

LIBERTY ALL STAR GROWTH FUND INC.  
Form DEF 14A  
July 16, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. \_\_)

Filed by Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Sec. 240.14a-12

LIBERTY ALL-STAR GROWTH FUND, INC.

(name of Registrant as Specified in its Charter)

ALPS FUND SERVICES, INC.

Attn: Tane Tyler

1290 Broadway, Suite 1100

Denver, Colorado 80203

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required

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- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it

was determined):

- 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and

identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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**LIBERTY ALL-STAR® GROWTH FUND, INC.**

( Growth Fund )

**1290 Broadway, Suite 1100**

**Denver, Colorado 80203**

**(303) 623-2577**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**July 30, 2012**

To the Stockholders of the Fund:

NOTICE IS HEREBY GIVEN that the 2012 Annual Meeting of Stockholders of the Growth Fund will be held at **One Financial Center, 15<sup>th</sup> Floor, Boston, Massachusetts**, on July 30, 2012 at 9:00 a.m. Eastern time. The purpose of the 2012 Annual Meeting is to consider and act upon the following matters:

1. To elect two Directors of the Growth Fund (**Proposal 1**);
2. If properly presented at the Meeting, to consider and vote upon the stockholder proposal presented under the heading "Stockholder Proposal (**Proposal 2**)";
3. To transact such other business as may properly come before the 2012 Annual Meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on May 2, 2012 as the record date for the determination of the stockholders of Growth Fund entitled to notice of, and to vote at, the 2012 Annual Meeting and any adjournments thereof.

**YOUR VOTE AT THIS YEAR'S MEETING IS VERY IMPORTANT. A Fund stockholder has submitted the proposal included in this Proxy Statement as Proposal 2, which the Board of Directors strongly opposes. The Fund's Board of Directors unanimously recommends that you vote AGAINST Proposal 2.**

**You are cordially invited to attend the 2012 Annual Meeting. We urge you, whether or not you expect to attend the 2012 Annual Meeting in person, to vote your shares. Your vote is important no matter how many shares you own. Voting your shares early will avoid costly follow-up mail and telephone solicitation. After reviewing the materials, please complete, sign and date your proxy card and mail it promptly in the enclosed return envelope, or help save time and postage costs by calling the toll free number and following the instructions. You may also vote via the Internet by logging on to the website indicated on your proxy card and following the instructions that will appear. This will ensure that your vote is counted even if you cannot attend the meeting in person. If you have any questions about the proposal or the voting instructions, please call 1-800-241-1850.**

**YOUR VOTE IS VERY IMPORTANT - PLEASE SIGN, DATE AND RETURN YOUR PROXY CARD PROMPTLY.**

By order of the Board of Directors of the Growth Fund

William R. Parmentier, Jr.

President

**July 16, 2012**

**LIBERTY ALL-STAR® GROWTH FUND, INC.**

( **Growth Fund** or the **Fund** )

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS**

**JULY 30, 2012**

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Fund (the **Board** ) to be used at the 2012 Annual Meeting of Stockholders of the Fund to be held at **One Financial Center, 15<sup>th</sup> Floor, Boston, Massachusetts**, at 9:00 a.m. Eastern time, and at any adjournments thereof (such meeting and any adjournments being referred to as the **Meeting** ). Stockholders of record on May 2, 2012 are eligible to vote at the Meeting.

The solicitation of proxies for use at the Meeting is being made by the Fund by the mailing on or about July 16, 2012 of the Notice of Annual Meeting of Stockholders. Supplementary solicitations may be made by mail, telephone or personal interview by officers and Directors of the Fund and officers, employees and agents of the Fund's investment advisor, ALPS Advisors, Inc. ( **AAI** or the **Fund Manager** ), and/or its affiliates. Authorization to execute proxies may be obtained from stockholders through instructions transmitted by telephone, facsimile or other electronic means. The expenses in connection with preparing this Proxy Statement and of the solicitation of proxies for the Meeting will be paid by the Fund. The Fund will reimburse brokerage firms and others for their expenses in forwarding solicitation material to the beneficial owners of shares.

**The Meeting is being held to vote on the election of two Directors to the Board and a stockholder proposal.**

## PROPOSAL 1: ELECTION OF DIRECTORS

### Introduction

The Board provides broad supervision over the affairs of the Growth Fund. AAI is responsible for the investment management of the Fund's assets and AAI's affiliate, ALPS Fund Services, Inc. ( AFS ), provides a variety of administrative services to the Fund. The officers of the Fund are responsible for its operations.

The Fund's Board of Directors is divided into three classes, each of which has a three year term. The term of office of one of the classes expires at the final adjournment of the Annual Meeting of Stockholders (or special meeting in lieu thereof) each year or such later date as his successor shall have been elected and shall have qualified.

Shares of the Fund represented by duly executed proxies will be voted as instructed on the proxy. If no instructions are given when the enclosed proxy is executed and returned, the enclosed proxy will be voted for the election of each of Thomas W. Brock and John J. Neuhasuer, to hold office until final adjournment of the Annual Meeting of Stockholders of the Fund for 2015 (or special meeting in lieu thereof).

If elected, each of the above-named Directors has consented to serve as Director following the Meeting and each is expected to be able to do so. If any of them is unable or unwilling to do so at the time of the Meeting, proxies will be voted for such substitute as the Board may recommend (unless authority to vote for the election of Directors, as the case may be, has been withheld).

### The Board of the Growth Fund

The Growth Fund is governed by its Board. The Board is responsible for and oversees the overall management and operations of the Growth Fund, which includes the general oversight and review of the Growth Fund's investment activities, in accordance with federal law and the law of the State of Maryland as well as the Growth Fund's stated policies. The Board oversees the Growth Fund's officers and service providers, including AAI, which is responsible for the management of the Growth Fund's day-to-day operations based on policies and agreements reviewed and approved by the Board. In carrying out these responsibilities, the Board regularly interacts with and receives reports from senior personnel of service providers, including AAI's investment personnel and the Growth Fund's Chief Compliance Officer ( CCO ). The Board also is assisted by the Growth Fund's independent registered public accounting firm ( Auditors ) (who report directly to the Growth Fund's Audit Committee), independent counsel and other experts as appropriate, all of whom are selected by the Board.

### The Board's Risk Oversight Responsibilities

Consistent with its responsibility for oversight of the Growth Fund, the Board oversees the management of risks relating to the administration and operation of the Growth Fund. AAI, as part of its responsibilities for the day-to-day operations of the Fund, is responsible for day-to-day risk management for the Growth Fund. The Board, in the exercise of its reasonable business judgment, also separately considers potential risks that may impact the Growth Fund. The Board performs this risk management oversight directly and, as to certain matters, through the Audit Committee and through the board members who are not interested persons of the Growth Fund ( Independent Directors ) as defined in Section 2(a)(19) of the Investment Company Act of 1940 ( 1940 Act ). The following provides an overview of the principal, but not all, aspects of the Board's oversight of risk management for the Growth Fund.

In general, the Fund's risks include, among others, investment performance and investment risk, credit risk, liquidity risk, valuation risk, compliance risk and operational risk. The Board has adopted, and periodically reviews, policies and procedures designed to address these and other risks to the Growth Fund. In addition, under the general oversight

of the Board, AAI and other service providers to the Growth Fund have themselves adopted a variety of policies, procedures and controls designed to address particular risks to the Growth Fund. Different processes, procedures and controls are employed with respect to different types of risks. Further, AAI, as the Fund Manager, oversees and regularly monitors the investments, operations and compliance of the Growth Fund's investment sub-advisors (referred to herein as Portfolio Managers).

