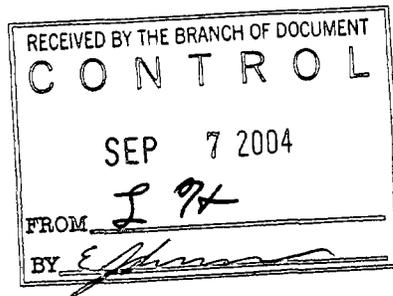




Branch 18  
811-7758

PO Box 4333  
Houston, TX 77210-4333  
11 Greenway Plaza, Suite 100  
Houston, TX 77046-1173  
713 626 1919

A I M Advisors, Inc.



August 17, 2004

VIA CERTIFIED MAIL/RRR

Securities and Exchange Commission  
450 Fifth Street  
Washington, D.C. 20549

Re: Filing Pursuant to Section 33 of the Investment Company Act of 1940 by INVESCO Funds Group, Inc., INVESCO Institutional, Inc., INVESCO Distributors, Inc., A I M Advisors, Inc. (1940 Act Registration No. 801-12313), and A I M Distributors, Inc. (1933 Act Registration No. 8-21323)

Ladies and Gentlemen:

Pursuant to Section 33 of the Investment Company Act of 1940, we hereby file on behalf of INVESCO Funds Group, Inc., INVESCO Institutional, Inc., INVESCO Distributors, Inc., A I M Advisors, Inc., an investment adviser, and A I M Distributors, Inc., a distributor, a copy of a **Notice of Appearance and Designation of Attorney in Charge and Amended Certificate of Conference to Defendants' Motion to Re-Assign Later-Filed Case and to Coordinate Discovery for Pretrial Purposes** in *Dolores Berdat, et al. v. INVESCO Funds Group, Inc., et al.*

Sincerely,

Stephen R. Rimes  
Assistant General Counsel

PROCESSED

SEP 09 2004

THOMSON  
FINANCIAL

Enclosures

cc: Mr. Robert B. Pike, SEC - Fort Worth  
Mr. James H. Perry, SEC - Fort Worth



FROM CAMPBELL HARRISON & DAGLEY L. L. P.

(MON) 8. 9' 04 14:23/ST. 14:22/NO. 4861534660 P 5

Justin M. Campbell, III  
CAMPBELL HARRISON & DAGLEY L.L.P.  
State Bar No. 03721500  
Southern District No. 2988  
4000 Two Houston Center  
909 Fannin Street  
Houston, TX 77010  
Phone: (713) 752-2332  
Fax: (713) 752-2330

Lynn Lincoln Sarko  
Michael D. Woerner  
Gretchen F. Cappio  
KELLER ROHRBACK, L.L.P.  
1201 Third Avenue, Suite 3200  
Seattle, WA 98101-3052  
(206) 623-1900  
(206) 623-3384 (fax)

Michael J. Brickman  
James C. Bradley  
Nina H. Fields  
RICHARDSON, PATRICK, WESTBROOK & BRICKMAN LLC  
174 East Bay Street  
Charleston, SC 29401

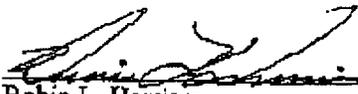
Guy M. Burns  
Jonathan S. Coleman  
Becky Ferrell-Anton  
JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP  
100 North Tampa Street, Suite 1800  
Tampa, Florida 33602

**CERTIFICATE OF SERVICE**

A copy of this pleading was served on the following counsel by facsimile and/or certified mail, return receipt requested on August 6, 2004.

