

LIBERTY ALL STAR GROWTH FUND INC /MD/  
Form N-PX  
August 31, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-4537**

**Liberty All Star Growth Fund, Inc.**

(Exact name of registrant as specified in charter)

**One Financial Center, Boston, Massachusetts**  
(Address of principal executive offices)

**02111**  
(Zip code)

**Vincent Pietropaolo, Esq.**

**Columbia Management Group, Inc.**

**One Financial Center Boston, MA 02111**  
(Name and address of agent for service)

Registrant's telephone number, including area code: **1-617-772-3698**

Date of fiscal year end: **12/31/04**

Date of reporting period: **7/1/2003 - 6/30/2004**

**Item 1. Proxy Voting Record.**

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

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- (a) The name of the issuer of the portfolio security;
  - (b) The exchange ticker symbol of the portfolio security;
  - (c) The Council on Uniform Securities Identification Procedures ( CUSIP ) number for the portfolio security;
  - (d) The shareholder meeting date;
  - (e) A brief identification of the matter voted on;
  - (f) Whether the matter was proposed by the issuer or by a security holder;
  - (g) Whether the registrant cast its vote on the matter;
  - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);  
and
  - (i) Whether the registrant cast its vote for or against management.
-

## FORM N-Px REPORT

ICA File Number: 811-04537

Reporting Period: 07/01/2003 - 06/30/2004

Liberty All-Star Growth Fund, Inc.

## LIBERTY ALL-STAR GROWTH FUND

@ROAD INC

Ticker: ARDI Security ID: 04648K105  
 Meeting Date: JUN 18, 2004 Meeting Type: Annual  
 Record Date: APR 20, 2004

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Krish Panu      | For     | For       | Management |
| 1.2 | Elect Director T. Peter Thomas | For     | For       | Management |
| 2   | Ratify Auditors                | For     | For       | Management |
| 3   | Change Company Name            | For     | For       | Management |

AFFILIATED MANAGERS GROUP, INC.

Ticker: AMG Security ID: 008252108  
 Meeting Date: JUN 8, 2004 Meeting Type: Annual  
 Record Date: APR 21, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William J. Nutt       | For     | For       | Management |
| 1.2 | Elect Director Sean M. Healey        | For     | For       | Management |
| 1.3 | Elect Director Richard E. Floor      | For     | Withhold  | Management |
| 1.4 | Elect Director Stephen J. Lockwood   | For     | For       | Management |
| 1.5 | Elect Director Harold J. Meyerman    | For     | For       | Management |
| 1.6 | Elect Director Robert C. Puff, Jr.   | For     | For       | Management |
| 1.7 | Elect Director Dr. Rita M. Rodriguez | For     | For       | Management |

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AFFYMETRIX INC.

Ticker: AFFX Security ID: 00826T108  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 16, 2004

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Stephen P.A. Fodor, Ph.D. | For     | Withhold  | Management |
| 1.2 | Elect Director Paul Berg, Ph.D.          | For     | For       | Management |
| 1.3 | Elect Director John D. Diekman, Ph.D.    | For     | Withhold  | Management |
| 1.4 | Elect Director Vernon R. Loucks, Jr.     | For     | For       | Management |
| 1.5 | Elect Director Susan E. Siegel           | For     | Withhold  | Management |
| 1.6 | Elect Director David B. Singer           | For     | Withhold  | Management |
| 1.7 | Elect Director John A. Young             | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan                 | For     | Against   | Management |
| 3   | Ratify Auditors                          | For     | For       | Management |

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AGILE SOFTWARE CORP.

Ticker: AGIL Security ID: 00846X105  
 Meeting Date: OCT 9, 2003 Meeting Type: Annual  
 Record Date: AUG 20, 2003

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Klaus-Dieter Laidig | For     | For       | Management |
| 1.2 | Elect Director Gareth Chang        | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

ALCON INC

Ticker: ACL Security ID: H01301102  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 18, 2004

| # | Proposal  | Mgt Rec | Vote Cast    | Sponsor    |
|---|---|---------|--------------|------------|
| 1 | APPROVAL OF THE 2003 ANNUAL REPORT AND ACCOUNTS OF ALCON, INC. AND THE 2003 CONSOLIDATED FINANCIAL STATEMENTS OF ALCON, INC. AND SUBSIDIARIES | For     | Did Not Vote | Management |
| 2 | APPROPRIATION OF AVAILABLE EARNINGS AND PROPOSED DIVIDEND TO SHAREHOLDERS FOR THE FINANCIAL YEAR 2003   | For     | Did Not Vote | Management |
| 3 | DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS  | For     | Did Not Vote | Management |
| 4 | ELECTION TO THE BOARD OF DIRECTORS OF: WERNER J. BAUER  | For     | Did Not Vote | Management |
| 5 | ELECTION TO THE BOARD OF DIRECTORS OF: FRANCISCO CASTANER   | For     | Did Not Vote | Management |
| 6 | ELECTION TO THE BOARD OF DIRECTORS OF: LODEWIJK J.R. DE VINK  | For     | Did Not Vote | Management |
| 7 | ELECTION OF KPMG KLYNVELD PEAT MARWICK GOERDELER SA, ZURICH, AS GROUP AND PARENT COMPANY AUDITORS   | For     | Did Not Vote | Management |
| 8 | ELECTION OF ZENSOR REVISIONS AG, ZUG, AS SPECIAL AUDITORS   | For     | Did Not Vote | Management |

ALTERA CORP.

Ticker: ALTR Security ID: 021441100  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

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| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director John P. Daane          | For     | For       | Management  |
| 1.2 | Elect Director Robert W. Reed         | For     | For       | Management  |
| 1.3 | Elect Director Charles M. Clough      | For     | For       | Management  |
| 1.4 | Elect Director Robert J. Finocchio Jr | For     | For       | Management  |
| 1.5 | Elect Director Kevin Mcgarity         | For     | For       | Management  |
| 1.6 | Elect Director Paul Newhagen          | For     | For       | Management  |
| 1.7 | Elect Director William E. Terry       | For     | For       | Management  |
| 1.8 | Elect Director Susan Wang             | For     | For       | Management  |
| 2   | Amend Stock Option Plan               | For     | For       | Management  |
| 3   | Amend Employee Stock Purchase Plan    | For     | For       | Management  |
| 4   | Ratify Auditors                       | For     | For       | Management  |
| 5   | Approve Option Expensing              | Against | For       | Shareholder |

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AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Jeffrey P. Bezos       | For     | For       | Management  |
| 1.2 | Elect Director Tom A. Alberg          | For     | For       | Management  |
| 1.3 | Elect Director L. John Doerr          | For     | For       | Management  |
| 1.4 | Elect Director William B. Gordon      | For     | For       | Management  |
| 1.5 | Elect Director Myrtle S. Potter       | For     | For       | Management  |
| 1.6 | Elect Director Thomas O. Ryder        | For     | For       | Management  |
| 1.7 | Elect Director Patricia Q. Stonesifer | For     | For       | Management  |
| 2   | Ratify Auditors                       | For     | For       | Management  |
| 3   | Limit Executive Compensation          | Against | Against   | Shareholder |

AMGEN, INC.

Ticker: AMGN Security ID: 031162100  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Frank J. Biondi, Jr. | For     | For       | Management  |
| 1.2 | Elect Director Jerry D. Choate      | For     | For       | Management  |
| 1.3 | Elect Director Frank C. Herringer   | For     | For       | Management  |
| 1.4 | Elect Director Gilbert S. Omenn     | For     | For       | Management  |
| 2   | Ratify Auditors                     | For     | For       | Management  |
| 3   | Prepare Glass Ceiling Report        | Against | Against   | Shareholder |
| 4   | Expense Stock Options               | Against | For       | Shareholder |

AVOCENT CORPORATION

Ticker: AVCT Security ID: 053893103  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 30, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |                                   |     |     |            |
|-----|-----------------------------------|-----|-----|------------|
| 1.1 | Elect Director William H. McAleer | For | For | Management |
| 1.2 | Elect Director David P. Vieau     | For | For | Management |
| 1.3 | Elect Director Doyle C. Weeks     | For | For | Management |
| 2   | Ratify Auditors                   | For | For | Management |



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AVON PRODUCTS, INC.

Ticker: AVP Security ID: 054303102  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Edward T. Fogarty  | For     | For       | Management  |
| 1.2 | Elect Director Susan J. Kropf   | For     | For       | Management  |
| 1.3 | Elect Director Maria Elena Lagomasino                                     | For     | Withhold  | Management  |
| 2   | Ratify Auditors   | For     | For       | Management  |
| 3   | Increase Authorized Common Stock  | For     | For       | Management  |
| 4   | Declassify the Board of Directors   | Against | For       | Shareholder |
| 5   | Report on Feasibility of Removing Parabens from Company Products          | Against | Against   | Shareholder |
| 6   | Report on Feasibility of Removing Dibutyl Phthalate from Company Products | Against | Against   | Shareholder |

BEA SYSTEMS, INC.

Ticker: BEAS Security ID: 073325102  
 Meeting Date: JUN 11, 2004 Meeting Type: Annual  
 Record Date: APR 30, 2004

| #   | Proposal                      | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dean O. Morton | For     | For       | Management |
| 1.2 | Elect Director George Reyes   | For     | For       | Management |
| 2   | Ratify Auditors               | For     | Against   | Management |

BRIGHT HORIZONS FAMILY SOLUTIONS, INC.

Ticker: BFAM Security ID: 109195107  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Fred K. Foulkes | For     | For       | Management |
| 1.2 | Elect Director Linda A. Mason  | For     | For       | Management |
| 1.3 | Elect Director Ian M. Rolland  | For     | For       | Management |
| 1.4 | Elect Director Mary Ann Tocio  | For     | For       | Management |

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|     |                                  |     |         |            |
|-----|----------------------------------|-----|---------|------------|
| 1.5 | Elect Director David Gergen      | For | For     | Management |
| 2   | Increase Authorized Common Stock | For | Against | Management |

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BROWN & BROWN, INC.

Ticker: BRO Security ID: 115236101  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J. Hyatt Brown      | For     | For       | Management |
| 1.2 | Elect Director Samuel P. Bell, III | For     | For       | Management |
| 1.3 | Elect Director Hugh M. Brown       | For     | For       | Management |
| 1.4 | Elect Director Bradley Currey, Jr. | For     | For       | Management |
| 1.5 | Elect Director Jim W. Henderson    | For     | For       | Management |
| 1.6 | Elect Director Theodore J. Hoepner | For     | For       | Management |
| 1.7 | Elect Director David H. Hughes     | For     | For       | Management |
| 1.8 | Elect Director John R. Riedman     | For     | For       | Management |
| 1.9 | Elect Director Jan E. Smith        | For     | For       | Management |

CABLEVISION SYSTEMS CORP.

Ticker: CVC Security ID: 12686C109  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Charles D. Ferris      | For     | Withhold  | Management |
| 1.2 | Elect Director Richard H. Hochman     | For     | For       | Management |
| 1.3 | Elect Director Victor Oristano        | For     | For       | Management |
| 1.4 | Elect Director Vincent Tese           | For     | For       | Management |
| 1.5 | Elect Director Thomas V. Reifenheiser | For     | For       | Management |
| 1.6 | Elect Director John R. Ryan           | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |

CAPITALSOURCE, INC

Ticker: CSE Security ID: 14055X102  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |                                  |     |     |            |
|-----|----------------------------------|-----|-----|------------|
| 1.1 | Elect Director Andrew B. Fremder | For | For | Management |
| 1.2 | Elect Director Tully M. Friedman | For | For | Management |
| 1.3 | Elect Director Paul R. Wood      | For | For | Management |

CARBO CERAMICS INC.

