

SECURITIES AND EXCHANGE COMMISSION

FORM PRE 14A

Preliminary proxy statement not related to a contested matter or merger/acquisition

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FILER

AIM EQUITY FUNDS

CIK: **105377** | IRS No.: **132576643** | State of Incorpor.: **MD** | Fiscal Year End: **1031**
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SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the Registrant [X]

Filed by a party other than the Registrant []

Check the appropriate box:

[X] Preliminary Proxy Statement

[] Confidential, for use of the Commission Only (as permitted by
Rule 14a-6(e) (2))

[] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to Section 240.14a-12

AIM CORE ALLOCATION PORTFOLIO SERIES
AIM EQUITY FUNDS
AIM FUNDS GROUP
AIM GROWTH SERIES
AIM INVESTMENT FUNDS
AIM INVESTMENT SECURITIES FUNDS
AIM TAX-EXEMPT FUNDS
SHORT-TERM INVESTMENTS TRUST
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required

[] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant
to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is
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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act
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number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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AIM CORE ALLOCATION PORTFOLIO SERIES SERIES C SERIES M	AIM INVESTMENT FUNDS AIM CHINA FUND AIM DEVELOPING MARKETS FUND AIM GLOBAL HEALTH CARE FUND AIM INTERNATIONAL TOTAL RETURN FUND AIM JAPAN FUND AIM LIBOR ALPHA FUND AIM TRIMARK ENDEAVOR FUND AIM TRIMARK FUND AIM TRIMARK SMALL COMPANIES FUND	AIM TAX-EXEMPT FUNDS AIM HIGH INCOME MUNICIPAL FUND AIM TAX-EXEMPT CASH FUND AIM TAX-FREE INTERMEDIATE FUND SHORT-TERM INVESTMENTS TRUST GOVERNMENT & AGENCY PORTFOLIO GOVERNMENT TAXADVANTAGE PORTFOLIO LIQUID ASSETS PORTFOLIO STIC PRIME PORTFOLIO TREASURY PORTFOLIO
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	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TEXAS 77046-1173	

December [____], 2007

</TABLE>

Dear Shareholder:

Each of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds, AIM Tax-Exempt Funds and Short-Term Investments Trust (each, a "Trust") will hold a Special Meeting of Shareholders on February 29, 2008 in Houston, Texas. The purpose of the Meeting is to vote on important proposals affecting the funds listed above (the "Funds"). This package contains important information about the proposals, a proxy statement, simple instructions on how to vote by phone or via the Internet, and a business reply envelope for you to vote by mail.

The Boards of Trustees (each, a "Board" and together, the "Boards") for the Funds have carefully considered the proposals below, believe that they are in the best interests of the Funds and their shareholders, and unanimously recommend that you vote FOR each of the proposals. The enclosed proxy statement provides you with detailed information on each proposal including how it will benefit shareholders.

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The Boards are requesting that you:

1. Elect 13 trustees to the Board of Trustees of each Trust, each of whom will serve until his or her successor is elected and qualified.
2. Approve a new sub-advisory agreement for each Fund between A I M Advisors, Inc. and various affiliated sub-advisers.
3. Approve an amendment to the Trusts' Agreements and Declarations of Trust that would permit each Board to terminate a Trust, a Fund or a share class without a shareholder vote.
4. Transact any other business, not currently contemplated, that may properly come before the Special Meetings, in the discretion of the proxies or

their substitutes.

Your vote is important. Please take a moment after reviewing the enclosed materials to sign and return your proxy card in the enclosed postage paid return envelope. If you attend the meeting, you may vote your shares in person. If you expect to attend the meeting in person, or have questions, please notify us by calling (800) 952-3502. You may also vote by telephone or through a website established for that purpose by following the instructions that appear on the enclosed proxy card. If we do not hear from you after a reasonable amount of time, you may receive a telephone call from our proxy solicitor, Computershare Fund Services, reminding you to vote your shares.

Sincerely,

/s/ Philip A. Taylor

President and Principal Executive
Officer,
AIM Core Allocation Portfolio Series,
AIM Equity Funds, AIM Funds Group,
AIM Growth Series, AIM Investment
Funds,
AIM Investment Securities Funds and
AIM Tax-Exempt Funds

/s/ Karen Dunn Kelley

President and Principal
Executive Officer, Short-Term
Investments Trust

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AIM CORE ALLOCATION
PORTFOLIO SERIES
SERIES C
SERIES M

AIM EQUITY FUNDS
AIM CAPITAL DEVELOPMENT FUND
AIM CHARTER FUND
AIM CONSTELLATION FUND
AIM DIVERSIFIED DIVIDEND FUND
AIM LARGE CAP BASIC VALUE FUND
AIM LARGE CAP GROWTH FUND

AIM FUNDS GROUP
AIM BASIC BALANCED FUND
AIM EUROPEAN SMALL COMPANY FUND
AIM GLOBAL VALUE FUND
AIM INTERNATIONAL SMALL COMPANY FUND
AIM MID CAP BASIC VALUE FUND
AIM SELECT EQUITY FUND
AIM SMALL CAP EQUITY FUND

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AIM INVESTMENT FUNDS
AIM CHINA FUND
AIM DEVELOPING MARKETS FUND
AIM GLOBAL HEALTH CARE FUND
AIM INTERNATIONAL TOTAL RETURN FUND
AIM JAPAN FUND
AIM LIBOR ALPHA FUND
AIM TRIMARK ENDEAVOR FUND
AIM TRIMARK FUND
AIM TRIMARK SMALL COMPANIES FUND

AIM GROWTH SERIES
AIM BASIC VALUE FUND
AIM CONSERVATIVE ALLOCATION FUND
AIM GLOBAL EQUITY FUND
AIM GROWTH ALLOCATION FUND
AIM GLOBAL EQUITY FUND
AIM GROWTH ALLOCATION FUND
AIM INCOME ALLOCATION FUND
AIM INDEPENDENCE NOW FUND
AIM INDEPENDENCE 2010 FUND
AIM INDEPENDENCE 2020 FUND
AIM INDEPENDENCE 2030 FUND
AIM INDEPENDENCE 2040 FUND
AIM INDEPENDENCE 2050 FUND
AIM INTERNATIONAL ALLOCATION FUND
AIM MID CAP CORE EQUITY FUND
AIM MODERATE ALLOCATION FUND
AIM MODERATE GROWTH ALLOCATION FUND
AIM MODERATELY CONSERVATIVE ALLOCATION FUND
AIM SMALL CAP GROWTH FUND

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AIM TAX-EXEMPT FUNDS
AIM HIGH INCOME MUNICIPAL FUND
AIM TAX-EXEMPT CASH FUND
AIM TAX-FREE INTERMEDIATE FUND

SHORT-TERM INVESTMENTS TRUST
GOVERNMENT & AGENCY PORTFOLIO
GOVERNMENT TAXADVANTAGE
PORTFOLIO
LIQUID ASSETS PORTFOLIO
STIC PRIME PORTFOLIO
TREASURY PORTFOLIO

AIM INVESTMENT SECURITIES FUNDS
AIM GLOBAL REAL ESTATE FUND
AIM HIGH YIELD FUND
AIM INCOME FUND
AIM INTERMEDIATE GOVERNMENT FUND
AIM MONEY MARKET FUND
AIM MUNICIPAL BOND FUND
AIM REAL ESTATE FUND
AIM SHORT TERM BOND FUND
AIM TOTAL RETURN BOND FUND

11 GREENWAY PLAZA, SUITE 100
HOUSTON, TEXAS 77046-1173

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NOTICE OF SPECIAL MEETINGS OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 29, 2008

To the Shareholders of each of the series portfolios of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds, AIM Tax-Exempt Funds and Short-Term Investments Trust (each, a "Fund," and collectively, the "Funds") listed above.

The Boards of Trustees (each a "Board" and together, the "Boards") for the Funds have carefully considered the proposals below, believe that they are in the best interests of the Funds and their shareholders, and unanimously recommend that you vote FOR each of the proposals. The enclosed proxy statement provides you with detailed information on each proposal including how it will benefit shareholders.

We cordially invite you to attend our Special Meetings of Shareholders to:

1. Elect 13 trustees to each Board, each of whom will serve until his or her successor is elected and qualified.
2. Approve a new sub-advisory agreement for each Fund between A I M Advisors, Inc. and each of AIM Funds Management Inc.; INVESCO Asset Management Deutschland, GmbH; INVESCO Asset Management Ltd.; INVESCO Asset Management (Japan) Limited; INVESCO Australia Limited; INVESCO Global Asset Management (N.A.), Inc.; INVESCO Hong Kong Limited; INVESCO Institutional (N.A.), Inc.; and INVESCO Senior Secured Management, Inc.
3. Approve an amendment to the Trusts' Agreements and Declarations of Trust that would permit each Board to terminate a Trust, a Fund or a share class without a shareholder vote.
4. Transact any other business, not currently contemplated, that may properly come before the Special Meetings, in the discretion of the proxies or their substitutes.

We are holding the Special Meetings at 11 Greenway Plaza, Suite 100, Houston, Texas 77046-1173 on February 29, 2008, at 3:00 p.m., Central Time.

Shareholders of record of one or more of the Funds as of the close of business on November 30, 2007 are entitled to notice of, and to vote at, the applicable Special Meetings or any adjournment or postponement of the Special Meetings.

WE REQUEST THAT YOU EXECUTE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE THE ACCOMPANYING PROXY CARD. THE BOARDS ARE SOLICITING YOUR VOTE ON THE PROPOSALS SET FORTH ABOVE. YOU MAY ALSO VOTE BY TELEPHONE OR THROUGH A WEBSITE ESTABLISHED FOR THAT PURPOSE BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY MATERIAL. YOUR VOTE IS IMPORTANT FOR THE PURPOSE OF ENSURING A QUORUM AT THE SPECIAL MEETINGS. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS EXERCISED BY EXECUTING AND SUBMITTING A REVISED PROXY CARD, BY GIVING WRITTEN NOTICE OF REVOCATION TO THE APPLICABLE TRUST'S SECRETARY OR BY VOTING IN PERSON AT THE SPECIAL MEETINGS.

/s/ John M. Zerr

Secretary
December ____, 2007

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<p><TABLE> <S></p> <p>AIM CORE ALLOCATION PORTFOLIO SERIES SERIES C SERIES M</p> <p>AIM EQUITY FUNDS AIM CAPITAL DEVELOPMENT FUND AIM CHARTER FUND AIM CONSTELLATION FUND AIM DIVERSIFIED DIVIDEND FUND AIM LARGE CAP BASIC VALUE FUND AIM LARGE CAP GROWTH FUND</p> <p>AIM FUNDS GROUP AIM BASIC BALANCED FUND AIM EUROPEAN SMALL COMPANY FUND AIM GLOBAL VALUE FUND AIM INTERNATIONAL SMALL COMPANY FUND AIM MID CAP BASIC VALUE FUND AIM SELECT EQUITY FUND AIM SMALL CAP EQUITY FUND</p>	<p><C></p> <p>AIM INVESTMENT FUNDS AIM CHINA FUND AIM DEVELOPING MARKETS FUND AIM GLOBAL HEALTH CARE FUND AIM INTERNATIONAL TOTAL RETURN FUND AIM JAPAN FUND AIM LIBOR ALPHA FUND AIM TRIMARK ENDEAVOR FUND AIM TRIMARK FUND AIM TRIMARK SMALL COMPANIES FUND</p> <p>AIM GROWTH SERIES AIM BASIC VALUE FUND AIM CONSERVATIVE ALLOCATION FUND AIM GLOBAL EQUITY FUND AIM GROWTH ALLOCATION FUND AIM GLOBAL EQUITY FUND AIM GROWTH ALLOCATION FUND AIM INCOME ALLOCATION FUND AIM INDEPENDENCE NOW FUND AIM INDEPENDENCE 2010 FUND AIM INDEPENDENCE 2020 FUND AIM INDEPENDENCE 2030 FUND AIM INDEPENDENCE 2040 FUND AIM INDEPENDENCE 2050 FUND AIM INTERNATIONAL ALLOCATION FUND AIM MID CAP CORE EQUITY FUND AIM MODERATE ALLOCATION FUND AIM MODERATE GROWTH ALLOCATION FUND</p>	<p><C></p> <p>AIM TAX-EXEMPT FUNDS AIM HIGH INCOME MUNICIPAL FUND AIM TAX-EXEMPT CASH FUND AIM TAX-FREE INTERMEDIATE FUND</p> <p>SHORT-TERM INVESTMENTS TRUST GOVERNMENT & AGENCY PORTFOLIO GOVERNMENT TAXADVANTAGE PORTFOLIO LIQUID ASSETS PORTFOLIO STIC PRIME PORTFOLIO TREASURY PORTFOLIO</p> <p>AIM INVESTMENT SECURITIES FUNDS AIM GLOBAL REAL ESTATE FUND AIM HIGH YIELD FUND AIM INCOME FUND AIM INTERMEDIATE GOVERNMENT FUND AIM MONEY MARKET FUND AIM MUNICIPAL BOND FUND AIM REAL ESTATE FUND AIM SHORT TERM BOND FUND AIM TOTAL RETURN BOND FUND</p>
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11 GREENWAY PLAZA, SUITE 100
HOUSTON, TEXAS 77046-1173

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SPECIAL MEETINGS OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 29, 2008

INFORMATION ABOUT THE SPECIAL MEETINGS AND VOTING

WHY DID WE SEND YOU THIS PROXY STATEMENT?

We are sending you this Proxy Statement and the enclosed proxy card on behalf of the series portfolios of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds, AIM Tax-Exempt Funds and Short-Term Investments Trust (each a "Trust," and together, the "Trusts") listed above (each a "Fund," and together, the "Funds") because the Boards of Trustees (the "Boards") of the Trusts are soliciting your proxy to vote at the Special Meetings of Shareholders and at any adjournments or postponements of the Special Meetings (collectively, the "Special Meetings"). This Proxy Statement provides you information about the business to be conducted at the Special Meetings. You do not need to attend the applicable Special Meeting

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to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card or vote by telephone or through a website established for that purpose.

The Trusts intend to mail this Proxy Statement, the enclosed Notice of Special Meetings of Shareholders and the enclosed proxy card on or about December ____, 2007 to all shareholders entitled to vote. Shareholders of record of any class of a Fund as of the close of business on November 30, 2007 (the "Record Date") are entitled to vote their respective shares at the applicable Special Meeting. The number of shares outstanding of each class of each Fund on the Record Date can be found in Exhibit A. Each share of a Fund that you own entitles you to one vote on each proposal set forth in the table below that applies to the Fund (a fractional share has a fractional vote).

We have previously sent to shareholders the most recent annual report for their Fund, including financial statements, and the most recent semiannual report for the period after the annual report, if any. If you have not received such report(s) or would like to receive an additional copy, please contact AIM Investment Services, Inc., 11 Greenway Plaza, Suite 100, Houston, Texas 77046, or call (800) 959-4246 (for all Trusts other than AIM Core Allocation Portfolio Series) or (800) 349-0953 (for AIM Core Allocation Portfolio Series). We will furnish such report(s) free of charge.

WHEN AND WHERE WILL THE SPECIAL MEETINGS BE HELD?

We are holding the Special Meetings at 11 Greenway Plaza, Suite 100, Houston, Texas 77046-1173 on February 29, 2008, at 3:00 p.m., Central Time.

WHAT ARE THE PROPOSALS TO BE VOTED ON AT THE SPECIAL MEETINGS?

Each of the proposals described in this proxy statement is designed to benefit the Funds and their shareholders. In general, the proposals seek to optimize the efficiency, flexibility and transparency of the operations of the Funds and the delivery of investment management services to the Funds, and to streamline the portfolio management operations of AIM and its affiliates.

The following table summarizes each proposal to be presented at the Special Meetings, the Funds whose shareholders the Boards are soliciting for each proposal and the page number on which the discussion of each proposal begins:

PROPOSAL	AFFECTED FUNDS	PAGE NUMBER
<S>	<C>	<C>
1. To elect trustees.....	All Funds	[__]
2. To approve a new sub-advisory agreement between AIM Advisors, Inc. and various affiliated sub-advisers	All Funds	[__]
3. To approve an amendment to the Trust's Agreement and Declaration of Trust.....	All Funds	[__]
4. To consider other matters.....	All Funds	[__]

HOW DO I VOTE IN PERSON?

If you do attend a Special Meeting, were the record owner of your shares on the Record Date, and wish to vote in person, we will provide you with a ballot prior to the vote. However, if your shares were held in the name of your broker, bank or other nominee, you are required to bring a letter from the nominee indicating that you are the beneficial owner of the shares on the Record Date and authorizing you to vote. The letter must also state whether before a Special Meeting you authorized a proxy to vote for you and if so, how you instructed such proxy to vote. Please call the Trusts at (800) 952-3502 if you plan to attend a Special Meeting.

HOW DO I VOTE BY PROXY?

Whether you plan to attend a Special Meeting or not, we urge you to complete, sign and date the enclosed proxy card and to return it promptly in the envelope provided. Returning the proxy card will not affect your right to attend a Special Meeting or to vote at a Special Meeting if you choose to do so.

If you properly complete and sign your proxy card and send it to us in time to vote at a Special Meeting, your "proxy" (the individual(s) named on your proxy card) will vote your shares as you have directed. If you sign your proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board of your Trust as follows and in accordance with management's recommendation on other matters:

- FOR the election of all 13 nominees for trustee of your Trust.
- FOR the approval of a new sub-advisory agreement for each Fund between A I M Advisors, Inc. and various affiliated sub-advisers.
- FOR the approval of an amendment to the Trusts' Agreements and Declarations of Trust.

Your proxy will have the authority to vote and act on your behalf at any adjournment or postponement of the Special Meetings.

Shareholders may also transact any other business not currently contemplated that may properly come before the Special Meetings in the discretion of the proxies or their substitutes.

HOW DO I VOTE BY TELEPHONE OR THE INTERNET?

You may vote your shares by telephone or through a website established for that purpose by following the instructions that appear on the proxy card accompanying this Proxy Statement.

MAY I REVOKE MY VOTE?

If you authorize a proxy to vote for you, you may revoke the authorization at any time before it is exercised. You can do this in one of four ways:

- You may send in another proxy card at a later date, prior to the Shareholder Meetings.

- If you submitted a proxy by telephone, via the Internet or via an alternative method of voting permitted by your broker, you may submit another proxy by telephone, via the Internet, or via such alternative method of voting, or send in another proxy with a later date.
- You may notify the Trusts' Secretary in writing before the Special Meetings that you have revoked your proxy.
- You may vote in person at the Special Meetings, as set forth above under the heading, "How Do I Vote in Person?".

WHAT IS THE QUORUM REQUIREMENT?

A quorum of shareholders is necessary to hold a valid meeting. A quorum will exist for Proposals 1 and 3 for a particular Trust if shareholders entitled to vote one-third of the issued and outstanding shares of such Trust on the Record Date are present at the Special Meetings in person or by proxy. A quorum will exist for Proposal 2 for a particular Fund if shareholders entitled to vote

one-third of the issued and outstanding shares of such Fund on the Record Date are present at the Special Meetings in person or by proxy.

Under rules applicable to broker-dealers, if your broker holds your shares in its name, we expect that the broker will be entitled to vote your shares on Proposal 1 even if it has not received instructions from you. However, your broker will not be entitled to vote on Proposals 2 and 3 unless it has received instructions from you. A "broker non-vote" occurs when a broker has not received voting instructions from a shareholder and is barred from voting the shares without shareholder instructions because the proposal is considered to be non-routine. Because Proposals 2 and 3 are considered non-routine, your broker will not be permitted to vote your shares if it has not received instructions from you, and the shares will be considered "broker non-votes." As a result, we urge you to complete and send in your proxy or voting instructions so your vote can be counted.

Abstentions and broker non-votes will count as shares present at the Special Meetings for purposes of establishing a quorum.

COULD THERE BE AN ADJOURNMENT OF THE SPECIAL MEETINGS?

If a quorum is not present at a Special Meeting or a quorum is present but sufficient votes to approve a proposal are not received, the persons named as proxies may propose one or more adjournments of the Special Meeting to allow for further solicitation of proxies. Any such adjournment will require the affirmative vote of a majority of those shares represented at the Special Meeting in person or by proxy. The persons named as proxies will vote those proxies that they are entitled to vote "FOR" the proposal in favor of such an adjournment and will vote those proxies required to be voted "AGAINST" the proposal against such an adjournment. If a quorum is present but sufficient votes to approve a proposal are not received, a shareholder vote may be taken on other proposals described in this Proxy Statement prior to any adjournment if sufficient votes have been received for such other proposals.

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WHAT IS THE VOTE NECESSARY TO APPROVE EACH PROPOSAL?

PROPOSAL 1. The affirmative vote of a plurality of votes cast by the shareholders of a Trust is necessary to elect trustees of that Trust at the Special Meetings, meaning that the trustee nominee with the most affirmative votes for a particular slot is elected for that slot. In an uncontested election for trustees, the plurality requirement is not a factor. Abstentions will not count as votes cast and will have no effect on the outcome of this proposal. We expect that brokers will be entitled to vote on this proposal, but any broker non-vote will have no effect on the outcome of this proposal.

PROPOSALS 2. Approval of Proposal 2 requires the lesser of (a) the affirmative vote of 67% or more of the voting securities of your Fund present or represented by proxy at the Special Meeting, if the holders of more than 50% of the outstanding voting securities of your Fund are present or represented by proxy, or (b) the affirmative vote of more than 50% of the outstanding voting securities of your Fund. Abstentions and broker non-votes are counted as present but are not considered votes cast at the Special Meeting. As a result, they have the same effect as a vote against Proposal 2 because approval of Proposal 2 requires the affirmative vote of a percentage of the voting securities present or represented by proxy or a percentage of the outstanding voting securities.

PROPOSAL 3. Approval of Proposal 3 requires the affirmative vote of a majority of the votes cast by shareholders of the applicable Trust at the Special Meetings. Abstentions and broker non-votes will not count as votes cast and will have no effect on the outcome of this proposal.

HOW WILL PROXIES BE SOLICITED AND WHO WILL PAY?

The Trusts have engaged the services of Computershare Fund Services ("Solicitor") to assist in the solicitation of proxies for the Special Meetings. Solicitor's costs are estimated to be in the aggregate approximately \$_____. The Trusts expect to solicit proxies principally by mail, but the Trusts or Solicitor may also solicit proxies by telephone, facsimile or personal interview. The Trusts' officers will not receive any additional or special compensation for any such solicitation. [EACH FUND/AIM] will pay [TO BE DETERMINED] the cost of soliciting proxies, the printing and mailing of this Proxy Statement, the attached Notice of Special Meetings of Shareholders, the enclosed proxy card, and any further solicitation.

WILL ANY OTHER MATTERS BE VOTED ON AT THE SPECIAL MEETINGS?

Management is not aware of any matters to be presented at the Special Meetings other than those discussed in this Proxy Statement. If any other matters properly come before the Special Meetings, the shares represented by proxies will be voted on those matters in accordance with management's

recommendation.

HOW MAY A SHAREHOLDER PROPOSAL BE SUBMITTED?

As a general matter, the Funds do not hold regular meetings of shareholders. Shareholder proposals for consideration at a meeting of shareholders of a Fund should be submitted to the applicable Trust at the address set forth on the first page of this Proxy Statement. To be

considered for presentation at a meeting of shareholders, the applicable Trust must receive proposals within a reasonable time, as determined by the Trust's management, before proxy materials are prepared for the meeting. Such proposals also must comply with applicable law.

For a discussion of procedures that must be followed for a shareholder to nominate an individual as a trustee, please refer to the section of this Proxy Statement entitled "Proposal 1 - What Are the Committees of the Board? - Governance Committee."

PROPOSAL 1
ELECTION OF TRUSTEES

WHICH FUNDS' SHAREHOLDERS WILL VOTE ON PROPOSAL 1?

Proposal 1 applies to the shareholders of all Funds.

WHAT IS THE STRUCTURE OF THE BOARD OF TRUSTEES?

Each Board currently consists of 14 persons. Twelve of the current trustees are "independent," meaning they are not "interested persons" of the Trusts within the meaning of the Investment Company Act of 1940, as amended (the "1940 Act"). Two of the current trustees are "interested persons" because of their business and financial relationships with the Trusts and A I M Advisors, Inc. ("AIM"), each Trust's investment adviser, and/or AIM's indirect parent, Invesco Ltd. ("INVESCO").

WHO ARE THE NOMINEES FOR TRUSTEES?

Each Trust's Governance Committee (which consists solely of independent trustees) has approved the nomination of the 11 current independent trustees, as set forth below, to serve as trustee until his or her successor is elected and qualified. The Trust's full Board has approved the nomination of the two current interested trustees, as set forth below. Ruth H. Quigley, a current trustee, is retiring effective as of December 31, 2007.

Each nominee who is a current trustee serves as a trustee of the 16 registered investment companies comprising the mutual funds advised by AIM (the "AIM Funds"). Each nominee who is a current trustee oversees 104 portfolios that comprise the AIM Funds. The business address of each nominee who is a current trustee is 11 Greenway Plaza, Suite 100, Houston, Texas 77046-1173.

If elected, each nominee would continue to oversee a total of 16 registered investment companies currently comprising 104 portfolios.

Each of the nominees is willing to serve as a trustee. However, if a nominee becomes unavailable for election, proxies will vote for another nominee proposed by the Boards or, as an alternative, the Boards may keep the position vacant or reduce the number of trustees.

NOMINEES WHO CURRENTLY ARE INDEPENDENT TRUSTEES

Table with 5 columns: NAME AND YEAR OF BIRTH, TRUSTEE SINCE, NAME OF TRUST(S), PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS, OTHER TRUSTEESHIP(S) HELD. Row 1: Bob R. Baker (1936), 2005, AIM Core Allocation Portfolio Series, Retired, None. Row 2: 2003, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds, AIM Tax-Exempt Funds.

NAME AND YEAR OF BIRTH	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
Frank S. Bayley (1939)	2005	AIM Core Allocation Portfolio Series	Retired	Badgley Funds, Inc. (registered investment company) (2 portfolios)
	2001	AIM Equity Funds AIM Funds Group AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Formerly: Partner, law firm of Baker & McKenzie	
	1985	AIM Growth Series		
	1987	AIM Investment Funds		
	2005	AIM Core Allocation Portfolio Series	Founder, Green, Manning & Bunch Ltd. (investment banking firm); and Director, Policy Studies, Inc. and Van Gilder Insurance Corporation	
James T. Bunch (1942)	2003	AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust		None
	2005	AIM Core Allocation Portfolio Series	Chairman, Crockett Technology Associates (technology consulting company)	
	1993	AIM Tax-Exempt Funds AIM Equity Funds Short-Term Investments Trust		
	1987	AIM Funds Group		
	2001	AIM Growth Series AIM Investment Funds		
Bruce L. Crockett (1944)	2005	AIM Core Allocation Portfolio Series	Chairman, Crockett Technology Associates (technology consulting company)	ACE Limited (insurance company); Captaris, Inc. (unified messaging provider)
	1993	AIM Tax-Exempt Funds AIM Equity Funds Short-Term Investments Trust		
	1987	AIM Funds Group		
	2001	AIM Growth Series AIM Investment Funds		
1992	AIM Investment Securities Funds			

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NAME AND YEAR OF BIRTH	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
Albert R. Dowden (1941)	2005	AIM Core Allocation Portfolio Series	Director of a number of public and private business corporations, including the Boss Group, Ltd. (private investment and management), Reich & Tang Funds (Chairman) (registered investment company) (7 portfolios), Daily Income Fund (4 portfolios), California Daily Tax Free Income Fund, Inc., Connecticut Daily Tax Free Income Fund, Inc. and New Jersey Daily Municipal Income Fund, Inc., Annuity and Life Re (Holdings), Ltd. (insurance company), and Homeowners of America Holding Corporation (property casualty company)	None
	2000	AIM Equity Funds AIM Funds Group AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust		
	2001	AIM Growth Series AIM Investment Funds	Formerly: Director, CompuDyne Corporation (provider of products and services to the public security market); Director, President and Chief Executive Officer, Volvo Group North America, Inc.; Senior Vice President, AB Volvo; Director of various affiliated Volvo companies; and Director, Magellan Insurance Company	

<TABLE> <CAPTION>				
NAME AND YEAR OF BIRTH	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
<S>	<C>	<C>	<C>	<C>
Jack M. Fields (1952)	2005	AIM Core Allocation Portfolio Series	Chief Executive Officer, Twenty First Century Group, Inc. (government affairs company); Owner and Chief Executive Officer, Dos Angelos Ranch, L.P. (cattle, hunting, corporate entertainment); and Discovery Global Education Fund (non-profit)	Administaff
	1997	AIM Equity Funds AIM Funds Group AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust		
	2001	AIM Growth Series AIM Investment Funds	Formerly: Chief Executive Officer, Texana Timber LP (sustainable forestry company)	
Carl Frischling (1937)	2005	AIM Core Allocation Portfolio Series	Partner, law firm of Kramer Levin Naftalis and Frankel LLP	Director, Reich & Tang Funds (7 portfolios)
	1988	AIM Equity Funds		
	1993	AIM Funds Group AIM Tax-Exempt Funds		
	2001	AIM Growth Series AIM Investment Funds		
	1990	AIM Investment Securities Funds		
	1980	Short-Term Investments Trust		
Prema Mathai Davis (1950)	2005	AIM Core Allocation Portfolio Series	Formerly: Chief Executive Officer, YWCA of the USA	None
	1998	AIM Equity Funds AIM Funds Group AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust		
	2001	AIM Growth Series AIM Investment Funds		

</TABLE>

<TABLE> <CAPTION>				
NAME AND YEAR OF BIRTH	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
<S>	<C>	<C>	<C>	<C>
Lewis F. Pennock (1942)	2005	AIM Core Allocation Portfolio Series	Partner, law firm of Pennock & Cooper	None
	1988	AIM Equity Funds AIM Investment Securities Funds		
	1992	AIM Funds Group		
	2001	AIM Growth Series AIM Investment Funds		
	1993	AIM Tax-Exempt Funds		
	1981	Short-Term Investments Trust		
Larry Soll, Ph.D. (1942)	2005	AIM Core Allocation Portfolio Series	Retired	None
	2003	AIM Equity Funds AIM Funds Group		

NAME, YEAR OF BIRTH AND POSITION(S) HELD WITH THE TRUSTS	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
Raymond Stickel, Jr. (1944)	2005	AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Retired Formerly: Partner, Deloitte & Touche and Director, Mainstay VP Series Funds, Inc. (25 portfolios)	None

</TABLE>

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NOMINEES WHO CURRENTLY ARE INTERESTED PERSONS

NAME, YEAR OF BIRTH AND POSITION(S) HELD WITH THE TRUSTS	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
Martin L. Flanagan(1) (1960)	2007	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Director, Chief Executive Officer and President, Invesco Ltd. (ultimate parent of AIM and a global investment management firm); Director, Chief Executive Officer and President, INVESCO PLC (parent of AIM and a global investment management firm); Chairman, A I M Advisors, Inc. (registered investment adviser); and Director, Chairman, Chief Executive Officer and President, IVZ Inc. (holding company) and INVESCO North American Holdings, Inc. (holding company); Chairman and President, INVESCO Group Services, Inc. (service provider); Trustee, The AIM Family of Funds(R); Vice Chairman, Investment Company Institute; and Member of Executive Board, SMU Cox School of Business Formerly: President, Co-Chief Executive Officer, Co-President, Chief Operating Officer and Chief Financial Officer, Franklin Resources, Inc. (global investment management organization) and Chairman, Investment Company Institute	None

</TABLE>

(1) Mr. Flanagan was appointed as Trustee of the Trusts on February 24, 2007. Mr. Flanagan is considered an interested person of the Funds because he is an officer of the adviser to the Funds, and an officer and a director of INVESCO, parent of the adviser to the Funds.

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<TABLE>
<CAPTION>
NAME, YEAR OF BIRTH AND

POSITION(S) HELD WITH THE TRUSTS	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
<S> Philip A. Taylor(2) (1954)	<C> 2006	<C> AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	<C> Director, Chief Executive Officer and President, AIM Mutual Fund Dealer Inc. (registered broker dealer), A I M Advisors, Inc., AIM Funds Management Inc. d/b/a INVESCO Enterprise Services (registered investment adviser and registered transfer agent) and 1371 Preferred Inc. (holding company); Director, Chairman, Chief Executive Officer and President, A I M Management Group Inc. and A I M Capital Management, Inc. (registered investment adviser); Director and President, INVESCO Funds Group, Inc. (registered investment adviser and registered transfer agent) and AIM GP Canada Inc. (general partner for limited partnership); Director, A I M Distributors, Inc. (registered broker dealer); Director and Chairman, AIM Investment Services, Inc. (registered transfer agent) and INVESCO Distributors, Inc. (registered broker dealer); Director, President and Chairman, IVZ Callco Inc. (holding company), INVESCO Inc. (holding company) and AIM Canada Holdings Inc. (holding company); Director and Chief Executive Officer, AIM Trimark Corporate Class Inc. (formerly AIM Trimark	<C> None

</TABLE>

(2) Mr. Taylor is considered an interested person of the Funds because he is an officer and a director of the adviser to, and a director of the principal underwriter of, the Funds.

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POSITION(S) HELD WITH THE TRUSTS	TRUSTEE SINCE	NAME OF TRUST(S)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	OTHER TRUSTEESHIP(S) HELD
<S>	<C>	<C>	<C> Global Fund Inc.) (corporate mutual fund company) and AIM Trimark Canada Fund Inc. (corporate mutual fund company); Trustee, President and Principal Executive Officer, The AIM Family of Funds(R) (other than AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust); Trustee and Executive Vice President, The AIM Family of Funds(R) (AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust only) ; and Manager, PowerShares Capital Management LLC	<C>

Formerly: Director and
Chairman, Fund Management
Company; President and
Principal Executive Officer,
The AIM Family of Funds(R)
(AIM Treasurer's Series
Trust, Short-Term Investments
Trust and Tax-Free
Investments Trust only);
Chairman, AIM Canada
Holdings, Inc.; President,
AIM Trimark Global Fund Inc.
and AIM Trimark Canada Fund
Inc.

