Annual Report

RiverSource Investments

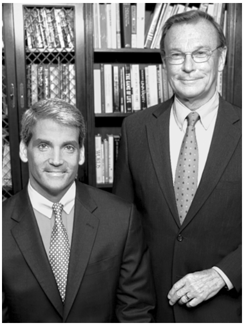
RiverSource Mid Cap Growth Fund

Annual Report for the Period Ended November 30, 2009

> RiverSource Mid Cap Growth Fund seeks to provide shareholders with growth of capital.

SINGLE-STRATEGY FUNDS

Letter to Shareholders



Patrick T. Bannigan (left)
Stephen R. Lewis, Jr. (right)

Dear Fellow Shareholders,

We have been through an incredibly tumultuous and prolonged "financial winter" that has been referred to by many as the greatest economic crisis since the Great Depression.

Signs of life

Following five consecutive quarters of negative performance, the broad U.S. equity market, which is widely measured by the S&P 500 Index, rebounded in the second quarter of 2009 with its largest quarterly gain in over a decade, and continued through the third quarter. From its low on March 9 through September 30, the S&P 500 Index has risen more than 50%. This resurgence has not been confined just to the U.S. The Morgan Stanley Capital International Europe, Australasia, and Far East (MSCI EAFE) Index, which measures performance of international stocks, also surged 50% over the six months ended September 30.

These economic signs of life, or "green shoots," may be indicative of a much anticipated turnaround in the extended market recession and have re-ignited hopes for a sustainable global economic recovery. Many investors who had long been holding cash on the sidelines — earning minimal return — have regained their appetite for long-term investing and re-entered the marketplace in search of higher returns on their investments.

Challenges remain

Markets have reacted in unprecedented ways in recent years, challenging conventional wisdom and reshaping the financial landscape as we once knew it. However, one fundamental truth remains: letting your emotions steer your financial decisions more often than not will derail your investment plans. Short-term decision making in uncertain markets can lead to long-term detraction from investment results. Due to emotional investor behavior such as selling low when one is fearful and buying high when chasing returns, the average investor in a U.S. equity mutual fund earned far less than the broad U.S. equity market.*

Market uncertainty can also be an investment opportunity. While fear and anxiety can derail your long-term investment plan, we urge you to renew your commitment to your financial goals and talk to your financial professional about opportunities the market decline may have created. At September 30, the S&P 500 Index was still 32% below its 2007 high.

RiverSource Investments offers an expanded line of products and services that can help you stay the course as you seek your financial goals:

> *Advanced Alpha®* strategies offer alternative investment funds that seek to deliver above-average market returns, for those investors with above-average risk tolerance

> *Advice-Built®* solutions are a series of diversified funds that can function as a total portfolio solution or form the core of a large portfolio

> Single-Strategy funds are a wide array of mutual funds of varying objectives, disciplines and styles that enable you to create your own customized and diversified portfolio

We are hopeful that we are on the path to recovery and that the worst is behind us. We must bear in mind, however, that markets are cyclical in nature. Preparation and planning are essential steps as you evaluate your financial goals. Thank you for choosing to invest with *RiverSource* mutual funds.

Stephen R. Lewis, Jr.
Chairman of the Boards

Patrick T. Bannigan
President,
RiverSource Family of Funds

For more information about any of the funds in the *RiverSource* Family of Funds, go online to RiverSource.com (for RiverSource and Threadneedle funds) or Seligman.com (for Seligman funds); or call 1(800) 221-2450. Customer Service Representatives are available to answer your questions Monday through Friday from 7 a.m. to 6 p.m. Central time.

You should consider the investment objectives, risks, charges and expenses of a mutual fund carefully before investing. For a free prospectus, which contains this and other important information about the funds, call 1(800) 221-2450. Read the prospectus carefully before investing.

* Source: Dalbar, "Quantitative Analysis of Investor Behavior – 2009"

Standard & Poor's 500 Composite Stock Price Index (S&P 500 Index) is an unmanaged list of common stocks and is frequently used as a general measure of U.S. market performance.

The Morgan Stanley Capital International (MSCI) EAFE Index, an unmanaged index, is compiled from a composite of securities markets of Europe, Australia and the Far East. The index is widely recognized by investors in foreign markets as the measurement index for portfolios of non-North American securities.

Investment products, including shares of mutual funds, are not federally or FDIC insured, are not deposits or obligations of, or guaranteed by any financial institution, and involve investment risks including possible loss of principal and fluctuation in value.

It's important to know that alternative investments, such as those which comprise the *RiverSource Advanced Alpha* Strategies, involve substantial risks and may be more volatile than traditional investments, making them more suitable for investors with an above-average tolerance for risk. There is no guarantee that the strategies will be successful.

Diversification does not assure a profit or protect against loss.

RiverSource® mutual funds are distributed by RiverSource Fund Distributors, Inc., Member FINRA, and managed by RiverSource Investments, LLC. RiverSource is part of Ameriprise Financial, Inc.

Table of Contents

Your Fund at a Glance

FUND SUMMARY

> RiverSource Mid Cap Growth Fund (the Fund) Class A shares increased 63.74% (excluding sales charge) for the 12-month period ended Nov. 30, 2009.

> The Fund outperformed its benchmark, the Russell Midcap® Growth Index, which rose 42.83% for the period.

> The Fund also outperformed its peer group, represented by the Lipper Mid-Cap Growth Funds Index, which increased 39.73% for the same time frame.

ANNUALIZED TOTAL RETURNS *(for period ended Nov. 30, 2009)*

	1 year	3 years	5 years	10 years
RiverSource Mid Cap Growth Fund Class A (excluding sales charge)	+63.74%	-1.04%	+2.02%	+1.72%
Russell Midcap Growth Index (unmanaged)	+42.83%	-5.38%	+2.13%	+0.48%
Lipper Mid-Cap Growth Funds Index	+39.73%	-2.82%	+3.19%	-0.12%

(See "The Fund's Long-term Performance" for Index descriptions)

The performance information shown represents past performance and is not a guarantee of future results. The investment return and principal value of your investment will fluctuate so that your shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance information shown. You may obtain performance information current to the most recent month-end by contacting your financial intermediary, visiting riversource.com/funds or calling 1(800) 221-2450.

The 5.75% sales charge applicable to Class A shares of the Fund is not reflected in the table above. If reflected, returns would be lower than those shown. The performance of other classes may vary from that shown because of differences in fees and expenses. The Fund's returns reflect the effect of fee waivers/ expense reimbursements, if any. Without such waivers/reimbursements, the Fund's returns would be lower. See the Average Annual Total Returns table for performance of other share classes of the Fund.

The indices do not reflect the effects of sales charges, expenses (excluding Lipper) and taxes. It is not possible to invest directly in an index.

AVERAGE ANNUAL TOTAL RETURNS

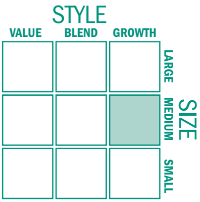
at Nov. 30, 2009

Without sales charge	**1 year**	**3 years**	**5 years**	**10 years**	**Since inception***
Class A *(inception 6/4/57)*	+63.74%	-1.04%	+2.02%	+1.72%	N/A
Class B *(inception 3/20/95)*	+62.41%	-1.82%	+1.22%	+0.93%	N/A
Class C *(inception 6/26/00)*	+62.64%	-1.76%	+1.25%	N/A	-0.57%
Class I *(inception 3/4/04)*	+64.48%	-0.58%	+2.49%	N/A	+2.57%
Class R4 *(inception 3/20/95)*	+64.01%	-0.83%	+2.21%	+1.89%	N/A
With sales charge					
Class A *(inception 6/4/57)*	+54.32%	-2.97%	+0.82%	+1.12%	N/A
Class B *(inception 3/20/95)*	+57.41%	-2.39%	+0.98%	+0.93%	N/A
Class C *(inception 6/26/00)*	+61.64%	-1.76%	+1.25%	N/A	-0.57%

** For classes with less than 10 years performance.*

Class A share performance reflects the maximum initial sales charge of 5.75%. Class B share performance reflects a contingent deferred sales charge (CDSC) applied as follows: first year 5%; second year 4%; third and fourth years 3%; fifth year 2%; sixth year 1%; no sales charge thereafter. Class C shares may be subject to a 1% CDSC if shares are sold within one year after purchase. Sales charges do not apply to Class I and Class R4 shares. Class I and Class R4 are available to qualifying institutional investors only.

STYLE MATRIX



Shading within the style matrix approximates areas in which the Fund is designed to generally invest.

The style matrix can be a valuable tool for constructing and monitoring your portfolio. It provides a frame of reference for distinguishing the types of stocks or bonds owned by a mutual fund, and may serve as a guideline for helping you build a portfolio.

Investment products, including shares of mutual funds, are not federally or FDIC-insured, are not deposits or obligations of, or guaranteed by any financial institution, and involve investment risks including possible loss of principal and fluctuation in value.

Investments in mid-capitalization companies often involve greater risks and potential volatility than investments in larger, more established companies.

Manager Commentary

Dear Shareholders,

RiverSource Mid Cap Growth Fund Class A shares advanced 63.74% (excluding sales charge) for the fiscal year ended Nov. 30, 2009, significantly outperforming its benchmark, the Russell Midcap Growth Index, which advanced 42.83% for the period. The Fund also outperformed its peer group, represented by the Lipper Mid-Cap Growth Funds Index, which advanced 39.73% for the same time frame.

Significant performance factors

The past fiscal year was one in which the Fund performed well. As the fiscal year began, the markets were still in a sharp decline, but we believed much of that was due to the liquidity crisis pressuring investors to sell. We took advantage of other investors' selling to concentrate the Fund's portfolio in companies we thought were best positioned to weather

SECTOR DIVERSIFICATION[1] *(at Nov. 30, 2009; % of portfolio assets)*

Consumer Discretionary	12.3%
Consumer Staples	3.0%
Energy	11.2%
Financials	6.0%
Health Care	13.7%
Industrials	15.6%
Information Technology	27.5%
Materials	6.5%
Options Purchased	0.3%
Telecommunication Services	1.3%
Utilities	1.0%
Other[2]	1.6%

(1) Sectors can be comprised of several industries. Please refer to the section entitled "Portfolio of Investments" for a complete listing. No single industry exceeds 25% of portfolio assets.

Percentages indicated are based upon total investments (excluding Investments of Cash Collateral Received for Securities on Loan) as of Nov. 30, 2009. The Fund's composition is subject to change.

(2) Cash & Cash Equivalents.

The sectors identified above are based on the Global Industry Classification Standard (GICS), which was developed by and is the exclusive property of Morgan Stanley Capital International Inc. and Standard & Poor's, a division of The McGraw-Hill Companies, Inc.

the downturn and those we believed were in the best financial situation — those with the cleanest balance sheets.

In many cases, these companies were technology companies. Consequently, the portfolio began the fiscal year with a substantially larger technology weighting than that of the benchmark. Initially, we saw this as a defensive move, but as technology performed very well as the stock market began to recover in March 2009, it also proved to be an effective offensive position. Technology was the largest contributor to the Fund's outperformance versus the benchmark. We believe that technology companies will continue to do well as the economy turns around.

The Fund's positioning in most sectors added to return relative to the benchmark. In addition to technology, positioning in industrials, consumer, basic materials and financials also had notable positive effects. Only health care and telecommunications services were small detractors.

We view the portfolio in terms of three "buckets" — secular themes, cyclical themes and short-term opportunistic holdings. In fiscal year 2009, several of the secular themes performed well. For example, we focused on the convergence of voice, video and data delivery via the Internet,

TOP TEN HOLDINGS *(at Nov. 30, 2009; % of portfolio assets)*

TIBCO Software	3.5%
Ciena	2.9%
DryShips	2.8%
PMC-Sierra	2.6%
Symantec	1.8%
Compuware	1.8%
Smith Intl	1.8%
GameStop Cl A	1.8%
Electronic Arts	1.6%
FormFactor	1.4%

Percentages indicated are based upon total investments (excluding investments of Cash Collateral Received for Securities on Loan and Cash & Cash Equivalents) as of Nov. 30, 2009.

For further detail about these holdings, please refer to the section entitled "Portfolio of Investments."

Fund holdings are as of the date given, are subject to change at any time, and are not recommendations to buy or sell any security.

anticipating significant capital spending by service providers in order to make networks more efficient. Three key contributors within this theme included **Akamai Technologies**, **PMC-Sierra** and **Ciena**. Akamai runs edge servers that speed content delivery over the Internet, PNC-Sierra is a semi-conductor company that provides high speed networking solutions and Ciena provides networking equipment and software services.

A number of other technology stocks also added to the Fund's relative return. The most significant individual contributor during the fiscal year was **VistaPrint**, which provides business card and other printing services over the Internet and through kiosks at office supply stores. As the stock's price rose, we gradually sold the Fund's shares. (Vistaprint was no longer a holding at fiscal year-end.) The Fund also benefited from several takeovers in the technology space, such as Oracle's acquisition of **Sun Microsystems**. Business services software provider **TIBCO Software** also added to relative return. One of our technology themes is increased merger and acquisition activity. A significant number of large technology companies have substantial cash balances and strong cash flows, allowing them the means to acquire mid-cap companies, not just smaller companies. We believe Tibco, one of the few standalone mid-size companies in its business line, is a likely takeover candidate.

