NAIC GROWTH FUND INC
Form N-CSR
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act file number: 811-05807

NAIC GROWTH FUND, INC.
(Exact name of registrant as specified in charter)

711 West 13 Mile Road, Madison Heights, MI 48071
(Address of principal executive offices) (zip code)

Kenneth S. Janke, President
NAIC Growth Fund, Inc.
711 W. 13 Mile Road
Madison Heights, MI 48071
(248) 583-6242
(Name and address of agent for service)

Registrant's telephone number, including area code: (877) 275-6242

Date of fiscal year end: December 31

Date of reporting period: December 31, 2004

ITEM 1. REPORT TO STOCKHOLDERS.

(logo)
NAIC Growth Fund, Inc.

Annual Report
December 31, 2004

www.naicgrowthfund.com

Contents

Report to Shareowners:
December 31, 2004

Uncertainties continued to weigh on stocks through 2004 that included a number of areas that investors had little control over. Foremost was the Presidential election that was decided in November, but was still overshadowed, once the results were known, by oil prices, the war in Iraq, concern about the inflation rate and with it the resultant possible increases in interest rates. All of this meant that the price of stocks would rise one day and decline the next.

During the year, the Dow Jones Industrial Average was up 5.3% while the Standard & Poor's 500 and the Nasdaq Composite fared better, increasing 10.9% and 9.0%, respectively. The NAV for the NAIC Growth Fund was up 9.3% when the year-end distribution is taken into consideration. The vast majority of stocks held that pay dividends, increased the pay out during the year. We expect to see that trend continue into 2005 as companies are reporting fairly nice increases in earnings.

In addition to the sales of Albertson's and Invacare reported in the Semi-Annual Report, the managers sold American International Group and a small holding of Hospira that had been spun-off from Abbott Laboratories, resulting in capital gains of approximately $455,000 for the year. New positions were made in Abbott Laboratories with 14,000 shares, Medtronic (11,000 shares) and Polymedica (10,000 shares). We also added to our positions during the year in a number of other stocks. They included 2,000 Avery Dennison (7,000); 7,000 Citigroup (22,000); 6,000 Colgate-Palmolive (16,000); 2,000 General Electic (24,000); 6,000 H.J. Heinz (16,000); 2,000 Newell Rubbermaid (18,000); 2,000 PepsiCo (17,000); 5,000 Pfizer (28,000); 6,000 State Street (14,000); 3,000 Synovus Financial (27,000); and 2,000 Teleflex (14,000).

We are pleased with the revenue and earnings progress being made by a large percentage of the companies in the portfolio and look forward to the return to some normality when prices reflect earnings and potential earnings. Those periods are never in lock step, but it does eventually return. The sooner, the better.

Thomas E. O'Hara — Chairman

Kenneth S. Janke — President

NAIC Growth Fund, Inc.
Statement of Assets and Liabilities

As of December 31, 2004

ASSETS

Investment securities		
-at market value (cost $11,996,517)		$24,084,502
Short-term investments		
-at amortized cost		3,194,369
Cash and cash equivalents		76,065
Dividends & interest receivable		60,299
Prepaid insurance		14,082
Prepaid fees		4,875
		27,434,192
LIABILITIES		
Dividends payable	474,812	
Accounts payable	66,740	
Advisor fees payable	19,778	561,330
TOTAL NET ASSETS		$26,872,862
SHAREOWNERS' EQUITY		
Common Stock-par value $0.001 per share; authorized 50,000,000 shares, outstanding 2,427,506 shares		$ 2,429
Additional Paid-in Capital		14,776,682
Undistributed net investment income		5,766
Unrealized appreciation of investments		12,087,985
SHAREOWNERS' EQUITY		$26,872,862
NET ASSET VALUE PER SHARE		$ 11.07

See notes to financial statements

NAIC Growth Fund, Inc.
Statement of Operations
For the Year Ended December 31, 2004

INVESTMENT INCOME		
Interest		$ 49,294
Dividends		443,261
		492,555
EXPENSES		
Advisory fees	192,144	
Legal fees	70,000	
Expense reimbursement	47,322	
Audit fees	29,245	
Insurance	24,140	
Transfer agent	23,595	
Printing	15,253	

Other fees & expenses	13,381	
Custodian fees	12,000	
Other professional fees	12,000	
Directors' fees & expenses	11,748	
Mailing & postage	8,883	
Annual shareowners' meeting	3,480	
Total Expenses		463,191
Net investment income		29,364

REALIZED AND UNREALIZED GAIN ON INVESTMENTS

Realized gain on investments:		
Proceeds from sale of investment securities	1,409,034	
Cost of investment securities sold	954,014	
Net realized gain on investments		455,020
Unrealized appreciation of investments:		
Unrealized appreciation at beginning of year	10,347,031	
Unrealized appreciation at end of year	12,087,985	
Net change in unrealized appreciation on investments		1,740,954
Net realized and unrealized gain on investments		2,195,974
NET INCREASE FROM OPERATIONS	$	2,225,338

See notes to financial statements

NAIC Growth Fund, Inc.
Statements of Changes in Net Assets
For the years ended:

	December 31, 2004	December 31, 2003
FROM OPERATIONS:		
Net investment income	$ 29,364	$ 12,596
Net realized gain on investments	455,020	806,949
Net change in unrealized appreciation on investments	1,740,954	2,887,254
Net increase/(decrease) from operations	2,225,338	3,706,799
DISTRIBUTIONS TO STOCKHOLDERS FROM:		
Net investment income	19,792	16,990
Net realized gain from investment transactions	455,020	806,949
Total distributions	474,812	823,939
FROM CAPITAL STOCK TRANSACTIONS:		
Dividend reinvestment	419,422	748,337
Cash purchases	201,717	314,679

Net increase from capital stock transactions	621,139	1,063,016
Net increase/(decrease) in net assets	2,371,665	3,945,876
TOTAL NET ASSETS:		
Beginning of year	$24,501,197	$20,555,321
End of year (including undistributed net investment income of $5,766 and ($3,805), respectively)	$26,872,862	$24,501,197
Shares:		
Shares issued to common stockholders under the dividend reinvestment plan, cash purchase plan, and follow-on offering	59,054	104,355
Shares at beginning of year	2,368,452	2,264,097
Shares at end of year	2,427,506	2,368,452

See notes to financial statements

NAIC Growth Fund, Inc.
Financial Highlights (a)
For the years ended:

	2004	2003	2002	2001	2000
Net asset value at beginning of year	$10.34	$9.08	$11.08	$11.96	$11.22
Net investment income	.01	.01	.02	.04	.09
Net realized and unrealized gain (loss) on investments	.92	1.60	(1.48)	(.25)	2.18
Total from investment operations	.93	1.61	(1.46)	(.21)	2.27
Distribution from:					
Net investment income	(.01)	(.01)	(.02)	(.04)	(.09)
Realized gains	(.19)	(.34)	(.52)	(.63)	(1.44)
Total distributions	(.20)	(.35)	(.54)	(.67)	(1.53)
Net asset value at end of period	$11.07	$10.34	$9.08	$11.08	$11.96
Per share market value, end of period last traded price (b)	$9.00	$9.50	$9.95	$10.75	$10.50
Total Investment Return Annualized:					
Based on market value					
1 year	(3.31%)	(1.02%)	2.10%	3.70%	30.90%
from inception	8.97%	9.94%	10.86%	11.66%	12.57%
Based on net asset value					
1 year	9.26%	18.05%	(13.81%)	(1.59%)	27.27%

from inception	10.53%	10.63%	10.06%	12.42%	13.81%
Net Assets, end of year (000's)	$26,872.9	$24,501.2	$20,555.3	$23,909.2	$23,927.8
Ratios to average net assets annualized:					
Ratio of expenses to average net assets (c)	1.80%	1.79%	1.61%	1.57%	1.25%
Ratio of net investment income to average net assets (c)	.11%	.06%	.17%	0.32%	0.74%
Portfolio turnover rate	6.53%	11.31%	11.19%	1.77%	10.61%
Average commission rate paid per share	$0.095	$0.125	$0.125	$0.125	$0.125

(a) All per share data for all periods has been restated to reflect the effect of a 15% stock dividend which was declared on August 18, 2000 and paid on September 29, 2000 to shareholders of record on Sept. 18, 2000.
(b) If there was no sale on the valuation date, the bid price for each such date is shown.
(c) For the year ended 2000, the adviser voluntarily waived all or a portion of its fees. Had the adviser not done so in 2000, the ratio of expenses to average net assets would have been 1.44%, and the ratio of net investment income to average net assets would have been 0.55%, for that year.

NAIC Growth Fund, Inc.
Portfolio of Investments - December 31, 2004

% Common Stock	Shares	Cost	Market
3.4 Auto Replacement			
O'Reilly Auto*	20,000	$242,606	$901,000
Total			$901,000
13.2 Banking			
Citigroup	22,000	368,635	1,059,960
Comerica, Inc.	10,000	404,669	610,200
Huntington Banc.	25,000	238,023	618,500
JP Morgan Chase	13,200	331,370	514,932
Synovus Financial	27,000	317,651	771,660
Total			3,575,252
2.8 Building Products			
Johnson Controls	12,000	96,895	761,280
Total			761,280
3.0 Chemicals			
RPM	25,000	287,099	491,500
Sigma Aldrich	5,000	94,937	302,300
Total			793,800

4.7 Consumer Products			
Colgate-Palmolive	16,000	469,850	818,560
Newell Rubbermaid	18,000	452,267	435,420
Total			1,253,980
3.3 Electrical Equipment			
General Electric	24,000	441,341	876,000
Total			876,000
2.1 Electronics			
Diebold	10,000	269,187	557,300
Total			557,300
9.9 Ethical Drugs			
Abbott Laboratories	14,000	599,572	653,100
Johnson & Johnson	15,000	614,274	951,300
Merck & Co., Inc.	10,000	359,350	321,400
Pfizer, Inc.	28,000	606,755	752,920
Total			2,678,720
2.6 Financial Services			
State Street Boston	14,000	339,934	687,680
Total			687,680
7.2 Food			
ConAgra	18,000	351,815	530,100
Heinz, H.J.	16,000	532,050	623,840
McCormick & Co.	20,000	223,975	772,000
Total			1,925,940
9.7 Hospital Supplies			
Biomet Corp.	17,000	166,709	737,630
Medtronic	11,000	545,159	546,370
Polymedica	10,000	284,082	372,900
Stryker Corp.	20,000	95,500	965,000
Total			2,621,900
2.9 Industrial Services			
Donaldson Co.	24,000	162,563	781,920
Total			781,920
3.0 Insurance			

AFLAC, Inc.	20,000	143,906	796,800
Total			796,800
2.6 Machinery			
Emerson Electric Co.	10,000	335,278	701,000
Total			701,000
9.4 Multi Industry			
Carlisle	9,000	364,086	584,280
Pentair	28,000	456,569	1,219,680
Teleflex	14,000	445,435	727,160
Total			2,531,120
1.6 Office Supplies			
Avery Dennison	7,000	384,044	419,790
Total			419,790
2.1 Realty Trust			
First Industrial Realty Trust	14,000	394,963	570,220
Total			570,220
3.3 Soft Drinks			
PepsiCo	17,000	433,218	887,400
Total			887,400
2.8 Transportation			
Sysco Corp.	20,000	142,750	763,400
Total			763,400
89.6% Investment Securities		$11,996,517	$24,084,502

Short-term Investments

11.9	United States Treasury Bills, Maturing 1/27/2005	$3,194,369
0.6	Misc. Cash Equivalents	155,321
12.5%		$3,349,690
	Total Investments	$27,434,192
(2.1)	All other assets less liabilities	(561,330)
100%	TOTAL NET ASSETS	$26,872,862

*Non-Income Producing Security

See notes to financial statements

Top Ten Holdings - NAIC Growth Fund, 12/31/04

Company	Market Value	% of Portfolio Investments
Pentair	$1,219,680	4.5
Citigroup	1,059,960	3.9
Stryker	965,000	3.6
Johnson & Johnson	951,300	3.5
O'Reilly Auto	901,000	3.4
PepsiCo	887,400	3.3
General Electric	876,000	3.3
Colgate-Palmolive	818,560	3.0
AFLAC	796,800	3.0
Donaldson Co.	781,920	2.9

See notes to financial statements

Summary of Investment Position
as % of Total Investments
12/31/2004

Picture (Pie Graph)

88% - Equities - Common Stock

11.7% - Fixed Income-U.S. Treasury Bill

0.3% - Cash

NAIC Growth Fund, Inc.
Notes to Financial Statements
(1) ORGANIZATION
The NAIC Growth Fund, Inc. (the "Fund") was organized under Maryland law on April 11, 1989 as a diversified closed-end investment company under the Investment Company Act of 1940. The Fund commenced operations on July 2, 1990.

(2) SIGNIFICANT ACCOUNTING POLICIES
The following is a summary of the significant accounting policies followed by the Fund not otherwise set forth in the notes to financial

statements:

Dividends and Distributions - Dividends from the Fund's net investment income and realized net long- and short-term capital gains will be declared and distributed at least annually. Shareowners may elect to participate in the Dividend Reinvestment and Cash Purchase Plan (see Note 4).

