2012, the Company made an \$815,000 new investment in OpGen, Inc., a privately held, equity-focused portfolio company.

In the first quarter of 2012, one of our portfolio companies received a non-binding letter of interest for the potential acquisition of the company. As of March 13, 2012, the discussion between these two companies is ongoing, and there can be no assurance that these companies will reach mutually acceptable terms to consummate a transaction.

Also in the first quarter of 2012, three of our companies have commenced planning for and/or began the process of hiring bankers to pursue potential sales and/or IPOs of those companies. As of March 13, 2012, these efforts are ongoing, and there can be no assurance that either of these companies will be able to consummate either type of transaction.

**NOTE 15. SELECTED QUARTERLY DATA (UNAUDITED)**

	2011			
	<u>1<sup>st</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>4<sup>th</sup> Quarter</u>
Total investment income	\$ 136,824	\$ 187,826	\$ 202,527	\$ 175,588
Net operating loss	\$ (1,835,303)	\$ (1,806,393)	\$ (2,118,158)	\$ (2,578,511)
Net increase (decrease) in net assets resulting from operations	\$ (1,126,159)	\$ 21,222,221	\$ (33,084,607)	\$ 9,447,182
Net increase (decrease) in net assets resulting from operations per average outstanding share	\$ (0.04)	\$ 0.68	\$ (1.07)	\$ 0.31

	2010			
	<u>1<sup>st</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>4<sup>th</sup> Quarter</u>
Total investment (loss) income	\$ 79,073	\$ 129,208	\$ 140,445	\$ 97,312
Net operating loss	\$ (2,112,678)	\$ (1,953,949)	\$ (1,768,864)	\$ (1,720,316)
Net increase (decrease) in net assets resulting from operations	\$ 1,687,731	\$ 2,150,952	\$ (454,032)	\$ 7,202,199
Net increase (decrease) in net assets resulting from operations per average outstanding share	\$ 0.05	\$ 0.07	\$ (0.01)	\$ 0.23

**HARRIS & HARRIS GROUP, INC.**  
**FINANCIAL HIGHLIGHTS**

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
<b>Per Share Operating Performance</b>			
Net asset value per share, beginning of year	\$ 4.76	\$ 4.35	\$ 4.24
Net operating loss*	(0.27)	(0.25)	(0.32)
Net realized gain (loss) on investments*	0.08	(0.12)	(0.42)
Net increase in unrealized appreciation as a result of sales*	0.00	0.12	0.41
Net increase in unrealized appreciation on investments held <sup>(1)</sup>	0.07	0.59	0.32
Total from investment operations*	(0.12)	0.34	(0.01)
Net increase as a result of stock-based compensation expense*	0.06	0.07	0.11
Net increase as a result of proceeds from exercise of options	0.00	0.00	0.00
Net increase (decrease) as a result of stock offering, net of offering expenses	0.00	0.00	0.01
Total increase from capital stock transactions	0.06	0.07	0.12
Net asset value per share, end of year	\$ 4.70	\$ 4.76	\$ 4.35
Stock price per share, end of year	\$ 3.46	\$ 4.38	\$ 4.57
Total return based on stock price	(21.0)%	(4.16)%	15.7%
<b>Supplemental Data:</b>			
Net assets, end of year	\$ 145,698,407	\$ 146,853,912	\$ 134,158,258
Ratio of expenses to average net assets	6.1%	5.7%	7.8%
Ratio of net operating loss to average net assets	(5.6)%	(5.4)%	(7.6)%
Average debt outstanding	\$ 1,254,247	\$ 0.00	\$ 0.00
Average debt per share	\$ 0.04	\$ 0.00	\$ 0.00
Cash dividends paid per share	\$ 0.00	\$ 0.00	\$ 0.00
Taxes payable on behalf of shareholders on the deemed dividend per share	\$ 0.00	\$ 0.00	\$ 0.00
Number of shares outstanding, end of year	31,000,601	30,878,164	30,859,593

\*Based on average shares outstanding.

<sup>(1)</sup> Net unrealized gains (losses) includes rounding adjustments to reconcile change in net asset value per share. See Item 7. "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 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

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 Exchange 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 Exchange 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 December 31, 2011, 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.

Internal Control Over Financial Reporting

Management's Report on Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm, on the Company's internal control over financial reporting, is included in Item 8 of this Annual Report on Form 10-K.

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 Exchange Act) during the fourth quarter of 2011 to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 9B. Other Information.**

None.

### PART III

#### **Item 10. Directors, Executive Officers and Corporate Governance.**

The information set forth under the captions "Nominees," "Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Audit Committee" in our Proxy Statement for the Annual Meeting of Shareholders to be held June 7, 2012, to be filed pursuant to Regulation 14A under the Exchange Act (the "2012 Proxy Statement"), is herein incorporated by reference.

We have adopted a Code of Conduct for Directors and Employees, which also applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer and Controller, which is posted on our website at <http://ir.hhvc.com/governance.cfm>.

The Board of Directors has determined that W. Dillaway Ayres, Jr., Dugald A. Fletcher, Lucio L. Lanza, and Richard P. Shanley are all "Audit Committee Financial Experts" serving on our Audit Committee. Messrs. Ayres, Fletcher, Lanza, and Shanley are independent as defined under Section 2(a)(19) of the 1940 Act and under the rules of the Nasdaq Stock Market.

#### **Item 11. Executive Compensation.**

The information set forth under the captions "Executive Compensation," "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report on Executive Compensation" in the 2012 Proxy Statement is herein incorporated by reference.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information set forth under the caption "How Many Shares Do the Company's Principal Shareholders, Directors and Executive Officers Own?" in the 2012 Proxy Statement is herein incorporated by reference. The "Equity Compensation Plan Information" chart is set forth herein under Item 5.

#### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

The information set forth under the captions "Nominees" and "Related Party Transactions" in the 2012 Proxy Statement is herein incorporated by reference.

#### **Item 14. Principal Accountant Fees and Services.**

The information set forth under the captions "Audit Committee's Pre-Approval Policies" and "Fees Paid to PwC for 2011 and 2010" in the 2012 Proxy Statement is herein incorporated by reference.



## PART IV

### Item 15. Exhibits and Financial Statements Schedules.

(a) The following documents are filed as a part of this report:

(1) Listed below are the financial statements which are filed as part of this report:

- Consolidated Statements of Assets and Liabilities as of December 31, 2011, and 2010;
- Consolidated Statement of Operations for the years ended December 31, 2011, 2010, and 2009;
- Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009;
- Consolidated Statements of Changes in Net Assets for the years ended December 31, 2011, 2010, and 2009;
- Consolidated Schedule of Investments as of December 31, 2011;
- Consolidated Schedule of Investments as of December 31, 2010;
- Footnote to Consolidated Schedule of Investments;
- Notes to Consolidated Financial Statements; and
- Financial Highlights for the years ended December 31, 2011, 2010, and 2009.

(2) No financial statement schedules are required to be filed herewith because (i) such schedules are not required or (ii) the information has been presented in the above financial statements.

(3) The following exhibits are filed with this report or are incorporated herein by reference to a prior filing, in accordance with Rule 12b-32 under the Exchange Act.

3.1(a) Restated Certificate of Incorporation of Harris & Harris Group, Inc., dated September 23, 2005, incorporated by reference as Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 814-00176) filed on March 15, 2011.

3.1(b)\* Certificate of Amendment of the Certificate of Incorporation of Harris & Harris Group, Inc., dated May 19, 2006.

3.1(c) Certificate of Change of the Certificate of Incorporation of Harris & Harris Group, Inc., dated August 5, 2010, incorporated by reference as Exhibit 3 to Form 8-K (File No. 814-00176) filed on August 6, 2010.

- 3.2 Restated By-laws, incorporated by reference as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 814-00176) filed on March 16, 2009.
- 4 Form of Specimen Certificate of Common Stock, incorporated by reference as Exhibit 4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 814-00176) filed on March 16, 2009.
- 10.1 Custody Agreement by and between Harris & Harris Group, Inc. and Union Bank, dated March 11, 2011, incorporated by reference as Exhibit 10.1 to the Company's Form 8-K (File No. 814-00176) filed on March 14, 2011.
- 10.2 Custody Agreement by and between Harris & Harris Group, Inc. and TD Bank, N.A., dated February 24, 2011, incorporated by reference as Exhibit 10.2 to the Company's Form 8-K (File No. 814-00176) filed on February 24, 2011.
- 10.3 Revolving Loan Agreement by and between Harris & Harris Group, Inc. and TD Bank, N.A., dated February 24, 2011, incorporated by reference as Exhibit 10.1 to the Company's Form 8-K (File No. 814-00176) filed on February 24, 2011.
- 10.4 Amendment No. 1 to the Revolving Loan Agreement by and between Harris & Harris Group, Inc. and TD Bank, N.A., dated June 21, 2011, incorporated by reference as Exhibit 10.1 to the Company's Form 8-K (File No. 814-00176) filed on June 21, 2011.
- 10.5 Form of Indemnification Agreement which has been established with all directors and executive officers of the Company, incorporated by reference as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 814-00176) filed on March 16, 2009.
- 10.6\* Harris & Harris Group, Inc. 2006 Equity Incentive Plan.
- 10.7 Form of Non-Qualified Stock Option Agreement, incorporated by reference as Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 814-00176) filed on March 16, 2009.
- 10.8 Lease Agreement, dated September 24, 2009, between Rosh 1450 Properties LLC and Harris & Harris Group, Inc., incorporated by reference as Exhibit 10.1 to the Company's Form 8-K (File No. 814-00176) filed on September 24, 2009.
- 10.9 Lease dated July 1, 2008 by and between Jack Rominger, Tommie Plemons and Dale Denson as Lessor and Harris & Harris Group, Inc., a New York corporation, as Lessee, incorporated by reference as Exhibit 10.1 to the Company's Form 10-Q (File No. 814-00176) filed on November 7, 2008.

- 10.10\* Sublease dated February 2, 2012, by and between H&H Ventures Management, Inc. and Capriza, Inc.
- 10.11\* Harris & Harris Group, Inc. Employee Stock Purchase Plan.
- 14.1 Code of Conduct for Directors and Employees of Harris & Harris Group, Inc., incorporated by reference as Exhibit 14.1 to the Company's Form 10-K for the year ended December 31, 2009 (File No. 814-00176) filed on March 15, 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.
- 32.01\* 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.

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\*Filed herewith

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HARRIS & HARRIS GROUP, INC.