We took advantage of other investors' selling to concentrate the Fund's portfolio in companies we thought were best positioned to weather the downturn and those we believed were in the best financial situation — those with the cleanest balance sheets.

The rebuilding of the U.S. electric utility infrastructure is another secular theme that contributed to the Fund's strong performance. Investors were already gravitating to this area before President Obama provided additional tailwind by talking about the need for the more efficient delivery of electricity from utility providers to homes. **General Cable**, which makes copper, aluminum and fiber optic cable, was a leading contributor to the Fund's relative performance. The Fund realized profits as we reduced its position in General Cable following its strong performance.

In the cyclical bucket, we focused on stocks that we believed would benefit from economic recovery. The Fund had greater emphasis on basic materials stocks than the benchmark because we believe strongly that this area will benefit from improving global economic growth in 2010. We noted that China had aggressively pursued favorable long-term contracts for precious metals and other raw materials during the downturn. Because China has locked in much of the available supply, we believe basic materials prices will rise even higher during the next economic expansion than they did in the last. The Fund's cyclical theme was highly effective as investors began to anticipate economic improvement. **Freeport-McMoRan Copper & Gold** was a key contributor to relative performance.

Solar power is an investment theme that performed poorly for the Fund during the fiscal period. We still believe solar energy stocks will perform well over the next three to five years, but because of last year's tight lending environment, money was not available to invest in solar infrastructure. We think the U.S. government will eventually be as supportive of solar energy as foreign governments such as Germany and France, which have led the world in solar energy installation. Several of the Fund's largest detractors for the fiscal year were solar companies that included **Energy Conversion Devices**, **Evergreen Solar** and **Real Goods Solar**.

Changes to the Fund's portfolio

Over the course of the fiscal year, we substantially reduced the Fund's technology position, although it remains larger than that of the benchmark. Our reductions were on a stock-by-stock basis, mainly taking profits in technology stocks that had performed well and redeploying the proceeds into industrials, basic materials, energy and financials.

The Fund's weightings in industrials, basic materials and energy were larger than those of the benchmark as of fiscal year-end, while the financials weighting was in line with that of the benchmark. After maintaining a portfolio underweight for several years, we are optimistic about the performance of financial stocks in 2010. Our view is that the worst is past and the current interest rate situation — with banks able to borrow for essentially zero interest and lend at higher rates — will lead to attractive profits over the next few years. Our current areas of focus within the financial sector are mid-cap banks and private mortgage reinsurers.

Over the course of the year, as consumer stocks rallied, we reduced the Fund's weighting from a market weight to an underweight, relative to the benchmark. We believe prices for consumer stocks already reflect the anticipated economic recovery. On the other hand, we believe prices for basic materials stocks, which have the same potential to benefit from global economy activity, are more reasonable.

The Fund's turnover rate was 126% for the fiscal year.

Our future strategy

At this time, we believe the U.S. economy is still in the early stages of recovery, with little to suggest it will slip back into recession. The recovery started with an inventory rebuilding cycle and we think that will carry over and continue to drive economic growth. We believe strongly that because companies remain extremely lean and have not made capital expenditures, they will have to spend money and will have to hire employees as the economy improves, which should reverse the current negative unemployment outlook.

We are somewhat concerned that, if economic growth is surprisingly strong, inflation could pick up, though we see that as a longer term issue. In the near term, we think stocks may be slightly ahead of the economy, so it is possible there could be a correction. We are optimistic, however, about the next 12-18 months. We believe an improving stock market and higher confidence levels should draw investors back into stocks, providing support for a bull market.

John Schonberg, CFA®	Sam Murphy	Mike Marzolf
Portfolio Manager	Associate	Associate
	Portfolio Manager	Portfolio Manager

Manager Commentary *(continued)*

Any specific securities mentioned are for illustrative purposes only and are not a complete list of securities that have increased or decreased in value. The views expressed in this statement reflect those of the portfolio manager(s) only through the end of the period of the report as stated on the cover and do not necessarily represent the views of RiverSource Investments, LLC (RiverSource) or any subadviser to the Fund or any other person in the RiverSource or subadviser organizations. Any such views are subject to change at any time based upon market or other conditions and RiverSource disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a fund in the RiverSource Family of Funds are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any fund in the RiverSource Family of Funds.

This page left blank intentionally

The Fund's Long-term Performance

The chart on the facing page illustrates the total value of an assumed $10,000 investment in RiverSource Mid Cap Growth Fund Class A shares (from 12/1/99 to 11/30/09) as compared to the performance of the Russell Midcap Growth Index and the Lipper Mid-Cap Growth Funds Index. In comparing the Fund's Class A shares to these indices, you should take into account the fact that the Fund's performance reflects the maximum initial sales charge of 5.75%, while such charges are not reflected in the performance of the indices. Returns for the Fund include the reinvestment of any distributions paid during each period.

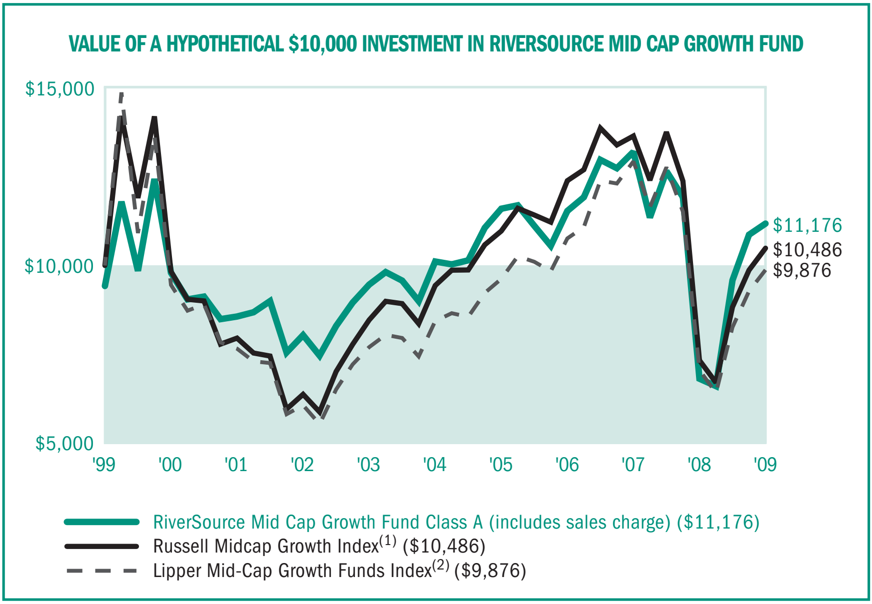
The performance information shown represents past performance and is not a guarantee of future results. The table below and the chart on the facing page do not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares. The investment return and principal value of your investment will fluctuate so that your shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance information shown. You may obtain performance information current to the most recent month-end by contacting your financial intermediary or visiting riversource.com/funds. Also see "Past Performance" in the Fund's current prospectus.

COMPARATIVE RESULTS

Results at Nov. 30, 2009

		1 year	3 years	5 years	10 years
RiverSource Mid Cap Growth Fund (includes sales charge)					
Class A	Cumulative value of $10,000	$15,432	$9,135	$10,415	$11,176
	Average annual total return	+54.32%	-2.97%	+0.82%	+1.12%
Russell Midcap Growth Index[1]					
	Cumulative value of $10,000	$14,283	$8,470	$11,109	$10,486
	Average annual total return	+42.83%	-5.38%	+2.13%	+0.48%
Lipper Mid-Cap Growth Funds Index[2]					
	Cumulative value of $10,000	$13,973	$9,179	$11,701	$9,876
	Average annual total return	+39.73%	-2.82%	+3.19%	-0.12%

Results for other share classes can be found on page 3.



(1) The Russell Midcap Growth Index, an unmanaged index, measures the performance of those stocks in the Russell Midcap Index with higher price-to-book ratios and higher forecasted growth values. The stocks in the index are also members of the Russell 1000® Growth Index. The index reflects reinvestment of all distributions and changes in market prices.

(2) The Lipper Mid-Cap Growth Funds Index includes the 30 largest mid-cap growth funds tracked by Lipper Inc. The index's returns include net reinvested dividends. The Fund's performance is currently measured against this index for purposes of determining the performance incentive adjustment.

Fund Expenses Example

(Unaudited)

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs, including sales charges (loads) on purchase payments; and (2) ongoing costs, which may include management fees; distribution and service (12b-1) fees; and other Fund fees and expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds. In addition to the ongoing expenses which the Fund bears directly, the Fund's shareholders indirectly bear the ongoing expenses of any funds in which the Fund invests (also referred to as "acquired funds"), including affiliated and non-affiliated pooled investment vehicles (including mutual funds and exchange traded funds). The Fund's indirect expense from investing in the acquired funds is based on the Fund's pro rata portion of the ongoing expenses charged by acquired funds using the expense ratio of each of the acquired funds as of the acquired fund's most recent shareholder report.

The example is based on an investment of $1,000 invested at the beginning of the period and held for the six months ended Nov. 30, 2009.

Actual Expenses

The first line of the table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by $1,000 (for example, an $8,600 account value divided by $1,000 = 8.6), then multiply the result by the number in the first line under the heading titled "Expenses paid during the period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The second line of the table provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads). Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Beginning account value June 1, 2009	Ending account value Nov. 30, 2009	Expenses paid during the period[(a)]	Annualized expense ratio
Class A				
Actual[(b)]	$1,000	$1,165.80	$ 7.52	1.37%
Hypothetical (5% return before expenses)	$1,000	$1,018.40	$ 7.01	1.37%
Class B				
Actual[(b)]	$1,000	$1,161.20	$11.72	2.14%
Hypothetical (5% return before expenses)	$1,000	$1,014.50	$10.93	2.14%
Class C				
Actual[(b)]	$1,000	$1,162.90	$11.62	2.12%
Hypothetical (5% return before expenses)	$1,000	$1,014.60	$10.82	2.12%
Class I				
Actual[(b)]	$1,000	$1,168.20	$ 4.95	.90%
Hypothetical (5% return before expenses)	$1,000	$1,020.78	$ 4.61	.90%
Class R4				
Actual[(b)]	$1,000	$1,166.20	$ 6.42[(c)]	1.17%
Hypothetical (5% return before expenses)	$1,000	$1,019.41	$ 5.99[(c)]	1.17%

(a) Expenses are equal to the annualized expense ratio for each class as indicated above, multiplied by the average account value over the period, multiplied by 185/365 (to reflect the one-half year period).

(b) Based on the actual return for the six months ended Nov. 30, 2009: +16.58% for Class A, +16.12% for Class B, +16.29% for Class C, +16.82% for Class I and +16.62% for Class R4.

(c) The Investment Manager and its affiliates had contractually agreed to waive certain fees and to absorb certain expenses until Nov. 30, 2009, such that net expenses, before giving effect to any performance incentive adjustment, would not exceed 1.07% for Class R4. Had this agreement not been in effect for the entire six month period ended Nov. 30, 2009, the actual expenses paid would have been $6.59 and the hypothetical expenses paid would have been $6.14 for Class R4.

Portfolio of Investments

Nov. 30, 2009

(Percentages represent value of investments compared to net assets)

Investments in Securities

Common Stocks (97.8%)

Issuer	Shares	Value(a)
Aerospace & Defense (0.4%)		
Precision Castparts	29,322	$3,040,105
Air Freight & Logistics (0.9%)		
CH Robinson Worldwide	52,950(d)	2,951,433
Expeditors Intl of Washington	110,100	3,515,493
Total		6,466,926
Biotechnology (3.4%)		
BioMarin Pharmaceutical	491,280(b,d)	8,111,032
Celera	277,024(b,d)	1,728,630
Cephalon	125,045(b,d)	6,871,223
Genzyme	136,721(b,d)	6,931,755
Total		23,642,640
Capital Markets (1.3%)		
E*TRADE Financial	2,315,683(b,d)	3,797,720
Janus Capital Group	187,422	2,453,354
Legg Mason	95,316(d)	2,696,490
Total		8,947,564
Chemicals (1.2%)		
Airgas	47,028	2,175,045
Ecolab	54,235	2,435,693
Mosaic	41,088	2,237,242
Potash Corp of Saskatchewan	13,633(c)	1,532,622
Total		8,380,602
Commercial Banks (2.0%)		
Huntington Bancshares	530,351(d)	2,025,941
Marshall & Ilsley	1,117,133(d)	6,423,514
Regions Financial	856,739	5,020,491
Total		13,469,946

Common Stocks (continued)

Issuer	Shares	Value(a)
Communications Equipment (5.6%)		
BigBand Networks	458,236(b)	$1,645,067
Ciena	1,601,943(b,d)	19,463,606
F5 Networks	29,863(b)	1,404,457
Infinera	613,821(b)	5,051,747
Juniper Networks	219,431(b)	5,733,732
ORBCOMM	1,211,319(b)	2,858,713
Riverbed Technology	131,978(b,d)	2,687,072
Total		38,844,394
Computers & Peripherals (1.3%)		
STEC	63,042(b,d)	781,090
Synaptics	306,263(b,d)	8,250,726
Total		9,031,816
Construction & Engineering (2.9%)		
EMCOR Group	185,389(b)	4,412,258
Fluor	86,901	3,691,554
Foster Wheeler	85,954(b)	2,564,867
Quanta Services	324,065(b)	6,076,219
Shaw Group	104,650(b)	2,985,665
Total		19,730,563
Construction Materials (0.9%)		
Martin Marietta Materials	35,799(d)	3,053,296
Vulcan Materials	58,268(d)	2,824,833
Total		5,878,129
Consumer Finance (0.4%)		
First Marblehead	1,296,157(b,d)	2,683,045
Distributors (0.3%)		
LKQ	134,976(b,d)	2,352,632
Diversified Consumer Services (0.3%)		
Apollo Group Cl A	40,453(b)	2,308,653
Diversified Financial Services (1.4%)		
IntercontinentalExchange	57,251(b)	6,113,835
NASDAQ OMX Group	169,733(b)	3,170,612
Total		9,284,447

See accompanying Notes to Portfolio of Investments.

