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

A I M Advisors, Inc.

RECD S.E.C.
AUG 31 2004
1086

~~SEC MAIL RECEIVED
AUG 31 2004
WASH. D.C. 155 SECTION
PROCESSING~~

August 25, 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 A I M Advisors, Inc. (1940 Act Registration No. 801-12313)

Ladies and Gentlemen:

Pursuant to Section 33 of the Investment Company Act of 1940, we hereby file on behalf of A I M Advisors, Inc., an investment adviser, a copy of **Defendants' Unopposed Motion to Substitute Counsel** in *Lawrence Zucker, et al. v. A I M Advisors, Inc.*

Sincerely,

Stephen R. Rimes
Assistant General Counsel

Enclosures

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

PROCESSED
SEP 20 2004
THOMSON
FINANCIAL

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

LAWRENCE ZUCKER, on behalf of §
AIM Small Cap Growth Fund/A, §
AIM Small Cap Growth Fund/B, §
AIM Small Cap Growth Fund/C and §
AIM Limited Maturity Treasury Fund/A §

v. §

A I M Advisors, Inc., Bob R. Baker, James T. §
Bunch, Gerald J. Lewis, Larry Soll, Frank S. §
Bayley, Bruce L. Crockett, Albert R. Dowden, §
Edward K. Dunn Jr., Jack M. Fields, Carl §
Frischling, Prema Mathai-Davis, Lewis F. §
Pennock, Ruth H. Quigley, Louis S. Sklar, §
Robert H. Graham and Mark H. Williamson, §

Defendants, §

-and- §

AIM Investment Securities Fund and AIM §
Growth Series, §

Nominal Defendants. §

Civil Action No. H-03-5653



DEFENDANTS' UNOPPOSED MOTION TO SUBSTITUTE COUNSEL

Defendants A I M Advisors, Inc., Robert Graham and Mark H. Williamson file this
Unopposed Motion to Substitute Counsel:

1. These Defendants are currently represented by Glen M. Boudreaux of the firm of
Boudreaux, Leonard & Hammond, P. C., together with Daniel A. Pollack of Pollack & Kaminsky.
They wish to substitute in Michael K. Oldham of the firm Gibbs & Bruns, L.L.P. as new counsel of
record and attorney in charge, to act with Daniel A. Pollack of Pollack & Kaminsky. Mr. Oldham's

contact information is as follows:

Michael K. Oldham
State Bar No. 00798405
Gibbs & Bruns, L.L.P.
1100 Louisiana, Suite 5300
Houston, Texas 77002
Telephone: (713) 650-8805
Facsimile: (713) 750-0903

2. Plaintiff Lawrence Zucker is not opposed to this substitution and it is not brought for purposes of delay nor will it result in such delay.

3. Accordingly, Defendants A I M Advisors, Inc., Robert Graham and Mark H. Williamson respectfully request that this Unopposed Motion to Substitute Counsel be granted, that Glen M. Boudreaux and Boudreaux, Leonard & Hammond, P.C. be permitted to withdraw from representing them and that Michael K. Oldham be permitted to appear as attorney-in-charge and Gibbs & Bruns, L.L.P. as of counsel in this action on their behalf.

Respectfully submitted,

POLLACK & KAMINSKY

By: Daniel A. Pollack *with permission by [illegible]*
Daniel A. Pollack
Federal I.D. No. 9207
Edward T. McDermott
Federal I.D. No. 7243
Anthony Zaccaria
Federal I.D. No. 4479
Pollack & Kaminsky
114 West 47th Street
New York, New York 10036
Telephone: (212) 575-4700
Facsimile: (212) 575-6560

and

BOUDREAUX, LEONARD & HAMMOND, P.C.

