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

Form 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

For quarterly period ended June 30, 2004

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

For the transition period from ____________ to _____________

Commission File Number: 0-11576

HARRIS & HARRIS GROUP, INC.
(Exact name of registrant as specified in its charter)

New York	13-3119827
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
111 West 57th Street, New York, New York	10019
(Address of Principal Executive Offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes _X_ No ____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes ____ No _X_

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

Class	Outstanding at August 11, 2004
Common Stock, $0.01 par value per share	17,248,845 shares

Harris & Harris Group, Inc.
Form 10-Q, June 30, 2004

PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

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

Harris & Harris Group, Inc. (the "Company," "us," "our" and "we"), is an internally managed venture capital company that has elected to be treated as a business development company under the Investment Company Act of 1940. Certain information and disclosures normally included in the consolidated financial statements in accordance with Generally Accepted Accounting Principles have been condensed or omitted as permitted by Regulation S-X and Regulation S-K. It is suggested that the accompanying consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2003, contained in our 2003 Annual Report.

On September 25, 1997, our Board of Directors approved a proposal to seek qualification of us as a Regulated Investment Company ("RIC") under Subchapter M of the Internal Revenue Code (the "Code"). At that time, we were taxable under Subchapter C of the Code (a "C Corporation"). In order to qualify as a RIC, we must, in general (1) annually derive at least 90% of our gross income from dividends, interest, gains from the sale of securities and similar sources; (2) quarterly meet certain investment diversification requirements; and (3) annually distribute at least 90% of our investment company taxable income as a dividend. In addition to the requirement that we must annually distribute at least 90% of our investment company taxable income, we may either distribute or retain our taxable net capital gains from investments, but any net capital gains not distributed could be subject to corporate level tax. Further, we could be subject to a 4% excise tax to the extent we fail to distribute at least 98% of our annual investment company taxable income and would be subject to income tax to the extent we fail to distribute 100% of our investment company taxable income.

Because of the specialized nature of our investment portfolio and the size of our Company, prior to our recent offerings of additional shares, we were able to satisfy certain diversification requirements under Subchapter M of the Code only if we received a certification from the Securities and Exchange Commission ("SEC") that we are "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."

On June 15, 2004, we received SEC certification for 2003, permitting us to qualify for RIC treatment for 2003 (as we had for 1999-2002). Although the SEC certification for 2003 was issued, there can be no assurance that we will qualify for or receive such certification for subsequent years (to the extent we need certification for any subsequent year) or that we will actually qualify for Subchapter M treatment in any subsequent year. In addition, under certain circumstances, even if we qualified for Subchapter M treatment in a given year, we might take action in a subsequent year to ensure that we would be taxed in that subsequent year as a C Corporation, rather than as a RIC.

CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

ASSETS

	June 30, 2004 (Unaudited)	December 31, 2003
Investments, at value (Cost: $43,358,368 at 6/30/04, $44,603,778 at 12/31/03)	$ 40,301,518	$ 42,227,062
Cash and cash equivalents	291,104	425,574
Restricted funds (Note 5)	1,321,216	1,212,078
Interest receivable	61,882	450
Income tax receivable	8,050	17,375
Prepaid expenses	53,015	6,841
Other assets, net of reserve of $255,486 at 6/30/04	305,645	225,748
Total assets	$ 42,342,430	$ 44,115,128

LIABILITIES & NET ASSETS

	June 30, 2004 (Unaudited)	December 31, 2003
Accounts payable and accrued liabilities	$ 2,370,373	$ 2,723,398
Deferred rent	36,497	39,648
Deferred income tax liability (Note 6)	669,344	669,344
Total liabilities	3,076,214	3,432,390
Net assets	$ 39,266,216	$40,682,738
Net assets are comprised of:		
Preferred stock, $0.10 par value, 2,000,000 shares authorized; none issued	$ 0	$ 0
Common stock, $0.01 par value, 25,000,000 shares authorized; 15,627,585 issued at 6/30/04 and 12/31/03	156,276	156,276
Additional paid in capital (Note 4)	49,564,475	49,564,475
Accumulated net realized loss	(3,147,235)	(2,410,847)
Accumulated unrealized depreciation of investments, including deferred tax liability of $844,918 at 6/30/04 and 12/31/03	(3,901,769)	(3,221,635)
Treasury stock, at cost (1,828,740 shares at 6/30/04 and 12/31/03)	(3,405,531)	(3,405,531)
Net assets	$ 39,266,216	$40,682,738
Shares outstanding	13,798,845	13,798,845
Net asset value per outstanding share	**$ 2.85**	**$ 2.95**

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

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
Investment income:				
Interest from:				
Fixed-income securities	$ 74,211	$ 32,009	$ 130,064	$ 78,255
Portfolio companies	5,020	0	5,703	0
Other income	0	18,555	0	36,985
Total investment income	79,231	50,564	135,767	115,240
Expenses:				
Salaries and benefits	495,107	361,703	965,182	723,899
Administration and operations	186,776	143,590	346,075	238,702
Professional fees	78,878	150,136	157,939	217,294
Rent	38,918	71,441	72,655	119,318
Directors' fees and expenses	41,177	33,680	93,623	90,045
Depreciation	9,665	10,150	18,948	20,130
Bank custody fees	3,294	2,222	5,794	4,409
Interest expense	0	4,631	0	12,892
Total expenses	853,815	777,553	1,660,216	1,426,689
Operating loss before income taxes	(774,584)	(726,989)	(1,524,449)	(1,311,449)
Income tax provision (Note 6)	0	0	0	0
Net operating loss	(774,584)	(726,989)	(1,524,449)	(1,311,449)
Net realized gain on investments:				
Realized gain on investments	2,580	28,140	795,969	28,572
Total realized gain	2,580	28,140	795,969	28,572
Income tax (provision) benefit (Note 6)	(1,112)	(14,349)	(7,908)	(17,322)
Net realized gain (loss) on investments	1,468	13,791	788,061	11,250
Net realized (loss) income	(773,116)	(713,198)	(736,388)	(1,300,199)
Net increase (decrease) in unrealized appreciation on investments:				
Increase as a result of investment gain	0	0	915,118	0
Decrease as a result of investment gain	0	(18,031)	0	(18,031)
Increase on investments held	(397)	462,021	39,861	689,859
Decrease on investments held	(1,463,524)	(275,501)	(1,635,113)	(1,131,465)
Net change in unrealized appreciation on investments	(1,463,921)	168,489	(680,134)	(459,637)
Income tax benefit (Note 6)	0	0	0	0
Net increase (decrease) in unrealized appreciation on investments	(1,463,921)	168,489	(680,134)	(459,637)
Net (decrease) increase in net assets resulting from operations:				
Total	**$ (2,237,037)**	**$ (544,709)**	**$ (1,416,522)**	**$ (1,759,836)**
Per outstanding share	**$ (0.16)**	**$ (0.05)**	**$ (0.10)**	**$ (0.15)**

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

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
Cash flows from operating activities:		
Net decrease in net assets resulting from operations	$ (1,416,522)	$ (1,759,836)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities:		
Realized and unrealized gain (loss) on investments	(115,835)	431,065
Depreciation	18,948	20,130
Changes in assets and liabilities:		
Restricted funds	(109,138)	(245,359)
Receivable from investment company	0	786,492
Funds in escrow	0	750,000
Interest receivable	(61,432)	171
Income tax receivable	9,325	(78,289)
Prepaid expenses	(46,174)	34,755
Other assets	(82,378)	(105,763)
Accounts payable and accrued liabilities	(353,025)	273,527
Payable to broker for unsettled trade	0	(5,696,725)
Accrued profit sharing	0	(13,710)
Current income tax liability	0	(857,656)
Deferred rent	(3,151)	22,123
Net cash used in operating activities	(2,159,382)	(6,439,075)
Cash flows from investing activities:		
Net (purchase) sale of short-term investments and marketable securities	9,422,255	(4,385,459)
Proceeds from investments	2,504,545	15,709
Investment in private placements and loans	(9,885,455)	(2,945,618)
Purchase of fixed assets	(16,433)	(3,456)
Net cash provided by (used in) investing activities	2,024,912	(7,318,824)
Cash flows from financing activities:		
Proceeds from note payable	0	7,983,520
Net cash provided by financing activities	0	7,983,520
Net increase (decrease) in cash and cash equivalents:		
Cash and cash equivalents at beginning of the period	425,574	5,967,356
Cash and cash equivalents at end of the period.	291,104	192,977
Net increase (decrease) in cash and cash equivalents	$ (134,470)	$ (5,774,379)
Supplemental disclosures of cash flow information:		
Income taxes paid	$ 0	$ 575,100
Interest paid	$ 0	$ 10,784

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

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2004	June 30, 2003	June 30, 2004	June 30, 2003
Changes in net assets from operations:				
Net operating loss	$ (774,584)	$ (726,989)	$(1,524,449)	$(1,311,449)
Net realized gain on investments	1,468	13,791	788,061	11,250
Net (decrease) increase in unrealized appreciation on investments as a result of gain	0	(18,031)	915,118	(18,031)
Net (decrease) increase in unrealized appreciation on investments held	(1,463,921)	186,520	(1,595,252)	(441,606)
Net decrease in net assets resulting from operations	(2,237,037)	(544,709)	(1,416,522)	(1,759,836)
Net decrease in net assets	(2,237,037)	(544,709)	(1,416,522)	(1,759,836)
Net assets:				
Beginning of the period	41,503,253	26,040,919	40,682,738	27,256,046
End of the period	$39,266,216	$25,496,210	$39,266,216	$25,496,210

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

CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2004
(UNAUDITED)