Date: March 14, 2012

By: /s/ Douglas W. Jamison  
Douglas W. Jamison  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas W. Jamison</u> Douglas W. Jamison	Chairman of the Board and Chief Executive Officer	March 14, 2012
<u>/s/ Daniel B. Wolfe</u> Daniel B. Wolfe	Chief Financial Officer	March 14, 2012
<u>/s/ Patricia N. Egan</u> Patricia N. Egan	Chief Accounting Officer and Senior Controller	March 14, 2012
<u>/s/ W. Dillaway Ayres, Jr.</u> W. Dillaway Ayres, Jr.	Director	March 14, 2012

<u>/s/ Phillip A. Bauman</u> Phillip A. Bauman	Director	March 14, 2012
<u>/s/ Dugald A. Fletcher</u> Dugald A. Fletcher	Director	March 14, 2012
<u>/s/ Lucio L. Lanza</u> Lucio L. Lanza	Director	March 14, 2012
<u>/s/ Lori D. Pressman</u> Lori D. Pressman	Director	March 14, 2012
<u>/s/ Charles E. Ramsey</u> Charles E. Ramsey	Director	March 14, 2012
<u>/s/ James E. Roberts</u> James E. Roberts	Director	March 14, 2012
<u>/s/ Richard P. Shanley</u> Richard P. Shanley	Director	March 14, 2012
<u>/s/ Bruce W. Shewmaker</u> Bruce W. Shewmaker	Director	March 14, 2012

## EXHIBIT INDEX

The following exhibits are filed with this report in accordance with Rule 12b-32 under the Securities Exchange Act of 1934.

<b>Exhibit No.</b>	<b>Description</b>
3.1(b)	Certificate of Amendment of the Certificate of Incorporation of Harris & Harris Group, Inc., dated May 19, 2006.
10.6	Harris & Harris Group, Inc. 2006 Equity Incentive Plan.
10.10	Sublease dated February 2, 2012, by and between H&H Ventures Management, Inc. and Capriza, Inc.
10.11	Harris & Harris Group, Inc. Employee Stock Purchase Plan.
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.
32.01	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.

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
HARRIS & HARRIS GROUP, INC.

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is Harris & Harris Group, Inc.

SECOND: The certificate of incorporation of the corporation was filed with the Department of State on August 19, 1981 under the original name Sovereign Thoroughbreeders, Inc.

THIRD: The amendment effected by this certificate of amendment is as follows:

In Article 4 of the certificate of incorporation, the number of authorized shares is hereby amended to increase the number of shares of Common Stock, par value one cent (\$.01) per share, which the corporation shall have authority to issue and is hereby amended to read in its entirety as follows:

“4. The aggregate number of shares which the Corporation shall have authority to issue is 47,000,000 shares, consisting of 45,000,000 shares of Common Stock, par value one cent (\$.01) per share, and 2,000,000 shares of Preferred Stock, par value ten cents (\$.10) per share. The designations, relative rights, preferences and limitations of the shares of each class shall be as follows: Subject to the provisions hereof the Board of Directors is hereby expressly authorized to divide shares of Preferred Stock into one or more series, to issue the shares of Preferred Stock in such series, and to fix the number of shares to be included in each series, and the designation, relative rights, preferences and limitations of all shares of each series. The authority of the Board of Directors with respect to each series shall include, without limitation, the determination of any or all of the following matters:

(a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) the annual dividend rate on the shares of such series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) the redemption price or prices for shares of such series, if redeemable, and the terms and conditions of such redemption;

(d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

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(e) the voting rights (including but not limited to, the number of votes per share), if any, of shares of such series in addition to voting rights prescribed by law, and the terms, if any, of such voting rights;

(f) the rights, if any, of shares of such series to be converted into shares of any other class or series, including Common Stock, and the terms and conditions of such conversion;

(g) the terms or amount of any sinking fund provided for the purchase or redemption of such series; and

(h) any other relative rights, preferences and limitations of such series.

The shares of each series of Preferred Stock may vary from the shares of any other series of Preferred Stock as to any of such matters.”

FOURTH: The certificate of amendment was authorized by the vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

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IN WITNESS WHEREOF, I have made and signed this certificate this 19<sup>th</sup> day of May, 2006.

/s/ Douglas W. Jamison  
Signature

Douglas W. Jamison, President  
Name and Title

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
HARRIS & HARRIS GROUP, INC.

Under Section 805 of the Business Corporation Law

Filer's Name: Harris & Harris Group, Inc.  
Address: 111 West 57<sup>th</sup> Street, Suite 1100  
City, State and Zip Code: New York, New York 10019

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**HARRIS & HARRIS GROUP, INC.**

**2006 EQUITY INCENTIVE PLAN**

1. Purpose; Types of Awards; Construction.

The purposes of the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Plan") are to enable Harris & Harris Group, Inc. (the "Company") to afford an incentive to non-employee and employee directors, selected officers and other employees, advisors and consultants of the Company to continue as non-employee directors, officers, employees, advisors or consultants, as the case may be, to increase their efforts on behalf of the Company and its subsidiaries and to promote the success of the Company's business. In the event that the Company receives an exemptive order from the U.S. Securities and Exchange Commission ("SEC") to that effect, the Plan shall provide for the issuance of Awards to former employees of the Company, as well. The Plan provides for the grant of Options (including "incentive stock options" and "nonqualified stock options") and restricted stock. The Plan is designed so that Awards granted hereunder that are intended to comply with the requirements for "performance-based compensation" under Section 162(m) of the Code may comply with such requirements. Various provisions of the Plan may require an exemptive order from the SEC prior to their implementation and accordingly, Awards will be granted only after consultation with the Company's General Counsel.

2. Definitions.

For purposes of the Plan, the following terms shall be defined as set forth below:

- (a) "Award" means any Option or Restricted Stock Award granted under the Plan.
- (b) "Award Agreement" means any written agreement, contract or other instrument or document evidencing an Award.
- (c) "Board" means the Board of Directors of the Company.
- (d) "Change in Control" means the occurrence of any of the following:
  - (i) any Person is or becomes the "beneficial owner" (as such term is used in Rule 13d-3 and Rule 13d-5 under the Exchange Act), directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its affiliates) representing 40% or more of the combined voting power of the Company's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with a transaction described in clause (i) of paragraph (iii) below; or

(ii) the following individuals cease for any reason to constitute a majority of the number of directors then serving: individuals who, on the Effective Date, constitute the Board and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's stockholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the date hereof or whose appointment, election or nomination for election was previously so approved or recommended; or

(iii) there is consummated a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than a merger or consolidation immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of (A) any parent of the Company or the entity surviving such merger or consolidation (B) if there is no such parent, of the Company or such surviving entity; or

(iv) the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, at least 60% of the combined voting power of the voting securities of which are owned by stockholders of the Company in substantially the same proportions as their ownership of the Company immediately prior to such sale.

Notwithstanding the foregoing, a "Change in Control" shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the common stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions.

(e) "Code" means the Internal Revenue Code of 1986, as amended from time to time, and the rules and regulations promulgated thereunder.

(f) "Committee" means the committee established by the Board to administer the Plan, the composition of which shall at all times consist of "non-employee directors" within the meaning of Rule 16b-3, and "outside directors" within the meaning of Section 162(m) of the Code.

(g) "Company" means Harris & Harris Group, Inc., a corporation organized under the laws of the State of New York, or any successor corporation.

(h) "Effective Date" means March 29, 2006, the date on which the Plan was adopted by the Board.

(i) "Exchange Act" means the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder.

(j) "Fair Market Value" means, with respect to Stock or other property, the fair market value of such Stock or other property determined by such methods or procedures as shall be established from time to time by the Board. Unless otherwise determined by the Board in good faith, the per share Fair Market Value of Stock as of a particular date shall mean (i) the closing sales price per share of Stock on the national securities exchange on which the Stock is principally traded, for the last preceding date on which there was a sale of such Stock on such exchange; (ii) if the shares of Stock are then traded in an over-the-counter market, the average of the closing bid and asked prices for the shares of Stock in such over-the-counter market for the last preceding date on which there was a sale of such Stock in such market; or (iii) if the shares of Stock are not then listed on a national securities exchange or traded in an over-the-counter market, such value as the Board, in its sole discretion, shall determine.

(k) "ISO" means any Option intended to be and designated as an incentive stock option within the meaning of Section 422 of the Code.

(l) "NQSO" means any Option that is not designated as an ISO.

(m) "Option" means a right, granted to a Participant under Section 6(b)(i), to purchase shares of Stock. An Option may be either an ISO or an NQSO, provided that ISOs may be granted only to employees of the Company or a "subsidiary corporation" of the Company (within the meaning of Section 424(f) of the Code).

(n) "Participant" means a person who, as a non-employee director, employee director, officer or other employee, advisor or consultant to the Company or a subsidiary of the Company (or, if the SEC provides exemptive relief to that effect, a former employee of the Company), has been granted an Award under the Plan.

(o) "Performance Goals" means performance goals based on one or more of the following criteria, determined in accordance with generally accepted accounting principles, where applicable: (i) pre-tax income or after-tax income; (ii) cumulative realized and unrealized net appreciation; (iii) stock price or total stockholder return; (iv) strategic business criteria, consisting of one or more objectives based on meeting specified market penetration or market share, geographic business expansion, customer satisfaction, employee satisfaction, human resources management, supervision of litigation, information technology, or goals relating to divestitures, joint ventures or similar transactions; or (v) any other criteria determined by the Board to be appropriate. Where applicable, the Performance Goals may be expressed in terms of attaining a specified level of the particular criterion or the attainment of a percentage increase or decrease in the particular criterion, and may be applied to one or more of the Company or a subsidiary of the Company, all as determined by the Board. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be paid (or specified vesting will occur) and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur). Each of the foregoing Performance Goals shall be evaluated in accordance with generally accepted accounting principles, where applicable, and shall be subject to certification by the Board. The Board shall have the authority to make equitable adjustments to the Performance Goals in recognition of unusual or non-recurring events affecting the Company or any subsidiary of the Company or the financial statements of the Company or any subsidiary of the Company, in response to changes in applicable laws or regulations or to account for items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a segment of a business or related to a change in accounting principles.

(p) "Person" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (i) the Company or any of its subsidiaries, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its affiliates, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

(q) "Plan" means this Harris & Harris Group, Inc. 2006 Equity Incentive Plan, as amended from time to time.

(r) "Restricted Stock" means an Award of shares of Stock to a Participant under Section 6(b)(ii) that may be subject to certain restrictions and to a risk of forfeiture.