Investments - Investments in equity securities are stated at market value, which is determined based on quoted market prices or dealer quotes. If no such prices are available on the valuation date, the Board of Directors has determined the most recent market prices be used. Pursuant to Rule 2a-7 of the Investment Company Act of 1940, the Fund utilizes the amortized cost method to determine the carrying value of short-term debt obligations. Under this method, investment securities are valued for both financial reporting and Federal tax purposes at amortized cost, which approximates fair value. Any discount or premium is amortized from the date of acquisition to maturity. Investment security purchases and sales are accounted for on a trade date basis. Interest income is accrued on a daily basis while dividends are included in income on the ex-dividend date.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Federal Income Taxes - The Fund intends to comply with the general qualification requirements of the Internal Revenue Code applicable to regulated investment companies. The Fund intends to distribute at least 90% of its taxable income, including net long-term capital gains, to its shareowners. In order to avoid imposition of the excise tax applicable to regulated investment companies, it is also the Fund's intention to declare as dividends in each calendar year at least 98% of its net investment income and 98% of its net realized capital gains plus undistributed amounts from prior years.

The following information is based upon Federal income tax cost of portfolio investments as of December 31, 2004:

Gross unrealized appreciation	$ 12,142,782
Gross unrealized depreciation	(54,797)
Net unrealized appreciation	$ 12,087,985
Federal income tax cost	$ 11,996,517

Expenses -The Fund's service contractors bear all expenses in connection with the performance of their services. The Fund bears all expenses incurred in connection with its operations including, but not limited to, management fees (as discussed in Note 3), legal and audit fees, taxes, insurance, shareowner reporting and other related costs. Such expenses will be charged to expense daily as a percentage of net assets. The Advisory Agreement provides that the Fund may not incur annual aggregate expenses in excess of two percent (2%) of the first Ten Million Dollars of the Fund's average net assets, one and one-half percent (1 1/2%) of the next Twenty Million Dollars of the average net assets, and one percent (1%) of the remaining average net assets for any fiscal year. Any excess expenses shall be the responsibility of the Investment Adviser, and the pro rata portion of the estimated annual excess expenses will be offset against the Investment Adviser's monthly fee. The expenses of the follow-on offering are not considered an expense of the Fund for purposes of the expense limitations of the advisory agreement. In addition, during 2004 the Fund's investment adviser paid for certain advertising and promotional expenses relating to the Fund's follow-on offering for which it was not reimbursed.

A director of the Fund receives compensation for acting as secretary to the Fund. The fees for those services amounted to $12,000 for the year ended December 31, 2004.

(3) MANAGEMENT ARRANGEMENTS

Investment Adviser - Growth Fund Advisor, Inc., serves as the Fund's Investment Adviser subject to the Investment Advisory Agreement, and is responsible for the management of the Fund's portfolio, subject to review by the board of directors of the Fund.

For the services provided under the Investment Advisory Agreement, the Investment Adviser receives a monthly fee at an annual rate of three-quarters of one percent (0.75%) of the average weekly net asset value of the Fund, during the times when the average weekly net asset value is at least $3,800,000. The Investment Adviser will not be entitled to any compensation for a week in which the average weekly net asset value falls below $3,800,000.

Custodian and Plan Agent - Standard Federal Bank, NA (SFB) serves as the Fund's custodian pursuant to the Custodian Agreement. As the Fund's custodian, SFB receives fees and compensation of expenses for services provided including, but not limited to, an annual account charge, annual security fee, security transaction fee and statement of inventory fee. American Stock Transfer and Trust Company serves as the Fund's transfer agent and dividend disbursing agent pursuant to Transfer Agency and Dividend Disbursement Agreements. American Stock Transfer and Trust Company receives fees for services provided including, but not limited to, account maintenance fees, activity and transaction processing fees and reimbursement of out-of-pocket expenses such as forms and mailing costs.

(4) DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

The Fund has a Dividend Reinvestment and Cash Purchase Plan (the "Plan") which allows shareowners to reinvest dividends paid and make additional contributions. Under the Plan, if on the valuation date the net asset value per share is lower than the market price at the close of trading on that day, then the Plan Agent will elect on behalf of the shareowners who are participants of the Plan to take the dividends in newly issued shares of the Fund's common stock. If net asset value exceeds the market price on the valuation date, the Plan Agent will elect to receive cash dividends, and will promptly buy shares of the Fund's common stock on whatever market is consistent with best price and execution. The number of shares credited to each shareowner participant's account will be based upon the average purchase price for all shares purchased.

(5) DISTRIBUTIONS TO SHAREOWNERS

On December 9, 2004, a distribution of $0.1956 per share aggregating $474,812 was declared from net investment income and realized gains. The dividend was paid on January 27, 2005, to shareowners of record on December 20, 2004.

The tax character of distributions paid during 2004 and 2003 was as follows:

	2004	2003
Distributions paid from:		

Ordinary income	$ 19,792	$ 16,990
Long-term capital gain	455,020	806,949
	$474,812	$823,939

As of December 31, 2004, the components of distributable earnings on a tax basis were as follows:

Undistributed ordinary income	$ 5,766
Unrealized appreciation	$12,087,985

(6) Investment transactions

Purchases and sales of securities, other than short-term securities for the year ended December 31, 2004, were $3,254,873 and $1,409,034, respectively.

(7) FINANCIAL HIGHLIGHTS

The Financial Highlights present a per share analysis of how the Fund's net asset value has changed during the years presented. Additional quantitative measures expressed in ratio form analyze important relationships between certain items presented in the financial statements. The Total Investment Return based on market value assumes that shareowners bought into the Fund at the bid price and sold out of the Fund at the bid price. In reality, shareowners buy into the Fund at the ask price and sell out of the Fund at the bid price. Therefore, actual returns may differ from the amounts stated.

Report of Independent Public Accountants

To the Board of Directors and Shareowners of NAIC Growth Fund, Inc.

We have audited the accompanying statement of assets and liabilities of NAIC Growth Fund, Inc., including the portfolio of investments, as of December 31, 2004 and the related statement of operations for the year then ended, and the statement of changes in net assets and financial highlights for each of the two years in the period then ended. These financial statements and financial highlights are the reponsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audit. The financial highlights of NAIC Growth Fund, Inc. for each of the three years in the period ended December 31, 2001 were audited by other auditors who have ceased operations and whose most recent report dated January 4, 2002 expressed an unqualified opinion on the financial statements containing those financial highlights.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2004 by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of NAIC Growth Fund, Inc. as of December 31, 2004, the results of its operations for the year then ended, and the statement of changes in net assets and financial highlights for each of the two years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

Plante & Moran, PLLC

January 11, 2005

NAIC Growth Fund, Inc.
Dividends and Distributions: Dividend Reinvestment and Cash Purchase Plan

We invite you to join the Dividend Reinvestment and Cash Purchase Plan (the "Plan"), which is provided to give you easy and economical ways of increasing your investment in the Fund's shares. THOSE SHAREOWNERS WHO HAVE ELECTED TO PARTICIPATE IN THE PLAN NEED NOT DO ANYTHING FURTHER TO MAINTAIN THEIR ELECTION.