The Board also oversees risk management of the Growth Fund through review of regular reports, presentations and other information from officers of the Growth Fund and other persons. Senior officers of the Growth Fund, senior officers of AAI, and the Growth Fund's CCO regularly report to the Board on a range of matters, including those relating to risk management. The Board also regularly receives reports from AAI with respect to the investments and securities trading activities of the Growth Fund, as well as the premium or discount to net asset value at which the Growth Fund's shares are trading on the New York Stock Exchange ( NYSE ). In addition to regular reports from AAI, the Board receives reports regarding other service providers to the Growth Fund, either directly or through AAI or the Growth Fund's CCO, on a periodic or regular basis. At least annually, the Board receives a report from the Growth Fund's CCO regarding the effectiveness of the Growth Fund's compliance program. Also, on an annual basis, the Board receives reports, presentations and other information from AAI in connection with the Board's consideration of the renewal of the Fund's agreements with AAI and the Portfolio Managers.

Senior officers of the Growth Fund and senior officers of AAI also report regularly to the Growth Fund's Audit Committee on valuation matters and on the Growth Fund's internal controls and accounting and financial reporting policies and practices. In addition, the Audit Committee receives regular reports from the Growth Fund's Auditors on internal control and financial reporting matters. On at least a quarterly basis, the Independent Directors meet with the Growth Fund's CCO to discuss matters relating to the Growth Fund's compliance program. The Board's oversight role does not make the Board a guarantor of the Company's investments or activities.

#### **Board Structure and Related Matters**

The 1940 Act requires that at least 40% of the Growth Fund's Directors be Independent Directors. In addition, to rely on certain exemptive rules under the 1940 Act, a majority of the Growth Fund's Board must be composed of Independent Directors. Currently, six of the Growth Fund's seven Directors are Independent Directors. Richard W. Lowry, an Independent Director, serves as Chairman of the Board. The Chairman's responsibilities include presiding at all meetings of the Board and serving as a liaison with other Directors, the Growth Fund's officers and other management personnel, and counsel to the Growth Fund. The Chairman also performs such other duties as the Board may from time to time determine.

The Directors discharge their responsibilities collectively as a Board, as well as through the Audit Committee, which operates pursuant to a charter approved by the Board. As summarized below, the Audit Committee oversees specific matters related to oversight of the Growth Fund's Auditors. The members and responsibilities of each Board committee are summarized below.

The Board periodically evaluates its structure and composition as well as various aspects of its operations. The Board believes that its leadership structure, including its Chairman position, is appropriate for the Growth Fund in light of, among other factors, the Growth Fund's asset size and nature of its operations, the fact that the same Board members also oversee the Liberty All-Star Equity Fund ( Equity Fund ), the number of Directors, and the Board's responsibilities. The Board also believes the fact that the Chairman is not affiliated with AAI is appropriate in light of the services that AAI and its affiliates provide to the Growth Fund and the potential conflicts of interest that could arise from these relationships. On an annual basis, the Board and the Audit Committee conduct a self-evaluation that considers, among other matters, whether the Board and the Audit Committee are functioning effectively and whether, given the size and composition of the Board and the Audit Committee, the Directors are able to effectively oversee the Growth Fund.

The Board holds four regularly scheduled in-person meetings each year. The Board may hold special meetings, as needed, either in person or by telephone, to address matters arising between regular meetings. The Independent Directors also hold at least one in-person meeting each year during a portion of which management is not present and may hold special meetings, as needed, either in person or by telephone.

The Directors of the Growth Fund are identified in the tables below, which provide information as to their principal business occupations held during the last five years and certain other information. A Director serves until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The address of each Director listed below is c/o ALPS Fund Services, Inc., 1290 Broadway, Suite 1100, Denver, CO 80203.

| <b>NAME AND AGE</b>                                                | <b>POSITION WITH GROWTH FUND, TERM OF OFFICE AND LENGTH OF SERVICE</b> | <b>PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS</b>                                                                                                           | <b>NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR*</b> | <b>OTHER DIRECTORSHIPS HELD</b>                                                                                     |
|--------------------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b><u>Independent Directors</u></b><br>John A. Benning<br>(Age 77) | Director<br>Since 2002; Term expires 2014                              | Retired (since December, 1999)                                                                                                                                  | 2                                                                 | Trustee, Liberty All-Star Equity Fund, (since 2002)                                                                 |
| Thomas W. Brock<br>(Age 64)                                        | Director<br>Since 2005; Term Expires 2012                              | Chief Executive Officer, Stone Harbor Investment Partners LP (since April 2006); Adjunct Professor, Columbia University Graduate School of Business (1998-2006) | 2                                                                 | Trustee and Chairman Stone Harbor Investment Funds (since 2007); Trustee, Liberty All-Star Equity Fund (since 2005) |
| George R. Gaspari<br>(Age 71)                                      | Director<br>Since 2006,<br>Term Expires 2013                           | Financial Services Consultant (since 1996)                                                                                                                      | 2                                                                 | Trustee and Chairman, The Select Sector SPDR Trust (since 1999); Trustee, Liberty All-Star Equity Fund (since 2006) |
| Richard W. Lowry<br>(Age 75)                                       | Director Since 1994;<br>Term Expires 2013<br>Chairman since 2004       | Private Investor (since August 1987)                                                                                                                            | 2                                                                 | Trustee, Liberty All-Star Equity Fund, (since 1994)                                                                 |
| John J. Neuhauser<br>(Age 68)                                      | Director<br>Since 1998; Term Expires 2012                              | President, St. Michael's College (since August, 2007); University Professor (December 2005-2007), Boston                                                        | 2                                                                 | Trustee, Columbia Funds Series Trust I (66 funds); Trustee, Liberty All-Star Growth Fund (since 1998)               |

| NAME AND AGE                                                       | POSITION WITH GROWTH FUND, TERM OF OFFICE AND LENGTH OF SERVICE | PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS                                                                                                                                                                                                                                                                  | NUMBER OF PORTFOLIOS                  | OTHER DIRECTORSHIPS HELD                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    |                                                                 |                                                                                                                                                                                                                                                                                                                 | IN FUND COMPLEX OVERSEEN BY DIRECTOR* |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Richard C. Rantzow<br>(Age 73)                                     | Director<br><br>Since 2006,<br><br>Term expires 2014            | College (formerly Academic Vice President and Dean of Faculties, from August 1999 to December 2005, Boston College)<br><br>Retired; Chairman of the Board of First Funds (from 1992 to July 2006)                                                                                                               | 2                                     | Trustee, Clough Global Allocation Fund (since 2004), Clough Global Equity Fund (since 2005) and Clough Global Opportunities Fund (since 2006); Trustee, Liberty All-Star Growth Fund, (since 2006)                                                                                                                                                                                                                                                                         |
| <b><u>Interested Director</u></b><br>Edmund J. Burke<br>(Age 51)** | Director<br><br>Since 2006; Term expires 2012                   | President, ALPS, a DST Company (since November 2011) CEO and a Director of ALPS Holdings, Inc. (since 2005); Director of ALPS Advisors (since 2006), and ALPS Distributors, Inc. (since 2000) and ALPS Fund Services, Inc., (since 2000); President and a Director of ALPS Financial Services, Inc. (1991-2005) | 2                                     | President (since 2006), Trustee and Chairman (since 2009), Financial Investors Trust; Trustee and President, Clough Global Allocation Fund (Trustee since 2006, President since 2004); Trustee and President, Clough Global Equity Fund (Trustee since 2006, President since 2005); Trustee and President Clough Global Opportunities Fund (since 2006); Trustee, Liberty All-Star Equity Fund (since 2006); formerly, President, Reaves Utility Income Fund and Financial |





| NAME AND AGE | POSITION WITH GROWTH FUND, TERM OF OFFICE AND LENGTH OF SERVICE | PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS | NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR* | OTHER DIRECTORSHIPS HELD<br>Investors Variable Insurance Trust. |
|--------------|-----------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------------|
|--------------|-----------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------------|

*\*The Fund Complex consists of two funds, Equity Fund and Growth Fund. As of December 18, 2006, the Growth Fund and the Equity Fund became part of the ALPS Advisors, Inc. fund complex ( ALPS Complex ). The ALPS Complex is comprised of 41 investment companies.*

*\*\*Mr. Burke is an interested person of the Fund, as defined in the 1940 Act, because he is an officer of ALPS Holdings and a Director of AAI and AFS.*

The Board believes that the significance of each Director's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one Director may not have the same value for another) and that these factors are best evaluated at the board level, with no single Director, or particular factor, being indicative of board effectiveness. In addition to the information set forth in the tables above and other relevant qualifications, experience, attributes or skills applicable to a particular Director, the following provides further information about the qualifications and experience of each Director.

