LIBERTY ALL STAR GROWTH FUND INC. Form N-30B-2 November 26, 2014

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

# Periods Ended September 30, 2014 (Unaudited)

Fund Statistics Net Asset Value (NAV)	\$5.48
Market Price	\$5.10
Discount	-6.9%

	Quarter	Year-to-Date
Distributions*	\$0.08	\$0.25
Market Price Trading Range	\$5.04 to \$5.50	\$5.01 to \$6.28
Premium/(Discount) Range	-2.5% to -7.3%	0.4% to -9.6%
<b>Performance</b> Shares Valued at NAV with Dividends Reinvested	-1.20%	-2.89%
Shares Valued at Market Price with Dividends Reinvested	-4.49%	-4.96%
Dow Jones Industrial Average	1.87%	4.60%
Lipper Multi-Cap Growth Mutual Fund Average	-0.04%	4.43%

NASDAQ Composite Index	2.24%	8.56%
Russell 3000 <sup>®</sup> Growth Index	0.88%	6.91%
S&P 500 <sup>®</sup> Index	1.13%	8.34%

\*Sources of distributions to shareholders may include ordinary dividends, long-term capital gains and return of capital. Based on current estimates, the distributions will be paid from long-term capital gains. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund s investment experience during the remainder of its fiscal year and may be subject to changes based on tax regulations. Pursuant to Section 852 of the Internal Revenue Code, the taxability of these distributions will be reported on Form 1099-DIV for 2014. Returns for the Fund are total returns, which include dividends. Performance returns are net of management fees and other Fund expenses.

The figures shown for the Lipper Multi-Cap Growth Mutual Fund Average are based on open-end mutual funds total returns, which include dividends, and are net of fund expenses. Figures shown for the unmanaged Dow Jones Industrial Average, NASDAQ Composite Index, the Russell 3000<sup>®</sup> Growth Index and the S&P 500<sup>®</sup> Index are total returns, including dividends. A description of the Lipper benchmark and the market indices can be found on page 18.

**Past performance cannot predict future results.** Performance will fluctuate with market conditions. Current performance may be lower or higher than the performance data shown. Performance information does not reflect the deduction of taxes that shareholders would pay on Fund distributions or the sale of Fund shares. An investment in the Fund involves risk, including loss of principal.

Closed-end funds raise money in an initial public offering and shares are listed and traded on an exchange. Open-end mutual funds continuously issue and redeem shares at net asset value. Shares of closed-end funds frequently trade at a discount to net asset value. The price of the Fund s shares is determined by a number of factors, several of which are beyond the control of the Fund. Therefore, the Fund cannot predict whether its shares will trade at, below or above net asset value.

President s Letter (Unaudited)

#### Fellow Shareholders:

October 2014

Stocks moved modestly higher in the third quarter, helped domestically by continued economic growth but hurt globally by ongoing geopolitical tensions and investor concern over the key economies of Germany, China and Japan. The S&P 500<sup>®</sup> Index returned 1.13 percent for the quarter, bringing its advance through the first nine months of 2014 to 8.34 percent. The technology-focused NASDAQ Composite Index returned 2.24 percent, raising its return through nine months to 8.56 percent. The widely-followed Dow Jones Industrial Average gained 1.87 percent to bring its year to date return through September to 4.60 percent.

The S&P 500 s quarterly gain was its seventh in a row, and included a record close above 2000 for the first time ever on August 26, 2014. The NASDAQ Composite also posted its seventh straight quarterly advance, its longest run since 1996.

Indications of an improving U.S. economy, including an upward revision in second quarter GDP to 4.6 percent, combined with the Federal Reserve s accommodative monetary policy kept equity markets moving forward. Consumer spending rebounded in August after a lackluster July and personal income rose throughout the quarter. Although employers added 209,000 workers to payrolls in July, the level fell to 142,000 in August the first time since January that monthly job creation fell below 200,000. On the industrial side, orders for durable goods jumped 22.6 percent in July, the largest monthly gain since the Commerce Department began tracking this data in 1992. The news was not all positive, however. Energy stocks were hit hard during the quarter, with the energy sector of the S&P 500 declining 8.6 percent. Growing supplies chiefly from the newly- resurgent U.S. oil and gas production and slackening demand in the face of economic weakness abroad saw the price of crude fall to its lowest level in four years early in the fourth quarter. Events abroad also served to restrain U.S. stocks. Tensions remained high in the Ukraine and stunning advances by ISIS militants in the Middle East caught the U.S. and its allies off guard.