Common Stocks (continued)

Issuer	Shares	Value(a)
Electric Utilities (0.7%)		
PPL	146,980	$4,485,830
Electrical Equipment (3.8%)		
American Superconductor	49,325(b,d)	1,637,590
Energy Conversion Devices	323,315(b,d)	3,207,285
Evergreen Solar	2,236,254(b,d)	3,130,756
First Solar	54,089(b,d)	6,442,540
Hubbell Cl B	61,168	2,777,639
JA Solar Holdings ADR	395,851(b,c,d)	1,539,860
Real Goods Solar Cl A	636,623(b)	1,967,165
SunPower Cl A	105,023(b,d)	2,170,825
Suntech Power Holdings ADR	81,844(b,c,d)	1,223,568
Yingli Green Energy Holding ADR	145,541(b,c,d)	2,068,138
Total		26,165,366
Electronic Equipment, Instruments & Components (1.1%)		
Itron	118,893(b,d)	7,227,505
Energy Equipment & Services (4.3%)		
BJ Services	125,395	2,354,918
ENSCO Intl	96,166(d)	4,231,304
Hercules Offshore	1,031,587(b,d)	5,271,410
Natl Oilwell Varco	77,749	3,344,762
Noble	47,296(c)	1,953,798
Smith Intl	448,334(d)	12,185,718
Total		29,341,910
Food & Staples Retailing (0.5%)		
BJ's Wholesale Club	107,138(b)	3,718,760
Food Products (1.1%)		
Dean Foods	148,023(b)	2,353,566
HJ Heinz	128,564	5,457,542
Total		7,811,108

Common Stocks (continued)

Issuer	Shares	Value(a)
Health Care Equipment & Supplies (4.5%)		
CR Bard	61,853	$5,084,935
Gen-Probe	87,067(b,d)	3,629,823
Haemonetics	52,755(b,d)	2,816,062
Hologic	350,484(b)	5,071,503
Masimo	89,522(b,d)	2,359,800
St. Jude Medical	78,708(b)	2,889,371
Thoratec	195,057(b,d)	5,810,749
Varian Medical Systems	66,180(b,d)	3,093,253
Total		30,755,496
Health Care Providers & Services (3.2%)		
AmerisourceBergen	115,940(d)	2,862,559
Emdeon Cl A	217,629(b)	3,284,022
Laboratory Corp of America Holdings	24,947(b,d)	1,820,133
MEDNAX	62,494(b,d)	3,512,788
Omnicare	82,877(d)	1,921,089
Patterson Companies	167,721(b,d)	4,312,106
Select Medical Holdings	435,461(b)	3,940,922
Total		21,653,619
Hotels, Restaurants & Leisure (2.6%)		
Burger King Holdings	313,723(d)	5,333,292
Darden Restaurants	60,801(d)	1,910,975
Marriott Intl Cl A	95,976(d)	2,468,507
Panera Bread Cl A	46,316(b,d)	2,916,055
Pinnacle Entertainment	214,696(b)	2,269,337
Starwood Hotels & Resorts Worldwide	92,203(d)	2,952,340
Total		17,850,506
Household Durables (0.2%)		
KB Home	124,767(d)	1,690,593
Household Products (0.6%)		
Clorox	70,084	4,223,963
Internet Software & Services (1.6%)		
Akamai Technologies	184,668(b,d)	4,432,032
Limelight Networks	932,072(b)	3,197,007
OpenTable	128,217(b,d)	3,393,904
Total		11,022,943

See accompanying Notes to Portfolio of Investments.

Portfolio of Investments *(continued)*

Common Stocks (continued)

Issuer	Shares	Value(a)
IT Services (0.3%)		
ManTech Intl Cl A	47,509(b,d)	$2,056,190
Leisure Equipment & Products (0.6%)		
Eastman Kodak	319,579(d)	1,294,295
LeapFrog Enterprises	851,615(b)	2,554,845
Total		3,849,140
Life Sciences Tools & Services (0.6%)		
Illumina	140,284(b,d)	4,057,013
Machinery (2.2%)		
Badger Meter	49,718(d)	1,749,079
Bucyrus Intl	26,757	1,385,745
Flowserve	22,192	2,207,216
Joy Global	33,107	1,772,549
Kennametal	151,731	3,413,948
Mueller Water Products Cl A	337,771	1,702,366
Terex	156,201(b,d)	2,941,265
Total		15,172,168
Marine (4.1%)		
Diana Shipping	264,402(c)	4,111,451
DryShips	3,115,434(b,c,d)	19,066,456
Genco Shipping & Trading	223,087(b,d)	5,238,083
Total		28,415,990
Media (1.8%)		
Regal Entertainment Group Cl A	411,348	5,635,468
Sirius XM Radio	10,571,717(b)	6,660,181
Total		12,295,649
Metals & Mining (4.4%)		
AK Steel Holding	164,249	3,284,980
Alcoa	273,728(d)	3,427,075
Allegheny Technologies	168,130(d)	5,721,464
Cliffs Natural Resources	114,957(d)	5,065,005
Freeport-McMoRan Copper & Gold	20,468(b)	1,694,750
Kinross Gold	102,115(c)	2,044,342
Steel Dynamics	101,402	1,715,722

Common Stocks (continued)

Issuer	Shares	Value(a)
Metals & Mining (cont.)		
United States Steel	86,115(d)	$3,845,896
Yamana Gold	253,415(c)	3,378,022
Total		30,177,256
Multiline Retail (0.8%)		
JC Penney	98,391(d)	2,827,757
Nordstrom	76,277	2,551,466
Total		5,379,223
Oil, Gas & Consumable Fuels (6.9%)		
Arch Coal	168,868(d)	3,522,586
CONSOL Energy	73,466(d)	3,373,559
Denbury Resources	132,316(b,d)	1,755,833
Devon Energy	27,324	1,840,271
El Paso	481,374(d)	4,601,935
Frontier Oil	425,265	4,903,305
GMX Resources	66,041(b,d)	771,359
Murphy Oil	39,069	2,203,101
Newfield Exploration	64,290(b)	2,718,181
Petrohawk Energy	159,797(b)	3,569,865
Range Resources	41,283	1,945,668
Southwestern Energy	61,250(b)	2,692,550
Tesoro	307,792(d)	3,933,582
Western Refining	944,986(b,d)	4,394,185
Williams Companies	265,222	5,275,266
Total		47,501,246
Pharmaceuticals (2.0%)		
King Pharmaceuticals	242,168(b)	2,864,847
Mylan	111,101(b,d)	1,985,375
Perrigo	81,600	3,275,424
Shire ADR	98,190(c,d)	5,780,446
Total		13,906,092
Road & Rail (0.7%)		
JB Hunt Transport Services	56,953(d)	1,814,523
Landstar System	77,004	2,873,789
Total		4,688,312
Semiconductors & Semiconductor Equipment (7.3%)		
Altera	172,869(d)	3,635,435
Broadcom Cl A	91,109(b)	2,660,383
FormFactor	567,683(b,d)	9,622,226

See accompanying Notes to Portfolio of Investments.

Common Stocks (continued)

Issuer	Shares	Value(a)
Semiconductors & Semiconductor Equipment (cont.)		
Maxim Integrated Products	161,718(d)	$2,846,237
Mellanox Technologies	399,427(b,c)	7,249,600
MEMC Electronic Materials	224,647(b)	2,704,750
PMC-Sierra	2,174,756(b,d)	17,245,814
Tessera Technologies	68,380(b)	1,618,555
Xilinx	109,861(d)	2,487,253
Total		50,070,253
Software (10.2%)		
Activision Blizzard	303,172(b)	3,453,129
Compuware	1,760,788(b)	12,219,869
Electronic Arts	636,646(b)	10,752,951
Intuit	61,327(b)	1,791,362
Novell	678,030(b)	2,651,097
Symantec	697,546(b)	12,381,442
TIBCO Software	2,730,984(b)	23,486,461
VMware Cl A	75,752(b)	3,180,069
Total		69,916,380
Specialty Retail (5.4%)		
Abercrombie & Fitch Cl A	158,641(d)	6,334,535
American Eagle Outfitters	198,899	3,059,067
Dick's Sporting Goods	202,223(b,d)	4,198,149
GameStop Cl A	491,113(b,d)	11,988,069
Limited Brands	168,274	2,791,666
PetSmart	128,414	3,305,376
Tiffany & Co	94,274	4,023,614
Urban Outfitters	46,852(b,d)	1,482,397
Total		37,182,873
Textiles, Apparel & Luxury Goods (0.1%)		
lululemon athletica	35,927(b,c,d)	940,210
Thrifts & Mortgage Finance (1.0%)		
MGIC Investment	840,467(b,d)	3,361,868
Radian Group	773,534(d)	3,457,697
Total		6,819,565
Tobacco (0.7%)		
Lorillard	59,870	4,664,472

Common Stocks (continued)

Issuer	Shares	Value(a)
Trading Companies & Distributors (0.5%)		
Fastenal	87,811(d)	$3,256,032
Water Utilities (0.4%)		
American Water Works	112,980(d)	2,512,675
Wireless Telecommunication Services (1.3%)		
American Tower Cl A	120,929(b)	4,948,414
NII Holdings	141,561(b)	4,218,518
Total		9,166,932
Total Common Stocks		
(Cost: $652,764,436)		$672,036,732

Options Purchased (0.2%)

Issuer	Contracts	Exercise price	Expiration date	Value(a)
Puts				
S&P 500 Index	3,585	$1,025	Dec. 2009	$1,684,950
Total Options Purchased				
(Cost: $12,698,429)				$1,684,950

Money Market Fund (1.5%)

	Shares	Value(a)
RiverSource Short-Term Cash Fund, 0.20%	10,609,785(e)	$10,609,785
Total Money Market Fund		
(Cost: $10,609,785)		$10,609,785

Investments of Cash Collateral Received for Securities on Loan (27.6%)

	Shares	Value(a)
Cash Collateral Reinvestment Fund (1.4%)		
JPMorgan Prime Money Market Fund	9,577,613	$9,577,613

Issuer	Coupon rate	Principal amount	Value(a)
Asset-Backed Commercial Paper (7.3%)			
Antalis US Funding 01-20-10	0.23%	$4,997,988	$4,997,988

See accompanying Notes to Portfolio of Investments.

Portfolio of Investments *(continued)*

Investments of Cash Collateral Received for Securities on Loan (continued)

Issuer	Coupon rate	Principal amount	Value(a)
Asset-Backed Commercial Paper (cont.)			
Cancara Asset Securitisation LLC			
02-12-10	0.27%	$7,994,720	$7,994,720
Ebbets Funding LLC			
12-07-09	0.50	1,999,806	1,999,806
Elysian Funding LLC			
12-07-09	0.45	1,999,825	1,999,825
Grampian Funding LLC			
12-14-09	0.28	3,999,004	3,999,004
12-15-09	0.29	4,999,114	4,999,114
Hannover Funding LLC			
12-01-09	0.70	4,999,319	4,999,319
Rheingold Securitization			
12-10-09	0.40	2,848,117	2,848,117
12-16-09	0.38	3,996,749	3,996,749
Scaldis Capital LLC			
12-16-09	0.24	1,999,600	1,999,600
12-18-09	0.24	4,999,033	4,999,033
Versailles LLC			
12-17-09	0.40	4,998,333	4,998,333
Total			49,831,608
Certificates of Deposit (15.3%)			
Banco Espirito Santo e Comm NY			
12-07-09	0.29	5,000,000	5,000,000
Banco Santander Madrid			
01-13-10	0.32	4,000,000	4,000,000
Banco Santander NY			
02-10-10	0.29	2,000,000	2,000,000
Bank of Tokyo UFJ London			
12-21-09	0.37	6,000,079	6,000,079
Banque Federative Du Credit Mutuel			
03-02-10	0.28	2,997,855	2,997,855
Barclays Seoul			
02-16-10	0.36	1,000,000	1,000,000
Bayrische Hypo-Und Vereinsbank NY			
02-01-10	0.43	3,000,000	3,000,000
Clydesdale Bank			
12-01-09	0.38	4,996,783	4,996,783
Commerzbank Frankfurt			
12-01-09	0.20	5,000,000	5,000,000

Investments of Cash Collateral Received for Securities on Loan (continued)

Issuer	Coupon rate	Principal amount	Value(a)
Certificates of Deposit (cont.)			
Credit Industrial ET Commercial London			
01-13-10	0.39%	$5,000,000	$5,000,000
Dexia Bank			
12-09-09	0.40	4,998,334	4,998,334
Dexia Credit Local Du France			
12-17-09	0.39	3,000,000	3,000,000
Fortis Bank NY			
12-31-09	0.24	5,000,000	5,000,000
HSBC France			
12-04-09	0.25	7,000,000	7,000,000
Jyske			
12-10-09	0.44	4,994,445	4,994,445
KBC Brussels			
12-30-09	0.28	6,000,000	6,000,000
Landesbank Hessen London			
12-14-09	0.23	5,000,000	5,000,000
Mizuho London			
12-15-09	0.33	2,500,000	2,500,000
01-25-10	0.32	5,000,000	5,000,000
Natixis NY			
12-21-09	0.30	7,000,000	7,000,000
Norinchukin Bank NY			
01-19-10	0.32	2,000,000	2,000,000
NyKredit			
12-18-09	0.53	5,000,000	5,000,000
Sumitomo Mitsui Banking Corp Brussels			
02-19-10	0.31	4,000,000	4,000,000
Ulster Bank Ireland, Dublin			
12-15-09	0.53	5,000,000	5,000,000
Total			105,487,496
Commercial Paper (1.0%)			
Citigroup Funding			
12-14-09	0.27	4,998,688	4,998,688
KBC Financial Products			
12-07-09	0.47	1,999,086	1,999,086
Total			6,997,774

See accompanying Notes to Portfolio of Investments.