	Method of Valuation (3)	Shares/ Principal	Value
Investments in Unaffiliated Companies (8)(9)(10) – 22.4% of total investments			
Private Placement Portfolio (Illiquid) -- 22.4% of total investments			
AlphaSimplex Group, LLC (2)(5) -- Investment management company headed by Dr. Andrew W. Lo, holder of the Harris & Harris Group Chair at MIT			
Limited Liability Company Interest	(C)	--	$ 125,000
Continuum Photonics, Inc. (1)(2)(6) -- Develops optical networking components by merging cutting-edge materials, MEMS and electronics technologies -- 4.23% of fully diluted equity			
Series B Convertible Preferred Stock	(C)	2,000,000	776,119
Series C Convertible Preferred Stock	(C)	2,689,103	839,000
			1,615,119
Exponential Business Development Company (1)(2)(5) -- Venture capital partnership focused on early stage companies			
Limited Partnership Interest	(A)	--	25,000
Heartware, Inc. (1)(2)(5)(6) -- Develops ventricular assist devices -- 0% of fully diluted equity			
Series A-2 Non-Voting Preferred Stock	(B)	47,620	0
Molecular Imprints, Inc. (1)(2)(4)(5) -- Develops nanoimprint lithography capital equipment -- 2.09% of fully diluted equity			
Series B Convertible Preferred Stock	(A)	1,333,333	2,000,000
Nanosys, Inc. (1)(2)(5)(6) -- Develops nanotechnology-enabled systems incorporating novel and patent-protected zero and one-dimensional nanometer-scale materials -- 1.58% of fully diluted equity			
Series C Convertible Preferred Stock	(A)	803,428	1,500,000
Nantero, Inc. (1)(2)(5)(6) -- Develops a high-density, nonvolatile, random access memory chip, using nanotechnology -- 3.35% of fully diluted equity			
Series A Convertible Preferred Stock	(C)	345,070	538,309
Series B Convertible Preferred Stock	(C)	207,051	323,000
			861,309
NeoPhotonics Corporation (1)(2)(6)(12) -- Develops and manufactures planar optical devices and components using nanomaterials -- deposition technology -- 3.80% of fully diluted equity			
Common Stock	(C)	60,580	9,105
Series 1 Convertible Preferred Stock	(A)	1,831,256	2,014,677
Warrants at $0.15 expiring 3/12/11	(C)	30,426	304
			2,024,086
Optiva, Inc. (1)(2)(6) -- Develops and commercializes nanomaterials for advanced applications -- 1.96% of fully diluted equity			
Series C Convertible Preferred Stock	(B)	1,249,999	625,000
Starfire Systems, Inc. (1)(2)(4)(6) -- Develops and produces ceramic-forming polymers -- 1.86% of fully diluted equity			
Common Stock	(A)	125,000	50,000
Series A-1 Convertible Preferred Stock	(A)	200,000	200,000
			250,000
Total Unaffiliated Private Placement Portfolio (cost: $9,707,897)			**$9,025,514**
Total Investments in Unaffiliated Companies (cost: $9,707,897)			**$9,025,514**

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

CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2004
(UNAUDITED)

	Method of Valuation (3)	Shares/ Principal	Value
Investments in Non-Controlled Affiliated Companies (8)(9)(11) – 34.3% of total investments			
Private Placement Portfolio (Illiquid) – 34.3% of total investments			
Agile Materials & Technologies, Inc. (1)(2)(6) -- Develops and sells variable integrated passive RF electronic equipment components -- 8.15% of fully diluted equity			
Series A Convertible Preferred Stock	(B)	3,732,736	$ 110,700
Convertible Bridge Note	(B)	$225,603	229,173
			339,873
Chlorogen, Inc. (1)(2)(5)(6) -- Develops patented chloroplast technology to produce plant-made proteins -- 9.74% of fully diluted equity			
Series A Convertible Preferred Stock	(A)	4,478,038	785,000
CSwitch, Inc. (1)(2)(4)(6) -- Develops next-generation, system-on-a-chip solutions for communications-based platforms -- 5.66% of fully diluted equity			
Series A Convertible Preferred Stock	(A)	1,000,000	1,000,000
Experion Systems, Inc. (1)(2)(7) -- Develops and sells software to credit unions -- 12.49% of fully diluted equity			
Series A Convertible Preferred Stock	(B)	294,118	262,406
Series B Convertible Preferred Stock	(B)	35,294	31,226
Series C Convertible Preferred Stock	(B)	222,184	417,706
Series D Convertible Preferred Stock	(B)	64,501	121,262
			832,600
NanoGram Corporation (1)(2)(6) -- Develops a broad suite of intellectual property utilizing nanotechnology -- 7.65% of fully diluted equity			
Series I Convertible Preferred Stock	(A)	63,210	21,672
Series II Convertible Preferred Stock	(A)	1,250,904	1,000,723
			1,022,395
NanoOpto Corporation (1)(2)(5)(6) -- Develops high performance, integrated optical communications sub-components on a chip by utilizing patented nano-manufacturing technology -- 7.28% of fully diluted equity			
Series A-1 Convertible Preferred Stock	(C)	267,857	47,567
Series B Convertible Preferred Stock	(C)	1,733,664	737,500
			785,067
Nanopharma Corp. (1)(2)(6) -- Develops advanced nanoscopic drug delivery vehicles and systems -- 14.39% of fully diluted equity			
Series A Convertible Preferred Stock	(A)	684,516	700,000
Subordinated Convertible Bridge Note	(A)	$150,000	151,479
			851,479
Nanotechnologies, Inc. (1)(2)(6) -- Develops high-performance nanoscale materials for industry -- 6.48% of fully diluted equity			
Series B Convertible Preferred Stock	(B)	1,538,837	553,982
Series C Convertible Preferred Stock	(B)	235,720	84,859
			638,841
NeuroMetrix, Inc. (1)(2)(5) -- Develops and sells medical devices for monitoring neuromuscular disorders -- 12.42% of fully diluted equity			
Series A Convertible Preferred Stock	(C)	875,000	1,312,500
Series B Convertible Preferred Stock	(C)	625,000	937,500
Series C-2 Convertible Preferred Stock	(C)	1,148,100	1,722,150
Series E Convertible Preferred Stock	(C)	499,996	749,994
Series E-1 Convertible Preferred Stock	(C)	1,402,187	2,103,282
			6,825,426

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

CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2004
(UNAUDITED)

	Method of Valuation (3)	Shares/ Principal	Value
Questech Corporation (1)(2)(5) -- Manufactures and markets proprietary metal decorative tiles -- 6.73% of fully diluted equity			
Common Stock	(C)	646,954	724,588
Warrants at $5.00 expiring 10/25/04	(C)	1,966	0
Warrants at $1.50 expiring 11/16/05	(C)	1,250	0
Warrants at $1.50 expiring 08/03/06	(C)	8,500	0
Warrants at $1.50 expiring 11/21/07	(C)	3,750	0
Warrants at $1.50 expiring 11/19/08	(C)	5,000	0
			724,588
Total Non-Controlled Private Placement Portfolio (cost: $15,950,827)			**$13,805,269**
Total Investments in Non-Controlled Affiliated Companies (cost: $15,950,827)			**$13,805,269**
U.S. Government and Agency Obligations – 43.4% of total investments			
U.S. Treasury Bills -- due date 07/22/04	(J)	$5,000,000	$4,996,600
U.S. Treasury Bills -- due date 08/26/04	(J)	1,839,000	1,835,470
U.S. Treasury Notes -- due date 04/30/05, coupon 1.625%	(H)	2,692,000	2,684,435
U.S. Treasury Notes -- due date 2/28/06, coupon 1.625%	(H)	2,000,000	1,970,620
U.S. Treasury Notes -- due date 2/15/07, coupon 2.25%	(H)	2,000,000	1,961,260
U.S. Treasury Notes -- due date 05/15/08, coupon 2.625%	(H)	1,999,000	1,936,531
U.S. Treasury Notes -- due date 03/15/09, coupon 2.625%	(H)	2,192,000	2,085,819
Total Investments in U.S. Government and Agency Obligations (cost: $17,699,644)			**$17,470,735**
Total Investments -- 100% (cost: $43,358,368)			**$40,301,518**

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

CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF JUNE 30, 2004

Notes to Consolidated Schedule of Investments

(1) Represents a non-income producing security. Equity investments that have not paid dividends within the last 12 months are considered to be non-income producing.

(2) Legal restrictions on sale of investment.

(3) See Footnote to Schedule of Investments for a description of the Asset Valuation Policy Guidelines.

(4) Initial investment was made during 2004.

(5) No changes in valuation occurred in these investments during the three months ended June 30, 2004.

(6) 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.

(7) Previously named MyPersonalAdvocate.com, Inc.

(8) Investments in unaffiliated companies consist of investments in which we own less than 5% of the portfolio company. Investments in non-controlled affiliated companies consist of investments in which we own more than 5% but less than 25% of the portfolio company. Investments in controlled affiliated companies consist of investments in which we own more than 25% of the portfolio company.

(9) The percentage ownership of each portfolio company disclosed in the Consolidated Schedule of Investments expresses the potential equity interest in each such portfolio company. The calculated percentage represents the amount of the issuer's equity securities we own or can acquire as a percentage of the issuer's total outstanding equity securities plus equity securities reserved for issued and outstanding warrants, convertible securities and all authorized stock options, both granted and ungranted.

(10) The aggregate cost for federal income tax purposes of investments in unaffiliated companies is $9,707,897. The gross unrealized appreciation based on the tax cost for these securities is $166,498. The gross unrealized depreciation based on the tax cost for these securities is $848,881.

(11) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated companies is $15,950,827. The gross unrealized appreciation based on the tax cost for these securities is $2,414,044. The gross unrealized depreciation based on the tax cost for these securities is $4,559,602.