Economic weakness in Europe proved to be a double-edge sword. On one hand, it appeared to benefit U.S. stocks, as investors were attracted by U.S. economic growth, in sharp contrast to slack consumer demand and industrial production in the Eurozone. On the other hand, as the quarter progressed, there was growing concern that weakness in Europe combined with a strengthening U.S. dollar would ultimately slow the U.S. economy. These fears materialized early in the fourth quarter, as the S&P 500 suffered a 3.1 percent decline during the first full week of October.

#### Liberty All-Star<sup>®</sup> Growth Fund

Liberty All-Star<sup>®</sup> Growth Fund lagged its benchmark during the quarter, returning -1.20 percent with shares valued at net asset value ( NAV ) with dividends reinvested and -4.49 percent with shares valued at market price with dividends reinvested. For the nine months through September 30, 2014, the Fund returned -2.89 percent with shares valued at NAV and -4.96 percent with shares valued at market price with dividends reinvested. By comparison, the Lipper Multi-Cap Growth Mutual Fund Average returned -0.04 percent for the third quarter and 4.43 percent year to date. For the quarter, the price at which Fund shares traded relative to their NAV widened from the previous quarter, ranging from a discount of 2.5 percent to a discount of 7.3 percent.

Third Quarter Report (Unaudited) | September 30, 2014

President s Letter (Unaudited)

Liberty All-Star<sup>®</sup> Growth Fund

As was true in the second quarter, small- and mid-cap growth stocks underperformed their large-cap counterparts, which served as a drag on the Fund s return since two of its three managers focus on small- and mid-cap growth stocks. Small cap stocks, both growth and value, in general have had an especially difficult year, as the Russell 2000<sup>®</sup> Index is off 4.41 percent through September 30, 2014 and down more than 10 percent from its March record. Investor concerns about extended valuations also caused volatility to increase as quarter-end approached and the mindset began to shift to risk off mode.

In keeping with policy, the Fund s distribution for the third quarter was \$0.08. The Fund s distribution policy has been in place since 1997 and is a major component of the Fund s total return. Since 1997, the Fund has paid distributions totaling \$11.80 per share and we would emphasize that shareholders must include these distributions when determining the return on their investment in the Fund.

On September 1, 2014 investment management responsibility for the Fund s large-cap growth allocation underwent a change. As announced in the semi-annual report to shareholders, this allocation has transitioned to Sustainable Growth Advisers, LP from the incumbent manager, TCW Investment Management Company. TCW remains the investment manager responsible for the Fund s mid-cap growth allocation.

After tracking the market in the first quarter of the year, the Fund has encountered a challenging period over the past two quarters. We are not happy with the situation, but we do not see anything of a structural nature that should cause concern for the longer term. The extreme volatility that characterized early October set a cautious tone going into the fourth quarter. If it is enough of a correction to drain some frothiness from the market and no more, investors may be well served. Whatever happens, we will remain vigilant yet confident in the Fund s long-term prospects.

Sincerely,

William R. Parmentier, Jr.

President and Chief Executive Officer

Liberty All-Star® Growth Fund, Inc.

The views expressed in the President s letter reflect the views of the President as of October 2014 and may not reflect his views on the date this report is first published or anytime thereafter. These views are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict so actual outcomes and results may differ significantly from the views expressed. These views are subject to change at any time based upon economic, market or other conditions and the Fund disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for the Fund are based on numerous factors, may not be relied on as an indication of trading intent.