Ticker: CRR Security ID: 140781105  
 Meeting Date: APR 13, 2004 Meeting Type: Annual  
 Record Date: FEB 13, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Claude E. Cooke, Jr. | For     | For       | Management |
| 1.2 | Elect Director Chad C. Deaton       | For     | For       | Management |
| 1.3 | Elect Director H.E. Lentz, Jr.      | For     | For       | Management |
| 1.4 | Elect Director William C. Morris    | For     | For       | Management |
| 1.5 | Elect Director John J. Murphy       | For     | For       | Management |
| 1.6 | Elect Director C. Mark Pearson      | For     | For       | Management |
| 1.7 | Elect Director Robert S. Rubin      | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan          | For     | For       | Management |

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CARMIKE CINEMAS, INC.

Ticker: CKEC Security ID: 143436400  
 Meeting Date: MAY 21, 2004 Meeting Type: Annual  
 Record Date: APR 2, 2004

| #    | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Michael W. Patrick      | For     | For       | Management |
| 1.2  | Elect Director Elizabeth C. Fascitelli | For     | For       | Management |
| 1.3  | Elect Director Richard A. Friedman     | For     | For       | Management |
| 1.4  | Elect Director Alan J. Hirschfield     | For     | For       | Management |
| 1.5  | Elect Director John W. Jordan II       | For     | For       | Management |
| 1.6  | Elect Director S. David Passman III    | For     | For       | Management |
| 1.7  | Elect Director Carl L. Patrick, Jr.    | For     | For       | Management |
| 1.8  | Elect Director Kenneth A. Pontarelli   | For     | For       | Management |
| 1.9  | Elect Director Roland C. Smith         | For     | For       | Management |
| 1.10 | Elect Director Patricia A. Wilson      | For     | For       | Management |
| 1.11 | Elect Director David W. Zalaznick      | For     | For       | Management |
| 2    | Approve Omnibus Stock Plan             | For     | For       | Management |

CHEESECAKE FACTORY, INC., THE

Ticker: CAKE Security ID: 163072101  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                                      | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas L. Gregory              | For     | For       | Management |
| 2   | Amend Stock Option Plan                       | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan                      | For     | For       | Management |
| 4   | Amend Non-Employee Director Stock Option Plan | For     | For       | Management |

CHICAGO BRIDGE & IRON CO.

Ticker: CBI Security ID: 167250109  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|    |   |         |              |            |
|----|---|---------|--------------|------------|
| 1  | FIRST POSITION: BALLENGEE   | For     | Did Not Vote | Management |
| 2  | FIRST POSITION: BORDAGES  | Against | Did Not Vote | Management |
| 3  | SECOND POSITION: SIMPSON  | For     | Did Not Vote | Management |
| 4  | SECOND POSITION: LEVENTRY   | Against | Did Not Vote | Management |
| 5  | TO AUTHORIZE THE PREPARATION OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT IN THE ENGLISH LANGUAGE AND ADOPT DUTCH STATUTORY ANNUAL ACCOUNTS | For     | Did Not Vote | Management |
| 6  | TO DISCHARGE MANAGEMENT BOARD AND SUPERVISORY BOARD FROM LIABILITY IN EXERCISE OF THEIR DUTIES  | For     | Did Not Vote | Management |
| 7  | TO RESOLVE THE FINAL DIVIDEND   | For     | Did Not Vote | Management |
| 8  | TO REPURCHASE UP TO 30% OF THE ISSUED SHARE CAPITAL   | For     | Did Not Vote | Management |
| 9  | TO CANCEL SHARES TO BE ACQUIRED BY THE COMPANY IN ITS OWN SHARE CAPITAL   | For     | Did Not Vote | Management |
| 10 | TO APPROVE THE EXTENSION OF THE AUTHORITY TO ISSUE AND/OR GRANT RIGHTS ON SHARES AND TO LIMIT OR EXCLUDE PREEMPTIVE RIGHTS              | For     | Did Not Vote | Management |
| 11 | TO INCREASE THE AMOUNT OF THE AUTHORIZED SHARE CAPITAL  | For     | Did Not Vote | Management |
| 12 | TO APPOINT DELOITTE & TOUCHE AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS  | For     | Did Not Vote | Management |

## CHILDREN S PLACE RETAIL STORES, INC., THE

Ticker: PLCE Security ID: 168905107  
 Meeting Date: JUN 15, 2004 Meeting Type: Annual  
 Record Date: APR 30, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stanley Silverstein | For     | Withhold  | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |
| 3   | Amend Stock Option Plan            | For     | Against   | Management |

## CIENA CORPORATION

Ticker: CIEN Security ID: 171779101  
 Meeting Date: MAR 10, 2004 Meeting Type: Annual  
 Record Date: JAN 20, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Patrick H. Nettles | For     | For       | Management |
| 1.2 | Elect Director John R. Dillon     | For     | For       | Management |
| 1.3 | Elect Director Lawton W. Fitt     | For     | For       | Management |

## CINTAS CORP.

Ticker: CTAS Security ID: 172908105  
 Meeting Date: OCT 14, 2003 Meeting Type: Annual  
 Record Date: AUG 18, 2003

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1   | Fix Number of Directors                         | For     | For       | Management |
| 2.1 | Elect Director Richard T. Farmer                | For     | Withhold  | Management |
| 2.2 | Elect Director Robert J. Kohlhepp               | For     | For       | Management |
| 2.3 | Elect Director Scott D. Farmer                  | For     | For       | Management |
| 2.4 | Elect Director Paul R. Carter                   | For     | Withhold  | Management |
| 2.5 | Elect Director Gerald V. Dirvin                 | For     | Withhold  | Management |
| 2.6 | Elect Director Robert J. Herbold                | For     | Withhold  | Management |
| 2.7 | Elect Director Roger L. Howe                    | For     | Withhold  | Management |
| 2.8 | Elect Director David C. Phillips                | For     | Withhold  | Management |
| 3   | Approve Non-Employee Director Stock Option Plan | For     | For       | Management |

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|   |   |         |         |             |
|---|---|---------|---------|-------------|
| 4 | Expense Stock Options                                     | Against | For     | Shareholder |
| 5 | Establish a Nominating Committee of Independent Directors | Against | For     | Shareholder |
| 6 | Require Majority of Independent Directors on Board        | Against | For     | Shareholder |
| 7 | Report on Code of Conduct                                 | Against | Against | Shareholder |



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CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 11, 2003 Meeting Type: Annual  
 Record Date: SEP 12, 2003

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Carol A. Bartz   | For     | For       | Management  |
| 1.2  | Elect Director Larry R. Carter  | For     | For       | Management  |
| 1.3  | Elect Director John T. Chambers   | For     | For       | Management  |
| 1.4  | Elect Director Dr. James F. Gibbons                                       | For     | For       | Management  |
| 1.5  | Elect Director Dr. John L. Hennessy                                       | For     | For       | Management  |
| 1.6  | Elect Director Roderick C. McGeary  | For     | For       | Management  |
| 1.7  | Elect Director James C. Morgan  | For     | For       | Management  |
| 1.8  | Elect Director John P. Morgridge  | For     | For       | Management  |
| 1.9  | Elect Director Donald T. Valentine  | For     | For       | Management  |
| 1.10 | Elect Director Steven M. West   | For     | For       | Management  |
| 1.11 | Elect Director Jerry Yang   | For     | For       | Management  |
| 2    | Amend Employee Stock Purchase Plan  | For     | For       | Management  |
| 3    | Ratify Auditors   | For     | For       | Management  |
| 4    | Report on Company Products Used by the Government to Monitor the Internet | Against | Against   | Shareholder |
| 5    | Report on Pay Disparity   | Against | Against   | Shareholder |

CITADEL BROADCASTING CORP

Ticker: CDL Security ID: 17285T106  
 Meeting Date: MAY 24, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David W. Checketts   | For     | For       | Management |
| 1.2 | Elect Director J. Anthony Forstmann | For     | Withhold  | Management |
| 1.3 | Elect Director Charles P. Rose, Jr. | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

CLEAR CHANNEL COMMUNICATIONS, INC.

Ticker: CCU Security ID: 184502102  
 Meeting Date: APR 28, 2004 Meeting Type: Annual

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Record Date: MAR 8, 2004

| #    | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|------|-------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Alan D. Feld         | For     | Withhold  | Management |
| 1.2  | Elect Director Thomas O. Hicks      | For     | For       | Management |
| 1.3  | Elect Director Perry J. Lewis       | For     | For       | Management |
| 1.4  | Elect Director L. Lowry Mays        | For     | For       | Management |
| 1.5  | Elect Director Mark P. Mays         | For     | For       | Management |
| 1.6  | Elect Director Randall T. Mays      | For     | For       | Management |
| 1.7  | Elect Director B.J. Mccombs         | For     | For       | Management |
| 1.8  | Elect Director Phyllis B. Riggins   | For     | For       | Management |
| 1.9  | Elect Director Theordore H. Strauss | For     | For       | Management |
| 1.10 | Elect Director J.C. Watts           | For     | For       | Management |
| 1.11 | Elect Director John H. Williams     | For     | For       | Management |
| 2    | Ratify Auditors                     | For     | For       | Management |

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COGNEX CORP.

Ticker: CGNX Security ID: 192422103  
 Meeting Date: APR 22, 2004 Meeting Type: Special  
 Record Date: MAR 10, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Shillman | For     | For       | Management |
| 1.2 | Elect Director Anthony Sun        | For     | For       | Management |

COX COMMUNICATIONS, INC.

Ticker: COX Security ID: 224044107  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director G. Dennis Berry       | For     | Withhold  | Management |
| 1.2 | Elect Director Janet M. Clarke       | For     | For       | Management |
| 1.3 | Elect Director James C. Kennedy      | For     | Withhold  | Management |
| 1.4 | Elect Director Robert C. O Leary     | For     | Withhold  | Management |
| 1.5 | Elect Director James O. Robbins      | For     | Withhold  | Management |
| 1.6 | Elect Director Rodney W. Schrock     | For     | For       | Management |
| 1.7 | Elect Director Andrew J. Young       | For     | For       | Management |
| 2   | Approve Employee Stock Purchase Plan | For     | For       | Management |

COX RADIO, INC.

Ticker: CXR Security ID: 224051102  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Juanita P. Baranco  | For     | For       | Management |
| 1.2 | Elect Director G. Dennis Berry     | For     | Withhold  | Management |
| 1.3 | Elect Director Richard A. Ferguson | For     | Withhold  | Management |
| 1.4 | Elect Director Paul M. Hughes      | For     | For       | Management |
| 1.5 | Elect Director James C. Kennedy    | For     | Withhold  | Management |
| 1.6 | Elect Director Marc W. Morgan      | For     | Withhold  | Management |

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|     |                                      |     |          |            |
|-----|--------------------------------------|-----|----------|------------|
| 1.7 | Elect Director Robert F. Neil        | For | Withhold | Management |
| 1.8 | Elect Director Nicholas D. Trigony   | For | Withhold | Management |
| 2   | Approve Employee Stock Purchase Plan | For | For      | Management |
| 3   | Approve Omnibus Stock Plan           | For | For      | Management |

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DANAHER CORP.

Ticker: DHR Security ID: 235851102  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

| #   | Proposal                                    | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Steven M. Rales              | For     | For       | Management  |
| 1.2 | Elect Director John T. Schwieters           | For     | For       | Management  |
| 1.3 | Elect Director Alan G. Spoon                | For     | For       | Management  |
| 2   | Ratify Auditors                             | For     | For       | Management  |
| 3   | Amend Stock Option Plan                     | For     | For       | Management  |
| 4   | Develop Charter Language on Board Diversity | Against | Against   | Shareholder |

DOLLAR TREE STORES, INC.