(s) "Rule 16b-3" means Rule 16b-3, as from time to time in effect promulgated by the SEC under Section 16 of the Exchange Act, including any successor to such Rule.

(t) "SEC" means the U.S. Securities and Exchange Commission.

(u) "Securities Act" means the Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder.

(v) "Stock" means shares of the common stock, par value \$0.01 per share, of the Company.

### 3. Administration.

The Plan shall be administered by the Board. The Board may appoint a Committee to administer all or a portion of the Plan and to make recommendations to the Board with respect to the Plan and any Award. To the extent that the Board appoints a Committee to administer all or a portion of the Plan, references in the Plan to "the Board" shall be references to "the Committee." The Board may delegate to one or more agents such administrative duties as it may deem advisable, and the Committee or any other person to whom the Board has delegated duties as aforesaid may employ one or more persons to render advice with respect to any responsibility the Board or such Committee or person may have under the Plan.

The Board shall have the authority in its discretion, subject to and not inconsistent with the express provisions of the Plan, to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan, including, without limitation, the authority to: (i) grant Awards; (ii) determine the persons to whom and the time or times at which Awards shall be granted; (iii) determine the type and number of Awards to be granted, the number of shares of Stock to which an Award may relate and the terms, conditions, restrictions and performance criteria relating to any Award, including but not limited to the effect of a Change in Control on an Award; (iv) determine Performance Goals no later than such time as required to ensure that an underlying Award that is intended to comply with the requirements of Section 162(m) of the Code so complies; (v) determine whether, to what extent, and under what circumstances an Award may be settled, cancelled, forfeited, exchanged, or surrendered; (vi) make adjustments in the terms and conditions of, and the Performance Goals (if any) included in, Awards; (vii) construe and interpret the Plan and any Award; (viii) prescribe, amend and rescind rules and regulations relating to the Plan; (ix) determine the terms and provisions of the Award Agreements (which need not be identical for each Participant); and (x) make all other determinations deemed necessary or advisable for the administration of the Plan. Notwithstanding any other provision of the Plan or any Award Agreement, the Board shall not take any action that would have the effect of reducing the exercise or purchase price of any Award, whether by means of repricing or cancellation and regrant of the Award, without having first obtained the approval of the Company's stockholders.

All decisions, determinations and interpretations of the Board shall be final and binding on all persons, including but not limited to the Company, any subsidiary of the Company, any Participant (or any person claiming any rights under the Plan from or through any Participant) and any stockholder. No member of the Board or Committee shall be liable for any action taken or determination made in good faith with respect to the Plan or any Award granted hereunder.

4. Eligibility.

Awards may be granted to Persons who at the time of grant are natural persons who are non-employee directors, employee directors, officers and other employees, advisors or consultants of the Company, in the discretion of the Board. In the event that the SEC provides exemptive relief to that effect, the Board may also grant Awards to Persons who at the time of grant are former employees of the Company. In determining the persons to whom Awards shall be granted and the type of any Award (including the number of shares to be covered by such Award), the Board shall take into account such factors as the Board shall deem relevant in connection with accomplishing the purposes of the Plan.

5. Stock Subject to the Plan.

The maximum number of shares of Stock reserved for the grant of Awards under the Plan shall be equal to twenty percent (20%) of the total shares of Stock issued and outstanding, calculated on a fully diluted basis, as of any date as of or following the Effective Date, such that the number of shares of Stock reserved for the grant of Awards under the Plan shall automatically increase (or decrease) with each increase (or decrease) in the number of shares of Stock issued and outstanding, calculated on a fully diluted basis. All shares of Stock reserved for the grant of Awards under the Plan may be made subject to Options granted under the Plan; provided, however, that in the event that the SEC issues an exemptive order with respect to the issuance of Restricted Stock Awards under the Plan, up to twenty-five percent (25%) of the shares of Stock reserved for the grant of Awards under the Plan may be subject to Restricted Stock Awards at any time during the term of the Plan, subject to adjustment as provided herein. No more than 1,000,000 shares of Stock may be made subject to Awards granted to any Participant in any year, subject to adjustment as provided herein. Determinations made in respect of the limitations set forth in the immediately preceding sentence shall be made in a manner consistent with Section 162(m) of the Code. Such shares may, in whole or in part, be authorized but unissued shares or shares that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise. If any shares subject to an Award are forfeited, cancelled, exchanged or surrendered or if an Award terminates or expires without a distribution of shares to the Participant, or if shares of Stock are surrendered or withheld as payment of either the exercise price of an Award and/or withholding taxes in respect of an Award, the shares of Stock with respect to such Award shall, to the extent of any such forfeiture, cancellation, exchange, surrender, withholding, termination or expiration, again be available for Awards under the Plan. Upon the exercise of any Award granted in tandem with any other Award, such related Award shall be cancelled to the extent of the number of shares of Stock as to which the Award is exercised and, notwithstanding the foregoing, such number of shares shall no longer be available for Awards under the Plan.

In the event that the Board shall determine that any dividend or other distribution (whether in the form of cash, Stock, deemed dividends or other property), recapitalization, Stock split, reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, or share exchange, or other similar corporate transaction or event, affects the Stock such that an adjustment is appropriate in order to prevent dilution or enlargement of the rights of Participants under the Plan, then the Board shall make such equitable changes or adjustments as it deems necessary or appropriate to any or all of: (i) the number and kind of shares of Stock or other property (including cash) that may thereafter be issued in connection with Awards; (ii) the number and kind of shares of Stock or other property (including cash) issued or issuable in respect of outstanding Awards; (iii) the exercise price, grant price or purchase price relating to any Award; provided, that, with respect to ISOs, such adjustment shall be made in accordance with Section 424(h) of the Code; and (iv) the Performance Goals applicable to outstanding Awards. In addition, the Board may determine that any such equitable adjustment may be accomplished by making a payment to the Award holder, in the form of cash or other property (including but not limited to shares of Stock).

6. Terms of Awards.

(a) General. The term of each Award shall be for such period as may be determined by the Board. Subject to the terms of the Plan and any applicable Award Agreement, payments to be made by the Company upon the grant, vesting, maturation or exercise of an Award may be made in such forms as the Board shall determine at the date of grant or thereafter, including, without limitation, cash, Stock or other property, and may be made in a single payment or transfer, in installments or on a deferred basis. The Board may make rules relating to installment or deferred payments with respect to Awards, including the rate of interest to be credited with respect to such payments. In addition to the foregoing, the Board may impose on any Award or the exercise thereof, at the date of grant or thereafter, such additional terms and conditions, not inconsistent with the provisions of the Plan, as the Board shall determine.



(b) Terms of Specified Awards. The Board is authorized to grant the Awards described in this Section 6(b), under such terms and conditions as deemed by the Board to be consistent with the purposes of the Plan. Such Awards may be granted with vesting, value and/or and payment thereof contingent upon Performance Goals. Except as otherwise set forth herein or as may be determined by the Board, each Award granted under the Plan shall be evidenced by an Award Agreement containing such terms and conditions applicable to such Award as the Board shall determine at the date of grant or thereafter, including the effect, if any, of a Change in Control on such Award.

(i) Options. The Board is authorized to grant Options to Participants on the following terms and conditions:

(A) Type of Award. The Award Agreement evidencing the grant of an Option under the Plan shall designate the Option as an ISO or an NQSO.

(B) Exercise Price. The exercise price per share of Stock purchasable under an Option shall be determined by the Board, but in no event shall the per share exercise price of any Option be less than the Fair Market Value of a share of Stock on the date of grant of such Option. The exercise price for Stock subject to an Option may be paid in cash, through a "broker cashless exercise" procedure approved by the Board (to the extent permitted by law) or a combination of the above, in any case in an amount having a combined value equal to such exercise price. An Award Agreement may provide that a Participant may pay all or a portion of the aggregate exercise price by having shares of Stock with a Fair Market Value on the date of exercise equal to the aggregate exercise price withheld by the Company.

(C) Term and Exercisability of Options. Options shall be exercisable over the exercise period (which shall not exceed ten years from the date of grant), at such times and upon such conditions as the Board may determine, as reflected in the Award Agreement; provided, that the Board shall have the authority to accelerate the exercisability of any outstanding Option at such time and under such circumstances as it, in its sole discretion, deems appropriate. An Option may be exercised to the extent of any or all full shares of Stock as to which the Option has become exercisable, by giving written notice of such exercise to the Board or its designated agent.

(D) Termination of Employment. An Option may not be exercised unless: (1) the Participant is then a director of, in the employ of, or providing services to the Company; and (2) the Participant has remained continuously so employed, or continuously maintained such relationship, since the date of grant of the Option; provided, that the Award Agreement may contain or be amended to contain provisions providing for the exercisability of any Option until not later than the expiration date of such Option.

(E) Other Provisions. Options may be subject to such other conditions including, but not limited to, restrictions on transferability of the shares acquired upon exercise of such Options, as the Board may prescribe in its discretion or as may be required by applicable law.

(ii) Restricted Stock. The Board is authorized to grant Restricted Stock to Participants on the following terms and conditions:

(A) Issuance and Restrictions. Restricted Stock shall be subject to such restrictions on transferability and other restrictions, if any, as the Board may impose at the date of grant or thereafter, which restrictions may lapse separately or in combination at such times, under such circumstances, in such installments, or otherwise, as the Board may determine. The Board may place restrictions on Restricted Stock that shall lapse, in whole or in part, only upon the attainment of Performance Goals. Unless otherwise determined by the Board, a Participant granted Restricted Stock shall have all of the rights of a stockholder including, without limitation, the right to vote Restricted Stock and the right to receive dividends, including deemed dividends, thereon.

(B) Forfeiture. Upon termination of employment with or service to the Company during the applicable restriction period, Restricted Stock and any accrued but unpaid dividends that are then subject to restrictions shall be forfeited; provided, that the Board may provide, by rule or regulation or in any Award Agreement, or may determine in any individual case, that restrictions or forfeiture conditions relating to Restricted Stock will be waived in whole or in part in the event of terminations resulting from any cause, and the Board may in other cases waive in whole or in part the forfeiture of Restricted Stock.

(C) Certificates for Stock. Restricted Stock granted under the Plan may be evidenced in such manner as the Board shall determine. If certificates representing Restricted Stock are registered in the name of the Participant, such certificates shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to such Restricted Stock, and the Company shall retain physical possession of the certificate.