</TABLE>

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WHAT IS THE BOARDS' RECOMMENDATION ON PROPOSAL 1?

Each Board, including the independent trustees of each Board, unanimously recommends that you vote "FOR" the 13 nominees listed above.

WHAT ARE THE COMMITTEES OF THE BOARDS?

Each Board currently has six standing committees: an Audit Committee, a Compliance Committee, a Governance Committee, an Investments Committee, a Special Market Timing Litigation Committee and a Valuation Committee. Effective January 1, 2008, each Board's Valuation Committee will be reconstituted as a Valuation, Distribution and Proxy Oversight Committee.

AUDIT COMMITTEE

Each Audit Committee is separately designated and established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Further, each Audit Committee is comprised entirely of trustees who are not "interested persons" of the Funds as defined in Section 2(a)(19) of the 1940 Act. The current members of each Audit Committee are James T. Bunch, Bruce L. Crockett, Lewis F. Pennock, Dr. Larry Soll, Raymond Stickel, Jr. (Chair), and Ruth H. Quigley (Vice Chair). Effective January 1, 2008, Mr. Bunch will replace Miss Quigley as the Vice Chair of each Audit Committee.

Each Audit Committee's primary purposes are to: (i) oversee qualifications, independence and performance of the independent registered public accountants (the "independent auditors") for the Funds; (ii) appoint independent auditors for the Funds; (iii) pre-approve all permissible non-audit services that are provided to the Funds by their independent auditors to the extent required by Section 10A(h) and (i) of the Exchange Act; (iv) pre-approve, in accordance with Rule 2-01(c)(7)(ii) of Regulation S-X, certain non-audit services provided by the Funds' independent auditors to the Funds' investment adviser and certain other affiliated entities; (v) review the audit and tax plans prepared by the independent auditors; (vi) review the Funds' audited financial statements; (vii) review the process that management uses to evaluate and certify disclosure controls and procedures in Form N-CSR; (viii) review the process for preparation and review of the Funds' shareholder reports; (ix) review certain tax procedures maintained by the Funds; (x) review modified or omitted officer certifications and disclosures; (xi) review any internal audits; (xii) establish procedures regarding questionable accounting or auditing matters and other alleged violations; (xiii) set hiring policies for employees and proposed employees of the Funds who are employees or former employees of the independent auditors; and (xiv) remain informed (a) of the Funds accounting systems and controls, (b) regulatory changes and new accounting pronouncements that affect the Funds' net asset value calculations and financial statement reporting requirements, and (c) communications with regulators regarding accounting and financial reporting matters that pertain to the Funds.

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COMPLIANCE COMMITTEE

The current members of each Compliance Committee are Frank S. Bayley, Mr. Crockett (Chair), Albert R. Dowden (Vice Chair) and Mr. Stickel.

Each Compliance Committee is responsible for: (i) recommending to the Boards and the independent trustees the appointment, compensation and removal of the Funds' Chief Compliance Officer; (ii) recommending to the independent trustees the appointment, compensation and removal of the Funds' Senior Officer appointed pursuant to the terms of the Assurances of Discontinuance entered into by the New York Attorney General, AIM and INVESCO Funds Group, Inc. ("IFG");

(iii) recommending to the independent trustees the appointment and removal of AIM's independent Compliance Consultant (the "Compliance Consultant") and reviewing the report prepared by the Compliance Consultant upon its compliance review of AIM (the "Report") and any objections made by AIM with respect to the Report; (iv) reviewing any report prepared by a third party who is not an interested person of AIM, upon the conclusion by such third party of a compliance review of AIM; (v) reviewing all reports on compliance matters from the Funds' Chief Compliance Officer, (vi) reviewing all recommendations made by the Senior Officer regarding AIM's compliance procedures, (vii) reviewing all reports from the Senior Officer of any violations of state and federal securities laws, the Colorado Consumer Protection Act, or breaches of AIM's fiduciary duties to Fund shareholders and of AIM's Code of Ethics; (viii) overseeing all of the compliance policies and procedures of the Funds and their service providers adopted pursuant to Rule 38a-1 of the 1940 Act; (ix) from time to time, reviewing certain matters related to redemption fee waivers and recommending to the Board whether or not to approve such matters; (x) receiving and reviewing quarterly reports on the activities of AIM's Internal Compliance Controls Committee; (xi) reviewing all reports made by AIM's Chief Compliance Officer; (xii) reviewing and recommending to the independent trustees whether to approve procedures to investigate matters brought to the attention of AIM's ombudsman; (xiii) risk management oversight with respect to the Funds and, in connection therewith, receiving and overseeing risk management reports from INVESCO that are applicable to the Funds or their service providers; and (xiv) overseeing potential conflicts of interest that are reported to the Compliance Committee by AIM, the Chief Compliance Officer, the Senior Officer and/or the Compliance Consultant.

GOVERNANCE COMMITTEE

Each Governance Committee is comprised entirely of trustees who are not "interested persons" of the Funds as defined in Section 2(a)(19) of the 1940 Act. The current members of each Governance Committee are Messrs. Bob R. Baker, Bayley, Dowden (Chair), Jack M. Fields (Vice Chair) and Carl Frischling and Dr. Prema Mathai-Davis.

Each Governance Committee is responsible for: (i) nominating persons who will qualify as independent trustees for (a) election as trustees in connection with meetings of shareholders of the Funds that are called to vote on the election of trustees, (b) appointment by the Boards of trustees to fill vacancies that arise between meetings of shareholders; (ii) reviewing the size of the Boards, and recommending to the Boards whether the size of the Boards shall be increased or decreased; (iii) nominating the Chair of the Boards; (iv) monitoring the composition of the Boards and each committee of the Boards, and monitoring the qualifications of all trustees; (v)

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recommending persons to serve as members of each committee of the Boards (other than the Compliance Committees), as well as persons who shall serve as the chair and vice chair of each such committee; (vi) reviewing and recommending the amount of compensation payable to the independent trustees; (vii) overseeing the selection of independent legal counsel to the independent trustees; (viii) reviewing and approving the compensation paid to independent legal counsel to the independent trustees; (ix) reviewing and approving the compensation paid to counsel and other advisers, if any, to the Committees of the Boards; and (x) reviewing as they deem appropriate administrative and/or logistical matters pertaining to the operations of the Boards.

Each Governance Committee will consider nominees recommended by a shareholder to serve as trustees, provided: (i) that such person is a shareholder of record at the time he or she submits such names and is entitled to vote at the meeting of shareholders at which trustees will be elected; and (ii) that the Governance Committee or the Boards, as applicable, shall make the final determination of persons to be nominated. The Governance Committees will evaluate nominees recommended by a shareholder to serve as trustees in the same manner as they evaluate nominees identified by the Governance Committees.

In seeking out potential nominees and in nominating persons to serve as independent trustees of the Funds, the Governance Committees will not discriminate against any person based on his or her race, religion, national origin, gender, physical disability and other factors not relevant to the person's ability to serve as an independent trustee. Evaluation by the Governance Committees of a person as a potential nominee to serve as an independent trustee, including a person nominated by a shareholder, should result in the following findings by the Governance Committees: (i) that, if such nominee is elected or appointed, at least 75% of the trustees will be independent trustees; (ii) that the person is otherwise qualified under applicable laws and regulations to serve as a trustee of the Funds; (iii) that the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a trustee; (iv) with respect to potential nominees who will serve as members of the Audit Committees of the Funds, that the person meets the requirements set forth in the Funds' Audit

Committee charter for service on such Committees; (v) that the person can make a positive contribution to the Boards and the Funds, with consideration being given to the person's business experience, education and such other factors as the Governance Committees may consider relevant; (vi) that the person is of good character and high integrity; and (vii) that the person has desirable personality traits including independence, leadership and the ability to work with the other members of the Board.

Consistent with the 1940 Act, the Governance Committees can consider recommendations from management in its evaluation process.

Notice procedures set forth in each Trust's bylaws require that any shareholder of a Fund desiring to nominate a trustee for election at a shareholder meeting must submit to the applicable Trust's Secretary the nomination in writing not later than the close of business on the later of the 90th day prior to such shareholder meeting or the tenth day following the day on which public announcement is made of the shareholder meeting and not earlier than the close of business on the 120th day prior to the shareholder meeting. The notice must set forth: (i) as to each person whom the shareholder proposes to nominate for election or reelection as a trustee all information relating to such person that is required to be disclosed in solicitations of proxies for election of

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trustees in an election contest, or is otherwise required, in each case pursuant to Regulation 14A of the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a trustee if elected); and (ii) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made: (a) the name and address of such shareholder, as they appear on the Trust's books, and of such beneficial owner; and (b) the number of shares of each series portfolio of a Trust which are owned of record or beneficially by such shareholder and such beneficial owner.

A current copy of the Governance Committees' Charter is available at <http://www.aiminvestments.com>. Go to this site, access the About Us tab, and click on Governance Committees' Charter.

INVESTMENTS COMMITTEE

The current members of each Investments Committee are Messrs. Baker (Vice Chair), Bayley (Chair), Bunch, Crockett, Dowden, Fields, Martin L. Flanagan, Frischling, Pennock, Stickel, Philip A. Taylor, Drs. Mathai-Davis (Vice Chair) and Soll, and Miss Quigley (Vice Chair). Effective January 1, 2008, Dr. Soll will replace Miss Quigley as a Vice Chair of each Investments Committee.

Each Investments Committee's primary purpose is to: (i) assist the Boards in their oversight of the investment management services provided by AIM as well as any sub-advisers; and (ii) review all proposed and existing advisory and sub-advisory arrangements for the Funds, and to recommend what action the full Boards and the independent trustees take regarding the approval of all such proposed arrangements and the continuance of all such existing arrangements.

Each Investments Committee has established three Sub-Committees. Each Sub-Committee is responsible for: (i) reviewing the performance, fees and expenses of the Funds that have been assigned to a particular Sub-Committee (for each Sub-Committee, the "Designated Funds"), unless the Investments Committee takes such action directly; (ii) reviewing with the applicable portfolio managers from time to time the investment objective(s), policies, strategies and limitations of the Designated Funds; (iii) evaluating the investment advisory and sub-advisory arrangements in effect or proposed for the Designated Funds, unless the Investments Committees take such action directly; (iv) being familiar with the registration statements and periodic shareholder reports applicable to their Designated Funds; and (v) such other investment-related matters as the Investments Committees may delegate to the Sub-Committee from time to time.

SPECIAL MARKET TIMING LITIGATION COMMITTEE

The current members of each Special Market Timing Litigation Committee are Messrs. Bayley, Bunch (Chair), Crockett and Dowden (Vice Chair).

Each Special Market Timing Litigation Committee is responsible: (i) for receiving reports from time to time from management, counsel for management, counsel for the AIM Funds and special counsel for the independent trustees, as applicable, related to (a) the civil lawsuits, including purported class action and shareholder derivative suits, that have been filed

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against the AIM Funds concerning alleged excessive short term trading in shares of the AIM Funds ("market timing") and (b) the civil enforcement actions and investigations related to market timing activity in the AIM Funds that were settled with certain regulators, including without limitation the SEC, the New York Attorney General and the Colorado Attorney General, and for recommending to the independent trustees what actions, if any, should be taken by the AIM Funds in light of all such reports; (ii) for overseeing the investigation(s) on behalf of the independent trustees by special counsel for the independent trustees and the independent trustees' financial expert of market timing activity in the AIM Funds, and for recommending to the independent trustees what actions, if any, should be taken by the AIM Funds in light of the results of such investigation(s); (iii) for (a) reviewing the methodology developed by AIM's Independent Distribution Consultant (the "Distribution Consultant") for the monies ordered to be paid under the settlement order with the SEC, and making recommendations to the independent trustees as to the acceptability of such methodology and (b) recommending to the independent trustees whether to consent to any firm with which the Distribution Consultant is affiliated entering into any employment, consultant, attorney-client, auditing or other professional relationship with AIM, or any of its present or former affiliates, directors, officers, employees or agents acting in their capacity as such for the period of the Distribution Consultant's engagement and for a period of two years after the engagement; and (iv) for taking reasonable steps to ensure that any AIM Fund which the Special Market Timing Litigation Committee determines was harmed by improper market timing activity receives what the Special Market Timing Litigation Committees deem to be full restitution.

VALUATION COMMITTEE (IN PLACE PRIOR TO JANUARY 1, 2008)

The current members of each Valuation Committee are Messrs. Bunch, Pennock (Vice Chair), Soll and Taylor and Miss Quigley (Chair).

Each Valuation Committee is responsible for: (i) developing a sufficient knowledge of the valuation process and of AIM's Procedures for Valuing Securities (Pricing Procedures) (the "Pricing Procedures") in order to carry out their responsibilities; (ii) periodically reviewing information provided by AIM or other advisers regarding industry developments in connection with valuation and pricing, and making recommendations to the Boards with respect to the Pricing Procedures based upon such review; (iii) reviewing the reports described in the Pricing Procedures and other information from AIM regarding fair value determinations made pursuant to the Pricing Procedures by AIM's internal valuation committee, and reporting to and making recommendations to the Boards in connection with such reports; (iv) receiving the reports of AIM's internal valuation committee requesting approval of any changes to pricing vendors or pricing methodologies as required by the Pricing Procedures, receiving the annual report of AIM evaluating the pricing vendors, and approving changes to pricing vendors and pricing methodologies as provided in the Pricing Procedures and recommending the pricing vendors for approval by the Boards annually; (v) upon request of AIM, assisting AIM's internal valuation committee and/or the Boards in resolving particular fair valuation issues; (vi) receiving any reports of concerns by AIM's internal valuation committee regarding actual or potential conflicts of interest by investment personnel or others that could color their input or recommendations regarding pricing issues, and receiving information from AIM disclosing differences between valuation and pricing procedures used for the Funds and private funds, if any, advised by AIM

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for which AIM Fund administration has exclusive accounting responsibility, and the reasons for such differences; and (vii) in each of the foregoing areas, making regular reports to the Boards.

VALUATION, DISTRIBUTION AND PROXY OVERSIGHT COMMITTEE (EFFECTIVE JANUARY 1, 2008)

The Boards have appointed Messrs. Baker, Bunch, Fields, Frischling (Chair), Pennock (Vice Chair), and Taylor, and Drs. Mathai-Davis and Soll to be the members of the Valuation, Distribution and Proxy Oversight Committee, effective January 1, 2008.

The primary purposes of the Valuation, Distribution and Proxy Oversight Committee are: (a) to address issues requiring action or oversight by the Boards of the AIM Funds (i) in the valuation of the AIM Funds' portfolio securities consistent with the Pricing Procedures, (ii) in the oversight of creation and maintenance by the principal underwriter of the AIM Funds of an effective distribution and marketing system to build and maintain an adequate asset base and to create and maintain economies of scale for the AIM Funds, (iii) in the review of existing distribution arrangements for the AIM Funds under Rule 12b-1 and Section 15 of the 1940 Act, and (iv) in the oversight of proxy voting on portfolio securities of the Funds; and (b) to make regular reports to the full Boards of the AIM Funds.

The Valuation, Distribution and Proxy Oversight Committee is responsible for: (a) with regard to valuation, (i) developing an understanding of the valuation process and the Pricing Procedures, (ii) reviewing the Pricing Procedures and making recommendations to the full Boards with respect thereto, (iii) reviewing the reports described in the Pricing Procedures and other information from AIM regarding fair value determinations made pursuant to the Pricing Procedures by AIM's internal valuation committee and making reports and recommendations to the full Boards with respect thereto, (iv) receiving the reports of AIM's internal valuation committee requesting approval of any changes to pricing vendors or pricing methodologies as required by the Pricing Procedures and the annual report of AIM evaluating the pricing vendors, approving changes to pricing vendors and pricing methodologies as provided in the Pricing Procedures, and recommending annually the pricing vendors for approval by the full Boards; (v) upon request of AIM, assisting AIM's internal valuation committee or the full Boards in resolving particular fair valuation issues; (vi) reviewing the reports described in the Procedures for Determining the Liquidity of Securities (the "Liquidity Procedures") and other information from AIM regarding liquidity determinations made pursuant to the Liquidity Procedures by AIM and making reports and recommendations to the full Boards with respect thereto, and (vii) overseeing actual or potential conflicts of interest by investment personnel or others that could affect their input or recommendations regarding pricing or liquidity issues; (b) with regard to distribution, (i) developing an understanding of mutual fund distribution and marketing channels and legal, regulatory and market developments regarding distribution, (ii) reviewing periodic distribution and marketing determinations and annual approval of distribution arrangements and making reports and recommendations to the full Boards with respect thereto, and (iii) reviewing other information from the principal underwriter to the AIM Funds regarding distribution and marketing of the AIM Funds and making recommendations to the full Boards with respect thereto; and (c) with regard to proxy voting, (i) overseeing the implementation of the Proxy Voting Guidelines (the "Guidelines") and the Proxy Policies and Procedures (the "Proxy Procedures") by AIM and other advisers, reviewing the Quarterly Proxy Voting Report and making recommendations to the full Boards with respect thereto, (ii) reviewing the Guidelines

and the Proxy Procedures and information provided by AIM or other advisers regarding industry developments and best practices in connection with proxy voting and making recommendations to the full Boards with respect thereto, and (iii) in implementing its responsibilities in this area, assisting AIM in resolving particular proxy voting issues.

HOW OFTEN DID THE BOARDS AND THEIR COMMITTEES MEET?

The following table sets forth information regarding the number of meetings held by each Board and each committee of each Board for each Trust's most recently completed fiscal year. All of the current trustees then serving attended at least 75% of the meetings of each Board or applicable committee held during the most recent fiscal year.

<TABLE>
<CAPTION>

	BOARD	AUDIT COMMITTEE	COMPLIANCE COMMITTEE	GOVERNANCE COMMITTEE	INVESTMENTS COMMITTEE	SPECIAL MARKET TIMING LITIGATION COMMITTEE	VALUATION COMMITTEE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AIM CORE ALLOCATION PORTFOLIO SERIES(1)	9	6	7	8	6	1	5
AIM EQUITY FUNDS(2)	10	7	8	8	7	-0-	6
AIM FUNDS GROUP(3)	10	7	7	9	7	1	7
AIM GROWTH SERIES(3)	10	7	7	9	7	1	7
AIM INVESTMENT FUNDS(2)	10	7	8	8	7	-0-	6
AIM INVESTMENT SECURITIES FUNDS(4)	9	6	7	8	6	1	5
AIM TAX-EXEMPT FUNDS(5)	8	6	7	8	6	1	6
SHORT-TERM INVESTMENTS TRUST(1)	9	6	7	8	6	1	5

- </TABLE>
- (1) Information disclosed is for the fiscal year ended August 31, 2007.
 - (2) Information disclosed is for the fiscal year ended October 31, 2007.
 - (3) Information disclosed is for the fiscal year ended December 31, 2006.
 - (4) Information disclosed is for the fiscal year ended July 31, 2007.
 - (5) Information disclosed is for the fiscal year ended March 31, 2007.

The Funds normally do not hold annual shareholders' meetings; however, to the extent that the Funds do hold annual shareholder meetings, the trustees are

HOW DO SHAREHOLDERS COMMUNICATE WITH THE BOARDS?

Each Board provides a process for shareholders to send communications to the Board. If any shareholder wishes to communicate with a Board or with an individual trustee, such shareholder should send his, her or its communications to Ivy B. McLemore, Senior Vice President, Corporate Communications. Communications made to Mr. McLemore may be communicated by telephone, e-mail or regular mail to the following address: A I M Management Group Inc., 11 Greenway Plaza, Suite 100, Houston, TX 77046, (713) 214-1904, ivy.mclmore@aiminvestments.com. All shareholder communications received by Mr. McLemore shall be promptly forwarded to the Manager of Corporate Secretarial Services of A I M Management Group Inc. who shall then promptly forward such shareholder communications to the individual trustee of the Fund to whom they were addressed or to the full Board.

WHAT ARE TRUSTEES AND OFFICERS PAID FOR THEIR SERVICES?

Each trustee who is not affiliated with AIM is compensated for his or her services according to a fee schedule which recognizes the fact that such trustee also serves as a trustee of other AIM Funds. Each such trustee receives a fee, allocated among the AIM Funds for which he or she serves as a trustee, which consists of an annual retainer and meeting fees. The Chair of the Board and Chairs and Vice Chairs of certain committees receive additional compensation for their services in such capacities.

Information regarding compensation paid or accrued for each trustee of the Trusts who was not affiliated with AIM during the year ended December 31, 2006 is found in Exhibit B.

DO THE TRUSTEES HAVE A RETIREMENT PLAN?

The trustees have adopted a retirement plan for the trustees of the Trusts who are not affiliated with AIM. The trustees have also adopted a retirement policy that permits each non-AIM-affiliated trustee to serve until December 31 of the year in which the trustee turns 72. A majority of the trustees may extend from time to time the retirement date of a trustee.

Annual retirement benefits are available to each non-AIM-affiliated trustee of the Trusts and/or other AIM Funds (each, a "Covered Fund") who has at least five years of credited service as a trustee (including service to a predecessor fund) for a Covered Fund. Effective January 1, 2006, for retirements after December 31, 2005, the retirement benefits will equal 75% of the trustee's annual retainer paid or accrued by any Covered Fund during the twelve-month period prior to retirement, including the amount of any retainer deferred under a separate deferred compensation agreement between the Covered Fund and the trustee. The amount of the annual retirement benefit does not include additional compensation paid for Board meeting fees or compensation paid to the Chair of the Board and the Chairs and Vice Chairs of certain Board committees, whether such amounts are paid directly to the trustee or deferred. The annual retirement benefit is payable in quarterly installments for a number of years equal to the lesser of (i) sixteen years or (ii) the number of such trustee's credited years of service. If a trustee dies prior to receiving the full amount of retirement benefits, the remaining payments will be made to the deceased trustee's designated beneficiary for the same length of time that the trustee would

have received the payments, based on his or her service. A trustee must have attained the age of 65 (60 in the event of death or disability) to receive any retirement benefit. A trustee may make an irrevocable election to commence payment of retirement benefits upon retirement from the Board before age 72, subject to a reduction for early payment.

DO ANY TRUSTEES HAVE DEFERRED COMPENSATION AGREEMENTS?

Messrs. Crockett, Edward K. Dunn (a former trustee), Fields, Frischling, Louis S. Sklar (a former trustee) and Drs. Mathai-Davis and Soll (for purposes of this paragraph only, the "Deferring Trustees") have each executed a Deferred Compensation Agreement (collectively, the "Compensation Agreements"). Pursuant to the Compensation Agreements, the Deferring Trustees have the option to elect to defer receipt of up to 100% of their compensation payable by the Trusts, and such amounts are placed into a deferral account and deemed to be invested in one or more AIM Funds selected by the Deferring Trustees. Distributions from the Deferring Trustees' deferral accounts will be paid in cash, generally in equal quarterly installments over a period of up to ten (10) years (depending on the

Compensation Agreement) beginning on the date selected under the Compensation Agreement. If a Deferring Trustee dies prior to the distribution of amounts in his or her deferral account, the balance of the deferral account will be distributed to his or her designated beneficiary. The Compensation Agreements are not funded and, with respect to the payments of amounts held in the deferral accounts, the Deferring Trustees have the status of unsecured creditors of the Trusts and of each other AIM Fund from which they are deferring compensation.

WHO ARE THE TRUSTS' INDEPENDENT PUBLIC ACCOUNTANTS?

The Audit Committees of the Boards of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds, AIM Tax-Exempt and Short-Term Investments Trust have appointed PricewaterhouseCoopers LLP ("PwC") as each such Trust's independent public accountants for the fiscal years ending August 31, 2008, October 31, 2008, December 31, 2007, December 31, 2007, October 31, 2008, July 31, 2008, March 31, 2008 and August 31, 2008, respectively.

Representatives of PwC are expected to be available at the Special Meetings and to have the opportunity to make a statement and respond to appropriate questions from the shareholders.

The Audit Committees of the Boards of the Trusts have considered whether the provision of the services below is compatible with maintaining the independence of PwC.

WHAT DID PWC BILL THE TRUSTS?

PwC billed each Trust aggregate fees for services rendered to the Trusts for the last two fiscal years as follows:

<TABLE>
<CAPTION>

	FEES BILLED FOR SERVICES RENDERED FOR FISCAL YEAR 2007						FEES BILLED FOR SERVICES RENDERED FOR FISCAL YEAR 2006	
	TO AIM CORE ALLOCATION PORTFOLIO SERIES	TO AIM EQUITY FUNDS	TO AIM INVESTMENT FUNDS	TO AIM INVESTMENT SECURITIES FUNDS	TO AIM TAX-EXEMPT FUNDS	TO SHORT-TERM INVESTMENTS TRUST	TO AIM FUNDS GROUP	TO AIM GROWTH SERIES
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Audit Fees	\$77,874	\$225,022	\$347,451	\$361,225	\$92,585	\$128,555	\$251,827	\$295,465
Audit-Related Fees(1)	0	20,222	0	0	0	0	0	0
Tax Fees(2)	16,719	55,143	77,633	72,532	15,524	21,295	66,529	89,252
All Other Fees	0	0	0	0	0	0	0	0
Aggregate Non-Audit Fees	16,719	75,365	77,633	72,532	15,524	21,295	66,529	89,252
Total Fees	\$94,593	\$300,387	\$425,084	\$433,757	\$108,109	\$149,850	\$318,356	\$384,717

</TABLE>

<TABLE>
<CAPTION>

	FEES BILLED FOR SERVICES RENDERED FOR FISCAL YEAR 2006						FEES BILLED FOR SERVICES RENDERED FOR FISCAL YEAR 2005	
	TO AIM CORE ALLOCATION PORTFOLIO SERIES	TO AIM EQUITY FUNDS	TO AIM INVESTMENT FUNDS	TO AIM INVESTMENT SECURITIES FUNDS	TO AIM TAX-EXEMPT FUNDS	TO SHORT-TERM INVESTMENTS TRUST	TO AIM FUNDS GROUP	TO AIM GROWTH SERIES
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Audit Fees	\$82,840	\$234,833	\$345,827	\$352,522	\$84,103	\$126,365	\$298,561	\$292,016
Audit-Related Fees(1)	0	0	0	0	0	0	19,250	0
Tax Fees(2)	18,530	77,560	69,828	66,292	14,460	22,913	76,216	82,307
All Other Fees	0	0	0	0	0	0	0	0

Aggregate Non-Audit Fees	18,530	77,560	69,828	66,292	14,460	22,913	95,466	82,307
Total Fees	\$101,370	\$312,393	\$415,655	\$418,814	\$98,563	\$149,278	\$394,027	\$374,323

</TABLE>

- (1) Audit-Related Fees for fiscal year 2007 for AIM Equity Funds and for fiscal year 2005 for AIM Funds Group include fees billed for performing agreed upon procedures related to reorganization transactions.
- (2) Tax Fees for fiscal year 2007 for Short-Term Investments Trust and for fiscal year 2006 for AIM Growth Series, AIM Investment Funds and AIM Tax-Exempt Funds include fees billed for reviewing tax returns. All other Tax Fees include fees billed for reviewing tax returns and consultation services.

For the provision of non-audit services to each Trust, the pre-approval requirement is waived pursuant to a de minimis exception if (i) such services were not recognized as non-audit services by the Trust at the time of engagement, (ii) the aggregate amount of all such services provided is no more than 5% of the aggregate audit and non-audit fees paid by the Trust to PwC during a fiscal year, and (iii) such services are promptly brought to the attention of the Trust's Audit Committee and approved by the Audit Committee prior to the completion of the audit. None of the Audit-Related Fees or Tax Fees billed by PwC to the Trusts were provided pursuant to a waiver of the pre-approval requirement.

WHAT DID PWC BILL AIM AND AIM AFFILIATES?

PwC did not bill any fees for non-audit services to AIM or any entity controlling, controlled by or under common control with AIM that provides ongoing services to the Funds for the last two fiscal years ended (i) March 31, 2007 and March 31, 2006 for AIM Tax-Exempt Funds, (ii) July 31, 2007 and July 31, 2006 for AIM Investment Securities Funds, (iii) August 31, 2007 and August 31, 2006 for AIM Core Allocation Portfolio Series and Short-Term Investments Trust, (iv) October 31, 2007 and October 31, 2006

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for AIM Equity Funds and AIM Investment Funds, and (v) December 31, 2006 and December 31, 2005 for AIM Funds Group and AIM Growth Series.

The Audit Committee's Pre-Approval of Audit and Non-Audit Services Policies and Procedures are set forth in Appendix I.

PROPOSAL 2
APPROVAL OF A NEW SUB-ADVISORY AGREEMENT

WHICH FUNDS' SHAREHOLDERS WILL VOTE ON PROPOSAL 2?

Proposal 2 applies to the shareholders of all Funds.

WHAT AM I BEING ASKED TO APPROVE?

The Boards recommend that you approve for your Fund a new investment sub-advisory agreement (the proposed sub-advisory agreement) between AIM and each of AIM Funds Management Inc.; INVESCO Asset Management Deutschland, GmbH; INVESCO Asset Management Ltd.; INVESCO Asset Management (Japan) Limited; INVESCO Australia Limited; INVESCO Global Asset Management (N.A.), Inc.; INVESCO Hong Kong Limited; INVESCO Institutional (N.A.), Inc.; and INVESCO Senior Secured Management, Inc. (collectively, the "Affiliated Sub-Advisers").

The form of the proposed sub-advisory agreement for each Trust other than AIM Core Allocation Portfolio Series ("ACAPS") is set forth in Appendix II. The form of the proposed sub-advisory agreement for ACAPS is set forth in Appendix III. The only difference between the form of proposed sub-advisory agreement for ACAPS and that for the other Trusts is with respect to the proposed sub-advisory fees, as further discussed below. Each Fund's advisory agreement with AIM expressly permits AIM to delegate any or all of its rights, duties or obligations under the advisory agreement to one or more sub-advisers and also expressly permits AIM to replace sub-advisers from time to time in its discretion, in accordance with applicable law.

HOW WILL THE PROPOSED SUB-ADVISORY AGREEMENT BENEFIT MY FUND?

The Affiliated Sub-Advisers, which have offices and personnel that are located in financial centers around the world, have been formed in part for the purpose of researching and compiling information and making recommendations (i) on the markets and economies of various countries and securities of companies located in such countries and/or (ii) on various types of investments and investment techniques, and providing investment advisory services. AIM and the Boards believe that the proposed sub-advisory agreement will benefit the Funds

and their shareholders by permitting AIM to utilize the additional resources and talent of the Affiliated Sub-Advisers in managing the Funds.

Because AIM will pay all of the sub-advisory fees of the Affiliated Sub Advisers, the proposed sub-advisory agreement will not affect the fees the Funds pay to AIM pursuant to their advisory agreements.

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The proposed sub-advisory agreement would allow AIM and the Funds to receive investment advice and research services from the Affiliated Sub-Advisers and would also permit AIM to grant one or more of the Affiliated Sub-Advisers investment management authority for a particular Fund if AIM believes doing so would benefit the Fund and its shareholders. The sub-advisory fees payable under the proposed sub-advisory agreements will have no direct effect on the Funds or their shareholders, as they are paid by AIM to the Affiliated Sub-Advisers.

AIM and the Boards believe that the proposed sub-advisory agreement, if approved by shareholders, will provide AIM with increased flexibility in assigning portfolio managers to the Funds and will give the Funds access to portfolio managers and investment personnel located in other offices, including those outside the United States, who may have more specialized expertise on local companies, markets and economies or on various types of investments and investment techniques. Additionally, AIM and the Boards believe that the Funds and their shareholders may benefit from giving the Affiliated Sub-Advisers the ability to execute portfolio transactions for the Funds from offices located outside the United States. This ability should enable the Funds to participate more fully in trading sessions of foreign exchanges and to react more quickly to changing market conditions around the world.

Each Fund's current portfolio managers are disclosed in the Fund's prospectus. Any changes to a Fund's portfolio managers also will be disclosed in the Fund's prospectus.

WHO ARE THE PROPOSED SUB-ADVISERS?

AIM Funds Management Inc. ("AFM") is a company incorporated in the province of Ontario and has its principal office at 5140 Yonge Street, Suite 900, Toronto, Ontario, Canada M2N 6X7. AFM has been an investment adviser since 1994.

INVESCO Asset Management Deutschland, GmbH ("INVESCO Deutschland") is a German corporation with limited liability and has its principal office at Bleichstrasse 60-62, Frankfurt, Germany 60313. INVESCO Deutschland has been an investment adviser since 1998.

INVESCO Asset Management Ltd. ("IAML") is a United Kingdom corporation and has its principal office at 30 Finsbury Square, London, EC2A 1AG, United Kingdom. IAML has been an investment adviser since 2001.

INVESCO Asset Management (Japan) Limited ("INVESCO Japan") is a Japanese corporation and has its principal office at 25th Floor, Shiroyama Trust Tower, 3-1, Toranomon 4-chome, Minato-ku, Tokyo 105-6025, Japan. INVESCO Japan has been an investment adviser since 1996.

INVESCO Australia Limited ("INVESCO Australia") is an Australian public limited company and has its principal office at 333 Collins Street, Level 26, Melbourne Vic 3000, Australia. INVESCO Australia has been an investment adviser since 1983.

INVESCO Global Asset Management (N.A.), Inc. ("IGAM") is a company incorporated in the state of Delaware and has its principal office at 1360 Peachtree Street, Suite 100, Atlanta, Georgia 30309. IGAM has been an investment adviser since 1997.

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INVESCO Hong Kong Limited ("INVESCO Hong Kong") is a Hong Kong corporation and has its principal office at 32nd Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong. INVESCO Hong Kong has been an investment adviser since 1994.