Ticker: DLTR Security ID: 256747106  
 Meeting Date: JUN 17, 2004 Meeting Type: Annual  
 Record Date: APR 23, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1   | Change Range for Size of the Board     | For     | For       | Management |
| 2.1 | Elect Director H. Ray Compton          | For     | For       | Management |
| 2.2 | Elect Director John F. Megrue          | For     | For       | Management |
| 2.3 | Elect Director Alan L. Wurtzel         | For     | For       | Management |
| 2.4 | Elect Director Bob Sasser              | For     | For       | Management |
| 2.5 | Elect Director Thomas E. Whiddon       | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan               | For     | For       | Management |
| 4   | Approve Omnibus Stock Plan             | For     | For       | Management |
| 5   | Approve Executive Incentive Bonus Plan | For     | For       | Management |

E.PIPHANY, INC.

Ticker: EPNY Security ID: 26881V100  
 Meeting Date: JUN 2, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

| #   | Proposal                   | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mohan Gyani | For     | For       | Management |

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|     |                                     |     |     |            |
|-----|-------------------------------------|-----|-----|------------|
| 1.2 | Elect Director Douglas J. Mackenzie | For | For | Management |
| 1.3 | Elect Director Karen A. Richardson  | For | For | Management |
| 2   | Ratify Auditors                     | For | For | Management |

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EBAY INC.

Ticker: EBAY Security ID: 278642103  
 Meeting Date: JUN 24, 2004 Meeting Type: Annual  
 Record Date: APR 26, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Philippe Bourguignon | For     | For       | Management  |
| 1.2 | Elect Director Thomas J. Tierney    | For     | For       | Management  |
| 1.3 | Elect Director Margaret C. Whitman  | For     | For       | Management  |
| 2   | Amend Omnibus Stock Plan            | For     | For       | Management  |
| 3   | Amend Stock Option Plan             | For     | For       | Management  |
| 4   | Increase Authorized Common Stock    | For     | Against   | Management  |
| 5   | Ratify Auditors                     | For     | For       | Management  |
| 6   | Expense Stock Options               | Against | For       | Shareholder |

ECHOSTAR COMMUNICATIONS CORP.

Ticker: DISH Security ID: 278762109  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael T. Dugan     | For     | Withhold  | Management |
| 1.2 | Elect Director James Defranco       | For     | Withhold  | Management |
| 1.3 | Elect Director Cantey Ergen         | For     | Withhold  | Management |
| 1.4 | Elect Director Charles W. Ergen     | For     | Withhold  | Management |
| 1.5 | Elect Director Raymond L. Friedlob  | For     | For       | Management |
| 1.6 | Elect Director Steven R. Goodbarn   | For     | For       | Management |
| 1.7 | Elect Director David K. Moskowitz   | For     | Withhold  | Management |
| 1.8 | Elect Director C. Michael Schroeder | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |
| 3   | Other Business                      | For     | Against   | Management |

ECOLAB, INC.

Ticker: ECL Security ID: 278865100  
 Meeting Date: MAY 7, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

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| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard U. De Schutter | For     | For       | Management |
| 1.2 | Elect Director William L. Jews        | For     | For       | Management |
| 1.3 | Elect Director Joel W. Johnson        | For     | For       | Management |
| 1.4 | Elect Director Ulrich Lehner          | For     | For       | Management |
| 1.5 | Elect Director Beth M. Pritchard      | For     | For       | Management |
| 2   | Amend Executive Incentive Bonus Plan  | For     | For       | Management |
| 3   | Approve Employee Stock Purchase Plan  | For     | For       | Management |
| 4   | Ratify Auditors                       | For     | For       | Management |

EDUCATION MANAGEMENT CORP.

Ticker: EDMC Security ID: 28139T101  
 Meeting Date: NOV 20, 2003 Meeting Type: Annual  
 Record Date: SEP 23, 2003

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert H. Atwell         | For     | For       | Management |
| 1.2 | Elect Director William M. Campbell, III | For     | For       | Management |
| 1.3 | Elect Director Friedrich Teroerde       | For     | For       | Management |
| 2   | Increase Authorized Common Stock        | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan              | For     | For       | Management |
| 4   | Ratify Auditors                         | For     | For       | Management |



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ELI LILLY AND CO.

Ticker: LLY Security ID: 532457108  
 Meeting Date: APR 19, 2004 Meeting Type: Annual  
 Record Date: FEB 13, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Steven C. Beering       | For     | For       | Management  |
| 1.2 | Elect Director Winfried Bischoff       | For     | For       | Management  |
| 1.3 | Elect Director Franklyn G. Prendergast | For     | For       | Management  |
| 1.4 | Elect Director Kathi P. Seifert        | For     | For       | Management  |
| 2   | Ratify Auditors                        | For     | For       | Management  |
| 3   | Approve Executive Incentive Bonus Plan | For     | For       | Management  |
| 4   | Limit Executive Compensation           | Against | Against   | Shareholder |
| 5   | Report on Drug Pricing                 | Against | Against   | Shareholder |

EMC CORP.

Ticker: EMC Security ID: 268648102  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director John R. Egan         | For     | For       | Management  |
| 1.2 | Elect Director Michael C. Ruettgers | For     | For       | Management  |
| 1.3 | Elect Director David N. Strohm      | For     | For       | Management  |
| 2   | Amend Omnibus Stock Plan            | For     | For       | Management  |
| 3   | Amend Employee Stock Purchase Plan  | For     | For       | Management  |
| 4   | Ratify Auditors                     | For     | For       | Management  |
| 5   | Limit Executive Compensation        | Against | Against   | Shareholder |

ENZON PHARMACEUTICALS, INC.

Ticker: ENZN Security ID: 293904108  
 Meeting Date: DEC 2, 2003 Meeting Type: Annual  
 Record Date: OCT 24, 2003

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dr. David W. Golde | For     | For       | Management |

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|     |   |     |         |            |
|-----|---|-----|---------|------------|
| 1.2 | Elect Director Robert L. Parkinson, Jr. | For | For     | Management |
| 2   | Amend Omnibus Stock Plan                | For | Against | Management |
| 3   | Ratify Auditors                         | For | For     | Management |

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EON LABS, INC.

Ticker: ELAB Security ID: 29412E100  
 Meeting Date: MAY 28, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas Strungmann, Ph.D. | For     | Withhold  | Management |
| 2   | Increase Authorized Common Stock        | For     | For       | Management |
| 3   | Ratify Auditors                         | For     | For       | Management |
| 4   | Other Business                          | For     | Against   | Management |

EXPRESS SCRIPTS, INC.

Ticker: ESRX Security ID: 302182100  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Gary G. Benanav       | For     | For       | Management |
| 1.2  | Elect Director Frank J. Borelli      | For     | For       | Management |
| 1.3  | Elect Director Nicholas J. LaHowchic | For     | For       | Management |
| 1.4  | Elect Director Thomas P. Mac Mahon   | For     | For       | Management |
| 1.5  | Elect Director John O. Parker, Jr.   | For     | For       | Management |
| 1.6  | Elect Director George Paz            | For     | For       | Management |
| 1.7  | Elect Director Samuel K. Skinner     | For     | For       | Management |
| 1.8  | Elect Director Seymour Sternberg     | For     | For       | Management |
| 1.9  | Elect Director Barrett A. Toan       | For     | For       | Management |
| 1.10 | Elect Director Howard L. Waltman     | For     | For       | Management |
| 2    | Increase Authorized Common Stock     | For     | Against   | Management |
| 3    | Ratify Auditors                      | For     | For       | Management |

FAMILY DOLLAR STORES, INC.

Ticker: FDO Security ID: 307000109  
 Meeting Date: JAN 15, 2004 Meeting Type: Annual  
 Record Date: NOV 24, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.1 | Elect Director Howard R. Levine                 | For | For | Management |
| 1.2 | Elect Director George R. Mahoney, Jr.           | For | For | Management |
| 1.3 | Elect Director Mark R. Bernstein                | For | For | Management |
| 1.4 | Elect Director Sharon Allred Decker             | For | For | Management |
| 1.5 | Elect Director Edward C. Dolby                  | For | For | Management |
| 1.6 | Elect Director Glenn A. Eisenberg               | For | For | Management |
| 1.7 | Elect Director James G. Martin                  | For | For | Management |
| 2   | Approve Non-Employee Director Stock Option Plan | For | For | Management |
| 3   | Ratify Auditors                                 | For | For | Management |

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FANNIE MAE

Ticker: FNM Security ID: 313586109  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 6, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor     |
|------|--------------------------------------|---------|-----------|-------------|
| 1.1  | Elect Director Stephen B. Ashley     | For     | For       | Management  |
| 1.2  | Elect Director Kenneth M. Duberstein | For     | For       | Management  |
| 1.3  | Elect Director Thomas P. Gerrity     | For     | For       | Management  |
| 1.4  | Elect Director Timothy Howard        | For     | For       | Management  |
| 1.5  | Elect Director Ann Korologos         | For     | For       | Management  |
| 1.6  | Elect Director Frederic V. Malek     | For     | For       | Management  |
| 1.7  | Elect Director Donald B. Marron      | For     | For       | Management  |
| 1.8  | Elect Director Daniel H. Mudd        | For     | For       | Management  |
| 1.9  | Elect Director Anne M. Mulcahy       | For     | For       | Management  |
| 1.10 | Elect Director Joe K. Pickett        | For     | For       | Management  |
| 1.11 | Elect Director Leslie Rahl           | For     | For       | Management  |
| 1.12 | Elect Director Franklin D. Raines    | For     | For       | Management  |
| 1.13 | Elect Director H. Patrick Swygert    | For     | For       | Management  |
| 2    | Ratify Auditors                      | For     | For       | Management  |
| 3    | Amend Employee Stock Purchase Plan   | For     | For       | Management  |
| 4    | Provide for Cumulative Voting        | Against | Against   | Shareholder |

FASTENAL CO.

Ticker: FAST Security ID: 311900104  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 23, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert A. Kierlin    | For     | Withhold  | Management |
| 1.2 | Elect Director Stephen M. Slaggie   | For     | Withhold  | Management |
| 1.3 | Elect Director Michael M. Gostomski | For     | For       | Management |
| 1.4 | Elect Director John D. Remick       | For     | For       | Management |
| 1.5 | Elect Director Henry K. McConnon    | For     | For       | Management |
| 1.6 | Elect Director Robert A. Hansen     | For     | For       | Management |
| 1.7 | Elect Director Willard D. Oberton   | For     | Withhold  | Management |
| 1.8 | Elect Director Michael J. Dolan     | For     | For       | Management |
| 1.9 | Elect Director Reyne K. Wisecup     | For     | Withhold  | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

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FINANCIAL FEDERAL CORP.

Ticker: FIF Security ID: 317492106  
 Meeting Date: DEC 9, 2003 Meeting Type: Annual  
 Record Date: OCT 22, 2003

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Lawrence B. Fisher        | For     | For       | Management |
| 1.2 | Elect Director William C. MacMillen, Jr. | For     | For       | Management |
| 1.3 | Elect Director Michael C. Palitz         | For     | For       | Management |
| 1.4 | Elect Director Thomas F. Robards         | For     | For       | Management |
| 1.5 | Elect Director Paul R. Sinsheimer        | For     | For       | Management |
| 1.6 | Elect Director H. E. Timanus, Jr.        | For     | For       | Management |
| 2   | Ratify Auditors                          | For     | For       | Management |

FIRST DATA CORP.

Ticker: FDC Security ID: 319963104  
 Meeting Date: OCT 28, 2003 Meeting Type: Special  
 Record Date: SEP 8, 2003

| # | Proposal                 | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For     | For       | Management |

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FIRST DATA CORP.

Ticker: FDC Security ID: 319963104  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Henry C. Duques    | For     | For       | Management |
| 1.2 | Elect Director Charles T. Fote    | For     | For       | Management |
| 1.3 | Elect Director Richard P. Kiphart | For     | For       | Management |
| 1.4 | Elect Director Joan E. Spero      | For     | For       | Management |
| 2   | Ratify Auditors                   | For     | For       | Management |

FORRESTER RESEARCH INC.

Ticker: FORR Security ID: 346563109  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Henk W. Broeders | For     | For       | Management |
| 1.2 | Elect Director George R. Hornig | For     | For       | Management |

GENENTECH, INC.