John A. Benning: Mr. Benning has extensive experience in the investment management business, as senior vice president, general counsel and secretary of a financial services company that provides investment management services, including mutual fund, private capital management and institutional asset management services, and multiple years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

Thomas W. Brock: Mr. Brock has extensive investment management and organizational management experience as chief executive officer of an SEC-registered investment advisor, chairman and trustee of an open-end investment company, adjunct graduate business school professor and several years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

Edmund J. Burke: Mr. Burke has extensive management and operational experience in the investment management industry as chief executive officer and president of AAI's parent company, a financial services holding company, a director of AAI and certain of its affiliated companies, trustee, chairman and president of an open-end investment company, trustee and president of closed-end investment companies and several years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

George R. Gaspari: Mr. Gaspari has significant investment management and financial markets experience as a director and chairman of exchange-traded funds, a financial services consultant and multiple years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

Richard W. Lowry: Mr. Lowry has significant investment management and financial markets experience as a private investor and multiple years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

John J. Neuhauser: Dr. Neuhauser has extensive investment management experience as an investment company trustee and executive management experience in higher education as a university president, vice president, dean and professor and multiple years of service as a Director of the Growth Fund and a Trustee of the Equity Fund.

**Richard C. Rantzow:** Mr. Rantzow has extensive financial accounting experience, having spent nearly 30 years at a major independent public accounting firm, including as an audit partner and managing partner, and investment management experience as chairman of an open-end investment company, trustee and audit committee chairman of closed-end investment companies, and several years of service as a Director of the Growth Fund, a Trustee of the Equity Fund and Chairman of the Audit Committee for the Growth Fund and Equity Fund.

During 2011, the Board held seven meetings. All Directors were present at all meetings except for Mr. Brock who was unavoidably absent from one meeting. The Fund does not have a formal policy on Director attendance at annual meetings of stockholders. None of the Directors attended the Fund's 2011 annual stockholder meeting.

Stockholders may communicate with the Directors as a group or individually. Any such communications should be sent to the Fund's Board or an individual Director in writing, c/o the Secretary of the Liberty All-Star Funds, 1290 Broadway, Suite 1100, Denver, CO 80203. The Secretary may determine not to forward any letter to the Board or a Director that does not relate to the business of the Fund.

### **The Audit Committee**

The Fund has a separately designated Audit Committee. Messrs. Benning, Brock, Gaspari, Lowry, Neuhauser and Rantzow (Committee Chairman) are members of the Audit Committee of the Fund. The Fund's Audit Committee is composed only of members who are Independent Directors. The Board has determined, in accordance with NYSE Listing Standards, that each member of the Audit Committee is financially literate and that one of its members has prior accounting experience or related financial management expertise.

The Audit Committee has adopted a written Audit Committee charter that sets forth the Audit Committee's structure, duties and powers, and methods of operation. A copy of the Audit Committee Charter is available on the Fund's website at [www.all-starfunds.com](http://www.all-starfunds.com). The principal functions of the Audit Committee are to assist Board oversight of: (1) the integrity of the Fund's financial statements, (2) the Fund's compliance with legal and regulatory requirements, (3) the qualifications and independence of the Auditors, (4) the performance of AAI's internal audit function, and (5) the performance of the Auditors. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Auditors (including the resolution of disagreements between management and the Auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other review or attest services for the Fund. During the Fund's fiscal year ended December 31, 2011, the Audit Committee held four meetings. All members of the Audit Committee were in attendance at each meeting.

### *Audit Committee Report*

The Audit Committee of the Growth Fund has submitted the following report:

At a meeting of the Audit Committee on February 16, 2012, the Audit Committee: (i) reviewed and discussed with management the Fund's audited financial statements for the most recently completed fiscal year; (ii) discussed with Deloitte & Touche LLP ( "D&T" ) the matters required to be discussed by Statement on Auditing Standards No. 114 and (iii) received from D&T the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding D&T's communications with the Audit Committee concerning independence, and discussed with D&T its independence and satisfied itself as to D&T's independence.

Members of the Audit Committee are not employed by the Fund as experts in the fields of auditing or accounting and are not employed by the Fund for accounting, financial management or internal control purposes. Members of the Audit Committee may rely without independent verification on the information provided and the representations made to them by management and D&T.

Based upon its review and discussion, and subject to the limitations on the role and responsibilities of the Audit

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Committee set forth above and in the Audit Committee's charter, the Audit Committee recommended to the Board of Directors that the audited financial statements for the Fund be included in the Fund's Annual Report to Stockholders.

|                   |                    |
|-------------------|--------------------|
| John A. Benning   | Richard W. Lowry   |
| Thomas W. Brock   | John J. Neuhauser  |
| George R. Gaspari | Richard C. Rantzow |

**Director Compensation**

The following table shows, for the fiscal year ended December 31, 2011, the compensation received from the Fund by the Directors, and the aggregate compensation paid to the Directors for service on the Boards of funds within the Fund Complex. The Fund does not have a bonus, profit sharing or retirement plan.

|                              | Aggregate Compensation<br>from the Growth Fund | Total Compensation<br>from the Fund Complex |
|------------------------------|------------------------------------------------|---------------------------------------------|
| <i>Independent Directors</i> |                                                |                                             |
| John A. Benning              | \$10,355                                       | \$39,000                                    |
| Thomas W. Brock              | \$9,247                                        | \$34,500                                    |
| George R. Gaspari            | \$10,357                                       | \$39,000                                    |
| Richard W. Lowry             | \$14,041                                       | \$54,000                                    |
| John J. Neuhauser            | \$10,355                                       | \$39,000                                    |
| Richard C. Rantzow           | \$11,586                                       | \$44,000                                    |
| <i>Interested Director</i>   |                                                |                                             |
| Edmund J. Burke              | \$0                                            | \$0                                         |

**Director Share Ownership**

The following table shows the dollar range and the number of shares of equity securities beneficially owned by each Director as of December 31, 2011 (i) of the Growth Fund, and (ii) of all funds overseen by the Director in the Growth Fund's family of investment companies.

| <i>Independent Director</i> | <i>Fund</i>         | <i>Number of Shares</i> | <i>Companies*</i> |
|-----------------------------|---------------------|-------------------------|-------------------|
| John A. Benning             | \$10,001 - \$50,000 | 4,422                   | Over \$100,000    |
| Thomas W. Brock             | Over \$100,000      | 27,819                  | Over \$100,000    |
| George R. Gaspari           | None                | None                    | None              |
| Richard W. Lowry            | \$1 - \$10,000      | 1,263                   | Over \$100,000    |
| John J. Neuhauser           | \$1 - \$10,000      | 294                     | \$1 - \$10,000    |

*Aggregate Dollar*

*Range of Equity*

*Dollar Range of Equity*

*Securities Owned In*

*Securities in the Growth*

*Family Of Investment*

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|                            |                |       |                     |
|----------------------------|----------------|-------|---------------------|
| Richard C. Rantzow         | \$1 - \$10,000 | 2,249 | \$10,001 - \$50,000 |
| <u>Interested Director</u> |                |       |                     |
| Edmund J. Burke            | None           | None  | None                |

*\*The Family of Investment Companies consists of two funds, Equity Fund and Growth Fund.*

During the past five calendar years, Mr. Richard Lowry and Mr. John Benning (Trustee/Director of the Funds) have had a material interest in a trust (approximately \$4.5 million and \$1.6 million, respectively, as of December 31, 2011), which owns units of a limited partnership whose investments are managed by Weatherbie, a Portfolio Manager of the Growth Fund, and whose general partner is Weatherbie Limited Partnership. During the past five calendar years, Messrs. Lowry and Benning have had an interest in Cheetah Investment Partnership, LP (approximately \$0 as of December 31, 2011, and \$387,918 as of December 31, 2011, respectively) which is managed by Arnold Schneider, President and Chief Investment Officer of Schneider Capital Management Corp., a Portfolio Manager of the Equity Fund.