(12) NeoPhotonics filed for bankruptcy on November 17, 2003. We sold our investment in its Series D Preferred Stock in January 2004. NeoPhotonics emerged from bankruptcy, as a newly reorganized company, after obtaining financing from us and other investors.

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

FOOTNOTE TO CONSOLIDATED SCHEDULE OF INVESTMENTS

ASSET VALUATION POLICY GUIDELINES

Our investments can be classified into five broad categories for valuation purposes:

1) EQUITY-RELATED SECURITIES
2) INVESTMENTS IN INTELLECTUAL PROPERTY OR PATENTS OR RESEARCH AND DEVELOPMENT IN TECHNOLOGY OR PRODUCT DEVELOPMENT
3) LONG-TERM FIXED-INCOME SECURITIES
4) SHORT-TERM FIXED-INCOME INVESTMENTS
5) ALL OTHER INVESTMENTS

The Investment Company Act of 1940 (the "1940 Act") requires periodic valuation of each investment in our portfolio to determine our 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.

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

Our Valuation Committee, comprised of at least three or more independent Board members, is responsible for reviewing and approving the valuation of our assets within the guidelines established by the Board of Directors. The Valuation Committee receives information and recommendations from management.

Fair value is generally defined as the amount that an investment could be sold for in an orderly disposition over a reasonable time. Generally, to increase objectivity in valuing our assets, external measures of value, such as public markets or third-party transactions, are utilized whenever possible. Valuation is not based on long-term work-out value, nor immediate liquidation value, nor incremental value for potential changes that may take place in the future.

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

Our valuation policy with respect to the five broad investment categories is as follows:

EQUITY-RELATED SECURITIES

Equity-related securities are carried at fair value using one or more of the following basic methods of valuation:

A. Cost: The cost method is based on our original cost. This method is generally used in the early stages of a company's development until significant positive or negative events occur subsequent to the date of the original investment that dictate a change to another valuation method.

Some examples of these events are: (1) a major recapitalization; (2) a major refinancing; (3) a significant third-party transaction; (4) the development of a meaningful public market for a company's common stock; and (5) significant positive or negative changes in a company's business.

B. Analytical Method: The analytical method is generally used to value an investment position when there is no established public or private market in the company's securities or when the factual information available to us dictates that an investment should no longer be valued under either the cost or private market method. This valuation method is inherently imprecise and ultimately the result of reconciling the judgments of our Valuation Committee members, based on the data available to them. The resulting valuation, although stated as a precise number, is necessarily within a range of values that vary depending upon the significance attributed to the various factors being considered. Some of the factors considered may include the financial condition and operating results of the company, the long-term potential of the business of the company, the values of similar securities issued by companies in similar businesses, 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.

C. Private Market: The private market method uses actual, executed, historical transactions in a company's securities by responsible third parties as a basis for valuation. The private market method may also use, where applicable, unconditional firm offers by responsible third parties as a basis for valuation.

D. Public Market: The public market method is used when there is an established public market for the class of a company's securities held by us or into which our securities are convertible. We discount market value for securities that are subject to significant legal or contractual transfer restrictions. Securities for which market quotations are readily available and which are not subject to substantial legal or contractual and transfer restrictions, are carried at market value as of the time of valuation. Market value for securities traded on securities exchanges or on the Nasdaq National Market is the last reported sales price on the day of valuation. For other securities traded in the over-the-counter market and listed securities for which no sale was reported on that day, market value is the mean of the closing bid price and asked price on that day. This method is the preferred method of valuation when there is an established public market for a company's securities, as that market provides the most objective basis for valuation.

INVESTMENTS IN INTELLECTUAL PROPERTY OR PATENTS OR RESEARCH AND DEVELOPMENT IN TECHNOLOGY OR PRODUCT DEVELOPMENT

Such investments are carried at fair value using the following basic methods of valuation:

E. Cost: The cost method is based on our original cost. This method is generally used in the early stages of commercializing or developing intellectual property or patents or research and development in technology or product development until significant positive or adverse events occur subsequent to the date of the original investment that dictate a change to another valuation method.

F. Analytical Method: The analytical method is used to value an investment after analysis of the best available outside information where the factual information available to us dictates that an investment should no longer be valued under either the cost or private market method. This valuation method is inherently imprecise and ultimately the result of reconciling the judgments of our Valuation Committee members. The resulting valuation, although stated as a precise number, is necessarily within a range of values that vary depending upon the significance attributed to the various factors being considered. Some of the factors considered may include the results of research and development, product development progress, commercial prospects, term of patent, projected markets, and other subjective factors.

G. Private Market: The private market method uses actual third-party investments in intellectual property or patents or research and development in technology or product development as a basis for valuation, using actual executed historical transactions by responsible third parties. The private market method may also use, where applicable, unconditional firm offers by responsible third parties as a basis for valuation.

LONG-TERM FIXED-INCOME SECURITIES

H. Fixed-Income Securities for which market quotations are readily available are carried at market value as of the time of valuation using the most recent bid quotations when available.

I. Fixed-Income Securities for which market quotations are not readily available are carried at fair value using one or more of the following basic methods of valuation:

Independent pricing services that provide quotations based primarily on quotations from dealers and brokers, market transactions, and other sources.

Fair value as determined in good faith by the Valuation Committee.

SHORT-TERM FIXED-INCOME INVESTMENTS

J. Short-Term Fixed-Income Investments are valued at market value at the time of valuation. Short-term debt with remaining maturity of 60 days or less is valued at amortized cost.

ALL OTHER INVESTMENTS

K. All Other Investments are reported at fair value as determined in good faith by the Valuation Committee.

The reported values of securities for which market quotations are not readily available and for other assets reflect the Valuation Committee's judgment of fair values as of the valuation date using the outlined basic methods of valuation. They do not necessarily represent an amount of money that would be realized if we had to sell the securities 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
(Unaudited)

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 ("1940 Act"). We operate as an internally managed company whereby our officers and employees, under the general supervision of our Board of Directors, conduct our operations.

We elected to become a BDC on July 26, 1995, after receiving the necessary approvals. From September 30, 1992, until the election of BDC status, we operated as a closed-end, non-diversified investment company under the 1940 Act. Upon commencement of operations as an investment company, we revalued all of our assets and liabilities at fair value as defined in the 1940 Act. Prior to September 30, 1992, we were registered and filed under the reporting requirements of the Securities and Exchange Act of 1934 as an operating company and, while an operating company, operated directly and through subsidiaries.

Harris & Harris Enterprises, Inc. ("Enterprises"), is a 100% wholly owned subsidiary of the Company. Enterprises held a lease for office space until the lease expired on July 31, 2003, which office space it sublet to the Company and an unaffiliated party; is a partner in Harris Partners I, L.P., and is taxed as a C corporation. Harris Partners I, L.P., is a limited partnership and owned, until December 31, 2002, a 20% limited partnership interest in PHZ Capital Partners L.P. Currently, Harris Partners I, L.P., owns our interest in AlphaSimplex Group, LLC. The partners of Harris Partners I, L.P., are Enterprises (sole general partner) and Harris & Harris Group, Inc. (sole limited partner).

We filed for the 1999 tax year to elect treatment as a Regulated Investment Company ("RIC") under Subchapter M of the Internal Revenue Code of 1986 (the "Code") and qualified for the same treatment for 2000-2003. There can be no assurance that we will qualify as a RIC for 2004 and subsequent years or that if we do qualify, we will continue to qualify for subsequent years. 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 factors, distribute at least 90% of our investment company taxable income and may either distribute or retain our realized net capital gains on investments.

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 accounting principles generally accepted in the United States for investment companies and include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents. Cash and cash equivalents include money market instruments with maturities of less than three months.

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. 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) for all other assets is as determined in good faith by, or under the direction of, the Board of Directors. (See "Asset Valuation Policy Guidelines" in the "Footnote to Consolidated Schedule of Investments.")

Securities Transactions. Securities transactions are accounted for on the date the securities are purchased or sold (trade date); dividend income is recorded on the ex-dividend date; and interest income is accrued as earned. Realized gains and losses on investment transactions are determined by specific identification for financial reporting and tax reporting.

Income Taxes. Prior to January 1, 1999, we recorded income taxes using the liability method in accordance with the provision of Statement of Financial Accounting Standards No. 109. Accordingly, deferred tax liabilities had been established to reflect temporary differences between the recognition of income and expenses for financial reporting and tax purposes; the most significant such difference relates to our unrealized appreciation on investments.

The June 30, 2004, consolidated financial statements include a provision for deferred taxes on the remaining net built-in gains as of December 31, 1998, net of the unutilized operating and capital loss carryforwards incurred by us through December 31, 1998.

We pay federal, state and local income taxes on behalf of our wholly owned subsidiary, Harris & Harris Enterprises, which is a C corporation. (See "Note 6. Income Taxes.")

Estimates by Management. The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2004, and December 31, 2003, and the reported amounts of revenues and expenses for the three months ended June 30, 2004, and June 30, 2003. The most significant estimates relate to the fair valuations of certain of our investments. Actual results could differ from these estimates.

NOTE 3. EMPLOYEE PROFIT SHARING PLAN

As of January 1, 2003, we implemented the Amended and Restated Harris & Harris Group, Inc. Employee Profit-Sharing Plan, which we refer to as the 2002 Plan.

The 2002 Plan (and its predecessor) provides for profit sharing by our officers and employees equal to 20% of our "qualifying income" for that plan year. For the purposes of the 2002 Plan, qualifying income is defined as net realized income as reflected on our consolidated statements of operations for that year, less nonqualifying gains, if any.

For purposes of the 2002 Plan, our net realized income includes investment income, realized gains and losses, and operating expenses (including taxes paid or payable by us), but is calculated without including dividends paid or distributions made to shareholders, payments under the Plan, unrealized gains and losses, and loss carry-overs from other years. The proportion of net after-tax realized gains attributable to asset values as of September 30, 1997, is considered nonqualifying gain, which reduces qualifying income.