Ticker: DNA Security ID: 368710406  
 Meeting Date: APR 16, 2004 Meeting Type: Written Consent  
 Record Date: FEB 17, 2004

| #   | Proposal                                  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1   | Amend Articles/Bylaws/Charter-Non-Routine | For     | For       | Management |
| 2.1 | Elect Director Herbert W. Boyer           | For     | Withhold  | Management |
| 2.2 | Elect Director Arthur D. Levinson         | For     | Withhold  | Management |
| 2.3 | Elect Director Mark Richmond              | For     | For       | Management |
| 2.4 | Elect Director Charles A. Sanders         | For     | For       | Management |
| 2.5 | Elect Director William M. Burns           | For     | Withhold  | Management |
| 2.6 | Elect Director Erich Hunziker             | For     | Withhold  | Management |
| 2.7 | Elect Director Jonathan K.C. Knowles      | For     | Withhold  | Management |
| 3   | Elect Director M. Burns                   | For     | Withhold  | Management |

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|   |                                      |     |          |            |
|---|--------------------------------------|-----|----------|------------|
| 4 | Elect Director Erich Hunziker        | For | Withhold | Management |
| 5 | Elect Director Jonathan K.C. Knowles | For | Withhold | Management |
| 6 | Increase Authorized Common Stock     | For | For      | Management |
| 7 | Approve Omnibus Stock Plan           | For | Against  | Management |
| 8 | Ratify Auditors                      | For | For      | Management |



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GETTY IMAGES, INC.

Ticker: GYI Security ID: 374276103  
 Meeting Date: MAY 17, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

| #   | Proposal                       | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James N. Bailey | For     | For       | Management |
| 1.2 | Elect Director Andrew S. Garb  | For     | For       | Management |
| 1.3 | Elect Director David Landau    | For     | For       | Management |
| 2   | Ratify Auditors                | For     | For       | Management |

GLOBESPANVIRATA INC.

Ticker: GSPN Security ID: 37957V106  
 Meeting Date: FEB 25, 2004 Meeting Type: Special  
 Record Date: JAN 2, 2004

| # | Proposal                 | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For     | For       | Management |

GLOBESPANVIRATA INC.

Ticker: GSPN Security ID: 37957V106  
 Meeting Date: OCT 16, 2003 Meeting Type: Annual  
 Record Date: AUG 20, 2003

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Armando Geday                        | For     | For       | Management |
| 1.2 | Elect Director Bami Bastani                         | For     | For       | Management |
| 1.3 | Elect Director Steven J. Bilodeau                   | For     | For       | Management |
| 1.4 | Elect Director Gary Bloom                           | For     | For       | Management |
| 1.5 | Elect Director Dipanjan Deb                         | For     | For       | Management |
| 1.6 | Elect Director John Marren                          | For     | For       | Management |
| 1.7 | Elect Director Garry K. McGuire, Sr.                | For     | For       | Management |
| 1.8 | Elect Director Giuseppe Zocco                       | For     | For       | Management |
| 2   | Amend Employee Stock Purchase Plan                  | For     | For       | Management |
| 3   | Approve Non-Employee Director Restricted Stock Plan | For     | Against   | Management |
| 4   | Ratify Auditors                                     | For     | For       | Management |

HARLEY-DAVIDSON, INC.

Ticker: HDI Security ID: 412822108  
 Meeting Date: APR 24, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Barry K. Allen        | For     | For       | Management |
| 1.2 | Elect Director Richard I. Beattie    | For     | For       | Management |
| 2   | Amend Executive Incentive Bonus Plan | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan           | For     | For       | Management |
| 4   | Ratify Auditors                      | For     | For       | Management |

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IAC / INTERACTIVECORP

Ticker: IACI Security ID: 45840Q101  
 Meeting Date: JUN 23, 2004 Meeting Type: Annual  
 Record Date: APR 29, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Richard N. Barton     | For     | For       | Management |
| 1.2  | Elect Director Robert R. Bennett     | For     | Withhold  | Management |
| 1.3  | Elect Director Edgar Bronfman, Jr.   | For     | For       | Management |
| 1.4  | Elect Director Barry Diller          | For     | Withhold  | Management |
| 1.5  | Elect Director Victor A. Kaufman     | For     | Withhold  | Management |
| 1.6  | Elect Director Donald R. Keough      | For     | For       | Management |
| 1.7  | Elect Director Marie-Josée Kravis    | For     | For       | Management |
| 1.8  | Elect Director John C. Malone        | For     | For       | Management |
| 1.9  | Elect Director Steven Rattner        | For     | For       | Management |
| 1.10 | Elect Director Gen. H.N. Schwarzkopf | For     | For       | Management |
| 1.11 | Elect Director Alan G. Spoon         | For     | For       | Management |
| 1.12 | Elect Director Diane Von Furstenberg | For     | Withhold  | Management |
| 2    | Ratify Auditors                      | For     | For       | Management |

INTERSIL CORPORATION

Ticker: ISIL Security ID: 46069S109  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gregory L. Williams  | For     | For       | Management |
| 1.2 | Elect Director Richard M. Beyer     | For     | For       | Management |
| 1.3 | Elect Director Dr. Robert W. Conn   | For     | For       | Management |
| 1.4 | Elect Director James V. Diller      | For     | For       | Management |
| 1.5 | Elect Director Gary E. Gist         | For     | For       | Management |
| 1.6 | Elect Director Jan Peeters          | For     | For       | Management |
| 1.7 | Elect Director Robert N. Pokelwaldt | For     | For       | Management |
| 1.8 | Elect Director James A. Urry        | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan            | For     | For       | Management |

INTERWOVEN, INC.

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Ticker: IWOV Security ID: 46114T508  
Meeting Date: JUN 10, 2004 Meeting Type: Annual  
Record Date: APR 16, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frank J. Fanzilli, Jr. | For     | For       | Management |
| 1.2 | Elect Director Thomas L. Thomas       | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |

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INTERWOVEN, INC.

Ticker: IWOV Security ID: 46114T102  
 Meeting Date: NOV 18, 2003 Meeting Type: Special  
 Record Date: SEP 30, 2003

| # | Proposal                    | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement    | For     | For       | Management |
| 2 | Approve Reverse Stock Split | For     | For       | Management |

INTUIT, INC.

Ticker: INTU Security ID: 461202103  
 Meeting Date: OCT 30, 2003 Meeting Type: Annual  
 Record Date: SEP 2, 2003

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen M. Bennett   | For     | For       | Management |
| 1.2 | Elect Director Christopher W. Brody | For     | For       | Management |
| 1.3 | Elect Director William V. Campbell  | For     | For       | Management |
| 1.4 | Elect Director Scott D. Cook        | For     | For       | Management |
| 1.5 | Elect Director L. John Doerr        | For     | For       | Management |
| 1.6 | Elect Director Donna L. Dubinsky    | For     | For       | Management |
| 1.7 | Elect Director Michael R. Hallman   | For     | For       | Management |
| 1.8 | Elect Director Stratton D. Sclavos  | For     | For       | Management |
| 2   | Amend Employee Stock Purchase Plan  | For     | For       | Management |
| 3   | Ratify Auditors                     | For     | For       | Management |

INVERESK RESEARCH GROUP, INC

Ticker: IRGI Security ID: 461238107  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John T. Henderson | For     | For       | Management |
| 2   | Amend Stock Option Plan          | For     | For       | Management |
| 3   | Ratify Auditors                  | For     | For       | Management |

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INVESTMENT TECHNOLOGY GROUP, INC.

Ticker: ITG Security ID: 46145F105  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director J. William Burdett      | For     | For       | Management |
| 1.2 | Elect Director William I. Jacobs       | For     | For       | Management |
| 1.3 | Elect Director Raymond L. Killian, Jr. | For     | For       | Management |
| 1.4 | Elect Director Robert L. King          | For     | For       | Management |
| 1.5 | Elect Director Maureen O Hara          | For     | For       | Management |
| 1.6 | Elect Director Robert J. Russel        | For     | For       | Management |
| 1.7 | Elect Director Mark A. Wolfson         | For     | For       | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |

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IXIA

Ticker: XXIA Security ID: 45071R109  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                                      | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Jean-Claude Asscher            | For     | For       | Management |
| 1.2 | Elect Director Massoud Entekhabi              | For     | Withhold  | Management |
| 1.3 | Elect Director Errol Ginsberg                 | For     | Withhold  | Management |
| 1.4 | Elect Director Jon F. Rager                   | For     | Withhold  | Management |
| 2   | Amend Omnibus Stock Plan                      | For     | Against   | Management |
| 3   | Amend Non-Employee Director Stock Option Plan | For     | Against   | Management |
| 4   | Ratify Auditors                               | For     | Against   | Management |

JUNIPER NETWORKS, INC.

Ticker: JNPR Security ID: 48203R104  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Pradeep Sindhu      | For     | For       | Management |
| 1.2 | Elect Director Robert M. Calderoni | For     | For       | Management |
| 1.3 | Elect Director Kenneth Levy        | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

JUNIPER NETWORKS, INC.

Ticker: JNPR Security ID: 48203R104  
 Meeting Date: APR 16, 2004 Meeting Type: Special  
 Record Date: MAR 10, 2004

| # | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Issue Shares in Connection with an Acquisition | For     | For       | Management |

KOHL S CORP.

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Ticker: KSS Security ID: 500255104  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 3, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Wayne Embry            | For     | For       | Management  |
| 1.2 | Elect Director John F. Herma          | For     | Withhold  | Management  |
| 1.3 | Elect Director R. Lawrence Montgomery | For     | Withhold  | Management  |
| 1.4 | Elect Director Frank V. Sica          | For     | For       | Management  |
| 2   | Ratify Auditors                       | For     | For       | Management  |
| 3   | Performance-Based Stock/Index Options | Against | For       | Shareholder |
| 4   | Separate Chairman and CEO Positions   | Against | For       | Shareholder |



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LINCARE HOLDINGS, INC.

Ticker: LNCR Security ID: 532791100  
 Meeting Date: MAY 17, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J.P. Byrnes        | For     | For       | Management |
| 1.2 | Elect Director S.H. Altman, Ph.D. | For     | For       | Management |
| 1.3 | Elect Director C.B. Black         | For     | For       | Management |
| 1.4 | Elect Director F.D. Byrne, M.D.   | For     | For       | Management |
| 1.5 | Elect Director F.T. Cary          | For     | For       | Management |
| 1.6 | Elect Director W.F. Miller, III   | For     | For       | Management |
| 2   | Approve Omnibus Stock Plan        | For     | For       | Management |

LINEAR TECHNOLOGY CORP.

Ticker: LLTC Security ID: 535678106  
 Meeting Date: NOV 5, 2003 Meeting Type: Annual  
 Record Date: SEP 8, 2003

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert H. Swanson, Jr. | For     | For       | Management |
| 1.2 | Elect Director David S. Lee           | For     | For       | Management |
| 1.3 | Elect Director Leo T. McCarthy        | For     | For       | Management |
| 1.4 | Elect Director Richard M. Moley       | For     | For       | Management |
| 1.5 | Elect Director Thomas S. Volpe        | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |

MARTEK BIOSCIENCES CORP.

Ticker: MATK Security ID: 572901106  
 Meeting Date: MAR 18, 2004 Meeting Type: Annual  
 Record Date: JAN 23, 2004

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Douglas J. MacMaster, Jr. | For     | For       | Management |
| 1.2 | Elect Director John H. Mahar             | For     | For       | Management |
| 1.3 | Elect Director Eugene H. Rotberg         | For     | For       | Management |

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2 Approve Omnibus Stock Plan For For Management

MAXIM INTEGRATED PRODUCTS, INC.