Investments of Cash Collateral Received for Securities on Loan (continued)

Issuer	Coupon rate	Principal amount	Value(a)
Repurchase Agreements (2.6%)(f)			
Barclays Capital dated 11-30-09, matures 12-01-09, repurchase price $5,000,040	0.29%	$5,000,000	$5,000,000
Morgan Stanley dated 11-30-09, matures 12-01-09, repurchase price $5,000,037	0.27	5,000,000	5,000,000
Morgan Stanley dated 11-30-09, matures 12-01-09, repurchase price $3,000,028	0.34	3,000,000	3,000,000

Investments of Cash Collateral Received for Securities on Loan (continued)

Issuer	Coupon rate	Principal amount	Value(a)
Repurchase Agreements (cont.)			
RBS Securities dated 11-30-09, matures 12-01-09, repurchase price $5,000,061	0.44%	$5,000,000	$5,000,000
Total			18,000,000
Total Investments of Cash Collateral Received for Securities on Loan (Cost: $189,894,491)			$189,894,491
Total Investments in Securities (Cost: $865,967,141)(g)			$874,225,958

Notes to Portfolio of Investments

(a) Securities are valued by using policies described in Note 2 to the financial statements.

(b) Non-income producing.

(c) Foreign security values are stated in U.S. dollars. At Nov. 30, 2009, the value of foreign securities, excluding short-term securities, represented 7.4% of net assets.

(d) At Nov. 30, 2009, security was partially or fully on loan. See Note 7 to the financial statements.

(e) Affiliated Money Market Fund – See Note 9 to the financial statements. The rate shown is the seven-day current annualized yield at Nov. 30, 2009.

(f) The table below represents securities received as collateral subject to repurchase agreements. This collateral is deposited with the Fund's custodian and, pursuant to the terms of the repurchase agreement, must have an aggregate market value greater than or equal to the repurchase price plus accrued interest at all times. On a daily basis, the market value of securities held as collateral for repurchase agreements is monitored to ensure the existence of the proper level of collateral.

Notes to Portfolio of Investments (continued)

Barclays Capital (0.29%)

Security Description	Market Value
BCRR Trust	$530,893
Credit Suisse First Boston Mtge Securities	863,489
Greenwich Capital Commercial Funding	293,878
JPMorgan Chase Commercial Mtge Securities	1,404,412
LB-UBS Commercial Mtge Trust	1,284,661
Merrill Lynch Mtge Trust	872,667
Total market value for collateralized securities	$5,250,000

Morgan Stanley (0.27%)

Security Description	Market Value
LMA SA & LMA Americas	$264,511
Royal Bank of Scotland	4,994,670
Total market value for collateralized securities	$5,259,181

Morgan Stanley (0.34%)

Security Description	Market Value
Banc of America Commercial Mtge	$212,427
Banc of America Structural Security Trust	26
Citigroup Commercial Mtge Trust	662,273
Citigroup/Deutsche Bank Commercial Mtge Trust	1,240
Credit Suisse Mtge Capital Ctfs	583,585
Credit Suisse/Morgan Stanley Commercial Mtge Ctfs	181,162
Credit-Based Asset Servicing And Securitization LLC	7,726
Equity One ABS	18,345
Fannie Mae Grantor Trust	4,082
Fannie Mae REMICS	107,546
Fannie Mae Whole Loan	271,401
Federal Natl Mtge Assn	7,034
GE Capital Commercial Mtge	2,035
GMAC Commercial Mtge	88,387
Granite Master Issuer	71,278
Greenwich Capital Commercial Funding	471,408
GS Mtge Securities Corp II	34,002
Harborview Mtge Loan Trust	79,791
Holmes Master Issuer	2,328
Morgan Stanley Dean Witter Capital I	2,777
Paragon Mtges	16,971
Residential Mtge Securities	567
Structured Asset Investment Loan Trust	30,656
Structured Asset Mtge Investments	62,285
Structured Asset Securities	17,801
Terwin Mtge Trust	2,524

Notes to Portfolio of Investments (continued)

Morgan Stanley (0.34%) (cont.)

Security Description	Market Value
Wachovia Bank Commercial Mtge Trust	$215,508
Westpac Securitisation Trust	1,153
	$3,156,318

RBS Securities (0.44%)

Security Description	Market Value
Banc of America Commercial Mtge	$19,031
Banc of America Mtge Securities	22,834
Bear Stearns Adjustable Rate Mtge Trust	203,673
Bella Vista Mtge Trust	3,479
Citigroup Commercial Mtge Trust	312,263
Commercial Mtge Pass Through Ctfs	9,915
Countrywide Home Loan Mtge Pass Through Trust	16,209
Credit Suisse First Boston Mtge Securities	120,175
Credit Suisse Mtge Capital Ctfs	337,256
First Horizon Alternative Mtge Securities	2,935
Greenwich Capital Commercial Funding	1,283,082
GS Mtge Securities Corp II	405,803
JPMorgan Chase Commercial Mtge Securities	103,358
LB-UBS Commercial Mtge Trust	10,012
MASTR Alternative Loans Trust	4,512
Mellon Residential Funding	38,824
Merrill Lynch/Countrywide Commerical Mtge Trust	400,021
Mesa West Capital CDO	206,882
MLCC Mtge Investors	311
Morgan Stanley Capital I	739,612
MortgageIT Trust	5,204
Option One Mtge Loan Trust	347
Sequoia Mtge Trust	331
Structured Adjustable Rate Mtge Loan Trust	14,730
Structured Asset Securities	258,632
Thornburg Mtge Securities Trust	1,983
Wachovia Bank Commercial Mtge Trust	500,362
WaMu Mtge Pass Through Ctfs	228,241
	$5,250,017

(g) At Nov. 30, 2009, the cost of securities for federal income tax purposes was $885,649,919 and the aggregate gross unrealized appreciation and depreciation based on that cost was:

Unrealized appreciation	$55,999,628
Unrealized depreciation	(67,423,589)
Net unrealized depreciation	$(11,423,961)

Notes to Portfolio of Investments (continued)

The industries identified above are based on the Global Industry Classification Standard (GICS), which was developed by and is the exclusive property of Morgan Stanley Capital International Inc. and Standard & Poor's, a division of The McGraw-Hill Companies, Inc.

Fair Value Measurements

Generally accepted accounting principles (GAAP) require disclosure regarding the inputs and valuation techniques used to measure fair value and any changes in valuation inputs or techniques. In addition, investments shall be disclosed by major category.

The Fund categorizes its fair value measurements according to a three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by prioritizing that the most observable input be used when available. Observable inputs are those that market participants would use in pricing an investment based on market data obtained from sources independent of the reporting entity. Unobservable inputs are those that reflect the Fund's assumptions about the information market participants would use in pricing an investment. An investment's level within the fair value hierarchy is based on the lowest level of any input that is deemed significant to the asset or liability's fair value measurement. The input levels are not necessarily an indication of the risk or liquidity associated with investments at that level. For example, certain U.S. government securities are generally high quality and liquid, however, they are reflected as Level 2 because the inputs used to determine fair value may not always be quoted prices in an active market.

Fair value inputs are summarized in the three broad levels listed below:

- Level 1 — Valuations based on quoted prices for investments in active markets that the Fund has the ability to access at the measurement date. Valuation adjustments are not applied to Level 1 investments.
- Level 2 — Valuations based on other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risks, etc.).
- Level 3 — Valuations based on significant unobservable inputs (including the Fund's own assumptions and judgment in determining the fair value of investments).

Inputs that are used in determining fair value of an investment may include price information, credit data, volatility statistics, and other factors. These inputs can be either observable or unobservable. The availability of observable inputs can vary between investments, and is affected by various factors such as the type of investment, and the volume and level of activity for that investment or similar investments in the marketplace. The inputs will be considered by the Fund Administrator, along with any other relevant factors in the calculation of an investment's fair value. The Fund uses prices and inputs that are current as of the measurement date, which may include periods of market dislocations. During these periods, the availability of prices and inputs may be reduced for many investments. This condition could cause an investment to be reclassified between the various levels within the hierarchy.

Non-U.S. equity securities actively traded in foreign markets may be reflected in Level 2 despite the availability of closing prices, because the Fund evaluates and determines whether those closing prices reflect fair value at the close of the New York Stock Exchange (NYSE) or require adjustment, as described in Note 2 to the financial statements — Valuation of securities.

Investments falling into the Level 3 category are primarily supported by quoted prices from brokers and dealers participating in the market for those investments. However, these may be classified as

Portfolio of Investments *(continued)*

Fair Value Measurements (continued)

Level 3 investments due to lack of market transparency and corroboration to support these quoted prices. Additionally, valuation models may be used as the pricing source for any remaining investments classified as Level 3. These models rely on one or more significant unobservable inputs and/or significant assumptions by the Fund Administrator. Inputs used in a valuation model may include, but are not limited to, financial statement analysis, discount rates and estimated cash flows, and comparable company data.

The following table is a summary of the inputs used to value the Fund's investments as of Nov. 30, 2009:

	Fair value at Nov. 30, 2009			
Description	**Level 1 quoted prices in active markets for identical assets**	**Level 2 other significant observable inputs**	**Level 3 significant unobservable inputs**	**Total**
Equity Securities				
Common Stocks(a)	$672,036,732	$–	$–	$672,036,732
Total Equity Securities	672,036,732	–	–	672,036,732
Other				
Options Purchased	1,684,950	–	–	1,684,950
Affiliated Money Market Fund(b)	10,609,785	–	–	10,609,785
Investments of Cash Collateral Received for Securities on Loan(c)	9,577,613	180,316,878	–	189,894,491
Total Other	21,872,348	180,316,878	–	202,189,226
Total	$693,909,080	$180,316,878	$–	$874,225,958

(a) All industry classifications are identified in the Portfolio of Investments.

(b) Money market fund that is a sweep investment for cash balances in the Fund at Nov. 30, 2009.

(c) Asset categories for Investments of Cash Collateral are identified in the Portfolio of Investments.

How to find information about the Fund's quarterly portfolio holdings

(i) The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (Commission) for the first and third quarters of each fiscal year on Form N-Q;

(ii) The Fund's Forms N-Q are available on the Commission's website at http://www.sec.gov;

(iii) The Fund's Forms N-Q may be reviewed and copied at the Commission's Public Reference Room in Washington, DC (information on the operations of the Public Reference Room may be obtained by calling 1(800) SEC-0330); and

(iv) The Fund's complete schedule of portfolio holdings, as filed on Form N-Q, can be obtained without charge, upon request, by calling the RiverSource Family of Funds at 1(800) 221-2450.

Statement of Assets and Liabilities

Nov. 30, 2009

Assets

Investments in securities, at value	
Unaffiliated issuers* (identified cost $665,462,865)	$673,721,682
Affiliated money market fund (identified cost $10,609,785)	10,609,785
Investments of cash collateral received for securities on loan (identified cost $189,894,491)	189,894,491
Total investments in securities (identified cost $865,967,141)	874,225,958
Capital shares receivable	516,593
Dividends and accrued interest receivable	682,153
Receivable for investment securities sold	3,744,304
Total assets	879,169,008

Liabilities

Capital shares payable	517,437
Payable for investment securities purchased	1,200,795
Payable upon return of securities loaned	189,894,491
Accrued investment management services fees	39,596
Accrued distribution fees	140,042
Accrued transfer agency fees	10,813
Accrued administrative services fees	3,317
Accrued plan administration services fees	899
Other accrued expenses	115,451
Total liabilities	191,922,841
Net assets applicable to outstanding capital stock	$687,246,167

Represented by

Capital stock — $.01 par value	$ 810,690
Additional paid-in capital	753,374,278
Excess of distributions over net investment income	(13,715)
Accumulated net realized gain (loss)	(75,183,903)
Unrealized appreciation (depreciation) on investments and on translation of assets and liabilities in foreign currencies	8,258,817
Total — representing net assets applicable to outstanding capital stock	$687,246,167
*Including securities on loan, at value	$184,665,642

Net asset value per share

	Net assets	Shares outstanding	Net asset value per share
Class A	$553,923,464	64,580,896	$8.58(1)
Class B	$ 50,253,513	7,048,364	$7.13
Class C	$ 7,874,750	1,103,661	$7.14
Class I	$ 71,139,006	7,877,330	$9.03
Class R4	$ 4,055,434	458,745	$8.84

(1) The maximum offering price per share for Class A is $9.10. The offering price is calculated by dividing the net asset value by 1.0 minus the maximum sales charge of 5.75%.