#### **Nomination Information**

The Fund does not have a nominating or compensation committee. The Board does not believe that a nominating committee is necessary because there has been minimal turnover in the Directors serving on the Board.

When necessary or appropriate, the Independent Directors of the Fund serve as an *ad hoc* committee for the consideration of Director nominations. No *ad hoc* nominating committee of the Fund has adopted a charter. Independent Directors are nominated only by an *ad hoc* nominating committee. The Fund's Independent Directors are not interested persons of the Fund under the 1940 Act.

The Independent Directors consider prospective Director candidates from any reasonable source, including current Independent Directors, Fund management, Fund stockholders and other persons or entities. Stockholders of the Fund who wish to nominate a candidate to be considered by the Fund's Board or an *ad hoc* nominating committee of the Board may send information regarding prospective candidates to the Fund's Secretary at 1290 Broadway, Suite 1100, Denver, CO 80203. Pursuant to the Fund's Restated By-Laws, stockholders who wish to nominate a candidate to be considered at an annual or special meeting must provide timely notice to the Fund and be entitled to vote on the nominee at the time notice is given. A stockholder notice must set forth all the information required in the applicable provisions of the Restated By-Laws, including evidence of the stockholder's Fund ownership, information as to whether the candidate is an interested person under the 1940 Act in relation to the Fund, and such other information as may be helpful to the Independent Directors in evaluating the candidate. All information packages regarding a candidate that are satisfactorily completed in accordance with the Fund's Restated By-Laws will be forwarded to an Independent Director for consideration. Recommendations for candidates will be evaluated in light of whether the number of Directors of the Fund is expected to be increased and in light of anticipated vacancies. During periods when the Independent Directors are not recruiting new Board members, nominations will be maintained on file pending the active recruitment of Directors.

The Independent Directors have no formal list of qualifications for Director nominees. When considering prospective nominees, the Independent Directors may consider, among other things, a prospective nominee's general experience, qualifications, attributes and such other qualifications as the Independent Directors may deem appropriate from time to time. These qualifications may include whether prospective nominees have distinguished records in their primary careers, unimpeachable integrity, and substantive knowledge in areas important to the Board's operations, such as background or education in finance, auditing, securities law, the workings of the securities markets, or investment advice. For candidates to serve as Independent Directors, independence from the Fund's investment advisor, its affiliates and other principal service providers is critical, as is a questioning mind-set. In each case, the Independent Directors will evaluate whether a candidate is an interested person under the 1940 Act. The Independent Directors also consider whether a prospective candidate's workload should allow him or her to attend the vast majority of Board meetings, be available for service on Board committees, and devote the additional time and effort necessary to stay apprised of Board matters and the rapidly changing regulatory environment in which the Fund operates. Different substantive areas may assume greater or lesser significance at particular times, in light of a Board's present composition and its perceptions about future issues and needs.

The Independent Directors initially evaluate prospective candidates on the basis of their resumes, considered in light of the criteria discussed above. Those prospective candidates that appear likely to be able to fill a significant need of the

Board would be contacted by a Independent Director by telephone to discuss the position; if there appeared to be sufficient interest, an in-person meeting with one or more Independent Directors would be arranged. If the Independent Directors, based on the results of these contacts, believed it had identified a viable candidate, it would air the matter with the full group of Independent Directors for input. Any request by Fund management to meet with the prospective candidate would be given appropriate consideration. The Fund has not paid a fee to third parties to assist in finding nominees.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH NOMINEE.**

**PROPOSAL 2: STOCKHOLDER PROPOSAL**

The Fund has received a stockholder proposal (the Stockholder Proposal ) from Robert H. Daniels, whose address and share ownership can be provided promptly upon written request, requesting that the Board take steps to initiate a self-tender under which the Fund shall offer to repurchase all of its outstanding Shares for cash at 98% of net asset value per Share. **The Board recommends that you vote against the Stockholder Proposal.**

If properly presented, the Stockholder Proposal below will be considered and voted on at the Meeting. The Stockholder Proposal is a nonbinding stockholder advisory vote and, if approved, would serve only as a recommendation to the Fund's Board. As required by the SEC, the text of the resolution and the supporting statement of the stockholder, for which the Fund accepts no responsibility, are included below exactly as submitted by the stockholder. The Board's statement in opposition to the Stockholder Proposal follows immediately after the proposal.

**FOR THE REASONS DISCUSSED BELOW, THE BOARD OF DIRECTORS BELIEVES THE PROPOSED TENDER OFFER IS NOT IN THE BEST INTERESTS OF THE FUND AND ITS STOCKHOLDERS AND THEREFORE UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST THE STOCKHOLDER PROPOSAL.**

**Stockholder Proposal**

RESOLVED: the Shareholders request that the Board promptly initiate a self-tender under which the Fund shall offer to repurchase all of its outstanding Shares for cash at 98% of net asset value per Share.

**Stockholder's Supporting Statement**

Fellow Shareholders:

Our fund's current (12/9/11) market price is about 11% below its net asset value. Persistent trading discounts like this represent a deadweight loss to us as investors. However, two institutional holders recently got 98% of net asset value substantially above the market price when they agreed to sell more than 2.5 million shares of ASG for about \$10.9 million. What made their sale special? The buyer was DST Systems, Inc., which was in the process of acquiring the company that managed our Fund. As part of the deal, the institutions agreed to drop their opposition to the proposed new management contract for ASG, and to vote in favor of that contract at the recent special shareholder meeting.

I believe that all shareholders of ASG should be given the opportunity to exit at a price near NAV, just like those favored institutions. DST's decision to purchase large blocks of dissenting shares at a premium to market

in order to get its management contract approved may well have been perfectly legal. But can any investor now feel confident that the Fund's manager, as a DST subsidiary, will always treat all shareholders fairly and equally, and not favor the interests of some over others?

This proposal allows us as Shareholders to tell the Board what action will best serve our interests. I am hopeful that the Board will consider both sides of the question in a fair and open-minded way, rather than retreating behind a barrage of negative objections. If the Board accepts our request, it would then arrange the implementing details. For example, the Board could provide for an orderly winding-up in case so many shares are tendered that the remaining Fund would not be viable.

Thank you for your consideration.

#### **RESPONSE OF BOARD OF DIRECTORS IN OPPOSITION TO THE STOCKHOLDER PROPOSAL**

**The Board opposes the Stockholder Proposal for the reasons discussed below, and recommends that you vote AGAINST the Stockholder Proposal.**

After careful and thoughtful consideration, the Board, including all of the independent Directors, has unanimously concluded that the Stockholder Proposal is not in the best interests of, and would, in fact, be harmful to, the Fund and you, its stockholders. The self-tender offer contemplated by the Stockholder Proposal would require the Fund to purchase up to 100% of its outstanding shares at a price equal to 98% of their net asset value per share ( NAV ). The Board does not believe that such a tender offer balances the interests of all stockholders and does not believe it is appropriate to benefit stockholders with shorter-term investment horizons ( short-term stockholders ) to the detriment of stockholders with longer-term investment horizons ( long-term stockholders ). The Board believes implementing the tender offer as contemplated by the Stockholder Proposal would have significant adverse effects, including those mentioned below, which would be borne completely or disproportionately by those stockholders who choose not to tender their shares.

The Board believes that a tender offer for 100% of the Fund's outstanding shares of common stock, as set forth in the Stockholder Proposal, could

- i Pressure the Fund to quickly sell a large portion of its portfolio and the Fund might be forced to sell securities for lower prices than if it were able to sell those securities, at a time of its choosing, over a longer period of time;
- i Force the Fund to sell attractive positions at a time when the Portfolio Managers believed such sales would be inadvisable from an investment perspective;
- i Significantly limit the Fund's ability to retain assets that the Portfolio Managers believe are undervalued and may appreciate in the future;
- i Require the Fund to incur significant costs and transactional expenses from the sale of securities that consequently, to the extent these costs and expenses are not accrued prior to expiration of the proposed tender offer, would be borne either completely or disproportionately by stockholders who do not tender their shares in the proposed tender offer. Even though the Fund's expenses are capped until July 2013, a significant decrease in assets would lead to an increase in the Fund's expense ratio, which would affect long-term stockholders who do not tender their shares;



- i Disproportionately benefit tendering short-term stockholders by allowing them to sell shares at 98% of NAV, potentially above the then-current market price, when stockholders who choose not to tender their shares may bear substantially all of the proposed tender offer's costs; and
- i Obligate the Fund to make structural changes that could be costly or impractical. If, for example, following such a large tender offer the Board determined that, at its smaller size, the Fund should merge, open-end or liquidate, long-term stockholders would confront not only the issues described above but also substantial costs associated with those types of non-routine transactions.