Ticker: MXIM Security ID: 57772K101  
 Meeting Date: NOV 13, 2003 Meeting Type: Annual  
 Record Date: SEP 15, 2003

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James R. Bergman    | For     | For       | Management |
| 1.2 | Elect Director John F. Gifford     | For     | For       | Management |
| 1.3 | Elect Director B. Kipling Hagopian | For     | For       | Management |
| 1.4 | Elect Director M. D. Sampels       | For     | For       | Management |
| 1.5 | Elect Director A. R. Frank Wazzan  | For     | For       | Management |
| 2   | Amend Stock Option Plan            | For     | Against   | Management |
| 3   | Amend Employee Stock Purchase Plan | For     | For       | Management |
| 4   | Ratify Auditors                    | For     | For       | Management |

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MEDICIS PHARMACEUTICAL CORP.

Ticker: MRX Security ID: 584690309  
 Meeting Date: NOV 19, 2003 Meeting Type: Annual  
 Record Date: OCT 10, 2003

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Arthur G. Altschul, Jr. | For     | For       | Management |
| 1.2 | Elect Director Philip S. Schein, M.D.  | For     | For       | Management |
| 2   | Increase Authorized Common Stock       | For     | For       | Management |
| 3   | Ratify Auditors                        | For     | Against   | Management |

MEDIMMUNE, INC.

Ticker: MEDI Security ID: 584699102  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Wayne T. Hockmeyer       | For     | For       | Management |
| 1.2 | Elect Director David M. Mott            | For     | For       | Management |
| 1.3 | Elect Director David Baltimore          | For     | For       | Management |
| 1.4 | Elect Director M. James Barrett         | For     | For       | Management |
| 1.5 | Elect Director Melvin D. Booth          | For     | For       | Management |
| 1.6 | Elect Director James H. Cavanaugh       | For     | For       | Management |
| 1.7 | Elect Director Barbara Hackman Franklin | For     | For       | Management |
| 1.8 | Elect Director Gordon S. Macklin        | For     | For       | Management |
| 1.9 | Elect Director Elizabeth H. S. Wyatt    | For     | For       | Management |
| 2   | Approve Omnibus Stock Plan              | For     | For       | Management |
| 3   | Ratify Auditors                         | For     | For       | Management |

MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106  
 Meeting Date: AUG 28, 2003 Meeting Type: Annual  
 Record Date: JUL 3, 2003

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard H. Anderson | For     | For       | Management |

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|     |  |     |     |            |
|-----|--|-----|-----|------------|
| 1.2 | Elect Director Michael R. Bonsignore   | For | For | Management |
| 1.3 | Elect Director Gordon M. Sprenger      | For | For | Management |
| 2   | Ratify Auditors                        | For | For | Management |
| 3   | Approve Omnibus Stock Plan             | For | For | Management |
| 4   | Approve Executive Incentive Bonus Plan | For | For | Management |

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MGI PHARMA, INC.

Ticker: MOGN Security ID: 552880106  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Andrew J. Ferrara       | For     | For       | Management |
| 1.2 | Elect Director Gilla Kaplan, Ph.D.     | For     | For       | Management |
| 1.3 | Elect Director Edward W. Mehrer        | For     | For       | Management |
| 1.4 | Elect Director Hugh E. Miller          | For     | For       | Management |
| 1.5 | Elect Director Leon O. Moulder, Jr.    | For     | For       | Management |
| 1.6 | Elect Director Lee J. Schroeder        | For     | For       | Management |
| 1.7 | Elect Director David B. Sharrock       | For     | For       | Management |
| 1.8 | Elect Director Waneta C. Tuttle, Ph.D. | For     | For       | Management |
| 1.9 | Elect Director Arthur L. Weaver, M.D.  | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan               | For     | For       | Management |
| 3   | Amend Employee Stock Purchase Plan     | For     | For       | Management |
| 4   | Ratify Auditors                        | For     | For       | Management |

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 11, 2003 Meeting Type: Annual  
 Record Date: SEP 12, 2003

| #    | Proposal                                      | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director William H. Gates, III          | For     | For       | Management  |
| 1.2  | Elect Director Steven A. Ballmer              | For     | For       | Management  |
| 1.3  | Elect Director James I. Cash, Jr., Ph.D.      | For     | For       | Management  |
| 1.4  | Elect Director Raymond V. Gilmartin           | For     | For       | Management  |
| 1.5  | Elect Director Ann McLaughlin Korologos       | For     | For       | Management  |
| 1.6  | Elect Director David F. Marquardt             | For     | For       | Management  |
| 1.7  | Elect Director Charles H. Noski               | For     | For       | Management  |
| 1.8  | Elect Director Dr. Helmut Panke               | For     | For       | Management  |
| 1.9  | Elect Director Wm. G. Reed, Jr.               | For     | For       | Management  |
| 1.10 | Elect Director Jon A. Shirley                 | For     | For       | Management  |
| 2    | Amend Omnibus Stock Plan                      | For     | For       | Management  |
| 3    | Amend Non-Employee Director Stock Option Plan | For     | For       | Management  |
| 4    | Refrain from Giving Charitable Contributions  | Against | Against   | Shareholder |

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MONTPELIER RE HOLDINGS LTD

Ticker: MRH Security ID: G62185106  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal   | Mgt Rec | Vote Cast    | Sponsor    |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director G. Thomas Hutton*   | For     | Did Not Vote | Management |
| 1.2 | Elect Director Kamil M. Salame*  | For     | Did Not Vote | Management |
| 1.3 | Elect Director Raymond M. Salter*  | For     | Did Not Vote | Management |
| 1.4 | Elect Director John F. Shettle, Jr.*   | For     | Did Not Vote | Management |
| 1.5 | Elect Director Anthony Taylor**  | For     | Did Not Vote | Management |
| 1.6 | Elect Director T.G. Story Busher**   | For     | Did Not Vote | Management |
| 1.7 | Elect Director C. R. Fletcher, III**   | For     | Did Not Vote | Management |
| 2   | TO APPROVE THE ADOPTION OF THE MONTPELIER LONG TERM INCENTIVE PLAN, WHICH WOULD GO INTO EFFECT ON JANUARY 1, 2005. | For     | Did Not Vote | Management |
| 3   | Ratify Auditors  | For     | Did Not Vote | Management |

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NATIONAL INSTRUMENTS CORP.

Ticker: NATI Security ID: 636518102  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James J. Truchard    | For     | For       | Management |
| 1.2 | Elect Director Charles J. Roesslein | For     | For       | Management |
| 2   | Amend Stock Option Plan             | For     | For       | Management |

NEKTAR THERAPEUTICS

Ticker: NKTR Security ID: 640268108  
 Meeting Date: JUN 17, 2004 Meeting Type: Annual  
 Record Date: APR 19, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Christopher A. Kuebler | For     | For       | Management |
| 1.2 | Elect Director Irwin Lerner           | For     | For       | Management |
| 1.3 | Elect Director John S. Patton, Ph.D.  | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan              | For     | For       | Management |
| 3   | Ratify Auditors                       | For     | For       | Management |

NETFLIX. INC

Ticker: NFLX Security ID: 64110L106  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 4, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Timothy Haley     | For     | For       | Management |
| 1.2 | Elect Director Michael Ramsay    | For     | For       | Management |
| 1.3 | Elect Director Michael Schuh     | For     | For       | Management |
| 2   | Ratify Auditors                  | For     | For       | Management |
| 3   | Increase Authorized Common Stock | For     | Against   | Management |





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NOVELLUS SYSTEMS, INC.

Ticker: NVLS Security ID: 670008101  
 Meeting Date: APR 16, 2004 Meeting Type: Annual  
 Record Date: FEB 17, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Richard S. Hill                          | For     | For       | Management  |
| 1.2 | Elect Director Neil R. Bonke                            | For     | For       | Management  |
| 1.3 | Elect Director Youssef A. El-Mansy                      | For     | For       | Management  |
| 1.4 | Elect Director J. David Litster                         | For     | For       | Management  |
| 1.5 | Elect Director Yoshio Nishi                             | For     | For       | Management  |
| 1.6 | Elect Director Glen G. Possley                          | For     | For       | Management  |
| 1.7 | Elect Director Ann D. Rhoads                            | For     | For       | Management  |
| 1.8 | Elect Director William R. Spivey                        | For     | For       | Management  |
| 1.9 | Elect Director Delbert A. Whitaker                      | For     | For       | Management  |
| 2   | Ratify Auditors   | For     | For       | Management  |
| 3   | Provision of Non-Audit Services by Independent Auditors | Against | Against   | Shareholder |
| 4   | Limit Executive Compensation                            | Against | Against   | Shareholder |

OPSWARE INC.

Ticker: OPSW Security ID: 68383A101  
 Meeting Date: JUN 22, 2004 Meeting Type: Annual  
 Record Date: MAY 7, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Benjamin A. Horowitz | For     | For       | Management |
| 1.2 | Elect Director Simon M. Lorne       | For     | For       | Management |
| 2   | Ratify Auditors                     | For     | For       | Management |

ORBITZ, INC.

Ticker: ORBZ Security ID: 68556Y100  
 Meeting Date: JUN 2, 2004 Meeting Type: Annual  
 Record Date: APR 7, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Denise K. Fletcher | For     | For       | Management |

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2 Ratify Auditors For For Management

OUTBACK STEAKHOUSE, INC.

Ticker: OSI Security ID: 689899102  
 Meeting Date: APR 21, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Brabson, Jr. | For     | For       | Management |
| 1.2 | Elect Director Lee Roy Selmon       | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan            | For     | Against   | Management |
| 3   | Other Business                      | For     | Against   | Management |

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P.F. CHANG S CHINA BISTRO INC

Ticker: PFCB Security ID: 69333Y108  
 Meeting Date: APR 23, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard L. Federico   | For     | For       | Management |
| 1.2 | Elect Director R. Michael Welborn    | For     | For       | Management |
| 1.3 | Elect Director James D. Shennan, Jr. | For     | For       | Management |
| 1.4 | Elect Director F. Lane Cardwell, Jr. | For     | For       | Management |
| 1.5 | Elect Director Kenneth J. Wessels    | For     | For       | Management |
| 1.6 | Elect Director M. Ann Rhoades        | For     | For       | Management |
| 1.7 | Elect Director Lesley H. Howe        | For     | For       | Management |
| 2   | Ratify Auditors                      | For     | For       | Management |
| 3   | Amend Stock Option Plan              | For     | For       | Management |
| 4   | Adjourn Meeting                      | For     | Against   | Management |

PACKETEER, INC.

Ticker: PKTR Security ID: 695210104  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dave Cote | For     | For       | Management |
| 2   | Ratify Auditors          | For     | For       | Management |

PATTERSON COS INC.

Ticker: PDCO Security ID: 703412106  
 Meeting Date: SEP 8, 2003 Meeting Type: Annual  
 Record Date: JUL 14, 2003

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Harold C. Slavkin | For     | For       | Management |
| 1.2 | Elect Director James W. Wiltz    | For     | For       | Management |
| 2   | Ratify Auditors                  | For     | For       | Management |

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PATTERSON-UTI ENERGY INC.

Ticker: PTEN Security ID: 703481101  
 Meeting Date: JUN 29, 2004 Meeting Type: Annual  
 Record Date: MAY 28, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mark S. Siegel     | For     | For       | Management |
| 1.2 | Elect Director Cloyce A. Talbott  | For     | For       | Management |
| 1.3 | Elect Director A. Glenn Patterson | For     | For       | Management |
| 1.4 | Elect Director Kenneth N. Berns   | For     | For       | Management |
| 1.5 | Elect Director Robert C. Gist     | For     | For       | Management |
| 1.6 | Elect Director Curtis W. Huff     | For     | For       | Management |
| 1.7 | Elect Director Terry H. Hunt      | For     | For       | Management |
| 1.8 | Elect Director Kenneth R. Peak    | For     | For       | Management |
| 1.9 | Elect Director Nadine C. Smith    | For     | For       | Management |
| 2   | Increase Authorized Common Stock  | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan          | For     | For       | Management |
| 4   | Amend Omnibus Stock Plan          | For     | For       | Management |
| 5   | Ratify Auditors                   | For     | For       | Management |

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PAYCHEX, INC.