INVESCO Institutional (N.A.), Inc. ("IINA") is a company incorporated in the state of Delaware and has its principal office at One Midtown Plaza, 1360 Peachtree Street, N.E., Atlanta, Georgia 30309. IINA has been an investment adviser since 1988.

INVESCO Senior Secured Management, Inc. ("ISSM") is a company incorporated in the state of Delaware and has its principal office at 1166 Avenue of the Americas, New York, New York 10036. ISSM has been as an investment adviser since 1992.

Each of the Affiliated Sub-Advisers other than INVESCO Australia currently is registered with the SEC as an investment adviser. As required by the terms of the proposed sub-advisory agreement, INVESCO Australia will be so registered prior to providing any services to any of the Funds under the proposed sub-advisory agreement.

Each of the Affiliated Sub-Advisers is an indirect wholly owned subsidiary of INVESCO and an affiliate of AIM, the Funds' investment adviser. AIM is an indirect wholly owned subsidiary of INVESCO. INVESCO is a Bermuda company and has its principal office at 1360 Peachtree Street NE, Atlanta, Georgia 30309. INVESCO and its subsidiaries comprise one of the world's largest independent investment management organizations, with approximately \$521.1 billion in assets under management as of October 31, 2007.

A list of the names, addresses and principal occupations of the principal executive officer and directors of each Affiliated Sub-Adviser is in Exhibit C.

WHICH TRUSTEES AND OFFICERS OF THE TRUSTS HAVE AN EQUITY INTEREST IN INVESCO OR ARE OFFICERS AND/OR DIRECTORS OF THE AFFILIATED SUB-ADVISERS?

The following table lists the current trustees and executive officers of the Trusts who own shares of INVESCO and/or options to purchase shares of INVESCO. The table also lists those current trustees and executive officers of the Trusts who are also officers and/or directors of an Affiliated Sub-Adviser.

Name and Position(s) Held with the Trusts	Position Held With Affiliated Sub-Adviser(s)
<S>	<C>
Martin L. Flanagan Trustee	None
Philip A. Taylor Trustee, President and Principal Executive Officer of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds and AIM Tax-Exempt Funds; Trustee and Executive Vice President of Short-Term Investments Trust	Director and officer of AFM

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Name and Position(s) Held with the Trusts	Position Held With Affiliated Sub-Adviser(s)
<S>	<C>
Karen Dunn Kelley President and Principal Executive Officer of AIM Treasurer's Series Trust; Vice President of AIM Core Allocation Portfolio Series, AIM Equity Funds, AIM Funds Group, AIM Growth Series, AIM Investment Funds, AIM Investment Securities Funds and AIM Tax-Exempt Funds	None
Sidney M. Dilgren Vice President, Treasurer and Principal Financial Officer	None
John M. Zerr Senior Vice President, Chief Legal Officer and Secretary	None
Lisa O. Brinkley Vice President	None
Kevin M. Carome Vice President	None
Todd L. Spillane Chief Compliance Officer	Chief Compliance Officer of IGAM, IINA and ISSM
Lance A. Rejsek Anti-Money Laundering Compliance Officer	None

WHO IS YOUR FUND'S CURRENT SUB-ADVISER?

Certain of the Funds have an existing sub-advisory agreement in place between AIM and one of the Affiliated Sub-Advisers (the existing sub-advisory agreements) as follows:

<TABLE>

<CAPTION> Name of Fund -----	Affiliated Sub-Adviser -----
<S>	<C>
AIM China Fund	INVESCO Hong Kong Limited
AIM Global Real Estate Fund	INVESCO Institutional (N.A.), Inc.
AIM LIBOR Alpha Fund	INVESCO Institutional (N.A.), Inc.
AIM International Total Return Fund	INVESCO Asset Management Limited
AIM Japan Fund	INVESCO Asset Management (Japan) Limited
AIM Real Estate Fund	INVESCO Institutional (N.A.), Inc.
AIM Trimark Endeavor Fund	AIM Funds Management Inc.
AIM Trimark Fund	AIM Funds Management Inc.
AIM Trimark Small Companies Fund	AIM Funds Management Inc.
Series C	INVESCO Institutional (N.A.), Inc.
Series M	INVESCO Institutional (N.A.), Inc.

If Proposal 2 is approved by shareholders of each of the above Funds, AIM will terminate the existing sub-advisory agreement for each such Fund and the proposed sub-advisory agreement will replace each existing sub-advisory agreement. If Proposal 2 is not approved by

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shareholders of one or more of the above Funds, the existing sub-advisory agreement will continue in effect for each Fund that does not approve Proposal 2.

Exhibit D indicates the dates on which the applicable Affiliated Sub-Adviser became the sub-adviser to each of the above Funds. Exhibit D also indicates the dates on which and the purposes for which shareholders last voted on the existing sub-advisory agreements for the above Funds. The Boards, including a majority of the independent trustees, last approved the continuance of the existing sub-advisory agreements for the above Funds on June 27, 2007.

WHAT ARE THE TERMS OF THE PROPOSED SUB-ADVISORY AGREEMENT?

The primary terms of the proposed sub-advisory agreement are as follows:

- The proposed sub-advisory agreement provides that AIM may, in its discretion, appoint each Affiliated Sub-Adviser to provide one or more of the following services: (i) investment advice to one or more of the Funds for all or a portion of its investments; (ii) placing orders for the purchase and sale of portfolio securities or other investments for one or more of the Funds; or (iii) discretionary investment management of all or a portion of the investments of one or more of the Funds. The proposed sub-advisory agreement provides that the services and the portion of the investments of each Fund to be advised or managed by each Affiliated Sub-Adviser shall be as agreed from time to time by AIM and the Affiliated Sub-Advisers. With respect to the portion of the investments of a Fund under its management, each Affiliated Sub-Adviser is authorized to: (i) make investment decisions on behalf of the Fund with regard to any stock, bond, other security or investment instrument, including but not limited to foreign currencies, futures, options and other derivatives, and with regard to borrowing money; (ii) place orders for the purchase and sale of securities or other investment instruments with such brokers and dealers as the Affiliated Sub-Adviser may select; and (iii) upon the request of AIM, provide additional investment management services to the Fund, including but not limited to managing the Fund's cash and cash equivalents and lending securities on behalf of the Fund.
- Each Affiliated Sub-Adviser will agree under the proposed sub-advisory agreement, that, in placing orders with brokers and dealers, it will attempt to obtain the best net result in terms of price and execution. Consistent with this obligation, each Affiliated Sub-Adviser may, in its discretion, purchase and sell portfolio securities from and to brokers and dealers who sell shares of the Funds or provide the Funds, AIM's other clients, or an Affiliated Sub-Adviser's other clients with research, analysis, advice and similar services. Each Affiliated Sub-Adviser may pay to brokers and dealers, in return for such research and analysis, a higher commission or spread than may be charged by other brokers and dealers, subject to such Affiliated Sub-Adviser determining in good faith that such commission or spread is reasonable in terms either of the particular transaction or of the overall responsibility of AIM and such Affiliated Sub-Adviser to the Funds and their other clients and that the total commissions or spreads paid by each Fund will be reasonable in relation to the benefits to the Fund over the long term.

- The proposed sub-advisory agreement requires that whenever an Affiliated Sub-Adviser simultaneously places orders to purchase or sell the same security on behalf of a Fund and one or more other accounts advised by such Affiliated Sub-Adviser, such orders will be allocated as to price and amount among all such accounts in a manner believed to be equitable to each account.
- The proposed sub-advisory agreement permits each Affiliated Sub-Adviser to perform any of all of the services contemplated by the proposed sub-advisory agreement, including but not limited to providing investment advice to the Funds and placing orders for the purchase and sale of portfolio securities for the Funds, directly or through such of its subsidiaries or other affiliates, including each of the other Affiliated Sub-Advisers, as such Affiliated Sub-Adviser determines.
- The proposed sub-advisory agreement requires that, in all matters relating to its performance, each Affiliated Sub-Adviser act in conformity with the Agreements and Declarations of Trust, By-Laws and Registration Statements of the Trusts and with the instructions and directions of AIM and the Boards and that each Affiliated Sub-Adviser comply with the requirements of the 1940 Act, the rules, regulations, exemptive orders and no-action positions thereunder, and all other applicable laws and regulations.
- The proposed sub-advisory agreement provides that, to the extent an Affiliated Sub-Adviser provides only investment advice or trading services to AIM and the Funds, it will do so for no compensation from either AIM or the Funds.
- For each Trust other than ACAPS: The proposed sub-advisory agreement for each Trust other than ACAPS provides that, to the extent an Affiliated Sub-Adviser manages a portion of a Fund's investments, the fee that AIM will pay such Affiliated Sub-Adviser, computed daily and paid monthly, will equal (i) 40% of the monthly compensation that AIM receives from the applicable Trust pursuant to its advisory agreement with such Trust, multiplied by (ii) a fraction equal to the net assets of such Fund as to which the Affiliated Sub-Adviser shall have provided discretionary investment management services for that month divided by the net assets of such Fund for that month. In no event shall the aggregate monthly fees paid to the Affiliated Sub-Advisers under the proposed sub-advisory agreement for each Trust other than ACAPS exceed 40% of the monthly compensation AIM receives from the applicable Trust pursuant to its advisory agreement with the Trust, as reduced to reflect contractual or voluntary fee waivers or expense limitations by AIM, if any. The proposed sub-advisory agreement for each Trust other than ACAPS further provides that if, for any fiscal year of a Trust, the amount of the advisory fee that a Fund would otherwise be obligated to pay to AIM is reduced because of contractual or voluntary fee waivers or expense limitations by AIM, the fee payable to each Affiliated Sub-Adviser will be reduced proportionately; and to the extent that AIM reimburses a Fund as a result of such expense limitations, such Affiliated Sub-Adviser will reimburse AIM for such reimbursement payments in the same proportion that the fee payable to such Affiliated Sub-Adviser bears to the advisory fee.
- For ACAPS: The proposed sub-advisory agreement for ACAPS provides that, to the extent an Affiliated Sub-Adviser manages a portion of a Fund's investments, the fee

that AIM will pay such Affiliated Sub-Adviser, computed daily and paid monthly, will equal (i) the annual rate of 0.11% of the average daily net asset value of each Fund, multiplied by (ii) a fraction equal to the net assets of such Fund as to which the Affiliated Sub-Adviser shall have provided discretionary investment management services for that month divided by the net assets of such Fund for that month. In no event shall the aggregate annual fees paid to the Affiliated Sub-Advisers under the proposed sub-advisory agreement for ACAPS exceed the annual rate of 0.11% of the daily net asset value of each Fund.

- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser to maintain all books and records of the securities transactions of the Funds in compliance with the requirements of the federal securities laws and to furnish the Boards and AIM with

periodic and special reports as the Boards or AIM reasonably may request.

- The proposed sub-advisory agreement requires each Sub-Adviser to maintain compliance procedures for the Funds that it and AIM reasonably believe are adequate to ensure compliance with the federal securities laws and the investment objective(s) and policies as stated in the Funds' prospectuses and statements of additional information.
- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser at its expense to make available to the Boards and AIM at reasonable times its portfolio managers and other appropriate investment personnel, either in person or, at the mutual convenience of AIM and the Affiliated Sub-Adviser, by telephone, in order to review the investment policies, performance and other investment related information regarding the Funds and to consult with the Boards and AIM regarding the Funds' investment affairs, including economic, statistical and investment matters related to the Affiliated Sub-Adviser's duties, and to provide periodic reports to AIM relating to the investment strategies it employs.
- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser to assist in the fair valuation of portfolio securities held by the Funds.
- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser, upon AIM's request, to review draft reports to shareholders and other documents and provide comments on a timely basis.
- The proposed sub-advisory agreement includes an express representation and warranty by each Affiliated Sub-Adviser that it has adopted a code of ethics meeting the requirements of applicable law.
- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser, unless otherwise directed by AIM or the Boards, to vote all proxies received in accordance with AIM's proxy voting policy or, if the Affiliated Sub-Adviser has a proxy voting policy approved by the Boards, such Affiliated Sub-Adviser's proxy voting policy.
- The proposed sub-advisory agreement requires each Affiliated Sub-Adviser to provide the Funds' custodian on each business day with information relating to all transactions concerning the assets of the Funds.

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- The proposed sub-advisory agreement provides that AIM and each Affiliated Sub-Adviser have signed one sub-advisory agreement for administrative convenience to avoid a multiplicity of documents, but that it is understood and agreed that the proposed sub-advisory agreement shall constitute a separate sub-advisory agreement between AIM and each Sub-Adviser with respect to each Fund.

The proposed sub-advisory agreement will continue from year to year for your Fund only if continuance is specifically approved at least annually by (i) your Board or the vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of your Fund, and (ii) the vote of a majority of independent trustees cast at a meeting called for that purpose. The proposed sub-advisory agreement is terminable for any Fund or any Affiliated Sub-Adviser: (i) by vote of the applicable Board or by a vote of a majority of the outstanding voting securities of such Fund(s) on sixty days' written notice to such Affiliated Sub-Adviser(s); or (ii) by AIM on sixty days' written notice to such Affiliated Sub-Adviser(s); or (iii) by an Affiliated Sub-Adviser on sixty days' written notice to the applicable Trust. Should the proposed sub-advisory agreement be terminated for an Affiliated Sub-Adviser, AIM will assume the duties and responsibilities of such Affiliated Sub-Adviser unless and until AIM appoints another Affiliated Sub-Adviser to perform such duties and responsibilities. In addition, the proposed sub-advisory agreement will terminate automatically if assigned.

HOW DO THE TERMS OF THE EXISTING SUB-ADVISORY AGREEMENTS DIFFER FROM THOSE OF THE PROPOSED SUB-ADVISORY AGREEMENT?

Certain of the Funds have existing sub-advisory agreements in place between AIM and one of the Affiliated Sub-Advisers as described in "Who Is Your Fund's Current Sub-Adviser?" Although certain terms and provisions in the proposed sub-advisory agreement and the existing sub-advisory agreements are described slightly differently, there are few substantive differences between them. The primary differences between the existing sub-advisory agreements and the proposed sub-advisory agreement are as follows:

- For each Trust other than ACAPS: The proposed sub-advisory agreement replaces the applicable single Affiliated Sub-Adviser for your Fund with the full slate of nine Affiliated Sub-Advisers as the sub-advisers for your Fund. In addition, the compensation payable to the applicable Affiliated Sub-Advisers under the existing sub-advisory agreements is 40% of the compensation paid by the applicable Trust to AIM pursuant to its advisory agreement with the Trust, while the proposed advisory agreement divides this same 40% rate among those Affiliated Sub-Advisers who provided discretionary investment management services to the applicable Fund during a particular month.
- For ACAPS: The proposed sub-advisory agreement for ACAPS replaces the applicable single Affiliated Sub-Adviser for your Fund with the full slate of nine Affiliated Sub-Advisers as the sub-advisers for your Fund. In addition, the compensation payable to the applicable Affiliated Sub-Advisers under the existing sub-advisory agreements for ACAPS is 0.11% of the average daily net asset value of each Fund, while the proposed advisory agreement for ACAPS divides this same 0.11% rate among those

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Affiliated Sub-Advisers who provided discretionary investment management services to the applicable Fund during a particular month.

- The proposed sub-advisory agreement provides that AIM may, in its discretion, appoint each Affiliated Sub-Adviser to provide one or more of the following services: (i) investment advice to one or more of the Funds for all or a portion of its investments; (ii) placing orders for the purchase and sale of portfolio securities or other investments for one or more of the Funds; or (iii) discretionary investment management of all or a portion of the investments of one or more of the Funds. The proposed sub-advisory agreement provides that the services and the portion of the investments of each Fund to be advised or managed by each Affiliated Sub-Adviser shall be as agreed from time to time by AIM and the Affiliated Sub-Advisers. The existing sub-advisory agreements provide that the applicable Affiliated Sub-Advisers will provide a continuous investment program to all or a portion of the investments of the applicable Fund. Therefore, while both the existing sub-advisory agreements and the proposed sub-advisory agreement permit AIM to retain the right to manage all or some of the Funds' investments, the proposed sub-advisory agreement will also permit AIM to appoint multiple Affiliated Sub-Advisers to manage different portions of each Fund's investments and to change such appointments from time to time at AIM's discretion. The proposed sub-advisory agreement also makes it clear that AIM and the Funds may obtain from time to time from each Affiliated Sub-Adviser investment advice, including factual information, research reports and investment recommendations, and trading services.
- The proposed sub-advisory agreement revises the compensation section to clarify that the only fees payable to the Affiliated Sub-Advisers thereunder are for providing discretionary investment management services to the Funds.
- The proposed sub-advisory agreement adds express requirements of the Affiliated Sub-Advisers regarding access to portfolio managers, fair valuation, document review, codes of ethics and proxy voting (as discussed in more detail above under the heading "What Are the Terms of the Proposed Sub-Advisory Agreement?")
- The proposed sub-advisory agreement permits each Affiliated Sub-Adviser to perform any of all of the services contemplated by the proposed sub-advisory agreement, including but not limited to providing investment advice to the Funds and placing orders for the purchase and sale of portfolio securities or other investments for the Funds, directly or through such of its subsidiaries or other affiliates, including each of the other Affiliated Sub-Advisers, as such Affiliated Sub-Adviser determines.

WHAT FEES ARE CHARGED BY THE PROPOSED SUB-ADVISERS FOR SIMILAR FUNDS THEY ADVISE?

The sub-advisory fees paid to IINA for serving as sub-adviser to other mutual funds with similar investment objectives as AIM Global Real Estate Fund and AIM Real Estate Fund are set forth in Exhibit E. The other Affiliated Sub-Advisers do not serve as adviser or sub-adviser to any mutual funds with similar investment objectives as any other Funds.

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WHAT FACTORS DID THE TRUSTEES CONSIDER IN APPROVING THE PROPOSED SUB-ADVISORY AGREEMENT?

At in-person meetings held on December 12-13, 2007, the Boards, including a majority of the independent trustees, voting separately, approved the proposed sub-advisory agreement for each Fund, effective on or about May 1, 2008. In so doing, the Boards determined that the proposed sub-advisory agreement is in the best interests of each Fund and its shareholders and that the compensation to the Affiliated Sub-Advisers under the proposed sub-advisory agreement is fair and reasonable.

The independent trustees met separately during their evaluation of the proposed sub-advisory agreement with independent legal counsel from whom they received independent legal advice, and the independent trustees also received assistance during their deliberations from the independent Senior Officer, a full-time officer of the AIM Funds who reports directly to the independent trustees. The proposed sub-advisory agreement was considered separately for each Fund, although the Boards also considered the common interests of all of the AIM Funds in their deliberations. The Boards comprehensively considered all of the information provided to them and did not identify any particular factor that was controlling. Furthermore, each trustee may have evaluated the information provided differently from one another and attributed different weight to the various factors.

Set forth below is a discussion of the material factors and related conclusions that formed the basis for the Boards' approval of the proposed sub-advisory agreement for each Fund. The Boards reached their conclusions after careful discussion and analysis. The Boards believe that they have carefully and thoroughly examined the pertinent issues and alternatives. In recommending that you approve the proposed sub-advisory agreement, the Boards and the independent trustees have considered what they believe to be in your best interests.

A. Nature, Extent and Quality of Services to be Provided by the Affiliated Sub-Advisers

All Funds: The Boards reviewed the services to be provided by the Affiliated Sub-Advisers under the proposed sub-advisory agreement and the credentials and experience of the officers and employees of the Affiliated Sub-Advisers who will provide these services. The Boards concluded that the nature, extent and quality of the services to be provided by the Affiliated Sub-Advisers were appropriate. The Boards noted that the Affiliated Sub-Advisers, which have offices and personnel that are geographically dispersed in financial centers around the world, have been formed in part for the purpose of researching and compiling information and making recommendations on the markets and economies of various countries and securities of companies located in such countries or on various types of investments and investment techniques, and providing investment advisory services. The Boards concluded that the proposed sub-advisory agreement will benefit the Funds and their shareholders by permitting AIM to utilize the additional resources and talent of the Affiliated Sub-Advisers in managing the Funds.

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B. Fund Performance

All Funds Other Than AIM China Fund, AIM Global Real Estate Fund, AIM LIBOR Alpha Fund, AIM International Total Return Fund, AIM Japan Fund, AIM Real Estate Fund, AIM Trimark Endeavor Fund, AIM Trimark Fund, AIM Trimark Small Companies Fund, Series C and Series M (for which an Affiliated Sub-Adviser currently serves as sub-adviser): The Board did not view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for each Fund, as no Affiliated Sub-Adviser currently serves as sub-adviser to each Fund.

AIM China Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund has not been in operation for a full calendar year. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance.

AIM Global Real Estate Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund recently began operations and that only one calendar year of comparative performance data was available. The Board compared the Fund's performance during the past calendar year to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lipper Real

Estate Funds Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was above the median performance of its peers for the one year period. The Board noted that the Fund's performance was above the performance of the Index for the one year period. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

AIM LIBOR Alpha Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund has not been in operation for a full calendar year. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance.

AIM International Total Return Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund has not been in operation for a full calendar year. The Board also considered the steps AIM has taken over the last several years to improve the quality and

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efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance.

AIM Japan Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund has not been in operation for a full calendar year. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance

AIM Real Estate Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board compared the Fund's performance during the past one, three and five calendar years to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lipper Real Estate Funds Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was comparable to the median performance of its peers for the one, three and five year periods. The Board noted that the Fund's performance was above the performance of the Index for the one, three and five year periods. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

AIM Trimark Endeavor Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board compared the Fund's performance during the past one and three calendar years to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lipper Mid-Cap Core Funds Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was above the median performance of its peers for the one and three year periods. The Board noted that the Fund's performance was above the performance of the Index for the one and three year periods. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

AIM Trimark Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board compared the Fund's performance during the past one and three calendar years to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lipper Global Multi-Cap Core Funds Index. The Board also reviewed the

methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was comparable to the median performance of its peers for the one year period, and below such performance for the three year period. The Board noted that the Fund's performance was above the performance of the Index for the one year period, and comparable to such Index for the three year period. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

AIM Trimark Small Companies Fund: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board compared the Fund's performance during the past one and three calendar years to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lipper Small-Cap Core Funds Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was comparable to the median performance of its peers for the one year period, and above such performance for the three year period. The Board noted that the Fund's performance was comparable to the performance of the Index for the one year period, and above such Index for the three year period. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

Series C: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund recently began operations and that only one calendar year of comparative performance data was available. The Board compared the Fund's performance during the past calendar year to the performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lehman US Credit Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was comparable to the median performance of its peers for the one year period. The Board noted that the Fund's performance was comparable to the performance of the Index for the one year period. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

Series M: The Board did view Fund performance as a relevant factor in considering whether to approve the proposed sub-advisory agreement for the Fund, as one of the Affiliated Sub-Advisers currently serves as the sub-adviser to the Fund. The Board noted that the Fund recently began operations and that only one calendar year of comparative performance data was available. The Board compared the Fund's performance during the past calendar year to the

performance of funds in the Fund's Lipper peer group that are not managed by AIM, and against the performance of all funds in the Lehman Mortgage Index. The Board also reviewed the methodology used by Lipper to identify the Fund's peers. The Board noted that the Fund's performance was below the median performance of its peers for the one year period. The Board noted that the Fund's performance was below the performance of the Index for the one year period. The Board also considered the steps AIM has taken over the last several years to improve the quality and efficiency of the services that AIM provides to the AIM Funds. The Board concluded that AIM continues to be responsive to the Board's focus on fund performance. The Board also reviewed more recent Fund performance and this review did not change their conclusions.

C. Sub-Advisory Fees

All Funds: The Boards considered the services to be provided by the Affiliated Sub-Advisers pursuant to the proposed sub-advisory agreement and the services to be provided by AIM pursuant to each Fund's advisory agreement, as well as the allocation of fees between AIM and the Affiliated Sub-Advisers pursuant to the proposed sub-advisory agreement. The Boards noted that the sub-advisory fees have no direct effect on the Funds or their shareholders, as

they are paid by AIM to the Affiliated Sub-Advisers, and that AIM and the Affiliated Sub-Advisers are affiliates. After taking account of each Fund's contractual sub-advisory fee rate, as well as other relevant factors, the Boards concluded that each Fund's sub-advisory fees were fair and reasonable.

D. Financial Resources of the Affiliated Sub-Advisers

All Funds: The Boards considered whether each Affiliated Sub-Adviser is financially sound and has the resources necessary to perform its obligations under the proposed sub-advisory agreement, and concluded that each Affiliated Sub-Adviser has the financial resources necessary to fulfill these obligations.

WHEN WILL PROPOSAL 2 BE IMPLEMENTED?

If Proposal 2 is approved, the proposed sub-advisory agreement will become effective for each Fund, with respect to each Affiliated Sub-Adviser other than INVESCO Australia, on or about May 1, 2008. If Proposal 2 is approved, the proposed sub-advisory agreement will become effective for each Fund, with respect to INVESCO Australia, on the later of on or about May 1, 2008 and the date that INVESCO Australia is registered with the SEC as an investment adviser, if INVESCO Australia is not so registered on or about May 1, 2008. Unless terminated sooner by its terms, the proposed sub-advisory agreement for each Fund will expire, unless continued by the applicable Board, on June 30, 2009.

For Funds that have existing sub-advisory agreements in place with an Affiliated Sub-Adviser, if Proposal 2 is approved by shareholders of such Funds, AIM will terminate the existing sub-advisory agreements and the proposed sub-advisory agreement will replace each existing sub-advisory agreement, all effective on or about May 1, 2008. If Proposal 2 is not approved by shareholders of one or more of the Funds that have existing sub-advisory

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agreements with an Affiliated Sub-Adviser, the existing sub-advisory agreement will continue in effect for each such Fund.

WHAT IS THE BOARDS' RECOMMENDATION ON PROPOSAL 2?

Each Board, including the independent trustees of each Board, unanimously recommends that you vote "FOR" Proposal 2.

PROPOSAL 3

APPROVAL OF AN AMENDMENT TO THE AGREEMENT AND DECLARATION OF TRUST TO PERMIT THE BOARDS TO TERMINATE A TRUST, FUND OR CLASS WITHOUT A SHAREHOLDER VOTE

WHICH FUNDS' SHAREHOLDERS WILL VOTE ON PROPOSAL 3?

Proposal 3 applies to the shareholders of all Funds.

WHAT AM I BEING ASKED TO APPROVE?

Each Trust and Fund is governed by an Amended and Restated Agreement and Declaration of Trust, as amended ("Declaration of Trust"), and Amended and Restated Bylaws, as amended. Currently under each Declaration of Trust, a Trust, a Fund or share class of a Fund may be terminated by: (i) a shareholder vote of the Trust or the affected Fund or share class, respectively; or (ii) if there are fewer than 100 shareholders of record of a Trust, Fund or share class, the trustees of the Trust.

The Boards recommend that you approve for your Trust an amendment to the Declaration of Trust that would eliminate the requirement that shareholders approve the termination of a Trust, a Fund or share class if there are 100 or more holders of record of such Trust, a Fund or share class. Therefore, if Proposal 3 is approved, the Board of each Trust will be able to terminate the Trust, any Fund within the Trust or any share class of such a Fund without incurring the expense of obtaining shareholder approval, regardless of the number of shareholders of record.

Exhibit F sets forth the current text of the first paragraph of Section 6.1 of Article VI of each Declaration of Trust. Section 6.1(iii) is the provision of the Declaration of Trust that requires a shareholder vote in order to approve the termination of a Trust, Fund or share class if there are 100 or more holders of record of such Trust, Fund or share class. Section 6.1(vi) requires a shareholder vote in order to amend any portion of Section 6.1. Therefore, you are being asked to approve an amendment to Section 6.1 of each Trust's Declaration of Trust that would replace the first paragraph of existing Section 6.1 in its entirety with the following:

"Section 6.1 Voting Powers. The Shareholders shall have power to vote only to: (i) elect Trustees, provided that a meeting of Shareholders has been called for that purpose; (ii) remove Trustees, provided that a meeting of

Shareholders has been called for that purpose; (iii) approve the sale of all or substantially all the

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assets of the Trust or any Portfolio or Class, unless the primary purpose of such sale is to change the Trust's domicile or form of organization or form of statutory trust; (iv) approve the merger or consolidation of the Trust or any Portfolio or Class with and into another Company or with and into any Portfolio or Class of the Trust, unless (A) the primary purpose of such merger or consolidation is to change the Trust's domicile or form of organization or form of statutory trust, or (B) after giving effect to such merger or consolidation, based on the number of Outstanding Shares as of a date selected by the Trustees, the Shareholders of the Trust or such Portfolio or Class will have a majority of the outstanding shares of the surviving Company or Portfolio or Class thereof, as the case may be; (v) approve any amendment to this Article VI, Section 6.1; and (vi) approve such additional matters as may be required by law or as the Trustees, in their sole discretion, shall determine."

HOW WILL THE PROPOSED CHANGE BENEFIT MY FUND?

Elimination of the shareholder approval requirement to terminate a Trust, a Fund or share class of a Fund gives each Board the flexibility to terminate a Trust, a Fund or share class of a Fund if circumstances warrant without the commensurate expense of seeking a shareholder vote. Such circumstances may include, among others, an inability to market a Fund in current economic conditions or when the costs of managing a Fund exceed any benefits its shareholders may receive. Neither state law nor the 1940 Act require shareholder approval prior to the termination of a Trust, a Fund or share class. The Boards would terminate a Trust, a Fund or share class only if they found that doing so was in the best interests of the shareholders of such Trust, Fund or share class, as applicable.

In the event a Board were to terminate a Trust, a Fund or share class, shareholders would receive notice prior to such termination.

WHEN WILL PROPOSAL 3 BE IMPLEMENTED?

If Proposal 3 is approved, the amendment to the Trusts' Declarations of Trust will become effective on or about May 1, 2008.

WHAT IS THE BOARDS' RECOMMENDATION ON PROPOSAL 3?

Each Board, including the independent trustees of each Board, unanimously recommends that you vote "FOR" Proposal 3.

PENDING LITIGATION

Civil lawsuits, including a regulatory proceeding and purported class action and shareholder derivative suits, have been filed against certain of the AIM Funds, AIM, INVESCO Funds Group, Inc. ("IFG"), A I M Distributors, Inc. ("ADI") and/or related entities and individuals, depending on the lawsuit, alleging among other things: (i) that the defendants permitted improper market timing and related activity in the AIM Funds; and (ii) that certain

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AIM Funds inadequately employed fair value pricing. Additional civil lawsuits related to the above or other matters may be filed by regulators or private litigants against the AIM Funds, IFG, AIM, ADI and/or related entities and individuals in the future.

You can find more detailed information concerning all of the above matters, including the parties to the civil lawsuits and summaries of the various allegations and remedies sought in such lawsuits, in the Funds' public filings with the SEC and on AIM's internet website (<http://www.aiminvestments.com>).

As a result of the matters discussed above, investors in the AIM Funds might react by redeeming their investments. This might require the funds to sell investments to provide for sufficient liquidity and could also have an adverse effect on the investment performance of the AIM Funds.

ADDITIONAL INFORMATION

WHO IS THE FUNDS' INVESTMENT ADVISER AND ADMINISTRATOR?

A I M Advisors, Inc., 11 Greenway Plaza, Suite 100, Houston, Texas 77046-1173, is the investment adviser and administrator for the Funds.

WHO ARE THE FUNDS' CURRENT SUB-ADVISERS?

AIM Funds Management Inc., 5140 Yonge Street, Suite 900, Toronto, Ontario M2N 6X7 is the sub-adviser for AIM Trimark Endeavor Fund, AIM Trimark Fund and AIM Trimark Small Companies Fund.

INVESCO Asset Management (Japan) Limited, 25th Floor, Shiroyama Trust Tower, 3-1, Toranomom 4-chome, Minato-ku, Tokyo 105-6025, Japan is the sub-adviser for AIM Japan Fund.

INVESCO Asset Management Limited, 30 Finsbury Square, London, EC2A 1AG, United Kingdom is the sub-adviser for AIM International Total Return Fund.

INVESCO Hong Kong Limited, 32nd Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong is the sub-adviser for AIM China Fund.

INVESCO Institutional (N.A.), Inc., One Midtown Plaza, 1360 Peachtree Street, N.E. Atlanta, Georgia 30309, is the sub-adviser for Series C, Series M, AIM Global Real Estate Fund, AIM LIBOR Alpha Fund and AIM Real Estate Fund.

WHO IS THE FUNDS' PRINCIPAL UNDERWRITER?

A I M Distributors, Inc., 11 Greenway Plaza, Suite 100, Houston, Texas 77046-1173, is the principal underwriter for each Fund.

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WHO ARE THE OFFICERS OF THE TRUSTS?

Information regarding the current officers of the Trusts can be found in Exhibit G.

HOW MANY SHARES OF THE FUNDS DOES MANAGEMENT OWN?

Information regarding the ownership of each class of each Fund's shares by the trustees, nominees, and current executive officers of the Trusts can be found in Exhibit H.

DOES ANYONE OWN MORE THAN 5% OF A FUND?

A list of the name, address and percent ownership of each person who, as of October 31, 2007, to the knowledge of the Trusts owned 5% or more of any class of the outstanding shares of each Fund can be found in Exhibit I.

DO TRUSTEES OWN SHARES OF THE FUNDS?

The dollar range of equity securities beneficially owned by each trustee and nominee as of October 31, 2007 (i) in each Fund and (ii) on an aggregate basis, in all registered investment companies overseen by the trustee and nominee within the AIM Funds complex, can be found in Exhibit J.