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Per Share

Table of Distributions & Rights Offerings

September 30, 2014 (Unaudited)

Rights Offerings Shares Needed to

#### **Purchase One**

	Per Snare			
Year	Distributions	Month Completed	<b>Additional Share</b>	Subscription Price
1997	\$1.24			
1998	1.35	July	10	\$12.41
1999	1.23			
2000	1.34			
2001	0.92	September	8	6.64
2002	0.67			
2003	0.58	September	8*	5.72
2004	0.63			
2005	0.58			
2006	0.59			
2007	0.61			
2008	0.47			
2009**	0.24			
2010	0.25			
2011	0.27			
2012	0.27			
2013	0.31			
2014				
1 <sup>st</sup> Quarter	0.09			
2 <sup>nd</sup> Quarter	0.08			
3 <sup>rd</sup> Quarter	0.08			
Total	\$11.80			

\* The number of shares offered was increased by an additional 25% to cover a portion of the over-subscription requests.

\*\* Effective with the second quarter distribution, the annual distribution rate was changed from 10 percent to 6 percent.

#### **DISTRIBUTION POLICY**

The current policy is to pay distributions on its shares totaling approximately 6 percent of its net asset value per year, payable in four quarterly installments of 1.5% of the Fund s net asset value at the close of the New York Stock Exchange on the Friday prior to each quarterly declaration date. Sources of distributions to shareholders may include ordinary dividends, long-term capital gains and return of capital. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund s investment experience during the remainder of its fiscal year and

may be subject to changes based on tax regulations. If a distribution includes anything other than net investment income, the Fund provides a Section 19(a) notice of the best estimate of its distribution sources at that time. These estimates may not match the final tax characterization (for the full year s distributions) contained in shareholders 1099-DIV forms after the end of the year. If the Fund s ordinary dividends and long-term capital gains for any year exceed the amount distributed under the distribution policy, the Fund may, in its discretion, retain and not distribute capital gains and pay income tax thereon to the extent of such excess.

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### Top 20 Holdings & Economic Sectors

Liberty All-Star® Growth Fund

September 30, 2014 (Unaudited)

Top 20 Holdings*	Percent of Net Assets
Cerner Corp.	2.33%
Middleby Corp.	1.89
Google, Inc., Class C	1.83
Salesforce.com, Inc.	1.80
Waste Connections, Inc.	1.66
American Tower Corp.	1.64
LinkedIn Corp., Class A	1.63
Amazon.com, Inc.	1.50
Schlumberger Ltd.	1.49
Splunk, Inc.	1.47
athenahealth, Inc.	1.44
Signature Bank	1.41
Visa, Inc., Class A	1.38
ExamWorks Group, Inc.	1.36
Starbucks Corp.	1.35
ARM Holdings PLC	1.34
ACE Ltd.	1.31
Illumina, Inc.	1.31
BioMarin Pharmaceutical, Inc.	1.30
Virtus Investment Partners, Inc.	1.29
	30.73%
Economic Sectors*	Percent of Net Assets
Information Technology	23.25%
Industrials	18.69
Consumer Discretionary	15.47
Financials	13.81
Health Care	13.43
Consumer Staples	5.97
Energy	4.55
Materials	0.59
Telecommunication Services	0.43
Other Net Assets	3.81

\* Because the Fund is actively managed, there can be no guarantee that the Fund will continue to hold securities of the indicated issuers and sectors in the future.

100.00%

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Liberty All-Star<sup>®</sup> Growth Fund

Major Stock Changes in the Quarter

September 30, 2014 (Unaudited)

Shares

The following are the major (\$500,000) stock changes - both purchases and sales - that were made in the Fund s portfolio during the third quarter of 2014.

Security Name	Purchases (Sales)	Held as of 9/30/14
Purchases		
Chart Industries, Inc.	13,600	13,600
HEICO Corp.	13,613	26,261
TriNet Group, Inc.	18,893	30,780
TripAdvisor, Inc.	6,750	6,750
Sales		
AMETEK, Inc.	(9,500)	0
Concur Technologies, Inc.	(6,669)	0
Dril-Quip, Inc.	(6,771)	15,724
Oceaneering International, Inc.	(10,285)	11,950
Proto Labs, Inc.	(6,800)	0
Puma Biotechnology, Inc.	(2,288)	4,046
Twitter, Inc.	(13,800)	18,000
Under Armour, Inc., Class A	(7,850)	15,350
Verisk Analytics, Inc., Class A	(11,000)	7,400
ViaSat, Inc.	(9,350)	0
WABCO Holdings, Inc.	(5,350)	4,700