The accompanying Notes to Financial Statements are an integral part of this statement.

Statement of Operations

Year ended Nov. 30, 2009

Investment income

Income:	
Dividends	$4,073,481
Interest	2,839
Income distributions from affiliated money market fund	48,425
Income from securities lending — net	1,509,309
Less foreign taxes withheld	(9,740)
Total income	5,624,314
Expenses:	
Investment management services fees	4,488,355
Distribution fees	
Class A	1,123,363
Class B	500,167
Class C	46,013
Transfer agency fees	
Class A	1,175,439
Class B	146,445
Class C	11,994
Class R4	1,616
Administrative services fees	339,961
Plan administration services fees — Class R4	8,078
Compensation of board members	17,329
Custodian fees	26,480
Printing and postage	71,825
Registration fees	78,625
Professional fees	32,904
Other	55,280
Total expenses	8,123,874
Expenses waived/reimbursed by the Investment Manager and its affiliates	(1,374)
Total net expenses	8,122,500
Investment income (loss) — net	(2,498,186)

Realized and unrealized gain (loss) — net

Net realized gain (loss) on:	
Security transactions	(44,948,235)
Options contracts written	275,538
Net realized gain (loss) on investments	(44,672,697)
Net change in unrealized appreciation (depreciation) on investments and on translation of assets and liabilities in foreign currencies	314,466,458
Net gain (loss) on investments and foreign currencies	269,793,761
Net increase (decrease) in net assets resulting from operations	$267,295,575

The accompanying Notes to Financial Statements are an integral part of this statement.

Statements of Changes in Net Assets

Year ended Nov. 30,	2009	2008
Operations and distributions		
Investment income (loss) – net	$ (2,498,186)	$ (843,549)
Net realized gain (loss) on investments	(44,672,697)	(26,633,189)
Net change in unrealized appreciation (depreciation) on investments and on translation of assets and liabilities in foreign currencies	314,466,458	(419,144,016)
Net increase (decrease) in net assets resulting from operations	267,295,575	(446,620,754)
Distributions to shareholders from:		
Net realized gain		
Class A	–	(143,937,212)
Class B	–	(26,887,842)
Class C	–	(1,305,317)
Class I	–	(8,996,776)
Class R4	–	(1,244,635)
Total distributions	–	(182,371,782)
Capital share transactions		
Proceeds from sales		
Class A shares	84,770,966	28,316,954
Class B shares	7,693,358	5,480,581
Class C shares	4,435,735	543,467
Class I shares	7,828,873	48,716,918
Class R4 shares	971,861	1,391,894
Reinvestment of distributions at net asset value		
Class A shares	–	136,959,390
Class B shares	–	26,566,875
Class C shares	–	1,289,392
Class I shares	–	8,995,967
Class R4 shares	–	1,244,635
Conversions from Class B to Class A		
Class A shares	12,248,702	13,474,521
Class B shares	(12,248,702)	(13,474,521)
Payments for redemptions		
Class A shares	(99,219,008)	(186,657,197)
Class B shares	(13,447,233)	(34,112,389)
Class C shares	(939,996)	(1,913,532)
Class I shares	(22,898,450)	(8,777,977)
Class R4 shares	(1,018,134)	(3,232,383)
Increase (decrease) in net assets from capital share transactions	(31,822,028)	24,812,595
Total increase (decrease) in net assets	235,473,547	(604,179,941)
Net assets at beginning of year	451,772,620	1,055,952,561
Net assets at end of year	$687,246,167	$ 451,772,620
Excess of distributions over net investment income	$ (13,715)	$ (6,757)

Certain line items from the prior year have been renamed to conform to the current year presentation.

The accompanying Notes to Financial Statements are an integral part of this statement.

Financial Highlights

The following tables are intended to help you understand the Fund's financial performance. Certain information reflects financial results for a single share of a class held for the periods shown. For periods ended 2007 and after, per share net investment income (loss) amounts are calculated based on average shares outstanding during the period. Total returns assume reinvestment of all dividends and distributions. Total returns do not reflect payment of sales charges, if any, and are not annualized for periods of less than one year.

Class A	Year ended Nov. 30,				
Per share data	**2009**	**2008**	**2007**	**2006**	**2005**
Net asset value, beginning of period	$5.24	$12.32	$14.40	$14.49	$12.64
Income from investment operations:					
Net investment income (loss)	(.03)	(.02)	(.05)	(.01)	(.08)
Net gains (losses) (both realized and unrealized)	3.37	(4.93)	1.62	(.07)	1.93
Total from investment operations	3.34	(4.95)	1.57	(.08)	1.85
Less distributions:					
Distributions from realized gains	—	(2.13)	(3.65)	(.01)	—
Net asset value, end of period	$8.58	$5.24	$12.32	$14.40	$14.49
Total return	63.74%	(48.26%)	14.40%	(.55%)	14.64%
Ratios to average net assets[a]					
Total expenses	1.40%	1.16%	1.08%	1.09%	1.09%
Net investment income (loss)	(.42%)	(.05%)	(.40%)	(.07%)	(.57%)
Supplemental data					
Net assets, end of period (in millions)	$554	$349	$852	$1,093	$1,376
Portfolio turnover rate	126%	76%	87%	45%	27%

See accompanying Notes to Financial Highlights.

Class B

Per share data	2009	2008	2007	2006	2005
	Year ended Nov. 30,				
Net asset value, beginning of period	$4.39	$10.74	$13.10	$13.28	$11.68
Income from investment operations:					
Net investment income (loss)	(.07)	(.02)	(.12)	(.12)	(.19)
Net gains (losses) (both realized and unrealized)	2.81	(4.20)	1.41	(.05)	1.79
Total from investment operations	2.74	(4.22)	1.29	(.17)	1.60
Less distributions:					
Distributions from realized gains	–	(2.13)	(3.65)	(.01)	–
Net asset value, end of period	$7.13	$4.39	$10.74	$13.10	$13.28
Total return	62.41%	(48.64%)	13.46%	(1.28%)	13.70%
Ratios to average net assets[a]					
Total expenses	2.18%	1.92%	1.84%	1.87%	1.86%
Net investment income (loss)	(1.19%)	(.81%)	(1.15%)	(.89%)	(1.35%)
Supplemental data					
Net assets, end of period (in millions)	$50	$44	$137	$207	$329
Portfolio turnover rate	126%	76%	87%	45%	27%

See accompanying Notes to Financial Highlights.

Financial Highlights *(continued)*

Class C

Per share data	Year ended Nov. 30, 2009	2008	2007	2006	2005
Net asset value, beginning of period	$4.39	$10.74	$13.10	$13.28	$11.68
Income from investment operations:					
Net investment income (loss)	(.07)	(.02)	(.11)	(.12)	(.18)
Net gains (losses) (both realized and unrealized)	2.82	(4.20)	1.40	(.05)	1.78
Total from investment operations	2.75	(4.22)	1.29	(.17)	1.60
Less distributions:					
Distributions from realized gains	—	(2.13)	(3.65)	(.01)	—
Net asset value, end of period	$7.14	$4.39	$10.74	$13.10	$13.28
Total return	62.64%	(48.63%)	13.46%	(1.28%)	13.70%
Ratios to average net assets[(a)]					
Total expenses	2.15%	1.92%	1.84%	1.87%	1.87%
Net investment income (loss)	(1.20%)	(.81%)	(1.03%)	(.87%)	(1.35%)
Supplemental data					
Net assets, end of period (in millions)	$8	$3	$7	$9	$12
Portfolio turnover rate	126%	76%	87%	45%	27%

See accompanying Notes to Financial Highlights.

Class I Per share data	Year ended Nov. 30, 2009	2008	2007	2006	2005
Net asset value, beginning of period	$5.49	$12.75	$14.73	$14.75	$12.81
Income from investment operations:					
Net investment income (loss)	.01	.08	(.03)	.01	(.01)
Net gains (losses) (both realized and unrealized)	3.53	(5.21)	1.70	(.02)	1.95
Total from investment operations	3.54	(5.13)	1.67	(.01)	1.94
Less distributions:					
Distributions from realized gains	–	(2.13)	(3.65)	(.01)	–
Net asset value, end of period	$9.03	$5.49	$12.75	$14.73	$14.75
Total return	64.48%	(48.00%)	14.86%	(.07%)	15.14%
Ratios to average net assets[a]					
Total expenses	.89%	.71%	.67%	.66%	.63%
Net investment income (loss)	.10%	.39%	(.24%)	.10%	(.09%)
Supplemental data					
Net assets, end of period (in millions)	$71	$53	$54	$–	$43
Portfolio turnover rate	126%	76%	87%	45%	27%

See accompanying Notes to Financial Highlights.

Financial Highlights *(continued)*

Class R4	Year ended Nov. 30,				
Per share data	**2009**	**2008**	**2007**	**2006**	**2005**
Net asset value, beginning of period	$5.39	$12.58	$14.61	$14.67	$12.78
Income from investment operations:					
Net investment income (loss)	(.01)	.07	(.03)	—	(.06)
Net gains (losses) (both realized and unrealized)	3.46	(5.13)	1.65	(.05)	1.95
Total from investment operations	3.45	(5.06)	1.62	(.05)	1.89
Less distributions:					
Distributions from realized gains	—	(2.13)	(3.65)	(.01)	—
Net asset value, end of period	$8.84	$5.39	$12.58	$14.61	$14.67
Total return	64.01%	(48.11%)	14.56%	(.34%)	14.79%
Ratios to average net assets[(a)]					
Gross expenses prior to expense waiver/ reimbursement	1.19%	1.00%	.94%	.91%	.92%
Net expenses after expense waiver/reimbursement[(b)]	1.15%	.93%	.92%	.91%	.92%
Net investment income (loss)	(.17%)	.18%	(.25%)	(.07%)	(.40%)
Supplemental data					
Net assets, end of period (in millions)	$4	$3	$7	$29	$203
Portfolio turnover rate	126%	76%	87%	45%	27%

Notes to Financial Highlights

[(a)] Expense ratios include the impact of a performance incentive adjustment, if any. In addition to the fees and expenses which the Fund bears directly, the Fund indirectly bears a pro rata share of the fees and expenses of the acquired funds in which it invests. Such indirect expenses are not included in the reported expense ratios.

[(b)] The Investment Manager and its affiliates have agreed to waive/reimburse certain fees and expenses (excluding fees and expenses of acquired funds), before giving effect to any performance incentive adjustment.

The accompanying Notes to Financial Statements are an integral part of this statement.

Notes to Financial Statements

1. ORGANIZATION

RiverSource Mid Cap Growth Fund (the Fund) is a series of RiverSource Equity Series, Inc. and is registered under the Investment Company Act of 1940, as amended (the 1940 Act) as a diversified, open-end management investment company. RiverSource Equity Series, Inc. has 10 billion authorized shares of capital stock that can be allocated among the separate series as designated by the Fund's Board of Directors (the Board). The Fund invests primarily in common stocks of mid-capitalization companies.

The Fund offers Class A, Class B, Class C, Class I and Class R4 shares.

- Class A shares are offered with a front-end sales charge, which may be waived under certain circumstances.
- Class B shares may be subject to a contingent deferred sales charge (CDSC) and automatically convert to Class A shares one month after the completion of the eighth year of ownership if originally purchased in a RiverSource fund on or after May 21, 2005 or originally purchased in a Seligman fund on or after June 13, 2009. Class B shares originally purchased in a RiverSource fund prior to May 21, 2005 will convert to Class A shares in the ninth calendar year of ownership. Class B shares originally purchased in a Seligman fund prior to June 13, 2009 will convert to Class A shares in the month prior to the ninth year of ownership.
- Class C shares may be subject to a CDSC.
- Class I and Class R4 shares are offered without a front-end sales charge or CDSC to qualifying institutional investors.

At Nov. 30, 2009, RiverSource Investments, LLC (RiverSource Investments or the Investment Manager) and affiliated funds-of-funds in the RiverSource Family of Funds owned 100% of Class I shares.

