

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

FILED

97 JAN 14 PM 3:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

LIMITED PARTNERSHIP
ANNUAL REPORT
1997

1. Name of Limited Partnership

1a DOCUMENT #
B96000000262



**UNTERBERG HARRIS CAPITAL MANAGEMENT LIMITED PART
NERSHIP**

Mailing Address
**10 EAST 50TH STREET
NEW YORK NY 10022**

Principal Office Address
**10 EAST 50TH STREET
NEW YORK NY 10022**

3. Date Formed or Registered
07/08/1996

5a. Capital Contributions as
Shown on record.
\$21,000,000.00

3a. Date of Last Report

5b. Amount of Capital
Contributions in FLORIDA
to date:

2. Mailing Address

2a. Principal Office Address

4. State or Country of Formation
DE

Suite, Apt. #, etc.

Suite, Apt. #, etc.

6. FEI Number

Applied For
 Not Applicable

City & State

City & State

7. Certificate of Status Desired

\$8.75 Additional
Fee Required

Zip Country

Zip Country

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

700002058877--1
-01/15/97--01033--012
*****576.25 ***576.25**

SIGNATURE (Registered Agent Accepting Appointment)

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

UNTERBERG, THOMAS I

10 EAST 50TH STREET

NEW YORK NY 10022

ARNO, ANDREW

10 EAST 50TH STREET

NEW YORK NY 10022

OWEN, JODY A

10 EAST 50TH STREET

NEW YORK NY 10022

LAVITT, MEL S

10 EAST 50TH STREET

NEW YORK NY 10022

WACHTER, DAVID S

10 EAST 50TH STREET

NEW YORK NY 10022

FINNERTY, BRIAN L

10 EAST 50TH STREET

NEW YORK NY 10022

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

12/11/96

Typed or Printed Name of General Partner Signing Form

ANDREW ARNO

Daytime Telephone Number

(212)572-8055

CR2E003 (6/96)