Although the Board believes the Stockholder Proposal is not in the best interests of the Fund and its stockholders, the Board has examined and continues to examine options to enhance long-term stockholder value, including ways to address the Fund's discount from NAV, in a suitable manner in light of the current economic environment.

As announced on June 22, 2012, the Board has authorized a tender offer for up to 25% of the Fund's outstanding common stock at a price equal to 95% of NAV. This tender offer commenced last month and will expire on July 24, 2012, or on such later date to which the offer is extended. The Board has considered different features of tender offers and determined that the tender offer currently being conducted by the Fund is in the best interests of the Fund and all stockholders and has the potential benefits listed below, among others.

- i It provides liquidity to stockholders in a manner that balances the interests of short-term stockholders and long-term stockholders;
- i It provides a potential accretive impact to the Fund's NAV per share for stockholders who remain invested in the Fund;
- i It provides an opportunity for all stockholders to tender their shares at a price that may be better than the price they could obtain in the secondary market at that time;
- i It provides for a potential narrowing the discount to NAV at which the Fund's shares trade because, among other things, the number of shares available in the market may decrease significantly;
- i It allows for continued operation of the Fund as a closed-end fund in accordance with its multi-manager strategy;
- i It provides lower transactional costs for tendering stockholders because the purchase price is all cash. In an in-kind tender offer, tendering stockholders would receive portfolio securities and would then incur transactional costs in connection with the disposition of those portfolio securities to obtain cash;
- i It provides the opportunity to have a larger percentage of tendered shares purchased by the Fund if the tender offer is oversubscribed because the Fund's officers and Directors, AAI and AAI affiliates, which collectively own more than 9% of the Fund, have agreed not to tender their shares in the tender offer;
- i It is not likely to result in a significant immediate increase in the Fund's expense ratio because AAI has agreed to cap the Fund's expenses so that the expense ratio will not exceed 1.45% on an annualized basis through July 31, 2013;
- i It is not anticipated to negatively affect the Fund's ability to implement its investment strategies and achieve its investment objective; and
- i It is structured to treat all stockholders the same in any required proration if the tender offer is oversubscribed.



The Board believes that the benefits of the current tender offer for 25% of the Fund's outstanding shares of common stock and the continued operation of the Fund operating as a closed-end fund greatly outweigh the short-term concerns identified in the Stockholder Proposal. The Board does not believe the tender offer contemplated by the Stockholder Proposal balances the interests of all stockholders. Moreover, the Board does not believe that it is in the best interests of the Fund to conduct another tender offer until the Board has had the opportunity to evaluate the impact of the current tender offer.

**FOR THESE REASONS, THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS PROTECTING THE LONG-TERM INTERESTS OF THE FUND BY VOTING AGAINST THE STOCKHOLDER PROPOSAL.**

**Important: Stockholders who tender shares into the Fund's current tender offer are still entitled to vote at the Meeting because the record date for the Meeting, May 2, 2012, precedes the tender offer. All stockholders are encouraged to vote at the Meeting, even if they intend to tender all or some of their shares in to the Fund's current tender offer.**

\* \* \* \* \*

**Required Vote**

The approval of the Stockholder Proposal would require the affirmative vote of the holders of a majority of the votes cast at the Meeting, assuming the presence of a quorum. This Proposal 2 is a non-binding stockholder advisory vote and, if approved, would serve only as a recommendation to the Fund's Board.

**The Board of Directors unanimously recommends that you vote AGAINST the Stockholder Proposal.**

**OTHER BUSINESS**

The Board of Directors knows of no other business to be brought before the Meeting. However, if any other matters properly come before the Meeting, it is the intention of the Board that proxies that do not contain specific instructions to the contrary will be voted on such matters in accordance with the judgment of the persons designated therein as proxies.

**Principal Officers of Growth Fund**

Each person listed below serves as an officer of the Fund. The Board elects the Fund's officers each year. Each officer holds office until his or her successor is duly elected by the Board and qualified, or his or her removal, resignation or death. Each officer serves at the pleasure of the Board. The following table provides basic information about the officers of the Fund as of the date of this Proxy Statement, including their principal occupations during the past five years, although their specific titles may have varied over that period. The address of each officer is: c/o ALPS Fund Services, Inc., 1290 Broadway, Suite 1100; Denver, CO 80203.

| <b>Name (Age) and<br/>Address*</b>         | <b>Position with Fund</b> | <b>Year First Elected or<br/>Appointed to Office</b> | <b>Principal Occupation(s) During<br/>Past Five Years</b>                                                                                                                                                                               |
|--------------------------------------------|---------------------------|------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| William R. Parmentier, Jr.<br><br>(Age 58) | President                 | 1999                                                 | Chief Investment Officer, ALPS Advisors, Inc. (since 2006); President and Chief Executive Officer of the Liberty All-Star Funds (since April 1999); Senior Vice President<br><br>(2005-2006), Banc of America Investment Advisors, Inc. |

|                                |                       |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------|-----------------------|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Edmund J. Burke<br>(Age 51)    | Vice President        | 2006 | President of ALPS, a DST Company since November 2011. CEO and a Director of ALPS Holdings, Inc. (since 2005); Director, ALPS Advisors (since 2001), ALPS Distributors, Inc. (since 2000) and ALPS (since 2000); President and a Director of ALPS Financial Services, Inc. (1991-2005).                                                                                                                                                                                                                                                                                 |
| Mark T. Haley, CFA<br>(Age 47) | Senior Vice President | 1999 | Senior Vice President of the Liberty All-Star Funds (Since January 1999). Vice President, ALPS Advisors, Inc. (since 2006); Vice President, Banc of America Investment Advisors (1999-2006).                                                                                                                                                                                                                                                                                                                                                                           |
| Jeremy O. May<br>(Age 41)      | Treasurer             | 2006 | President and Director of ALPS Fund Services, Inc. Mr. May joined ALPS in 1995. Because of his position with ALPS, Mr. May is deemed an affiliate of the Fund as defined under the 1940 Act. Mr. May is currently a Director of Reaves Utility Income Fund and Treasurer of Liberty All-Star Equity Fund, Clough Global Equity Fund, Clough Global Allocation Fund, Clough Global Opportunities Fund, Financial Investors Trust, and Financial Investors Variable Insurance Trust. Mr. May is also on the Board of Directors of the University of Colorado Foundation. |
| Kimberly R. Storms<br>(Age 39) | Assistant Treasurer   | 2006 | Director of Fund Administration and Senior Vice President of AFS. Ms. Storms joined AFS in 1998. Because of her position with AFS, Ms. Storms is deemed an affiliate of the Fund as defined under the 1940 Act. Ms. Storms is Assistant Treasurer for Financial Investors Trust and Liberty All-Star Equity Fund, and Assistant Secretary of Ameristock Mutual Fund, Inc.; she is Treasurer of ALPS ETF Trust and BPV Family of Funds. Ms. Storms is also Chief Financial Officer for the Arbitrage Funds.                                                             |