American Stock Transfer and Trust Company will act as the Plan Agent on behalf of shareowners who are participants in the Plan.

All shareowners of the Fund (other than brokers and nominees of financial institutions) who have not previously elected to participate in the Plan or who have terminated their election may elect to become participants in the Plan by filling in and signing the form of authorization obtainable from American Stock Transfer and Trust Company, the transfer agent for the Fund's shares and the shareowners' agent for the Plan, and mailing it to American Stock Transfer and Trust Company P.O. Box 922 Wall Street Station, New York, NY 10038. The authorization must be signed by the registered shareowners of an account. Participation is voluntary and may be terminated or resumed at any time upon written notice from the participant received by the Plan Agent prior to the record date of the next dividend. Additional information regarding the election may be obtained from the Fund.

Dividend payments and other distributions to be made by the Fund to participants in the Plan either will be paid to the Plan Agent in cash (which then must be used to purchase shares in the open market) or, will be represented by the delivery of shares depending upon which of the two options would be the most favorable to participants, as hereafter determined. On each date on which the Fund determines the net asset value of the shares (a Valuation Date), and which occurs not more than five business days prior to a date fixed for payment of a dividend or other distribution from the Fund, the Plan Agent will compare the determined net asset value per share with the market price per share. For all purposes of the Plan, market price shall be deemed to be the highest price bid at the close of the market by any market maker on the date which coincides with the relevant Valuation Date, or, if no bids were made on such date, the next preceding day on which a bid was made. The market price was $9.00 on December 31, 2004. If the net asset value in any such comparison is found to be lower than said market price, the Plan Agent will demand that the Fund satisfy its obligation with respect to any such dividend or other distribution by issuing additional shares to the Participants in the Plan at a price per share equal to the greater of the determined net asset value per share or ninety-five percent (95%) of the market price per share determined as of the close of business on the relevant Valuation Date. However, if the net asset value per share (as determined above) is higher than the market price per share, then the Plan Agent will demand that the Fund satisfy its obligation with respect to any such dividend or other distribution by a cash payment to the Plan

Agent for the account of Plan participants and the Plan Agent then shall use such cash payment to buy additional shares in the open market for the account of the Plan participants, provided, however, that the Plan Agent shall not purchase shares in the "open market" at a price in excess of the net asset value as of the relevant Valuation Date. In the event the Plan Agent is unable to complete its acquisition of shares to be purchased in the "open market" by the end of the first trading day following receipt of the cash payment from the Fund, any remaining funds shall be used by the Plan Agent to purchase newly issued shares of the Fund's common stock from the Fund at the greater of the determined net asset value per share or ninety-five percent (95%) of the market price per share as of the date coinciding with or next preceding the date of the relevant Valuation Date.

Participants in the Plan will also have the option of making additional cash payments to the Plan Agent, on a monthly basis, for investment in the Fund's shares. Such payments may be made in any amount from a minimum of $50.00 to a maximum of $1,000.00 per month. The Fund may, in its discretion, waive the maximum monthly limit with respect to any participant. At the end of each calendar month, the Plan Agent will determine the amount of funds accumulated. Purchases made from the accumulation of payments during any one calendar month will be made on or about the first business day of the following month (Investment Date). The funds will be used to purchase shares of the Fund's common stock from the Fund if the net asset value of the shares is lower than the market price as of the Valuation Date which occurs not more than five business days prior to the relevant Investment Date. In such case, such shares will be newly issued shares and will be issued at a price per share equal to the greater of the determined net asset value per share or ninety-five percent (95%) of the market price per share. If the net asset value per share is higher than the market price per share, then the Plan Agent shall use such cash payments to buy additional shares in the open market for the account of the Plan participants, provided, however, that the Plan Agent shall not purchase shares in the "open market" at a price in excess of the net asset value as of the relevant Valuation Date. In the event the Plan Agent is unable to complete its acquisition of shares to be purchased in the "open market" by the end of the Investment Date, any remaining cash payments shall be used by the Plan Agent to purchase newly issued shares of the Fund's common stock from the Fund at the greater of the determined net asset value per share or ninety-five (95%) percent of the market price per share as of the relevant Valuation Date. All cash payments received by the Plan Agent in connection with the Plan will be held without earning interest. To avoid unnecessary cash accumulations, and also to allow ample time of receipt and processing by the Plan Agent, participants that wish to make voluntary cash payments should send such payments to the Plan Agent in such a manner that assures that the Plan Agent will receive and collect Federal Funds by the end of the month. This procedure will avoid unnecessary accumulations of cash and will enable participants to realize lower brokerage commissions and to avoid additional transaction charges. If a voluntary cash payment is not received in time to purchase shares in any calendar month, such payment shall be invested on the next Investment Date. A participant may withdraw a voluntary cash payment by written notice to the Plan Agent if the notice is received by the Plan Agent at least forty-eight hours before such payment is to be invested by the Plan Agent.

American Stock Transfer and Trust Company as the Plan Agent will perform bookkeeping and other administrative functions, such as maintaining all shareowner accounts in the Plan and furnishing written confirmation of all transactions in the account, including information needed by shareowners for personal and tax records. Shares in the account of each Plan participant will be held by the Plan Agent in noncertificated form in the name of the participant, and each shareowner's proxy will include those shares purchased pursuant to the Plan and of record as of the record date for determining those shareowners who are entitled to vote on any matter involving the Fund. In case of shareowners such as banks, brokers or nominees, which hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of shares certified from time to time by such shareowners as representing and limited to the total number of shares registered in the shareowner's name and held for the account of beneficial owners who have elected to participate in the Plan.

There are no special fees or charges to participants other than reasonable transaction fees and a termination fee of $15.00 plus 10 cents per share.

With respect to purchases from voluntary cash payments, the Plan Agent will charge a pro rata share of the brokerage commissions, if any. Brokerage charges for purchasing small blocks of stock for individual accounts through the Plan are expected to be less than the usual brokerage charges for such transactions, as the Plan Agent will be purchasing shares for all participants in larger blocks and prorating the lower commission rate thus applied.