All classes of shares have identical voting, dividend and liquidation rights. Class specific expenses (e.g., distribution and service fees, transfer agency fees, plan administration services fees) differ among classes. Income, expenses (other than class specific expenses) and realized and unrealized gains or losses on investments are allocated to each class of shares based upon its relative net assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Adoption of new accounting standard

In June 2009, the Financial Accounting Standards Board (FASB) established the FASB Accounting Standards Codification™ (Codification) as the single source of authoritative accounting principles recognized by the FASB in the preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP). The Codification supersedes existing non-grandfathered, non-SEC accounting and reporting standards. The Codification did not change GAAP but rather organized it into a hierarchy where all guidance within the Codification carries an equal level of authority. The Codification became effective for financial statements issued for interim and annual periods ending after Sept. 15, 2009. The Codification did not have a material effect on the Fund's financial statements.

Use of estimates

Preparing financial statements that conform to U.S. generally accepted accounting principles requires management to make estimates (e.g., on assets, liabilities and contingent assets and liabilities) that could differ from actual results.

Valuation of securities

All securities are valued at the close of business of the New York Stock Exchange (NYSE). Securities traded on national securities exchanges or included in national market systems are valued at the last quoted sales price. Debt securities are generally traded in the over-the-counter market and are valued by an independent pricing service using an evaluated bid. When market quotes are not readily available, the pricing service, in determining fair values of debt securities, takes into consideration such factors as current quotations by broker/dealers, coupon, maturity, quality, type of issue, trading characteristics, and other yield and risk factors it deems relevant in determining valuations. Foreign securities are valued based on quotations from the principal market in which such securities are normally traded. The procedures adopted by the Board generally contemplate the use of fair valuation in the event that price quotations or valuations are not readily available, price quotations or valuations from other sources are not reflective of market value and thus deemed unreliable, or a significant event has occurred in relation to a security or class of securities (such as foreign securities) that is not reflected in price quotations or valuations from other sources. A fair value price is a good faith estimate of the value of a security at a given point in time.

Many securities markets and exchanges outside the U.S. close prior to the close of the NYSE and therefore the closing prices for securities in such markets or on such exchanges may not fully reflect events that occur after such close but before the close of the NYSE, including significant movements in the U.S. market after foreign exchanges have closed. Accordingly, in those situations, Ameriprise Financial, Inc. (Ameriprise Financial), parent company of the Investment Manager, as administrator to the Fund, will fair value foreign securities pursuant to procedures adopted by the Board, including utilizing a third party pricing service to determine these fair values. These procedures take into account multiple factors, including movements in the U.S. securities markets, to determine a good faith estimate that reasonably reflects the current market conditions as of the close of the NYSE.

Short-term securities maturing in more than 60 days from the valuation date are valued at the market price or approximate market value based on current interest rates. Typically, those maturing in 60 days or less that originally had maturities of more than 60 days at acquisition date are valued at amortized cost using the market value on the 61st day before maturity. Short-term securities maturing in 60 days or less at acquisition date are valued at amortized cost. Amortized cost is an approximation of market value. Investments in money market funds are valued at net asset value.

Foreign currency translations

Securities and other assets and liabilities denominated in foreign currencies are translated daily into U.S. dollars. Foreign currency amounts related to the purchase or sale of securities and income and expenses are translated at the exchange rate on the transaction date. The effect of changes in foreign exchange rates on realized and unrealized security gains or losses is reflected as a component of such gains or losses. In the Statement of Operations, net realized gains or losses from foreign currency transactions, if any, may arise from sales of foreign currency, closed forward contracts, exchange gains or losses realized between the trade date and settlement date on securities transactions, and other translation gains or losses on dividends, interest income and foreign withholding taxes.

Repurchase agreements

The Fund may enter into repurchase agreements. Generally, securities received as collateral subject to repurchase agreements are deposited with the Fund's custodian and, pursuant to the terms of the repurchase agreement, must have an aggregate market value greater than or equal to the repurchase price plus accrued interest at all times. On a daily basis, the market value of securities held as collateral for repurchase agreements is monitored to ensure the existence of the proper level of collateral.

Guarantees and indemnifications

Under the Fund's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, certain of the Fund's contracts with its service providers contain general indemnification clauses. The Fund's maximum exposure under these arrangements is unknown since the amount of any future claims that may be made against the Fund cannot be determined and the Fund has no historical basis for predicting the likelihood of any such claims.

Federal taxes

The Fund's policy is to comply with Subchapter M of the Internal Revenue Code that applies to regulated investment companies and to distribute substantially all of its taxable income (which includes net short-term capital gains) to shareholders. No provision for income or excise taxes is thus required.

Management of the Fund has concluded that there are no significant uncertain tax positions that would require recognition in the financial statements. Generally, the tax authorities can examine all the tax returns filed for the last three years.

Dividends to shareholders

An annual dividend from net investment income, declared and paid at the end of the calendar year, when available, is reinvested in additional shares of the Fund at net asset value or payable in cash. Capital gains, when available, are distributed along with the income dividend.

Other

Security transactions are accounted for on the date securities are purchased or sold. Dividend income is recognized on the ex-dividend date and interest income, including amortization of premium, market discount and original issue discount using the effective interest method, is accrued daily.

3. INVESTMENTS IN DERIVATIVES

The Fund may invest in certain derivative instruments, which are transactions whose values depend on or are derived from (in whole or in part) the value of one or more other assets, such as securities, currencies, commodities or indices. Such derivative instruments may be used to maintain cash reserves while maintaining exposure to certain other assets, to offset anticipated declines in values of investments, to facilitate trading, to reduce transaction costs, and to pursue higher investment returns. The Fund may also use derivative instruments to mitigate certain investment risks, such as foreign currency exchange rate risk, interest rate risk, and credit risk.

Option transactions

The Fund may buy and write options traded on any U.S. or foreign exchange, or in the over-the-counter (OTC) market to produce incremental earnings, protect gains, and facilitate buying and selling of securities for investments. The Fund may also buy and sell put and call options and write covered call options on portfolio securities. Options are contracts which entitle the holder to purchase or sell securities or other financial instruments at a specified price, or in the case of index options, to receive or pay the difference between the index value and the strike price of the index option. Completion of transactions for options traded in the OTC market depends upon the performance of the other party. Cash collateral may be collected or posted by the Fund to secure certain OTC options trades. Cash collateral held or posted by the Fund for such option trades must be returned to the counterparty or the Fund upon closure, exercise or expiration of the contract.

Option contracts purchased are recorded as investments and options contracts written are recorded as liabilities of the Fund. Option contracts are valued daily at the closing prices on their primary exchanges and unrealized appreciation or depreciation is recorded. Option contracts, including OTC option contracts, with no readily available market value are valued using quotations obtained from independent brokers as of the close of the NYSE. The Fund will realize a gain or loss when the option transaction expires or is exercised. When options on debt securities or futures are exercised, the Fund will realize a gain or loss. When other options are exercised, the proceeds on sales for a written call option, the purchase cost for a written put option or the cost of a security for a purchased put or call option is adjusted by the amount of premium received or paid.

The risk in buying an option is that the Fund pays a premium whether or not the option is exercised. The Fund also has the additional risk of being unable to enter into a closing transaction if a liquid secondary market does not exist. The risk in writing a call option is that the Fund gives up the opportunity for profit if the market price of the security increases. The risk in writing a put option is that the Fund may incur a loss if the market price of the security decreases and the option is exercised. The Fund's maximum payout in the case of written put option contracts represents the maximum potential amount of future payments (undiscounted) that the Fund could be required to make as a guarantor for written put options. For OTC options contracts, the transaction is also subject to counterparty credit risk. The maximum payout amount may be offset by the subsequent sale, if any, of assets obtained upon the exercise of the put options by holders of the option contracts or proceeds received upon entering into the contracts.

Effects of derivative transactions on the financial statements

The following tables are intended to provide additional information about the effect of derivatives on the financial statements of the Fund including: the fair value of derivatives by risk category and the location of those fair values in the Statement of Assets and Liabilities; the impact of derivative transactions on the Fund's operations over the period including realized gains or losses and unrealized gains or losses. The derivative schedules following the Portfolio of Investments present additional information regarding derivative instruments outstanding at the end of the period, if any.

Fair values of derivative instruments at Nov. 30, 2009

	Asset derivatives		Liability derivatives	
Risk exposure category	**Statement of Assets and Liabilities location**	**Fair value**	**Statement of Assets and Liabilities location**	**Fair value**
Equity contracts	Investments in securities, at value — Unaffiliated issuers	$1,684,950	N/A	N/A
Total		$1,684,950		$ —

Effect of derivative instruments in the Statement of Operations for the year ended Nov. 30, 2009

Amount of realized gain (loss) on derivatives recognized in income	
Risk exposure category	**Options**
Equity contracts	$(16,998)
Total	$(16,998)

Change in unrealized appreciation (depreciation) on derivatives recognized in income	
Risk exposure category	**Options**
Equity contracts	$(11,013,479)
Total	$(11,013,479)

Volume of derivative activity

Options

The gross notional amount of contracts outstanding was $53.0 million at Nov. 30, 2009. The monthly average gross notional amount for these contracts was $28.6 million for the year ended Nov. 30, 2009. The fair value of such contracts on Nov. 30, 2009 is set forth in the table above.

4. EXPENSES AND SALES CHARGES

Investment management services fees

Under an Investment Management Services Agreement, the Investment Manager determines which securities will be purchased, held or sold. The management fee is an annual fee that is equal to a percentage of the Fund's average daily net assets that declines from 0.70% to 0.475% as the Fund's net assets increase. The fee may be adjusted upward or downward by a performance incentive adjustment determined monthly by measuring the percentage difference over a rolling 12-month period between the annualized performance of one Class A share of the Fund and the annualized performance of the Lipper Mid-Cap Growth Funds

Index. In certain circumstances, the Board may approve a change in the index. The maximum adjustment is 0.12% per year. If the performance difference is less than 0.50%, the adjustment will be zero. The adjustment increased the management fee by $469,963 for the year ended Nov. 30, 2009. The management fee for the year ended Nov. 30, 2009, was 0.78% of the Fund's average daily net assets, including the adjustment under the terms of the performance incentive arrangement.

Administrative services fees

Under an Administrative Services Agreement, the Fund pays Ameriprise Financial an annual fee for administration and accounting services equal to a percentage of the Fund's average daily net assets that declines from 0.06% to 0.03% as the Fund's net assets increase. The fee for the year ended Nov. 30, 2009, was 0.06% of the Fund's average daily net assets.

Other fees

Other expenses are for, among other things, certain expenses of the Fund or the Board including: Fund boardroom and office expense, employee compensation, employee health and retirement benefits, and certain other expenses. Payment of these Fund and Board expenses is facilitated by a company providing limited administrative services to the Fund and the Board. For the year ended Nov. 30, 2009, other expenses paid to this company were $3,414.

Compensation of board members

Under a Deferred Compensation Plan (the Plan), the board members who are not "interested persons" of the Fund under the 1940 Act may defer receipt of their compensation. Deferred amounts are treated as though equivalent dollar amounts had been invested in shares of the Fund or other funds in the RiverSource Family of Funds. The Fund's liability for these amounts is adjusted for market value changes and remains in the funds until distributed in accordance with the Plan.

Transfer agency fees

Under a Transfer Agency Agreement, RiverSource Service Corporation (the Transfer Agent) maintains Fund shareholder accounts and records and provides Fund shareholder services. The Fund pays the Transfer Agent an annual account-based fee at a rate equal to $19.50 for Class A, $20.50 for Class B and $20.00 for Class C for this service. The Transfer Agent also charges an annual fee of $3 per account serviced directly by the Fund or its designated agent for Class A, Class B and Class C shares. The Fund also pays the Transfer Agent an annual asset-based fee at a rate of 0.05% of the Fund's average daily net assets attributable to Class R4 shares. The Transfer Agent charges an annual fee of $5 per inactive account, charged on a pro rata basis for the 12 month period from the date the account becomes inactive. These fees are included in the transfer agency fees in the Statement of Operations.

Plan administration services fees

Under a Plan Administration Services Agreement with the Transfer Agent, the Fund pays an annual fee at a rate of 0.25% of the Fund's average daily net assets attributable to Class R4 shares for the provision of various administrative, recordkeeping, communication and education services.

Distribution fees

The Fund has an agreement with RiverSource Fund Distributors, Inc. (the Distributor) for distribution and shareholder services. Under a Plan and Agreement of Distribution pursuant to Rule 12b-1, the Fund pays a fee at an annual rate of up to 0.25% of the Fund's average daily net assets attributable to Class A shares and a fee at an annual rate of up to 1.00% of the Fund's average daily net assets attributable to Class B and Class C shares. For Class B and Class C shares, of the 1.00% fee, up to 0.75% is reimbursed for distribution expenses.

The amount of distribution expenses incurred by the Distributor and not yet reimbursed (unreimbursed expense) was approximately $1,745,000 and $74,000 for Class B and Class C shares, respectively. These amounts are based on the most recent information available as of Oct. 31, 2009, and may be recovered from future payments under the distribution plan or CDSC. To the extent the unreimbursed expense has been fully recovered, the distribution fee is reduced.

Sales charges

Sales charges, including front-end and CDSCs, received by the Distributor for distributing Fund shares were $429,935 for Class A, $22,719 for Class B and $1,293 for Class C for the year ended Nov. 30, 2009.