|                                     |                                 |             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-------------------------------------|---------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Melanie Zimdars<br/>(Age 35)</p> | <p>Chief Compliance Officer</p> | <p>2009</p> | <p>Ms. Storms was previously Assistant Treasurer of the Clough Global Equity Fund, Clough Global Allocation Fund, Clough Global Opportunities Fund, and Reaves Utility Income Fund.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>Tané Tyler<br/>(Age 46)</p>      | <p>Secretary</p>                | <p>2011</p> | <p>Deputy Chief Compliance Officer with ALPS Fund Services, Inc. since September 2009. Principal Financial Officer, Treasurer and Secretary, Wasatch Funds, February 2007 to December 2008. Assistant Treasurer, Wasatch Funds, November 2006 to February 2007. Senior Compliance Officer, Wasatch Advisors, Inc., 2005 to 2008. Ms. Zimdars is currently the CCO for Liberty All-Star Equity Fund, Inc., Financial Investors Variable Insurance Trust, ALPS ETF Trust, EGA Emerging Global Shares Trust and BPV Family of Funds.</p> <p>Senior Vice President, General Counsel and Secretary of ALPS Holdings, Inc; ALPS Advisors, Inc.; ALPS Distributors, Inc. and ALPS Fund Services, Inc. Ms. Tyler joined ALPS in 2004. She also serves as Secretary of the ALPS ETF Trust since December 2008. She also served as Secretary, Liberty All-Star Equity Fund and Liberty All-Star Growth Fund from December 2006-2008; Secretary, Reaves Utility Income Fund from December 2004 2007; Secretary, Westcore Funds from February 2005 2007; Secretary, First Funds from November 2004 to January 2007; Secretary, Financial Investors Variable Insurance Trust from December 2004 December 2006. She was previously Vice President and Associate Counsel, Oppenheimer Funds from January 2004 to August 2004 and Vice President and Assistant General Counsel,</p> |

INVESCO Funds from September 1991 to December 2003.

|                                     |                            |             |                                                                                                                                                                                      |
|-------------------------------------|----------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Alex Marks<br/><br/>(Age 38)</p> | <p>Assistant Secretary</p> | <p>2011</p> | <p>Employee of ALPS Fund Services, Inc. since June 2011. Mr. Marks was previously Secretary of the Financial Investors Variable Insurance Trust from December 2008 to June 2010.</p> |
|-------------------------------------|----------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**MANAGEMENT**

AAI, 1290 Broadway, Suite 1100, Denver, CO 80203, is the Fund's investment advisor. Pursuant to its Fund Management Agreement with the Fund, AAI implements and operates the Fund's multi-manager methodology and has overall supervisory responsibility for the general management and investment of the Fund's assets, subject to the Fund's investment objectives and policies and any directions of the Directors. AAI recommends to the Board the investment management firms (currently two for the Growth Fund) for appointment as Portfolio Managers of the Fund. AFS, 1290 Broadway, Suite 1100, Denver, CO 80203, an affiliate of AAI, provides administrative services to the Fund under an Administration, Bookkeeping and Pricing Services Agreement with the Fund.

The names and addresses of the Fund's current Portfolio Managers are as follows:

|                                 |                                                                                                            |
|---------------------------------|------------------------------------------------------------------------------------------------------------|
| <p><b>Small-Cap Growth:</b></p> | <p>M.A. Weatherbie &amp; Co., Inc.<br/><br/>265 Franklin Street<br/><br/>Boston, MA 02110</p>              |
| <p><b>Mid-Cap Growth:</b></p>   | <p>TCW Investment Management Company</p>                                                                   |
| <p><b>Large-Cap Growth:</b></p> | <p>TCW Investment Management Company<br/><br/>865 South Figueroa Street<br/><br/>Los Angeles, CA 90017</p> |

**Portfolio Transactions and Brokerage**

The Fund's Portfolio Managers have discretion to select brokers and dealers to execute portfolio transactions initiated by that Portfolio Manager for the portion of the Fund's portfolio assets allocated to it, and to select the markets in which such transactions are to be executed. The portfolio management agreements with the Fund provides, in substance, that in executing portfolio transactions and selecting brokers or dealers, the primary responsibility of the Portfolio Manager is to seek to obtain best net price and execution for the Fund.

The Portfolio Managers are authorized to cause the Fund to pay a commission to a broker or dealer who provides research products and services to the Portfolio Manager for executing a portfolio transaction which is in excess of the amount of commission another broker or dealer would have charged for effecting the same transaction. The Portfolio Managers must determine in good faith, however, that such commission was reasonable in relation to the value of the research products and services provided to them, viewed in terms of that particular transaction or in terms of all the client accounts (including the Fund) over which the Portfolio Manager exercises investment discretion. It is possible that certain of the services received by a Portfolio Manager attributable to a particular transaction will primarily benefit one or more other accounts for which investment discretion is exercised by the Portfolio Manager.

In addition, under their portfolio management agreements with the Fund and AAI, the Portfolio Managers, in selecting brokers or dealers to execute portfolio transactions for the Fund, are authorized to consider (and AAI may request them to consider) brokers or dealers that provide to AAI, directly or through third parties, research products or services such as research reports; portfolio analyses; compilations of securities prices, earnings, dividends and other data; computer software, and services of one or more consultants. The commissions paid on such transactions may exceed the amount of commission another broker would have charged for effecting that transaction. Research products and services made available to AAI include performance and other qualitative and quantitative data relating to investment managers in general and the Portfolio Managers in particular; data relating to the historic performance of categories of securities associated with particular investment styles; mutual fund portfolio and performance data; data relating to portfolio manager changes by pension plan fiduciaries; and related computer software, all of which are used by AAI in connection with its selection and monitoring of Portfolio Managers, the assembly of an appropriate mix of investment styles, and the determination of overall portfolio strategies.

AAI from time to time reaches understandings with each of the Fund's Portfolio Managers as to the amounts of the Fund's portfolio transactions initiated by such Portfolio Manager that are to be directed to brokers and dealers which provide or make available research products and services to AAI and the commissions to be charged to the Fund in connection therewith. These amounts may differ among the Portfolio Managers based on the nature of the market for the types of securities managed by them and other factors.

Although the Fund does not permit a Portfolio Manager to act or to have a broker-dealer affiliate act as broker for Fund portfolio transactions initiated by it, the Portfolio Managers are permitted to place Fund portfolio transactions initiated by them with another Portfolio Manager or its broker-dealer affiliate for execution on an agency basis, provided that the commission does not exceed the usual and customary broker's commission being paid to other brokers for comparable transactions and is otherwise in accordance with the Fund's procedures adopted pursuant to Rule 17e-1 under the Investment Company Act.

For the fiscal year ended December 31, 2011, the Fund did not pay commissions to any affiliated broker.

On February 15, 2000, the Securities and Exchange Commission (the SEC) issued the Fund exemptive relief from Sections 10(f), 17(a) and 17(e) and Rule 17e-1 under the 1940 Act to permit (1) broker-dealers which are, or are affiliated with, Portfolio Managers of the Fund to engage in principal transactions with, and provide brokerage services to, portion(s) of the Fund advised by another Portfolio Manager, and (2) the Fund to purchase securities either directly from a principal underwriter which is an affiliate of a Portfolio Manager or from an underwriting syndicate of which a principal underwriter is affiliated with a Portfolio Manager of the Fund. The Fund currently relies on Rule 17a-10 under the 1940 Act rather than this exemptive relief.

#### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors of the Fund has selected Deloitte & Touche LLP (D&T) as independent registered public accountants.

D&T serves as the independent registered public accounting firm (Auditors) for the Fund and provides audit services, audit-related services, tax services and/or other services to the Fund. Representatives of D&T are not expected to be present at the Meeting but have been given the opportunity to make a statement if they so desire and will be available should any matter arise requiring their presence.

#### **Pre-Approval of Audit and Non-Audit Services**

The Fund's Audit Committee is required to pre-approve the engagement of the Fund's Auditors to provide audit and non-audit services to the Fund and non-audit services to AAI or any entity controlling, controlled by or under common control with AAI that provides ongoing services to the Fund (AAI Affiliates), if the engagement relates directly to the operations or financial reporting of the Fund, including the fees and other compensation to be paid to the Auditors.