On October 15, 2002, our shareholders approved the performance goals under the 2002 Plan in accordance with Section 162(m) of the Code, effective as of January 1, 2003. The Code generally provides that a public company such as we may not deduct compensation paid to its chief executive officer or to any of its four most highly compensated officers to the extent that the compensation paid to the officer/employee exceeds $1,000,000 in any tax year, unless payment is made upon the attainment of objective performance goals that are approved by our shareholders.

Under the 2002 Plan, our net realized income, which we refer to as qualifying income, includes investment income, realized qualifying gains and losses, and operating expenses (including taxes paid or payable by us), but is calculated without including dividends paid or loss carry-overs from other years. As soon as practicable following the year-end audit, the Compensation Committee will determine whether, and if so how much, qualifying income exists for a plan year. Once determined, 90% of the qualifying income will be paid out to 2002 Plan participants pursuant to the distribution percentages set forth in the 2002 Plan. The remaining 10% will be paid out after we have filed our federal tax return for that plan year.

Under the 2002 Plan, awards previously granted to four current Participants (Messrs. Harris and Melsheimer and Ms. Shavin and Ms. Matthews, herein referred to as the "grandfathered participants") will be reduced by 10% with respect to "Non-Tiny Technology Investments" (as defined in the 2002 Plan) and by 25% with respect to "Tiny Technology Investments" (as defined in the 2002 Plan) and will become permanent. These reduced awards are herein referred to as "grandfathered participations." The amount by which the awards are reduced will be allocable and reallocable each year by the Compensation Committee among current and new participants as awards under the 2002 Plan. The grandfathered participations will be honored by us whether or not the grandfathered participant is still employed by us or is still alive (in the event of death, the grandfathered participations will be paid to the grandfathered participant's estate), unless the grandfathered participant is dismissed for cause, in which case all awards, including the grandfathered participations, will be immediately cancelled and forfeited. With regard to new investments and follow-on investments made after the date on which the first new employee begins participating in the 2002 Plan, both current and new participants will be required to be employed by us at the end of a plan year in order to participate in profit-sharing on our investments with respect to that year.

Notwithstanding any provisions of the 2002 Plan, in no event may the aggregate amount of all awards payable for any Plan Year during which we remain a "business development company" within the meaning of the 1940 Act be greater than 20% of our "net income after taxes" within the meaning of Section 57(n)(1)(B) of the 1940 Act. In the event the awards as calculated exceed that amount, the awards will be reduced pro rata.

The 2002 Plan may be modified, amended or terminated by the Compensation Committee at any time. Notwithstanding the foregoing, the grandfathered participations may not be further modified. Nothing in the 2002 Plan will preclude the Compensation Committee from naming additional participants in the 2002 Plan or, except for grandfathered participations, changing the Award Percentage of any Participant (subject to the overall percentage limitations contained in the 2002 Plan). Currently, under the 2002 Plan, the distribution amounts for non-grandfathered investments for each officer and employee are: Charles E. Harris, 7.790%; Mel P. Melsheimer, 3.733%; Douglas W. Jamison, 3.5%; Daniel V. Leff, 3.0%; Helene B. Shavin, 1.524%; and Jacqueline M. Matthews, 0.453%, which together equal 20%. In one case, for a former employee who left other than due to termination for cause, any amount earned will be accrued and may subsequently be paid to the participant.

The grandfathered participations are set forth below:

	Grandfathered Participations	
Name of Officer/Employee	**Non-Tiny Technology (%)**	**Tiny Technology (%)**
Charles E. Harris	12.41100	10.34250
Mel P. Melsheimer	3.80970	3.17475
Helene B. Shavin	1.37160	1.14300
Jacqueline M. Matthews	0.40770	0.33975
TOTAL	18.00000	15.00000

Accordingly, an additional 2% of Qualifying Income with respect to grandfathered Non-Tiny Technology Investments, 5% of Qualifying Income with respect to grandfathered Tiny Technology Investments and the full 20% of Qualifying Income with respect to non-grandfathered investments are available for allocation and reallocation from year to year. Currently, Douglas W. Jamison and Daniel V. Leff are each allocated 0.80% of the Non-Tiny Technology Grandfathered Participations and 2% of the Tiny Technology Grandfathered Participations.

During 2003, we made no accrual for profit sharing. At June 30, 2004, we have no accrual for profit sharing.

NOTE 4. CAPITAL TRANSACTIONS

In 1998, the Board of Directors approved that effective January 1, 1998, 50% of all Directors' fees be used to purchase our common stock from us. However, effective March 1, 1999, the Board of Directors approved that Directors may purchase our common stock in the open market, rather than from us.

Since 1998, we have repurchased a total of 1,859,047 of our shares for a total of $3,496,388, including commissions and expenses, at an average price of $1.88 per share. These treasury shares were reduced by the purchases made by the Directors. On July 23, 2002, because of our strategic decision to invest in tiny technology, the Board of Directors reaffirmed its commitment not to authorize the purchase of additional shares of stock in the foreseeable future.

On July 8, 2002, we filed a final prospectus under Rule 497 of the Securities Act of 1933 with the SEC for the issuance of transferable rights to our shareholders. The rights allowed the shareholders to subscribe for a maximum of 2,954,743 new shares of our common stock, of which 2,634,614 new shares were subscribed for pursuant to the rights offering. The actual amount of gross proceeds raised upon completion of the offer was $5,927,882; net proceeds were $5,643,470, after expenses of $284,412. We have invested all of the net proceeds raised from the offering in accordance with our investment objectives and policies.

On December 24, 2003, we filed a final prospectus, under Rule 497 of the Securities Act of 1933 with the SEC, for issuance of 2,000,000 shares of our common stock plus 300,000 additional shares if the underwriter exercised its over-allotment option. All of the 2,300,000 shares were sold. The actual amount of net proceeds raised upon completion of the offering was $17,296,000; net proceeds of the offering, less offering costs of $664,038, were $16,631,962. We intend to use the net proceeds of the offering, less offering costs, to make new investments in tiny technology as well as follow-on investments in our existing venture capital investments, and for working capital. For these purposes, from the completion of the offering through June 30, 2004, we have used $11,449,085 of the $16,631,962.

On February 17, 2004, we filed a registration statement with the Securities and Exchange Commission, on Form N-2, with respect to 3,000,000 shares of our Common Stock to be sold at prices and on terms to be set forth in one or more supplements to the prospectus from time to time. On May 24, 2004, we filed an amendment to this registration statement to increase the size of the proposed registration from 3,000,000 to 7,000,000 shares. On June 30, 2004, we priced a follow-on public offering of 3,000,000 shares of our common stock, plus 450,000 additional shares of our common stock to cover over-allotments. All of the 3,450,000 shares were sold. The actual amount of net proceeds raised upon completion of the offering on July 7, 2004, was $36,501,000; net proceeds of the offering, less estimated offering costs of $368,850, were $36,132,150. We intend to use the net proceeds of the offering, less offering costs, to make new investments in tiny technology as well as follow-on investments in our existing venture capital investments, and for working capital. The remaining 3,550,000 shares may be sold at prices and on terms to be set forth in one or more supplements to the prospectus from time to time.

As of December 31, 2003, there are no distributable earnings. The difference between the book basis and tax basis components of distributable earnings is primarily attributed to Built-In Gains existing at the time of our qualification as a RIC (see Note 6. “Income Taxes”), nondeductible deferred compensation and net operating losses.

Beginning with the Consolidated Statements of Assets and Liabilities at December 31, 2003, additional paid-in capital and common stock warrants have been combined and are reported as additional paid-in capital. There have been no common stock warrants outstanding since March 2000.

NOTE 5. EMPLOYEE BENEFITS

On October 19, 1999, Charles E. Harris signed an Employment Agreement with us (disclosed in a Form 8-K filed on October 27, 1999) (the "Employment Agreement"), which superseded an employment agreement that was about to expire on December 31, 1999. The Employment Agreement shall terminate on December 31, 2004 ("Term") subject to either an earlier termination or an extension in accordance with the terms; on January 1, 2000 and on each day thereafter, the Term extends automatically by one day unless at any time we or Mr. Harris, by written notice, decide not to extend the Term, in which case the Term will expire five years from the date of the written notice.

During the period of employment, Mr. Harris shall serve as our Chairman and Chief Executive Officer; be responsible for the general management of our affairs and all our subsidiaries, reporting directly to our Board of Directors; serve as a member of the Board for the period of which he is and shall from time to time be elected or reelected; and serve, if elected, as our President and as an officer and director of any subsidiary or affiliate of us.

Mr. Harris is to receive compensation under his Employment Agreement in the form of base salary of $208,315 for 2000, with automatic yearly adjustments to reflect inflation. In addition, the Board may increase such salary, and consequently decrease it, but not below the level provided for by the automatic adjustments described above. Mr. Harris is also entitled to participate in our Profit-Sharing Plan as well as in all compensation or employee benefit plans or programs, and to receive all benefits, perquisites, and emoluments for which salaried employees are eligible. Under the Employment Agreement, we will furnish Mr. Harris with certain perquisites which include a company car, membership in certain clubs and up to a $5,000 annual reimbursement for personal, financial or tax advice.

The Employment Agreement provides Mr. Harris with life insurance for the benefit of his designated beneficiaries in the amount of $2,000,000; provides reimbursement for uninsured medical expenses, not to exceed $10,000 per annum, adjusted for inflation, over the period of the contract; provides Mr. Harris and his spouse with long-term care insurance; and with disability insurance in the amount of 100% of his base salary. These benefits are for the term of the Employment Agreement.