Ticker: PAYX Security ID: 704326107  
 Meeting Date: OCT 2, 2003 Meeting Type: Annual  
 Record Date: AUG 4, 2003

| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director B. Thomas Golisano   | For     | For       | Management |
| 1.2 | Elect Director Betsy S. Atkins      | For     | For       | Management |
| 1.3 | Elect Director G. Thomas Clark      | For     | For       | Management |
| 1.4 | Elect Director David J. S. Flaschen | For     | For       | Management |
| 1.5 | Elect Director Phillip Horsley      | For     | For       | Management |
| 1.6 | Elect Director Grant M. Inman       | For     | For       | Management |
| 1.7 | Elect Director J. Robert Sebo       | For     | For       | Management |
| 1.8 | Elect Director Joseph M. Tucci      | For     | For       | Management |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director John F. Akers                                       | For     | For       | Management  |
| 1.2  | Elect Director Robert E. Allen                                     | For     | For       | Management  |
| 1.3  | Elect Director Ray L. Hunt   | For     | For       | Management  |
| 1.4  | Elect Director Arthur C. Martinez                                  | For     | For       | Management  |
| 1.5  | Elect Director Indra K. Nooyi                                      | For     | For       | Management  |
| 1.6  | Elect Director Franklin D. Raines                                  | For     | For       | Management  |
| 1.7  | Elect Director Steven S. Reinemund                                 | For     | For       | Management  |
| 1.8  | Elect Director Sharon Percy Rockefeller                            | For     | For       | Management  |
| 1.9  | Elect Director James J. Schiro                                     | For     | For       | Management  |
| 1.10 | Elect Director Franklin A. Thomas                                  | For     | For       | Management  |
| 1.11 | Elect Director Cynthia M. Trudell                                  | For     | For       | Management  |
| 1.12 | Elect Director Solomon D. Trujillo                                 | For     | For       | Management  |
| 1.13 | Elect Director Daniel Vasella                                      | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Approve Executive Incentive Bonus Plan                             | For     | For       | Management  |
| 4    | Report on Political Contributions/Activities                       | Against | Against   | Shareholder |
| 5    | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against   | Shareholder |

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PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Michael S. Brown                                    | For     | For       | Management  |
| 1.2  | Elect Director M. Anthony Burns                                    | For     | For       | Management  |
| 1.3  | Elect Director Robert N. Burt                                      | For     | For       | Management  |
| 1.4  | Elect Director W. Don Cornwell                                     | For     | For       | Management  |
| 1.5  | Elect Director William H. Gray III                                 | For     | For       | Management  |
| 1.6  | Elect Director Constance J. Horner                                 | For     | For       | Management  |
| 1.7  | Elect Director William R. Howell                                   | For     | For       | Management  |
| 1.8  | Elect Director Stanley O. Ikenberry                                | For     | For       | Management  |
| 1.9  | Elect Director George A. Lorch                                     | For     | For       | Management  |
| 1.10 | Elect Director Henry A. Mckinnell                                  | For     | For       | Management  |
| 1.11 | Elect Director Dana G. Mead  | For     | For       | Management  |
| 1.12 | Elect Director Franklin D. Raines                                  | For     | For       | Management  |
| 1.13 | Elect Director Ruth J. Simmons                                     | For     | For       | Management  |
| 1.14 | Elect Director William C. Steere, Jr.                              | For     | For       | Management  |
| 1.15 | Elect Director Jean-Paul Valles                                    | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Approve Omnibus Stock Plan   | For     | For       | Management  |
| 4    | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against   | Shareholder |
| 5    | Cease Political Contributions/Activities                           | Against | Against   | Shareholder |
| 6    | Report on Political Contributions/Activities                       | Against | Against   | Shareholder |
| 7    | Establish Term Limits for Directors                                | Against | Against   | Shareholder |
| 8    | Report on Drug Pricing   | Against | Against   | Shareholder |
| 9    | Limit Awards to Executives   | Against | Against   | Shareholder |
| 10   | Amend Animal Testing Policy  | Against | Against   | Shareholder |

PLATINUM UNDERWRITERS HOLDINGS LTD

Ticker: PTP Security ID: G7127P100  
 Meeting Date: SEP 17, 2003 Meeting Type: Annual  
 Record Date: AUG 1, 2003

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Elect H. Baldwin, J. Bank, D. Carmichael, N. Currie, J. Fishman, G. Morrison, S. Newman, and P. Pruitt as Directors | For     | For       | Management |
| 2a | Elect G. Morrison as Director of Platinum Underwriters Bermuda, Ltd.  | For     | For       | Management |
| 2b | Elect M. Price as Director of Platinum Underwriters Bermuda, Ltd.   | For     | For       | Management |
| 2c | Elect W. Robble as Director of Platinum Underwriters Bermuda, Ltd.  | For     | For       | Management |
| 3a | Elect G. Morrison as Director of Platinum Re (UK) Ltd.  | For     | For       | Management |
| 3b | Elect C. Pettengell as Director of Platinum Re (UK) Ltd.  | For     | For       | Management |
| 3c | Elect R. Porter as Director of Platinum Re (UK) Ltd.  | For     | For       | Management |
| 4  | Approve Section 162(m) Performance Incentive Plan   | For     | For       | Management |

5 Ratify KPMG as Auditors For For Management

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PLATINUM UNDERWRITERS HOLDINGS LTD

Ticker: PTP Security ID: G7127P100  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal   | Mgt Rec | Vote Cast    | Sponsor    |
|-----|--|---------|--------------|------------|
| 1.1 | Elect Director H. Furlong Baldwin  | For     | Did Not Vote | Management |
| 1.2 | Elect Director Jonathan F. Bank  | For     | Did Not Vote | Management |
| 1.3 | Elect Director Dan R. Carmichael   | For     | Did Not Vote | Management |
| 1.4 | Elect Director Neill A. Currie   | For     | Did Not Vote | Management |
| 1.5 | Elect Director Jay S. Fishman  | For     | Did Not Vote | Management |
| 1.6 | Elect Director Gregory E.A. Morrison   | For     | Did Not Vote | Management |
| 1.7 | Elect Director Steven H. Newman  | For     | Did Not Vote | Management |
| 1.8 | Elect Director Peter T. Pruitt   | For     | Did Not Vote | Management |
| 2   | THE PROPOSAL TO ELECT GREGORY E.A. MORRISON TO THE BOARD OF DIRECTORS OF PLATINUM UNDERWRITERS BERMUDA, LTD.   | For     | Did Not Vote | Management |
| 3   | THE PROPOSAL TO ELECT MICHAEL D. PRICE TO THE BOARD OF DIRECTORS OF PLATINUM UNDERWRITERS BERMUDA, LTD.  | For     | Did Not Vote | Management |
| 4   | THE PROPOSAL TO ELECT WILLIAM A. ROBBIE TO THE BOARD OF DIRECTORS OF PLATINUM UNDERWRITERS BERMUDA, LTD.   | For     | Did Not Vote | Management |
| 5   | THE PROPOSAL TO RATIFY THE APPOINTMENT OF WILLIAM A. ROBBIE TO THE BOARD OF DIRECTORS OF PLATINUM RE (UK) LIMITED.   | For     | Did Not Vote | Management |
| 6   | THE PROPOSAL TO RATIFY THE APPOINTMENT OF RUSSELL WORSLEY TO THE BOARD OF DIRECTORS OF PLATINUM RE (UK) LIMITED.   | For     | Did Not Vote | Management |
| 7   | THE PROPOSAL TO AMEND BYE-LAWS OF THE COMPANY BY REMOVING SECTION 44(2), WHICH REQUIRES THE SHAREHOLDERS OF THE COMPANY TO CONSIDER MATTERS THAT ARE SUBMITTED TO THE SHAREHOLDERS OF THE COMPANY S NON-U.S. SUBSIDIARIES. | For     | Did Not Vote | Management |
| 8   | THE PROPOSAL TO APPROVE THE COMPANY S 2002 SHARE INCENTIVE PLAN.   | For     | Did Not Vote | Management |
| 9   | Ratify Auditors  | For     | Did Not Vote | Management |

POLYCOM, INC.

Ticker: PLCM Security ID: 73172K104  
 Meeting Date: JUN 2, 2004 Meeting Type: Annual  
 Record Date: APR 9, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Betsy S. Atkins   | For     | For       | Management |
| 1.2 | Elect Director John Seely Brown  | For     | For       | Management |
| 1.3 | Elect Director Robert C. Hagerty | For     | For       | Management |



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|     |                                    |     |     |            |
|-----|------------------------------------|-----|-----|------------|
| 1.4 | Elect Director John A. Kelley, Jr. | For | For | Management |
| 1.5 | Elect Director Michael R. Kourey   | For | For | Management |
| 1.6 | Elect Director Stanley J. Meresman | For | For | Management |
| 1.7 | Elect Director William A. Owens    | For | For | Management |
| 1.8 | Elect Director Durk I. Jager       | For | For | Management |
| 1.9 | Elect Director Thomas G. Stenberg  | For | For | Management |
| 2   | Approve Omnibus Stock Plan         | For | For | Management |
| 3   | Ratify Auditors                    | For | For | Management |

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POLYMEDICA CORP.

Ticker: PLMD Security ID: 731738100  
 Meeting Date: SEP 26, 2003 Meeting Type: Annual  
 Record Date: AUG 8, 2003

| #   | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Daniel S. Bernstein, M.D. | For     | For       | Management |
| 1.2 | Elect Director Herbert A. Denton         | For     | For       | Management |
| 1.3 | Elect Director Walter R. Maupay, Jr.     | For     | For       | Management |
| 2   | Ratify Auditors                          | For     | For       | Management |

POWER INTEGRATIONS, INC.

Ticker: POWI Security ID: 739276103  
 Meeting Date: JUN 3, 2004 Meeting Type: Annual  
 Record Date: APR 12, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director R. Scott Brown      | For     | For       | Management |
| 1.2 | Elect Director Steven J. Sharp     | For     | Withhold  | Management |
| 2   | Amend Stock Option Plan            | For     | Against   | Management |
| 3   | Amend Employee Stock Purchase Plan | For     | For       | Management |
| 4   | Ratify Auditors                    | For     | For       | Management |

QLT INC.

Ticker: QLT Security ID: 746927102  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: APR 13, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1   | Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Remuneration of Auditors | For     | For       | Management |
| 2   | Fix Number of Directors at Eight  | For     | For       | Management |
| 3.1 | Elect E. Duff Scott as a Director   | For     | For       | Management |
| 3.2 | Elect Paul J. Hastings as a Director  | For     | For       | Management |
| 3.3 | Elect Julia G. Levy as a Director   | For     | For       | Management |
| 3.4 | Elect C. Boyd Clarke as a Director  | For     | For       | Management |
| 3.5 | Elect Peter A. Crossgrove as a Director   | For     | For       | Management |
| 3.6 | Elect Ronald D. Henriksen as a Director   | For     | For       | Management |
| 3.7 | Elect Alan C. Mendelson as a Director   | For     | For       | Management |
| 3.8 | Elect L. Jack Wood as a Director  | For     | For       | Management |



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RESMED, INC.

Ticker: RMD Security ID: 761152107  
 Meeting Date: NOV 13, 2003 Meeting Type: Annual  
 Record Date: SEP 15, 2003

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Peter C. Farrell, Ph.D.          | For     | For       | Management |
| 1.2 | Elect Director Gary W. Pace, Ph.D.              | For     | For       | Management |
| 2   | Approve Employee Stock Purchase Plan            | For     | For       | Management |
| 3   | Approve Increase in Non-Executive Director Fees | For     | For       | Management |
| 4   | Ratify Auditors                                 | For     | For       | Management |

RETEK INC.