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APPENDIX I

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES
POLICIES AND PROCEDURES

As adopted by the Audit Committees of
the AIM Funds (the "Funds")

Last Amended September 18, 2006

I. STATEMENT OF PRINCIPLES

Under the Sarbanes-Oxley Act of 2002 and rules adopted by the Securities and Exchange Commission ("SEC") ("Rules"), the Audit Committees of the Funds' (the "Audit Committee") Board of Trustees (the "Board") are responsible for the appointment, compensation and oversight of the work of independent accountants (an "Auditor"). As part of this responsibility and to assure that the Auditor's independence is not impaired, the Audit Committees pre-approve the audit and non-audit services provided to the Funds by each Auditor, as well as all non-audit services provided by the Auditor to the Funds' investment adviser and to affiliates of the adviser that provide ongoing services to the Funds ("Service Affiliates") if the services directly impact the Funds' operations or financial reporting. The SEC Rules also specify the types of services that an Auditor may not provide to its audit client. The following policies and procedures comply with the requirements for pre-approval and provide a mechanism by which management of the Funds may request and secure pre-approval of audit and non-audit services in an orderly manner with minimal disruption to normal business operations.

Proposed services either may be pre-approved without consideration of specific case-by-case services by the Audit Committees ("general pre-approval") or require the specific pre-approval of the Audit Committees ("specific pre-approval"). As set forth in these policies and procedures, unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committees. Additionally, any fees exceeding 110% of estimated pre-approved fee levels provided at the time the service was pre-approved will also require specific approval by the Audit Committees before payment is made. The Audit Committees will also consider the impact of additional fees on the Auditor's independence when determining whether to approve any additional fees for previously pre-approved services.

The Audit Committees will annually review and generally pre-approve the services that may be provided by each Auditor without obtaining specific pre-approval from the Audit Committee. The term of any general pre-approval runs from the date of such pre-approval through September 30th of the following year, unless the Audit Committees consider a different period and state otherwise. The Audit Committees will add to or subtract from the list of general pre-approved services from time to time, based on subsequent determinations.

The purpose of these policies and procedures is to set forth the guidelines to assist the Audit Committees in fulfilling their responsibilities.

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II. DELEGATION

The Audit Committees may from time to time delegate pre-approval authority to one or more of its members who are Independent Trustees. All decisions to pre-approve a service by a delegated member shall be reported to the Audit Committee at its next quarterly meeting.

III. AUDIT SERVICES

The annual audit services engagement terms will be subject to specific pre-approval of the Audit Committees. Audit services include the annual financial statement audit and other procedures such as tax provision work that is required to be performed by the independent auditor to be able to form an opinion on the Funds' financial statements. The Audit Committee will obtain, review and consider sufficient information concerning the proposed Auditor to make a reasonable evaluation of the Auditor's qualifications and independence.

In addition to the annual Audit services engagement, the Audit Committees may grant either general or specific pre-approval of other audit services, which are those services that only the independent auditor reasonably can provide. Other Audit services may include services such as issuing consents for the inclusion of audited financial statements with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.

IV. NON-AUDIT SERVICES

The Audit Committees may provide either general or specific pre-approval of any non-audit services to the Funds and its Service Affiliates if the Audit Committees believe that the provision of the service will not impair the independence of the Auditor, is consistent with the SEC's Rules on auditor independence, and otherwise conforms to the Audit Committee's general principles and policies as set forth herein.

AUDIT-RELATED SERVICES

"Audit-related services" are assurance and related services that are reasonably related to the performance of the audit or review of the Fund's financial statements or that are traditionally performed by the independent auditor. Audit-related services include, among others, accounting consultations related to accounting, financial reporting or disclosure matters not classified as "Audit services"; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; and agreed-upon procedures related to mergers, compliance with ratings agency requirements and interfund lending activities.

TAX SERVICES

"Tax services" include, but are not limited to, the review and signing of the Funds' federal tax returns, the review of required distributions by the Funds and consultations regarding tax matters such as the tax treatment of new investments or the impact of new regulations. The Audit Committee will scrutinize carefully the retention of the Auditor in connection with a transaction initially recommended by the Auditor, the major business purpose of which may be tax avoidance or the tax treatment of which may not be supported in the Internal Revenue Code and

related regulations. The Audit Committee will consult with the Funds' Treasurer (or his or her designee) and may consult with outside counsel or advisors as necessary to ensure the consistency of Tax services rendered by the Auditor with the foregoing policy.

No Auditor shall represent any Fund or any Service Affiliate before a tax court, district court or federal court of claims.

Under rules adopted by the Public Company Accounting Oversight Board and approved by the SEC, in connection with seeking Audit Committee pre-approval of permissible Tax services, the Auditor shall:

1. Describe in writing to the Audit Committees, which writing may be in the form of the proposed engagement letter:
 - a. The scope of the service, the fee structure for the engagement, and any side letter or amendment to the engagement letter, or any other agreement between the Auditor and the Fund, relating to the service; and
 - b. Any compensation arrangement or other agreement, such as a referral agreement, a referral fee or fee-sharing arrangement, between the Auditor and any person (other than the Fund) with respect to the promoting, marketing, or recommending of a transaction covered by the service;
2. Discuss with the Audit Committees the potential effects of the services on the independence of the Auditor; and
3. Document the substance of its discussion with the Audit Committees.

ALL OTHER AUDITOR SERVICES

The Audit Committees may pre-approve non-audit services classified as "All other services" that are not categorically prohibited by the SEC, as listed in Exhibit 1 to this policy.

V. PRE-APPROVAL FEE LEVELS OR ESTABLISHED AMOUNTS

Pre-approval of estimated fees or established amounts for services to be provided by the Auditor under general or specific pre-approval policies will be set periodically by the Audit Committees. Any proposed fees exceeding 110% of the maximum estimated pre-approved fees or established amounts for pre-approved audit and non-audit services will be reported to the Audit Committees at the quarterly Audit Committees meeting and will require specific approval by the Audit Committees before payment is made. The Audit Committee will always factor in the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services and in determining whether to approve any additional fees exceeding 110% of the maximum pre-approved fees or established amounts for previously pre-approved services.

VI. PROCEDURES

On an annual basis, A I M Advisors, Inc. ("AIM") will submit to the Audit Committees for general pre-approval, a list of non-audit services that the Funds or Service Affiliates of the Funds may request from the Auditor. The list will describe the non-audit services in reasonable detail and will include an estimated range of fees and such other information as the Audit Committee may request.

Each request for services to be provided by the Auditor under the general pre-approval of the Audit Committees will be submitted to the Funds' Treasurer (or his or her designee) and must include a detailed description of the services to be rendered. The Treasurer or his or her designee will ensure that such services are included within the list of services that have received the general pre-approval of the Audit Committees. The Audit Committees will be informed at the next quarterly scheduled Audit Committees meeting of any such services for which the Auditor rendered an invoice and whether such services and fees had been pre-approved and if so, by what means.

Each request to provide services that require specific approval by the Audit Committees shall be submitted to the Audit Committees jointly by the Fund's Treasurer or his or her designee and the Auditor, and must include a joint statement that, in their view, such request is consistent with the policies and

procedures and the SEC Rules.

Each request to provide tax services under either the general or specific pre-approval of the Audit Committees will describe in writing: (i) the scope of the service, the fee structure for the engagement, and any side letter or amendment to the engagement letter, or any other agreement between the Auditor and the audit client, relating to the service; and (ii) any compensation arrangement or other agreement between the Auditor and any person (other than the audit client) with respect to the promoting, marketing, or recommending of a transaction covered by the service. The Auditor will discuss with the Audit Committees the potential effects of the services on the Auditor's independence and will document the substance of the discussion.

Non-audit services pursuant to the de minimis exception provided by the SEC Rules will be promptly brought to the attention of the Audit Committees for approval, including documentation that each of the conditions for this exception, as set forth in the SEC Rules, has been satisfied.

On at least an annual basis, the Auditor will prepare a summary of all the services provided to any entity in the investment company complex as defined in section 2-01(f)(14) of Regulation S-X in sufficient detail as to the nature of the engagement and the fees associated with those services.

The Audit Committees have designated the Funds' Treasurer to monitor the performance of all services provided by the Auditor and to ensure such services are in compliance with these policies and procedures. The Funds' Treasurer will report to the Audit Committee on a periodic basis as to the results of such monitoring. Both the Funds' Treasurer and management of AIM will immediately report to the chairman of the Audit Committee any breach of these policies and procedures that comes to the attention of the Funds' Treasurer or senior management of AIM.

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EXHIBIT 1 TO PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES POLICIES AND PROCEDURES

CONDITIONALLY PROHIBITED NON-AUDIT SERVICES (NOT PROHIBITED IF THE FUND CAN REASONABLY CONCLUDE THAT THE RESULTS OF THE SERVICE WOULD NOT BE SUBJECT TO AUDIT PROCEDURES IN CONNECTION WITH THE AUDIT OF THE FUND'S FINANCIAL STATEMENTS)

- Bookkeeping or other services related to the accounting records or financial statements of the audit client
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services

CATEGORICALLY PROHIBITED NON-AUDIT SERVICES

- Management functions
- Human resources
- Broker-dealer, investment adviser, or investment banking services
- Legal services
- Expert services unrelated to the audit
- Any service or product provided for a contingent fee or a commission
- Services related to marketing, planning, or opining in favor of the tax treatment of confidential transactions or aggressive tax position transactions, a significant purpose of which is tax avoidance
- Tax services for persons in financial reporting oversight roles at the Fund

ANY OTHER SERVICE THAT THE PUBLIC COMPANY OVERSIGHT BOARD DETERMINES BY REGULATION IS IMPERMISSIBLE.

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FORM OF MASTER INTERGROUP SUB-ADVISORY CONTRACT
FOR MUTUAL FUNDS

This contract is made as of May 1, 2008, by and among A I M Advisors, Inc. (the "Adviser") and each of AIM Funds Management Inc., INVESCO Asset Management Deutschland, GmbH, INVESCO Asset Management Ltd., INVESCO Asset Management (Japan) Limited, INVESCO Australia Limited, INVESCO Global Asset Management (N.A.), Inc., INVESCO Hong Kong Limited, INVESCO Institutional (N.A.), Inc. and INVESCO Senior Secured Management, Inc. (each a "Sub-Adviser" and, collectively, the "Sub-Advisers").

WHEREAS:

- A) The Adviser has entered into an investment advisory agreement with [NAME OF AIM REGISTRANT] (the "Trust"), an open-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), with respect to the funds set forth in Exhibit A attached hereto (each a "Fund");
- B) The Adviser is authorized to delegate certain, any or all of its rights, duties and obligations under investment advisory agreements to sub-advisers, including sub-advisers that are affiliated with the Adviser;
- C) Each Sub-Adviser represents that it is registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") as an investment adviser, or will be so registered prior to providing any services to any of the Funds under this Contract, and engages in the business of acting as an investment adviser; and
- D) The Sub-Advisers and their affiliates have personnel in various locations throughout the world and have been formed in part for the purpose of researching and compiling information and recommendations on the economies of various countries and securities of issuers located in such countries or on various types of investments and investment techniques, and providing investment advisory services in connection therewith.

NOW THEREFORE, in consideration of the promises and the mutual covenants herein contained, it is agreed between the parties hereto as follows:

1. Appointment. The Adviser hereby appoints each Sub-Adviser as a sub-adviser of each Fund for the period and on the terms set forth herein. Each Sub-Adviser accepts such appointment and agrees to render the services herein set forth, for the compensation herein provided.
2. Duties as Sub-Adviser. Subject to paragraph 7 below, the Adviser may, in its discretion, appoint each Sub-Adviser to perform one or more of the following services with respect to all or

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a portion of the investments of each Fund. The services and the portion of the investments of each Fund to be advised or managed by each Sub-Adviser shall be as agreed upon from time to time by the Adviser and the Sub-Advisers. Each Sub-Adviser shall pay the salaries and fees of all personnel of such Sub-Adviser performing services for the Funds related to research, statistical and investment activities.

(a) Investment Advice. If and to the extent requested by the Adviser, each Sub-Adviser shall provide investment advice to one or more of the Funds and the Adviser with respect to all or a portion of the investments of such Fund(s) or with respect to various investment techniques, and in connection with such advice shall furnish such Fund(s) and the Adviser with such factual information, research reports and investment recommendations as the Adviser may reasonably require.

(b) Order Execution. If and to the extent requested by the Adviser, each Sub-Adviser shall place orders for the purchase and sale of portfolio securities or other investments for one or more of the Funds. In so doing, each Sub-Adviser agrees that it shall comply with paragraph 3 below.

(c) Discretionary Investment Management. If and to the extent requested by the Adviser, each Sub-Adviser shall, subject to the supervision of the Trust's Board of Trustees (the "Board") and the Adviser, manage all or a portion of the investments of one or more of the Funds in accordance with the investment objectives, policies and limitations provided in the Trust's Registration Statement and such other limitations as the Trust or the Adviser may impose with

respect to such Fund(s) by notice to the applicable Sub-Adviser(s) and otherwise in accordance with paragraph 5 below. With respect to the portion of the investments of a Fund under its management, each Sub-Adviser is authorized to: (i) make investment decisions on behalf of the Fund with regard to any stock, bond, other security or investment instrument, including but not limited to foreign currencies, futures, options and other derivatives, and with regard to borrowing money; (ii) place orders for the purchase and sale of securities or other investment instruments with such brokers and dealers as the Sub-Adviser may select; and (iii) upon the request of the Adviser, provide additional investment management services to the Fund, including but not limited to managing the Fund's cash and cash equivalents and lending securities on behalf of the Fund. In selecting brokers or dealers to execute trades for the Funds, each Sub-Adviser will comply with its written policies and procedures regarding brokerage and trading, which policies and procedures shall have been approved by the Board. All discretionary investment management and any other activities of each Sub-Adviser shall at all times be subject to the control and direction of the Adviser and the Board.

3. Broker-Dealer Relationships. Each Sub-Adviser agrees that, in placing orders with brokers and dealers, it will attempt to obtain the best net result in terms of price and execution. Consistent with this obligation, each Sub-Adviser may, in its discretion, purchase and sell portfolio securities from and to brokers and dealers who sell shares of the Funds or provide the Funds, the Adviser's other clients, or a Sub-Adviser's other clients with research, analysis, advice and similar services. Each Sub-Adviser may pay to brokers and dealers, in return for such research and analysis, a higher commission or spread than may be charged by other brokers and dealers, subject to such Sub-Adviser determining in good faith that such commission or spread is reasonable in terms either of the particular transaction or of the overall responsibility of the

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Adviser and such Sub-Adviser to the Funds and their other clients and that the total commissions or spreads paid by each Fund will be reasonable in relation to the benefits to the Fund over the long term. In no instance will portfolio securities be purchased from or sold to a Sub-Adviser, or any affiliated person thereof, except in accordance with the applicable securities laws and the rules and regulations thereunder and any exemptive orders currently in effect. Whenever a Sub-Adviser simultaneously places orders to purchase or sell the same security on behalf of a Fund and one or more other accounts advised by such Sub-Adviser, such orders will be allocated as to price and amount among all such accounts in a manner believed to be equitable to each account.

4. Books and Records. Each Sub-Adviser will maintain all required books and records with respect to the securities transactions of the Funds, and will furnish the Board and the Adviser with such periodic and special reports as the Board or the Adviser reasonably may request. Each Sub-Adviser hereby agrees that all records which it maintains for the Adviser are the property of the Adviser, and agrees to preserve for the periods prescribed by applicable law any records which it maintains for the Adviser and which are required to be maintained, and further agrees to surrender promptly to the Adviser any records which it maintains for the Adviser upon request by the Adviser.

5. Further Duties.

(a) In all matters relating to the performance of this Contract, each Sub-Adviser will act in conformity with the Agreement and Declaration of Trust, By-Laws and Registration Statement of the Trust and with the instructions and directions of the Adviser and the Board and will comply with the requirements of the 1940 Act, the rules, regulations, exemptive orders and no-action positions thereunder, and all other applicable laws and regulations.

(b) Each Sub-Adviser shall maintain compliance procedures for the Funds that it and the Adviser reasonably believe are adequate to ensure compliance with the federal securities laws (as defined in Rule 38a-1 of the 1940 Act) and the investment objective(s) and policies as stated in the Funds' prospectuses and statements of additional information. Each Sub-Adviser at its expense will provide the Adviser or the Trust's Chief Compliance Officer with such compliance reports relating to its duties under this Contract as may be requested from time to time. Notwithstanding the foregoing, each Sub-Adviser will promptly report to the Adviser any material violations of the federal securities laws (as defined in Rule 38a-1 of the 1940 Act) that it is or should be aware of or of any material violation of the Sub-Adviser's compliance policies and procedures that pertain to the Funds.

(c) Each Sub-Adviser at its expense will make available to the Board and the Adviser at reasonable times its portfolio managers and other appropriate personnel, either in person or, at the mutual convenience of the Adviser and the Sub-Adviser, by telephone, in order to review the investment policies, performance and other investment related information regarding the Funds and to consult with the Board and the Adviser regarding the Funds' investment affairs, including economic, statistical and investment matters related to the

Sub-Adviser's duties hereunder, and will provide periodic reports to the Adviser relating to the investment strategies it employs. Each Sub-Adviser and its personnel shall also cooperate fully with counsel and auditors for, and the Chief Compliance Officer of, the Adviser and the Trust.

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(d) Each Sub-Adviser will assist in the fair valuation of portfolio securities held by the Funds. The Sub-Adviser will use its reasonable efforts to provide, based upon its own expertise, and to arrange with parties independent of the Sub-Adviser such as broker-dealers for the provision of, valuation information or prices for securities for which prices are deemed by the Adviser or the Trust's administrator not to be readily available in the ordinary course of business from an automated pricing service. In addition, each Sub-Adviser will assist the Funds and their agents in determining whether prices obtained for valuation purposes accurately reflect market price information relating to the assets of the Funds at such times as the Adviser shall reasonably request, including but not limited to, the hours after the close of a securities market and prior to the daily determination of a Fund's net asset value per share.

(e) Each Sub-Adviser represents and warrants that it has adopted a code of ethics meeting the requirements of Rule 17j-1 under the 1940 Act and the requirements of Rule 204A-1 under the Advisers Act and has provided the Adviser and the Board a copy of such code of ethics, together with evidence of its adoption, and will promptly provide copies of any changes thereto, together with evidence of their adoption. Upon request of the Adviser, but in any event no less frequently than annually, each Sub-Adviser will supply the Adviser a written report that (A) describes any issues arising under the code of ethics or procedures since the Sub-Adviser's last report, including but not limited to material violations of the code of ethics or procedures and sanctions imposed in response to the material violations; and (B) certifies that the procedures contained in the Sub-Adviser's code of ethics are reasonably designed to prevent "access persons" from violating the code of ethics.

(f) Upon request of the Adviser, each Sub-Adviser will review draft reports to shareholders and other documents provided or available to it and provide comments on a timely basis. In addition, each Sub-Adviser and each officer and portfolio manager thereof designated by the Adviser will provide on a timely basis such certifications or sub-certifications as the Adviser may reasonably request in order to support and facilitate certifications required to be provided by the Trust's Principal Executive Officer and Principal Financial Officer and will adopt such disclosure controls and procedures in support of the disclosure controls and procedures adopted by the Trust as the Adviser, on behalf of the Trust, deems are reasonably necessary.

(g) Unless otherwise directed by the Adviser or the Board, each Sub-Adviser will vote all proxies received in accordance with the Adviser's proxy voting policy or, if the Sub-Adviser has a proxy voting policy approved by the Board, the Sub-Adviser's proxy voting policy. Each Sub-Adviser shall maintain and shall forward to the Funds or their designated agent such proxy voting information as is necessary for the Funds to timely file proxy voting results in accordance with Rule 30b1-4 of the 1940 Act.

(h) Each Sub-Adviser shall provide the Funds' custodian on each business day with information relating to all transactions concerning the assets of the Funds and shall provide the Adviser with such information upon request of the Adviser.

6. Services Not Exclusive. The services furnished by each Sub-Adviser hereunder are not to be deemed exclusive and such Sub-Adviser shall be free to furnish similar services to others so long as its services under this Contract are not impaired thereby. Nothing in this Contract shall

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limit or restrict the right of any director, officer or employee of a Sub-Adviser, who may also be a Trustee, officer or employee of the Trust, to engage in any other business or to devote his or her time and attention in part to the management or other aspects of any other business, whether of a similar nature or a dissimilar nature.

7. Use of Subsidiaries and Affiliates. Each Sub-Adviser may perform any or all of the services contemplated hereunder, including but not limited to providing investment advice to the Funds pursuant to paragraph 2(a) above and placing orders for the purchase and sale of portfolio securities or other investments for the Funds pursuant to paragraph 2(b) above, directly or through such of its subsidiaries or other affiliates, including each of the other Sub-Advisers, as such Sub-Adviser shall determine; provided, however, that performance of such services through such subsidiaries or other affiliates shall have been approved,

when required by the 1940 Act, by (i) a vote of a majority of the independent Trustees who are not parties to this Contract or "interested persons" (as defined in the 1940 Act) of a party to this Contract, other than as Board members ("Independent Trustees"), cast in person at a meeting called for the purpose of voting on such approval, and/or (ii) a vote of a majority of that Fund's outstanding voting securities.

8. Compensation.

(a) The only fees payable to the Sub-Advisers under this Contract are for providing discretionary investment management services pursuant to paragraph 2(c) above. For such services, the Adviser will pay each Sub-Adviser a fee, computed daily and paid monthly, equal to (i) 40% of the monthly compensation that the Adviser receives from the Trust pursuant to its advisory agreement with the Trust, multiplied by (ii) the fraction equal to the net assets of such Fund as to which the such Sub-Adviser shall have provided discretionary investment management services pursuant to paragraph 2(c) above for that month divided by the net assets of such Fund for that month. This fee shall be payable on or before the last business day of the next succeeding calendar month. This fee shall be reduced to reflect contractual or voluntary fee waivers or expense limitations by the Adviser, if any, in effect from time to time as set forth in paragraph 9 below. In no event shall the aggregate monthly fees paid to the Sub-Advisers under this Contract exceed 40% of the monthly compensation that the Adviser receives from the Trust pursuant to its advisory agreement with the Trust, as reduced to reflect contractual or voluntary fee waivers or expense limitations by the Adviser, if any.

(b) If this Contract becomes effective or terminates before the end of any month, the fees for the period from the effective date to the end of the month or from the beginning of such month to the date of termination, as the case may be, shall be prorated according to the proportion which such period bears to the full month in which such effectiveness or termination occurs.

(c) If a Sub-Adviser provides the services under paragraph 2(c) above to a Fund for a period that is less than a full month, the fees for such period shall be prorated according to the proportion which such period bears to the applicable full month.

9. Fee Waivers and Expense Limitations. If, for any fiscal year of a Fund, the amount of the advisory fee which such Fund would otherwise be obligated to pay to the Adviser is reduced because of contractual or voluntary fee waivers or expense limitations by the Adviser, the fee

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payable to each Sub-Adviser pursuant to paragraph 8 above shall be reduced proportionately; and to the extent that the Adviser reimburses the Fund as a result of such expense limitations, such Sub-Adviser shall reimburse the Adviser that proportion of such reimbursement payments which the fee payable to each Sub-Adviser pursuant to paragraph 8 above bears to the advisory fee under this Contract.

10. Limitation of Liability of Sub-Adviser and Indemnification. No Sub-Adviser shall be liable for any costs or liabilities arising from any error of judgment or mistake of law or any loss suffered by a Fund or the Trust in connection with the matters to which this Contract relates except a loss resulting from willful misfeasance, bad faith or gross negligence on the part of such Sub-Adviser in the performance by such Sub-Adviser of its duties or from reckless disregard by such Sub-Adviser of its obligations and duties under this Contract. Any person, even though also an officer, partner, employee, or agent of a Sub-Adviser, who may be or become a Trustee, officer, employee or agent of the Trust, shall be deemed, when rendering services to a Fund or the Trust or acting with respect to any business of a Fund or the Trust to be rendering such service to or acting solely for the Fund or the Trust and not as an officer, partner, employee, or agent or one under the control or direction of such Sub-Adviser even though paid by it.

11. Duration and Termination.

(a) This Contract shall become effective with respect to each Sub-Adviser upon the later of the date hereabove written and the date that such Sub-Adviser is registered with the SEC as an investment adviser under the Advisers Act, if a Sub-Adviser is not so registered as of the date hereabove written; provided, however, that this Contract shall not take effect with respect to any Fund unless it has first been approved (i) by a vote of a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval, and (ii) by vote of a majority of that Fund's outstanding voting securities, when required by the 1940 Act.

(b) Unless sooner terminated as provided herein, this Contract shall continue in force and effect until June 30, 2009. Thereafter, if not terminated, with respect to each Fund, this Contract shall continue automatically for

successive periods not to exceed twelve months each, provided that such continuance is specifically approved at least annually (i) by a vote of a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval, and (ii) by the Board or by vote of a majority of the outstanding voting securities of that Fund.

(c) Notwithstanding the foregoing, with respect to any Fund(s) or any Sub-Adviser(s) this Contract may be terminated at any time, without the payment of any penalty, (i) by vote of the Board or by a vote of a majority of the outstanding voting securities of such Fund(s) on sixty days' written notice to such Sub-Adviser(s); or (ii) by the Adviser on sixty days' written notice to such Sub-Adviser(s); or (iii) by a Sub-Adviser on sixty days' written notice to the Trust. Should this Contract be terminated with respect to a Sub-Adviser, the Adviser shall assume the duties and responsibilities of such Sub-Adviser unless and until the Adviser appoints another Sub-Adviser to perform such duties and responsibilities. Termination of this Contract with respect to one or more Fund(s) or Sub-Adviser(s) shall not affect the continued effectiveness of

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this Contract with respect to any remaining Fund(s) or Sub-Adviser(s). This Contract will automatically terminate in the event of its assignment.

12. Amendment. No provision of this Contract may be changed, waived, discharged or terminated orally, but only by an instrument in writing signed by the party against which enforcement of the change, waiver, discharge or termination is sought, and, when required by the 1940 Act, no amendment of this Contract shall be effective until approved by vote of a majority of the Fund's outstanding voting securities.

13. Notices. Any notices under this Contract shall be writing, addressed and delivered, telecopied or mailed postage paid, to the other party entitled to receipt thereof at such address as such party may designate for the receipt of such notice. Until further notice to the other party, it is agreed that the address of the Trust and the Adviser shall be 11 Greenway Plaza, Suite 100, Houston, Texas 77046. Until further notice to the other party, it is agreed that the address of each Sub-Adviser shall be set forth in Exhibit B attached hereto.

14. Governing Law. This Contract shall be construed in accordance with the laws of the State of Texas and the 1940 Act. To the extent that the applicable laws of the State of Texas conflict with the applicable provisions of the 1940 Act, the latter shall control.

15. Multiple Sub-Advisory Agreements. This Contract has been signed by multiple parties; namely the Adviser, on one hand, and each Sub-Adviser, on the other. The parties have signed one document for administrative convenience to avoid a multiplicity of documents. It is understood and agreed that this document shall constitute a separate sub-advisory agreement between the Adviser and each Sub-Adviser with respect to each Fund, as if the Adviser and such Sub-Adviser had executed a separate sub-advisory agreement naming such Sub-Adviser as a sub-adviser to each Fund. With respect to any one Sub-Adviser, (i) references in this Contract to "a Sub-Adviser" or to "each Sub-Adviser" shall be deemed to refer only to such Sub-Adviser, and (ii) the term "this Contract" shall be construed according to the foregoing provisions.

16. Miscellaneous. The captions in this Contract are included for convenience of reference only and in no way define or delimit any of the provisions hereof or otherwise affect their construction or effect. If any provision of this Contract shall be held or made invalid by a court decision, statute, rule or otherwise, the remainder of this Contract shall not be affected thereby. This Contract shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors. Any question of interpretation of any term or provision of this Contract having a counterpart in or otherwise derived from a term or provision of the 1940 Act or the Advisers Act shall be resolved by reference to such term or provision of the 1940 Act or the Advisers Act and to interpretations thereof, if any, by the United States Courts or in the absence of any controlling decision of any such court, by rules, regulations or orders of the Securities and Exchange Commission ("SEC") issued pursuant to said Acts. In addition, where the effect of a requirement of the 1940 Act or the Advisers Act reflected in any provision of the Contract is revised by rule, regulation or order of the SEC, such provision shall be deemed to incorporate the effect of such rule, regulation or order.

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IN WITNESS WHEREOF, the parties hereto have caused this Contract to be executed by their officers designated as of the day and year first above written.

ADVISER

SUB-ADVISER

BY: _____
NAME: _____
TITLE: _____

BY: _____
NAME: _____
TITLE: _____

INVESCO ASSET MANAGEMENT DEUTSCHLAND,
GMBH

Sub-adviser

By: _____
Name: _____
Title: _____

INVESCO ASSET MANAGEMENT LTD.

Sub-adviser

By: _____
Name: _____
Title: _____

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INVESCO ASSET MANAGEMENT (JAPAN) LIMITED

Sub-adviser

By: _____
Name: _____
Title: _____

INVESCO AUSTRALIA LIMITED

Sub-adviser

By: _____
Name: _____
Title: _____

INVESCO GLOBAL ASSET MANAGEMENT (N.A.),
INC.

Sub-adviser

By: _____
Name: _____
Title: _____

INVESCO HONG KONG LIMITED

Sub-adviser

By: -----
Name: -----
Title: -----

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INVESCO INSTITUTIONAL (N.A.), INC.

Sub-adviser

By: -----
Name: -----
Title: -----

INVESCO SENIOR SECURED MANAGEMENT, INC.

Sub-adviser

By: -----
Name: -----
Title: -----

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EXHIBIT A

FUNDS

[List all series portfolios]

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EXHIBIT B

ADDRESSES OF SUB-ADVISERS

AIM Funds Management Inc.
5140 Yonge Street
Suite 900
Toronto, Ontario
Canada M2N 6X7

INVESCO Asset Management Deutschland, GmbH
Bleichstrasse 60-62
Frankfurt, Germany 60313

INVESCO Asset Management Ltd.
30 Finsbury Square
London, United Kingdom
EC2A 1AG

INVESCO Asset Management (Japan) Limited
25th Floor, Shiroyama Trust Tower
3-1, Toranoman 4-chome, Minato-Ku
Tokyo, Japan 105-6025

INVESCO Australia Limited
333 Collins Street, Level 26

Melbourne Vic 3000, Australia

INVESCO Global Asset Management (N.A.), Inc.
One Midtown Plaza
1360 Peachtree Street, N.E.
Atlanta, Georgia 30309

INVESCO Hong Kong Limited
32nd Floor
Three Pacific Place
1 Queen's Road East
Hong Kong

INVESCO Institutional (N.A.), Inc.
One Midtown Plaza
1360 Peachtree Street, N.E.
Atlanta, Georgia 30309

INVESCO Senior Secured Management, Inc.
1166 Avenue of the Americas
New York, NY 10036

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APPENDIX III

MASTER INTERGROUP SUB-ADVISORY CONTRACT FOR MUTUAL FUNDS

This contract is made as of May 1, 2008, by and among A I M Advisors, Inc. (the "Adviser") and each of AIM Funds Management Inc., INVESCO Asset Management Deutschland, GmbH, INVESCO Asset Management Ltd., INVESCO Asset Management (Japan) Limited, INVESCO Australia Limited, INVESCO Global Asset Management (N.A.), Inc., INVESCO Hong Kong Limited, INVESCO Institutional (N.A.), Inc. and INVESCO Senior Secured Management, Inc. (each a "Sub-Adviser" and, collectively, the "Sub-Advisers").

WHEREAS:

- A) The Adviser has entered into an investment advisory agreement with AIM Core Allocation Portfolio Series (the "Trust"), an open-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), with respect to the funds set forth in Exhibit A attached hereto (each a "Fund");
- B) The Adviser is authorized to delegate certain, any or all of its rights, duties and obligations under investment advisory agreements to sub-advisers, including sub-advisers that are affiliated with the Adviser;
- C) Each Sub-Adviser represents that it is registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") as an investment adviser, or will be so registered prior to providing any services to any of the Funds under this Contract, and engages in the business of acting as an investment adviser; and
- D) The Sub-Advisers and their affiliates have personnel in various locations throughout the world and have been formed in part for the purpose of researching and compiling information and recommendations on the economies of various countries and securities of issuers located in such countries or on various types of investments and investment techniques, and providing investment advisory services in connection therewith.

NOW THEREFORE, in consideration of the promises and the mutual covenants herein contained, it is agreed between the parties hereto as follows:

1. Appointment. The Adviser hereby appoints each Sub-Adviser as a sub-adviser of each Fund for the period and on the terms set forth herein. Each Sub-Adviser accepts such appointment and agrees to render the services herein set forth, for the compensation herein provided.
2. Duties as Sub-Adviser. Subject to paragraph 7 below, the Adviser may, in its discretion, appoint each Sub-Adviser to perform one or more of the following services with respect to all or a portion of the investments of each Fund. The services and the portion of the investments of each Fund to be advised or managed by each Sub-Adviser shall be as agreed upon from time to

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time by the Adviser and the Sub-Advisers. Each Sub-Adviser shall pay the salaries and fees of all personnel of such Sub-Adviser performing services for the Funds related to research, statistical and investment activities.

(a) Investment Advice. If and to the extent requested by the Adviser, each Sub-Adviser shall provide investment advice to one or more of the Funds and the Adviser with respect to all or a portion of the investments of such Fund(s) or with respect to various investment techniques, and in connection with such advice shall furnish such Fund(s) and the Adviser with such factual information, research reports and investment recommendations as the Adviser may reasonably require.

(b) Order Execution. If and to the extent requested by the Adviser, each Sub-Adviser shall place orders for the purchase and sale of portfolio securities or other investments for one or more of the Funds. In so doing, each Sub-Adviser agrees that it shall comply with paragraph 3 below.