(D) Dividends. Dividends, including deemed dividends, paid on Restricted Stock shall be either paid at the dividend payment date, or deferred for payment to such date as determined by the Board, in cash or in shares of Stock having a Fair Market Value equal to the amount of such dividends. Unless otherwise determined by the Board, Stock distributed in connection with a stock split or stock dividend, and other property distributed as a dividend, shall be subject to restrictions and a risk of forfeiture to the same extent as the Restricted Stock with respect to which such Stock or other property has been distributed.

7. General Provisions.

(a) Nontransferability. Unless otherwise provided in an Award Agreement, Awards shall not be transferable by a Participant except by will or the laws of descent and distribution and shall be exercisable during the lifetime of a Participant only by such Participant or his guardian or legal representative.

(b) No Right to Continued Employment. Nothing in the Plan or in any Award, any Award Agreement or other agreement entered into pursuant hereto shall confer upon any Participant the right to continue in the employ of, or to continue as a director of, or to continue to provide services to, the Company or to be entitled to any remuneration or benefits not set forth in the Plan or such Award Agreement or other agreement or to interfere with or limit in any way the right of the Company to terminate such Participant's employment or director or independent contractor relationship.

(c) Taxes. The Company is authorized to withhold from any Award granted, any payment relating to an Award under the Plan, including from a distribution of Stock, or any other payment to a Participant, amounts of withholding and other taxes due in connection with any transaction involving an Award, and to take such other action as the Board may deem advisable to enable the Company and Participants to satisfy obligations for the payment of withholding taxes and other tax obligations relating to any Award. This authority shall include authority to withhold or receive Stock or other property and to make cash payments in respect thereof in satisfaction of a Participant's tax obligations. The Board may provide in the Award Agreement that in the event that a Participant is required to pay any amount to be withheld in connection with the issuance of shares of Stock in settlement or exercise of an Award, the Participant may satisfy such obligation (in whole or in part) by electing to have the Company withhold a portion of the shares of Stock to be received upon settlement or exercise of such Award that is equal to the minimum amount required to be withheld.

(d) Stockholder Approval; Amendment and Termination.

(i) The Plan shall take effect upon its adoption by the Board but the Plan (and any grants of Awards made prior to the stockholder approval mentioned herein) shall be subject to the requisite approval of the stockholders of the Company.

(ii) The Board may at any time and from time to time alter, amend, suspend or terminate the Plan in whole or in part; provided, however, that unless otherwise determined by the Board, an amendment that requires stockholder approval in order for the Plan to continue to comply with Section 162(m) or any other law, regulation or stock exchange requirement shall not be effective unless approved by the requisite vote of stockholders. The Board may at any time and from time to time alter, amend, suspend or terminate an outstanding Award in whole or in part; provided, that in the event an outstanding Option is to be terminated pursuant to this clause (ii), the Option holder may be given sufficient notice of such termination to permit the exercise of the then-vested portion of such Option prior to such Award termination.

(e) Expiration of Plan. Unless earlier terminated by the Board pursuant to the provisions of the Plan, the Plan shall expire on the tenth anniversary of the Effective Date. No Awards shall be granted under the Plan after such expiration date. Without prejudice to the authority of the Board under Section 7(d)(ii), the expiration of the Plan shall not affect adversely any of the rights of any Participant, without such Participant's consent, under any Award theretofore granted.

(f) Deferrals. The Board shall have the authority to establish such procedures and programs that it deems appropriate to provide Participants with the ability to defer receipt of cash, Stock or other property payable with respect to Awards granted under the Plan.

(g) No Rights to Awards; No Stockholder Rights. No Participant shall have any claim to be granted any Award under the Plan. There is no obligation for uniformity of treatment among Participants. Except as provided specifically herein, a Participant or a transferee of an Award shall have no rights as a stockholder with respect to any shares covered by the Award until the date of the issuance of a stock certificate to him for such shares.

(h) Unfunded Status of Awards. The Plan is intended to constitute an "unfunded" plan for incentive and deferred compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Award shall give any such Participant any rights that are greater than those of a general creditor of the Company.

(i) No Fractional Shares. No fractional shares of Stock shall be issued or delivered pursuant to the Plan or any Award. The Board shall determine whether cash, other Awards or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

(j) Regulations and Other Approvals.

(i) The obligation of the Company to sell or deliver Stock with respect to any Award granted under the Plan shall be subject to all applicable laws, rules and regulations, including all applicable federal and state securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Board.

(ii) Notwithstanding any other provision of the Plan or any Award Agreement, no Award shall be granted to any Participant or become vested or exercisable, be exercised or settled, to the extent such grant, vesting, exercise or other settlement of such Award would cause the Company to not be in compliance with the applicable provisions of the Investment Company Act of 1940. It is acknowledged that as of the Effective Date various provisions permissible under the Plan may require, prior to their implementation, an exemptive order from the SEC after taking into account any exemptive relief received by the Company.

(iii) Each Award is subject to the requirement that, if at any time the Board determines, in its absolute discretion, that the listing, registration or qualification of Stock issuable pursuant to the Plan is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Award or the issuance of Stock, no such Award shall be granted or payment made or Stock issued, in whole or in part, unless listing, registration, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

(iv) In the event that the disposition of Stock acquired pursuant to the Plan is not covered by a then-current registration statement under the Securities Act and is not otherwise exempt from such registration, such Stock shall be restricted against transfer to the extent required by the Securities Act or regulations thereunder, and the Board may require a Participant receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to represent to the Company in writing that the Stock acquired by such Participant is acquired for investment only and not with a view to distribution.

(v) The Board may require a Participant receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to enter into a stockholder agreement or "lock-up" agreement in such form as the Board shall determine is necessary or desirable to further the Company's interests.

(k) Governing Law. The Plan and all determinations made and actions taken pursuant hereto shall be governed by the laws of the State of New York without giving effect to the conflict of laws principles thereof.



**STANDARD SUBLEASE  
MULTI-TENANT  
AIR COMMERCIAL REAL ESTATE ASSOCIATION**

**1. Basic Provisions ("Basic Provisions")**

1.1 Parties: This Sublease ("Sublease"), dated for reference purposes only February 2, 2012, is made by and between HEH Ventures Management, Inc. (Harris & Harris Enterprises, Inc.) ("Sublessor") and Caprice, Inc.

(Sublessee"), (collectively the "Parties", or individually a "Party").

1.2(a) Premises: That certain portion of the Project (as defined below), known as 420 Florence Street, Suite 200 consisting of approximately 2,290 square feet ("Premises"). The Premises are located at: 420 Florence Street in the City of Palo Alto County of Santa Clara State of California, with zip code 94301. In addition to Sublessee's rights to use and occupy the Premises as hereinafter specified, Sublessee shall have nonexclusive rights to the Common Areas (as defined below) as hereinafter specified, but shall not have any rights to the roof, the exterior walls, or the utility raceways of the building containing the Premises ("Building") or to any other buildings in the Project. The Premises, the Building, the Common Areas, the land upon which they are located, along with all other buildings and improvements thereon, are herein collectively referred to as the "Project."

1.2(b) Parking: unreserved and reserved vehicle parking spaces.

1.3 Term: 1 years and 6.76 months commencing February 8, 2012 ("Commencement Date") and ending August 31, 2013 ("Expiration Date").

1.4 Early Possession: If the Premises are available Sublessee may have non-exclusive possession of the Premises commencing N/A ("Early Possession Date").

1.5 Base Rent: \$10,000.00 per month ("Base Rent"), payable on the 1st day of each month commencing March 1, 2012.

If this box is checked, there are provisions in this Sublease for the Base Rent to be adjusted.

1.6 Sublessee's Share of Operating Expenses: 0 percent ("0%") ("Sublessee's Share") in the event that that size of the Premises and/or the Project are modified during the term of this Lease, Lessor shall recalculate Lessee's Share to reflect such modification.

**1.7 Base Rent and Other Monies Paid Upon Execution:**

(a) "Base Rent: \$7,586.21 for the period February 8, 2012 - February 29, 2012

(b) Security Deposit: \$10,000.00 ("Security Deposit").

(c) Other: \$50,000.00 for Months 2-6

(d) Total Due Upon Execution of this Lease: \$67,586.21

1.8 Agreed Use: The Premises shall be used and occupied only for Professional office

and for no other purposes.

**1.9 Real Estate Brokers:**

(a) Representation: The following real estate brokers (the "Brokers") and brokerage relationships exist in this transaction (check applicable boxes):

- \_\_\_\_\_ represents Sublessor exclusively ("Sublessor's Broker");
- \_\_\_\_\_ represents Sublessee exclusively ("Sublessee's Broker"); or
- Cassidy Turley Northern California represents both Sublessor and Sublessee ("Dual Agency").

(b) Payment to Brokers: Upon execution and delivery of this Sublease by both Parties, Sublessor shall pay to the Brokers for the brokerage services rendered by the Brokers the fee agreed to in the attached separate written agreement or if no such agreement is attached, the sum of N/A or N/A% of the total Base Rent payable for the original term of the Sublease, the sum of N/A or N/A% of the total Base Rent payable during any period of time that the Sublessee occupies the Premises subsequent to the original term of the Sublease, and/or the sum of N/A or N/A% of the purchase price in the event that the Sublessee or anyone affiliated with Sublessee acquires from the owner of the Premises any rights to the Premises.

1.10 Guarantor: The obligations of the Sublessee under the Sublease shall be guaranteed by \_\_\_\_\_

(Guarantor)

1.11 Attachments. Attached hereto are the following, all of which constitute a part of this Sublease:

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- an Addendum consisting of Paragraphs \_\_\_\_\_ through \_\_\_\_\_ ;
- a plot plan depicting the Premises and/or Project;
- a current set of the Rules and Regulations;
- a Work Letter;
- a copy of the Master Lease;
- other (specify): \_\_\_\_\_

**2. Premises.**

**2.1 Letting.** Sublessor hereby subleases to Sublessee, and Sublessee hereby subleases from Sublessor, the Premises, for the term, at the rental, and upon all of the terms, covenants and conditions set forth in this Sublease. While the approximate square footage of the Premises may have been used in the marketing of the Premises for purposes of comparison, the Base Rent stated herein is NOT tied to square footage and is not subject to adjustment should the actual size be determined to be different. **Note: Sublessee is advised to verify the actual size prior to executing this Sublease.**

**2.2 Condition.** Sublessor shall deliver the Premises to Sublessee broom clean and free of debris on the Commencement Date or the Early Possession Date, whichever first occurs ("Start Date"), and warrants that the existing electrical, plumbing, fire sprinkler, fighting, heating, ventilating and air conditioning systems ("HVAC"), and any items which the Lessor is obligated to construct pursuant to the Work Letter attached hereto, if any, other than those constructed by Lessee, shall be in good operating condition on said date. If a noncompliance with such warranty exists as of the Start Date, or if one of such systems or elements should malfunction or fail within the appropriate warranty period, Sublessor shall, as Sublessor's sole obligation with respect to such matter, except as otherwise provided in this Sublease, promptly after receipt of written notice from Sublessee setting forth with specificity the nature and extent of such noncompliance, malfunction or failure, rectify same at Sublessor's expense. The warranty periods shall be as follows: (i) 6 months as to the HVAC systems, and (ii) 30 days as to the remaining systems and other elements. If Sublessee does not give Sublessor the required notice within the appropriate warranty period, correction of any such noncompliance, malfunction or failure shall be the obligation of Sublessee at Sublessee's sole cost and expense.