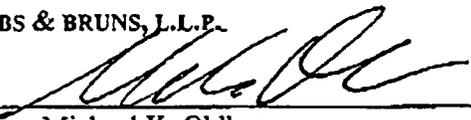
By: _____

Glen M. Boudreaux
State Bar No. 002696500
Federal I.D. No. 4168
Attorney-in-Charge
Two Houston Center
909 Fannin Street, Suite 2350
Houston, Texas 77010
Telephone: (713) 757-0000
Facsimile: (713) 757-0178

Attorneys for Defendants,
A IM Advisors, Inc., Robert Graham and
Mark H. Williamson

AGREED BY:

GIBBS & BRUNS, L.L.P.

By:  _____

Michael K. Oldham
State Bar No. 00798405
Sean W. Cruse, III
State Bar No. 24036423
Sydney G. Ballesteros
State Bar No. 24036180
1100 Louisiana, Suite 5300
Houston, Texas 77002
Telephone: (713) 650-8805
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BOUDREAU, LEONARD & HAMMOND, P.C.

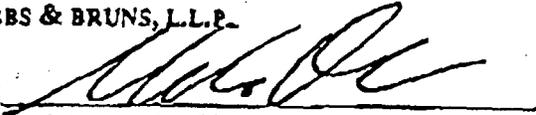
By: 

Glen M. Boudreaux
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Attorneys for Defendants,
A I M Advisors, Inc., Robert Graham and
Mark H. Williamson

AGREED BY:

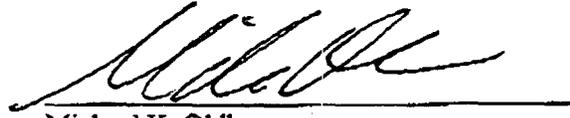
GIBBS & BRUNS, L.L.P.

By: 

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Sean W. Cruse, III
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Sydney G. Ballesteros
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Telephone: (713) 650-8805
Facsimile: (713) 750-0903

CERTIFICATE OF CONFERENCE

I hereby certify that I have conferred with Roger B. Greenberg, opposing counsel, and he stated that he is not opposed to the relief sought in this motion.


Michael K. Oldham**CERTIFICATE OF SERVICE**

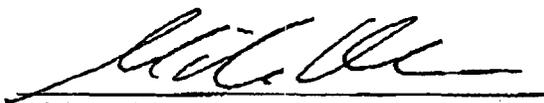
On this 18th day of August 2004, a true and correct copy of the above and foregoing instrument was forwarded via Facsimile and U. S. Mail to the following counsel listed below.

Roger B. Greenberg
Schwartz, Junell, Greenberg & Oathout, L.L.P.
909 Fannin Street, Suite 2000
Houston, Texas 77010
(Facsimile # 713-752-0327)

Eduard Korsinsky
Zimmerman, Levi & Korsinsky, LLP
39 Broadway, Suite 1440
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(Facsimile # 212-363-7171)

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Zimmerman, Levi & Korinsky, LLP
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Nickens, Keeton, Lawless, Farrell & Flack
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Houston, Texas 77002
(Facsimile # 713-571-9652)


Michael K. Oldham

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

LAWRENCE ZUCKER, on behalf of §
AIM Small Cap Growth Fund/A, §
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Defendants, §

-and- §

AIM Investment Securities Fund and AIM §
Growth Series, §

Nominal Defendants. §

**ORDER GRANTING
DEFENDANTS' UNOPPOSED MOTION TO SUBSTITUTE COUNSEL**

On this date came on to be heard Defendants' Unopposed Motion to Substitute Counsel. The Court has considered this motion and finds that it has merit and should be granted.

IT IS THEREFORE ORDERED that Glen M. Boudreaux and Boudreaux, Leonard & Hammond, P.C. are permitted to withdraw as counsel for AIM Advisors, Inc., Robert Graham and Mark H. Williamson, and that Michael K. Oldham is substituted in as attorney-in-charge with Gibbs

& Bruns, L.L.P. as of counsel for A I M Advisors, Inc., Robert Graham and Mark H. Williamson,
to act together with Daniel A. Pollack of Pollack & Kaminsky.

SIGNED this _____ day of _____, 2004.

JUDGE PRESIDING