(c) Discretionary Investment Management. If and to the extent requested by the Adviser, each Sub-Adviser shall, subject to the supervision of the Trust's Board of Trustees (the "Board") and the Adviser, manage all or a portion of the investments of one or more of the Funds in accordance with the investment objectives, policies and limitations provided in the Trust's Registration Statement and such other limitations as the Trust or the Adviser may impose with respect to such Fund(s) by notice to the applicable Sub-Adviser(s) and otherwise in accordance with paragraph 5 below. With respect to the portion of the investments of a Fund under its management, each Sub-Adviser is authorized to: (i) make investment decisions on behalf of the Fund with regard to any stock, bond, other security or investment instrument, including but not limited to foreign currencies, futures, options and other derivatives, and with regard to borrowing money; (ii) place orders for the purchase and sale of securities or other investment instruments with such brokers and dealers as the Sub-Adviser may select; and (iii) upon the request of the Adviser, provide additional investment management services to the Fund, including but not limited to managing the Fund's cash and cash equivalents and lending securities on behalf of the Fund. In selecting brokers or dealers to execute trades for the Funds, each Sub-Adviser will comply with its written policies and procedures regarding brokerage and trading, which policies and procedures shall have been approved by the Board. All discretionary investment management and any other activities of each Sub-Adviser shall at all times be subject to the control and direction of the Adviser and the Board.

3. Broker-Dealer Relationships. Each Sub-Adviser agrees that, in placing orders with brokers and dealers, it will attempt to obtain the best net result in terms of price and execution. Consistent with this obligation, each Sub-Adviser may, in its discretion, purchase and sell portfolio securities from and to brokers and dealers who sell shares of the Funds or provide the Funds, the Adviser's other clients, or a Sub-Adviser's other clients with research, analysis, advice and similar services. Each Sub-Adviser may pay to brokers and dealers, in return for such research and analysis, a higher commission or spread than may be charged by other brokers and dealers, subject to such Sub-Adviser determining in good faith that such commission or spread is reasonable in terms either of the particular transaction or of the overall responsibility of the Adviser and such Sub-Adviser to the Funds and their other clients and that the total commissions or spreads paid by each Fund will be reasonable in relation to the benefits to the Fund over the

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long term. In no instance will portfolio securities be purchased from or sold to a Sub-Adviser, or any affiliated person thereof, except in accordance with the applicable securities laws and the rules and regulations thereunder and any exemptive orders currently in effect. Whenever a Sub-Adviser simultaneously places orders to purchase or sell the same security on behalf of a Fund and one or more other accounts advised by such Sub-Adviser, such orders will be allocated as to price and amount among all such accounts in a manner believed to be equitable to each account.

4. Books and Records. Each Sub-Adviser will maintain all required books and records with respect to the securities transactions of the Funds, and will furnish the Board and the Adviser with such periodic and special reports as the Board or the Adviser reasonably may request. Each Sub-Adviser hereby agrees that all records which it maintains for the Adviser are the property of the Adviser, and agrees to preserve for the periods prescribed by applicable law any records which it maintains for the Adviser and which are required to be maintained, and further agrees to surrender promptly to the Adviser any records which it maintains for the Adviser upon request by the Adviser.

5. Further Duties.

(a) In all matters relating to the performance of this Contract, each Sub-Adviser will act in conformity with the Agreement and Declaration of Trust,

By-Laws and Registration Statement of the Trust and with the instructions and directions of the Adviser and the Board and will comply with the requirements of the 1940 Act, the rules, regulations, exemptive orders and no-action positions thereunder, and all other applicable laws and regulations.

(b) Each Sub-Adviser shall maintain compliance procedures for the Funds that it and the Adviser reasonably believe are adequate to ensure compliance with the federal securities laws (as defined in Rule 38a-1 of the 1940 Act) and the investment objective(s) and policies as stated in the Funds' prospectuses and statements of additional information. Each Sub-Adviser at its expense will provide the Adviser or the Trust's Chief Compliance Officer with such compliance reports relating to its duties under this Contract as may be requested from time to time. Notwithstanding the foregoing, each Sub-Adviser will promptly report to the Adviser any material violations of the federal securities laws (as defined in Rule 38a-1 of the 1940 Act) that it is or should be aware of or of any material violation of the Sub-Adviser's compliance policies and procedures that pertain to the Funds.

(c) Each Sub-Adviser at its expense will make available to the Board and the Adviser at reasonable times its portfolio managers and other appropriate personnel, either in person or, at the mutual convenience of the Adviser and the Sub-Adviser, by telephone, in order to review the investment policies, performance and other investment related information regarding the Funds and to consult with the Board and the Adviser regarding the Funds' investment affairs, including economic, statistical and investment matters related to the Sub-Adviser's duties hereunder, and will provide periodic reports to the Adviser relating to the investment strategies it employs. Each Sub-Adviser and its personnel shall also cooperate fully with counsel and auditors for, and the Chief Compliance Officer of, the Adviser and the Trust.

(d) Each Sub-Adviser will assist in the fair valuation of portfolio securities held by the Funds. The Sub-Adviser will use its reasonable efforts to provide, based upon its own

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expertise, and to arrange with parties independent of the Sub-Adviser such as broker-dealers for the provision of, valuation information or prices for securities for which prices are deemed by the Adviser or the Trust's administrator not to be readily available in the ordinary course of business from an automated pricing service. In addition, each Sub-Adviser will assist the Funds and their agents in determining whether prices obtained for valuation purposes accurately reflect market price information relating to the assets of the Funds at such times as the Adviser shall reasonably request, including but not limited to, the hours after the close of a securities market and prior to the daily determination of a Fund's net asset value per share.

(e) Each Sub-Adviser represents and warrants that it has adopted a code of ethics meeting the requirements of Rule 17j-1 under the 1940 Act and the requirements of Rule 204A-1 under the Advisers Act and has provided the Adviser and the Board a copy of such code of ethics, together with evidence of its adoption, and will promptly provide copies of any changes thereto, together with evidence of their adoption. Upon request of the Adviser, but in any event no less frequently than annually, each Sub-Adviser will supply the Adviser a written report that (A) describes any issues arising under the code of ethics or procedures since the Sub-Adviser's last report, including but not limited to material violations of the code of ethics or procedures and sanctions imposed in response to the material violations; and (B) certifies that the procedures contained in the Sub-Adviser's code of ethics are reasonably designed to prevent "access persons" from violating the code of ethics.

(f) Upon request of the Adviser, each Sub-Adviser will review draft reports to shareholders and other documents provided or available to it and provide comments on a timely basis. In addition, each Sub-Adviser and each officer and portfolio manager thereof designated by the Adviser will provide on a timely basis such certifications or sub-certifications as the Adviser may reasonably request in order to support and facilitate certifications required to be provided by the Trust's Principal Executive Officer and Principal Financial Officer and will adopt such disclosure controls and procedures in support of the disclosure controls and procedures adopted by the Trust as the Adviser, on behalf of the Trust, deems are reasonably necessary.

(g) Unless otherwise directed by the Adviser or the Board, each Sub-Adviser will vote all proxies received in accordance with the Adviser's proxy voting policy or, if the Sub-Adviser has a proxy voting policy approved by the Board, the Sub-Adviser's proxy voting policy. Each Sub-Adviser shall maintain and shall forward to the Funds or their designated agent such proxy voting information as is necessary for the Funds to timely file proxy voting results in accordance with Rule 30b1-4 of the 1940 Act.

(h) Each Sub-Adviser shall provide the Funds' custodian on each business day with information relating to all transactions concerning the assets of the

Funds and shall provide the Adviser with such information upon request of the Adviser.

6. Services Not Exclusive. The services furnished by each Sub-Adviser hereunder are not to be deemed exclusive and such Sub-Adviser shall be free to furnish similar services to others so long as its services under this Contract are not impaired thereby. Nothing in this Contract shall limit or restrict the right of any director, officer or employee of a Sub-Adviser, who may also be a Trustee, officer or employee of the Trust, to engage in any other business or to devote his or

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her time and attention in part to the management or other aspects of any other business, whether of a similar nature or a dissimilar nature.

7. Use of Subsidiaries and Affiliates. Each Sub-Adviser may perform any or all of the services contemplated hereunder, including but not limited to providing investment advice to the Funds pursuant to paragraph 2(a) above and placing orders for the purchase and sale of portfolio securities or other investments for the Funds pursuant to paragraph 2(b) above, directly or through such of its subsidiaries or other affiliates, including each of the other Sub-Advisers, as such Sub-Adviser shall determine; provided, however, that performance of such services through such subsidiaries or other affiliates shall have been approved, when required by the 1940 Act, by (i) a vote of a majority of the independent Trustees who are not parties to this Contract or "interested persons" (as defined in the 1940 Act) of a party to this Contract, other than as Board members ("Independent Trustees"), cast in person at a meeting called for the purpose of voting on such approval, and/or (ii) a vote of a majority of that Fund's outstanding voting securities.

8. Compensation.

(a) The only fees payable to the Sub-Advisers under this Contract are for providing discretionary investment management services pursuant to paragraph 2(c) above. For such services, the Adviser will pay each Sub-Adviser a fee, computed daily and paid monthly, equal to (i) the annual rate of 0.11% of the average daily net asset value of each Fund, multiplied by (ii) the fraction equal to the net assets of such Fund as to which the such Sub-Adviser shall have provided discretionary investment management services pursuant to paragraph 2(c) above for that month divided by the net assets of such Fund for that month. This fee shall be payable on or before the last business day of the next succeeding calendar month. In no event shall the aggregate annual fees paid to the Sub-Advisers under this Contract exceed the annual rate of 0.11% of the average daily net asset value of each Fund.

(b) If this Contract becomes effective or terminates before the end of any month, the fees for the period from the effective date to the end of the month or from the beginning of such month to the date of termination, as the case may be, shall be prorated according to the proportion which such period bears to the full month in which such effectiveness or termination occurs.

(c) If a Sub-Adviser provides the services under paragraph 2(c) above to a Fund for a period that is less than a full month, the fees for such period shall be prorated according to the proportion which such period bears to the applicable full month.

9. Limitation of Liability of Sub-Adviser and Indemnification. No Sub-Adviser shall be liable for any costs or liabilities arising from any error of judgment or mistake of law or any loss suffered by a Fund or the Trust in connection with the matters to which this Contract relates except a loss resulting from willful misfeasance, bad faith or gross negligence on the part of such Sub-Adviser in the performance by such Sub-Adviser of its duties or from reckless disregard by such Sub-Adviser of its obligations and duties under this Contract. Any person, even though also an officer, partner, employee, or agent of a Sub-Adviser, who may be or become a Trustee, officer, employee or agent of the Trust, shall be deemed, when rendering services to a Fund or the Trust or acting with respect to any business of a Fund or the Trust to be rendering such

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service to or acting solely for the Fund or the Trust and not as an officer, partner, employee, or agent or one under the control or direction of such Sub-Adviser even though paid by it.

10. Duration and Termination.

(a) This Contract shall become effective with respect to each Sub-Adviser upon the later of the date hereabove written and the date that such Sub-Adviser

is registered with the SEC as an investment adviser under the Advisers Act, if a Sub-Adviser is not so registered as of the date hereabove written; provided, however, that this Contract shall not take effect with respect to any Fund unless it has first been approved (i) by a vote of a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval, and (ii) by vote of a majority of that Fund's outstanding voting securities, when required by the 1940 Act.

(b) Unless sooner terminated as provided herein, this Contract shall continue in force and effect until June 30, 2009. Thereafter, if not terminated, with respect to each Fund, this Contract shall continue automatically for successive periods not to exceed twelve months each, provided that such continuance is specifically approved at least annually (i) by a vote of a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval, and (ii) by the Board or by vote of a majority of the outstanding voting securities of that Fund.

(c) Notwithstanding the foregoing, with respect to any Fund(s) or any Sub-Adviser(s) this Contract may be terminated at any time, without the payment of any penalty, (i) by vote of the Board or by a vote of a majority of the outstanding voting securities of such Fund(s) on sixty days' written notice to such Sub-Adviser(s); or (ii) by the Adviser on sixty days' written notice to such Sub-Adviser(s); or (iii) by a Sub-Adviser on sixty days' written notice to the Trust. Should this Contract be terminated with respect to a Sub-Adviser, the Adviser shall assume the duties and responsibilities of such Sub-Adviser unless and until the Adviser appoints another Sub-Adviser to perform such duties and responsibilities. Termination of this Contract with respect to one or more Fund(s) or Sub-Adviser(s) shall not affect the continued effectiveness of this Contract with respect to any remaining Fund(s) or Sub-Adviser(s). This Contract will automatically terminate in the event of its assignment.

11. Amendment. No provision of this Contract may be changed, waived, discharged or terminated orally, but only by an instrument in writing signed by the party against which enforcement of the change, waiver, discharge or termination is sought, and, when required by the 1940 Act, no amendment of this Contract shall be effective until approved by vote of a majority of the Fund's outstanding voting securities.

12. Notices. Any notices under this Contract shall be writing, addressed and delivered, telecopied or mailed postage paid, to the other party entitled to receipt thereof at such address as such party may designate for the receipt of such notice. Until further notice to the other party, it is agreed that the address of the Trust and the Adviser shall be 11 Greenway Plaza, Suite 100, Houston, Texas 77046. Until further notice to the other party, it is agreed that the address of each Sub-Adviser shall be set forth in Exhibit B attached hereto.

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13. Governing Law. This Contract shall be construed in accordance with the laws of the State of Texas and the 1940 Act. To the extent that the applicable laws of the State of Texas conflict with the applicable provisions of the 1940 Act, the latter shall control.

14. Multiple Sub-Advisory Agreements. This Contract has been signed by multiple parties; namely the Adviser, on one hand, and each Sub-Adviser, on the other. The parties have signed one document for administrative convenience to avoid a multiplicity of documents. It is understood and agreed that this document shall constitute a separate sub-advisory agreement between the Adviser and each Sub-Adviser with respect to each Fund, as if the Adviser and such Sub-Adviser had executed a separate sub-advisory agreement naming such Sub-Adviser as a sub-adviser to each Fund. With respect to any one Sub-Adviser, (i) references in this Contract to "a Sub-Adviser" or to "each Sub-Adviser" shall be deemed to refer only to such Sub-Adviser, and (ii) the term "this Contract" shall be construed according to the foregoing provisions.

15. Miscellaneous. The captions in this Contract are included for convenience of reference only and in no way define or delimit any of the provisions hereof or otherwise affect their construction or effect. If any provision of this Contract shall be held or made invalid by a court decision, statute, rule or otherwise, the remainder of this Contract shall not be affected thereby. This Contract shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors. Any question of interpretation of any term or provision of this Contract having a counterpart in or otherwise derived from a term or provision of the 1940 Act or the Advisers Act shall be resolved by reference to such term or provision of the 1940 Act or the Advisers Act and to interpretations thereof, if any, by the United States Courts or in the absence of any controlling decision of any such court, by rules, regulations or orders of the Securities and Exchange Commission ("SEC") issued pursuant to said Acts. In addition, where the effect of a requirement of the 1940 Act or the Advisers Act reflected in any provision of the Contract is revised by rule, regulation or order of the SEC, such provision shall be deemed to incorporate the effect of such rule, regulation or order.

IN WITNESS WHEREOF, the parties hereto have caused this Contract to be executed by their officers designated as of the day and year first above written.

A I M ADVISORS, INC.

AIM FUNDS MANAGEMENT INC.

ADVISER

SUB-ADVISER

BY: _____

BY: _____

NAME: _____

NAME: _____

TITLE: _____

TITLE: _____

INVESCO ASSET MANAGEMENT DEUTSCHLAND,
GMBH

SUB-ADVISER

BY: _____

NAME: _____

TITLE: _____

INVESCO ASSET MANAGEMENT LTD.

SUB-ADVISER

BY: _____

NAME: _____

TITLE: _____

INVESCO ASSET MANAGEMENT (JAPAN) LIMITED

SUB-ADVISER

BY: _____

NAME: _____

TITLE: _____

INVESCO AUSTRALIA LIMITED

SUB-ADVISER

BY: _____

NAME: _____

TITLE: _____

INVESCO GLOBAL ASSET MANAGEMENT (N.A.),

INC.

SUB-ADVISER

BY: _____
NAME: _____
TITLE: _____

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INVESCO HONG KONG LIMITED

SUB-ADVISER

BY: _____
NAME: _____
TITLE: _____

INVESCO INSTITUTIONAL (N.A.), INC.

SUB-ADVISER

BY: _____
NAME: _____
TITLE: _____

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INVESCO SENIOR SECURED MANAGEMENT, INC.

SUB-ADVISER

BY: _____
NAME: _____
TITLE: _____

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EXHIBIT A

FUNDS

Series C

Series M

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EXHIBIT B

ADDRESSES OF SUB-ADVISERS

AIM Funds Management Inc.
5140 Yonge Street
Suite 900
Toronto, Ontario

INVESCO Asset Management Deutschland, GmbH
 Bleichstrasse 60-62
 Frankfurt, Germany 60313

INVESCO Asset Management Ltd.
 30 Finsbury Square
 London, United Kingdom
 EC2A 1AG

INVESCO Asset Management (Japan) Limited
 25th Floor, Shiroyama Trust Tower
 3-1, Toranoman 4-chome, Minato-Ku
 Tokyo, Japan 105-6025

INVESCO Australia Limited
 333 Collins Street, Level 26
 Melbourne Vic 3000, Australia

INVESCO Global Asset Management (N.A.), Inc.
 One Midtown Plaza
 1360 Peachtree Street, N.E.
 Atlanta, Georgia 30309

INVESCO Hong Kong Limited
 32nd Floor
 Three Pacific Place
 1 Queen's Road East
 Hong Kong

INVESCO Institutional (N.A.), Inc.
 One Midtown Plaza
 1360 Peachtree Street, N.E.
 Atlanta, Georgia 30309

INVESCO Senior Secured Management, Inc.
 1166 Avenue of the Americas
 New York, NY 10036

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EXHIBIT A

SHARES OF AIM CORE ALLOCATION PORTFOLIO SERIES
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS)	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007
<S>	<C>
Series C	
Series M	

</TABLE>

A-1

SHARES OF AIM EQUITY FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS)	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007
<S>	<C>
AIM Capital Development Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
Investor Class.....	
AIM Charter Fund	
Class A.....	
Class B.....	

Class C.....
 Class R.....
 Institutional Class.....
 AIM Constellation Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 AIM Diversified Dividend Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....
 AIM Large Cap Basic Value Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....
 AIM Large Cap Growth Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....

</TABLE>

A-2

SHARES OF AIM FUNDS GROUP
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
<CAPTION>

NAME OF FUND (CLASS)	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007
<S>	<C>
AIM Basic Balanced Fund	
Class A.....	
Class B.....	
Class C.....	
Institutional Class.....	
Investor Class.....	
AIM European Small Company Fund	
Class A.....	
Class B.....	
Class C.....	
AIM Global Value Fund	
Class A.....	
Class B.....	
Class C.....	
Institutional Class.....	
AIM International Small Company Fund	
Class A.....	
Class B.....	
Class C.....	
Institutional Class.....	
AIM Mid Cap Basic Value Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Select Equity Fund	
Class A.....	
Class B.....	
Class C.....	
AIM Small Cap Equity Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	

</TABLE>

SHARES OF AIM GROWTH SERIES
OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
<CAPTION>

NAME OF FUND (CLASS)	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007
<S>	
AIM Basic Value Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Conservative Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Global Equity Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Growth Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Income Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Independence Now Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
</TABLE>	

SHARES OF AIM GROWTH SERIES
OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
<CAPTION>

NAME OF FUND (CLASS)	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007
<S>	
AIM Independence 2010 Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Independence 2020 Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Independence 2030 Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
<C>	

Institutional Class.....
 AIM Independence 2040 Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 AIM Independence 2050 Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 AIM International Allocation Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 </TABLE>

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SHARES OF AIM GROWTH SERIES
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS) -----	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007 -----
<S>	<C>
AIM Mid Cap Core Equity Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Moderate Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Moderate Growth Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Moderately Conservative Allocation Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Small Cap Growth Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
Investor Class.....	
</TABLE>	

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SHARES OF AIM INVESTMENT FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS) -----	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007 -----
<S>	<C>
AIM China Fund	

Class A.....
 Class B.....
 Class C.....
 Institutional Class.....
 AIM Developing Markets Fund
 Class A.....
 Class B.....
 Class C.....
 Institutional Class.....
 AIM Global Health Care Fund
 Class A.....
 Class B.....
 Class C.....
 Investor Class.....
 AIM International Total Return Fund
 Class A.....
 Class B.....
 Class C.....
 Institutional Class.....
 AIM Japan Fund
 Class A.....
 Class B.....
 Class C.....
 Institutional Class.....
 AIM LIBOR Alpha Fund
 Class A.....
 Class C.....
 Class R.....
 Institutional Class.....
 AIM Trimark Endeavor Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 </TABLE>

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SHARES OF AIM INVESTMENT FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS) -----	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007 -----
<S>	<C>
AIM Trimark Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Trimark Small Companies Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	

</TABLE>

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SHARES OF AIM INVESTMENT SECURITIES FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS) -----	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007 -----
<S>	<C>
AIM Global Real Estate Fund	
Class A.....	
Class B.....	
Class C.....	

Class R.....
 Institutional Class.....
 AIM High Yield Fund
 Class A.....
 Class B.....
 Class C.....
 Investor Class.....
 Institutional Class.....
 AIM Income Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....
 AIM Intermediate Government Fund
 Class A.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....
 AIM Limited Maturity Treasury Fund
 Class A.....
 Class A3.....
 Institutional Class.....
 AIM Money Market Fund
 AIM Cash Reserve Shares.....
 Class B.....
 Class C.....
 Class R.....
 Institutional Class.....
 Investor Class.....

</TABLE>

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SHARES OF AIM INVESTMENT SECURITIES FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS) -----	NUMBER OF SHARES OUTSTANDING ON NOVEMBER 30, 2007 -----
<S>	<C>
AIM Municipal Bond Fund	
Class A.....	
Class B.....	
Class C.....	
Investor Class.....	
AIM Real Estate Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	
Investor Class.....	
AIM Short Term Bond Fund	
Class A.....	
Class C.....	
Class R.....	
Institutional Class.....	
AIM Total Return Bond Fund	
Class A.....	
Class B.....	
Class C.....	
Class R.....	
Institutional Class.....	

</TABLE>

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SHARES OF AIM TAX-EXEMPT FUNDS
 OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
 <CAPTION>

NAME OF FUND (CLASS)

NUMBER OF SHARES
OUTSTANDING ON
NOVEMBER 30, 2007

<S>
 AIM High Income Municipal Fund
 Class A.....
 Class B.....
 Class C.....
 Institutional Class.....
 AIM Tax-Exempt Cash Fund
 Class A.....
 Investor Class.....
 AIM Tax-Free Intermediate Fund
 Class A.....
 Class A3.....
 Institutional Class.....
 </TABLE>

<C>

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SHARES OF SHORT-TERM INVESTMENTS TRUST
OUTSTANDING ON NOVEMBER 30, 2007

<TABLE>
<CAPTION>

NAME OF FUND (CLASS)

NUMBER OF SHARES
OUTSTANDING ON
NOVEMBER 30, 2007

<S>
 Government & Agency Portfolio
 Cash Management Class.....
 Corporate Class.....
 Institutional Class.....
 Personal Investment Class.....
 Private Investment Class.....
 Reserve Class.....
 Resource Class.....
 Government TaxAdvantage Portfolio
 Cash Management Class.....
 Corporate Class.....
 Institutional Class.....
 Personal Investment Class.....
 Private Investment Class.....
 Reserve Class.....
 Resource Class.....
 Liquid Assets Portfolio
 Cash Management Class.....
 Corporate Class.....
 Institutional Class.....
 Personal Investment Class.....
 Private Investment Class.....
 Reserve Class.....
 Resource Class.....
 STIC Prime Portfolio
 Cash Management Class.....
 Corporate Class.....
 Institutional Class.....
 Personal Investment Class.....
 Private Investment Class.....
 Reserve Class.....
 Resource Class.....
 Treasury Portfolio
 Cash Management Class.....
 Corporate Class.....
 Institutional Class.....
 Personal Investment Class.....
 Private Investment Class.....
 Reserve Class.....
 Resource Class.....
 </TABLE>

<C>

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EXHIBIT B

TRUSTEE COMPENSATION TABLE

Set forth below is information regarding compensation paid or accrued for each trustee of each Trust who was not affiliated with AIM during the year ended December 31, 2006.

<TABLE>
<CAPTION>

Aggregate Compensation From Trust(1)

NAME OF TRUSTEE	AIM CORE ALLOCATION PORTFOLIO SERIES								RETIREMENT ACCRUED BY ALL AIM FUNDS (2)	ESTIMATED ANNUAL BENEFITS UPON RETIREMENT (3)	TOTAL COMPENSATION FROM ALL AIM FUNDS (4)
	AIM EQUITY FUNDS	AIM FUNDS GROUP	AIM GROWTH SERIES	AIM INVESTMENT FUNDS	AIM INVESTMENT SECURITIES FUNDS	AIM TAX-EXEMPT FUNDS	SHORT-TERM INVESTMENTS TRUST				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Bob R. Baker	\$2,206	\$28,150	\$12,986	\$23,246	\$ 9,714	\$17,340	\$3,892	\$41,767	\$230,089	\$177,882	\$225,000
Frank S. Bayley	2,366	30,186	13,904	24,892	10,427	18,506	4,175	44,796	160,600	126,750	241,000
James T. Bunch	2,046	25,384	11,635	21,020	8,819	16,098	3,608	38,739	149,379	126,750	203,500
Bruce L. Crockett	4,184	50,677	23,160	41,464	17,589	32,493	7,160	79,197	83,163	126,750	402,000
Albert R. Dowden	2,366	30,318	13,983	24,997	10,460	18,544	4,175	44,796	105,204	126,750	242,000
Jack M. Fields	2,046	26,247	12,147	21,704	9,034	16,098	3,608	38,739	104,145	126,750	210,000
Carl Frischling(5)	2,046	26,247	12,147	21,704	9,034	16,098	3,608	38,739	91,932	126,750	210,000
Prema Mathai-Davis	2,144	28,017	12,580	22,477	9,681	16,790	4,175	40,571	102,401	126,750	217,500
Lewis F. Pennock	2,046	26,247	12,147	21,704	9,034	16,098	3,608	38,739	85,580	126,750	210,000
Ruth H. Quigley(6)	2,366	29,963	13,983	24,997	10,371	18,544	4,175	44,796	187,330	126,750	242,000
Larry Soll	2,046	26,247	12,147	21,704	9,034	16,098	3,608	38,739	193,510	146,697	210,000
Raymond Stickel, Jr.	2,366	28,130	13,196	23,821	9,841	18,544	4,118	44,796	77,561	126,750	230,750

</TABLE>

(1) Amounts shown for AIM Equity Funds and AIM Investment Funds are as of their fiscal years ended October 31, 2006. Amounts shown for AIM Tax-Exempt Funds are as of its fiscal year ended March 31, 2007. Amounts shown for AIM Investment Securities Funds are as of its fiscal year ended July 31, 2007. Amounts shown for AIM Core Allocation Portfolio Series and Short-Term Investments Trust are as of their fiscal years ended August 31, 2007. Amounts shown for AIM Funds Group and AIM Growth Series are as of their fiscal years ended December 31, 2006. The total amount of compensation deferred by all trustees of AIM Tax-Exempt Funds, during the fiscal year ended March 31, 2007, including earnings, was \$14,741. The total amount of compensation deferred by all trustees of AIM Investment Securities Fund during the fiscal year ended July 31, 2007, including earnings, was \$64,617. The total amount of compensation deferred by all trustees of AIM Core Allocation Portfolio Series and Short-Term Investments Trust during the fiscal year ended August 31, 2007, including earnings, was \$4,932 and \$144,358, respectively. The total amount of compensation deferred by all trustees of AIM Equity Funds and AIM Investments Funds during the fiscal year ended October 31, 2006, including earnings, was \$106,701 and \$21,296 respectively. The total amount of compensation deferred by all trustees of AIM Funds Group and AIM Growth Series during the fiscal year ended December 31, 2006, including earnings, was \$41,353 and \$56,666, respectively.

(2) During the fiscal year ended March 31, 2007, the total amount of expenses allocated to AIM Tax-Exempt Funds, in respect of such retirement benefits was \$13,054. During the fiscal year ended July 31, 2007, the total amount of expenses allocated to AIM Investment Securities Funds in respect of such retirement benefits was \$106,850. During the fiscal year ended August 31, 2007, the total amount of expenses allocated to AIM Core Allocation Portfolio Series and Short-Term Investments Trust in respect of such retirement benefits was \$0 and \$616,797, respectively. During the fiscal year ended October 31, 2006, the total amount of expenses allocated to AIM Equity Funds and AIM Investment Funds in respect of such retirement benefits was \$236,675 and \$24,699, respectively. During the fiscal year ended December 31, 2006, the total amount of expenses allocated to AIM Funds Group and AIM Growth Series in respect of such retirement benefits was \$82,797 and \$191,037, respectively.

(3) These amounts represent the estimated annual benefits payable by the AIM Funds upon the trustee's retirement and assumes each trustee serves until his or her anticipated retirement date.

(4) All trustees currently serve as trustees of 16 registered investment companies advised by AIM.

(5) During the fiscal year ended March 31, 2007, AIM Tax-Exempt Funds paid \$14,364 in legal fees to Kramer Levin Naftalis & Frankel LLP ("Kramer Levin") for services rendered by such firm as counsel to the independent trustees of such Trust. During the fiscal year ended July 31, 2007, AIM Investment Securities Funds paid \$62,939 in legal fees to Kramer Levin for services rendered by such firm as counsel to the independent trustees of the Trust. During the fiscal year ended August 31, 2007, AIM Core Allocation Portfolio Series and Short-Term Investments Trust paid \$0 and \$179,886, respectively in legal fees to Kramer Levin for services rendered by such firm as counsel to the independent trustees of the Trusts. During the fiscal year ended October 31, 2006, AIM Equity Funds, AIM Investment Funds and paid \$75,027 and \$28,356, respectively in legal fees to Kramer

Levin for services rendered by such firm as counsel to the independent trustees of the Trusts. During the fiscal year ended December 31, 2006, AIM Funds Group and AIM Growth Series paid \$14,483 and \$84,795, respectively in legal fees to Kramer Levin for services rendered by such firm as counsel to the independent trustees of the Trusts. Mr. Frischling is a partner of Kramer Levin.

(6) Miss Quigley will retire effective as of December 31, 2007.

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EXHIBIT C

PRINCIPAL EXECUTIVE OFFICER AND DIRECTORS OF AFFILIATED SUB-ADVISERS

AIM FUNDS MANAGEMENT INC.

The following table provides information with respect to the principal executive officer and the directors of AIM Funds Management Inc. The business address of the principal executive officer and each director is 5140 Yonge Street, Suite 900, Toronto, Ontario M2N 6X7.

<TABLE>	<CAPTION>		
NAME	POSITION	PRINCIPAL OCCUPATION	
----	-----	-----	
<S>	<C>	<C>	
Philip Alexander Taylor	Director, President and Chief Executive Officer	Director, Chief Executive Officer and President, AIM Mutual Fund Dealer Inc. (registered broker dealer), A I M Advisors, Inc., AIM Funds Management Inc. d/b/a INVESCO Enterprise Services (registered investment advisor and registered transfer agent) and 1371 Preferred Inc. (holding company); AIM Trimark Corporate Class Inc. -(corporate mutual fund company) and AIM Trimark Canada Fund Inc. (corporate mutual fund company); Director, Chairman, Chief Executive Officer and President, A I M Management Group Inc., and A I M Capital Management, Inc. (registered investment advisor); Director and President, INVESCO Funds Group, Inc. (registered investment advisor and registered transfer agent) and AIM GP Canada Inc. (general partner for limited partnership); Director, A I M Distributors, Inc. (registered broker dealer); Director and Chairman, AIM Investment Services, Inc. (registered transfer agent), and INVESCO Distributors, Inc. (registered broker dealer); Director, President and Chairman, IVZ Callco Inc. (holding company), INVESCO Inc. (holding company) and AIM Canada Holdings Inc. (holding company); Trustee, President and Principal Executive Officer, The AIM Family of Funds(R) (other than AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust only); Trustee and Executive Vice President, The AIM Family of Funds(R) (AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust only); and Manager, PowerShares Capital Management LLC.	

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<TABLE>	<CAPTION>		
NAME	POSITION	PRINCIPAL OCCUPATION	
----	-----	-----	
<S>	<C>	<C>	
David Colvin Warren	Director, Chief Financial Officer and Executive Vice President	Vice President, 1371 Preferred Inc., AIM Funds Management Inc., AIM Mutual Fund Dealer Inc., INVESCO Inc., and IVZ Callco Inc.; Director, AIM Canada Holdings Inc. and AIM GP Canada Inc.; Senior Vice President and Chief Administration Officer, A I M Advisors, Inc., A I M Capital Management, Inc. and AIM Private Asset Management, Inc.; and Senior Vice	

		President, A I M Management Group Inc.
Peter Intraligi	Director, Chief Operating Officer and Executive Vice President	Director and Senior Vice President, 1371 Preferred Inc.; Director, AIM Canada Holdings Inc.; Director, Chief Operating Officer and Executive Vice President, AIM Funds Management Inc. and IVZ Callco Inc.; Director and Executive Vice President, INVESCO Inc.
Susan J. Han	Director, General Counsel, Senior Vice President and Secretary	Director, General Counsel, Senior Vice President and Secretary, AIM Funds Management Inc. and 1371 Preferred Inc.; Director and Secretary, INVESCO Inc., AIM Canada Holdings Inc., AIM Mutual Fund Dealer Inc., AIM GP Canada Inc. and IVZ Callco Inc.; Senior Vice President, General Counsel and Secretary, AIM Trimark Corporate Class Inc. and AIM Trimark Canada Fund Inc.
Graham Anderson	Director and Senior Vice President, Investments Operations	Director, Senior Vice President, Investments Operations, AIM Funds Management Inc.

</TABLE>

INVESCO ASSET MANAGEMENT DEUTSCHLAND, GMBH

The following table provides information with respect to the principal executive officer and the directors of INVESCO Asset Management Deutschland, GmbH. The business address of the principal executive officer and each director is Bleichstrasse 60-62, Frankfurt, Germany 60313.

