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CAPITAL SOUTHWEST CORP  
Form 40-17F2  
December 07, 2004

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

FORM N-17f-2

Certificate of Accounting of Securities and Similar  
Investments in the Custody of  
Management Investment Companies

Pursuant to Rule 17f-2 [17 CFR 270.17f-2]

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1. Investment Company Act File Number:                                      Date examination completed:  
811-1056    October 29, 2004  
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2. State identification Number:

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AL                      AK                                      AZ                      AR                                      CA                      CO  
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CT                      DE                                      DC                      FL                                      GA                      HI  
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ID                      IL                                      IN                      IA                                      KS                      KY  
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LA                      ME                                      MD                      MA                                      MI                      MN  
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MS                      MO                                      MT                      NE                                      NV                      NH  
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NJ                      NM                                      NY                      NC                                      ND                      OH  
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OK                      OR                                      PA                      RI                                      SC                      SD  
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TN                      TX                                      UT                      VT                                      VA                      WA  
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WV                      WI                                      WY                                      PUERTO RICO  
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Other (specify):  
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3. Exact name of investment company as specified in registration statement:  
Capital Southwest Corporation  
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4. Address of principal executive office (number, street, city, state, zip code):  
12900 Preston Road, Suite 700, Dallas, Texas 75230  
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Investments in the Custody of Management Investment Companies

Pursuant to Rule 17f-2 [17 CFR 270.17f-2]

1. Investment Company Act File Number: 811-1947 Date examination completed: October 29, 2004

2. State identification Number:

AL AK AZ AR CA CO
CT DE DC FL GA HI
ID IL IN IA KS KY
LA ME MD MA MI MN
MS MO MT NE NV NH
NJ NM NY NC ND OH
OK OR PA RI SC SD
TN TX UT VT VA WA
WV WI WY PUERTO RICO

Other (specify):

3. Exact name of investment company as specified in registration statement: Capital Southwest Venture Corporation

4. Address of principal executive office (number, street, city, state, zip code): 12900 Preston Road, Suite 700, Dallas, Texas 75230

Report of Independent Certified Public Accountants

To the Board of Directors of Capital Southwest Corporation and Subsidiary:

We have examined management's assertion, included in the accompanying Management Statement Regarding Compliance With Certain Provisions of the Investment Company Act of 1940, that Capital Southwest Corporation and subsidiary (the "Company") complied with the requirements of subsections (b) and (c) of rule 17f-2 under the Investment Company Act of 1940 (the "Act") as of October 29, 2004. Management is responsible for the Company's compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Company's compliance based on our examination.

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Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. Included among our procedures were the following tests performed as of October 29, 2004, and with respect to agreement of security purchases and sales, for the period from March 31, 2004 (the date of the last examination) through October 29, 2004:

- o Count and inspection of all securities located in the vault of Bank One Safekeeping Department in Oklahoma City, Oklahoma,
- o Confirmation of all securities held by Smith Barney,
- o Reconciliation of all such securities to the books and records of the Company, and
- o Agreement of fourteen security purchases and ten security sales or maturities since the date of the last examination from the books and records of the Company to the Company's bank statements.

We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with specified requirements.

In our opinion, management's assertion that Capital Southwest Corporation and subsidiary complied with the requirements of subsections (b) and (c) of rule 17f-2 of the Act as of October 29, 2004, with respect to securities reflected in the investment account of the Company is fairly stated, in all material respects.

This report is intended solely for the information and use of management and the Board of Directors of Capital Southwest Corporation and subsidiary and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ Grant Thornton LLP

Dallas, Texas  
November 18, 2004

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Management Statement Regarding Compliance  
With Certain Provisions of the Investment Company Act of 1940

We, as members of management of Capital Southwest Corporation and subsidiary (the "Company"), are responsible for complying with the requirements of subsections (b) and (c) of rule 17f-2, "Custody of Investments by Registered Management Investment Companies," of the Investment Company Act of 1940. We are also responsible for establishing and maintaining effective internal controls over compliance with those requirements. We have performed an evaluation of the Company's compliance with the requirements of subsections (b) and (c) of rule 17f-2 as of October 29, 2004, and from March 31, 2004 through October 29, 2004.

Based on this evaluation, we assert that the Company was in compliance with the requirements of subsections (b) and (c) of rule 17f-2 of the Investment Company Act of 1940 as of October 29, 2004, and from March 31, 2004 through October 29, 2004, with respect to securities reflected in the investment account of the Company.

Capital Southwest Corporation  
[Name of Company]

/s/ Susan K. Hodgson  
[Name]

Secretary-Treasurer  
[Title]

November 18, 2004  
[Date]