Investment Managers/

Portfolio Characteristics September 30, 2014 (Unaudited) Liberty All-Star<sup>®</sup> Growth Fund

### THE FUND S THREE GROWTH INVESTMENT MANAGERS AND THE MARKET

### **CAPITALIZATION ON WHICH EACH FOCUSES:**

#### MANAGERS DIFFERING INVESTMENT STRATEGIES ARE REFLECTED

### IN PORTFOLIO CHARACTERISTICS

The portfolio characteristics table below is a regular feature of the Fund s shareholder reports. It serves as a useful tool for understanding the value of the Fund s multi-managed portfolio. The characteristics are different for each of the Fund s three investment managers. These differences are a reflection of the fact that each has a different capitalization focus and investment strategy. The shaded column highlights the characteristics of the Fund as a whole, while the first three columns show portfolio characteristics for the Russell Smallcap, Midcap and Largecap Growth indices. See page 18 for a description of these indices.

#### PORTFOLIO CHARACTERISTICS As of September 30, 2014 (Unaudited)

	RUS	SELL GROV	WTH				
:	SMALLCAP	<b>MIDCAP</b>	LARGECAI				TOTAL
	INDEX	INDEX	INDEX	WEATHERBIE	TCW	SUSTAINABLE	FUND
Number of							
Holdings	1,151	546	674	52	52	32	124*
Weighted							
Average Market							
Capitalization							
(billions)	\$1.8	\$12.8	\$116.5	\$2.9	\$10.5	\$65.2	\$26.4
Average							
Five-Year							
Earnings Per Share							
Growth	17%	19%	18%	23%	24%	16%	20%
Average	11%	12%	14%	15%	13%	17%	15%
Five-Year Sales							

Per Share Growth Price/Earnings							
Ratio**	25x	24x	22x	30x	24x	33x	29x
Price/Book Value							
Ratio	3.7x	4.6x	4.9x	3.6x	4.8x	5.3x	4.4x

\* Certain holdings are held by more than one manager.

\*\* Excludes negative earnings.

Schedule of Investments

As of September 30, 2014 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (96.19%)		
CONSUMER DISCRETIONARY (15.47%)		
Auto Components (0.92%)		
BorgWarner, Inc.	13,650	\$ 718,126
Dorman Products, Inc. <sup>(a)</sup>	12,182	488,011
		1,206,137
Diversified Consumer Services (0.21%)		
Ascent Capital Group, Inc., Class A <sup>(a)</sup>	4,651	279,990
Hotels, Restaurants & Leisure (3.53%)		
Chipotle Mexican Grill, Inc. <sup>(a)</sup>	1,575	1,049,880
Chuy s Holdings, Inter	15,126	474,805
Hilton Worldwide Holdings, Inc. <sup>(a)</sup>	27,375	674,246
Starbucks Corp.	23,585	1,779,724
Wynn Resorts Ltd.	3,650	682,842
		4,661,497
Internet & Catalog Retail (3.39%)		
Amazon.com, Inc. <sup>(a)</sup>	6,120	1,973,333
priceline.com, Inc. <sup>(a)</sup>	1,395	1,616,219
RetailMeNot, Inc. <sup>(a)</sup>	16,489	266,462
TripAdvisor, Inc. <sup>(a)</sup>	6,750	617,085
		4,473,099
Leisure Equipment & Products (0.62%)		
Black Diamond, Inc. <sup>(a)</sup>	12,989	98,197
Polaris Industries, Inc.	4,800	718,992
	,	
		817,189
Media (0.52%)		
Discovery Communications, Inc., Class C <sup>(a)</sup>	18,400	685,952
Specialty Retail (3.73%)		
CarMax, Inc. <sup>(a)</sup>	8,050	373,923