NAME	POSITION	PRINCIPAL OCCUPATION
[Karl-George Bayer	Director	Managing Director, INVESCO Asset Management Deutschland GmbH.
Bernhard Lander	Director	Need to locate information
Alexander Heinrich Lehmann	Director	Managing Director, INVESCO Asset Management Deutschland GmbH and President, INVESCO Asset Management (Switzerland) Ltd.
Christian Puschmann	Director	Director, INVESCO Holding Germany Ltd & Co

</TABLE>

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NAME	POSITION	PRINCIPAL OCCUPATION
[S]	<C>	<C> OHG and INVESCO Kapitalanlagegesellschaft mbH; and Manager, INVESCO Asset Management Deutschland GmbH.]

</TABLE>

INVESCO ASSET MANAGEMENT LTD.

The following table provides information with respect to the principal executive officer and the directors of INVESCO Asset Management Ltd. The business address of the principal executive officer and each director is 30 Finsbury Square, London, EC2A 1AG, United Kingdom.

NAME	POSITION	PRINCIPAL OCCUPATION
[Robert John Duthie	Director	Director, Atlantic Wealth Management Limited, C M Investment Nominees Limited, INVESCO Administration Services Limited, INVESCO Asset Management Limited, INVESCO Fund Managers Limited, INVESCO Global Investment Funds Limited, INVESCO Group Limited, INVESCO GT Asset Management PLC, INVESCO North American Group Limited, INVESCO Pacific Group Limited, INVESCO Pensions Limited, INVESCO Savings Scheme (Nominees) Limited, INVESCO Trustee Corporation Limited, INVESCO UK Holdings PLC, INVESCO UK Limited, Perpetual Administration Limited, Perpetual plc, Perpetual Portfolio

</TABLE>

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NAME	POSITION	PRINCIPAL OCCUPATION
<S> Roderick George Howard Ellis	<C> Director	<C> Director, Atlantic Wealth Management Limited, C M Investment Nominees Limited, INVESCO Administration Services Limited, INVESCO Asset Management Limited, INVESCO Asset Management SA, INVESCO CE SA, INVESCO CE Services SA, INVESCO Continental Europe Holdings SA, INVESCO Continental Europe Service Centre SA, INVESCO Fund Managers Limited, INVESCO Global Investment Funds Limited, INVESCO Group Limited, INVESCO GT Asset Management PLC, INVESCO Holland B.V., INVESCO International (Southern Africa) Limited, INVESCO Pacific Group Limited, INVESCO Pensions Limited, INVESCO Real Estate Limited, INVESCO Savings Scheme (Nominees) Limited, INVESCO UK Holdings PLC, INVESCO UK Limited, Perpetual Administration Limited, Perpetual plc, Perpetual Portfolio Management Limited, Perpetual Unit Trust Management (Nominees) Limited and Sermon Lane Nominees Limited; Supervisory Board, INVESCO Asset Management Oesterreich GmbH and INVESCO Kapitalanlagegesellschaft mbH; Director and Deputy Chairman, INVESCO Global Asset Management (Bermuda) Limited; and Director, Chief Executive Officer and President, INVESCO Pacific Holdings Limited.
Robert John Yerbury	Director	Director and Chief Executive, Atlantic Wealth Management Limited, INVESCO Administration Services Limited, INVESCO Asset Management Limited, INVESCO Fund Managers Limited, INVESCO Global Investment Funds Limited, INVESCO Pension Limited and Perpetual Portfolio Management Limited; Director, INVESCO UK Limited and Perpetual plc; and Executive Management and Senior Managing Director, INVESCO PLC.
John Rowland	Director	Director, Atlantic Wealth Management Limited, INVESCO Administration Services Limited, INVESCO Asset Management Ireland Limited, INVESCO Asset Management Limited, INVESCO Fund Managers Limited, INVESCO Global Distributors Limited, INVESCO Global Investment Funds Limited, INVESCO Management S.A., INVESCO UK Limited, Investment Fund Administrators Limited and Perpetual Portfolio Management Limited.

</TABLE>

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NAME	POSITION	PRINCIPAL OCCUPATION
<S> Graeme John Proudfoot	<C> Director	<C> Director, Atlantic Wealth Management Limited, C M Investment Nominees Limited, INVESCO Administration Services Limited, INVESCO Asset Management Limited, INVESCO Fund Managers Limited, INVESCO Global Investment Funds Limited, INVESCO Group Limited, INVESCO GT Asset Management PLC, INVESCO International Holdings Limited, INVESCO North American Group Limited, INVESCO Pacific Group Limited, INVESCO Savings Scheme (Nominees) Limited, INVESCO

Trustee Corporation Limited, INVESCO UK Holdings PLC, INVESCO UK Limited, IST 123 LTD, Lombard Place Securities Limited, Perpetual Administration Limited, Perpetual plc, Perpetual Unit Trust Management (Nominees) Limited, Sermon Lane Nominees Limited; Alternate Director, INVESCO Japan Discovery Trust plc; Director and Secretary, AMVESCAP Limited and Atlantic Wealth Holdings Limited; Director and Vice President, INVESCO Pacific Holdings Limited; and Secretary, Royal Canoe Club Trust.

Ian David Trevers	Director	Director, INVESCO Administration Services Limited, INVESCO Asset Management Limited, INVESCO Fund Managers Limited, INVESCO Global Investment Funds Limited, and INVESCO Pensions Limited.
Nigel Marcus Doman	Director	Director, A I M Global Management Company Limited and INVESCO Asset Management Limited.]

</TABLE>

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INVESCO ASSET MANAGEMENT (JAPAN) LIMITED

The following table provides information with respect to the principal executive officer and the directors of INVESCO Asset Management (Japan) Limited. The business address of the principal executive officer and each director is 25th Floor, Shiroyama Trust Tower, 3-1, Toranomon 4-chome, Minato-ku, Tokyo 105-6025, Japan.

NAME	POSITION	PRINCIPAL OCCUPATION
<S>	<C>	<C>
Andrew Tak Shing Lo	Director	Chairman and Director, County Investment Management Pty Ltd, Invesco Asset Management Australia (Holdings) Ltd, Invesco Australia Limited and Invesco Pacific Partner Ltd; Director, Invesco Asset Management (Japan) Ltd, Invesco Asset Management Asia Limited., Invesco Asset Management Pacific Limited., Invesco Asset Management Singapore Ltd., Invesco Hong Kong Limited, INVESCO Great Wall Fund Management Company Limited, Invesco Pacific Holdings Limited, and Invesco Taiwan Limited; Executive Management Committee, Invesco PLC; and Vice President, Invesco Institutional (N.A.), Inc.
[Atsushi Kawakami	Director	Director, INVESCO Asset Management (Japan) Ltd.
Alexander Maurice Prout	Chief Executive Officer	Chief Representative Director, INVESCO Asset Management (Japan) Ltd.
Masakazu Hasegawa	Director	Director, INVESCO Asset Management (Japan) Ltd. and INVESCO Pacific Partner Ltd.]

</TABLE>

INVESCO AUSTRALIA LIMITED

The following table provides information with respect to the principal executive officer and the directors of INVESCO Australia Limited. The business address of the principal executive officer and each director is 333 Collins Street, Level 26, Melbourne, Victoria 3000, Australia.

NAME	POSITION	PRINCIPAL OCCUPATION
<S>	<C>	<C>
[_____]	[_____]	[_____]

</TABLE>

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INVESCO GLOBAL ASSET MANAGEMENT (N.A.), INC.

The following table provides information with respect to the principal executive officer and the directors of INVESCO Global Asset Management (N.A.), Inc. The business address of the principal executive officer and each director is One Midtown Plaza, 1360 Peachtree Street, N.E., Atlanta, Georgia 30309.

NAME	POSITION	PRINCIPAL OCCUPATION
Kirk Fredrick Holland	Chief Executive Officer and President	Chief Executive Officer and President, INVESCO Global Asset Management (N.A.), Inc.; and Vice President, INVESCO Institutional (N.A.), Inc.
David Alexander Hartley	Director and Chief Financial Officer	Director, Atlantic Trust Company, N.A., INVESCO (NY) Trust Company, INVESCO National Trust Company, INVESCO Realty, Inc. and INVESCO Senior Secured Management, Inc.; Director, Chief Financial Officer and Vice President, INVESCO Asset Management (Bermuda) Ltd.; Director and Chief Financial Officer, INVESCO Global Asset Management (N.A.), Inc. and INVESCO Institutional (N.A.), Inc.; Treasurer and Chief Accounting Officer, A I M Advisors, Inc., A I M Capital Management, Inc. and AIM Private Asset Management, Inc.; Treasurer and Chief Financial Officer, A I M Distributors, Inc., A I M Management Group Inc., and AIM Investment Services, Inc., and Treasurer, AIM Global Holdings, Inc., A I M Global Ventures, Co., AIM Retirement Services, Inc., INVESCO Distributors, Inc., and INVESCO Funds Group, Inc.
Gregory Mark Armour	Director	Chairman and Director, INVESCO Global Asset Management (N.A.) Inc., INVESCO Private Capital Investments, Inc., INVESCO Private Capital, Inc. and INVESCO Senior Secured Management, Inc.; Chairman, Chief Executive Officer and President, INVESCO Institutional (N.A.), Inc. and INVESCO Realty, Inc. Director and President, INVESCO Asset Management (Bermuda) Ltd.; and Senior Managing Director, INVESCO PLC.

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INVESCO HONG KONG LIMITED

The following table provides information with respect to the principal executive officer and the directors of INVESCO Hong Kong Limited. The business address of the principal executive officer and each director is 32nd Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong.

NAME	POSITION	PRINCIPAL OCCUPATION
Andrew Tak Shing Lo	Director and Chief Executive Officer	Chairman and Director, County Investment Management Pty Ltd, Invesco Asset Management Australia (Holdings) Ltd, Invesco Australia Limited and Invesco Pacific Partner Ltd; Director, Invesco Asset Management (Japan) Ltd, Invesco Asset Management Asia Limited., Invesco Asset Management Pacific Limited., Invesco Asset Management Singapore Ltd., Invesco Hong Kong Limited, INVESCO Great Wall Fund Management Company Limited, Invesco Pacific Holdings Limited, and Invesco Taiwan Limited; Executive Management Committee, Invesco PLC; and Vice President, Invesco Institutional (N.A.), Inc.
Jeremy Charles Simpson	Director	Director, INVESCO (B.V.I) NOMINEES LIMITED, Invesco Asset Management Asia Ltd, Invesco Asset Management Australia (Holdings) Ltd, Invesco Asset Management Pacific Limited, Invesco Asset Management Singapore Ltd, Invesco Australia Limited and Invesco Pacific Holdings

Limited; Director and Finance Director, Invesco Hong Kong Limited; Director and Deputy Chairman, Invesco Pacific Partner Ltd; and Secretary, IRE (Hong Kong) Limited.

Gracie Yuen See Liu	Director	Director, INVESCO (B.V.I) NOMINEES LIMITED, Invesco Asset Management Asia Limited and Invesco Hong Kong Limited.
John Gerald Greenwood	Director	Director, Invesco Asset Management Asia Limited and Invesco Asset Management Singapore Ltd; and Director and Vice Chairman, Invesco Hong Kong Limited.
Siu Mei Lee	Director	Director, INVESCO (B.V.I) NOMINEES LIMITED, Invesco Asset Management Asia Limited and Invesco Hong Kong Limited.

</TABLE>

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<TABLE>
<CAPTION>

NAME	POSITION	PRINCIPAL OCCUPATION
<S>	<C>	<C>
Anna Seen Ming Tong	Director	Director, INVESCO (B.V.I) NOMINEES LIMITED, Invesco Asset Management Asia Limited, Invesco Asset Management Pacific Limited, Invesco Asset Management Singapore Ltd and Invesco Hong Kong Limited.

</TABLE>

INVESCO INSTITUTIONAL (N.A.), INC.

The following table provides information with respect to the principal executive officer and the directors of INVESCO Institutional (N.A.), Inc. The business address of the principal executive officer and each director is One Midtown Plaza, 1360 Peachtree Street, N.E., Atlanta, Georgia 30309.

<TABLE>
<CAPTION>

NAME	POSITION	PRINCIPAL OCCUPATION
<S>	<C>	<C>
David Alexander Hartley	Director and Chief Financial Officer	Director, Atlantic Trust Company, N.A., INVESCO (NY) Trust Company, INVESCO National Trust Company, INVESCO Realty, Inc. and INVESCO Senior Secured Management, Inc.; Director, Chief Financial Officer and Vice President, INVESCO Asset Management (Bermuda) Ltd.; Director and Chief Financial Officer, INVESCO Global Asset Management (N.A.), Inc. and INVESCO Institutional (N.A.), Inc.; Treasurer and Chief Accounting Officer, A I M Advisors, Inc., A I M Capital Management, Inc. and AIM Private Asset Management, Inc.; Treasurer and Chief Financial Officer, A I M Distributors, Inc., A I M Management Group Inc., and AIM Investment Services, Inc., and Treasurer, AIM Global Holdings, Inc., A I M Global Ventures, Co., AIM Retirement Services, Inc., INVESCO Distributors, Inc., and INVESCO Funds Group, Inc.

Gregory Mark Armour	Director, Chief Executive Officer and President	Chairman and Director, INVESCO Global Asset Management (N.A.) Inc., INVESCO Private Capital Investments, Inc., INVESCO Private Capital, Inc. and INVESCO Senior Secured Management, Inc.; Chairman, Chief Executive Officer and President, INVESCO Institutional (N.A.), Inc. and INVESCO Realty, Inc. Director and President, INVESCO Asset Management (Bermuda) Ltd.; and Senior Managing Director, INVESCO PLC.
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The following table provides information with respect to the principal executive officer and the directors of INVESCO Senior Secured Management, Inc. The business address of the principal executive officer and each director is 1166 Avenue of the Americas, New York, New York 10036.

NAME	POSITION	PRINCIPAL OCCUPATION
David Alexander Hartley	Director and Chief Financial Officer	Director, Atlantic Trust Company, N.A., INVESCO (NY) Trust Company, INVESCO National Trust Company, INVESCO Realty, Inc. and INVESCO Senior Secured Management, Inc.; Director, Chief Financial Officer and Vice President, INVESCO Asset Management (Bermuda) Ltd.; Director and Chief Financial Officer, INVESCO Global Asset Management (N.A.), Inc. and INVESCO Institutional (N.A.), Inc.; Treasurer and Chief Accounting Officer, A I M Advisors, Inc., A I M Capital Management, Inc. and AIM Private Asset Management, Inc.; Treasurer and Chief Financial Officer, A I M Distributors, Inc., A I M Management Group Inc., and AIM Investment Services, Inc., and Treasurer, AIM Global Holdings, Inc., A I M Global Ventures, Co., AIM Retirement Services, Inc., INVESCO Distributors, Inc., and INVESCO Funds Group, Inc.
Gregory Stoeckle	Managing Director and President	Managing Director and President, INVESCO Senior Secured Management, Inc. and Senior Vice President, INVESCO Private Capital, Inc.
Gregory Mark Armour	Director	Chairman and Director, INVESCO Global Asset Management (N.A.) Inc., INVESCO Private Capital Investments, Inc., INVESCO Private Capital, Inc. and INVESCO Senior Secured Management, Inc.; Chairman, Chief Executive Officer and President, INVESCO Institutional (N.A), Inc. and INVESCO Realty, Inc. Director and President, INVESCO Asset Management (Bermuda) Ltd.; and Senior Managing Director, INVESCO PLC.

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EXHIBIT D

EXISTING SUB-ADVISORY AGREEMENTS

NAME OF FUND AND SUB-ADVISER	DATE SUB-ADVISER BECAME SUB-ADVISER UNDER EXISTING SUB-ADVISORY AGREEMENT	DATE LAST SUBMITTED TO A VOTE OF SHAREHOLDERS
AIM CHINA FUND (INVESCO HONG KONG LIMITED)	March 31, 2006	N/A(1)
AIM GLOBAL REAL ESTATE FUND (INVESCO INSTITUTIONAL (N.A.), INC.)	April 29, 2005	N/A(1)
AIM LIBOR ALPHA FUND (INVESCO INSTITUTIONAL (N.A.), INC.)	March 31, 2006	N/A(1)
AIM INTERNATIONAL TOTAL RETURN FUND (INVESCO ASSET MANAGEMENT LIMITED)	March 31, 2006	N/A(1)
AIM JAPAN FUND (INVESCO ASSET MANAGEMENT (JAPAN) LIMITED)	March 31, 2006	N/A(1)
AIM REAL ESTATE FUND (INVESCO INSTITUTIONAL (N.A.), INC.)	October 29, 2003	October 21, 2003(2)
AIM TRIMARK ENDEAVOR FUND (AIM FUNDS MANAGEMENT INC.)	November 4, 2003	N/A(1)
AIM TRIMARK FUND (AIM FUNDS MANAGEMENT INC.)	November 4, 2003	N/A(1)
AIM TRIMARK SMALL COMPANIES FUND (AIM FUNDS MANAGEMENT INC.)	November 4, 2003	N/A(1)
SERIES C (INVESCO INSTITUTIONAL (N.A.), INC.)	December 30, 2005	N/A(1)
SERIES M	December 30, 2005	N/A(1)

</TABLE>

- (1) THE APPLICABLE FUND'S INITIAL SHAREHOLDER INITIALLY APPROVED THE SUB-ADVISORY AGREEMENT AND SUCH FUND'S PUBLIC SHAREHOLDERS HAVE NOT SUBSEQUENTLY VOTED ON THE SUB-ADVISORY AGREEMENT.
- (2) ON NOVEMBER 3, 2003, INVESCO REAL ESTATE OPPORTUNITY FUND WAS COMBINED WITH AIM REAL ESTATE FUND. IN CONNECTION WITH SUCH COMBINATION, SHAREHOLDERS OF INVESCO REAL ESTATE OPPORTUNITY FUND VOTED ON THE SUB-ADVISORY AGREEMENT ON OCTOBER 21, 2003.

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EXHIBIT E

SUB-ADVISORY FEE SCHEDULES FOR OTHER AIM FUNDS

THE FOLLOWING TABLE PROVIDES INFORMATION WITH RESPECT TO THE ANNUAL SUB-ADVISORY FEE RATES PAID TO INVESCO INSTITUTIONAL (N.A.), INC. BY A I M ADVISORS, INC. ("AIM"), THE INVESTMENT ADVISER TO THE FUNDS LISTED IN THE FOLLOWING TABLE, ALL OF WHICH HAVE SIMILAR INVESTMENT OBJECTIVES.

<TABLE>

<CAPTION>

NAME OF FUND	ANNUAL SUB-ADVISORY FEE RATE	TOTAL NET ASSETS FOR THE MOST RECENTLY COMPLETED FISCAL PERIOD OR YEAR	FEE WAIVER, EXPENSE LIMITATIONS AND/OR EXPENSE REIMBURSEMENTS FOR THE MOST RECENTLY COMPLETED FISCAL PERIOD OR YEAR
<S>	<C>	<C>	
AIM GLOBAL REAL ESTATE FUND	40% of the compensation paid by the Fund to AIM on the sub-advised assets	\$ 662,316,830	
AIM REAL ESTATE FUND	40% of the compensation paid by the Fund to AIM on the sub-advised assets	\$1,453,676,572	
AIM SELECT REAL ESTATE INCOME FUND	40% of the compensation paid by the Fund to AIM on the sub-advised assets	\$ 224,637,143	
AIM V.I. GLOBAL REAL ESTATE FUND	40% of the compensation paid by the Fund to AIM on the sub-advised assets	\$ 193,065,749	

</TABLE>

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EXHIBIT F

CURRENT TEXT OF THE FIRST PARAGRAPH OF SECTION 6.1 OF EACH DECLARATION OF TRUST

"SECTION 6.1 VOTING POWERS. THE SHAREHOLDERS SHALL HAVE POWER TO VOTE ONLY TO: (I) ELECT TRUSTEES, PROVIDED THAT A MEETING OF SHAREHOLDERS HAS BEEN CALLED FOR THAT PURPOSE; (II) REMOVE TRUSTEES, PROVIDED THAT A MEETING OF SHAREHOLDERS HAS BEEN CALLED FOR THAT PURPOSE; (III) APPROVE THE TERMINATION OF THE TRUST OR ANY PORTFOLIO OR CLASS, PROVIDED THAT THE TRUSTEES HAVE CALLED A MEETING OF THE SHAREHOLDERS FOR THE PURPOSE OF APPROVING ANY SUCH TERMINATION, UNLESS, AS OF THE DATE ON WHICH THE TRUSTEES HAVE DETERMINED TO SO TERMINATE THE TRUST OR SUCH PORTFOLIO OR CLASS, THERE ARE FEWER THAN 100 HOLDERS OF RECORD OF THE TRUST OR OF SUCH TERMINATING PORTFOLIO OR CLASS; (IV) APPROVE THE SALE OF ALL OR SUBSTANTIALLY ALL THE ASSETS OF THE TRUST OR ANY PORTFOLIO OR CLASS, UNLESS THE PRIMARY PURPOSE OF SUCH SALE IS TO CHANGE THE TRUST'S DOMICILE OR FORM OF ORGANIZATION OR FORM OF STATUTORY TRUST; (V) APPROVE THE MERGER OR CONSOLIDATION OF THE TRUST OR ANY PORTFOLIO OR CLASS WITH AND INTO ANOTHER COMPANY OR WITH AND INTO ANY PORTFOLIO OR CLASS OF THE TRUST, UNLESS (A) THE PRIMARY PURPOSE OF SUCH MERGER OR CONSOLIDATION IS TO CHANGE THE TRUST'S DOMICILE OR FORM OF ORGANIZATION OR FORM OF STATUTORY TRUST, OR (B) AFTER GIVING EFFECT TO SUCH MERGER OR CONSOLIDATION, BASED ON THE NUMBER OF OUTSTANDING SHARES AS OF A DATE SELECTED BY THE TRUSTEES, THE SHAREHOLDERS OF THE TRUST OR SUCH PORTFOLIO OR CLASS WILL HAVE A MAJORITY OF THE OUTSTANDING SHARES OF THE SURVIVING COMPANY OR PORTFOLIO OR CLASS THEREOF, AS THE CASE MAY BE; (VI) APPROVE ANY AMENDMENT TO THIS ARTICLE VI, SECTION 6.1; AND (VII) APPROVE SUCH ADDITIONAL MATTERS AS MAY BE REQUIRED BY LAW OR AS THE TRUSTEES, IN THEIR SOLE DISCRETION, SHALL DETERMINE."

EXHIBIT G

OFFICERS OF TRUSTS

THE FOLLOWING TABLE PROVIDES INFORMATION WITH RESPECT TO THE CURRENT OFFICERS OF EACH TRUST. EACH OFFICER IS ELECTED BY EACH BOARD AND SERVES FOR A ONE YEAR TERM OR UNTIL HIS OR HER SUCCESSOR IS ELECTED AND QUALIFIED. THE BUSINESS ADDRESS OF EACH OF THE FOLLOWING PERSONS IS 11 GREENWAY PLAZA, SUITE 100, HOUSTON, TEXAS 77046.

Name, Year Of Birth And Position(S) Held With Trust	Officer Since	Name of Trust(s)	Principal Occupation(s) During Past 5 Years
<S>	<C>	<C>	<C>
PHILIP A. TAYLOR(1) - 1954 PRESIDENT AND PRINCIPAL EXECUTIVE OFFICER	2006	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds	Information about Mr. Taylor is presented earlier in this proxy statement under "Proposal 1 - Election of Trustees - Who Are the Nominees? - Nominees Who Currently Are Interested Persons."
EXECUTIVE VICE PRESIDENT		Short-Term Investments Trust	

</TABLE>

- (1) Mr. Taylor is considered an interested person of the Funds because he is an officer and a director of the adviser to, and a director of the principal underwriter of the Funds.

G-1

Name, Year Of Birth And Position(S) Held With Trust	Officer Since	Name of Trust(s)	Principal Occupation(s) During Past 5 Years
<S>	<C>	<C>	<C>
KAREN DUNN KELLEY - 1960 PRESIDENT AND PRINCIPAL EXECUTIVE OFFICER	1989	Short-Term Investments Trust	Head of INVESCO's World Wide Fixed Income and Cash Management Group; Director of Cash Management and Senior Vice President, A I M Advisors, Inc. and A I M Capital Management, Inc.; Executive Vice President, A I M Distributors, Inc.; Vice President, The AIM Family of Funds(R) (other than AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust); and President and Principal Executive Officer, The AIM Family of Funds(R) (AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust only)
VICE PRESIDENT	2004	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Growth Series AIM Investment Funds	
	1993	AIM Tax-Exempt Funds	Formerly: Director and President, Fund Management Company, Chief Cash Management Officer and Managing Director, A I M Capital Management, Inc.; Vice President, A I M Advisors, Inc. and The AIM Family of Funds(R) (AIM Treasurer's Series Trust, Short-Term Investments Trust and Tax-Free Investments Trust only)
	1992	AIM Funds Group AIM Investment Securities Funds	
RUSSELL C. BURK - 1958 SENIOR VICE PRESIDENT AND SENIOR OFFICER	2005	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group	Senior Vice President and Senior Officer, The AIM Family of Funds(R)

		AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Formerly: Director of Compliance and Assistant General Counsel, ICON Advisers, Inc.; Financial Consultant, Merrill Lynch; General Counsel and Director of Compliance, ALPS Mutual Funds, Inc.
JOHN M. ZERR - 1962 SENIOR VICE PRESIDENT, CHIEF LEGAL OFFICER AND SECRETARY	2006	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds	Director, Senior Vice President, Secretary and General Counsel, A I M Management Group Inc., A I M Advisors, Inc. and A I M Capital Management, Inc.; Director, Vice President and Secretary, INVESCO Distributors, Inc. and AIM

</TABLE>

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<TABLE> <CAPTION> Name, Year Of Birth And Position(S) Held With Trust	Officer Since	Name of Trust(s)	Principal Occupation(s) During Past 5 Years
-----	-----	-----	-----
<S>	<C>	<C> Short-Term Investments Trust	<C> Investment Services, Inc.; Director, Senior Vice President and Secretary, A I M Distributors, Inc.; Director and Vice President, INVESCO Funds Group, Inc.; Senior Vice President, Chief Legal Officer and Secretary, The AIM Family of Funds(R); and Manager, PowerShares Capital Management LLC Formerly: Director, Vice President and Secretary, Fund Management Company; Vice President, A I M Capital Management, Inc.; Chief Operating Officer, Senior Vice President, General Counsel and Secretary, Liberty Ridge Capital, Inc. (an investment adviser); Vice President and Secretary, PBHG Funds (an investment company); Vice President and Secretary, PBHG Insurance Series Fund (an investment company); Chief Operating Officer, General Counsel and Secretary, Old Mutual Investment Partners (a broker-dealer); General Counsel and Secretary, Old Mutual Fund Services (an administrator); General Counsel and Secretary, Old Mutual Shareholder Services (a shareholder servicing center); Executive Vice President, General Counsel and Secretary, Old Mutual Capital, Inc. (an investment adviser); and Vice President and Secretary, Old Mutual Advisors Funds (an investment company)
LISA O. BRINKLEY - 1959 VICE PRESIDENT	2005 2004	AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds	Global Compliance Director, INVESCO PLC; and Vice President, The AIM Family of Funds(R) Formerly: Senior Vice President, A I M Management Group Inc.; Senior Vice

</TABLE>

Name, Year Of Birth And Position(S) Held With Trust	Officer Since	Name of Trust(s)	Principal Occupation(s) During Past 5 Years
<S>	<C>	<C> Short-Term Investments Trust	<C> President and Chief Compliance Officer, A I M Advisors, Inc.; Vice President and Chief Compliance Officer, A I M Capital Management, Inc. and A I M Distributors, Inc.; Vice President, AIM Investment Services, Inc. and Fund Management Company; Senior Vice President and Chief Compliance Officer, The AIM Family of Funds(R); and Senior Vice President and Compliance Director, Delaware Investments Family of Funds

</TABLE>

Name, Year Of Birth And Position(S) Held With Trust	Officer Since	Name of Trust(s)	Principal Occupation(s) During Past 5 Years
<S>	<C>	<C>	<C>
KEVIN M. CAROME - 1956 VICE PRESIDENT	2005	AIM Core Allocation Portfolio Series	Senior Vice President and General Counsel, INVESCO PLC; Director, INVESCO Funds Group, Inc.; Director and Secretary, IVZ, Inc. and INVESCO Group Services, Inc.; Secretary, INVESCO North America Holdings, Inc.; and Vice President, The AIM Family of Funds(R)
	2003	AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Formerly: Director, Senior Vice President, Secretary and General Counsel, A I M Management Group Inc. and A I M Advisors, Inc.; Senior Vice President, A I M Distributors, Inc.; Director, Vice President and General Counsel, Fund Management Company; Vice President, A I M Capital Management, Inc. and AIM Investment Services, Inc.; and Senior Vice President, Chief Legal Officer and Secretary, The AIM Family of Funds(R); Director and Vice President, INVESCO Distributors, Inc.; Chief Executive Officer and President, INVESCO Funds Group; Senior Vice President and General Counsel, Liberty Financial Companies, Inc.; and Senior Vice President and General Counsel, Liberty Funds Group, LLC
SIDNEY M. DILGREN - 1961 VICE PRESIDENT, TREASURER AND PRINCIPAL FINANCIAL OFFICER	2005	AIM Core Allocation Portfolio Series	Vice President, A I M Advisors, Inc. and A I M Capital Management Inc.; and
	2004	AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	Vice President, Treasurer and Principal Financial Officer, The AIM Family of Funds(R) Formerly: Fund Treasurer, A I M Advisors, Inc.; Senior Vice President, AIM Investment

Services, Inc. and Vice
 President, A I M Distributors,
 Inc.

</TABLE>

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<TABLE> <CAPTION> Name, Year Of Birth And Position(S) Held With Trust -----	Officer Since	Name of Trust(s) -----	Principal Occupation(s) During Past 5 Years -----
<S> LANCE A. REJSEK - 1967 ANTI-MONEY LAUNDERING COMPLIANCE OFFICER	<C> 2005	<C> AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	<C> Anti-Money Laundering Compliance Officer, A I M Advisors, Inc., A I M Capital Management, Inc., A I M Distributors, Inc., AIM Investment Services, Inc., AIM Private Asset Management, Inc. and The AIM Family of Funds(R) Formerly: Anti-Money Laundering Compliance Officer, Fund Management Company; Manager of the Fraud Prevention Department, AIM Investment Services, Inc.
TODD L. SPILLANE - 1958 CHIEF COMPLIANCE OFFICER	2006	<C> AIM Core Allocation Portfolio Series AIM Equity Funds AIM Funds Group AIM Growth Series AIM Investment Funds AIM Investment Securities Funds AIM Tax-Exempt Funds Short-Term Investments Trust	<C> Senior Vice President, A I M Management Group Inc.; Senior Vice President and Chief Compliance Officer, A I M Advisors, Inc. and A I M Capital Management, Inc.; Chief Compliance Officer, The AIM Family of Funds(R), INVESCO Global Asset Management (N.A.), Inc. (an investment adviser), INVESCO Institutional (N.A.), Inc. (an investment adviser), INVESCO Private Capital, Inc. (an investment adviser), INVESCO Private Capital Investments, Inc. (holding company) and INVESCO Senior Secured Management, Inc. (an investment adviser); and Vice President, A I M Distributors, Inc. and AIM Investment Services, Inc. Formerly: Chief Compliance Officer and Vice President, Fund Management Company; Vice President, A I M Capital Management, Inc.; Global Head of Product Development, AIG-Global Investment Group, Inc.; Chief Compliance Officer and Deputy General Counsel, AIG-SunAmerica Asset Management, and Chief

</TABLE>

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<TABLE> <CAPTION> Name, Year Of Birth And Position(S) Held With Trust -----	Officer Since	Name of Trust(s) -----	Principal Occupation(s) During Past 5 Years -----
<S>	<C>	<C>	<C> Compliance Officer, Chief Operating Officer and Deputy General Counsel, American General Investment Management

</TABLE>

EXHIBIT H

SECURITY OWNERSHIP OF MANAGEMENT

To the best knowledge of the Trusts, the following table sets forth certain information regarding the ownership, as of October 31, 2007, of shares of beneficial interest of each class of each of the Funds by the trustees, nominees, and current executive officers of the Trusts. No information is given as to a Fund or a class if a trustee, nominee or current executive officer held no shares of any or all classes of such Fund as of October 31, 2007.