The Employment Agreement provides for us to adopt a supplemental executive retirement plan (the "SERP") for the benefit of Mr. Harris. Under the SERP, we will cause an amount equal to one-twelfth of Mr. Harris's current annual salary to be credited each month (a "Monthly Credit") to a special account maintained for this purpose on our books for the benefit of Mr. Harris (the "SERP Account"). The amounts credited to the SERP Account will be deemed invested or reinvested in such mutual funds or U.S. Government securities as determined by Mr. Harris. The SERP Account will be credited and debited to reflect the deemed investment returns, losses and expenses attributed to such deemed investments and reinvestments. Mr. Harris's benefit under the SERP will equal the balance in the SERP Account and such benefit will always be 100% vested (i.e., not forfeitable). Mr. Harris will determine the form and timing of the distribution of the balance in the SERP Account; provided, however, in the event of the termination of his employment, the balance in the SERP Account will be distributed to Mr. Harris or his beneficiary, as the case may be, in a lump-sum payment within 30 days of such termination. We will establish a rabbi trust for the purpose of accumulating funds to satisfy the obligations incurred by us under the SERP. The restricted funds for the SERP Plan total $1,321,216 at June 30, 2004. Mr. Harris's rights to benefits pursuant to this SERP will be no greater than those of a general creditor of us.

The Employment Agreement provides severance pay in the event of termination without cause or by constructive discharge and also provides for certain death benefits payable to the surviving spouse equal to the executive's base salary for a period of two years.

In addition, Mr. Harris is entitled to receive severance pay pursuant to the severance compensation agreement that he entered into with us, effective August 15, 1990. The severance compensation agreement provides that if, following a change in our control, as defined in the agreement, such individual's employment is terminated by us without cause or by the executive within one year of such change in control, the individual shall be entitled to receive compensation in a lump sum payment equal to 2.99 times the individual's average annualized compensation and payment of other welfare benefits. If Mr. Harris's termination is without cause or is a constructive discharge, the amount payable under the Employment Agreement will be reduced by the amounts paid pursuant to the severance compensation agreement.

As of January 1, 1989, we adopted an employee benefits program covering substantially all of our employees under a 401(k) Plan and Trust Agreement. As of January 1, 1999, we adopted the Harris & Harris Pension Plan and Trust, a money purchase plan which would allow us to stay compliant with the 401(k) top-heavy regulations and deduction limitation regulations. In 2001, Congress enacted the Economic Growth and Tax Relief Reconciliation Act of 2001 which has increased the deduction limits for plans such as the 401(k) Plan. This Act eliminates the need for us to maintain two separate plans. Effective December 31, 2001, the Pension Plan merged into the 401(k) Plan, with the 401(k) Plan being the surviving plan. Contributions to the plan are at our discretion.

On June 30, 1994, we adopted a plan to provide medical and dental insurance for retirees, their spouses and dependents who, at the time of their retirement, have ten 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. On February 10, 1997, we amended this plan to include employees who "have seven full years of service and have attained 58 years of age." The coverage is secondary to any government provided 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. Based upon actuarial estimates, we provided an original reserve of $176,520 that was charged to operations for the period ending June 30, 1994. As of June 30, 2004, we had a reserve of $578,965 for the plan. Recent changes to the Medicare program may affect our costs under this plan. In accordance with FASB Staff Position 106-1, our estimates of the obligation under this standard do not reflect these changes. Specific authoritative guidance regarding these changes is pending and when issued, could require us to change previously reported information.

We are making the following disclosures about our plan to provide medical and dental insurance for retirees.

Reconciliation of Accumulated
Postretirement Benefit Obligations

Projected accumulated postretirement benefit obligation at January 1, 2004	$525,288
Service cost	31,976
Interest cost	15,696
Projected accumulated postretirement benefit obligation at June 30, 2004	$572,960

On March 20, 2003, in order to begin planning for eventual management succession, the Board of Directors voted to establish a mandatory retirement plan for individuals who are employed by us in a bona fide executive or high policy-making position. There are currently two such individuals, the Chairman and CEO, and the President and COO. Under this plan, mandatory retirement will take place effective December 31 of the year in which the eligible individuals attain the age of 65. On an annual basis beginning in the year in which the designated individual attains the age of 65, a committee of the Board consisting of non-interested directors may determine to postpone the mandatory retirement date for that individual for one additional year for our benefit.

Under applicable law prohibiting discrimination in employment on the basis of age, we can impose a mandatory retirement age of 65 for our executives or employees in high policy-making positions only if each employee subject to the mandatory retirement age is entitled to an immediate retirement benefit at retirement age of at least $44,000 per year. The benefits payable at retirement to Charles E. Harris, our Chairman and Chief Executive Officer, and Mel P. Melsheimer, our President, Chief Operating Officer and Chief Financial Officer, under our existing retirement plans do not equal this threshold. Mr. Harris has offered, for our benefit, to waive his right to exclude certain other benefits from this calculation, which makes it unlikely that any provision will have to be made for him in order for us to comply with this threshold requirement. For Mr. Melsheimer, however, a new plan was established to provide him with the difference between the benefit required under the age discrimination laws and that provided under our existing plans. The expense to us of providing the benefit under this new plan is currently estimated to be $450,000. This benefit will be unfunded, and the expense is being amortized over the fiscal periods through the year ended December 31, 2004.

NOTE 6. INCOME TAXES

Provided that a proper election is made, a corporation taxable under Subchapter C of the Internal Revenue Code (a “C Corporation”) that elects to qualify as a RIC continues to be taxable as a C Corporation on any gains realized within 10 years of its qualification as a RIC (the “Inclusion Period”) from sales of assets that were held by the corporation on the effective date of the RIC election (“C Corporation Assets”), to the extent of any gain built into the assets on such date (“Built-In Gain”). (If the corporation fails to make a proper election, it is taxable on its Built-In Gain as of the effective date of its RIC election.) We had Built-In Gains at the time of our qualification as a RIC and made the election to be taxed on any Built-In Gain realized during the Inclusion Period. Prior to 1999, we incurred ordinary and capital losses from operations. After our election of RIC status, those losses remained available to be carried forward to subsequent taxable years. We have previously used loss carryforwards to offset Built-In Gains. As of January 1, 2004, we had $501,640 of pre-1999 loss carryforwards remaining and $4,663,457 of unrealized Built-In Gains remaining.

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.

We pay federal, state and local taxes on behalf of our wholly owned subsidiary, Harris & Harris Enterprises, Inc., which is taxed as a C Corporation.

For the three and six months ended June 30, 2004, and 2003, our income tax provision was allocated among various types of realized and unrealized gain or loss as follows:

	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003	Six Months Ended June 30, 2004	Six Months Ended June 30,2003
Net operating loss	$ 0	$ 0	$ 0	$ 0
Net realized gain (loss) on investments.....................	1,112	14,349	7,908	17,322
Net increase in unrealized appreciation on investments	0	0	0	0
Total income tax (benefit) provision	$ 1,112	$ 14,349	$ 7,908	$ 17,322

The above tax (benefit) provision consists of the following:

Current	$ 1,112	$ 14,349	$ 7,908	$ 17,322
Deferred -- Federal....................	0	0	0	0
Total income tax provision.........	$ 1,112	$ 14,349	$ 7,908	$ 17,322

The Company's net deferred tax liability at June 30, 2004, and December 31, 2003, consists of the following:

	June 30, 2004	**December 31, 2003**
Tax on unrealized appreciation on investments	$ 844,918	$ 844,918
Net operating loss and capital carryforward	(175,574)	(175,574)
Net deferred income tax liability	$ 669,344	$ 669,344

NOTE 7. COMMITMENTS

During 1993, we signed a 10-year lease for office space, which lease expired on July 31, 2003. On April 17, 2003, we signed a seven-year sublease for office space at 111 West 57th Street in New York City to replace the expired lease. Total rent expense was $200,711 for 2003. Future minimum sublease payments in each of the following years are: 2004 -- $134,816; 2005 -- $138,187; 2006 -- $141,641; 2007 -- $145,182; 2008 -- $148,811; and thereafter, for the remaining term -- $203,571.

NOTE 8. ASSET ACCOUNT LINE OF CREDIT

On November 19, 2001, we established an asset account line of credit. The asset account line of credit is secured by government and government agency securities. Under the asset account line of credit, we may borrow up to 95% of the current value of the government and government agency securities with which we secure the line. Our available line of credit at June 30, 2004, was $14,853,503. Our outstanding balance under the asset account line of credit at June 30, 2004, and June 30, 2003, was $0 and $7,983,520, respectively. The asset account line of credit bears interest at a rate of the Broker Call Rate plus 50 basis points.

NOTE 9. SUBSEQUENT EVENTS

On July 7, 2004, we closed on our June 30, 2004, offering of 3,000,000 common shares plus 450,000 additional shares of common stock for over-allotments. All of the 3,450,000 shares were sold. The actual amount of net proceeds raised upon completion of the offering was $36,501,000; net proceeds of the offering, less estimated offering costs of $368,850, were $36,132,150.

On July 8, 2004, we made a $401,536 follow-on investment in the form of a Convertible Bridge Note of a privately held portfolio company.

On July 20, 2004, we made an $887,500 follow-on equity investment in NanoOpto Corporation.

On July 21, 2004, we made a $75,670 follow-on investment in the form of a Secured Convertible Bridge Note of a privately held portfolio company.

On July 27, 2004, NeuroMetrix, Inc., closed on its initial public offering. All of our preferred stock was converted into 1,137,570 shares of common stock, that are subject to a 180-day lock-up.

NOTE 10. OTHER

We have a total of $255,486 of funds in escrow as a result of the merger of NanoGram Devices Corporation and a wholly owned subsidiary of Wilson Greatbatch Technologies, Inc. The funds are being held for one year, in an interest-bearing escrow account, to secure the indemnification obligations of the former stockholders of NanoGram Devices Corporation. We set up a reserve of 100% of the $255,486.