Ticker: RETK Security ID: 76128Q109  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: MAR 31, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John Buchanan     | For     | For       | Management |
| 1.2 | Elect Director N. Ross Buckenham | For     | For       | Management |
| 2   | Ratify Auditors                  | For     | For       | Management |

RITE AID CORP.

Ticker: RAD Security ID: 767754104  
 Meeting Date: JUN 24, 2004 Meeting Type: Annual  
 Record Date: MAY 3, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor     |
|-----|-----------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Mary F. Sammons    | For     | For       | Management  |
| 1.2 | Elect Director George G. Golleher | For     | For       | Management  |
| 2   | Approve Omnibus Stock Plan        | For     | For       | Management  |
| 3   | Prepare Diversity Report          | Against | Against   | Shareholder |

ROBERT HALF INTERNATIONAL INC.

Ticker: RHI Security ID: 770323103  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual

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Record Date: MAR 11, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Andrew S. Berwick, Jr. | For     | For       | Management |
| 1.2 | Elect Director Frederick P. Furth     | For     | For       | Management |
| 1.3 | Elect Director Edward W. Gibbons      | For     | For       | Management |
| 1.4 | Elect Director Harold M. Messmer, Jr. | For     | For       | Management |
| 1.5 | Elect Director Thomas J. Ryan         | For     | For       | Management |
| 1.6 | Elect Director J. Stephen Schaub      | For     | For       | Management |
| 1.7 | Elect Director M. Keith Waddell       | For     | For       | Management |
| 2   | Ratify Auditors                       | For     | For       | Management |

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SAP AG

Ticker: SZXP10 Security ID: 803054204  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 30, 2004

| # | Proposal  | Mgt Rec | Vote Cast    | Sponsor    |
|---|---|---------|--------------|------------|
| 1 | RESOLUTION ON THE APPROPRIATION OF THE RETAINED EARNINGS OF THE FISCAL YEAR 2003                                | For     | Did Not Vote | Management |
| 2 | RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE EXECUTIVE BOARD IN THE FISCAL YEAR 2003                    | For     | Did Not Vote | Management |
| 3 | RESOLUTION ON THE FORMAL APPROVAL OF THE ACTS OF THE SUPERVISORY BOARD IN THE FISCAL YEAR 2003                  | For     | Did Not Vote | Management |
| 4 | Ratify Auditors   | For     | Did Not Vote | Management |
| 5 | RESOLUTION ON ADJUSTMENTS TO SECTION 4 OF THE ARTICLES OF ASSOCIATION   | For     | Did Not Vote | Management |
| 6 | RESOLUTION ON THE AUTHORIZATION TO ACQUIRE AND USE TREASURY SHARES  | For     | Did Not Vote | Management |
| 7 | RESOLUTION ON THE AUTHORIZATION TO USE EQUITY DERIVATIVES IN CONNECTION WITH THE ACQUISITION OF TREASURY SHARES | For     | Did Not Vote | Management |

SEI INVESTMENT COMPANY

Ticker: SEIC Security ID: 784117103  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alfred P. West, Jr. | For     | Withhold  | Management |
| 1.2 | Elect Director William M. Doran    | For     | Withhold  | Management |
| 1.3 | Elect Director Howard D. Ross      | For     | For       | Management |
| 1.4 | Elect Director Thomas W. Smith     | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

SEMTECH CORP.

Ticker: SMTC Security ID: 816850101  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 23, 2004

| #   | Proposal                      | Mgt Rec | Vote Cast | Sponsor    |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Glen M. Antle  | For     | For       | Management |
| 1.2 | Elect Director James P. Burra | For     | For       | Management |

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|     |                                   |     |          |            |
|-----|-----------------------------------|-----|----------|------------|
| 1.3 | Elect Director Jason L. Carlson   | For | Withhold | Management |
| 1.4 | Elect Director Rockell N. Hankin  | For | For      | Management |
| 1.5 | Elect Director James T. Lindstrom | For | For      | Management |
| 1.6 | Elect Director John L. Piotrowski | For | For      | Management |
| 1.7 | Elect Director John D. Poe        | For | Withhold | Management |
| 1.8 | Elect Director James T. Schraith  | For | For      | Management |
| 2   | Ratify Auditors                   | For | For      | Management |

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SIEBEL SYSTEMS, INC.

Ticker: SEBL Security ID: 826170102  
 Meeting Date: JUN 23, 2004 Meeting Type: Annual  
 Record Date: APR 29, 2004

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor     |
|-----|----------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director C. Scott Hartz    | For     | For       | Management  |
| 1.2 | Elect Director Charles R. Schwab | For     | For       | Management  |
| 1.3 | Elect Director George T. Shaheen | For     | For       | Management  |
| 1.4 | Elect Director John W. White     | For     | For       | Management  |
| 2   | Ratify Auditors                  | For     | For       | Management  |
| 3   | Expense Stock Options            | Abstain | For       | Shareholder |

SLM CORP.

Ticker: SLM Security ID: 78442P106  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #    | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Elect Director Charles L. Daley             | For     | For       | Management |
| 1.2  | Elect Director William M. Diefenderfer, III | For     | For       | Management |
| 1.3  | Elect Director Thomas J. Fitzpatrick        | For     | For       | Management |
| 1.4  | Elect Director Edward A. Fox                | For     | For       | Management |
| 1.5  | Elect Director Diane Suitt Gilleland        | For     | For       | Management |
| 1.6  | Elect Director Earl A. Goode                | For     | For       | Management |
| 1.7  | Elect Director Ann Torre Grant              | For     | For       | Management |
| 1.8  | Elect Director Ronald F. Hunt               | For     | For       | Management |
| 1.9  | Elect Director Benjamin J. Lambert, III     | For     | For       | Management |
| 1.10 | Elect Director Albert L. Lord               | For     | For       | Management |
| 1.11 | Elect Director Barry A. Munitz              | For     | For       | Management |
| 1.12 | Elect Director A. Alexander Porter, Jr.     | For     | For       | Management |
| 1.13 | Elect Director Wolfgang Schoellkopf         | For     | For       | Management |
| 1.14 | Elect Director Steven L. Shapiro            | For     | For       | Management |
| 1.15 | Elect Director Barry L. Williams            | For     | For       | Management |
| 2    | Approve Omnibus Stock Plan                  | For     | For       | Management |
| 3    | Ratify Auditors                             | For     | For       | Management |

SPRINT CORP.

Ticker: FON Security ID: 852061506  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004



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| #   | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|-----|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Gordon M. Bethune    | For     | For       | Management  |
| 1.2 | Elect Director E. Linn Draper, Jr.  | For     | For       | Management  |
| 1.3 | Elect Director Deborah A. Henretta  | For     | For       | Management  |
| 1.4 | Elect Director Linda Koch Lorimer   | For     | For       | Management  |
| 2   | Ratify Auditors                     | For     | For       | Management  |
| 3   | Performance- Based/Indexing Options | Against | For       | Shareholder |
| 4   | Limit Executive Compensation        | Against | Against   | Shareholder |
| 5   | Separate Chairman and CEO Positions | Against | For       | Shareholder |
| 6   | Report on Foreign Outsourcing       | Against | Against   | Shareholder |

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SRA INTERNATIONAL, INC.

Ticker: SRX Security ID: 78464R105  
 Meeting Date: NOV 12, 2003 Meeting Type: Annual  
 Record Date: SEP 24, 2003

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William K. Brehm  | For     | For       | Management |
| 1.2 | Elect Director Edward E. Legasey | For     | For       | Management |
| 1.3 | Elect Director Delbert C. Staley | For     | For       | Management |
| 2   | Ratify Auditors                  | For     | For       | Management |

STATE STREET CORP. (BOSTON)

Ticker: STT Security ID: 857477103  
 Meeting Date: APR 21, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Kennett Burnes   | For     | For       | Management  |
| 1.2 | Elect Director David Gruber   | For     | For       | Management  |
| 1.3 | Elect Director Linda Hill   | For     | For       | Management  |
| 1.4 | Elect Director Charles Lamantia   | For     | For       | Management  |
| 1.5 | Elect Director Robert Weissman  | For     | For       | Management  |
| 2   | Exempt Board of Directors from Massachusetts General Laws, Chapter 156B, Section 50A(a) | Against | For       | Shareholder |

SUNCOR ENERGY INC

Ticker: SU Security ID: 867229106  
 Meeting Date: APR 29, 2004 Meeting Type: Annual/Special  
 Record Date: MAR 1, 2004

| #    | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|------|-----------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Mel E. Benson      | For     | For       | Management |
| 1.2  | Elect Director Brian A. Canfield  | For     | For       | Management |
| 1.3  | Elect Director Susan E. Crocker   | For     | For       | Management |
| 1.4  | Elect Director Bryan P. Davies    | For     | For       | Management |
| 1.5  | Elect Director Brian A. Felesky   | For     | For       | Management |
| 1.6  | Elect Director John T. Ferguson   | For     | For       | Management |
| 1.7  | Elect Director W. Douglas Ford    | For     | For       | Management |
| 1.8  | Elect Director Richard L. George  | For     | For       | Management |
| 1.9  | Elect Director John R. Huff       | For     | For       | Management |
| 1.10 | Elect Director Robert W. Korthals | For     | For       | Management |

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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1.11 | Elect Director M. Ann McCaig  | For     | For     | Management  |
| 1.12 | Elect Director Michael W. O Brien   | For     | For     | Management  |
| 1.13 | Elect Director JR Shaw  | For     | For     | Management  |
| 2    | Ratify Auditors   | For     | For     | Management  |
| 3    | Submit New Participants in the Senior Executive Retirement Plan to a Shareholder Vote | Against | Against | Shareholder |

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SUNGARD DATA SYSTEMS INC.

Ticker: SDS Security ID: 867363103  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #    | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|------|---------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Gregory S. Bentley     | For     | Withhold  | Management |
| 1.2  | Elect Director Michael C. Brooks      | For     | For       | Management |
| 1.3  | Elect Director Cristobal Conde        | For     | For       | Management |
| 1.4  | Elect Director Ramon de Oliveira      | For     | For       | Management |
| 1.5  | Elect Director Henry C. Duques        | For     | For       | Management |
| 1.6  | Elect Director Albert A. Eisenstat    | For     | For       | Management |
| 1.7  | Elect Director Bernard Goldstein      | For     | For       | Management |
| 1.8  | Elect Director Janet Brutschea Haugen | For     | For       | Management |
| 1.9  | Elect Director James L. Mann          | For     | For       | Management |
| 1.10 | Elect Director Malcolm I. Ruddock     | For     | For       | Management |
| 2    | Ratify Auditors                       | For     | For       | Management |

T. ROWE PRICE GROUP, INC.

Ticker: TROW Security ID: 74144T108  
 Meeting Date: APR 8, 2004 Meeting Type: Annual  
 Record Date: FEB 6, 2004

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Edward C. Bernard     | For     | For       | Management |
| 1.2  | Elect Director James T. Brady        | For     | For       | Management |
| 1.3  | Elect Director D. William J. Garrett | For     | For       | Management |
| 1.4  | Elect Director Donald B. Hebb, Jr.   | For     | For       | Management |
| 1.5  | Elect Director James A.C. Kennedy    | For     | For       | Management |
| 1.6  | Elect Director James S. Riepe        | For     | For       | Management |
| 1.7  | Elect Director George A. Roche       | For     | For       | Management |
| 1.8  | Elect Director Brian C. Rogers       | For     | For       | Management |
| 1.9  | Elect Director Dr. Alfred Sommer     | For     | For       | Management |
| 1.10 | Elect Director Dwight S. Taylor      | For     | For       | Management |
| 1.11 | Elect Director Anne Marie Whittemore | For     | For       | Management |
| 2    | Ratify Auditors                      | For     | For       | Management |
| 3    | Approve Omnibus Stock Plan           | For     | Against   | Management |
| 4    | Other Business                       | For     | Against   | Management |

TAIWAN SEMICONDUCTOR MANUFACTURING CO.