AIM EQUITY FUNDS

<TABLE>					
<CAPTION>					
NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	NUMBER OF SHARES OF THE FUNDS OWNED BENEFICIALLY	PERCENT OF CLASS*		
<S>	<C>	<C>	<C>		
MARTIN L. FLANAGAN.....	AIM Diversified Dividend Fund (Institutional Class)	516.913	*		
	AIM Large Cap Growth Fund (Institutional Class)	280.093	*		
FRANK S. BAYLEY.....	AIM Charter Fund (Class A)	1,403.917	*		
JAMES T. BUNCH.....	AIM Large Cap Growth Fund (Investor Class)	10,395.010	*		
BRUCE L. CROCKETT.....	AIM Charter Fund (Class A)	218.763	*		
	AIM Constellation Fund (Class A)	172.450	*		
LEWIS F. PENNOCK.....	AIM Capital Development Fund (Class A)	1,083.826	*		
	AIM Charter Fund (Class A)	2,042.606	*		
	AIM Diversified Dividend Fund (Class A)	736.297	*		
	AIM Large Cap Basic Value Fund (Class A)	334.326	*		
JOHN M. ZERR.....	AIM Diversified Dividend Fund (Institutional Class)	432.900	*		
	AIM Large Cap Growth Fund (Institutional Class)	234.329	*		
LISA O. BRINKLEY.....	AIM Diversified Dividend Fund (Institutional Class)	907.219	*		

</TABLE>

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<TABLE>					
<S>	<C>	<C>	<C>		
KEVIN M. CAROME.....	AIM Diversified Dividend Fund (Institutional Class)	787.695	*		
	AIM Large Cap Growth Fund (Institutional Class)	881.961	*		
SIDNEY M. DILGREN.....	AIM Capital Development Fund (Class A)	858.805	*		
	AIM Charter Fund (Class A)	5,656.779	*		
	AIM Constellation Fund (Class A)	6,137.978	*		
	AIM Diversified Dividend Fund (Institutional Class)	2,446.600	*		
	AIM Large Cap Growth Fund (Institutional Class)	9,421.739	*		

KAREN DUNN KELLEY.....	AIM Charter Fund (Class A)	7,019.738	*
	AIM Constellation Fund (Class A)	3,477.724	*
	AIM Diversified Dividend Fund (Institutional Class)	4,648.916	*
	AIM Large Cap Growth Fund (Institutional Class)	10,526.597	*
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP	AIM Capital Development Fund (Class A)	1,942.631	*
	AIM Charter Fund (Class A)	16,341.803	*
	AIM Constellation Fund (Class A)	9,788.152	*
	AIM Diversified Dividend Fund (Class A)	736.297	*
	AIM Diversified Dividend Fund (Institutional Class)	9,740.242	*
	AIM Large Cap Basic Value Fund (Class A)	334.326	*
	AIM Large Cap Growth Fund (Institutional Class)	21,344.718	*
	AIM Large Cap Growth Fund (Investor Class)	10,395.010	*

</TABLE>

H-2

AIM FUNDS GROUP

<TABLE>
<CAPTION>

NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	NUMBER OF SHARES OF THE FUNDS OWNED BENEFICIALLY	PERCENT OF CLASS*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
BOB R. BAKER.....	AIM International Small Company Fund (Class A)	525.157	*
FRANK S. BAYLEY.....	AIM European Small Company Fund (Class A)	2,154.452	*
BRUCE L. CROCKETT.....	AIM Select Equity Fund (Class A)	86.8720	*
LEWIS F. PENNOCK.....	AIM Basic Balanced Fund (Class A)	2,245.038	*
	AIM Global Value Fund (Class A)	848.652	*
	AIM Select Equity Fund (Class A)	227.661	*
RUTH H. QUIGLEY.....	AIM European Small Company Fund (Class A)	242.945	*
	AIM International Small Company Fund (Class A)	1,325.847	*
	AIM Select Equity Fund (Class A)	473.487	*
LARRY SOLL.....	AIM Basic Balanced Fund (Investor Class)	2,058.401	*
	AIM Select Equity Fund (Class A)	1,732.607	*
KAREN DUNN KELLEY.....	AIM Select Equity Fund	1,887.003	*

	(Class A)			
	AIM Small Cap Equity Fund (Class A)	5,706.377		*
LANCE A. REJSEK.....	AIM European Small Company Fund (Class A)	348.766		*

</TABLE>

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<TABLE>				
<S>	<C>	<C>	<C>	
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP.....	AIM Basic Balanced Fund (Investor Class)	2,058.401		*
	AIM Basic Balanced Fund (Class A)	2,245.038		*
	AIM European Small Company Fund (Class A)	2,746.163		*
	AIM Global Value Fund (Class A)	848.652		*
	AIM International Small Company Fund (Class A)	1,851.004		*
	AIM Select Equity Fund (Class A)	4,407.63		*
	AIM Small Cap Equity Fund (Class A)	5,706.377		*

</TABLE>

AIM GROWTH SERIES

<TABLE>
<CAPTION>

NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	NUMBER OF SHARES OF THE FUNDS OWNED BENEFICIALLY	PERCENT OF CLASS*
<S>	<C>	<C>	<C>
MARTIN L. FLANAGAN.....	AIM Basic Value Fund (Institutional Class)	93.721	*
	AIM Small Cap Growth Fund (Institutional Class)	26.448	*
BOB R. BAKER.....	AIM Growth Allocation Fund (Class A)	1,269.544	*
LEWIS F. PENNOCK.....	AIM Basic Value Fund (Class A)	144.088	*
	AIM Global Equity Fund (Class A)	558.257	*
	AIM Mid Cap Core Equity Fund (Class A)	235.981	*
RAYMOND STICKEL, JR.	AIM International Allocation Fund (Class A)	4,236.745	*

</TABLE>

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<TABLE>				
<S>	<C>	<C>	<C>	
JOHN M. ZERR.....	AIM Basic Value Fund (Institutional Class)	94.142		*
	AIM Small Cap Growth Fund (Institutional Class)	35.417		*
LISA O. BRINKLEY.....	AIM Basic Value Fund (Institutional Class)	202.912		*

	AIM Small Cap Growth Fund (Institutional Class)	250.8142	*
KEVIN M. CAROME.....	AIM Basic Value Fund (Institutional Class)	280.182	*
	AIM Small Cap Growth Fund (Institutional Class)	704.352	*
SIDNEY M. DILGREN.....	AIM Basic Value Fund (Institutional Class)	244.986	*
	AIM Small Cap Growth Fund (Institutional Class)	2,779.776	*
KAREN DUNN KELLEY.....	AIM Basic Value Fund (Institutional Class)	2,344.602	*
	AIM Small Cap Growth Fund (Class A)	486.222	*
	AIM Small Cap Growth Fund (Institutional Class)	1,992.854	*
LANCE A. REJSEK.....	AIM Small Cap Growth Fund (Institutional Class)	1,237.378	*
TODD L. SPILLANE.....	AIM Basic Value Fund (Institutional Class)	416.535	*
	AIM Small Cap Growth Fund (Institutional Class)	745.240	*
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP.....	AIM Basic Value Fund (Class A)	144.088	*
	AIM Basic Value Fund (Institutional Class)	3,677.078	*

</TABLE>

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<TABLE>				
<S>	<C>		<C>	<C>
	AIM Global Equity Fund (Class A)	558.257		*
	AIM Growth Allocation Fund (Class A)	1,269.544		*
	AIM International Allocation Fund (Class A)	4,236.745		*
	AIM Mid Cap Core Equity Fund (Class A)	235.981		*
	AIM Small Cap Growth Fund (Class A)	486.222		*
	AIM Small Cap Growth Fund (Institutional Class)	7,772.278		*

</TABLE>

AIM INVESTMENT FUNDS

<TABLE>				
<CAPTION>				
		NUMBER OF SHARES OF THE FUNDS		PERCENT OF CLASS*
NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	OWNED BENEFICIALLY		
<S>	<C>	<C>	<C>	<C>
MARTIN L. FLANAGAN.....	AIM LIBOR Alpha Fund (Class A)	107,188.767		4%
BOB R. BAKER.....	AIM China Fund (Class A)	705.606		*
FRANK S. BAYLEY.....	AIM Developing Markets Fund (Class A)	353.201		*
	AIM Trimark Small	3,099.302		*

	Companies Fund (Class A)			
LEWIS F. PENNOCK.....	AIM Developing Markets Fund (Class A)	712.321		*
	AIM Trimark Endeavor Fund (Class A)	301.386		*
	AIM Trimark Fund (Class A)	528.053		*

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<TABLE>				
<S>	<C>	<C>	<C>	
RUTH H. QUIGLEY.....	AIM China Fund (Class A)	2,882.360		*
	AIM Developing Markets Fund (Class A)	2,788.738		*
LARRY SOLL.....	AIM Global Health Care Fund (Investor Class)	927.611		*
RAYMOND STICKEL, JR.	AIM Trimark Small Companies Fund (Class A)	3,466.426		*
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP.....	AIM China Fund (Class A)	3,587.966		*
	AIM Developing Markets Fund (Class A)	3,854.26		*
	AIM Global Health Care Fund (Investor Class)	927.611		*
	AIM LIBOR Alpha Fund (Class A)	107,188.767		4%
	AIM Trimark Endeavor Fund (Class A)	301.386		*
	AIM Trimark Fund (Class A)	528.053		*
	AIM Trimark Small Companies Fund (Class A)	6,565.728		*

</TABLE>

AIM INVESTMENT SECURITIES FUNDS

<TABLE>
<CAPTION>

NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	NUMBER OF SHARES OF THE FUNDS OWNED BENEFICIALLY	PERCENT OF CLASS*
<S>	<C>	<C>	<C>
FRANK S. BAYLEY.....	AIM Income Fund (Class A)	3,249.262	*
JAMES T. BUNCH.....	AIM Money Market Fund (Investor Class)	4,925.860	*
BRUCE L. CROCKETT.....	AIM High Yield Fund (Class A)	294.321	*
LEWIS F. PENNOCK.....	AIM Global Real Estate Fund (Class A)	743.226	*

</TABLE>

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<TABLE>				
<S>	<C>	<C>	<C>	
	AIM High Yield Fund (Class A)	2,521.998		*
RUTH H. QUIGLEY.....	AIM Global Real Estate Fund	103.406		*

	(Class A)		
	AIM Money Market Fund (AIM Cash Reserve Shares)	209,358.310	[]
RAYMOND STICKEL, JR.....	AIM Money Market Fund (AIM Cash Reserve Shares)	21,526.770	[]
	AIM Total Return Bond Fund (Class A)	3,146.525	*
KAREN DUNN KELLEY.....	AIM Money Market Fund (AIM Cash Reserve Shares)	770,855.780	[]
LANCE A. REJSEK.....	AIM Money Market Fund (AIM Cash Reserve Shares)	4,655.060	*
TODD L. SPILLANE.....	AIM Money Market Fund (AIM Cash Reserve Shares)	1,735.810	*
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP.....	AIM Global Real Estate Fund (Class A)	846.632	*
	AIM High Yield Fund (Class A)	2,816.319	*
	AIM Income Fund (Class A)	3,249.262	*
	AIM Money Market Fund (Investor Class)	4,925.860	*

</TABLE>

H-8

<TABLE>			
<S>	<C>	<C>	<C>
	AIM Money Market Fund (AIM Cash Reserve Shares)	308,131.730	[]
	AIM Total Return Bond Fund (Class A)	3,146.525	*

</TABLE>

AINM TAX-EXEMPT FUNDS

<TABLE>
<CAPTION>

NAME OF TRUSTEE/ NOMINEE/OFFICER	FUND AND CLASS	NUMBER OF SHARES OF THE FUNDS OWNED BENEFICIALLY	PERCENT OF CLASS*
<S>	<C>	<C>	<C>
JAMES T. BUNCH.....	AIM High Income Municipal Fund (Class A)	12,979.946	*
LARRY SOLL.....	AIM High Income Municipal Fund (Class A)	16,726.222	*
ALL TRUSTEES, NOMINEES, AND CURRENT EXECUTIVE OFFICERS AS A GROUP.....	AIM High Income Municipal Fund (Class A)	29,706.168	*

</TABLE>

AIM CORE ALLOCATION PORTFOLIO SERIES

To the best knowledge of AIM Core Allocation Portfolio Series, as of October 31, 2007, no trustee, nominee, or current executive officer of the Trust owned shares of beneficial interest of any class of Series C or Series M.

To the best knowledge of Short-Term Investments Trust, as of October 31, 2007, no trustee, nominee or current executive officer of the Trust owned shares of beneficial interest of any class of Government & Agency Portfolio, Government TaxAdvantage Portfolio, Liquid Assets Portfolio, STIC Prime Portfolio or Treasury Portfolio.

* To the best knowledge of each Trust, the ownership of shares of each series portfolio of each Trust by trustees, nominees and current executive officers of each Trust as a group constituted less than 1% of each class of each series portfolio of the Trusts as of October 31, 2007.

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EXHIBIT I

OWNERSHIP OF SHARES OF THE FUNDS

SIGNIFICANT HOLDERS

Listed below is the name, address and percent ownership of each person who, as of October 31, 2007, to the best knowledge of Trusts owned 5% or more of any class of the outstanding shares of a Fund. A shareholder who owns beneficially 25% or more of the outstanding securities of a Fund is presumed to "control" the Fund as defined in the 1940 Act. Such control may affect the voting rights of other shareholders.

<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
AIM CORE ALLOCATION PORTFOLIO SERIES			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Series C	922,504.25	99.15%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Series M	926,089.95	99.02%
AIM EQUITY FUNDS			
AIM CAPITAL DEVELOPMENT FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	7,807,638.30	11.14%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	5,395,207.27	7.70%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,287,959.32	11.67%

</TABLE>

I-1

<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith	Class C	1,122,875.94	14.33%

FBO The Sole Benefit of Customers
 Attn: Fund Administration
 4800 Deer Lake Dr. East 2nd Floor
 Jacksonville, FL 32246-6484

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	961,477.63	12.27%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	456,168.72	5.82%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class R	560,722.03	14.99%
Delaware Charter Guarantee & Trust FBO Various Qualified Plans 711 High St Des Moines, IA 50309-2732	Class R	405,805.46	10.85%
Delaware Charter Guarantee & Trust FBO Principal Financial Group Omnibus Qualified 711 High St Des Moines, IA 50309-2732	Class R	228,287.92	6.10%
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,746,956.10	28.05%
National Financial Services Corp The Exclusive Benefit of Cust One World Financial Center 200 Liberty Street 5th Floor Attn: Kate Recon New York, NY 10281-5503	Institutional Class	958,313.61	15.38%
AIG Federal Savings Bank State of Florida Employees Def Com 2929 Allen Pkwy Ste L3-00 Houston, TX 77019-2118	Institutional Class	603,243.30	9.68%

I-2

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Institutional Class	562,342.57	9.03%
GPC Securities Inc TTEE TTEE Merrill Lynch Bank & Trust Co FSB FBO Simmons Co Ret Plan Savings P O Box 105117 Atlanta, GA 30348-5117	Institutional Class	324,481.40	5.21%
National Financial Services Corp The Exclusive Benefit Cust One World Financial Center 200 Liberty Street 5th Floor Attn: Kate Recon New York, NY 10281-5503	Investor Class	72,638.85	12.82%
AIM CHARTER FUND			
Citigroup Global Markets House	Class A	20,651,694.84	7.13%

Attn Cindy Tempesta 7th Floor
 333 W 34th St
 New York, NY 10001-2402

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	18,408,833.99	6.36%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	17,968,804.79	6.20%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	5,620,279.49	8.67%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	3,410,323.95	5.26%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402 </TABLE>	Class B	3,400,692.41	5.25%

I-3

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	2,086,478.16	12.64%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	1,426,343.77	8.64%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,063,605.86	6.44%
ING Life Insurance & Annuity Co 151 Farmington Ave #TN-41 Hartford, CT 06156-0001	Class R	47,348.41	12.39%
Reliance Trust Company Custodian FBO Morley Incentives 401(k) Profit Sharing Plan & Trust P O Box 48529 Atlanta, GA 30362-1529	Class R	29,581.56	7.74%
MG Trust Co TTEE Frontier Trust Co Stull Technologies Inc 401(k) Pl P O Box 10699 Fargo, ND 58106-0699	Class R	26,866.79	7.03%
First Command Bank Trust FBO First Command SIP Attention: Trust Department P O Box 901075 Fort Worth, TX 76101-2075	Institutional Class	5,022,294.37	66.48%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Institutional Class	1,888,299.47	25.00%

AIM CONSTELLATION FUND

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484 </TABLE>	Class A	14,794,915.16	7.49%
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I-4

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor New York, NY 10001-2402	Class A	12,046,747.38	6.09%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	2,552,964.96	8.62%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	889,912.22	9.89%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	531,200.82	5.90%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	522,384.13	5.81%
Relistar Insurance Co of New York 151 Farmington Ave #TN41 Hartford, CT 06156-0001	Class R	31,069.26	6.57%
GPC Securities Inc As Agent For Reliance Trust Co FBO Guys Inc. 401(k) Profit Sharing Plan P O Box 105117 Atlanta, GA 30348-5117	Class R	29,867.15	6.32%
Relistar Insurance Co of New York Attn: Fund Operations 151 Farmington Ave TN41 Hartford, CT 06156-0001	Class R	29,602.20	6.26%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484 </TABLE>	Institutional Class	2,065,299.16	60.99%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
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Fidelity Investments Institutional Operations Co (F11OC) As Agent For Certain Employee Benefit Plans 100 Magellan Way Mail Location - KW1C Covington, KY 41015-1999	Institutional Class	491,482.69	14.51%

Wells Fargo Bank West NA Cust. City of Houston 457 Deferred Compensation Plan C/O Great West, Recordkeeper 8515 E. Orchard Rd 2T2 Englewood, CO 80111-5002	Institutional Class	415,158.02	12.26%
State Street Bank & Trust Co TTEE State Street Solutions Attn Edlira Mosko 1 Heritage Drive 4N North Quincy, MA 02171-2105	Institutional Class	319,005.81	9.42%
AIM DIVERSIFIED DIVIDEND FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,218,048.94	7.31%
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	895,977.29	5.37%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	624,464.22	10.35%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	381,004.65	6.31%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001 </TABLE>	Class C	352,957.37	9.46%

I-6

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	320,023.39	8.58%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	262,323.31	7.03%
MG Trust Co Cust FBO Donald Wurtzel DDS PC EE 401(k) 700 17th St Ste 300 Denver, CO 80202-3531	Class R	10,151.22	19.60%
MG Trust Company Cust FBO Frog Holler Produce Station 401(k) 700 17th Street Suite 300 Denver, CO 80202-3531	Class R	8,064.98	15.57%
Mibar Marketing Corp DBA CT Network 401(k) Plan Barry Goldstein Trustee 125 Wireless Blvd Hauppauge, NY 11788-3971	Class R	6,703.69	12.94%
Lighthouse Design Inc David Mohler 401(k) Omnibus Acct TTEE 5091 Lone Tree Way Antioch, CA 94531-8016	Class R	4,568.21	8.82%

GPC Securities Inc As Agent For Merrill Lynch Bk & Tr Co FSB TTEE FBO AMVESCAP 401(k) Plan P O Box 105117 Atlanta, GA 30348-5117	Institutional Class	1,186,301.64	31.71%
AIM Income Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	997,268.69	26.66%
FIIOC Agent Employee Benefit Plans 100 Magellan Way Covington, KY 41015-1987	Institutional Class	765,734.01	20.47%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S> GPC Securities Inc As Agent For Merrill Lynch Bk & Tr Co FSB TTEE FBO AMVESCAP Money Purchase Plan P O Box 105117 Atlanta, GA 30348-5117	<C> Institutional Class	<C> 480,965.37	<C> 12.86%
INVESCO Group Services Inc 1315 Peachtree St NE 4th Floor General Ledger Accounting Atlanta, GA 30309-7515	Institutional Class	209,812.27	5.61%
Charles Schwab & Co Inc. Special Custody Acct For The Exclusive Benefit of Customers Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	10,933,820.70	10.59%
AIM LARGE CAP BASIC VALUE FUND			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	751,050.85	10.29%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	562,246.32	7.70%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	293,715.40	9.63%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	273,483.69	8.97%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	245,823.54	14.89%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	208,038.10	12.60%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
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Federated Lighting Inc 401(k) Profit Sharing Plan 16000 Trade Zone Ave Ste 406 Uppr Marlboro, MD 20774-8789	Class R	11,365.11	8.08%
Reliance Trust Company Custodian FBO Rosin Optical Co Inc Profit Sharing Plan P O Box 48529 Atlanta, GA 30362-1529	Class R	10,706.33	7.61%
GPC Securities Inc As Agent For Reliance Trust Co FBO Itasca Bank & Trust Co. 401(k) Plan P O Box 105117 Atlanta, GA 30348-5117	Class R	9,881.06	7.03%
Citistreet Retirement Services Citigroup Institutional Trust 400 Atrium Dr Somerset, NJ 08873-4162	Class R	8,640.75	6.14%
Capital Bank & Trust Company TTEE FBO Equipment Inc Ret Sav Pln C/O Planpremier/FASCORP 8515 E Orchard Rd Ste 2T2 Greenwood Vlg, CO 80111-5002	Class R	7,992.76	5.68%
AIM Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	3,751,988.20	43.18%
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,281,681.90	26.26%
AIM Moderate Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113 </TABLE>	Institutional Class	2,032,351.88	23.39%

I-9

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	253,861.08	11.99%
AIM LARGE CAP GROWTH FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	5,243,232.87	6.73%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	4,052,046.56	5.20%

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	3,802,589.51	9.82%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	1,948,584.65	5.03%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	1,695,461.20	11.92%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	1,023,932.85	7.20%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	858,715.39	6.04%
Reliance Trust Company Custodian FBO Morley Incentives 401(k) Profit Sharing Plan & Trust P O Box 48529 Atlanta, GA 30362-1529 </TABLE>	Class R	63,230.37	7.46%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
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AIM Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	5,750,962.04	32.21%
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	3,827,377.50	21.44%
AIM Moderate Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	3,210,732.41	17.98%
GPC Securities Inc As Agent for Merrill Lynch Bk & Tr Co FSB TTEE FBO AMVESCAP 401(k) Plan P O Box 105117 Atlanta, GA 30348-5117	Institutional Class	1,505,827.98	8.43%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	1,120,821.99	6.28%
AIM FUNDS GROUP			
AIM BASIC BALANCED FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	4,133,060.99	7.88%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration	Class A	3,459,897.86	6.59%

4800 Deer Lake Dr. East 2nd Floor
 Jacksonville, FL 32246-6484

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	2,940,073.24	15.18%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,061,769.56	10.23%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	1,059,914.59	10.21%
State Street Bank & Trust Co Cust For Various Symetra Retirement Plans 801 Pennsylvania Ave Kansas City, MO 64105-1307	Class R	111,604.46	19.20%
Reliance Trust Co Cust FBO Tahoe Regional Planning Agency P O Box 48529 Atlanta, GA 30362-1529	Class R	69,684.35	11.99%
Counsel Trust FBO Crittenden Health Systems 401(k) Savings Pl 336 Fourth Ave 5th Fl The Times Building Pittsburgh, PA 15222	Class R	45,160.56	7.77%
MG Trust Co Cust Fresh Meadow Mechanical Corp 700 17th St Ste 300 Denver, CO 80202-3531	Class R	35,820.45	6.16%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	488,373.28	95.34%
Charles Schwab & Co Inc. Special Custody Acct For The Exclusive Benefit of Customers Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	2,660,051.64	14.96%
GPC Securities Inc As Agent For Merrill Lynch B&T Co FSB TTEE Greater Boston Hotel Empl Local 26 401(k) P O Box 77405 Atlanta, GA 30357-1405	Investor Class	1,080,262.51	6.08%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM EUROPEAN SMALL COMPANY FUND			

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	1,145,852.19	10.31%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	936,374.84	8.43%
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	597,795.64	5.38%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	202,085.07	10.44%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	403,571.07	16.70%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	240,875.77	9.97%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	131,663.96	5.45%
AIM GLOBAL VALUE FUND			
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	972,429.03	10.90%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	779,485.01	8.74%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	556,161.62	6.23%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	426,581.14	12.47%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	251,861.25	7.36%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	377,457.98	15.95%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	316,146.14	13.36%

Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	125,760.72	5.31%
AIM International Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	6,428,097.18	99.89%
AIM INTERNATIONAL SMALL COMPANY FUND			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	4,055,741.54	15.78%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,333,592.52	9.08%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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Nationwide Trust Company FSB C/O IPO Portfolio Accounting P O Box 182029 Columbus, OH 43218-2029	Class A	1,350,631.00	5.26%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	313,686.86	10.23%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class B	296,905.38	9.68%
Morgan Stanley DW Attn Mutual Fund Operations 3 Harborside Pl FL 6 Jersey City, NJ 07311-3907	Class B	215,031.99	7.01%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	192,913.49	6.29%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	1,058,862.98	21.55%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	608,937.99	12.39%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	503,506.28	10.25%
AIM International Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,367,497.65	95.93%
AIM MID CAP BASIC VALUE FUND			

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	604,387.60	7.83%
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	378,313.84	12.41%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	151,922.43	8.43%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	133,850.96	7.43%
DCGT Trustee & or Custodian FBO Principal Financial Group Qualified Prin Advtg Omnibus Attn NPIO Trade Desk 711 High St Des Moines, IA 50309-2732	Class R	14,888.17	23.15%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class R	7,252.35	11.28%
NFS LLC FEBO Merrill Lynch Bk & Tr Co FSB Merrill Lynch Bk & Tr Co FSB 4202 Dartmouth Ave Houston, TX 77005-1024	Class R	5,226.88	8.13%
NFS LLC FEBO Merrill Lynch Bk & Tr Co FSB Merrill Lynch Bk & Tr Co FSB 4202 Dartmouth Ave Houston, TX 77005-1024	Class R	4,606.56	7.16%
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,360,291.22	56.32%
AIM Moderate Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,502,213.74	35.85%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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AIM Moderately Conservative Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100	Institutional Class	328,110.59	7.83%

AIM SELECT EQUITY FUND

Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class A	672,580.13	5.13%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	665,035.78	5.08%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	660,216.86	5.04%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	495,862.87	9.27%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	332,438.22	6.22%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	131,378.42	8.23%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	117,787.68	7.38%

AIM SMALL CAP EQUITY FUND

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484 </TABLE>	Class A	4,166,828.97	15.13%
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<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,410,312.27	8.75%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,375,384.21	14.39%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	726,443.82	16.07%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	480,697.63	10.63%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	232,014.53	5.13%
Hartford Life Insurance Co Separate			

Account 401(k) P O Box 2999 Hartford, CT 06104-2999	Class R	412,344.15	19.58%
State Street Bank & Trust Co Cust For Various Symetra Retirement Plans 801 Pennsylvania Ave Kansas City, MO 64105-1307	Class R	353,145.16	16.77%
AIM Moderate Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,712,344.56	94.73%
AIM GROWTH SERIES			
AIM BASIC VALUE FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	4,195,401.55	6.06%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class A	3,973,874.39	5.74%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	4,217,334.73	13.11%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class B	2,130,820.91	6.62%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	1,987,940.58	15.85%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,032,403.343	8.23%
Citigroup Global Markets House Acct Attn: Cindy Tempesta 7th Fl. 333 W 34th St. New York, NY 10001-2402	Class C	689,579.786	5.50%
Relistar Insurance Co. Of New York Attn: Fund Operations 151 Farmington Ave. TN41 Hartford, CT 06156-0001	Class R	304,166.29	21.42%
Relistar Insurance Co. Of New York 151 Farmington Ave. TN41 Hartford, CT 06156-0001	Class R	184,355.81	12.98%
State Street Bank & Trust Co. Cust. For Various Symetra Retirement Plans 801 Pennsylvania Ave. Kansas City, MO 64105-1307	Class R	94,957.96	6.69%

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<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> First Command Bank Trust FBO First Command SIP Attn: Trust Department PO Box 901075 Fort Worth, TX 76101-2075	Institutional Class	5,011,384.92	59.10%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	1,163,530.01	13.72%
GPC Securities Inc. As Agent For Merrill Lynch B&T Co. FSB TTEE FBO AGL Resources, Inc. Inc. Retirement Savings Plan PO Box 105779 Atlanta, GA 30348-5779	Institutional Class	858,911.49	10.13%
GPC Securities Inc. As Agent For Merrill Lynch B&T Co. FSB TTEE FBO AMVESCAP 401(k) Plan PO Box 105117 Atlanta, GA 30348-5117	Institutional Class	601,591.38	7.09%
AIM CONSERVATIVE ALLOCATION FUND			
AIM Omnibus Account For 529 Plan College Now Portfolio Attn: Jay Harvey 9th Fl. 11 E Greenway Plz. Houston, TX 77046-1100	Class A	2,119,928.18	31.93%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	456,816.02	6.88%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	215,372.52	11.98%
Merrill Lynch Pierce Fenner 4800 Deer Lake Dr. E. Fl. 3 Jacksonville, FL 32246-6484	Class B	123,308.50	6.86%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	245,258.68	11.80%

<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	180,945.61	8.71%
GPC Securities Inc. As Agent For Frost National Bank TTEE FBO Super S Foods Employees' PSRP Plan & Trust	Class R	76,436.12	17.22%

PO Box 105117
Atlanta, GA 30348-5117

Oppenheimer & Co. Inc. FBO Oliver J. Laszlo IRA 18370 Outer Dr Dearborn, MI 48128-1353	Class R	41,657.21	9.38%
Oppenheimer & Co. Inc. Cust. FBO Charles N. Kostelnik IRA R/O 8274 Mills St. Taylor, MI 48180-2015	Class R	36,242.20	8.16%
Reliance Trust Co. Custodian Trustee Other FBO Diabetes & Glandular Dise PO Box 48529 Atlanta, GA 30362-1529	Class R	28,652.69	6.46%
MG Trust Co. Cust. See All Industries Inc. 401(k) PS 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	22,445.16	5.06%
National Financial Svcs. Corp. FBO Our Customers Russ Lennon 200 Liberty St. New York, NY 10281-1003	Institutional Class	220,544.55	99.56%
AIM GLOBAL EQUITY FUND			
Charles Schwab & Co. Inc. Reinvestment Account 101 Montgomery St. San Francisco, CA 94104-4151	Class A	1,429,845.29	7.46%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001 </TABLE>	Class A	1,369,074.17	7.15%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	507,288.47	9.85%
Citigroup Global Markets House Acct Attn: Cindy Tempesta 7th Fl. 333 W 34th St. New York, NY 10001-2402	Class B	386,613.51	7.51%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	382,489.29	14.73%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	312,720.63	12.04%
Citigroup Global Markets House Acct Attn: Cindy Tempesta 7th Fl. 333 W 34th St. New York, NY 10001-2402	Class C	219,025.28	8.43%
Morgan Stanley DW Attn: Mutual Fund Operations 3 Harborside Pl. Fl. 6 Jersey City, NJ 07311-3907	Class C	156,513.32	6.03%
MG Trustco Cust. FBO	Class R	3,017.91	16.91%

TIMM Medical Technologies Inc. 401(k)
 700 17th St. Ste. 300
 Denver, CO 80202-3531

MG Trust Co. Cust. FBO Marshall & Sons 401(k) Pl. 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	1,960.77	10.99%
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MG Trust Co. TTEE Frontier Trust Co. LH Gault & Son Inc. Retirement Sav PO Box 10699 Fargo ND 58106-0699	Class R	1,890.07	10.59%
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MG Trust Co. TTEE Children's Outing Assoc. DBA 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	1,536.66	8.61%
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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Radelowgittins RPMC 401(k) Plan Dale Pettit Trustee 1775 Hancock St. Ste. 160 San Diego, CA 92110-2039	Class R	1,323.02	7.41%
First Command Bank Trust FBO First Command SIP Attn: Trust Department PO Box 901075 Fort Worth, TX 76101-2075	Institutional Class	3,044,384.70	76.46%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Institutional Class	862,927.77	21.67%
AIM GROWTH ALLOCATION FUND			
AIM Omnibus Account for 529 Plan Growth Allocation 529 Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100	Class A	5,342,899.08	16.63%
AIM Omnibus Account for 529 Plan 13+ Years to College Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100	Class A	3,846,901.19	11.97%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	711,592.15	8.01%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	747,813.50	10.78%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	532,929.46	7.68%
MG Trust Co. Cust. Brothers Co. Inc. 401(k) PS 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	41,517.77	5.13%

<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Marshall & Ilsley Trust Co. NA FBO WCPHD 401(k) Girard 11270 W. Park Pl. Ste. 400 PPW 08-WM Milwaukee, WI 53224-3638	Institutional Class	4,854.30	85.75%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	678.14	11.98%
AIM INCOME ALLOCATION FUND			
Charles Schwab & Co. Inc. Reinvestment Account 101 Montgomery St. San Francisco, CA 94104-4151	Class A	1,123,232.47	20.34%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	955,061.97	17.30%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	143,511.22	13.74%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class B	64,041.23	6.13%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	577,853.60	25.59%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	192,447.31	8.52%
Lancaster Properties USA Inc. Fred C. Lancaster 327 Checkmate Livingston, TX 77351-8051	Class R	5,010.61	20.03%
Lancaster Properties USA Inc. Linda R. Lancaster 327 Checkmate Livingston, TX 77351-8051	Class R	4,913.11	19.64%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Designed Environments Inc. Barbara Ellingboe 3524 105th St. NE Kandiyohi, MN 56251-9756	Class R	2,897.22	11.58%
NFS LLC FBO	Class R	2,218.82	8.87%

NFS/FMTC IRA
 FBO Rosanna Cappiello
 78 Chapel Hill Rd.
 North Haven, CT 06473-2811

Radelowgittins RPMC 401(k) Plan Dale Pettit Trustee 1775 Hancock St. Ste. 160 San Diego, CA 92110-2039	Class R	1,871.90	7.48%
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JDN Profit Sharing Trust PSP FBO John D. Nardone 21 Kingwood Dr. Little Falls, NJ 07424-2411	Class R	1,383.33	5.53%
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JVKelly Group Inc. Omnibus 401(k) William Heaton Jr. TTEE 1160 E. Jericho TPKE Ste. 200 Huntington, NY 11743-5405	Class R	1,306.05	5.22%
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AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	945.62	100.00%
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AIM INDEPENDENCE NOW FUND

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	10,137.17	15.61%
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NFS LLC FBO Prudential Bank & Trust FSB IRA R/O FBO Jonnie Faye Williams 7858 E Independence St. Tulsa, OK 74115-6918	Class A	10,073.85	15.51%
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Barbara Grantham & Charles W. Grantham JTWROS 1742 NW 7th St. Grand Prairie, TX 75050-2344	Class A	10,032.31	15.44%
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</TABLE>

I-25

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>
NFS LLC FBO NFS/FMTC IRA FBO Dennis Dugan 23 Kenton Ave. Marlton, NJ 08053-2534	Class A	6,694.63	10.31%
NFS LLC FBO Prudential Bank & Trust FSB IRA/RO FBO Eddie Wayne Lilja 7927 Mandan Rd. T-2 Greenbelt, MD 20770-2840	Class A	5,864.68	9.03%
Irene Campbell 2717 Blaydon Dr. Raleigh, NC 27606-9533	Class A	5,293.28	8.15%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class A	5,099.35	7.85%
Raymond James & Assoc. Inc. FBO Darsney IRA 880 Carillon Pkwy St. Petersburg, FL 33716-1100	Class B	13,605.29	47.73%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919	Class B	5,070.66	17.79%