The automatic reinvestment of dividends and distributions will not relieve participants of any income tax liability associated therewith.

Experience under the Plan may indicate that changes are desirable. Accordingly, the Fund reserves the right to amend or terminate the Plan as applied to any voluntary cash payment received and any dividend or distribution to be paid subsequent to a date specified in a notice of the change sent to all shareowners at least ninety days before such specified date. The Plan may also be terminated on at least ninety days written notice to all shareowners in the Plan. All correspondence concerning the Plan should be directed to American Stock Transfer and Trust Company, P.O. Box 922 Wall Street Station, New York, NY 10038.

Directors Who Are Interested Persons of the Fund and Officers

Thomas E. O'Hara
Age 89
Chairman of the Board and Director
Term of office
one year.
Served as Chairman as a director since 1989.

Principal Occupation(s) During Past 5 Years

Chairman Emeritus of the Board (since 2002) and Trustee (since 1951) of the National Association of Investors Corporation, a nonprofit corporation engaged in investment education ("NAIC") and Chairman Emeritus (since 2002) and Director of the Growth Fund Advisor, Inc. (since 1999), the Fund's investment adviser ("the Investment Adviser").

Chairman of NAIC (from 1951 to 2002) and Chariman of the Investment
Advisor (from 1999-2002).

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

Kenneth S. Janke
Age 70
Director, President and Treasurer
Term of office
one year.
Served as a President and a director since 1989.

Principal Occupation(s) During Past 5 Years

Chairman and Trustee of NAIC (since 2002) and Chairman, Chief Executive
Officer and Director (since 2002) and President and Treasurer
(since 1990) of the Investment Adviser. Chief Executive Officer of
NAIC (from 1981 to 2002).

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
Director, AFLAC Incorporated (Insurance).

Lewis A. Rockwell
Age 86
Director and Secretary
Term of office
one year.
Served as a Secretary and as a director since 1989.

Principal Occupation(s) During Past 5 Years

Counsel to the law firm of Bodman LLP, counsel to the Fund, NAIC and
the Investment Adviser since their inception; Trustee (since 1956)
and Secretary (since 1987) of NAIC; Director; and Secretary of the
Investment Adviser (since 1999).

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

Peggy Schmeltz
Age 77
Director
Term of office
one year.
Served as director since 1989.

Principal Occupation(s) During Past 5 Years

Adult Education Teacher; Trustee of NAIC (since 1995); Director of
Bowling Green State University Foundation Board. Former member of
NYSE Advisory Committee (1992 to 1994).

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

*The address of each is the address of the Fund. Messrs. O'Hara, Janke and Rockwell and Mrs. Schmeltz are interested persons of the Fund within the meaning of Section 2(a)(19) of the Investment Company Act of 1940. Mr. O'Hara is an interested person because he is a trustee of NAIC and a director of the Investment Adviser. Messrs. Janke and Rockwell are interested persons because they are trustees and officers of NAIC and directors and officers of the Investment Adviser, as noted above. Mrs. Schmeltz is an interested person because she is a trustee of NAIC.

**The Fund is not part of any fund complex.

Directors Who Are Not Interested Persons of the Fund

Carl A. Holth
Age 72
Director
Term of office
one year.
Served as a director since 1989.

Principal Occupation(s) During Past 5 Years

Director, Sunshine Fifty, Inc., and Harrison Piping Supply, Inc.

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

Benedict J. Smith
Age 84
Director
Term of office
one year.
Served as a director since 1996.

Principal Occupation(s) During Past 5 Years

Retired; Director and Treasurer, Detroit Executive Service Corps; Director, Vista Maria (a nonprofit charitable organization); Trustee, Henry Ford Health System, Behavorial Sciences.

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

James M. Lane
Age 75
Director
Term of office
one year.
Served as a director since 1996.

Principal Occupation(s) During Past 5 Years

Retired; Director, Wheaton College, Baseball Chapel Inc. and Christian Camps, Inc.

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
None.

Luke E. Sims
Age 55
Director
Term of office
one year.
Served as a director since 2002.

Principal Occupation(s) During Past 5 Years

Partner in the law firm of Foley & Lardner LLP and Director, Wilson-Hurd Mfg. Co.

Number of Portfolios in Fund Complex Overseen by Director**
One

Other Directorships Held by Director (Public Companies)
LaCrosse Footwear, Inc. (manufacturer and marketer of sporting and industrial footwear).

*The address of each is the address of the Fund.
**The Fund is not part of any fund complex.

Additional information concerning the directors of the Fund is contained in the Fund's Statement of Additional Information which is available, without charge, upon request by calling (877) 275-6242.

Compensation

The following table sets forth the aggregate compensation paid to all directors in 2004. Directors who are affiliated with the Investment Adviser or the Investment Adviser's affiliates do not receive any compensation for service as a director. The Chairman and President are not compensated by the Fund, except for reimbursement for out-of-pocket expenses relating to attendance at meetings and other operations of the Fund. No other officer of the Fund received compensation from the Fund in 2004 in excess of $60,000.

Directors Who Are Interested Persons of the Fund

Thomas E. O'Hara
Chairman and Director

Aggregate Compensation from Fund*
None

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from fund and Complex Paid to Directors**
None

Kenneth S. Janke
President, Treasurer and Director

Aggregate Compensation from Fund*
None

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from fund and Complex Paid to Directors**
None

Lewis A. Rockwell
Secretary and Director

Aggregate Compensation from Fund*
None

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from fund and Complex Paid to Directors**
None

Peggy Schmeltz
Director

Aggregate Compensation from Fund*
$1,425

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from fund and Complex Paid to Directors**
$1,425

Directors Who Are Not Interested Persons of the Fund

Carl A. Holth
Director

Aggregate Compensation from Fund*
$1,425

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from Fund and Complex Paid to Directors**
$1,425

James M. Lane
Director

Aggregate Compensation from Fund*
$1,425

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from Fund and Complex Paid to Directors**
$1,425

Benedict M. Smith
Director

Aggregate Compensation from Fund*
$1,425

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from Fund and Complex Paid to Directors**
$1,425

Luke E. Sims
Director

Aggregate Compensation from Fund*
$1,325

Pension or Retirement Benefits Accrued as Part of Fund Expenses
None

Estimated Annual Benefits Upon Retirement
None

Total Compensation from Fund and Complex Paid to Directors**
$1,325

*All amounts shown are for service as a director

**The Fund is not part of any fund complex.

NAIC Growth Fund, Inc.
Board of Directors

Thomas E. O'Hara
Chairman,
Highland Beach, FL

Lewis A. Rockwell
Secretary,
Grosse Pointe Shores, MI

Carl A. Holth
Director,
Clinton Twp., MI

Kenneth S. Janke
President,
Bloomfield Hills, MI

Benedict J. Smith
Director,
Birmingham, MI

James M. Lane
Director,
Highland Beach, FL

Peggy L. Schmeltz
Director,
Bowling Green, OH

Luke E. Sims
Director,
Milwaukee, WI
Shareowner Information

The ticker symbol for the NAIC Growth Fund, Inc., on the Chicago Stock Exchange is GRF. You may wish to visit the Chicago Stock Exchange web site at www.chicagostockex.com.