The Fund's Audit Committee has adopted a Policy for Engagement of Independent Accountants for Audit and Non-Audit Services ( "Policy" ). The Policy sets forth the understanding of the Audit Committee regarding the engagement of the Fund's Auditors to provide: (i) audit and permissible audit-related, tax and other services to the Fund; (ii) non-audit services to AAI and AAI Affiliates, if the engagement relates directly to the operations or financial reporting of the Fund; and (iii) other audit and non-audit services to AAI and AAI Affiliates. Unless a type of service receives general pre-approval under the Policy, it requires specific pre-approval by the Audit Committee if it is to be provided by the Auditors. Pre-approval of non-audit services to the Fund, AAI or AAI Affiliates may be waived provided that the de minimis requirements set forth in the SEC's rules relating to pre-approval of non-audit services are met.

Under the Policy, the Audit Committee may delegate pre-approval authority to any pre-designated member or members who are Directors. The member(s) to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next regular meeting. The Audit Committee's responsibilities with respect to the pre-approval of services performed by the Auditors may not be delegated to management.

The Policy requires the Fund Treasurer and/or Director of Fund Administration at AFS to submit to the Audit Committee, on an annual basis, a schedule of the types of services that are subject to general pre-approval. The schedule(s) provide a description of each type of service that is subject to general pre-approval and, where possible, will provide estimated fee caps for each instance of providing each service. The Audit Committee will review and approve the types of services and review the projected fees for the next fiscal year and may add to, or subtract from, the list of general pre-approved services from time to time based on subsequent determinations. The approval acknowledges that the Fund's Audit Committee is in agreement with the specific types of services that the Auditors will be permitted to perform.

#### **Fees Paid to Independent Registered Public Accounting Firm**

The following table sets forth for the aggregate fees charged by D&T for fiscal years ended December 31, 2010 and 2011 for professional services rendered for (a) all audit and non-audit services provided directly to the Fund and (b) those non-audit services provided to AAI and AAI Affiliates that relate directly to the Fund's operations and financial reporting under the following captions:

- (i) **Audit Fees** - fees related to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements.
- (ii) **Audit-Related Fees** - fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under **Audit Fees**.
- (iii) **Tax Fees** - fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews, and reviews of calculations of required distributions to avoid excise tax.
- (iv) **All Other Fees** - fees for products and services provided to the Fund by D&T other than those reported under **Audit Fees**, **Audit-Related Fees** and **Tax Fees**.

During the Fund's fiscal years ended December 31, 2011 and 2010, no services described under **Audit-Related Fees**, **Tax Fees** or **All Other Fees** were approved pursuant to the de minimis exception set forth in paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X. All of the **Audit Fees**, **Audit-Related Fees** and **Tax Fees** of D&T were pre-approved by the Fund's Audit Committee.



|                                                                                                                             |             |            | Audit-<br>Related |          | All<br>Other | Aggregate Non-<br>Audit Fees<br><br>(Audit Related<br>Fees + Tax Fees) |
|-----------------------------------------------------------------------------------------------------------------------------|-------------|------------|-------------------|----------|--------------|------------------------------------------------------------------------|
|                                                                                                                             | Fiscal Year | Audit Fees | Fees              | Tax Fees | Fees         |                                                                        |
| <b>Growth Fund</b>                                                                                                          | 2011        | \$24,700   | \$0               | \$3,685  | \$0          | \$3,685                                                                |
|                                                                                                                             | 2010        | \$24,700   | \$0               | \$3,560  | \$0          | \$3,560                                                                |
| <b>AAI &amp; AAI Affiliates<br/>(relating directly to<br/>the operating<br/>financial reporting of<br/>the Growth Fund)</b> | 2011        | \$0        | \$0               | \$0      | \$0          | \$0                                                                    |
|                                                                                                                             | 2010        | \$0        | \$0               | \$0      | \$0          | \$0                                                                    |

The Fund's Audit Committee has determined that the provision by D&T of non-audit services to AAI and/or AAI Affiliates that were not pre-approved by the Committee (because such services did not relate directly to the operations and financial reporting of the Fund) was compatible with maintaining the independence of D&T as the Fund's Auditors. All services provided by D&T to the Fund for 2010 and 2011 that were required to be pre-approved by the Audit Committee were pre-approved.

### INFORMATION ABOUT THE MEETING

Each proxy solicited by the Board of Directors which is properly executed and returned in time to be voted at the Meeting will be voted at the Meeting in accordance with the instructions on the proxy. If no specification is made on a proxy, it will be voted FOR the election as Directors of the Fund of the nominees named in Proposal 1 and AGAINST the stockholder proposal in Proposal 2. Any proxy may be revoked at any time prior to its use by written notification received by the Fund's Secretary, by the execution and delivery of a later-dated proxy, or by attending the Meeting and voting in person. A majority of the shares outstanding on the record date and entitled to vote, present and in person or represented by proxy, constitutes a quorum for the transaction of business at the Meeting.

*Required Vote.* Only stockholders of record of the Fund on May 2, 2012 may vote. The affirmative vote of the holders of a majority of the shares of common stock outstanding and entitled to vote there is required to elect the Director nominees as described in Proposal 1. Since two Directors of the Growth Fund are to be elected, each Director who receives a majority of the votes entitled to be cast will be elected. The affirmative vote of the holders of a majority of the votes cast at the Meeting is required for approval of the stockholder proposal as described in Proposal 2. Proposal 2 is a non-binding stockholder advisory vote and if approved, would only serve as a recommendation to the Fund's Board of Directors.

Abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum is present but will not be voted for or against *any* proposal. The Proposals must be approved by a percentage of shares entitled to vote. Broker non-votes occur where: (i) shares are held by brokers or nominees, typically in street name; (ii) instructions have not been received from the beneficial owners or persons entitled to vote the shares; and (iii) the broker or nominee does not have discretionary voting power on a particular matter.

Assuming the presence of quorum, for the purposes of Proposal 1, the failure to return a properly executed proxy card or otherwise authorized proxy, an abstention or a broker non-vote, if any, will have the same effect as a withhold vote. Assuming the presence of quorum, for the purposes of Proposal 2, the failure to return a properly executed proxy card or otherwise authorized proxy, an abstention or a broker non-vote, if any, will have no effect on the proposal.

The chairman of the Meeting may propose one or more adjournments of the Meeting to permit further solicitation of proxies. A shareholder vote may be taken on a proposal prior to such adjournment if sufficient votes have been

received and it is otherwise appropriate. In the event of an adjournment, no notice is required other than an announcement at the meeting at which adjournment is taken.

All stockholders of record of the Fund on May 2, 2012 are entitled to one vote for each share held. As of the record date, there were 30,080,350 outstanding shares of common stock of Growth Fund. To the knowledge of the Fund, on the record date for the Meeting, as of May 2, 2012, the following persons were known to own more than 5% of the outstanding securities of the Fund:

| <b>Name and<br/>Address of Owner</b>                     | <b># of Shares Owned</b> | <b>% of Shares<br/>Owned</b> | <b>Type of<br/>Ownership</b> |
|----------------------------------------------------------|--------------------------|------------------------------|------------------------------|
| <b>Bulldog Investors</b>                                 |                          |                              |                              |
| <b>Brooklyn Capital Management LLC</b>                   |                          |                              |                              |
| <b>Phillip Goldstein</b>                                 | <b>3,124,945</b>         | <b>10.39%</b>                | <b>Beneficial*</b>           |
| <b>Andrew Dakos</b>                                      |                          |                              |                              |
| <b>Park 80 West Plaza Two, Suite 750</b>                 |                          |                              |                              |
| <b>Saddle Brook, NJ 07663</b>                            |                          |                              |                              |
| <b>DST Systems, Inc.</b>                                 |                          |                              |                              |
| <b>333 W. 11<sup>th</sup> Street, 5<sup>th</sup> Fl.</b> | <b>2,775,555</b>         | <b>9.23%</b>                 | <b>Beneficial**</b>          |
| <b>Kansas City, MO 64105</b>                             |                          |                              |                              |
| <b>Karpus Management, Inc.</b>                           |                          |                              |                              |
| <b>d/b/a Karpus Investment Management</b>                | <b>1,710,565</b>         | <b>5.69%</b>                 | <b>Beneficial***</b>         |
| <b>183 Sully s Trail</b>                                 |                          |                              |                              |
| <b>Pittsford, New York 14534</b>                         |                          |                              |                              |
| <b>Relative Value Partners, LLC</b>                      |                          |                              |                              |
| <b>1033 Skoikie Blvd., Suite 470</b>                     | <b>1,587,177</b>         | <b>5.28%</b>                 | <b>Beneficial****</b>        |
| <b>Northbrook, IL 60062</b>                              |                          |                              |                              |
| <b>J.P. Morgan Clearing Corp</b>                         |                          |                              |                              |
| <b>1 Metrotech Center North, 4th Floor</b>               | <b>2,977,277</b>         | <b>9.90%</b>                 | <b>Record</b>                |
| <b>Brooklyn, NY 11201</b>                                |                          |                              |                              |
| <b>National Financial Services LLC</b>                   |                          |                              |                              |
| <b>PO Box 673004</b>                                     | <b>2,810,784</b>         | <b>9.34%</b>                 | <b>Record</b>                |
| <b>Dallas, TX 75267-3004</b>                             |                          |                              |                              |