NOTE 11. INTERIM FINANCIAL STATEMENTS

Our interim financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, they do not include all information and disclosures necessary for a presentation of our financial position, results of operations and cash flows in conformity with generally accepted accounting principles in the United States of America. In the opinion of management, these financial statements reflect all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of our financial position, results of operations and cash flows for such periods. The results of operations for any interim period are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

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

The information contained in this section should be read in conjunction with our June 30, 2004, Consolidated Financial Statements, and our year-end 2003 Consolidated Financial Statements and the Notes thereto.

Background and Overview

We incorporated under the laws of the state of New York in August 1981. In 1983, we completed an initial public offering and invested $406,936 in Otisville BioTech, Inc. ("Otisville"), which also completed an initial public offering later that year. In 1984, Charles E. Harris purchased a controlling interest in us, thereby also becoming the control person in Otisville. We then divested our other assets and became a financial services company, with the investment in Otisville as the initial focus of our business activity. We hired new management for Otisville, and Otisville acquired new technology targeting the development of a human blood substitute.

By 1988, we operated two insurance brokerages and a trust company as wholly-owned subsidiaries. In 1989, Otisville changed its name to Alliance Pharmaceutical Corporation ("Alliance"), and by 1990, we had completed selling our $406,936 investment in Alliance for total proceeds of $3,923,559.

In 1992, we sold our insurance brokerage and trust company subsidiaries to their respective managements and 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 business development company subject to the provisions of Sections 55 through 65 of the 1940 Act. Throughout our corporate history, we have made early-stage venture capital investments in a variety of industries. In 1994, we made our first nanotechnology investment. Since August 2001, we have made initial investments exclusively in tiny technology, including our last 16 initial investments.

Since our investment in Otisville in 1983, we have made a total of 58 venture capital investments, including four private investments in public equities. We have sold 38 of these 58 investments, realizing total proceeds of $108,159,142 on our invested capital of $40,094,851. Seventeen of these 38 investments were profitable. As measured from first dollar in to last dollar out, the average and median holding periods for these 38 investments were 3.5 years and 3.2 years, respectively. As measured from investment in to investment out, the average and median holding periods for the 122 separate investment tranches were 2.8 years and 2.4 years, respectively. At June 30, 2004, we valued the 20 venture capital investments remaining in our portfolio at $22,830,783, or 58.1% of our net assets, net of unrealized depreciation of $2,827,941. At June 30, 2004, from first dollar in, the average and median holding periods for our 20 current venture capital investments are 2.9 years and 2.1 years, respectively.

We have invested a substantial portion of our assets in private, development stage or start-up companies. These private 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. At June 30, 2004, $22,830,783, or 58.1%, of our net assets, consisted of venture capital investments at fair value, net of unrealized depreciation of $2,827,941. At December 31, 2003, $15,106,576, or 37.1% of our net assets, consisted of venture capital investments at fair value, of which net unrealized depreciation was $2,375,303. At December 31, 2002, $12,036,077, or 44.2%, of our net assets consisted of venture capital investments at fair value, of which net unrealized appreciation was $2,718,389.

Because none of our current venture capital investments have readily available market values, we value our investments each quarter at fair value, as determined in good faith by our Valuation Committee, 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.")

We have broad discretion in the investment of our capital. However, we invest primarily in illiquid equity securities of private companies. Generally, these investments take the form of preferred stock, are subject to restrictions on resale and have no established trading market. Our principal objective is to achieve long-term capital appreciation. Therefore, a significant portion of our investment portfolio provides little or no income in the form of dividends or interest. We do earn interest income from fixed-income securities, including U.S. government and government agency obligations. The amount of interest income we earn varies with the average balance of our fixed-income portfolio and the average yield on this portfolio and is not expected to be material to our results of operations.

General business and capital markets conditions in 2003 were adverse for the venture capital industry. There were few opportunities to take venture capital-backed companies public or sell them to established companies. During this period, it was difficult to finance venture capital-backed companies privately and in general, for venture capital funds themselves to raise capital. General business and capital markets conditions in the first half of 2004 improved for the venture capital industry from those prevailing in 2003, then began deteriorating again through the date of this filing.

We present the financial results of our operations utilizing accounting principles generally accepted in the United States 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.

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

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

Results of Operations

Three months ended June 30, 2004, as compared to the three months ended June 30, 2003

We had a net decrease in net assets resulting from operations of $2,237,037 and $544,709 in the three months ended June 30, 2004, and June 30, 2003, respectively.

Investment Income and Expenses:

We had net operating losses of $774,584 and $726,989, for the three months ended June 30, 2004, and June 30, 2003, respectively.

Operating expenses were $853,815 and $777,553, for the three months ended June 30, 2004, and June 30, 2003, respectively. In the three months ended June 30, 2004, versus the three months ended June 30, 2003, salaries and benefits increased by $133,404, or 36.9%, primarily as a result of an additional employee and a change in accruing expenses for our retiree medical benefits plan from annually to quarterly. Professional fees decreased by $71,258, or 47.5% primarily as a result of the work performed by the additional employee.

Realized Gains and Losses on Portfolio Securities:

During the three months ended June 30, 2004, and June 30, 2003, we realized gains of $2,580 and $28,140, respectively.

Unrealized Appreciation and Depreciation of Portfolio Securities:

Net unrealized depreciation on investments increased by $1,463,921, or 91.9%, during the three months ended June 30, 2004, from $1,592,929 at March 31, 2004, to $3,056,850 at June 30, 2004.

During the three months ended June 30, 2004, we recorded a net increase of $1,264,290 in unrealized depreciation of our venture capital investments, primarily owing to increases in unrealized depreciation of Nanotechnologies, Inc., and Optiva, Inc., of $638,840 and $625,000, respectively.

Six Months ended June 30, 2004, as compared to the six months ended June 30, 2003

We had net decreases in net assets resulting from operations of $1,416,522 and $1,759,836, in the six months ended June 30, 2004, and June 30, 2003, respectively.

Investment Income and Expenses:

We had net operating losses of $1,524,449 and $1,311,449, for the six months ended June 30, 2004, and June 30, 2003, respectively. In the six months ended June 30, 2004, our net operating loss reflected an increase to expenses primarily related to increases in salaries and benefits and in administration and operations, offset by decreases in professional fees and rent expense.

Operating expenses were $1,660,216 and $1,426,689 for the six months ended June 30, 2004, and June 30, 2003, respectively. Salaries and benefits increased by $241,283, or 33.3%, primarily as a result of the addition of an employee and increases in salary and benefits for existing employees. Administration and operations increased by $107,373, or 45%, primarily as a result of an increase in travel and entertainment expenses for due diligence work on potential portfolio companies, and the cost of the preparation of our proxy statement, offset by decreases in professional fees and rent expense.

Realized Gains and Losses on Portfolio Securities:

During the six months ended June 30, 2004, and June 30, 2003, we realized gains of $795,969 and $28,572, respectively.

During the six months ended June 30, 2004, our realized net gains of $795,969 consisted primarily of a realized gain of $1,681,259, resulting form the sale of our investment in NanoGram Devices Corporation, offset by a realized loss of $915,108 resulting from the sale of our shares of Series D Convertible Preferred Stock in NeoPhotonics Corporation.

During the six months ended June 30, 2003, we neither sold nor liquidated any venture capital investments.

Unrealized Appreciation and Depreciation of Portfolio Securities:

Net unrealized depreciation on investments increased by $680,134, or 28.6%, during the six months ended June 30, 2004, from $2,376,716 at December 31, 2003, to $3,056,850 at June 30, 2004.

During the six months ended June 30, 2004, we recorded a net increase of $452,638 in unrealized depreciation of our venture capital investments, primarily as a result of an increase in unrealized depreciation of Nanotechnologies, Inc., of $638,840 and Optiva, Inc., of $625,000, offset by the realization of the loss of $915,108 on the sale of our shares of Series D Convertible Preferred stock in NeoPhotonics Corporation.

Financial Condition

Six Months ended June 30, 2004

Our total assets and net assets were $42,342,430 and $39,266,216, respectively, at June 30, 2004, compared with $44,115,128 and $40,682,738 at December 31, 2003.

Net asset value per share ("NAV") was $2.85 at June 30, 2004, versus $2.95 at December 31, 2003. Our shares outstanding remained unchanged during the six months ended June 30, 2004.

The increase in the value of our venture capital investments, from $15,106,576 at December 31, 2003, to $22,830,783 at June 30, 2004, resulted primarily from four new venture capital investments and seven follow-on investments, partially offset by a net decrease in the net value of our previous venture capital investments, reflecting in large part the sale of NanoGram Devices.

The decrease in the value of our investment in U.S. government and government obligations, from $27,120,486 at December 31, 2003, to $17,470,735 at June 30, 2004, resulted primarily from our use of sales of those obligations for four new venture capital investments and seven follow-on investments, as well as for working capital.