Expenses waived/reimbursed by the Investment Manager and its affiliates

For the year ended Nov. 30, 2009, the Investment Manager and its affiliates waived/reimbursed certain fees and expenses such that net expenses (excluding fees and expenses of acquired funds*), including the adjustment under the terms of a performance incentive arrangement, were as follows:

Class R4	1.15%

The waived/reimbursed fees and expenses for the transfer agency fees at the class level were as follows:

Class R4	$1,219

The waived/reimbursed fees and expenses for the plan administration services fees at the class level were as follows:

Class R4	$155

Under an agreement which was effective until Nov. 30, 2009, the Investment Manager and its affiliates contractually agreed to waive certain fees and expenses such that net expenses (excluding fees and expenses of acquired funds*), before giving effect to any performance incentive adjustment, would not exceed the following percentage of the class average daily net assets:

Class R4 . . . . 1.07%

* In addition to the fees and expenses which the Fund bears directly, the Fund indirectly bears a pro rata share of the fees and expenses of the funds in which it invests (also referred to as "acquired funds"), including affiliated and non-affiliated pooled investment vehicles (including mutual funds and exchange traded funds). Because the acquired funds have varied expense and fee levels and the Fund may own different proportions of acquired funds at different times, the amount of fees and expenses incurred indirectly by the Fund will vary.

Custodian fees

Effective Dec. 15, 2008, the Fund pays custodian fees to JPMorgan Chase Bank, N.A. For the period from Dec. 1, 2008 to Dec. 15, 2008, the Fund paid custodian fees amounting to $17,562 to Ameriprise Trust Company, a subsidiary of Ameriprise Financial.

5. SECURITIES TRANSACTIONS

Cost of purchases and proceeds from sales of securities (other than short-term obligations) aggregated $687,492,463 and $731,831,944, respectively, for the year ended Nov. 30, 2009. Realized gains and losses are determined on an identified cost basis.

6. CAPITAL SHARE TRANSACTIONS

Transactions in shares of capital stock for the periods indicated are as follows:

Year ended Nov. 30,	2009	2008*
Class A		
Sold	11,103,050	3,268,125
Converted from Class B**	1,558,603	1,583,375
Reinvested distributions	–	13,918,638
Redeemed	(14,667,946)	(21,327,743)
Net increase (decrease)	(2,006,293)	(2,557,605)
Class B		
Sold	1,268,367	723,036
Reinvested distributions	–	3,196,977
Converted to Class A**	(1,870,320)	(1,884,548)
Redeemed	(2,440,450)	(4,672,632)
Net increase (decrease)	(3,042,403)	(2,637,167)

Year ended Nov. 30,	2009	2008*
Class C		
Sold	681,612	73,248
Reinvested distributions	–	155,348
Redeemed	(169,151)	(261,172)
Net increase (decrease)	512,461	(32,576)
Class I		
Sold	1,158,418	5,648,659
Reinvested distributions	–	876,800
Redeemed	(3,008,864)	(996,645)
Net increase (decrease)	(1,850,446)	5,528,814
Class R4		
Sold	139,350	151,988
Reinvested distributions	–	123,353
Redeemed	(165,397)	(367,712)
Net increase (decrease)	(26,047)	(92,371)

* Certain line items from the prior year have been renamed to conform to the current year presentation.

** Automatic conversion of Class B shares to Class A shares based on the original purchase date.

7. LENDING OF PORTFOLIO SECURITIES

Effective Dec. 1, 2008, the Fund has entered into a Master Securities Lending Agreement (the Agreement) with JPMorgan Chase Bank, National Association (JPMorgan). The Agreement authorizes JPMorgan as lending agent to lend securities to authorized borrowers in order to generate additional income on behalf of the Fund. Pursuant to the Agreement, the securities loaned are secured by cash or U.S. government securities equal to at least 100% of the market value of the loaned securities. Any additional collateral required to maintain those levels due to market fluctuations of the loaned securities is delivered the following business day. Cash collateral received is invested by the lending agent on behalf of the Fund into authorized investments pursuant to the Agreement. The investments made with the cash collateral are listed in the Portfolio of Investments. The values of such investments and any uninvested cash collateral balance are disclosed in the Statement of Assets and Liabilities along with the related obligation to return the collateral upon the return of the securities loaned. At Nov. 30, 2009, securities valued at $184,665,642 were on loan, secured by cash collateral of $189,894,491 invested in short-term securities or in cash equivalents.

Risks of delay in recovery of securities or even loss of rights in the securities may occur should the borrower of the securities fail financially. Risks may also arise to the extent that the value of the securities loaned increases above the value of the collateral received. JPMorgan will indemnify the Fund from losses resulting from a borrower's failure to return a loaned security when due. Such indemnification does not extend to losses associated with declines in the value of cash collateral investments. Loans are subject to termination by the Fund or the borrower at any time, and are, therefore, not considered to be illiquid investments.

Pursuant to the Agreement, the Fund receives income for lending its securities either in the form of fees or by earning interest on invested cash collateral, net of negotiated rebates paid to borrowers and fees paid to the lending agent for services provided and any other securities lending expenses. Net income of $1,509,309 earned from securities lending from Dec. 1, 2008 through Nov. 30, 2009 is included in the Statement of Operations. The Fund also continues to earn interest and dividends on the securities loaned.

8. OPTIONS CONTRACTS WRITTEN

Contracts and premiums associated with options contracts written during the year ended Nov. 30, 2009, are as follows:

	Calls	
	Contracts	Premiums
Balance Nov. 30, 2008	—	$ —
Opened	9,219	577,326
Closed	(3,299)	(199,206)
Exercised	(3,197)	(212,668)
Expired	(2,723)	(165,452)
Balance Nov. 30, 2009	—	$ —

9. AFFILIATED MONEY MARKET FUND

The Fund may invest its daily cash balance in RiverSource Short-Term Cash Fund, a money market fund established for the exclusive use of the funds in the RiverSource Family of Funds and other institutional clients of RiverSource Investments. The cost of the Fund's purchases and proceeds from sales of shares of RiverSource Short-Term Cash Fund aggregated $238,205,166 and $238,576,499, respectively, for the year ended Nov. 30, 2009. The income distributions received with respect to the Fund's investment in RiverSource Short-Term Cash Fund can be found in the Statement of Operations and the Fund's invested balance in RiverSource Short-Term Cash Fund at Nov. 30, 2009, can be found in the Portfolio of Investments.

10. BANK BORROWINGS

The Fund has entered into a revolving credit facility with a syndicate of banks led by JPMorgan Chase Bank, N.A. (the Administrative Agent), whereby the Fund may borrow for the temporary funding of shareholder redemptions or for other temporary or emergency purposes. The credit facility became effective on Oct. 15, 2009, replacing a prior credit facility. The credit facility agreement, which is a collective agreement between the Fund and certain other funds in the RiverSource Family of Funds, severally and not jointly, permits collective borrowings up to $300 million. The borrowers shall have the right, upon written notice to the Administrative Agent to request an increase of up to $200 million in the aggregate amount of the credit facility from new or existing lenders, provided that the aggregate amount of the credit facility shall at no time exceed $500 million. Participation in such increase by any existing lender shall be at such lender's sole discretion. Interest is charged to each Fund based on its borrowings at a rate equal to the sum of the federal funds rate plus (A) 1.25% per annum plus (B) if one-month LIBOR exceeds the federal funds rate, the amount of such excess. Each borrowing under the credit facility matures no later than 60 days after the date of borrowing. The Fund also pays a commitment fee equal to its pro rata share of the amount of the credit facility at a rate of 0.10% per annum, in addition to an upfront fee equal to its pro rata share of 0.04% of the amount of the credit facility. Prior to Oct. 15, 2009, the credit facility agreement, which was a collective agreement between the Fund and certain other funds in the RiverSource Family of Funds, severally and not jointly, permitted collective borrowings up to $475 million. Interest was charged to each Fund based on its borrowings at a rate equal to the federal funds rate plus 0.75%. The Fund also paid a commitment fee equal to its pro rata share of the amount of the credit facility at a rate of 0.06% per annum, in addition to an upfront fee equal to its pro rata share of 0.02% of the amount of the credit facility. The Fund had no borrowings during the year ended Nov. 30, 2009.

11. FEDERAL TAX INFORMATION

Net investment income (loss) and net realized gains (losses) may differ for financial statement and tax purposes primarily because of options contracts, re-characterization of real estate investment trust (REIT) distributions and losses deferred due to wash sales. The character of distributions made during the year from net investment income or net realized gains may differ from their ultimate characterization for federal income tax purposes. Also, due to the timing of dividend distributions, the fiscal year in which amounts are distributed may differ from the year that the income or realized gains (losses) were recorded by the Fund.

In the Statement of Assets and Liabilities, as a result of permanent book-to-tax differences, excess of distributions over net investment income has been decreased by $2,491,228 and accumulated net realized loss has been decreased by $737,830 resulting in a net reclassification adjustment to decrease paid-in capital by $3,229,058.

The tax character of distributions paid for the years indicated is as follows:

Year ended Nov. 30,	2009	2008
Ordinary income	—	$ 30,088,224
Long-term capital gain	—	152,283,558

At Nov. 30, 2009, the components of distributable earnings on a tax basis are as follows:

Undistributed ordinary income	$ —
Undistributed accumulated long-term gain	$ 1
Accumulated realized loss	$(66,514,603)
Unrealized appreciation (depreciation)	$ (424,199)

For federal income tax purposes, the Fund had a capital loss carry-over of $66,514,603 at Nov. 30, 2009, that if not offset by capital gains will expire as follows:

2016	2017
$20,714,703	$45,799,900

It is unlikely the Board will authorize a distribution of any net realized capital gains until the available capital loss carry-over has been offset or expires. There is no assurance that the Fund will be able to utilize all of its capital loss carry-over before it expires.

12. SUBSEQUENT EVENTS

Management has evaluated Fund related events and transactions that occurred during the period from the date of the Statement of Assets and Liabilities through Jan. 20, 2010, the date of issuance of the Fund's financial statements. There were no events or transactions that occurred during the period that materially impacted the amounts or disclosures in the Fund's financial statements.

13. INFORMATION REGARDING PENDING AND SETTLED LEGAL PROCEEDINGS

In June 2004, an action captioned *John E. Gallus et al. v. American Express Financial Corp. and American Express Financial Advisors Inc.* was filed in the United States District Court for the District of Arizona. The plaintiffs allege that they are investors in several American Express Company (now known as

RiverSource) mutual funds and they purport to bring the action derivatively on behalf of those funds under the Investment Company Act of 1940. The plaintiffs allege that fees allegedly paid to the defendants by the funds for investment advisory and administrative services are excessive. The plaintiffs seek remedies including restitution and rescission of investment advisory and distribution agreements. The plaintiffs voluntarily agreed to transfer this case to the United States District Court for the District of Minnesota (the District Court). In response to defendants' motion to dismiss the complaint, the District Court dismissed one of plaintiffs' four claims and granted plaintiffs limited discovery. Defendants moved for summary judgment in April 2007. Summary judgment was granted in the defendants' favor on July 9, 2007. The plaintiffs filed a notice of appeal with the Eighth Circuit Court of Appeals (the Eighth Circuit) on August 8, 2007. On April 8, 2009, the Eighth Circuit reversed summary judgment and remanded to the District Court for further proceedings. On August 6, 2009, defendants filed a writ of certiorari with the U.S. Supreme Court, asking the U.S. Supreme Court to stay the District Court proceedings while the U.S. Supreme Court considers and rules in a case captioned *Jones v. Harris Associates,* which involves issues of law similar to those presented in the Gallus case.

In December 2005, without admitting or denying the allegations, American Express Financial Corporation (AEFC, which is now known as Ameriprise Financial, Inc. (Ameriprise Financial)), entered into settlement agreements with the Securities and Exchange Commission (SEC) and Minnesota Department of Commerce (MDOC) related to market timing activities. As a result, AEFC was censured and ordered to cease and desist from committing or causing any violations of certain provisions of the Investment Advisers Act of 1940, the Investment Company Act of 1940, and various Minnesota laws. AEFC agreed to pay disgorgement of $10 million and civil money penalties of $7 million. AEFC also agreed to retain an independent distribution consultant to assist in developing a plan for distribution of all disgorgement and civil penalties ordered by the SEC in accordance with various undertakings detailed at http://www.sec.gov/litigation/admin/ia-2451.pdf. Ameriprise Financial and its affiliates have cooperated with the SEC and the MDOC in these legal proceedings, and have made regular reports to the RiverSource Funds' Boards of Directors/Trustees.

On November 7, 2008, RiverSource Investments, LLC, a subsidiary of Ameriprise Financial, Inc., acquired J. & W. Seligman & Co. Incorporated (Seligman). In late 2003, Seligman conducted an extensive internal review concerning mutual fund trading practices. Seligman's review, which covered the period 2001-2003, noted one arrangement that permitted frequent trading in certain open-end registered investment companies managed by Seligman (the

Seligman Funds); this arrangement was in the process of being closed down by Seligman before September 2003. Seligman identified three other arrangements that permitted frequent trading, all of which had been terminated by September 2002. In January 2004, Seligman, on a voluntary basis, publicly disclosed these four arrangements to its clients and to shareholders of the Seligman Funds. Seligman also provided information concerning mutual fund trading practices to the SEC and the Office of the Attorney General of the State of New York (NYAG).