**2.3 Compliance.** Sublessor warrants that any improvements, alterations or utility installations made or installed by or on behalf of Sublessor to or on the Premises comply with all applicable covenants or restrictions of record and applicable building codes, regulations and ordinances ("Applicable Requirements") in effect on the date that they were made or installed. Sublessor makes no warranty as to the use to which Sublessee will put the Premises or to modifications which may be required by the Americans with Disabilities Act or any similar laws as a result of Sublessee's use. **NOTE: Sublessee is responsible for determining whether or not the zoning and other Applicable Requirements are appropriate for Sublessee's intended use, and acknowledges that past uses of the Premises may no longer be allowed.** If the Premises do not comply with said warranty, Sublessor shall, except as otherwise provided, promptly after receipt of written notice from Sublessee setting forth with specificity the nature and extent of such noncompliance, rectify the same.

**2.4 Acknowledgements.** Sublessee acknowledges that: (a) it has been given an opportunity to inspect and measure the Premises, (b) it has been advised by Sublessor and/or Brokers to satisfy itself with respect to the condition of the Premises (including but not limited to the electrical, HVAC and fire sprinkler systems, security, environmental aspects, and compliance with Applicable Requirements and the Americans with Disabilities Act), and their suitability for Sublessee's intended use, (c) Sublessee has made such investigation as it deems necessary with reference to such matters and assumes all responsibility therefor as the same relate to its occupancy of the Premises, (d) it is not relying on any representation as to the size of the Premises made by Brokers or Sublessor, (e) the square footage of the Premises was not material to Sublessee's decision to sublease the Premises and pay the Rent stated herein, and (f) neither Sublessor, Sublessor's agents, nor Brokers have made any oral or written representations or warranties with respect to said matters other than as set forth in this Sublease. In addition, Sublessor acknowledges that: (j) Brokers have made no representations, promises or warranties concerning Sublessee's ability to honor the Sublease or suitability to occupy the Premises, and (k) it is Sublessee's sole responsibility to investigate the financial capability and/or suitability of all proposed tenants.

**2.5 Americans with Disabilities Act.** In the event that as a result of Sublessee's use, or intended use, of the Premises the Americans with Disabilities Act or any similar law requires modifications or the construction or installation of improvements in or to the Premises, Building, Project and/or Common Areas, the Parties agree that such modifications, construction or improvements shall be made at:  Sublessor's expense  Sublessee's expense.

~~**2.6 Vehicle Parking.** Sublessee shall be entitled to use the number of Unreserved Parking Spaces and Reserved Parking Spaces specified in Paragraph 1.2(b) on those portions of the Common Areas designated from time to time for parking. Sublessee shall not use more parking spaces than said number. Said parking spaces shall be used for parking by vehicles no larger than fifteen passenger automobiles or pickup trucks, herein called "Permitted Size Vehicles." Sublessor may regulate the loading and unloading of vehicles by adopting Rules and Regulations as provided in Paragraph 2.0. No vehicles other than Permitted Size Vehicles may be parked in the Common Area without the prior written permission of Sublessor.~~

~~(a) Sublessee shall not permit or allow any vehicles that belong to or are controlled by Sublessee or Sublessee's employees, suppliers, shippers, customers, contractors or invitees to be loaded, unloaded, or parked in areas other than those designated by Sublessor for such activities.~~

~~(b) Sublessee shall not service or store any vehicles in the Common Areas.~~

~~(c) If Sublessee permits or allows any of the prohibited activities described in this Paragraph 2.6, then Sublessor shall have the right, without notice, in addition to such other rights and remedies that it may have, to remove or tow away the vehicle involved and charge the cost to Sublessee, which cost shall be immediately payable upon demand by Sublessor.~~

**2.7 Common Areas - Definition.** The term "Common Areas" is defined as all areas and facilities outside the Premises and within the exterior boundary line of the Project and interior utility raceways and installations within the Premises that are provided and designated by the Sublessor from time to time for the general nonexclusive use of Sublessor, Sublessee and other tenants of the Project and their respective employees, suppliers, shippers, customers, contractors and invitees, including parking areas, loading and unloading areas, trash areas, roadways, walkways, driveways and landscaped areas.

**2.8 Common Areas - Sublessee's Rights.** Sublessor grants to Sublessee, for the benefit of Sublessee and its employees, suppliers, shippers, contractors, customers and invitees, during the term of this Sublease, the nonexclusive right to use, in common with others entitled to such use, the Common Areas as they exist from time to time, subject to any rights, powers, and privileges reserved by Sublessor under the terms hereof or under the terms of any rules and regulations or restrictions governing the use of the Project. Under no circumstances shall the right herein granted to use the Common Areas be deemed to include the right to store any property, temporarily or permanently, in the Common Areas. Any such storage shall be permitted only by the prior written consent of Sublessor or Sublessor's designated agent, which consent may be revoked at any time. In the event that any unauthorized storage shall occur then Sublessor shall have the right, without notice, in addition to such other rights and remedies that it may have, to remove the property and charge the cost to Sublessee, which cost shall be immediately payable upon demand by Sublessor.

**2.9 Common Areas - Rules and Regulations.** Sublessor or such other person(s) as Sublessor may appoint shall have the exclusive control and management of the Common Areas and shall have the right, from time to time, to establish, modify, amend and enforce reasonable rules and regulations ("Rules and Regulations") for the management, safety, care, and cleanliness of the grounds, the parking and unloading of vehicles and the preservation of good order, as well as for the convenience of other occupants or tenants of the Building and the Project and their invitees. Sublessee agrees to abide by and conform to all such Rules and

  
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Regulations, and to cause its employees, suppliers, shippers, customers, contractors and invitees to so abide and conform. Sublessor shall not be responsible to Sublessee for the noncompliance with said Rules and Regulations by other tenants of the Project.

**2.10 Common Areas - Changes.** Sublessor shall have the right, in Sublessor's sole discretion, from time to time:

- (a) To make changes to the Common Areas, including, without limitation, changes in the location, size, shape and number of driveways, entrances, parking spaces, parking areas, loading and unloading areas, ingress, egress, direction of traffic, landscaped areas, walkways and utility raceways;
- (b) To close temporarily any of the Common Areas for maintenance purposes so long as reasonable access to the Premises remains available;
- (c) To add additional buildings and improvements to the Common Areas;
- (d) To use the Common Areas while engaged in making additional improvements, repairs or alterations to the Project, or any portion thereof; and
- (e) To do and perform such other acts and make such other changes in, to or with respect to the Common Areas and Project as Sublessor may, in the exercise of sound business judgment, deem to be appropriate.

**3. Possession.**

**3.1 Early Possession.** Any provision herein granting Sublessee Early Possession of the Premises is subject to and conditioned upon the Premises being available for such possession prior to the Commencement Date. Any grant of Early Possession only conveys a non-exclusive right to occupy the Premises. If Sublessee totally or partially occupies the Premises prior to the Commencement Date, the obligation to pay Base Rent shall be abated for the period of such Early Possession. All other terms of this Sublease (including but not limited to the obligations to pay Sublessee's Share of Common Area Operating Expenses, Real Property Taxes and insurance premiums and to maintain the Premises) shall, however, be in effect during such period. Any such Early Possession shall not affect the Expiration Date.

**3.2 Delay in Commencement.** Sublessor agrees to use its best commercially reasonable efforts to deliver possession of the Premises by the Commencement Date. If, despite said efforts, Sublessor is unable to deliver possession as agreed, the rights and obligations of Sublessor and Sublessee shall be as set forth in Paragraph 3.3 of the Master Lease (as modified by Paragraph 6.3 of this Sublease).

**3.3 Sublessee Compliance.** Sublessor shall not be required to tender possession of the Premises to Sublessee until Sublessee complies with its obligation to provide evidence of insurance. Pending delivery of such evidence, Sublessee shall be required to perform all of its obligations under this Sublease from and after the Start Date, including the payment of Rent, notwithstanding Sublessor's election to withhold possession pending receipt of such evidence of insurance. Further, if Sublessee is required to perform any other conditions prior to or concurrent with the Start Date, the Start Date shall occur but Sublessor may elect to withhold possession until such conditions are satisfied.

**4. Rent and Other Charges.**

**4.1 Rent Defined.** All monetary obligations of Sublessee to Sublessor under the terms of this Sublease (except for the Security Deposit) are deemed to be rent ("Rent"). Rent shall be payable in lawful money of the United States to Sublessor at the address stated herein or to such other persons or at such other places as Sublessor may designate in writing.