The following table is a summary of additions to our portfolio of venture capital investments during the six months ended June 30, 2004:

New Investment	Amount
CSwitch, Inc.	$1,000,000
Molecular Imprints, Inc.	$2,000,000
NeoPhotonics Corporation	$1,937,092
Starfire Systems, Inc.	$ 250,000
Follow-on Investment	
Agile Materials & Technologies, Inc.	$ 225,602
Continuum Photonics, Inc.	$ 839,000
Experion Systems, Inc.	$ 121,262
NanoGram Corporation	$1,000,000
NanoOpto Corporation	$ 612,500
Nanopharma Corp.	$ 150,000
NeuroMetrix, Inc.	$1,749,999
Total	$9,885,455

The following tables summarize the fair values of our portfolios of venture capital investments and U.S. Government and Agency Obligations, as compared with their cost, at June 30, 2004, December 31, 2003, and December 31, 2002:

	June 30, 2004	December 31, 2003	2002
Venture capital investments, at cost	$25,658,724	$17,481,879	$14,754,466
Unrealized depreciation(1)	2,827,941	2,375,303	2,718,389
Venture capital investments, at fair value	**$22,830,783**	**$15,106,576**	**$12,036,077**

	March 31, 2004	December 31, 2003	2002
U.S. Government and Agency Obligations, at cost	$17,699,644	$27,121,899	$15,452,469
Unrealized depreciation(1)	228,909	1,413	1,724
U.S. Government and Agency Obligations, at fair value	**$17,470,735**	**$27,120,486**	**$15,450,745**

(1)At June 30, 2004, December 31, 2003, and December 31, 2002, the accumulated unrealized depreciation on investments, including deferred taxes, was $3,901,768, $3,221,635 and $3,565,032, respectively.

The following table summarizes the fair value composition of our venture capital investment portfolio at June 30, 2004, December 31, 2003, and December 31, 2002:

Category	June 30, 2004	December 31, 2003	2002
Tiny Technology	65.8%	60.7%	49.0%
Other Venture Capital Investments	34.2%	39.3%	51.0%
Total Venture Capital Investments	**100.0%**	**100.0%**	**100.0%**

Liquidity and Capital Resources

Our primary sources of liquidity are cash, receivables and freely marketable securities, net of short-term indebtedness. Our secondary sources of liquidity are restricted securities of companies that are publicly traded. As of June 30, 2004, we do not have restricted securities of companies that are publicly traded, and we had none in 2003.

Six Months ended June 30, 2004

At June 30, 2004, and December 31, 2003, our total net primary liquidity was $17,831,771 and $27,563,886, respectively.

The decrease in our primary source of liquidity from December 31, 2003, to June 30, 2004, is primarily owing to the receipt of the proceeds from the sale of our investment in NanoGram Devices Corporation offset by our investments in Agile Materials & Technologies, Inc., Continuum Photonics, Inc., CSwitch, Inc., Experion Systems, Inc., Molecular Imprints, Inc., NanoGram Corporation, NanoOpto Corporation, Nanopharma Corp., NeoPhotonics Corporation, NeuroMetrix, Inc., and Starfire Systems, Inc., and use of funds for net operating expenses.

Critical Accounting Policies

Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex or subjective judgments. Our critical accounting policies are those applicable to the valuation of investments.

Valuation of Portfolio Investments

As a business development company, we invest primarily in illiquid securities, including debt and equity securities of private companies. The investments are generally subject to restrictions on resale and generally have no established trading market. We value substantially all of our equity investments at fair value as determined in good faith by our Valuation Committee. The Valuation Committee, comprised of at least three or more independent Board members, reviews and approves the valuation of our investments within the guidelines established by the Board of Directors. Fair value is generally defined as the amount that an investment could be sold for in an orderly disposition over a reasonable time. Generally, to increase objectivity in valuing our assets, external measures of value, such as public markets or third party transactions, are utilized whenever possible. Valuation is not based on long-term work-out value, nor immediate liquidation value, nor incremental value for potential changes that may take place in the future.

Recent Developments

On July 7, 2004, we closed on our June 30, 2004, offering of 3,000,000 common shares plus 450,000 additional shares of common stock for over-allotments. All of the 3,450,000 shares were sold. The actual amount of net proceeds raised upon completion of the offering was $36,501,000; net proceeds of the offering, less estimated offering costs of $368,850, were $36,132,150.

On July 8, 2004, we made a $401,536 follow-on investment in the form of a Convertible Bridge Note of a privately held portfolio company.

On July 20, 2004, we made an $887,500 follow-on equity investment in NanoOpto Corporation.

On July 21, 2004, we made a $75,670 follow-on investment in the form of a Secured Convertible Bridge Note of a privately held portfolio company.

On July 27, 2004, NeuroMetrix, Inc., closed on its initial public offering. All of our preferred stock was converted into 1,137,570 shares of common stock that are subject to a 180-day lock-up. On August 10, 2004, the closing price of NeuroMetrix common stock was $7.85 per share on the Nasdaq National market.

RISK FACTORS

Investing in our common stock involves a number of significant risks relating to our business and investment objective. You should carefully consider the risks and uncertainties described below before you purchase any 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.

Investing in small, private companies involves a high degree of risk and is highly speculative.

We have invested a substantial portion of our assets in privately held development stage or start-up companies. These businesses tend to lack management depth, to have limited or no history of operations and to have not attained profitability. Tiny technology companies 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.

We may invest in companies working with technologies or intellectual property that currently have few or no proven commercial applications.

Nanotechnology, in particular, is a developing area of technology, of which much of the future commercial value is unknown, difficult to estimate and subject to widely varying interpretations. There are as of yet relatively few nanotechnology products commercially available. The timing of additional future commercially available nanotechnology products is highly uncertain.

Our portfolio companies working with tiny technology may be particularly susceptible to intellectual property litigation.

Research and commercialization efforts in tiny technology are being undertaken by a wide variety of government, academic and private corporate entities. As additional commercially viable applications of tiny technology begin to emerge, ownership of intellectual property on which these products are based may be contested. Any litigation over the ownership of, or rights to, any of our portfolio companies' technologies or products would have a material adverse affect on those companies' values and may have a material adverse effect on the value of our common stock.

Our portfolio companies may not successfully market their products.

Even if our portfolio companies are able to develop commercially viable products, the market for new products and services is highly competitive, rapidly changing and especially sensitive to adverse general economic conditions. Commercial success is difficult to predict, and the marketing efforts of our portfolio companies may not be successful.

Unfavorable economic conditions could result in the inability of our portfolio companies to access additional capital, leading to financial losses in our portfolio.

Most of the companies in which we have made or will make investments are susceptible to economic slowdowns or recessions. An economic slowdown or adverse capital or credit market conditions may affect the ability of a company in our portfolio to raise additional capital from venture capital or other sources or to engage in a liquidity event such as an initial public offering or merger. These conditions may lead to financial losses in our portfolio, which could have a material adverse effect on the value of our common stock.

The value of our portfolio and the value of our common stock could be adversely affected if the technologies utilized by our portfolio companies are found to cause health or environmental risks.

Our portfolio companies work with new technologies, which could have potential environmental and health impacts. Tiny technology in general and nanotechnology in particular are currently the subject of health and environmental impact research. If health or environmental concerns about tiny technology or nanotechnology were to arise, our portfolio companies may incur additional research, legal and regulatory expenses, might have difficulty raising capital or could be forced out of business. Such adverse health and environmental effects would have an adverse effect on the value of our portfolio and on the value of our common stock.

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 or equity-linked securities acquired directly from small companies. These equity securities are generally subject to restrictions on resale or otherwise have no established trading market. The illiquidity of most of our portfolio of equity 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.

Unfavorable economic conditions could impair our ability to engage in liquidity events.

Our business of making private equity investments and positioning our portfolio companies for liquidity events may be adversely affected by current and future capital markets and economic conditions. The public equity markets currently provide less opportunity for liquidity events than at times in the past when there was more robust demand for initial public offerings, even for more mature technology companies than those in which we typically invest. The potential for public market liquidity could further decrease and could lead to an inability to realize potential gains or could lead to financial losses in our portfolio and a decrease in our revenues, net income and assets. Recent government reforms affecting stock markets, investment banks and securities research practices may make it more difficult for privately held companies to complete successful initial public offerings of their equity securities. Slowdowns in initial public offerings may also have an adverse effect on the frequency and valuations of acquisitions of privately held companies. The lack of opportunities to sell investments in privately held companies also has an adverse effect on the ability of these companies to raise capital from private sources.

Even if our portfolio companies complete initial public offerings, the returns on our investments may be uncertain.

When companies in which we have invested as private entities complete initial public offerings 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 which prohibit us from selling our investment into the public market for specified periods of time after initial public offerings. The market price of securities that we hold may decline substantially before we are able to sell these securities. Most initial public offerings of technology companies are listed on the Nasdaq National Market. Recent government reforms of the Nasdaq National Market 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.

Risks related to our company.

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 equity securities in which we invest. Pursuant to the requirements of the Investment Company Act of 1940, which we refer to as the 1940 Act, we value substantially all of the equity securities in our portfolio at fair value as determined in good faith by the Valuation Committee of our Board of Directors within the guidelines established by the Board of Directors. As a result, 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 the underlying portfolio company has appreciated in value. 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 a ready market existed for the investments, and the difference could be material. Any changes in fair value are recorded in our consolidated statements of operations as a change in the "Net (decrease) increase in unrealized appreciation on investments."

Because we are a non-diversified company with a relatively concentrated portfolio, the value of our business is subject to greater volatility than the value of companies with more broadly diversified investments.

As a result of being able to invest all of our assets in the securities of a small number of issuers, we are classified as a non-diversified company. We may be more vulnerable to events affecting a single issuer or industry and therefore subject to greater volatility than a company whose investments are more broadly diversified. Accordingly, an investment in our common stock may present greater risk to you than an investment in a diversified company.

We may be obligated to pay substantial amounts under our profit sharing plan.

Our employee profit-sharing plan requires us to distribute to our officers and employees 20% of any net after-tax realized income as reflected on our consolidated statements of operations for that year, less any non-qualifying gain. These distributions may have a significant effect on the amount of distributions made to our shareholders, if any.

Approximately 30% of the net asset value attributable to our venture capital investment portfolio, or 17% of our net asset value, as of June 30, 2004, is concentrated in one company, NeuroMetrix, Inc., which is not a tiny technology company.

