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November 13, 2003

By Overnight Courier

Securities and Exchange Commission
Division of Investment Management
Office of Chief Counsel
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Equus Capital Partners, L.P.; File No. 0-17526; 814-00073

Ladies and Gentlemen:

We are writing on behalf of our client, Equus Capital Partners, L.P., a Delaware limited partnership (the "Fund"), to request that the Division of Investment Management (the "Division") confirm that, in the circumstances described herein, it will not recommend any enforcement action to the Securities and Exchange Commission (the "Commission") if the Fund ceases filing annual and quarterly reports under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

I. Facts

a. Background

The Fund is a limited partnership currently governed by the Revised Uniform Limited Partnership Act of the State of Delaware. The Fund was formed in 1988 with an investment objective to achieve current income and capital appreciation principally by making investments in "mezzanine" securities, consisting primarily of subordinated debt and related equity securities, and subsequently disposing of such investments.

In 1989, the Fund filed Form N-54A with the Commission, electing to be regulated as a business development company. The Fund raised approximately $12.3 million in equity (net of underwriting commissions and volume discounts) through the issuance of units of limited partnership interest ("Units") in a public offering made pursuant to a Registration Statement on Form N-2 under the Securities Act of 1933, as amended (Registration No. 33-25985), which was declared effective on April 10, 1989. The Fund held a final closing on December 31, 1990. The Units of limited partnership interest are registered with the Commission under Section 12(g) of the 1934 Act. The Fund currently has approximately 1,340 record holders of Units ("Limited Partners"). The Fund has three general partners, two individuals (the "Individual General Partners") and one entity, Equus Capital Corporation, which acts as the managing general partner (the "Managing General Partner").

As of the date of this request, the Fund has outstanding 12,310 Units. There is no public market for the Units and it is not anticipated that a public market for the Units will develop.

The Fund currently files separate quarterly reports on Form 10-Q, annual reports on Form 10-K, and current reports, when applicable, on Form 8-K. As of the date of this request, each is current in its filing obligations.

b. Dissolution

On December 31, 1999 (the date nine years from the final closing), the initial term of the Fund expired. The term of the Fund has been extended since December 31, 1999, by the Individual General Partners on a year-to-year basis pursuant to authority granted to them in the Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement"). On August 29, 2003, the Fund disposed of its last investment, has ceased doing business, and dissolved in accordance with the terms of its Partnership Agreement. As a result, the Fund has ceased its operations other than in connection with winding up its affairs. Pursuant to the Partnership Agreement of the Fund, upon dissolution the Managing General Partner of the Fund (or a liquidating trustee if appointed by the Individual General Partners) is authorized to wind up its affairs. Section 9.2.1 of the Partnership Agreement provides that the Managing General Partner shall have a period of not more than three years from the date of dissolution to effect the winding up of its affairs. As of September 5, 2003, the Fund's only remaining assets on its books consisted of approximately $800,000 in cash and temporary investments.

In March 2003, the Fund filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2002, which included such Fund's financial statements audited by PricewaterhouseCoopers LLP. The Fund has also filed its Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30, and September 30, 2003. As of September 30, 2003, the Fund's only assets are cash and money market accounts. The Fund will file, no later than November 14, 2003, Form N-54C notifying the Commission of such Fund's voluntary withdrawal of its election under Section 54(a) of the Investment Company Act of 1940, as amended (the "1940 Act"). Subsequent to filing the Form N-54C, the Fund will not be required to register under the 1940 Act in reliance on the exception in Section 7 of the 1940 Act for "transactions which are merely incidental to the dissolution," as expressed in the Commission's previous no-action letters, including I.C.H. Corporation (publicly available February 26, 1997).