The dividend reinvestment plan allows shareowners to automatically reinvest dividends in Fund common stock without paying commissions. Once enrolled, you can make additional stock purchases through monthly cash deposits ranging from $50 to $1,000. For more information, request a copy of the Dividend Reinvestment Service for Stockholders of NAIC Growth Fund, Inc., from American Stock Transfer and Trust Company, P.O. Box 922 Wall Street Station, New York, NY 10038 Telephone 1-800-937-5449

Questions about dividend checks, statements, account consolidation, address changes, stock certificates or transfer procedures write American Stock Transfer and Trust Company, P.O. Box 922 Wall Street Station, New York, NY 10038 Telephone 1-800-937-5449

The Fund files its complete schedule of portfolio holdings with Securities and Exchange Commission for the first and third quarters of each fiscal year on Form N-Q. The Fund's Form N-Q are available on the Commission's website at http://sec.gov, on the Fund's website at http://www.naicgrowthfund.com under the heading "SEC Edgar Filings" and upon request by calling 1-877-275-6242. The Fund's Forms N-Q may be reviewed and copied at the Commission's Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may obtained by calling 1-800-SEC-0330.

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (1) without charge, upon request, by calling 877-275-6242; (2) on the Fund's website at www.naicgrowthfund.com; and (3) on the Securities and Exchange Commission website at www.sec.gov.

Information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve month period ended June 30, 2004 is available (1) without charge, upon request by calling 1-877-275-6242 or on the Fund's website at http://www.naicgrowthfund.com and (2) on the Commission's website at http://www.sec.gov.

The board of directors of the Fund approved the continuation of the investment advisory agreement with its investment advisor, Growth Fund Advisor, Inc., in December 2004. In renewing the investment advisory agreement, the board discussed the following material factors: a comparison fof the fees paid to, and services rendered by, certain other investment advisors of other funds historically selected by the board for peer comparisons (including the reasonableness and low price of the fees charged by Growth Fund Advisor, the favorable long-term investment performance of the Fund, the utilization of, generally, the NAIC investment principles and the NAIC stock study program for investment decisions, the reasonableness of the costs of services provided by the Growth Fund Advisor, Inc.), and the profits realized by Growth Fund Advisor, Inc. during its tenure as investment advisor to the Fund. The board also favorably considered that Growth Fund Advisor, Inc. uses a broker based primarily on best execution while also looking at the value of any research provided as well as financial responsibility and responsiveness. The board deferred any discussion of the effect on fee payable to Growth Fund Advisor, Inc. of any growth in assets resulting in economies of scale until such time as the potential for significant asset fund growth becomes realizable. Overall, the board determined that it remains satisified with the nature, extent and quality of services, and the investment performance provided by Growth Fund Advisor, Inc.

Shareowners or individuals wanting general information or having questions, write NAIC Growth Fund, Inc., P.O. Box 220, Royal Oak, Michigan 48068. Telephone 877-275-6242 or visit us at our website at www.naicgrowthfund.com.

ITEM 2. CODE OF ETHICS.

The Fund has adopted a Code of Ethics for Financial Professionals, which applies to the principal executive officer of the Fund, all professionals serving as principal financial officer, the principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by by Fund or a third party, and the members of the Fund's Board of Directors. The Code of Ethics for Financial Professionals has been posted on the Fund's website at www.naicgrowthfund.com

There have been no amendments to or waivers from any provisions of the Code of Ethics for Financial Professionals since its adoption.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The Fund's Board of Directors has determined that the Fund has at least one audit committee financial expert serving on its audit committee, Benjamin J. Smith, who is independent.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees. Plante & Moran, LLP was paid $16,250 for the fiscal year ending December 31, 2004 and $13,600 for the fiscal year ending December 31, 2003 by the Fund for audit fees.

Audit-Related Fees. Plante & Moran, LLP was not paid any audit-related fees by the Fund in either of the last two fiscal years.

Tax Fees. Plante & Moran, LLP was paid $4,200 for the fiscal year ending December 31, 2004 and $3,180 for fiscal year ending December 31, 2003 by the Fund for tax fees, for services in connection with the preparation of the Fund's tax returns and assistance with IRS notice and tax matters.

All Other Fees. Plante & Moran, LLP was paid $6,500 for the fiscal year ending December 31, 2004 by the Fund for all other fees and $6,500 for the fiscal year ended December 31, 2003 by the Fund for all other fees, for services in connection with (i) the review of registration documents and consent procedures and a comfort letter and related procedures with respect to the Fund's registration statement filed with the Securities and Exchange Commission for its follow-on offering, and (ii) assistance with year-end dividend calculation and reporting.

"Audit fees" are fees paid by the Fund to Plante & Moran, PLLC for professional services for the audit of our financial statements, or for services that are usually provided by an auditor in connection with statutory and regulatory filings and engagements. "Audit-related fees" are fees for assurance and related services that are reasonably related to the performance of the audit or review of financial statements. "Tax fees" are fees for tax compliance, tax advice and tax planning. All other fees are fees billed for any services not included in the first three categories.

None of the services covered under the captions "Audit Related Fees," "Tax Fees," and All Other Fees with Respect to Plante & Moran were provided under the de minimis exception to audit committee approval of 17 CFR 210.2-01(c) 7(i)(C) and (ii). Plante & Moran, PLLC was not engaged during the last two fiscal years to provide non-audit services to Investment Adviser and its affiliates that provide ongoing services to the Fund that relate directly to the operations and financial reporting of the Fund ("Other Non-Audit Services"). Under the audit committee charter, the audit committee is to pre-approve all non-audit services of the Fund and all Other Non-Audit Services. The audit committee has not adopted "pre-approval policies and procedures" as such term is used in 17 CFR 210.2-01(c)(7)(i)(B) and (ii).

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The Fund's Board of Directors has separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the committee are Carl A. Holth, Benjamin J. Smith and James M. Lane.

ITEM 6. SCHEDULE OF INVESTMENTS

Funds schedule of investments is included in the Report to Shareholders under item 1 of this form.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED END MANAGEMENT INVESTMENT COMPANIES.