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Dick s Sporting Goods, Inc.	29,450	1,292,266
DSW, Inc., Class A	30,650	922,871
Five Below, Inc. <sup>(a)</sup>	11,041	437,334
Francesca s Holdings Corp <sup>a</sup>	42,523	592,345
Tiffany & Co.	13,555	1,305,482
·		
		4,924,221
Textiles, Apparel & Luxury Goods (2.55%)		
Deckers Outdoor Corp. <sup>(a)</sup>	16,217	1,575,968
Kate Spade & Co. <sup>(a)</sup>	27,850	730,506
Under Armour, Inc., Class A <sup>(a)</sup>	15,350	1,060,685
		3,367,159

See Notes to Schedule of Investments.

Third Quarter Report (Unaudited) | September 30, 2014

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### Schedule of Investments

Liberty All-Star® Growth Fund

As of September 30, 2014 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		
CONSUMER STAPLES (5.97%)		
Beverages (2.18%)		
The Boston Beer Co. Inc., Class A <sup>(a)</sup>	4,100	\$ 909,216
Constellation Brands, Inc., Class A <sup>(a)</sup>	10,300	897,748
Monster Beverage Corp. <sup>(a)</sup>	11,650	1,067,955
		2,874,919
Food & Staples Retailing (1.77%)		
Costco Wholesale Corp.	8,705	1,090,911
The Fresh Market, Inc. <sup>(a)</sup>	18,340	640,616
PriceSmart, Inc.	7,054	604,104
		2,335,631
Food Products (2.02%)		
The Hain Celestial Group, Inc. <sup>(a)</sup>	13,300	1,361,255
Mead Johnson Nutrition Co.	13,630	1,311,479
		2,672,734
ENERGY (4.55%)		
Energy Equipment & Services (4.34%)		
Core Laboratories N.V.	7,350	1,075,673
Dril-Quip, Inc. <sup>(a)</sup>	15,724	1,405,726
Geospace Technologies Corp. <sup>(a)</sup>	6,882	241,902
Natural Gas Services Group, Inc. <sup>(a)</sup>	10,854	261,256
Oceaneering International, Inc.	11,950	778,781
Schlumberger Ltd.	19,300	1,962,617
		5,725,955
Oil, Gas & Consumable Fuels (0.21%)		
RSP Permian, Inc. <sup>(a)</sup>	11,000	281,160
FINANCIALS (13.81%)		
Banks (0.33%)		
Independent Bank Group, Inc.	9,290	440,810

Capital Markets (3.95%)		
The Charles Schwab Corp.	33,550	986,035
Evercore Partners, Inc., Class A	14,983	704,201
Financial Engines, Inc.	18,707	640,060
FXCM, Inc., Class A	6,237	98,856
T. Rowe Price Group, Inc.	13,900	1,089,760
Virtus Investment Partners, Inc.	9,787	1,700,002
		5,218,914
Commercial Banks (1.41%)		
Signature Bank <sup>(a)</sup>	16,607	1,860,980

See Notes to Schedule of Investments.

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Schedule of Investments

As of September 30, 2014 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		
Consumer Finance (1.38%)		
Visa, Inc., Class A	8,515	\$ 1,816,846
Diversified Financial Convises (0.520%)		
Diversified Financial Services (0.53%)	11 400	705 204
MarketAxess Holdings, Inc.	11,400	705,204
Insurance (2.41%)		
ACE Ltd.	16,500	1,730,355
Greenlight Capital Re Ltd., Class A <sup>(a)</sup>	44,726	1,449,570
		3,179,925
Real Estate Investment Trusts (1.64%)		
American Tower Corp.	23,050	2,158,172
Real Estate Management & Development (1.00%)		
FirstService Corp.	25,285	1,320,383
Thisservice corp.	25,205	1,520,565
Thrifts & Mortgage Finance (1.16%)		
BofI Holding, Inc. <sup>(a)</sup>	20,971	1,524,801
HEALTH CARE (13.43%)		
Biotechnology (3.87%)	24.462	(05.704
ACADIA Pharmaceuticals, Inc. <sup>(a)</sup>	24,463 23,805	605,704
BioMarin Pharmaceutical, Inc. <sup>(a)</sup>	· · · · ·	1,717,769
Celgene Corp. <sup>(a)</sup>	16,750 950	1,587,565
Intercept Pharmaceuticals, Inc. <sup>(a)</sup>		224,856
Puma Biotechnology, Inc. <sup>(a)</sup>	4,046	965,254
		5,101,148
		5,101,140
Health Care Equipment & Supplies (1.72%)		
Insulet Corp. <sup>(a)</sup>	22,192	817,775
Intuitive Surgical, Inc. <sup>(a)</sup>	3,150	1,454,733
	5,150	1,101,100
		2,272,508
		_,_,_,000

