



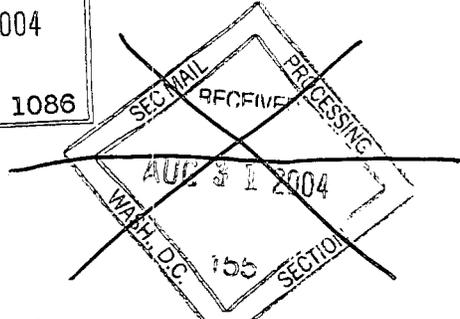
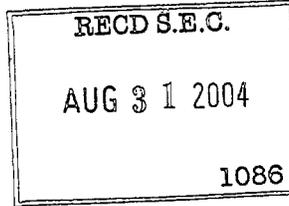
Branch 18  
811-7758

40-33

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

A I M Advisors, Inc.

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 INVESCO Funds Group, Inc. and A I M Advisors, Inc.

Ladies and Gentlemen:

Pursuant to Section 33 of the Investment Company Act of 1940, we hereby file on behalf of INVESCO, Funds Group Inc. and A I M Advisors, Inc. (investment advisers), a copy of **Defendants' Unopposed Motion to Substitute Counsel** in *Stanley Lieber, et al., v. INVESCO Funds Group, Inc. and 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



STANLEY LIEBER, on behalf of §  
 INVESCO Balanced Fund/Inv, §  
 INVESCO Core Equity Fund/Inv, §  
 INVESCO Dynamics Fund/Inv, §  
 INVESCO Energy Fund/Inv, §  
 INVESCO European Fund/Inv, §  
 INVESCO Financial Services Fund/Inv, §  
 INVESCO Gold & Precious Metals Fund/Inv, §  
 INVESCO Growth & Income Fund/Inv, §  
 INVESCO Growth Fund/Inv, §  
 INVESCO Health Science Fund/Inv, §  
 INVESCO High Yield Fund/Inv, §  
 INVESCO International Blue Chip Value Fund/Inv, §  
 INVESCO Leisure Fund/Inv, §  
 INVESCO Real Estate Opportunity Fund/Inv, §  
 INVESCO S&P 500 Index Fund/Inv, §  
 INVESCO Select Income Fund/Inv, §  
 INVESCO Tax Free Bond Fund/Inv §  
 INVESCO Technology Fund/Inv, §  
 INVESCO Telecommunications Fund/Inv, §  
 INVESCO Total Return Fund/Inv, §  
 INVESCO US Government Securities Fund/Inv, §  
 INVESCO Utilities Fund/Inv, §  
 INVESCO Value Equity Fund/Inv, §

Plaintiffs, §

vs. §

Civil Action No. H-03-5744 §

INVESCO Funds Group, Inc. §  
 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- §  
 ADM Sector Fund, AIM Combination Stock & §  
 Bond Funds and AIM Stock Funds, §  
 Nominal Defendants. §

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**DEFENDANTS' UNOPPOSED MOTION TO SUBSTITUTE COUNSEL**

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Defendants INVESCO Funds Group, Inc., AIM 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 Stanley Lieber 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 INVESCO Funds Group, Inc., AIM 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 & KAMINKSY

By: Daniel A. Pollack *with permission by me*

Daniel A. Pollack  
Federal I.D. No. 9207  
Edward T. McDermott  
Federal I.D. No. 7243  
Anthony Zaccaria  
Federal I.D. No. 4479  
114 West 47<sup>th</sup> Street  
New York, New York 10036  
Telephone: (212) 575-4700  
Facsimile: (212) 575-6560  
Attorneys for Defendants  
INVESCO Funds Group, Inc., A I M Advisors,  
Inc., Robert Graham and Mark H. Hammond

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, INVESCO Funds  
Group, Inc., A I M Advisors, Inc., Robert  
Graham and Mark H. Williamson

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,

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114 West 47<sup>th</sup> Street  
New York, New York 10036  
Telephone: (212) 575-4700  
Facsimile: (212) 575-6560  
Attorneys for Defendants  
INVESCO Funds Group, Inc., AIM Advisors,  
Inc., Robert Graham and Mark H. Hammond

and

BOUDREAU, LEONARD & HAMMOND, P.C.

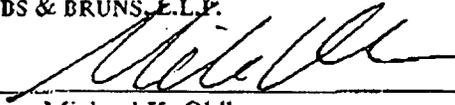
By: Glen M. Boudreau

Glen M. Boudreau  
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, INVESCO Funds  
Group, Inc., AIM Advisors, Inc., Robert  
Graham and Mark H. Williamson

AGREED BY:

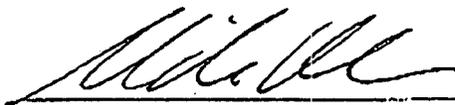
GIBBS & BRUNS, L.L.P.

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  
Facsimile: (713) 750-0903

**CERTIFICATE OF CONFERENCE**

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

  
Michael K. Oldham

CERTIFICATE OF SERVICE

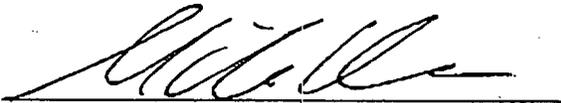
On this 18<sup>th</sup> day of August 2004, a true and correct copy of the above and foregoing instrument was forwarded via Facsimile and U. S. Mail to the following counsel listed below.

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  
New York, New York 10006  
(Facsimile # 212-363-7171)

Jean Marc Zimmerman  
Zimmerman, Levi & Korinsky, LLP  
226 St. Paul Street  
Westfield, New Jersey 07090  
(Facsimile # 908-654-7207)

Jacks C. Nickens  
Nickens, Keeton, Lawless, Farrell & Flack  
600 Travis, Suite 7500  
Houston, Texas 77002  
(Facsimile # 713-571-9652)

  
Michael K. Oldham

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

STANLEY LIEBER, on behalf of §  
 INVESCO Balanced Fund/Inv, §  
 INVESCO Core Equity Fund/Inv, §  
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Defendants, §  
-and- §

AIM Sector Fund, AIM Combination Stock &  
 Bond Funds and AIM Stock Funds,  
 Nominal Defendants.

§  
 §  
 §  
 §  
 §

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

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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 INVESCO Funds Group, Inc., 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 INVESCO Funds Group, Inc., AIM Advisors, Inc., Robert Graham and Mark H. Williamson, to act together with Daniel A. Pollack of Pollack & Kaminsky.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

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JUDGE PRESIDING