The Fund is in the process of determining any remaining liabilities for which reserves must be established in connection with its winding up and final liquidation. The Fund will have costs associated with providing its partners with federal income tax information for 2003. In addition, the Fund may have certain indemnification obligations in connection with certain investments that have been sold or otherwise disposed of. Furthermore, the Fund has obligations to indemnify its general partners that remain applicable pursuant to the terms of the Partnership Agreement. As of the date of this letter, no indemnity claims have been made against the Fund. However, it is unclear whether any such claim will be asserted. But for these contingent indemnification obligations, the Fund would make a final liquidating distribution of its remaining assets (less the actual expenses of liquidation) and would thereby terminate. The Fund maintains a reserve, invested on a temporary basis in money market accounts, in order to meet any contingent claims that might be asserted plus any expenses incurred in investigating or defending any matters related to such claims. As of the date hereof, the Fund's only activities are holding cash reserves, analyzing potential claims and, if necessary, defending or otherwise protecting it against claims. The Individual General Partners of the Fund have determined that it is in the best interests of the Fund to retain such reserve, which they believe will be sufficient in order to meet any contingent claim that might be asserted plus any expenses incurred in investigating or defending any such claim, until it becomes clear that such reserve is not needed. The Fund will make a final liquidating distribution of its remaining assets (less actual expenses of liquidation) to its Partners as soon as practicable following the expiration of the indemnity obligations or, if a claim should arise, as soon as practicable after resolution of that claim. In addition, the Fund has some cash that is payable as distributions previously declared but unclaimed at the last known address for certain limited partners. The Fund is attempting to find such limited partners, but if it is unable to do so, such funds may be escheated to the jurisdiction corresponding to the last known address of a limited partner.

II. Discussion

The Commission has stated that it may grant, and in several cases has granted, relief from the Section 13(a) and 15(d) reporting requirements to registrants who have ceased or substantially curtailed operations. Wilmington Trust Co. (publicly available June 18, 2003); ML-Lee Acquisition Fund II, L.P. and M.L. Acquisition Fund (Retirement Accounts) II, L.P. (publicly available March 4, 2003); PaineWebber R&D Partners, L.P. (publicly available July 31, 1998); JMB Income Properties, Ltd.-IX (publicly available April 24, 1997); JMB Income Properties, Ltd.-VI (publicly available May 9, 1996); Chrysler Capital Income Partners, L.P. (publicly available April 24, 1995). Registrants seeking such relief must demonstrate to the Commission's satisfaction that such relief is "not inconsistent with the protection of investors" and that full compliance with reporting requirements "would entail unreasonable effort or expense." Exchange Act Release No. 9660 (June 30, 1972).

Based upon our review of Exchange Act Release No. 9660 and the criteria specified in the related no-action letters published by the Commission Staff, we believe the Fund's circumstances justify modifications of the Fund's reporting obligations. Specifically, the Fund proposes to cease filing with the Commission quarterly reports on Form 10-Q and annual reports on Form 10-K. The Fund will cause current reports on Form 8-K to be filed in the event that material developments occur during its winding up and liquidation or otherwise, including termination. In addition, the Fund will comply with the proxy filing requirements under the 1934 Act in the event that the Fund holds a meeting of Limited Partners. Limited Partners will also continue to receive from the Fund annual individual tax returns (on Schedule K-1) of their shares of partnership income and expense.

The relief requested herein is consistent with the protection of investors. Limited Partners have been fully informed of the plans for dissolution, winding up, and liquidation in recent annual and quarterly reports and the Fund's Annual Report on Form 10-K for the year ended December 31, 2002, and subsequent quarterly filings on Form 10-Q. Investors have been advised that the Fund has substantially curtailed its operations and plans to distribute its remaining assets as soon as practicable. In addition, if the relief requested herein is granted, the Limited Partners will be advised of the changes contemplated by this letter in subsequent communications to Limited Partners.[1]

Forms 10-K and 10-Q provide investors with information about the continuing operations and financial status of the issuer, and assist investors in determining whether or not to hold, buy or sell a particular security. Because the Fund has ceased operations (it is in dissolution) and has minimal assets (consisting solely of cash and short term investments in money market accounts), the Fund has no material information to impart to investors on a quarterly or annual basis. Furthermore, the Fund does not believe there will be any market for Units and, if the relief requested herein is granted, the Funds will not permit any transfers of Units requested by Limited Partners after December 31, 2003 (which will be effective as of January 1, 2003 pursuant to the terms of its Partnership Agreement) other than transfers for no consideration, pursuant to the laws of descent and distribution, or as otherwise required by law. Therefore, continued compliance with quarterly and annual reporting requirements of the 1934 Act is of no interest or benefit to the Limited Partners of the Fund.