Health Care Providers & Services (2.15%)		
ExamWorks Group, Inc. <sup>(a)</sup>	54,750	1,793,062
MWI Veterinary Supply, Inc. <sup>(a)</sup>	4,240	629,216
Premier, Inc., Class A <sup>(a)</sup>	12,560	412,722
		2,835,000
Health Care Technology (3.76%)		
athenahealth, Inc. <sup>(a)</sup>	14,404	1,896,863
Cerner Corp. <sup>(a)</sup>	51,530	3,069,642
		4,966,505
Life Sciences Tools & Services (1.31%)		
Illumina, Inc. <sup>(a)</sup>	10,550	1,729,356

See Notes to Schedule of Investments.

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Schedule of Investments

Liberty All-Star® Growth Fund

As of September 30, 2014 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		
Pharmaceuticals (0.62%)		
Allergan, Inc.	4,590	\$ 817,892
INDUSTRIALS (18.69%)		
Aerospace & Defense (2.97%)		
B/E Aerospace, Inc. <sup>(a)</sup>	13,150	1,103,811
HEICO Corp.	26,261	1,226,389
Precision Castparts Corp.	6,700	1,587,096
	0,700	1,007,090
		3,917,296
Air Freight & Logistics (0.73%)		
XPO Logistics, Inc. <sup>(a)</sup>	25,662	966,687
Duilding Draduats (0.2101)		
Building Products (0.21%) Patrick Industries, Inc. <sup>(a)</sup>	6,506	275,594
Faulck industries, inc. <sup>w</sup>	0,500	213,394
Commercial Services & Supplies (2.43%)		
The Advisory Board Co. <sup>(a)</sup>	21,812	1,016,221
Waste Connections, Inc.	45,096	2,188,058
		3,204,279
Electrical Equipment (0.62%)		
Rockwell Automation, Inc.	7,450	818,606
Machinery (5.27%)		
Chart Industries, Inc. <sup>(a)</sup>	13,600	831,368
Cummins, Inc.	6,300	831,474
Graco, Inc.	12,150	886,707
Middleby Corp. <sup>(a)</sup>	28,362	2,499,543
Rexnord Corp. <sup>(a)</sup>	22,429	638,105
WABCO Holdings, Inc. <sup>(a)</sup>	4,700	427,465
Wabtec Corp.	10,350	838,764
r		

6,953,426

Professional Services (3.79%)		
Huron Consulting Group, Inc. <sup>(a)</sup>	10,788	657,744
IHS, Inc., Class A <sup>(a)</sup>	13,320	1,667,531
Paylocity Holding Corp. <sup>(a)</sup>	18,416	361,874
Stantec, Inc.	7,876	513,752
TriNet Group, Inc. <sup>(a)</sup>	30,780	792,585
Verisk Analytics, Inc., Class A <sup>(a)</sup>	7,400	450,586
WageWorks, Inc. <sup>(a)</sup>	12,177	554,419
		4,998,491
Road & Rail (1.43%)		
Kansas City Southern	7,650	927,180

See Notes to Schedule of Investments.

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Schedule of Investments

As of September 30, 2014 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		
Road & Rail (continued)		
Landstar System, Inc.	13,424	\$ 969,079
		1,896,259
Trading Companies & Distributors (1.24%)		
Fastenal Co.	19,270	865,223
MSC Industrial Direct Co., Inc., Class A	9,000	769,140
		1,634,363
INFORMATION TECHNOLOGY (23.25%)		