Ticker: TSM.P Security ID: 874039100  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual

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Record Date: MAR 15, 2004

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | TO ACCEPT 2003 BUSINESS REPORT AND FINANCIAL STATEMENTS.                     | For     | For       | Management |
| 2 | TO APPROVE THE PROPOSAL FOR DISTRIBUTION OF 2003 PROFITS.                    | For     | For       | Management |
| 3 | TO APPROVE THE CAPITALIZATION OF 2003 DIVIDENDS AND EMPLOYEE PROFIT SHARING. | For     | For       | Management |

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TELEPHONE AND DATA SYSTEMS, INC.

Ticker: TDS Security ID: 879433100  
 Meeting Date: JUN 29, 2004 Meeting Type: Annual  
 Record Date: MAY 17, 2004

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1   | Declassify the Board of Directors | For     | For       | Management |
| 2.1 | Elect Director K.A. Mundt         | For     | For       | Management |
| 2.2 | Elect Director M.H. Saranow       | For     | For       | Management |
| 2.3 | Elect Director K.A. Mundt         | For     | For       | Management |
| 2.4 | Elect Director M.L. Solomon       | For     | For       | Management |
| 2.5 | Elect Director H.S. Wander        | For     | For       | Management |
| 2.6 | Elect Director M.H. Saranow       | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan        | For     | Against   | Management |
| 4   | Ratify Auditors                   | For     | For       | Management |

TIME WARNER TELECOM, INC.

Ticker: TWTC Security ID: 887319101  
 Meeting Date: JUN 3, 2004 Meeting Type: Annual  
 Record Date: APR 7, 2004

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Larissa L. Herda       | For     | Withhold  | Management |
| 1.2 | Elect Director Glenn A. Britt         | For     | Withhold  | Management |
| 1.3 | Elect Director Richard J. Davies      | For     | Withhold  | Management |
| 1.4 | Elect Director Spencer B. Hays        | For     | Withhold  | Management |
| 1.5 | Elect Director Robert D. Marcus       | For     | Withhold  | Management |
| 1.6 | Elect Director Robert J. Miron        | For     | Withhold  | Management |
| 1.7 | Elect Director Anthony R. Muller      | For     | For       | Management |
| 1.8 | Elect Director Theodore H. Schell     | For     | For       | Management |
| 1.9 | Elect Director Mary Agnes Wilderotter | For     | For       | Management |
| 2   | Approve Employee Stock Purchase Plan  | For     | For       | Management |
| 3   | Ratify Auditors                       | For     | For       | Management |

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director William C. Ballard, Jr. | For     | For       | Management |

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|     |                                   |         |         |             |
|-----|-----------------------------------|---------|---------|-------------|
| 1.2 | Elect Director Richard T. Burke   | For     | For     | Management  |
| 1.3 | Elect Director Stephen J. Hemsley | For     | For     | Management  |
| 1.4 | Elect Director Donna E. Shalala   | For     | For     | Management  |
| 2   | Ratify Auditors                   | For     | For     | Management  |
| 3   | Expense Stock Options             | Against | For     | Shareholder |
| 4   | Limit Awards to Executives        | Against | Against | Shareholder |

UNIVISION COMMUNICATIONS INC.

Ticker: UVN Security ID: 914906102  
 Meeting Date: MAY 12, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director A. Jerrold Perenchio     | For     | For       | Management |
| 1.2 | Elect Director Fernando Aguirre         | For     | For       | Management |
| 1.3 | Elect Director Harold Gaba              | For     | For       | Management |
| 1.4 | Elect Director Alan F. Horn             | For     | For       | Management |
| 1.5 | Elect Director John G. Perenchio        | For     | For       | Management |
| 1.6 | Elect Director Ray Rodriguez            | For     | For       | Management |
| 1.7 | Elect Director McHenry T. Tichenor, Jr. | For     | For       | Management |
| 2   | Ratify Auditors                         | For     | For       | Management |
| 3   | Approve Omnibus Stock Plan              | For     | For       | Management |

UTI WORLDWIDE INC.

Ticker: UTIW Security ID: G87210103  
 Meeting Date: FEB 27, 2004 Meeting Type: Special  
 Record Date: JAN 30, 2004

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | TO APPROVE THE UTI WORLDWIDE INC. 2004 LONG-TERM INCENTIVE PLAN. | For     | Against   | Management |

UTI WORLDWIDE INC.

Ticker: UTIW Security ID: G87210103  
 Meeting Date: JUN 25, 2004 Meeting Type: Annual  
 Record Date: MAY 28, 2004

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Alan C. Draper   | For     | For       | Management |
| 1.2 | Elect Director C. John Langley, Jr.   | For     | For       | Management |
| 1.3 | Elect Director Allan M. Rosenzweig  | For     | For       | Management |
| 2   | TO APPROVE THE 2004 UTI WORLDWIDE INC. NON-EMPLOYEE DIRECTORS SHARE INCENTIVE PLAN. | For     | For       | Management |



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WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103  
 Meeting Date: JUN 4, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director James W. Breyer                         | For     | For       | Management  |
| 1.2  | Elect Director M. Michele Burns                        | For     | For       | Management  |
| 1.3  | Elect Director Thomas M. Coughlin                      | For     | For       | Management  |
| 1.4  | Elect Director David D. Glass                          | For     | For       | Management  |
| 1.5  | Elect Director Roland A. Hernandez                     | For     | For       | Management  |
| 1.6  | Elect Director Dawn G. Lepore                          | For     | For       | Management  |
| 1.7  | Elect Director John D. Opie                            | For     | For       | Management  |
| 1.8  | Elect Director J. Paul Reason                          | For     | For       | Management  |
| 1.9  | Elect Director H. Lee Scott, Jr.                       | For     | For       | Management  |
| 1.10 | Elect Director Jack C. Shewmaker                       | For     | For       | Management  |
| 1.11 | Elect Director Jose H. Villarreal                      | For     | For       | Management  |
| 1.12 | Elect Director John T. Walton                          | For     | For       | Management  |
| 1.13 | Elect Director S. Robson Walton                        | For     | For       | Management  |
| 1.14 | Elect Director Christopher J. Williams                 | For     | For       | Management  |
| 2    | Approve Stock Option Plan                              | For     | For       | Management  |
| 3    | Approve Stock Option Plan                              | For     | For       | Management  |
| 4    | Amend Employee Stock Purchase Plan                     | For     | For       | Management  |
| 5    | Ratify Auditors  | For     | For       | Management  |
| 6    | Separate Chairman and CEO Positions                    | Against | For       | Shareholder |
| 7    | Prepare Sustainability Report                          | Against | For       | Shareholder |
| 8    | Report on Stock Option Distribution by Race and Gender | Against | Against   | Shareholder |
| 9    | Report on Genetically Modified Organisms (GMO)         | Against | Against   | Shareholder |
| 10   | Prepare Diversity Report                               | Against | For       | Shareholder |
| 11   | Submit Executive Compensation to Vote                  | Against | For       | Shareholder |

WALGREEN CO.

Ticker: WAG Security ID: 931422109  
 Meeting Date: JAN 14, 2004 Meeting Type: Annual  
 Record Date: NOV 17, 2003

| #    | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director David W. Bernauer       | For     | For       | Management |
| 1.2  | Elect Director William C. Foote        | For     | For       | Management |
| 1.3  | Elect Director James J. Howard         | For     | For       | Management |
| 1.4  | Elect Director Alan G. McNally         | For     | For       | Management |
| 1.5  | Elect Director Cordell Reed            | For     | For       | Management |
| 1.6  | Elect Director Jeffrey A. Rein         | For     | For       | Management |
| 1.7  | Elect Director David Y. Schwartz       | For     | For       | Management |
| 1.8  | Elect Director John B. Schwemm         | For     | For       | Management |
| 1.9  | Elect Director Marilou M. von Ferstel  | For     | For       | Management |
| 1.10 | Elect Director Charles R. Walgreen III | For     | For       | Management |

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|   |  |     |         |            |
|---|--|-----|---------|------------|
| 2 | Approve Non-Employee Director Omnibus Stock Plan | For | Against | Management |
|---|--|-----|---------|------------|

WEBEX COMMUNICATIONS, INC.

|               |              |               |           |
|---------------|--------------|---------------|-----------|
| Ticker:       | WEBX         | Security ID:  | 94767L109 |
| Meeting Date: | MAY 19, 2004 | Meeting Type: | Annual    |
| Record Date:  | MAR 31, 2004 |               |           |

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael T. Flynn   | For     | For       | Management |
| 1.2 | Elect Director Casimir Skrzypczak | For     | For       | Management |
| 2   | Ratify Auditors                   | For     | For       | Management |

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WEST CORPORATION

Ticker: WSTC Security ID: 952355105  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Mary E. West     | For     | Withhold  | Management |
| 1.2 | Elect Director George H. Krauss | For     | Withhold  | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |

WESTWOOD ONE, INC.

Ticker: WON Security ID: 961815107  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: APR 13, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Norman J. Pattiz | For     | For       | Management |
| 1.2 | Elect Director Mel Karmazin     | For     | For       | Management |
| 1.3 | Elect Director Joseph B. Smith  | For     | For       | Management |
| 1.4 | Elect Director Dennis F. Holt   | For     | For       | Management |
| 1.5 | Elect Director Shane Coppola    | For     | For       | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |

XL CAPITAL LTD (FORMERLY EXEL LTD.)

Ticker: XL Security ID: G98255105  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

| #   | Proposal                        | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John Loudon      | For     | For       | Management |
| 1.2 | Elect Director Robert S. Parker | For     | For       | Management |
| 1.3 | Elect Director Alan Z. Senter   | For     | For       | Management |
| 2   | Ratify Auditors                 | For     | For       | Management |

YAHOO!, INC.

Ticker: YHOO Security ID: 984332106

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Meeting Date: MAY 21, 2004 Meeting Type: Annual  
 Record Date: MAR 25, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor     |
|-----|------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Terry S. Semel      | For     | For       | Management  |
| 1.2 | Elect Director Jerry Yang          | For     | For       | Management  |
| 1.3 | Elect Director Roy J. Bostock      | For     | For       | Management  |
| 1.4 | Elect Director Ronald W. Burkle    | For     | For       | Management  |
| 1.5 | Elect Director Eric Hippeau        | For     | For       | Management  |
| 1.6 | Elect Director Arthur H. Kern      | For     | For       | Management  |
| 1.7 | Elect Director Robert A. Kotick    | For     | For       | Management  |
| 1.8 | Elect Director Edward R. Kozel     | For     | For       | Management  |
| 1.9 | Elect Director Gary L. Wilson      | For     | For       | Management  |
| 2   | Amend Employee Stock Purchase Plan | For     | For       | Management  |
| 3   | Ratify Auditors                    | For     | For       | Management  |
| 4   | Expense Stock Options              | Against | For       | Shareholder |

ZEBRA TECHNOLOGIES CORP.

Ticker: ZBRA Security ID: 989207105  
 Meeting Date: JUN 3, 2004 Meeting Type: Annual  
 Record Date: APR 8, 2004

| #   | Proposal                                  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Gerhard Cless              | For     | For       | Management  |
| 1.2 | Elect Director Michael A. Smith           | For     | For       | Management  |
| 2   | Increase Authorized Common Stock          | For     | Against   | Management  |
| 3   | Ratify Auditors                           | For     | For       | Management  |
| 4   | Adopt Charter Language on Board Diversity | Against | Against   | Shareholder |

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|                           |   |
|---------------------------|---|
| (Registrant)              | Liberty All Star Growth Fund, Inc.                            |
| By (Signature and Title)* | /s/ William R. Parmentier<br>William R. Parmentier, President |
| Date                      | August 30, 2004   |

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\* Print the name and title of each signing officer under his or her signature.