Charles S. Kelley  
Mayer, Brown, Rowe & Maw LLP  
700 Louisiana Street  
Suite 3600  
Houston, Texas 77002

Daniel A. Pollack  
Pollack and Kaminsky  
114 W. 47<sup>th</sup> St.  
New York, NY 10036

  
Robin L. Harrison

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

FERDINANDO PAPIA, FRED DUNCAN, §  
GRACE GIAMANCO, JEFFREY S. THOMAS, §  
COURTNEY KING, KATHLEEN BLAIR, §  
HENRY BERDAT, RUTH MOCCIA, §  
MURRAY BEASLEY, and §  
FRANCIS J. BEASLEY, §

Plaintiffs, §

vs. §

AIM ADVISORS, INC. and §  
AIM DISTRIBUTORS, INC., §

Defendants. §

CIVIL ACTION NO. 04-CV-2583

Assigned: Hon. Nancy Atlas

---

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

DELORES BERDAT, MARVIN HUNT, §  
MADELINE HUNT, RANDAL C. BREVER, §  
and RHONDA LECURU, §

Plaintiffs, §

vs. §

INVESCO FUNDS GROUP, INC., INVESCO §  
INSTITUTIONAL NA, INC., INVESCO §  
DISTRIBUTORS INC., AIM §  
ADVISORS, INC. and AIM §  
DISTRIBUTORS, INC., §

Defendants. §

CIVIL ACTION NO. 04-CV-2555

Assigned: Hon. Vanessa Gilmore

AMENDED CERTIFICATE OF CONFERENCE TO  
DEFENDANTS' MOTION TO RE-ASSIGN LATER-FILED CASE  
AND TO COORDINATE DISCOVERY FOR PRETRIAL PURPOSES

I hereby certify that on August 13, 2004, Robin Harrison, Plaintiff's counsel, left a voicemail informing Defendants that they are unopposed to the Defendants' Motion to Re-Assign Later-Filed Case and to Coordinate Discovery for Pretrial Purposes and agree to having both of the above-referenced matters consolidated before Judge Nancy Atlas.

DATED: August 16, 2004

Respectfully submitted,

By:   
Charles S. Kelley  
State Bar No. 1199580  
Fed. I.D. No. 15344

MAYER, BROWN, ROWE & MAW LLP  
700 Louisiana Street, Suite 3600  
Houston, Texas 77002-2730  
(713) 221-1651  
(713) 224-6410 FAX

**ATTORNEY-IN-CHARGE FOR  
DEFENDANTS AIM ADVISORS, INC. AND  
AIM DISTRIBUTORS, INC.**

OF COUNSEL:

MAYER, BROWN, ROWE & MAW LLP  
Jeremy Gaston  
State Bar No. 24012685  
Christopher Richart  
State Bar No. 24033119  
700 Louisiana, Suite 3600  
Houston, Texas 77002  
(713) 221-1651  
(713) 224-6410 FAX

- and -

POLLACK & KAMINSKY  
Daniel A. Pollack  
Fed. I.D. No. 9207  
Anthony Zaccaria  
114 W. 47<sup>th</sup> St.  
New York, NY 10036  
(212) 575-4700  
(212) 575-6560 FAX

**CERTIFICATE OF SERVICE**

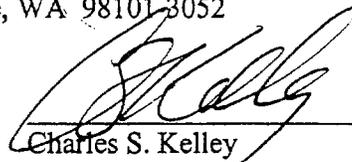
I hereby certify that a true and correct copy of the foregoing document was served upon the following counsel of record via first class mail, postage prepaid on this 16<sup>th</sup> day of August, 2004.

Robin L. Harrison  
Campbell Harrison & Dagley L.L.P.  
909 Fannin Street, Suite 4000  
Houston, Texas 77010

Guy M. Burns  
Jonathan S. Coleman  
Becky Ferrell-Anton  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
100 North Tampa Street, Suite 1800  
Tampa, FL 33602

Michael J. Brickman  
James C. Bradley  
Nina H. Fields  
Richardson, Patrick, Westbrook & Brickman LLC  
174 East Bay Street  
Charleston, SC 29401

Lynn Lincoln Sarko  
Michael D. Woerner  
Gretchen F. Cappio  
Keller Rohrback, LLP  
1201 Third Avenue, Suite 3200  
Seattle, WA 98101-3052

  
\_\_\_\_\_  
Charles S. Kelley