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LIBERTY ALL STAR EQUITY FUND
Form N-2MEF
July 19, 2004

As filed with the Securities and Exchange Commission on July 19, 2004

1933 Act File No. 333-
1940 Act File No. 811-4809

U. S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form N-2
(Check appropriate box or boxes)

☒ REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
☐ Pre-Effective Amendment No.

☒ Post-Effective Amendment No. 1

and

☒ REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940
☒ Amendment No. 22

Liberty All-Star Equity Fund

(Exact Name of Registrant as Specified in Charter)

One Financial Center
Boston, Massachusetts 02111-2621

(Address of Principal Executive Offices)
(Number, Street, City, State, Zip Code)

(617) 426-3750

Registrant's Telephone Number, including Area Code

David A. Rozenson
Secretary
Liberty All-Star Equity Fund
One Financial Center
Boston, MA 02111

Clifford J. Alexander, Esq.
Kirkpatrick & Lockhart LLP
1800 Massachusetts Ave., NW
Washington, DC 20036

Approximate Date of Proposed Public Offering:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. ☐

It is proposed that this filing will become effective (check appropriate box)

☐ when declared effective pursuant to section 8(c)
☒ immediately upon filing pursuant to paragraph (b) of Rule 486
☐ on (date) pursuant to paragraph (b) of Rule 486
☐ 60 days after filing pursuant to paragraph (a) of Rule 486
☐ on (date) pursuant to paragraph (a) of Rule 486

☐ This post-effective amendment designates a new effective date for a

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previously filed registration statement.

☐ The Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act and the Securities Act registration number of the earlier effective registration statement is -----.

Title of Securities Being Registered	Amount being Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price
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Shares of Beneficial Interest	3,168,280	\$8.34	\$26,423,455

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933 for shares to be issued pursuant to an option to cover over-subscriptions.

This Registration Statement is being filed by Liberty All-Star Equity Fund (the "Registrant") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The Registrant hereby incorporates by reference into this Registration Statement the content of the Registrant's Registration Statement on Form N-2 and all amendments thereto (File No. 333-113386) declared effective on June 3, 2004 by the Securities and Exchange Commission (the "Commission") including each of the documents filed by the Registrant with the Commission therein.

NOTICE

A copy of the Agreement and Declaration of Trust, as amended, of Liberty All-Star Equity Fund is on file with the Secretary of The Commonwealth of Massachusetts and notice is hereby given that this amendment to the Fund's Registration Statement has been executed on behalf of the Fund by an officer of the Fund and by its Trustees as trustees and not individually and the obligations of or arising out of this Registration Statement are not binding upon any of the Trustees, officers or shareholders individually but are binding only upon the assets and property of the Fund.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston and the Commonwealth of Massachusetts on the 19th day of July, 2004.

LIBERTY ALL-STAR EQUITY FUND

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By: /s/ WILLIAM R. PARMENTIER, JR.

William R. Parmentier, Jr.
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in their capacities and on the date indicated.

SIGNATURES -----	TITLE -----	DATE ----
/s/ MICHAEL G. CLARKE ----- Michael G. Clarke	Controller	July 19, 2004
/s/ J. KEVIN CONNAUGHTON ----- J. Kevin Connaughton	Treasurer (principal financial officer)	July 19, 2004
/s/ VICKI L. BENJAMIN ----- Vicki L. Benjamin	Chief Accounting Officer (principal accounting officer)	July 19, 2004
JOHN A. BENNING* ----- John A. Benning	Trustee	
JAMES E. GRINNELL* ----- James E. Grinnell	Trustee	
RICHARD W. LOWRY* ----- Richard W. Lowry	Trustee	*/s/ DAVID A. ROZENSON ----- David A. Rozenson Attorney-in-fact For each Trustee July 19, 2004
WILLIAM E. MAYER* ----- William E. Mayer	Trustee	
JOHN J. NEUHAUSER* ----- John J. Neuhauser	Trustee	

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INDEX OF EXHIBITS FILED WITH THIS AMENDMENT

Exhibit Number	Exhibit
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(1)	Opinion and Consent of Counsel