|                                      |                  |              |               |
|--------------------------------------|------------------|--------------|---------------|
| <b>First Clearing, LLC</b>           |                  |              |               |
| <b>R4057-016</b>                     | <b>2,196,275</b> | <b>7.30%</b> | <b>Record</b> |
| <b>PO Box 50015</b>                  |                  |              |               |
| <b>Roanoke, VA 24040-5015</b>        |                  |              |               |
| <b>U.S. Bank</b>                     |                  |              |               |
| <b>Suite 302</b>                     | <b>1,804,225</b> | <b>6.00%</b> | <b>Record</b> |
| <b>1555 North River Center Drive</b> |                  |              |               |
| <b>Milwaukee, WI 53212-3958</b>      |                  |              |               |

**Charles Schwab & Co., Inc.**

|                     |                  |              |               |
|---------------------|------------------|--------------|---------------|
| <b>PO Box 64930</b> | <b>1,891,009</b> | <b>6.29%</b> | <b>Record</b> |
|---------------------|------------------|--------------|---------------|

**Phoenix, AZ 85082-4930**

\*Based on SC13D/A filing made with the SEC on July 9, 2012.

\*\*Based on Form 4 filing made with the SEC on December 29, 2011.

\*\*\*Based on SC13F filing made with the SEC as of March 31, 2012.

\*\*\*Based on SC13F filing made with the SEC as of March 31, 2012.

In addition, the Directors and officers of the Fund, in the aggregate, owned less than 1% of the Fund's outstanding shares as of the record date.

The Fund opted into the Maryland Control Share Acquisition Act (the MCSAA). Subsequent to the Fund's opt in, the SEC issued a no-action letter that raises questions regarding whether opting in to the MCSAA is consistent with Section 18(i) of the 1940 Act. The Fund is evaluating this letter and is determining what impact, if any, the letter has on the Fund and its ability to rely on the MCSAA.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires the Fund's Directors and officers and persons who own more than ten percent of the Fund's outstanding shares and certain officers and directors of the Fund's investment advisor (collectively, Section 16 reporting persons) to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership of Fund shares. Section 16 reporting persons are required by SEC regulations to furnish the Fund with copies of all Section 16(a) forms they file. To the Fund's knowledge, based solely on a review of the copies of such reports furnished to the Fund and on representations made, all Section 16 reporting persons complied with all Section 16(a) filing requirements applicable to them for the year ended December 31, 2011, with the exception of one instance. The initial statement of beneficial ownership of securities on Form 3 of Mr. Alex Marks, Assistant Secretary, was not filed within ten days after the event by which Mr. Marks became a reporting person. The initial statement of beneficial ownership of securities of Mr. Marks has since been filed with the SEC. Mr. Marks has no beneficial ownership of securities in the Fund.

**OTHER INFORMATION**

The Fund's 2011 Annual Report dated December 31, 2011 was mailed to stockholders prior to this proxy statement. You may obtain an additional copy of the report and the semi-annual report for the Fund dated June 30, 2011, free of charge, by writing to the Fund c/o ALPS Fund Services, Inc., 1290 Broadway, Suite 1100, Denver, CO 80203, or by calling 1-800-241-1850.

**SUBMISSION OF CERTAIN STOCKHOLDER PROPOSALS**

Under the SEC's proxy rules, and subject to changes by the Board, stockholder proposals meeting tests contained in those rules may, under certain conditions, be included in the Fund's proxy material for a particular annual stockholder meeting. Under the foregoing proxy rules, proposals submitted for inclusion in the proxy material for the 2013 Annual Meeting must be received by the Fund on or before January 2, 2013. The fact that the Fund receives a stockholder proposal in a timely manner does not ensure its inclusion in its proxy material, since there are other requirements in the proxy rules relating to such inclusion.

Stockholders who wish to make a proposal to be included in the Fund's proxy materials or to nominate a person or persons as Director at the Fund's 2013 Annual Meeting must ensure that the proposal or nomination is delivered to the Secretary of the Fund no earlier than February 16, 2013 and no later than March 18, 2013. If the date of the 2013

Annual Meeting is held before June 30, 2013 or after July 30, 2013, then the proposal or nomination must be received by the later of 120 days prior to the annual meeting or the tenth day following the date that a public announcement of the meeting is first made. The proposal or nomination must be in good order and in compliance with all applicable legal requirements and the requirements set forth in the Fund's Restated By-laws. The chairman of the annual meeting may refuse to acknowledge any proposal or nomination that does not meet the legal and By-law requirements.

You must submit any stockholder proposals and nominations to the Secretary of the Fund, 1290 Broadway, Suite 1100, Denver, Colorado 80203.

The persons named as proxies for the 2012 Annual Meeting will have discretionary authority to vote on all matters presented at the meeting consistent with SEC's proxy rules.

## Electronic Voting Instructions

**You can vote by Internet or telephone!**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m. , Central Time, on July 30, 2012.**

### Vote by Internet

Go to [www.envisionreports.com/ASG](http://www.envisionreports.com/ASG)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

### Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as

shown in this example. Please do not write outside **X**

the designated areas.

## Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

**A Proposals** The Board of Directors recommends a vote FOR all the nominees listed.

| 1. To Elect (2) Directors of the Fund: | For | Withhold | For | Withhold |   |
|----------------------------------------|-----|----------|-----|----------|---|
| 01 - Thomas W. Brock                   | ••  | ••       | ••  | ••       | + |
| 02 - John J. Neuhauser                 |     |          |     |          |   |

+

The Board of Directors recommends that you vote AGAINST proposal 2.

| 2. Stockholder proposal presented under the heading       | For | Against | Abstain |
|-----------------------------------------------------------|-----|---------|---------|
| Stockholder Proposal in the accompanying proxy statement. | ••  | ••      | ••      |

**B Non-Voting Items**

**Change of Address** Please print your new address below.

**Comments** Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual Meeting.

••

**C Authorized Signatures** This section must be completed for your vote to be counted. Date and Sign Below

Please sign this proxy exactly as your name(s) appear(s) in the records of the Fund. If joint owners, either may sign. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

/ /

q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**Proxy LIBERTY ALL-STAR GROWTH FUND, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints William R. Parmentier and Mark T. Haley, and each of them, attorneys and proxies of the undersigned, with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of Liberty All-Star Growth Fund, Inc. (the Fund ) which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Fund to be held at the offices of the Fund, One Financial Center, 15th Floor, Boston, Massachusetts on Monday, July 30, 2012 at 9:00 a.m., and at any adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated herein. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting.

A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

**This proxy, if properly executed, will be voted in the manner directed by the undersigned stockholder. If no instructions are marked on a proxy card, the proxy holders will cast such votes FOR the election of the nominees for Director (Proposal 1), AGAINST the stockholder proposal (Proposal 2) and in their discretion as to any other business that may properly come before the Meeting. Please refer to the Proxy Statement for a discussion of the Proposals.**

**PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

(Items to be voted appear on reverse side.)