

The Depository Trust Company

IMPORTANT

B#: 2964

DATE: January 29, 2002

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers and Reorganization Managers

SUBJECT: Optional Dividend: Liberty All-Star Growth Fund, Inc.
Cusip#: 529900102 R/D: 02/01/02 P/D: 03/18/02
Rate: \$ 0.20 in Stock or Cash
DTC Cut-off: 02/27/2002

***** WARNING TIME CRITICAL *****

Participants who have positions in the above captioned security may elect to receive the dividend distribution of \$ **0.20** paid in stock or cash, as follows:

Stock Option #1: You may elect to receive additional common shares of **LibertyAll-Star Growth Fund, Inc.** for the \$ **0.20** per share. Fractional shares will be paid in cash.

The number of shares to be issued will be determined by the market value per share of the Fund's common stock on **March 1, 2002**, or by the net asset value per share on that date, whichever is lower (but not at a discount of more than 5% from the market value).

The market value of the Fund's shares for this purpose will be the last sales price on the New York Stock Exchange on **March 1, 2002**.

Cash Option #2: You may elect to receive cash at \$ **0.20** per share held.

PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.

Participants not responding to the above option by 02/27/02, will receive the mandatory distribution in accordance with Option #1 (Stock with Fractions in cash).

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To confirm your Record Date positions, DTC participants should access the Dividend and Allocation History (DPAL) Option, via the PTS Dividend Announcements Inquiry (DIVA) function.

If there are any questions regarding this Important Notice or the processing of related instructions via EDS, participants should contact Mr. John Mc Carthy or Ms. Janet Tuccillo of DTC's Stock Dividend Department at (212) 855-4521/4533.