

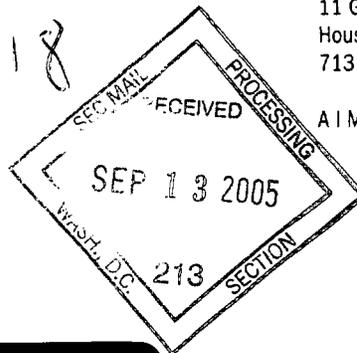


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A I M Advisors, Inc.



September 7, 2005

VIA CERTIFIED MAIL/RRR

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



05064662

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) and INVESCO Funds Group, Inc.

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 **Answer of A I M Distributors, Inc. and INVESCO Distributors, Inc. to the First Consolidated Complaint** in *Lawrence Zucker, et al. v A I M Advisors, Inc. and 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



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

LAWRENCE ZUCKER, On Behalf of  
AIM Small Cap Growth Fund/Class A,  
AIM Small Cap Growth Fund/Class B,  
AIM Small Cap Growth Fund/Class C,

-against-

A I M DISTRIBUTORS, INC.

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Civil Action No. H-03-5653

(consolidated for pre-trial purposes)

STANLEY LIEBER, On Behalf of  
INVESCO Core Equity Fund/Investor  
Class and INVESCO Health Science  
Fund/Investor Class,

-against-

INVESCO DISTRIBUTORS, INC. and  
A I M DISTRIBUTORS, INC.

**ANSWER OF A I M DISTRIBUTORS, INC. AND INVESCO  
DISTRIBUTORS, INC. TO THE FIRST CONSOLIDATED COMPLAINT**

Defendants A I M Distributors, Inc. and INVESCO Distributors, Inc. deny each and every allegation in the First Consolidated Complaint (the "Complaint") unless expressly admitted or otherwise responded to as follows:

Paragraph of  
Complaint

Response

1

Deny, except admit that Plaintiffs purport to bring this action for the benefit of investors in AIM Small Cap Growth Fund/A, AIM Small Cap Growth Fund/B, AIM Small Cap Growth Fund/C, INVESCO Core Equity Fund/Inv and INVESCO Health Science Fund/Inv.

- 2 Deny.
- 3 Deny.
- 4 Deny, except assert that Plaintiffs purport to bring a claim under § 36(b) of the Investment Company Act of 1940.
- 5 Decline to respond to allegations of law.
- 6 Deny, except admit that venue is proper in the Southern District of Texas.
- 7 Deny knowledge or information sufficient to form a belief as to the truth of the allegations.
- 8 Deny knowledge or information sufficient to form a belief as to the truth of the allegations.
- 9 Deny, except admit the allegations in the first sentence.
- 10 Deny, except admit the allegations in the first sentence.
- 11 Deny, except admit that INVESCO Funds Group, Inc. served as investment advisor to the INVESCO Core Equity Fund/Inv and INVESCO Health Science Fund/Inv until approximately November 1, 2003 when A I M Advisors, Inc. became the investment advisor to those funds.
- 12 Deny, except admit the allegations in the first two sentences.
- 13 Deny, except decline to respond to the allegations of law in the first sentence.

- 14 Deny, except admit that A I M Advisors, Inc. and INVESCO Funds Group, Inc. have been paid fees pursuant to advisory agreements.
- 15 Deny.
- 16 Deny, except assert that AIM Small Cap Growth Fund/A, INVESCO Health Science Fund/Inv and INVESCO Core Equity Fund/Inv have paid fees pursuant to 12b-1 plans for shareholder services since being offered on a limited basis to certain investors.
- 17 Deny.
- 18 Deny, except admit that Plaintiffs purport to seek to enjoin the Defendants "from collecting any additional 12b-1 fees relating to marketing and distribution from those Closed Funds that remain closed to new investors."
- 19 Repeat and reallege their responses to the paragraphs incorporated by reference in the paragraphs herein.
- 20 Deny.
- 21 Decline to respond to allegations of law.
- 22 Deny.
- 23 Deny.
- 24 Deny.
- 25 Deny.

**First Affirmative Defense**

The Complaint fails to state a claim upon which relief may be granted.

**Second Affirmative Defense**

The challenged fees are fair and not disproportionately large in relation to the services rendered.

**Third Affirmative Defense**

Plaintiffs lack standing to bring claims on behalf of Funds or classes of Funds which they do not own.

**Fourth Affirmative Defense**

A majority of the disinterested Trustees/Directors approved the challenged fees as fair and reasonable.

**Fifth Affirmative Defense**

Plaintiffs, by purchasing shares of particular Funds and reinvesting, agreed with, accepted, endorsed, ratified and otherwise approved the level of challenged fees. Accordingly, Plaintiffs are estopped and otherwise barred from complaining about the challenged fees.

**Sixth Affirmative Defense**

The challenged fees are expressly permitted by the National Association of Securities Dealers Rule 2830 and NASD Notice to Members 93-12.

**Seventh Affirmative Defense**

The Investment Company Act prohibits recovery of any damages allegedly incurred prior to one year before this action was instituted.

**Eighth Affirmative Defense**

Defendants were not "recipients" of challenged fees and, as such, they cannot be held

liable for damages under § 36(b)(3) of the Investment Company Act.

Wherefore, Defendants A I M Distributors, Inc. and INVESCO Distributors, Inc. demand judgment dismissing the Complaint and awarding them their costs, attorneys' fees and such other and further relief as this Court deems just and proper.

Dated: September 6, 2005

**POLLACK & KAMINSKY**

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**Attorneys for Defendants**

*Attorneys for Defendants A I M Distributors, Inc.  
and INVESCO Distributors, Inc.*

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

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DOLORES BERDAT, et al.,

Plaintiffs,

v.

INVESCO FUNDS GROUP, INC., et al.,

Defendants.

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Civil Action No. 04cv2555

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FERDINANDO PAPIA, et al.,

Plaintiffs,

v.

AIM ADVISORS, INC. et al.,

Defendants.

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CERTIFICATE OF SERVICE

I hereby certify that on September 6, 2005, true and correct copies were served upon the following counsel of record via facsimile :

- \* **Answer of AIM Distributors, Inc. and Invesco Distributors, Inc. to the First Consolidated Complaint.**

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