GROWTH FUND ADVISOR, INC.
PROXY VOTING POLICIES AND PROCEDURES

BACKGROUND

Growth Fund Advisor, Inc., a Michigan corporation (the "Advisor"), is the investment advisor for NAIC Growth Fund, Inc., a Maryland corporation which is an investment company registered under the Investment Company Act of 1940 (the "Fund"). The Fund and the Advisor, as successor to National Association of Investors Corporation, are parties to an Investment Advisory Agreement dated October 2, 1989 (the "Advisory Agreement"). The Fund is the Advisor's sole advisory client.

The Advisor hereby adopts the following policies and procedures effective as of August 1, 2003, which it believes are reasonably designed to ensure that proxies are voted in the best interest of the Fund, in accordance with its fiduciary duties and Rule 206(4)-6 under the Investment Advisers Act of 1940 (the "Advisers Act"). The Advisor's authority to vote the proxies of the Fund is established through the Advisory Agreement, and these proxy voting guidelines have been tailored to reflect this contractual obligation and the Advisor's fiduciary duty to the Fund and its shareholders.

POLICY

The Advisor's proxy voting procedures are designed and are to be implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of the Fund and its shareholders. While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration the Advisor's fiduciary duty to the Fund and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent the Advisor deems appropriate).

PROCEDURES

RESPONSIBILITY AND OVERSIGHT

The Chief Executive Officer of the Advisor or his designee (the "CEO") is responsible for administering and overseeing the proxy voting process, proxy gathering, and for determining appropriate voting positions on each proxy utilizing any applicable guidelines contained in these procedures.

PROXY GATHERING

All persons associated with the Advisor or the Fund that receive proxy materials on behalf of the Fund ("Proxy Recipients") shall be instructed to forward them to the CEO on a timely basis.

PROXY VOTING

Once proxy materials are received by the CEO, the following shall occur:

1. The CEO shall review the proxy materials to determine if there are any material conflicts of interest (see the conflicts of interest section of these procedures for further information on determining material conflicts of interest).
2. If a material conflict of interest exists, the CEO shall seek voting instructions from an independent third party or shall inform the Board of the Fund of the conflict and seek voting instructions from the Board of the Fund. The CEO shall keep a written record of each such voting instruction which shall include the name(s) of the person giving the instruction, the date(s) of the instruction, and determination.
3. The CEO shall determine votes on a case-by-case basis, taking into account the voting guidelines contained in these procedures.
4. The CEO's staff shall vote the proxy pursuant to the instructions received in (2) or (3) and return the voted proxy as indicated in the proxy materials.

TIMING

The Advisor's personnel shall act in such a manner to ensure that, absent special circumstances, the proxy gathering and proxy voting steps noted above can be completed before the applicable deadline for returning proxy votes.

RECORDKEEPING

The Advisor shall maintain the records of proxies voted required pursuant to Rule 204-2 under the Advisers Act. These records shall include (except as otherwise provided in such rule):

1. A copy of the Advisor's proxy voting policies and procedures.
2. Copies of proxy statements received regarding the Fund's securities.
3. A copy of any document created or received by the Advisor that was material to making a decision how to vote proxies or that memorializes the basis for that decision.
4. A copy of each written request from the Fund for information on how the Advisor voted proxies on behalf of the Fund, and a copy of any written response by the Advisor to any (written or oral) request from the Fund on how the Advisor voted proxies on behalf of the Fund.

5. A proxy log including:

a. Issuer name;

b. Exchange ticker symbol of the issuer's shares to be voted (if available through reasonably practicable means);

c. Council on Uniform Securities Identification Procedures ("CUSIP") number for the shares to be voted (if available through reasonably practicable means);

d. A brief identification of the matter voted on;

e. Whether the matter was proposed by the issuer or by a shareholder of the issuer;
f. Whether a vote was cast by the Advisor on the matter;
g. A record of how the vote was cast; and
h. Whether the vote was cast for or against the recommendation of the issuer's management team.

Records shall be maintained in an easily accessible place for five years, the most recent two years in the Advisor's offices.

DISCLOSURE

The Fund will be provided a copy of these policies and procedures, as well as periodic reports on how its proxies have been voted. These reports shall be provided no less frequently than annually and upon the request of the Fund to the CEO, and shall include on a timely basis all information required to be disclosed with respect to the Fund's proxies on the Fund's Form N-PX to be filed each year with the Securities and Exchange Commission. The Advisor agrees that the Fund may disclose these policies and procedures as required by applicable laws and regulations and as otherwise agreed by the CEO.

CONFLICTS OF INTEREST

All proxies are reviewed by the CEO for material conflicts of interest between the shareholders of the Fund, on one hand, and those of the Advisor, its affiliates or the Fund's underwriter, on the other. Issues to be reviewed include, but are not limited to:

1. Whether the Advisor (or, to the extent required to be considered by applicable law, its affiliates or the Fund's underwriter) has an interest in the company;
2. Whether the Advisor or an officer or director of the Advisor (together, "Voting Persons") is, is a close relative of, or has a personal or business relationship with the company, an executive, director or person who is a candidate for director of the company or is a participant in a proxy contest; and
3. Whether there is any other business or personal relationship where a Voting Person has a personal interest in the outcome of the matter before shareholders.

VOTING GUIDELINES

The Advisor's substantive voting decisions turn on the particular facts and circumstances of each proxy vote and are evaluated by the CEO on a case-by-case basis. The examples outlined below are meant only as guidelines to aid in the decision making process.

Guidelines are grouped according to the types of proposals generally presented to shareholders. Part I deals with proposals which have been approved and are recommended by a company's board of directors; Part II deals with proposals submitted by shareholders for inclusion in proxy statements; Part III addresses issues relating to voting shares of investment companies; and Part IV addresses unique considerations pertaining to foreign issuers.

I. Board Approved Proposals

The vast majority of matters presented to shareholders for a vote involve proposals made by a company itself that have been approved and recommended by its board of directors. In view of the enhanced corporate governance practices currently being implemented in public companies, the Advisor generally votes in support of decisions reached by independent boards of directors. More specific guidelines related to certain board-approved proposals are as follows:

1. Matters relating to the Board of Directors

The Advisor votes proxies for the election of the company's nominees for directors and for board-approved proposals on other matters relating to the board of directors with the following exceptions:

a. Votes are withheld for the entire board of directors if the board does not have a majority of independent directors or the board does not have nominating, audit and compensation committees composed solely of independent directors.

b. Votes are withheld for any nominee for director who is considered an independent director by the company and who has received compensation (directly or indirectly) from the company other than for service as a director.

c. Votes are withheld for any nominee for director who attends less than 75% of board and committee meetings without valid reasons for absences.

d. Votes are cast on a case-by-case basis in contested elections of directors.