**4.2 Common Area Operating Expenses.** ~~Sublessee shall pay to Sublessor during the term hereof, in addition to the Base Rent, Sublessee's Share of all Common Area Operating Expenses, as hereinafter defined, during each calendar year of the term of this Sublease, in accordance with the following provisions:~~

~~(a) "Common Area Operating Expenses" are defined, for purposes of this Sublease, as those costs incurred by Sublessor relating to the operation of the Project, which are included in the following list:~~

~~(i) Costs related to the operation, repair and maintenance, in neat, clean, good order and condition, but not the replacement of the following:~~

~~(aa) The Common Areas and Common Area improvements, including parking areas, loading and unloading areas, trash areas, roadways, parkways, walkways, driveways, landscaped areas, bumpers, irrigation systems, Common Area lighting facilities, fences and gates, elevators, roofs, and roof drainage systems;~~

~~(ab) Exterior signs and any tenant directories;~~

~~(ac) Any fire sprinkler systems;~~

~~(ii) The cost of water, gas, electricity and telephone to service the Common Areas and any utilities not separately metered;~~

~~(iii) The cost of trash disposal, pest control services, property management, security services, and the costs of any environmental inspections;~~

~~(iv) Reserve set aside for maintenance and repair of Common Areas;~~

~~(v) Real Property Taxes;~~

~~(vi) Insurance premiums;~~

~~(vii) Any deductible portion of an insured loss concerning the Building or the Common Areas.~~

~~(b) The inclusion of the improvements, facilities and services set forth in Subparagraph 4.2(a) shall not be deemed to impose an obligation upon Sublessor to either have said improvements or facilities or to provide those services unless Sublessor already provides the services or Sublessor has agreed elsewhere in this Sublease to provide the same or some of them.~~

~~(c) Sublessee's Share of Common Area Operating Expenses is payable monthly on the same day as the Base Rent is due hereunder. The amount of such payments shall be based on Sublessor's estimate of the Common Area Operating Expenses. Within 60 days after written request (but not more than once each year) Sublessor shall deliver to Sublessee a reasonably detailed statement showing Sublessee's Share of the actual Common Area Operating Expenses incurred during the preceding year. If Sublessee's payments under this Paragraph 4.2(c) during the preceding year exceed Sublessee's Share as indicated on such statement, Sublessor shall credit the amount of such overpayment against Sublessee's Share of Common Area Operating Expenses not becoming due. If Sublessee's payments under this Paragraph 4.2(c) during the preceding year were less than Sublessee's Share as indicated on such statement, Sublessee shall pay to Sublessor the amount of the deficiency within 10 days after delivery by Sublessor to Sublessee of the statement.~~

~~4.3 Utilities. Sublessee shall pay for all water, gas, heat, light, power, telephone, trash disposal and other utilities and services supplied to the Premises, together with any taxes thereon. Notwithstanding the provisions of Paragraph 4.2, if at any time in Sublessor's sole judgment, Sublessor determines that Sublessee is using a disproportionate amount of water, electricity or other commonly metered utilities, or that Sublessee is generating such a large volume of trash as to require an increase in the size of the dumpster and/or an increase in the number of times per month that the dumpster is emptied, then Sublessor may increase Sublessee's Base Rent by an amount equal to such increased costs.~~

**5. Security Deposit.** The rights and obligations of Sublessor and Sublessee as to said Security Deposit shall be as set forth in Paragraph 5 of the Master Lease (as modified by Paragraph 7.3 of this Sublease).

**6. Master Lease.**

**6.1** Sublessor is the lessee of the Premises by virtue of the Master Lease, wherein Jack Fominger, Tommie Piemons and Dale Denson

is the lessor, hereinafter the "Master Lessor".

**6.2** This Sublease is and shall be at all times subject and subordinate to the Master Lease.

  
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6.3 The terms, conditions and respective obligations of Sublessor and Sublessee to each other under this Sublease shall be the terms and conditions of the Master Lease except for those provisions of the Master Lease which are directly contradicted by this Sublease in which event the terms of this Sublease document shall control over the Master Lease. Therefore, for the purposes of this Sublease, wherever in the Master Lease the word "Lessor" is used it shall be deemed to mean the Sublessor herein and wherever in the Master Lease the word "Lessee" is used it shall be deemed to mean the Sublessee herein.

6.4 During the term of this Sublease and for all periods subsequent for obligations which have arisen prior to the termination of this Sublease, Sublessee does hereby expressly assume and agree to perform and comply with, for the benefit of Sublessor and Master Lessor, each and every obligation of Sublessor under the Master Lease except for the following paragraphs which are excluded therefrom:

6.5 The obligations that Sublessee has assumed under paragraph 6.4 hereof are hereinafter referred to as the "Sublessee's Assumed Obligations". The obligations that Sublessee has not assumed under paragraph 6.4 hereof are hereinafter referred to as the "Sublessor's Remaining Obligations".

6.6 Sublessee shall hold Sublessor free and harmless from all liability, judgments, costs, damages, claims or demands, including reasonable attorneys fees, arising out of Sublessee's failure to comply with or perform Sublessee's Assumed Obligations.

6.7 Sublessor agrees to maintain the Master Lease during the entire term of this Sublease, subject, however, to any earlier termination of the Master Lease without the fault of the Sublessor, and to comply with or perform Sublessor's Remaining Obligations and to hold Sublessee free and harmless from all liability, judgments, costs, damages, claims or demands arising out of Sublessor's failure to comply with or perform Sublessor's Remaining Obligations.

6.8 Sublessor represents to Sublessee that the Master Lease is in full force and effect and that no default exists on the part of any Party to the Master Lease.

#### 7. Assignment of Sublease and Default.

7.1 Sublessor hereby assigns and transfers to Master Lessor the Sublessor's interest in this Sublease, subject however to the provisions of Paragraph 8.2 hereof.

7.2 Master Lessor, by executing this document, agrees that until a Default shall occur in the performance of Sublessor's Obligations under the Master Lease, that Sublessor may receive, collect and enjoy the Rent accruing under this Sublease. However, if Sublessor shall Default in the performance of its obligations to Master Lessor then Master Lessor may, at its option, receive and collect, directly from Sublessee, all Rent owing and to be owed under this Sublease. Master Lessor shall not, by reason of this assignment of the Sublease nor by reason of the collection of the Rent from the Sublessee, be deemed liable to Sublessee for any failure of the Sublessor to perform and comply with Sublessor's Remaining Obligations.

7.3 Sublessor hereby irrevocably authorizes and directs Sublessee upon receipt of any written notice from the Master Lessor stating that a Default exists in the performance of Sublessor's obligations under the Master Lease, to pay to Master Lessor the Rent due and to become due under the Sublease. Sublessor agrees that Sublessee shall have the right to rely upon any such statement and request from Master Lessor, and that Sublessee shall pay such Rent to Master Lessor without any obligation or right to inquire as to whether such Default exists and notwithstanding any notice from or claim from Sublessor to the contrary and Sublessor shall have no right or claim against Sublessee for any such Rent so paid by Sublessee.

7.4 No changes or modifications shall be made to this Sublease without the consent of Master Lessor.

7.5 Permitted Transfer: Notwithstanding anything to the contrary in this Sublease or Master Lease and after ten (10) days prior written notice to Sublessor, Sublessee may, without Sublessor's prior written consent and not subject to any recapture or bonus rent provisions, sublet the Premises or assign the Sublease to: (i) a subsidiary, affiliate, division or corporation controlling, controlled by or under common control with Sublessee; (ii) a successor corporation related to Sublessee by merger, consolidation, nonbankruptcy reorganization, or government action; or (iii) a purchaser of substantially all of Sublessee's assets located in the Premises. In the event of either (i) or (ii) above, the assignee must have a net worth greater than that of Sublessee just prior to the merger or acquisition. Any of the above are referenced hereafter as "Permitted Transfer" and the transferee is referenced as "Permitted Transferee". For the purpose of this Sublease, sale of Sublessee's capital stock through any public exchange or issuances for purposes of raising financing shall not be deemed an assignment, subletting, or any other transfer of the Sublease or the Premises. Sublessor will use its reasonable efforts to get Master Lessor's consent to this clause.

#### 8. Consent of Master Lessor.

8.1 In the event that the Master Lease requires that Sublessor obtain the consent of Master Lessor to any subletting by Sublessor then, this Sublease shall not be effective unless, within 10 days of the date hereof, Master Lessor signs this Sublease thereby giving its consent to this Subletting.

8.2 In the event that the obligations of the Sublessor under the Master Lease have been guaranteed by third parties then neither this Sublease, nor the Master Lessor's consent, shall be effective unless, within 10 days of the date hereof, said guarantors sign this Sublease thereby giving their consent to this Sublease.

8.3 In the event that Master Lessor does give such consent then:

(a) Such consent shall not release Sublessor of its obligations or alter the primary liability of Sublessor to pay the Rent and perform and comply with all of the obligations of Sublessor to be performed under the Master Lease.

(b) The acceptance of Rent by Master Lessor from Sublessee or any one else liable under the Master Lease shall not be deemed a waiver by Master Lessor of any provisions of the Master Lease.

(c) The consent to this Sublease shall not constitute a consent to any subsequent subletting or assignment.

(d) In the event of any Default of Sublessor under the Master Lease, Master Lessor may proceed directly against Sublessor, any guarantors or any one else liable under the Master Lease or this Sublease without first exhausting Master Lessor's remedies against any other person or entity liable thereon to Master Lessor.

(e) Master Lessor may consent to subsequent sublettings and assignments of the Master Lease or this Sublease or any amendments or modifications thereto without notifying Sublessor or any one else liable under the Master Lease and without obtaining their consent and such action shall not relieve such persons from liability.

(f) In the event that Sublessor shall Default in its obligations under the Master Lease, then Master Lessor, at its option and without being obligated to do so, may require Sublessee to atton to Master Lessor in which event Master Lessor shall undertake the obligations of Sublessor under this Sublease from the time of the exercise of said option to termination of this Sublease but Master Lessor shall not be liable for any prepaid Rent nor any Security Deposit paid by Sublessee, nor shall Master Lessor be liable for any other Defaults of the Sublessor under the Sublease.

8.4 The signatures of the Master Lessor and any Guarantors of Sublessor at the end of this document shall constitute their consent to the terms of this Sublease.

8.5 Master Lessor acknowledges that, to the best of Master Lessor's knowledge, no Default presently exists under the Master Lease of obligations to be performed by Sublessor and that the Master Lease is in full force and effect.

8.6 In the event that Sublessor Defaults under its obligations to be performed under the Master Lease by Sublessor, Master Lessor agrees to deliver to Sublessee a copy of any such notice of default. Sublessee shall have the right to cure any Default of Sublessor described in any notice of default within ten days after service of such notice of default on Sublessee. If such Default is cured by Sublessee then Sublessee shall have the right of reimbursement and offset from and against Sublessor.

  
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9. **Additional Brokers Commissions.**

9.1 Sublessee agrees that if Sublessee exercises any option or right of first refusal as granted by Sublessor herein, or any option or right of first refusal granted to Sublessee by Master Lessor in connection with this Sublease, or any option or right of first refusal granted to Sublessee by Master Lessor in connection with the Sublease, to renew this Sublease, to purchase the Premises, or to lease or purchase adjacent property which Sublessee may own or in which Sublessee has an interest, then Sublessee shall pay to Broker a fee in accordance with the schedule of Broker in effect at the time of the execution of this Sublease. Notwithstanding the foregoing, Sublessee's obligation under this Paragraph is limited to a transaction in which Sublessee is acting as a Sublessor, lessor or seller.