Continued compliance with quarterly and annual reporting requirements would also constitute an unreasonable effort or expense on the Fund and, more importantly, its Limited Partners. The costs borne by the Fund (and ultimately, the Partners) in connection with the preparation and filing of the reports required for the Fund to comply with its registration and reporting obligations under Sections 12(g) and 13 of the 1934 Act are disproportionate to the amount of funds being held by the Fund for ultimate distribution to the Limited Partners. The Fund is retaining funds sufficient to meet contingent claims that might be asserted against the Fund in the unlikely event that an indemnity obligation should arise and will distribute remaining amounts (less actual expenses) to its partners. Requiring the Fund to continue filing annual and quarterly reports would generate substantial expenses to the Fund and would consume a large percentage of the remaining assets, which would otherwise be available for return to partners, without providing any corresponding benefit.

The Staff has granted relief similar to that requested herein in several other instances. In ML-Lee Acquisition Fund II, L.P. and M.L. Acquisition Fund (Retirement Accounts) II, L.P. (publicly available March 4, 2003) and ML-Lee Acquisition Fund, L.P. (publicly available February 4, 2000), the Staff granted similar relief to that requested herein. Similarly, in PaineWebber R&D Partners, L.P. (publicly available July 31, 1998), the Staff granted relief similar to that requested herein where a partnership could not be terminated until certain litigation was resolved, and, in JMB Income Properties, Ltd.-IX (publicly available April 24, 1997), relief was granted where a partnership could not be terminated until certain indemnification claims were resolved, and where the partnership retained a small amount of cash in connection with such potential claims.

The Staff also granted relief in Chrysler Capital Income Partners, L.P. (publicly available April 24, 1995), which involved a partnership that had ceased all operations and distributed most of its assets prior to its final liquidation payment and dissolution. Chrysler Capital Income Partners, L.P. was not required to file annual and quarterly reports, but was required to file current reports on Form 8-K to disclose material events related to its liquidation and dissolution.

Based on the circumstances discussed herein, we respectfully request that the Staff grant, pursuant to Section 12(h) of the 1934 Act, an order exempting the Fund from the periodic reporting requirements of Sections 13(a) and 15(d) of the 1934 Act, or, in the alternative, that the Staff advise us that it will not recommend enforcement action against the Fund if it ceases to comply with the quarterly and annual reporting requirements set forth in Sections 13(a) and 15(d) of the 1934 Act or the rules relating thereto. The Fund will continue to report on Form 8-K any material events that affect the Fund, including its termination. In addition, as noted above, the Fund will file, no later than November 14, 2003, Form N-54C notifying the Commission of its voluntary withdrawal of its election under Section 54(a) of the 1940 Act. Finally, the Fund will also file a Form 15 upon termination. If the Fund is still in existence three years from the date of the Division's response to this request, the Fund will either resume reporting under the 1934 Act or request and obtain further no-action relief from the Commission.

If you have any questions or wish to discuss this request further, please call John T. Unger at 713-653-8811, of this office. In addition, if the Staff believes that it may not agree with the conclusions expressed in this letter, we request the opportunity to confer with the Staff prior to a written response to this letter.

Please acknowledge receipt of this letter by date stamping the enclosed copy and returning it to our office in the enclosed self-addressed, stamped envelope.

In accordance with Securities Act Release No. 6269, enclosed are seven additional copies of this letter.

Very truly yours,

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1. The Fund will file a Current Report on Form 8-K promptly following granting of the relief requested disclosing, among other things, that it will cease filing with the Commission quarterly reports on Form 10-Q and annual reports on Form 10-K and that the Fund will not permit any transfers of Units requested by Limited Partners after December 31, 2003 (which will be effective as of January 1, 2004, pursuant to the terms of its Partnership Agreement) other than transfers for no consideration, pursuant to the laws of descent and distribution, or as otherwise required by law.