2. Matters relating to Stock Option Plans and Other Executive Compensation Issues

The Advisor generally favors compensation programs that relate executive compensation to a company's long-term performance. Votes are cast on a case-by-case basis on board-approved proposals relating to stock option plans and executive compensation, except as follows:

a. Except where the Advisor is otherwise withholding votes for the entire board of directors, the Advisor votes for stock option plans that will result in an annual dilution of 10% or less.

b. The Advisor votes against stock option plans or proposals that permit replacing or re-pricing of underwater options.

c. The Advisor votes against stock option plans that permit issuance of options with an exercise price below the stock's current market price.

d. Except where the Advisor is otherwise withholding votes for the entire board of directors, the Advisor votes for employee stock purchase plans that limit the discount for shares purchased under the plan to no more than 15% of their market value, have an offering period of 27 months or less and result in dilution of 10% or less.

3. Matters relating to Capitalization

The management of a company's capital structure involves a number of important issues, including cash flows, financing needs and market conditions that are unique to the circumstances of each company. As a result, the Advisor votes on a case-by-case basis on board-approved proposals involving changes to a company's capitalization, including increases and decreases of capital and preferred stock issuances, except where the Advisor is otherwise withholding votes for the entire board of directors. Generally:

a. The Advisor votes for proposals relating to the authorization of additional common stock.

b. The Advisor votes for proposals to effect stock splits (excluding reverse stock splits).

c. The Advisor votes for proposals authorizing share repurchase programs.

4. Matters relating to Changes in State of Incorporation, Mergers and Other Corporate Restructurings, and Social and Corporate Responsibility Issues

The Advisor votes these issues on a case-by-case basis on board-approved transactions.

5. Matters relating to Anti-Takeover Measures

The Advisor votes against board-approved proposals to adopt anti-takeover measures such as staggered boards, poison pills and supermajority provisions except as follows:

a. The Advisor votes on a case-by-case basis on proposals to ratify or approve shareholder rights plans.

b. The Advisor votes on a case-by-case basis on proposals to adopt fair price provisions.

6. Other Business Matters

The Advisor votes for board-approved proposals approving such routine business matters such as changing the company's name, ratifying the appointment of auditors and procedural matters relating to the shareholder meeting. Generally:

a. The Advisor votes on a case-by-case basis on proposals to amend a company's charter or bylaws.

b. The Advisor votes against authorization to transact other unidentified, substantive business at the meeting.

II. Shareholder Proposals

The regulations of the Securities and Exchange Commission permit shareholders to submit proposals for inclusion in a company's proxy statement. These proposals generally address social and corporate responsibility issues and seek to change some aspect of a company's corporate governance structure or to change some aspect of its business operations. The Advisor votes in accordance with the recommendation of the company's board of directors on all shareholder proposals, except as follows:

1. The Advisor votes for shareholder proposals to require shareholder approval of shareholder rights plans.

2. The Advisor votes for shareholder proposals that are consistent with the Advisor's proxy voting guidelines for board-approved proposals.

3. The Advisor votes on a case-by-case basis on other shareholder proposals where the Advisor is otherwise withholding votes for the entire board of directors.

III. Voting Shares of Investment Companies

The Advisor may utilize shares of open or closed-end investment companies in accordance with the Fund's investment guidelines. Shareholder votes for investment companies that fall within the categories listed in Parts I and II above are voted in accordance with those guidelines.

1. The Advisor votes on a case-by-case basis on proposals relating to changes in the investment objectives of an investment company taking into account the original intent of the fund and the role the fund plays in the Fund's portfolio.

2. The Advisor votes on a case-by-case basis on all proposals that would result in increases in expenses (e.g., proposals to adopt 12b-1 plans, alter investment advisory arrangements or approve fund mergers) taking into account comparable expenses for similar funds and the services to be provided.

IV. Voting Shares of Foreign Issuers

In the event the Advisor is required to vote on securities held in foreign issuers, i.e. issuers that are incorporated under the laws of a foreign jurisdiction and that are not listed on a U.S. securities exchange or the NASDAQ stock market, the following guidelines are used, which are premised on the existence of a sound corporate governance and disclosure framework. These guidelines, however, may not be appropriate under some circumstances for foreign issuers and therefore apply only where applicable.

1. The Advisor votes for shareholder proposals calling for a majority of the directors to be independent of management.
2. The Advisor votes for shareholder proposals seeking to increase the independence of board nominating, audit and compensation committees.
3. The Advisor votes for shareholder proposals that implement corporate governance standards similar to those established under U.S. federal law and the listing requirements of U.S. stock exchanges, and that do not otherwise violate the laws of the jurisdiction under which the company is incorporated.
4. The Advisor votes on a case-by-case basis on proposals relating to the issuance of common stock.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES

Not applicable to annual reports for the period ended December 31, 2004.

ITEM 9. PURCHASE OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

During the period covered by this report, no purchases were made by or on behalf of the registrant or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934 (the "Exhange Act") of shares of registrant's equity securities that are registered by the registrant pursuant to Section 12 of the Exchange Act.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No changes to the procedures by which shareholders may recommend nominees to the registrant's board of directors have been implemented after registrant last provided disclosure in response to Item 7(d)(2)(ii)(g) of schedule 14A in registrant's 2004 proxy statement

ITEM 11. CONTROLS AND PROCEDURES.

(i) As of February 18, 2005, an evaluation of the effectiveness of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) was performed under the supervision and with the participation of the registrant's President (Principal Executive Officer) and Accountant (person performing the functions of the Principal Financial Officer). Based on that evaluation, the registrant's President and Accountant concluded that the registrant's controls and procedures are effectively designed to insure that information required to be disclosed by the registrant is recorded, processed, summarized and reported within the time periods required by the Commission's rules and forms, and that information required to be disclosed in the reports that the registrant files is accumulated and communicated to the registrant's management, including its Principal Executive Officer and Principal Financial Officer,as appropriate, to allow timely decisions regarding required disclosure.

(ii) There has been no change in the registrants's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act) that occurred during the 6 months ending December 31, 2004 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS:

(A)(1) Not applicable.

(A)(2) Separate certification of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.

(B) Certification Pursuant to Rule 30a-2(b) under the Investment Company Act of 1940 and 18 U.S.C. Section 1350.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAIC GROWTH FUND, INC.

By: /s/ Kenneth S. Janke

Kenneth S. Janke
President

Date: March 3, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Kenneth S. Janke

Kenneth S. Janke
President

Date: March 3, 2005

By: /s/ Calvin George

Calvin George
Accountant (Principal Financial Officer)

Date: March 3, 2005