9.2 If a separate brokerage fee agreement is attached then Master Lessor agrees that if Sublessee shall exercise any option or right of first refusal granted to Sublessee by Master Lessor in connection with this Sublease, or any option or right of first refusal granted to Sublessee by Master Lessor in connection with the Sublease, to purchase the Premises, or any part thereof, or to lease or purchase adjacent property which Master Lessor may own or in which Master Lessor has an interest, or if Broker is the procuring cause of any other lease or sale entered into between Sublessee and Master Lessor pertaining to the Premises, any part thereof, or any adjacent property which Master Lessor owns or in which it has an interest, then as to any of said transactions, Master Lessor shall pay to Broker a fee, in each case, in accordance with the schedule attached to each brokerage fee agreement.

9.3 Any fee due from Sublessee or Master Lessor hereunder shall be due and payable upon the exercise of any option to extend or renew, upon the execution of any new lease, or, in the event of a purchase, at the close of escrow.

9.4 Any transfer of Sublessor's interest in this Sublease, or of Master Lessor's interest in the Master Lease, by accepting an assignment thereof, shall be deemed to have assumed the respective obligations of Sublessor or Master Lessor under this Paragraph. Broker shall be deemed to be a third party beneficiary of this paragraph.

10. **Representations and Indemnities of Broker Relationships.** The Parties each represent and warrant to the other that it has had no dealings with any person, firm, broker or finder (other than the Brokers, if any) in connection with this Sublease, and that no one other than said named Brokers is entitled to any commission or finder's fee in connection herewith. Sublessee and Sublessor do hereby agree to indemnify, protect, defend and hold the other harmless from and against liability for compensation or charges which may be claimed by any such unnamed broker, finder or other similar party by reason of any dealings or actions of the indemnifying Party, including any costs, expenses, attorneys' fees reasonably incurred with respect thereto.

11. **Attorney's fees.** If any Party or Broker brings an action or proceeding involving the Premises whether founded in tort, contract or equity, or to declare rights hereunder, the Prevailing Party (as hereafter defined) in any such proceeding, action, or appeal thereon, shall be entitled to reasonable attorneys' fees. Such fees may be awarded in the same suit or recovered in a separate suit, whether or not such action or proceeding is pursued to decision or judgment. The term, "**Prevailing Party**" shall include, without limitation, a Party or Broker who substantially obtains or defeats the relief sought, as the case may be, whether by compromise, settlement, judgment, or the abandonment by the other Party or Broker of its claim or defense. The attorneys' fees award shall not be computed in accordance with any court fee schedule, but shall be such as to fully reimburse all attorneys' fees reasonably incurred. In addition, Sublessor shall be entitled to attorneys' fees, costs and expenses incurred in the preparation and service of notices of Default and consultations in connection therewith, whether or not a legal action is subsequently commenced in connection with such Default or resulting Breach (\$200 is a reasonable minimum per occurrence for such services and consultation).

12. **No Prior or Other Agreements; Broker Disclaimer.** This Sublease contains all agreements between the Parties with respect to any matter mentioned herein, and no other prior or contemporaneous agreement or understanding shall be effective. Sublessor and Sublessee each represents and warrants to the Brokers that it has made, and is relying solely upon, its own investigation as to the nature, quality, character and financial responsibility of the other Party to this Sublease and as to the use, nature, quality and character of the Premises. Brokers have no responsibility with respect thereto or with respect to any default or breach hereof by either Party. The liability (including court costs and attorneys' fees), of any Broker with respect to negotiation, execution, delivery or performance by either Sublessor or Sublessee under this Sublease or any amendment or modification hereto shall be limited to an amount up to the fee received by such Broker pursuant to this Sublease; provided, however, that the foregoing limitation on each Broker's liability shall not be applicable to any gross negligence or willful misconduct of such Broker.

13. **Furniture:** Subtenant shall be permitted to use the Sublessor's Furniture currently in the space at no cost. If said Furniture is damaged by the Subtenant, Sublessor shall have the right to repair it using money from Subtenant's Security Deposit.

14. **Payment method:** Subtenant shall abide by the following rent payment schedule.

Due on August 1st, 2012- \$50,000  
Due on November 1st, 2012- \$50,000  
Due on February 1st, 2013- \$50,000  
Due on May 1st, 2013- \$50,000  
Due on August 1st, 2013- \$10,000

**ATTENTION:** NO REPRESENTATION OR RECOMMENDATION IS MADE BY THE AIR COMMERCIAL REAL ESTATE ASSOCIATION OR BY ANY REAL ESTATE BROKER AS TO THE LEGAL SUFFICIENCY, LEGAL EFFECT, OR TAX CONSEQUENCES OF THIS SUBLEASE OR THE TRANSACTION TO WHICH IT RELATES. THE PARTIES ARE URGED TO:

1. SEEK ADVICE OF COUNSEL AS TO THE LEGAL AND TAX CONSEQUENCES OF THIS SUBLEASE.

2. RETAIN APPROPRIATE CONSULTANTS TO REVIEW AND INVESTIGATE THE CONDITION OF THE PREMISES. SAID INVESTIGATION SHOULD INCLUDE BUT NOT BE LIMITED TO: THE POSSIBLE PRESENCE OF HAZARDOUS SUBSTANCES, THE ZONING OF THE PROPERTY, THE STRUCTURAL INTEGRITY, THE CONDITION OF THE ROOF AND OPERATING SYSTEMS, AND THE SUITABILITY OF THE PREMISES FOR SUBLESSEE'S INTENDED USE.

**WARNING:** IF THE SUBJECT PROPERTY IS LOCATED IN A STATE OTHER THAN CALIFORNIA, CERTAIN PROVISIONS OF THE SUBLEASE MAY NEED TO BE REVISED TO COMPLY WITH THE LAWS OF THE STATE IN WHICH THE PROPERTY IS LOCATED.

  
INITIALS

PAGE 5 OF 7

  
INITIALS

Executed at: \_\_\_\_\_ Executed at: \_\_\_\_\_  
On: \_\_\_\_\_ On: \_\_\_\_\_

By SUBLESSOR: \_\_\_\_\_ By SUBLESSEE: \_\_\_\_\_  
H&H Ventures Management, Inc. Caprise, Inc., Inc.  
(formerly Harris & Harris Enterprises, Inc.)

By: D.W.J. By: [Signature]  
Name Printed: Douglas W. Jamison Name Printed: YUVAL V. SCARLAT  
Title: CEO Title: CEO  
By: \_\_\_\_\_ By: \_\_\_\_\_  
Name Printed: \_\_\_\_\_ Name Printed: \_\_\_\_\_  
Title: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_ Telephone: ( ) \_\_\_\_\_  
Facsimile: ( ) \_\_\_\_\_ Facsimile: ( ) \_\_\_\_\_  
Federal ID No. \_\_\_\_\_ Federal ID No. \_\_\_\_\_

DWJ  
INITIALS

YVS  
INITIALS

<b>BROKER:</b> _____	<b>BROKER:</b> _____
_____	_____
_____	_____
<b>Att:</b> _____	<b>Att:</b> _____
<b>Title:</b> _____	<b>Title:</b> _____
<b>Address:</b> _____	<b>Address:</b> _____
_____	_____
<b>Telephone:</b> (____) _____	<b>Telephone:</b> (____) _____
<b>Facsimile:</b> (____) _____	<b>Facsimile:</b> (____) _____
<b>Federal ID No.:</b> _____	<b>Federal ID No.:</b> _____
<b>Broker/Agent DRE License #:</b> _____	<b>Broker/Agent DRE License #:</b> _____
_____	_____
_____	_____

Consent to the above Sublease is hereby given.

<b>Executed at:</b> _____	<b>Executed at:</b> _____
<b>On:</b> _____	<b>On:</b> _____

<b>By MASTER LESSOR:</b>	<b>By GUARANTOR(S):</b>
_____	<b>By:</b> _____
_____	<b>Name Printed:</b> _____
<b>By:</b> _____	<b>Address:</b> _____
<b>Name Printed:</b> _____	_____
<b>Title:</b> _____	_____
<b>By:</b> _____	<b>By:</b> _____
<b>Name Printed:</b> _____	<b>Name Printed:</b> _____
<b>Title:</b> _____	<b>Address:</b> _____
<b>Address:</b> _____	_____
_____	_____
<b>Telephone:</b> (____) _____	
<b>Facsimile:</b> (____) _____	
<b>Federal ID No.:</b> _____	

NOTICE: These forms are often modified to meet changing requirements of law and industry needs. Always write or call to make sure you are utilizing the most current form: AIR Commercial Real Estate Association, 805 W 6th Street, Suite 800, Los Angeles, CA 90017. Telephone No. (213) 687-8777. Fax No.: (213) 687-8616.

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INITIALS

**HARRIS & HARRIS GROUP, INC.**  
**EMPLOYEE STOCK PURCHASE PLAN**

1. Purpose; Effective Date. The purpose of the Plan is to encourage employee participation in the ownership and economic progress of the Company by providing employees of the Company and its Designated Subsidiaries an opportunity to purchase Common Stock.

The Plan was adopted and approved by the Board on March 11, 2010 and amended on March 8, 2012.

2. Definitions.

a. "Agent" means any administration of the Plan to which the Committee delegates all or a portion of the administration of the Plan.

b. "Board" means the Board of Directors of the Company.

c. "Change in Capitalization" means any dividend or other distribution (whether in the form of cash, Stock, deemed dividends or other property), recapitalization, Stock split, reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, or share exchange, or other similar corporate transaction or event.

d. "Code" means the Internal Revenue Code of 1986, as amended from time to time, and the rules and regulations promulgated thereunder.

e. "Committee" means the Board, the Compensation Committee of the Board, or such other Committee of the Board which is appointed by the Board to administer the Plan and to perform the functions set forth herein.

f. "Common Stock" means shares of common stock, par value \$0.01 per share, of the Company.

g. "Company" means Harris & Harris Group, Inc., a corporation organized under the laws of the State of New York, or any successor corporation.

h. "Compensation" means the pre-tax fixed salary or base wage paid by the Company to an Employee as reported by the Company to the United States government (or other applicable government) for income tax purposes, including an Employee's portion of salary deferral contributions pursuant to Section 401(k) of the Code and any amount excludable pursuant to Section 125 of the Code, but excluding any bonus, fee, overtime pay, severance pay, expenses, stock option or other equity incentive income, or other special emolument or any credit or benefit under any employee plan maintained by the Company.

i. "Continuous Status as an Employee" means the absence of any interruption or termination of service as an Employee. Continuous Status as an Employee shall not be considered interrupted in the case of a leave of absence agreed to in writing by the Company (including, but not limited to, military or sick leave), provided that such leave is for a period of not more than 90 days or reemployment upon the expiration of such leave is guaranteed by contract or statute.