At June 30, 2004, we valued our investment in NeuroMetrix, Inc., which is not a tiny technology company, at $6,825,426, which represents 29.90% of the net asset value attributable to our venture capital investment portfolio, or 17.38% of our net asset value. Any downturn in the business outlook of NeuroMetrix, Inc., or any failure of the products of NeuroMetrix, Inc., to receive widespread acceptance in the marketplace, would have a significant effect on our specific investment in NeuroMetrix, Inc., and the overall value of our portfolio.

Approximately 34% of the net asset value attributable to our venture capital investment portfolio, or 20% of our net asset value, as of June 30, 2004, is not invested in tiny technology.

Although all 16 of our investments added since August 2001 have been in tiny technology companies and although we consider 15 of the companies in our venture capital investment portfolio to be tiny technology companies, at June 30, 2004, only 65.80% of the net asset value attributable to our venture capital investment portfolio, or 38.26% of our net asset value, was invested in tiny technology companies, which may limit our ability to achieve our investment objective.

We are dependent upon key management personnel for future success.

We are dependent for the selection, structuring, closing and monitoring of our investments on the diligence and skill of our senior management and other key advisers. We utilize lawyers and outside consultants, including two of our directors, Dr. Kelly S. Kirkpatrick and 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, and particularly depends on our Chairman and Chief Executive Officer, Charles E. Harris. The departure of any of our executive officers, key employees or 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 President, Chief Operating Officer and Chief Financial Officer, Mel P. Melsheimer, is scheduled to retire on December 31, 2004, pursuant to the Mandatory Retirement Plan. We could be adversely affected by his retirement.

We will need to hire additional employees as the size of our portfolio increases.

We anticipate that it will be necessary for us to add investment professionals with expertise in venture capital and/or tiny technology to accommodate the increasing size of our portfolio. We may need to provide additional scientific, business or investment training for our hires. There is competition for highly qualified personnel, and we may not be successful in our efforts to recruit and retain highly qualified personnel.

The market for venture capital investments, including tiny technology investments, is highly competitive.

We face substantial competition in our investing activities from many competitors, including but not limited to: private venture capital funds; investment affiliates of large industrial, technology, service and financial companies; small business investment companies; wealthy individuals; and foreign investors. Our most significant competitors typically have significantly greater financial resources than we do. Many sources of funding compete for a small number of attractive investment opportunities. Hence, we face substantial competition in sourcing good investment opportunities on terms of investment that are commercially attractive.

In addition to the difficulty of finding attractive investment opportunities, our status as a regulated business development company may hinder our ability to participate in investment opportunities or to protect the value of existing investments.

We are required to disclose on a quarterly basis the names and business descriptions of our portfolio companies and the value of any portfolio securities. Most of our competitors are not subject to these disclosure requirements. Our obligation to disclose this information could hinder our ability to invest in some portfolio companies. Additionally, other current and future regulations may make us less attractive as a potential investor than a competitor not subject to the same regulations.

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. Recently, "pay to play" provisions 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 or to prevent preferred shares from being converted to common shares.

We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. We have the discretion to make any follow-on investments, subject to the availability of capital resources. The failure to make follow-on investments 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. 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 business development company 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 risk is that 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 business development company that uses 33% leverage (that is, $50 of leverage per $100 of common equity) will show a 1.5% increase or decline in net asset value for each 1% 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. 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 may 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% 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 may 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 regulated investment company, or RIC, under the tax Code, which would in most circumstances be materially adverse to the holders of our common shares.

We are authorized to issue preferred stock, which would convey special rights and privileges to its owners.

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 may, 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. These effects, among others, could have an adverse effect on your investment in our common stock.

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

We currently qualify as a RIC for 2003 under the tax 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, to the extend that we had unrealized gains, we would have to establish reserves for taxes, which would reduce our net asset value, net of a reduction in the reserve for employee profit sharing, accordingly. To the extent that we, as a RIC, were to decide to make a deemed distribution of net realized capital gains and retain the net realized capital gains, we would have to establish appropriate reserves for taxes upon making that decision.

We operate in a regulated environment.

We are subject to substantive SEC regulations as a business development company. 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. Also, as business and financial practices continue to evolve, they may render the regulations under which we operate less appropriate and more burdensome than they were when originally imposed.

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 retain after-tax realized capital gains, we may have a greater need for additional capital to fund our investments and operating expenses.

As a RIC, we must annually distribute at least 90% 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, rather than on investment income, to defray a significant portion of our operating expenses. These sales are unpredictable and may not occur. In addition, as a business development company, we are generally required to maintain a ratio of at least 200% of total assets to total borrowings, which may restrict our ability to borrow to fund such requirements.

Investment in foreign securities could result in additional risks.

The Company may invest in foreign securities, although we currently have no investments in foreign securities. If 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.

Forward-Looking Statements

The information contained herein contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives, portfolio growth and availability of funds. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth herein. Other factors that could cause actual results to differ materially include the uncertainties of economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the assumptions underlying the forward-looking statements included herein are reasonable, any of the assumptions could be inaccurate and therefore there can be no assurance that the forward-looking statements included or incorporated by reference herein will prove to be accurate. Therefore, the inclusion of such information should not be regarded as a representation by us or any other person that our plans will be achieved.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our business activities contain elements of risk. We consider a principal type of market risk to be valuation risk. Investments are stated at " value" as defined in the 1940 Act and in the applicable regulations of the SEC. 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) for all other assets is as determined in good faith by, or under the direction of, the Board of Directors. (See the "Asset Valuation Policy Guidelines" in the "Footnote to Consolidated Schedule of Investments" contained in "Item 1. Consolidated Financial Statements.")

Neither our investments nor an investment in us is intended to constitute a balanced investment program. We have exposure to public-market price fluctuations to the extent of our publicly traded portfolio, which portfolio may be composed primarily or entirely of highly risky, volatile securities.

We have invested a substantial portion of our assets in private development stage or start-up companies. These private businesses tend to be based on new technology and to be thinly capitalized, unproven, small companies that lack management depth and have not attained profitability or have no history of operations. Because of the speculative nature and the lack of a public market for these investments, there is significantly greater risk of loss than is the case with traditional investment securities. We expect that some of our venture capital investments will be a complete loss or will be unprofitable and that some will appear to be likely to become successful but never realize their potential. Even when our private equity investments complete initial public offerings (IPOs), we are normally subject to lock-up agreements for a period of time.

Because there is typically no public market for the equity interests of the small privately held companies in which we invest, the valuation of the equity interests in that portion of our portfolio is subject to the determination of our Board of Directors in accordance with our Asset Valuation Policy Guidelines. In the absence of a readily ascertainable market value, the determined value of our portfolio of equity interests may differ significantly from the values that would be placed on the portfolio if a ready market for the equity interests existed. Any changes in valuation are recorded in our consolidated statements of operations as "Net increase (decrease) in unrealized appreciation on investments."

We invest in short-term money market instruments, both short and long-term U.S. Government and Agency Obligations, and from time to time borrow amounts on a line of credit. To the extent that we invest in short and long-term U.S. Government and Agency Obligations, changes in interest rates may result in changes in the value of these Obligations which would result in an increase or decrease of our net asset value.

Item 4. Controls and Procedures

As of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer conducted an evaluation of our disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934). Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer during such period concluded that our disclosure controls and procedures are effective in timely alerting them of any material information relating to us that is required to be disclosed by us in the reports it files or submits under the Securities Exchange Act of 1934.

There have not been any significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings
Not Applicable

Item 2. Changes in Securities and Use of Proceeds
Not Applicable

Item 3. Defaults Upon Senior Securities
Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders

On May 12, 2004, we held our Annual Meeting of Shareholders to elect directors of the Company and to approve a proposal to authorize the Company to offer long-term rights to purchase shares of the Company's common stock. At the close of business on the record date (March 26, 2004), an aggregate of 13,798,845 shares of common stock were issued and outstanding.

All of the nominees at the May 12, 2004 Annual Meeting were elected directors:

Nominees	For	Withheld
Dr. C. Wayne Bardin	12,612,545	38,953
Dr. Phillip A. Bauman	12,612,815	38,683
G. Morgan Browne	12,611,270	40,228
Dugald A. Fletcher	12,610,245	41,253
Charles E. Harris	12,613,485	38,013
Dr. Kelly S. Kirkpatrick	12,613,761	37,737
Mark A. Parsells	12,612,009	39,489
Lori D. Pressman	12,614,113	37,385
Charles E. Ramsey	11,994,006	657,492
James E. Roberts	12,613,965	37,533

With respect to proposal number two, described as a proposal "to authorize the Company to offer long-term rights to purchase shares of the Company's common stock at an exercise price that, at the time such rights are issued, will not be less than the greater of the market value of the Company's common stock or the net asset value of the Company's common stock. Such rights may be part of or accompanied by other securities of the Company (such as convertible preferred stock or convertible debt)." The affirmative votes cast were 4,186,780, the negative votes cast were 903,597, those abstaining were 96,305 and the broker non-votes were 7,464,816.

Item 5. Other Information
Not Applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

3.1(a) Restated Certificate of Incorporation, incorporated by reference as Exhibit 2.a to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 dated March 22, 2004.

3.1(b) Restated By-Laws, incorporated by reference as Exhibit 2.b to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 dated March 22, 2004.

10.2 Amendment No. 1 to Deferred Compensation Agreement.

11.0* Computation of per share earnings. See Consolidated Statements of Operations.

31.1* Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K filed during the quarter ended June 30, 2004

The Company filed a report on Form 8-K on April 22, 2004, concerning NAV at March 31, 2004 and on May 4, 2004, concerning adoption of a company-wide code of ethics.

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*filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on behalf of the Registrant as Vice President and as its chief accounting officer.

Harris & Harris Group, Inc.

/s/ Helene B. Shavin

By: Helene B. Shavin, Vice President and Controller

Date: August 12, 2004

EXHIBIT INDEX TO FORM 10-Q

31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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