In September 2006, the NYAG commenced a civil action in New York State Supreme Court against Seligman, Seligman Advisors, Inc. (now known as RiverSource Fund Distributors, Inc.), Seligman Data Corp. and Brian T. Zino (collectively, the Seligman Parties), alleging, in substance, that the Seligman Parties permitted various persons to engage in frequent trading and, as a result, the prospectus disclosure used by the registered investment companies then managed by Seligman was and had been misleading. The NYAG included other related claims and also claimed that the fees charged by Seligman to the Seligman Funds were excessive. On March 13, 2009, without admitting or denying any violations of law or wrongdoing, the Seligman Parties entered into a stipulation of settlement with the NYAG and settled the claims made by the NYAG. Under the terms of the settlement, Seligman paid $11.3 million to four Seligman Funds. This settlement resolved all outstanding matters between the Seligman Parties and the NYAG. In addition to the foregoing matter, the New York staff of the SEC indicated in September 2005 that it was considering recommending to the Commissioners of the SEC the instituting of a formal action against Seligman and Seligman Advisors, Inc. relating to frequent trading in the Seligman Funds. Seligman responded to the staff in October 2005 that it believed that any action would be both inappropriate and unnecessary, especially in light of the fact that Seligman had previously resolved the underlying issue with the Independent Directors of the Seligman Funds and made recompense to the affected Seligman Funds. There have been no further developments with the SEC on this matter.

Ameriprise Financial and certain of its affiliates have historically been involved in a number of legal, arbitration and regulatory proceedings, including routine litigation, class actions, and governmental actions, concerning matters arising in connection with the conduct of their business activities. Ameriprise Financial believes that the Funds are not currently the subject of, and that neither Ameriprise Financial nor any of its affiliates are the subject of, any pending legal, arbitration or regulatory proceedings that are likely to have a material adverse effect on the Funds or the ability of Ameriprise Financial or its affiliates to perform under their contracts with the Funds. Ameriprise Financial is required to make 10-Q, 10-K and, as necessary, 8-K filings with the Securities and

Exchange Commission on legal and regulatory matters that relate to Ameriprise Financial and its affiliates. Copies of these filings may be obtained by accessing the SEC website at www.sec.gov.

There can be no assurance that these matters, or the adverse publicity associated with them, will not result in increased fund redemptions, reduced sale of fund shares or other adverse consequences to the Funds. Further, although we believe proceedings are not likely to have a material adverse effect on the Funds or the ability of Ameriprise Financial or its affiliates to perform under their contracts with the Funds, these proceedings are subject to uncertainties and, as such, we are unable to estimate the possible loss or range of loss that may result. An adverse outcome in one or more of these proceedings could result in adverse judgments, settlements, fines, penalties or other relief that could have a material adverse effect on the consolidated financial condition or results of operations of Ameriprise Financial.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of RiverSource Mid Cap Growth Fund:

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of RiverSource Mid Cap Growth Fund (the Fund) (one of the portfolios constituting the RiverSource Equity Series, Inc.) as of November 30, 2009, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the three years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits. The financial highlights of the Fund for the periods presented through November 30, 2006, were audited by other auditors whose report dated January 22, 2007, expressed an unqualified opinion on those financial highlights.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2009, by correspondence with the custodian and brokers, or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

Report of Independent Registered Public Accounting Firm *(continued)*

In our opinion, the financial statements and financial highlights audited by us as referred to above present fairly, in all material respects, the financial position of RiverSource Mid Cap Growth Fund of the RiverSource Equity Series, Inc. at November 30, 2009, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the three years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

Minneapolis, Minnesota
January 20, 2010

Federal Income Tax Information

(Unaudited)

Fiscal year ended Nov. 30, 2009

The Fund designates as distributions of long-term gains, to the extent necessary to fully distribute such capital gains, earnings and profits distributed to shareholders on the redemption of shares.

Board Members and Officers

Shareholders elect a Board that oversees the Fund's operations. The Board appoints officers who are responsible for day-to-day business decisions based on policies set by the Board. The following is a list of the Fund's Board members. The RiverSource Family of Funds that each Board member oversees consists of 132 funds, which includes 100 RiverSource funds and 32 Seligman funds. Board members serve until the next regular shareholders' meeting or until he or she reaches the mandatory retirement age established by the Board.

Independent Board Members

Name, address, age	Position held with Fund and length of service	Principal occupation during past five years	Other directorships
Kathleen Blatz 901 S. Marquette Ave. Minneapolis, MN 55402 Age 55	Board member since 2006	Chief Justice, Minnesota Supreme Court, 1998-2006; Attorney	None
Arne H. Carlson 901 S. Marquette Ave. Minneapolis, MN 55402 Age 75	Board member since 1999	Chair, RiverSource Family of Funds, 1999-2006; former Governor of Minnesota	None
Pamela G. Carlton 901 S. Marquette Ave. Minneapolis, MN 55402 Age 55	Board member since 2007	President, Springboard — Partners in Cross Cultural Leadership (consulting company)	None
Patricia M. Flynn 901 S. Marquette Ave. Minneapolis, MN 55402 Age 59	Board member since 2004	Trustee Professor of Economics and Management, Bentley College; former Dean, McCallum Graduate School of Business, Bentley University	None
Anne P. Jones 901 S. Marquette Ave. Minneapolis, MN 55402 Age 74	Board member since 1985	Attorney and Consultant	None
Jeffrey Laikind, CFA 901 S. Marquette Ave. Minneapolis, MN 55402 Age 74	Board member since 2005	Former Managing Director, Shikiar Asset Management	American Progressive Insurance
Stephen R. Lewis, Jr. 901 S. Marquette Ave. Minneapolis, MN 55402 Age 70	Chair of the Board since 2007, Board member since 2002	President Emeritus and Professor of Economics, Carleton College	Valmont Industries, Inc. (manufactures irrigation systems)

Independent Board Members (continued)

Name, address, age	Position held with Fund and length of service	Principal occupation during past five years	Other directorships
John F. Maher 901 S. Marquette Ave. Minneapolis, MN 55402 Age 66	Board member since 2008	Retired President and Chief Executive Officer and former Director, Great Western Financial Corporation (financial services), 1986-1997	None
Catherine James Paglia 901 S. Marquette Ave. Minneapolis, MN 55402 Age 57	Board member since 2004	Director, Enterprise Asset Management, Inc. (private real estate and asset management company)	None
Leroy C. Richie 901 S. Marquette Ave. Minneapolis, MN 55402 Age 68	Board member since 2008	Counsel, Lewis & Munday, P.C. since 1987; Vice President and General Counsel, Automotive Legal Affairs, Chrysler Corporation, 1990-1997	Digital Ally, Inc. (digital imaging); Infinity, Inc. (oil and gas exploration and production); OGE Energy Corp. (energy and energy services)
Alison Taunton-Rigby 901 S. Marquette Ave. Minneapolis, MN 55402 Age 65	Board member since 2002	Chief Executive Officer and Director, RiboNovix, Inc. since 2003 (biotechnology); former President, Aquila Biopharmaceuticals	Idera Pharmaceuticals, Inc. (biotechnology); Healthways, Inc. (health management programs)

Board Members and Officers *(continued)*

Board Member Affiliated with RiverSource Investments*

Name, address, age	Position held with Fund and length of service	Principal occupation during past five years	Other directorships
William F. Truscott 53600 Ameriprise Financial Center Minneapolis, MN 55474 Age 49	Board member since 2001, Vice President since 2002	President – U.S. Asset Management and Chief Investment Officer, Ameriprise Financial, Inc. since 2005; President, Chairman of the Board and Chief Investment Officer, RiverSource Investments, LLC since 2001; Director, President and Chief Executive Officer, Ameriprise Certificate Company since 2006; Chairman of the Board and Chief Executive Officer, RiverSource Distributors, Inc. since 2006 and of RiverSource Fund Distributors, Inc. since 2008; Senior Vice President – Chief Investment Officer, Ameriprise Financial, Inc., 2001-2005	None

* Interested person by reason of being an officer, director, security holder and/or employee of RiverSource Investments or Ameriprise Financial.

The SAI has additional information about the Fund's Board members and is available, without charge, upon request by calling the RiverSource Family of Funds at 1(800) 221-2450; contacting your financial intermediary; or visiting riversource.com/funds (for RiverSource and Threadneedle funds) or seligman.com (for Seligman funds).

The Board has appointed officers who are responsible for day-to-day business decisions based on policies it has established. The officers serve at the pleasure of the Board. In addition to Mr. Truscott, who is Vice President, the Fund's other officers are:

Fund Officers

Name, address, age	Position held with Fund and length of service	Principal occupation during past five years
Patrick T. Bannigan 172 Ameriprise Financial Center Minneapolis, MN 55474 Age 44	President since 2006	Director and Senior Vice President – Asset Management, Products and Marketing, RiverSource Investments, LLC and Director and Vice President – Asset Management, Products and Marketing, RiverSource Distributors, Inc. since 2006 and of RiverSource Fund Distributors, Inc. since 2008; Managing Director and Global Head of Product, Morgan Stanley Investment Management, 2004-2006; President, Touchstone Investments, 2002-2004

Fund Officers (continued)

Name, address, age	Position held with Fund and length of service	Principal occupation during past five years
Michelle M. Keeley 172 Ameriprise Financial Center Minneapolis, MN 55474 Age 45	Vice President since 2004	Executive Vice President — Equity and Fixed Income, Ameriprise Financial, Inc. and RiverSource Investments, LLC since 2006; Vice President — Investments, Ameriprise Certificate Company since 2003; Senior Vice President — Fixed Income, Ameriprise Financial, Inc., 2002-2006 and RiverSource Investments, LLC, 2004-2006
Amy K. Johnson 5228 Ameriprise Financial Center Minneapolis, MN 55474 Age 44	Vice President since 2006	Chief Administrative Officer, RiverSource Investments, LLC since 2009; Vice President — Asset Management and Trust Company Services, RiverSource Investments, LLC, 2006-2009; Vice President — Operations and Compliance, RiverSource Investments, LLC, 2004-2006; Director of Product Development — Mutual Funds, Ameriprise Financial, Inc., 2001-2004
Jeffrey P. Fox 105 Ameriprise Financial Center Minneapolis, MN 55474 Age 54	Treasurer since 2002	Vice President — Investment Accounting, Ameriprise Financial, Inc. since 2002; Chief Financial Officer, RiverSource Distributors, Inc. since 2006 and of RiverSource Fund Distributors, Inc. since 2008
Scott R. Plummer 5228 Ameriprise Financial Center Minneapolis, MN 55474 Age 50	Vice President, General Counsel and Secretary since 2006	Vice President and Chief Counsel — Asset Management, Ameriprise Financial, Inc. since 2005; Chief Counsel, RiverSource Distributors, Inc. and Chief Legal Officer and Assistant Secretary, RiverSource Investments, LLC since 2006; Chief Counsel, RiverSource Fund Distributors, Inc. since 2008; Vice President, General Counsel and Secretary, Ameriprise Certificate Company since 2005; Vice President — Asset Management Compliance, Ameriprise Financial, Inc., 2004-2005; Senior Vice President and Chief Compliance Officer, USBancorp Asset Management, 2002-2004
Eleanor T.M. Hoagland 100 Park Avenue New York, NY 10010 Age 58	Chief Compliance Officer since 2009	Chief Compliance Officer, RiverSource Investments, LLC, Ameriprise Certificate Company and RiverSource Service Corporation since 2009; Chief Compliance Officer for each of the Seligman funds since 2004; Anti-Money Laundering Prevention Officer and Identity Theft Prevention Officer for each of the Seligman funds, 2008-2009; Managing Director, J. & W. Seligman & Co. Incorporated and Vice-President for each of the Seligman funds, 2004-2008
Neysa M. Alecu 2934 Ameriprise Financial Center Minneapolis, MN 55474 Age 45	Money Laundering Prevention Officer since 2004 and Identity Theft Prevention Officer since 2008	Vice President — Compliance, Ameriprise Financial, Inc. since 2008; Anti-Money Laundering Officer, Ameriprise Financial, Inc. since 2005; Compliance Director, Ameriprise Financial, Inc., 2004-2008

Proxy Voting

The policy of the Board is to vote the proxies of the companies in which the Fund holds investments consistent with the procedures as stated in the Statement of Additional Information (SAI). You may obtain a copy of the SAI without charge by calling the RiverSource Family of Funds at 1(800) 221-2450; contacting your financial intermediary; visiting riversource.com/funds; or searching the website of the Securities and Exchange Commission (SEC) at http://www.sec.gov. Information regarding how the Fund voted proxies relating to portfolio securities is filed with the SEC by August 31 for the most recent 12-month period ending June 30 of that year, and is available without charge by visiting riversource.com/funds; or searching the website of the SEC at www.sec.gov.

Notes

RiverSource Mid Cap Growth Fund
734 Ameriprise Financial Center
Minneapolis, MN 55474

riversource.com/funds

RiverSource Investments

This report must be accompanied or preceded by the Fund's current prospectus. *RiverSource*® mutual funds are distributed by RiverSource Fund Distributors, Inc., Member FINRA, and managed by RiverSource Investments, LLC. RiverSource is part of Ameriprise Financial, Inc.

S-6426 AF (1/10)