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j. “Designated Subsidiaries” means the subsidiaries of the Company which have been designated by the Company from time to time in its sole discretion as eligible to participate in the Plan.

k. “Employee” means any person, including an officer, who is regularly employed by the Company or one of its Designated Subsidiaries.

l. “Exchange Act” means the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder.

m. “Fair Market Value” per share as of a particular date means, unless otherwise determined by the Board in good faith, (i) the closing sales price per share of Common Stock on the national securities exchange on which the Common Stock is principally traded, on such date, without regard to any third-market or aftermarket transactions affecting such closing price on such date, (ii) if the Common Stock is principally traded in an established over-the-counter market, the mean between the latest bid and ask per share of Common Stock on such over-the-counter market or (iii) if the shares of Common Stock are not then listed on a national securities exchange or traded in an over-the-counter market, such value as the Committee, in its sole discretion, shall determine.

n. “Investment Company Act” means the Investment Company Act of 1940, as amended.

o. “Participant” means an Employee who participates in the Plan.

p. “Plan” means this Harris & Harris Group, Inc. Employee Stock Purchase Plan, as amended from time to time.

q. “Plan Year” means the calendar year, or such other period or periods determined by the Committee.

r. “Purchase Period” means the first 10 business days of each calendar quarter of each Plan Year during the effectiveness of the Plan, or such other date or dates determined by the Committee at least 20 days in advance of a particular calendar quarter.

### 3. Eligibility.

Subject to the requirements of Section 4a hereof, any person who is (i) an Employee as of the beginning of a calendar quarter following adoption of the Plan and (ii) who is regularly scheduled to work at least 20 hours per week and at least five months per year shall be eligible to participate in the Plan.

4. Participation.

a. Each eligible Employee may elect to become a Participant in the Plan only by filing an agreement with the Company authorizing payroll deductions for the following calendar quarter (as set forth in Section 5 hereof). Such authorization shall remain in effect for all subsequent calendar quarters during which the Participant is an Employee eligible to participate in the Plan, until modified or terminated by the Participant. Such agreement shall obligate the Employee to purchase shares through the Plan in accordance with the terms set forth herein and other administrative terms and conditions adopted by the Committee.

b. The maximum aggregate annual payroll deduction permitted for any single Employee in any single calendar year under the Plan is one hundred thousand dollars (\$100,000.00), prorated for partial years, or such other amount as may be determined prospectively by the Committee in its discretion from time to time and communicated to Employees.

c. During each Purchase Period the Company's Agent shall purchase the number of shares of Common Stock purchasable on behalf of the Participants out of the payroll deductions authorized by the Participants with respect to the immediately preceding calendar quarter.

d. The shares of Common Stock purchased during each Purchase Period that are then credited to the Participant's account under the Plan shall be deemed to be transferred to the Participant upon purchase and, except as otherwise provided herein, the Participant shall thereafter have all rights of a stockholder with respect to such shares.

5. Payroll Deductions.

a. Subject to the aggregate limitation in Section 4b, a Participant may increase or decrease such payroll deduction upon written approval by the Chief Compliance Officer when such individual is not in possession of any material non-public information, but not more frequently than once per calendar quarter, by filing a new authorization form with the Chief Compliance Officer; provided, however, that in the event such an authorization is received by the Chief Compliance Officer during a calendar quarter, such authorization shall have no effect until the commencement of the following calendar quarter.

b. All payroll deductions made with respect to a Participant hereunder shall be credited to such Participant's account under the Plan.

6. Delivery of Common Stock.

Shares of Common Stock held in a Participant's account under the Plan may not be withdrawn by such Participant until the earlier to occur of (i) such Participant's termination of employment with the Company and (ii) such time as the number of shares of Common Stock beneficially owned by such Participant (whether acquired pursuant to the Plan or otherwise) is in excess of the number of shares required to be held by such Participant pursuant to the Company's stock ownership guidelines as in effect from time to time; provided, that any such in-service withdrawal shall be permitted only with respect to the number of shares of Common Stock in excess of such Company stock ownership requirement. Notwithstanding any other provision of the Plan, no shares of Common Stock may be withdrawn by a Participant prior to the date that is six months following the expiration of the Purchase Period for which such shares were allocated to the Participant's account unless such withdrawal follows the termination of such Participant's employment with the Company. As promptly as practicable after receipt by the Committee of a written request for withdrawal of Common Stock from any Participant, the Agent shall arrange the delivery to such Participant of a stock certificate representing the shares of Common Stock which the Participant is permitted and has requested to withdraw. Shares of Common Stock received upon stock dividends or stock splits shall be treated as having been purchased during the Purchase Periods to which they relate. A Participant's interest in the account, and shares of Common Stock to be delivered to a Participant under the Plan, shall be registered in the name of the Participant or, at the election of the Participant, in the name of the Participant and another person as joint tenants with rights of survivorship.

7. Withdrawal; Termination of Employment.

a. A Participant may withdraw from participation in the Plan with respect to any calendar quarter at any time, by giving written notice to the Company; provided, however, that in the event such notice is received by the Chief Compliance Officer during the 20-day period prior to the commencement of a Purchase Period, such authorization shall have no effect until the commencement of the following calendar quarter. In such event, any payroll deductions credited to such a Participant's account that have not been used to purchase shares of Common Stock shall be returned (without interest) to such Participant, and such Participant shall not be eligible to participate with respect to the two Purchase Periods that immediately follow the calendar quarter during which such Participant withdrew from the Plan.

b. Upon termination of a Participant's Continuous Status as an Employee for any reason, including voluntary termination, retirement or death, the payroll deductions credited to such Participant's account (that have not been used to purchase shares of Common Stock) shall be returned to such Participant or, in the case of such Participant's death, to the person or persons entitled thereto under Section 12 hereof, and such Participant's participation in the Plan shall be automatically terminated.

8. Dividends, Deemed Dividends and Interest.

a. Cash dividends paid on Common Stock held in a Participant's account shall be distributed to Participants in cash. Shares of Common Stock held in a Participant's account shall also be eligible for any deemed dividends paid on such shares following purchase by such Participant. Dividends paid in Common Stock, or stock splits of the Common Stock, shall be credited to the accounts of Participants. Dividends on Common Stock held in a Participant's account which are paid in property other than cash or Common Stock shall be distributed to Participants as soon as practicable.



b. No interest shall accrue on or be payable with respect to the payroll deductions of a Participant in the Plan.

9. Administration. The Plan shall be administered by the Committee, and the Committee may select an administrator to whom its duties and responsibilities hereunder may be delegated. The Committee shall have full power and authority, subject to the provisions of the Plan, to promulgate such rules and regulations as it deems necessary for the proper administration of the Plan, to interpret the provisions and supervise the administration of the Plan, and to take all action in connection therewith or in relation thereto as it deems necessary or advisable. Any decision reduced to writing and signed by a majority of the members of the Committee shall be fully effective as if it had been made at a meeting duly held and shall be binding on all parties. The Company shall pay all expenses incurred in the administration of the Plan. No member of the Committee shall be personally liable for any action, determination, or interpretation made in good faith with respect to the Plan, and all members of the Committee shall be fully indemnified by the Company with respect to any such action, determination or interpretation.

10. Designation of Beneficiary.

a. A Participant may file, on forms supplied by and delivered to the Company, a written designation of a beneficiary who is to receive any shares and cash remaining in such Participant's account under the Plan in the event of the Participant's death.

b. Such designation of beneficiary may be changed by the Participant at any time by written notice. In the event of the death of a Participant and in the absence of a beneficiary validly designated under the Plan who is living at the time of such Participant's death, the Company shall deliver shares of Common stock and/or cash to the executor or administrator of the estate of the Participant or, if no such executor or administrator has been appointed (to the knowledge of the Company), the Company, in its discretion, may deliver such shares and/or cash to the spouse or to any one or more dependents or relatives of the Participant, or if no spouse, dependent or relative is known to the Company, then to such other person as the Company may designate.

11. Transferability. Neither payroll deductions credited to a Participant's account nor any rights to receive shares under the Plan may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, the laws of descent and distribution or as provided in Section 12 hereof) by the Participant. Any such attempt at assignment, transfer, pledge or other disposition shall be without effect, except that the Company may treat such act as an election to withdraw funds in accordance with Section 7 hereof.

12. Use of Funds. All payroll deductions received or held by the Company under the Plan may be used by the Company only for purchases under the Plan, and the Company shall be obligated to segregate such payroll deductions.

13. Reports. Individual accounts shall be maintained for each Participant. Statements of account shall be given to Participants as soon as practicable following each Purchase Period, which statements shall set forth the amounts of payroll deductions, the per share purchase price, the number of shares of Common Stock purchased, the aggregate shares in the Participant's account and the remaining cash balance, if any.

14. Effect of Certain Changes. In the event of a Change in Capitalization, the Committee shall determine in its sole discretion the appropriate equitable adjustments, if any, to be made under the Plan.

15. Amendment or Termination. The Board may at any time terminate or amend the Plan at any time and for any reason or no reason. If the Plan is terminated less than 20 days prior to or during a Purchase Period, such termination shall be effective only at the end of such Purchase Period and all purchases for such Purchase Period shall be completed, and all shares allocated in accordance with the Plan, before giving effect to such Plan termination.

16. Notices. All notices or other communications by a Participant to the Company under or in connection with the Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.

17. Regulations and Other Approvals: Governing Law.

a. The obligations of the Company hereunder shall be subject to all applicable laws, rules and regulations, including all applicable federal and state securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Committee.

b. This Plan and the rights of all persons claiming hereunder shall be construed and determined in accordance with the laws of the State of New York without giving effect to the choice of law principles thereof, except to the extent that such law is preempted by federal law.

**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 Annual Report on Form 10-K 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; and
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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: March 14, 2012

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**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 Annual Report on Form 10-K 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; and
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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: March 14, 2012

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**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 Annual Report on Form 10-K of Harris & Harris Group, Inc. (the "Company") for the year ended December 31, 2011, 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.

/s/ Douglas W. Jamison

Name: Douglas W. Jamison  
Title: Chief Executive Officer  
Date: March 14, 2012

/s/ Daniel B. Wolfe

Name: Daniel B. Wolfe  
Title: Chief Financial Officer  
Date: March 14, 2012

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