ANTC Miller's Carpets Sally A. Garavaglia 615 Lakeview Dr. Logansport, IN 46947-2202	Class B	2,193.85	7.70%
NFS LLC FBO NFS/FMTC IRA FBO Steve Kim 3-1 Lonicera Ct. Old Lyme, CT 06371-2813	Class B	1,614.98	5.67%
Raymond James & Assoc. Inc. FBO Mugford IRA 880 Carillon Pkwy St. Petersburg, FL 33716-1100	Class B	1,565.36	5.49%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class C	5,070.66	87.10%
American Enterprise Investment Svcs. PO Box 9446 Minneapolis, MN 55474-0001	Class C	438.17	7.53%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	312.81	5.37%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class R	5,089.79	99.89%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	5,108.95	100%
AIM INDEPENDENCE 2010 FUND			
NFS LLC FBO John Linscott Jane Linscott 7 Windwar Passage North Yarmouth, ME 04097-6963	Class A	12,007.69	8.99%
NFS LLC FBO Prudential Bank & Trust FSB IRA R/O FBO Mary E. Hansen 702 E 3rd St. Metropolis, IL 62960-2254	Class A	11,932.75	8.94%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	8,791.45	6.58%
ANTC CUST IRA FBO John T. Kreger IV 17 Julian Ave Honolulu, HI 96818-5106	Class A	8,351.00	6.25%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
ANTC United Health Svc. Hospitals, Inc. Robert G. Gomulka 4021 Drexel Dr. Vestal, NY 13850-4016	Class A	8,273.02	6.20%
NFS LLC FBO NFS/FMTC IRA FBO Dennis Dugan 23 Kenton Ave Marlton, NJ 08053-2534	Class A	7,266.29	5.44%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class B	5,001.00	16.71%
Raymond James & Assoc. Inc. FBO Watson IRA 880 Carillon Pkwy St. Petersburg, FL 33716-1100	Class B	4,653.47	15.55%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	4,562.97	15.25%
ANTC CUST SEP IRA Arkady Romm LLC FBO Arkady Romm 17 Charles Ln Cherry Hill, NJ 08003-1415	Class B	3,236.08	10.82%
NFS LLC FBO NFS/FMTC ROLLOVER IRA FBO Florence C. Sura 9240 S. 86th Ct. Hickory Hills, IL 60457-1706	Class B	2,917.39	9.75%
UMB Bank NA CUST FBO Greencastle-Antrim SD 403(b) FBO Thomas M. Dracz 8867 Larry Dr. Greencastle, PA 17225-9714	Class B	2,901.94	9.70%
Raymond James & Assoc. Inc. FBO McNiece IRA 880 Carillon Pkwy St. Petersburg, FL 33716-1100	Class B	2,250.46	7.52%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
ANTC CUST IRA FBO Beth E. Sheehan 7 Lilac Ct. Walpole, MA 02081-3610	Class B	2,232.85	7.46%
CBSL Inc. Eugene H. Rembowski 12910 Careywood Sugar Land, TX 77478-2538	Class C	13,421.18	35.95%
CBSL Inc. Yvette R. Rembowski 12910 Careywood Sugar Land, TX 77478-2538	Class C	6,697.87	17.94%

AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class C	5,001.00	13.39%
RBC Dain Rauscher CUST Susan M. Maurer IRA 217 Elm Ave. St. Louis, MO 63122-4717	Class C	4,757.37	12.74%
LPL Financial Services 9785 Towne Center Dr. San Diego, CA 92121-1968	Class C	2,403.85	6.44%
RBC Dain Rauscher CUST Nancy J. Brand IRA 415 Brooktree Drive Ballwin, MO 63011-2707	Class C	2,378.69	6.37%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class R	5,001.00	58.91%
Arendal, Inc. 401(k) Plan James F. Olsen Trustee 1043 S. Van Buren St. Green Bay, WI 54301-3239	Class R	3,488.67	41.09%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103 </TABLE>	Institutional Class	5,001.00	100%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
AIM INDEPENDENCE 2020 FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	31,405.66	15.58%
ANTC Executive Office Installations Stanley Jepson 45 Ted's Ct. Cheshire, CT 06410-3583	Class A	14,052.92	6.97%
Harley Davidson of Long Branch Philip James Greig 802 C St. Belmar, NJ 07719-2231	Class B	7,206.83	8.27%
Ining Associates Inc. Defined Benefit Pension Pl. Kay Lu and Ining Lu TTEES 47 E Las Flores Ave Arcadia, CA 91006-4633	Class B	7,128.06	8.18%
ANTC Jeff's Automotive Inc. Jeffrey James Burckhard 3800 W. Glenwood Dr. Franklin, WI 53132-8433	Class B	5,440.40	6.24%
ANTC Daboyz Associates LTD Karen Elaine Febbraio 40 Brookwood Rd. Guilford, CT 06437-1804	Class B	5,387.06	6.18%
ANTC CUST SEP IRA Robert J. Clune FBO	Class B	4,552.00	5.22%

Robert J. Clune
 211 Christopher Ln.
 Ithaca, NY 14850-1714

RBC Dain Rauscher CUST Susan M. Maurer IRA 217 Elm Ave St. Louis, MO 63122-4717	Class C	4,716.98	15.62%
ANTC CUST IRA FBO Elizabeth Topping 1133 Spring Garden Cir. Naperville, IL 60563-9337	Class C	3,677.23	12.18%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
ANTC CUST IRA R/O FBO Damon R. Curry PO Box 401921 Hesperia, CA 92340-1921	Class C	2,378.43	7.88%
RBC Dain Rauscher CUST Nancy J. Brand IRA 415 Brooktree Drive Ballwin, MO 63011-2707	Class C	2,358.49	7.81%
NFS LLC FBO NFS/FMTC SEP IRA FBO Wendy Klein 155 E 34th St. Apt. 6E New York, NY 10016-4755	Class C	2,217.74	7.34%
ANTC Eastern Iowa Claims Inc. James E. Scheppelle C/O Eastern Iowa Claims 2011 Falls Ave Waterloo, IA 50701-2359	Class C	2,051.32	6.79%
ANTC CUST IRA FBO Jeffrey M. Swanson 5N308 Wooley Rd. Maple Park, IL 60151-8305	Class C	1,906.58	6.31%
ANTC Los Angeles Community College Dist James Flagg PO Box 8633 Los Angeles, CA 90008-0633	Class C	1,594.90	5.28%
Meredith Shearer Associates LLC 401(k) Plan Meredith Shearer Trustee 4799 Olde Towne Pkwy. Ste. 100 Marietta, GA 30068-4399	Class R	21,374.56	91.10%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	1,173.25	100%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>

NFS/LLC FBO NFS/FMTC IRA FBO Mark Short 3803 Cole Ct. Carmel, IN 46032-8605	Class B	10,254.64	16.23%
Ining Associates Inc. Defined Benefit Pension Pl. Kay Lu and Ining Lu TTEES 47 E Las Flores Ave. Arcadia, CA 91006-4633	Class B	5,777.18	9.14%
Charlotte Chiropractic Clinic James D. Myers PO Box 436 Charlotte, MI 48813-0436	Class B	5,400.52	8.55%
Raymond James & Assoc. Inc. FBO McCabe IRA 880 Carillon Pkwy. St. Petersburg, FL 33716-1100	Class B	4,921.26	7.79%
ANTC Zagwear Robert Hay 29A Forsythia Ln. Paramus, NJ 07652-4306	Class B	3,511.76	5.56%
ANTC Williams Insurance Julie Ann Todd PO Box 186 Oakland, IA 51560-0186	Class C	5,566.06	14.81%
NFS LLC FBO Northern Trustco IRA R/O FBO Paul Mathovich 4725 S LaPorte Chicago, IL 60638-2036	Class C	4,299.15	11.44%
Morello Art & Design Barbara Morello 19320 SW 30th St. Miramar, FL 33029-5816 </TABLE>	Class C	2,654.46	7.06%

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<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
ANTC Child and Adult Orthodontics PC Susanne Milewski 17 Lakeview Terrace Westbrook, CT 06498-1538	Class C	2,603.00	6.93%
Meredith Shearer Associates LLC 401(k) Plan Meredith Shearer Trustee 4799 Olde Towne Pkwy. Ste. 100 Marietta, GA 30068-4399	Class R	12,167.71	59.24%
LPL Financial Services 9785 Towne Centre Dr. San Diego, CA 92121-1968	Class R	5,319.66	25.90%
Red Hot Media Individual Walker Schupp 3589 Boxwood Dr. Grapevine, TX 76051-4229	Class R	1,546.91	7.53%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class R	1,191.48	5.80%

AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	1,205.93	100%
AIM INDEPENDENCE 2040 FUND			
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class A	5,001.00	6.43%
ANTC CUST IRA FBO Mike E. Brister 11993 Lewis Rd. DeRidder, LA 70634-1831	Class A	4,922.17	6.32%
ANTC CUST IRA FBO Ryan G. Schaar 13 Via Roma St. Wichita, KS 67230-1602	Class A	4,854.03	6.24%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Custom Mechanical Inc. Damond Clanton 6209 Highland Scenic Rd. Baxter, MN 56425-8354	Class A	4,329.90	5.56%
Ining Associates Inc. Defined Benefit Pension Pl. Kay Lu and Ining Lu TTEES 47 E Las Flores Ave. Arcadia, CA 91006-4633	Class B	10,967.49	25.32%
ANTC CUST IRA R/O FBO Victoria D. Noonan 1227 Coronado Rd. Elizabeth, CO 80107-9020	Class B	5,714.68	13.19%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class B	5,001.00	11.54
ANTC MHMRA Anne Haffner 17530 Sorrel Ridge Dr. Spring, TX 77388-5792	Class B	4,465.77	10.31%
ANTC CUST IRA FBO Marianne Frail 239 Widgeon Lndg. Hilton, NY 14468-8942	Class B	4,455.76	10.28%
ANTC Zagwear Leonard Polakoff 30 Beaumont Dr. New York, NY 10956-4425	Class B	2,708.10	6.25%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class C	5,001.00	44.03%
Josh Randall MD PC 401(k) Plan Dr. Josh Randall Trustee 26732 Crown Valley Pkwy. Ste. 111 Mission Viejo, CA 92691-8532	Class C	2,761.83	24.32%

</TABLE>

I-34

<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
American Enterprise Investment Svcs. PO Box 9446 Minneapolis, MN 55474-0001	Class C	1,375.54	12.11%
Vincent M. Diana & Stella M. Diana Ten Ent 10326 Tecoma Dr. Trinity, FL 34655-5049	Class C	570.71	5.02%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class R	5,001.00	69.54%
MG Trustco CUST FBO Phelon Group Inc. Employees SA 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	1,109.40	15.43%
Harvey & Daughters Hope R. Vail 127 Bluebill Ct. Hvre De Grace, MD 21078-4202	Class R	978.65	13.61%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	5,001.00	100%
AIM INDEPENDENCE 2050 FUND			
ANTC Gerald Larson LTD Mary B. Snyder PO Box 662 Park River, ND 58270-0662	Class A	11,811.72	11.70%
ANTC Gerald Larson LTD Brian J. Larson PO Box 662 Park River, ND 58270-0662	Class A	11,315.04	11.21%
ANTC Gerald Larson LTD Gerald D. Larson 418 Briggs Ave S Park River, ND 58270-4022	Class A	11,138.47	11.04%

</TABLE>

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<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Danna S. Dziejdzic & Chad Dziejdzic & Holly A. Dziejdzic JTWROS 6519 Cottonwood Park Ln. Houston, TX 77041-7246	Class A	6,726.34	6.66%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919	Class B	5,001.00	31.23%

Houston, TX 77046-1103

Raymond James & Assoc. Inc. FBO Flanagan 880 Carillon Pkwy. St. Petersburg, FL 33716-1100	Class B	3,063.75	19.13%
ANTC CUST IRA FBO Timothy S. Williams 805 E. Detroit Ave. Indianola, IA 50125-1725	Class B	2,097.85	13.10%
ATNC CUST SEP IRA T&R Construction Inc. FBO Rachel B. Morales 7846 Bankside Dr. Houston, TX 77071-1702	Class B	1,221.90	7.63%
Raymond James & Assoc. Inc. FBO Carter SEP 880 Carillon Pkwy. St. Petersburg, FL 33716-1100	Class B	1,028.01	6.42%
ANTC CUST IRA FBO Jennifer D. Deitz 8183 Hillcrest Dr. Manassas, VA 20111-2820	Class B	915.15	5.72%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class C	5,001.00	37.95%
ANTC Snow City Arts Foundation Paul J. Sznewajcs 2003 W. Ohio St. Chicago, IL 60612-1515	Class C	2,996.56	22.74%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S> ANTC Diamond Food Enterprises, Inc. Stephen M. Lambros 6929 Eschol Ct. Wilmington, NC 28409-2686	<C> Class C	<C> 957.36	<C> 7.26%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Class R	5,001.00	99.44%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	5,001.00	100%
AIM INTERNATIONAL ALLOCATION FUND			
Charles Schwab & Co. Inc. Reinvestment Account 101 Montgomery St. San Francisco, CA 94104-4151	Class A	5,382,243.49	29.35%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,988,026.01	10.84%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	385,082.16	14.24%
Pershing LLC 1 Pershing Plz	Class C	797,705.32	13.47%

Jersey City, NJ 07399-0001

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	763,824.13	12.90%
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NFS LLC FEBO Assurant Deferred Comp. Plan Natl. Trust Mgmt. Svcs. TTEE ADC 409(a) 57 Culpepper St. Warrenton, VA 20186-3320 </TABLE>	Class R	18,898.26	7.30%
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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
MG Trustco CUST FBO Matenaer Corp. 401k Savings 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	18,104.40	6.99%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class R	17,002.44	6.56%
CBNA CUST FBO Larry G. Cushing & Sons 401k 6 Rhoads Dr. Ste. 7 Utica, NY 13502-6317	Class R	16,737.89	6.46%
MG Trustco CUST FBO Donald Wurtzel DDS PC EE 401k 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	16,515.46	6.38%
MG Trustco CUST FBO NGMG 401k Pl. & Trust 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	14,816.39	5.72%
GPC Securities Inc. As Agent For Reliance Trust Co FBO Tabbert Han Earnest & Weddle 401(k) PS Plan PO Box 105117 Atlanta, GA 30348-5117	Class R	14,802.22	5.71%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Institutional Class	3,740.15	85.61%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	628.49	14.39%
AIM MID CAP CORE EQUITY FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,854,780.25	10.76%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484 </TABLE>	Class C	1,356,534.66	17.04%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	769,059.32	9.66%
Citigroup Global Markets Attn: Cindy Tempesta 7th Fl. 333 W. 34th St. New York, NY 10001-2402	Class C	748,525.02	9.40%
Morgan Stanley DW Attn: Mutual Fund Operations 3 Harborside Pl. Fl. 6 Jersey City, NJ 07311-3907	Class C	508,399.34	6.39%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class R	151,912.52	5.90%
Hartford Life Insurance Co. Separate Account 401(k) PO Box 2999 Hartford, CT 06104-2999	Class R	149,620.79	5.81%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	1,464,534.62	61.35%
State Street Bank and Trust Co 401k As TTEE for Pinnacle West Capital Corporation Savings Plan 105 Rosemont Rd. Westwood, MA 02090-2318	Institutional Class	876,076.66	36.70%
AIM MODERATE ALLOCATION FUND			
AIM Omnibus Account for 529 Plan 4-6 Years to College Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100	Class A	4,262,652.28	12.12%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,316,148.32	6.59%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM Omnibus Account for 529 Plan 4-6 Years to College Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100	Class A	1,908,059.17	5.43%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,108,402.89	9.25%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	945,974.29	8.74%

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	918,417.79	8.49%
GPC Securities Inc. As Agent For Reliance Trust Co. FBO SMRT, Inc. 401(k) PS Plan PO Box 105117 Atlanta, GA 30348-5117	Class R	136,005.79	9.82%
GPC Securities Inc. As Agent For Reliance Trust Co. FBO SMRT, Inc. 401(k) PS Plan PO Box 105117 Atlanta, GA 30348-5117	Class R	87,808.11	6.37%
Raymond James & Assoc. Inc. FBO Warthen IRA 880 Carillon Pkwy. St. Petersburg, FL 33716-1100	Institutional Class	1,744.40	65.70%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	910.54	34.30%
AIM MODERATE GROWTH ALLOCATION FUND			
AIM Omnibus Account for 529 Plan 7-12 Years to College Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100 </TABLE>	Class A	7,984,098.34	31.45%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM Omnibus Account for 529 Plan Moderate Growth Allocation Fund 529 Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz. Houston, TX 77046-1100	Class A	3,068,801.26	12.09%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	396,534.65	7.77%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	534,230.79	10.82%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	335,021.68	6.79%
MG Trust Company Cust FBO TAAAC Employee 401k 700 17th St. Ste. 300 Denver, CO 80202-3531	Class R	48,574.22	12.18%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	852.77	100%
AIM MODERATELY CONSERVATIVE ALLOCATION FUND			
AIM Omnibus Account for 529 Plan 1-3 Years to College Portfolio Attn: Jay Harvey 9th Fl 11 E Greenway Plz.	Class A	4,149,969.01	60.34%

Houston, TX 77046-1100

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	107,832.65	11.66%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	115,208.68	9.56%

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<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	78,438.03	6.51%
Reliance Trustco Custodian TTEE FBO Other PSP PO Box 48529 Atlanta, GA 30362-1529	Class R	165,499.86	61.72%
GPC Securities Inc. TTEE FBO Frost National Bank FBO Thad Ziegler Glass LTD 401k Pl. PO Box 105117 Atlanta, GA 30348-5117	Class R	36,935.02	13.77%
LPL Financial Services 9785 Towne Centre Dr. San Diego, CA 92121-1968	Institutional Class	1,719.69	64.87%
AIM Advisors Inc. Attn: Corporate Controller 11 E Greenway Plz. Ste. 1919 Houston, TX 77046-1103	Institutional Class	931.32	35.13%
AIM SMALL CAP GROWTH FUND			
John Hancock Life Insurance Co USA RPS SEG Funds & Accounting 601 Congress St Boston, MA 02210-2804	Class A	3,282,770.86	9.79%
Hartford Life Insurance Co. Separate Account 401k PO Box 2999 Hartford, CT 06104-2999	Class A	1,893,054.30	5.65%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	224,947.26	9.81%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class B	117,639.13	5.13%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class C	267,122.54	26.74%

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<TABLE>

<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	<C> Class C	<C> 78,732.56	<C> 7.88%
Citigroup Global Markets Attn: Cindy Tempesta 7th Fl. 333 W. 34th St. New York, NY 10001-2402	Class C	50,368.76	5.04%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Class R	106,093.89	9.35%
Reliastar Insurance Co. Of New York 151 Farmington Ave #TN41 Hartford, CT 06156-0001	Class R	93,951.35	8.28%
American United Life Group Retirement Annuity PO Box 398 Indianapolis, IN 46206	Class R	74,841.13	6.60%
AIM Growth Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz. Ste. 100 Houston, TX 77046-1113	Institutional Class	2,127,737.41	29.23%
Fidelity Investments Institutional Operations Co (F11OC) As Agent For Certain Employee Benefit Plans 100 Magellan Way Mail Location - KW1C Covington, KY 41015-1999	Institutional Class	1,493,541.02	20.52%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Fl Jacksonville, FL 32246-6484	Institutional Class	1,054,943.67	14.49%
GPC Securities Inc. As Agent For Merrill Lynch Bk & Tr Co FSB TTEE FBO AMVESCAP 401(K) Plan PO Box 105117 Atlanta, GA 30348-5117 </TABLE>	Institutional Class	809,589.23	11.12%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> HUBCO Regions Financial Corp. PO Box 830688 Birmingham, AL 35283-0688	<C> Institutional Class	<C> 635,354.35	<C> 8.73%
Charles Schwab & Co. Inc. Special Custody Acct. For the Exclusive Benefit of Customers Attn: Mutual Funds 101 Montgomery St. San Francisco, CA 94104-4151	Investor Class	936,045.83	11.11%
Nationwide Life Insurance Co. QPVA C/O IPO Portfolio Accounting PO Box 182029 Columbus, OH 43218-2029	Investor Class	739,805.10	8.78%

Wells Fargo Bank NA FBO Tetra Tech Inc. Ret. Plan PO Box 1533 Minneapolis, MN 55480-1533	Investor Class	627,902.06	7.45%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Investor Class	575,610.07	6.83%
Nationwide Life Insurance Co. FBS C/O IPO Portfolio Accounting PO Box 182029 Columbus, OH 43218-2029	Investor Class	500,195.23	5.94%
Delaware Charter Guarantee & Trust FBO Principal Financial Group Ominb US Qualified 711 High St. Des Moines, IA 50392-0001	Investor Class	466,982.45	5.54%

AIM INVESTMENT FUNDS

AIM CHINA FUND

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,272,816.72	9.66%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001 </TABLE>	Class B	294,091.26	16.41%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	278,944.58	6.53%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	261,192.66	6.12%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Institutional Class	104,878.93	83.62%
AIM DEVELOPING MARKETS FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,470,564.71	8.16%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	2,227,913.60	7.52%
Charles Schwab & Co Inc. Reinvestment Account 101 Montgomery St San Francisco, CA 94104-4151	Class A	2,276,554.40	7.52%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class A	2,270,598.10	7.50%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	270,407.47	9.60%

Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class B	238,866.75	8.48%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	1,155,952.97	19.43%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	934,633.67	15.71%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	560,870.37	9.43%
Morgan Stanley DW Attn Mutual Fund Operations 3 Harborside Pl FL 6 Jersey City, NJ 07311-3907	Class C	374,761.68	6.30%
AIM International Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	610,179.06	75.86%
AIM GLOBAL HEALTH CARE FUND			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	1,521,137.04	7.55%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class A	1,475,503.90	7.32%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,171,239.14	5.81%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	549,441.70	12.86%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class B	230,923.55	5.40%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	187,505.63	13.04%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	<C> Class C	<C> 160,787.57	<C> 11.18%
Charles Schwab & Co Inc. Special Custody Acct For The Exclusive Benefit of Customers Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	3,647,727.79	16.92%
National Financial Services Corp The Exclusive Benefit of Cust One World Financial Center 200 Liberty Street 5th Floor Attn: Kate Recon New York, NY 10281-5503	Investor Class	1,214,141.69	5.63%
AIM INTERNATIONAL TOTAL RETURN FUND			
Alexandra H Nash Grayson G Nash JTWROS C/O Nadel And Gussman 3200 First National Tower 15 East 5th Street Tulsa, OK 74103-4346	Class A	51,871.26	9.27%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	32,807.64	5.86%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	22,801.69	10.62%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	37,026.43	20.66%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	9,662.49	5.39%
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113 </TABLE>	Institutional Class	1,892,765.14	58.75%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S> AIM Conservative Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	<C> Institutional Class	<C> 478,063.86	<C> 14.84%
AIM Income Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	464,646.39	14.42%
AIM Moderately Conservative Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100	Institutional Class	366,713.43	11.38%

AIM JAPAN FUND

AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class A	75,001.00	12.54%
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	49,136.08	8.21%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	45,073.48	7.53%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	36,943.13	6.18%
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class B	75,001.00	54.36%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	9,256.56	6.71%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class C	75,001.00	41.34%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	22,447.78	12.37%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	19,878.94	10.96%
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Institutional Class	75,001.00	100.00%
AIM LIBOR ALPHA FUND			
Charles Schwab & Co Inc. Special Custody FBO Customers (SIM) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	556,162.43	20.04%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	474,614.33	17.10%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	178,735.88	10.78%

NFS LLC FBO Prismatic Development Corp David Temeles 60 Route 46 Fairfield, NJ 07004-3027	Class C	106,880.82	6.44%
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class R	1,142.46	57.45%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
RBC Dain Rauscher D Storer J Moeller & C Foley Battelle & Bettelle PSP 407 Redwood Blvd Dayton, OH 45440-4516	Class R	846.26	42.55%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Institutional Class	5,167.67	82.29%
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Institutional Class	1,111.97	17.71%
AIM TRIMARK ENDEAVOR FUND			
Charles Schwab & Co Inc. Reinvestment Account 101 Montgomery St San Francisco, CA 94104-4151	Class A	2,127,446.27	22.33%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,038,661.40	10.90%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	709,032.77	7.44%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	195,684.17	14.33%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	469,857.45	18.37%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	263,739.54	10.31%
MG Trust Co Cust Fred Garry Inc 401(k) Pl 700 17th St Ste 300 Denver, CO 80202-3531	Class R	23,592.14	7.99%

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<TABLE>
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NAME OF FUND AND NAME AND	NUMBER OF SHARES	PERCENT OF CLASS OWNED
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ADDRESS OF RECORD OWNER	CLASS	OWNED OF RECORD	OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
MG Trust Co Cust Sound Inpatient Physicians 401(k) Plan 700 17th St Ste 300 Denver, CO 80202-3531	Class R	22,560.40	7.64%
First Clearing LLC Competition Cam PSP Ronald L Coleman TTEE 3408 Democrat Rd Memphis, TN 38118-1541	Class R	19,539.01	6.62%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class R	18,960.01	6.42%
MG Trust Co Cust F & F Roofing Co 401(k) Savings Plan 700 17th St Ste 300 Denver, CO 80202-3531	Class R	16,972.74	5.75%
AIM Conservative Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	344,185.91	99.14%
AIM TRIMARK FUND			
Charles Schwab & Co Inc. Special Custody FBO Customers (RPS) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Class A	567,690.67	17.29%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	380,522.88	11.59%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	61,204.66	9.20%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class B	42,699.87	6.42%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	72,020.40	9.47%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	71,323.23	9.38%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class R	6,068.88	17.49%
Michael Carvin FBO Spectracom Inc 401(k) Plan 805 S Wheatley St Ste 600	Class R	4,361.97	12.57%

American Enterprise Investment Svcs P O Box 9446 Minneapolis, MN 55474-0001	Class R	2,982.11	8.60%
GH Solomon Consulting Gregg H Solomon 46 Stonemark Dr Henderson, NV 89052-6688	Class R	2,829.33	8.16%
Coinage of America Gregory A Howe 2219 E Thousand Oaks Blvd #251 Thousand Oaks, CA 91362-2930	Class R	1,926.25	5.55%
AIM Advisors Inc Attn: Corporate Controller 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Institutional Class	602.59	100.00%
AIM TRIMARK SMALL COMPANIES FUND			
Charles Schwab & Co Inc. Special Custody FBO Customers (RPS) Attn Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151 </TABLE>	Class A	9,128,807.91	33.45%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class A	2,573,684.25	9.43%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,043,677.34	7.49%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	284,757.88	14.89%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class C	1,329,231.34	18.59%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	755,862.31	10.57%
Citigroup Global Markets House Attn Cindy Tempesta 7th Floor 333 W 34th St New York, NY 10001-2402	Class C	397,245.91	5.55%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr. East 2nd Floor Jacksonville, FL 32246-6484	Class R	111,959.41	18.52%
Capital Bank & Trust Co TTEE FBO Dr Reddy's Laboratories Inc 401(k) C/O Planpremier/FASCORE LLC 8515 E Orchard Rd #2T2 Greenwood Vlg, CO 80111-5002	Class R	31,945.11	5.28%
First Command Bank Trust	Institutional Class	7,566,157.34	76.27%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
-----	-----	-----	-----
<S>	<C>	<C>	<C>
AIM Moderate Asset Allocation Fund Omnibus Account C/O AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,256,353.25	22.75%
AIM INVESTMENT SECURITIES FUNDS			
AIM GLOBAL REAL ESTATE FUND Charles Schwab & Co Inc Reinvestment Account 101 Montgomery St San Francisco, CA 94104-4151	Class A	10,519,295.84	32.17%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,746,286.37	8.40%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	541,774.75	16.68%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	252,876.21	7.79%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	1,133,100.36	15.54%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,094,920.35	15.02%
Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class C	1,090,602.44	14.96%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class R	31,517.52	10.03%

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>
MG Trustco TTEE Frontier Trustco FBO Orthopedic Assoc of Long Island 401 P.O. Box 10699 Fargo, ND 58106-0699	Class R	26,507.06	8.44%
Citistreet Retirement Services Citigroup Institutional Trust 400 Atrium Dr	Class R	16,469.65	5.24%

Attn Frank Rossi CFO First Clearing LLC WBNA Collateral Account American Arbitration 335 Madison Ave 10th Fl	Institutional Class	189,595.32	22.39%
Attn Frank Rossi CFO First Clearing LLC American Arbitration Association Chief Financial Officer	Institutional Class	105,469.14	12.45%
Citizens Bank Cust FBO Interface Cooper Manufacturing 870 Westminister St Providence, RI 02903-4089	Institutional Class	91,101.05	10.76%
Hand Benefits & Trust Cust FO Colorado Springs Health Partners PS 5700 Northwest Central Dr 4th Fl Houston, TX 77092-2039	Institutional Class	90,770.46	10.72%
Saturn & Company SRMC Funded Dep Reserve c/o State Street Bank and Trust 200 Clarendon St FCG 124 Boston, MA 02116-5021	Institutional Class	85,053.58	10.04%
Primevest Financial Services FBO Jeff Milburn TTEE 400 First Street SO Ste 300 P.O. Box 283 St. Cloud, MN 56302-0283	Institutional Class	64,211.99	7.58%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001 </TABLE>	Institutional Class	49,887.23	5.89%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
AIM HIGH YIELD FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	7,698,354.64	8.27%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class A	4,783,924.70	5.14%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	2,920,227.31	13.36%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	1,405,647.27	6.43%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	714,736.13	7.42%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	580,567.97	6.03%
AIM Moderate Asset Allocation Fund	Institutional Class	15,778,766.48	38.69%

Omnibus Account
 c/o AIM Advisors
 11 E Greenway Plz Ste 100
 Houston, TX 77046-1113

AIM Moderate Growth Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	11,147,819.44	27.34%
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AIM Growth Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	8,235,215.97	20.19%
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</TABLE>

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM Income Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	3,032,673.40	7.44%
Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	7,128,992.66	24.95%
AIM INCOME FUND			
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	3,608,907.80	7.25%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,321,647.26	11.37%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	482,086.78	11.60%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	301,564.03	7.26%
NFS LLC FEBO Anne E Howanski TTEE Ridley Township Police Pen Fund 100 East Macdale Blvd Folsom, PA 19033	Class R	96,736.07	12.24%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class R	84,201.10	10.65%
AIM Income Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,349,242.21	86.39%

</TABLE>

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	187,970.15	12.03%
Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, GA 94104-4151	Investor Class	1,658,439.99	10.91%
Nat'l Financial Services Corp The Exclusive Benefit of Cust One World Financial Center 200 Liberty Street 5th Fl Attn: Kate-Recon New York, NY 10281-5503	Investor Class	904,838.50	5.95%
Union Bank Calif TR Select Benefit Omnibus 12B-1 Fees UBCC-Mutual Funds P.O. Box 85484 San Diego, CA 92186-5484	Investor Class	866,124.41	5.70%
AIM INTERMEDIATE GOVERNMENT FUND			
City National Bank City National Corp P.O. Box 60520 Attn: TR OPS/Mutual Fd Los Angeles, CA 90060-0520	Class A	2,630,491.07	7.90%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	1,844,459.79	5.54%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	1,420,797.79	10.75%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	837,193.80	6.33%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	484,867.91	11.98%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	281,608.25	6.96%
AIM Moderately Conservative Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,697,305.51	64.61%
AIM Income Allocation Fund	Institutional Class	810,212.80	30.84%

Omnibus Account
 c/o AIM Advisors
 11 E Greenway Plz Ste 100
 Houston, TX 77046-1113

Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	497,069.52	10.51%
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Delaware Charter Guarantee & Trust FBO Various Qualified Plans 711 High St Des Moines, IA 50309-2732	Investor Class	281,056.06	5.94%
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AIM LIMITED MATURITY TREASURY FUND

Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class A	1,035,385.69	7.58%
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Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	774,216.96	5.67%
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Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001 </TABLE>	Class A3	350,698.77	11.01%
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I-59

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
AIM Conservative Asset Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	994,363.98	80.98%
FIIOC Agent Employee Benefit Plans 100 Magellan Way KW1C Covington, KY 41015-1987	Institutional Class	142,147.77	11.58%

AIM MONEY MARKET FUND

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	9,563,820.43	7.42%
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MG Trustco Cust FBO 401K Gravograph New Homes Inc Ret Svgs Pl 700 17th St Ste 300 Denver, CO 80202-3531	Class R	1,280,799.74	6.55%
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MG Trustco Cust FBO Call & Nicholas Inc 401K Profit 700 17th St Ste 300 Denver, CO 80202-3531	Class R	1,152,531.18	5.89%
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AIM MUNICIPAL BOND FUND

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	403,669.52	12.23%
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Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	283,189.52	8.58%
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Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class B	199,365.62	6.04%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	403,863.08	20.54%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	151,485.73	7.70%
Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class C	121,751.61	6.19%
Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, CA 94104-4151	Investor Class	932,652.63	5.41%
AIM REAL ESTATE FUND			
Charles Schwab & Co Inc Reinvestment Account 101 Montgomery St San Francisco, CA 94104-4151	Class A	2,913,579.37	9.40%
Nationwide Trust Company FSB c/o IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	Class A	2,206,569.70	7.12%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	603,852.87	12.94%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	697,544.91	15.29%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	553,201.40	12.13%
Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class C	376,753.90	8.26%
Hartford Life Insurance Co Separate Account 401K P.O. Box 2999 Hartford, CT 06104-2999	Class R	197,198.32	15.23%

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<TABLE>
<CAPTION>

NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
--	-------	-------------------------------------	---

<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class R	184,451.33	14.24%
Emjay Corporation Cust FBO Plans of RPSA Customers c/o Great West 8515 E Orchard Rd Ste 2T2 Greenwood Vlg, CO 80111-5002	Class R	104,482.86	8.07%
AIM Growth Allocation Fund Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,150,378.53	42.02%
AIM Moderate Growth Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	389,216.99	14.22%
New York Life Trust Company 401K Clients Account 690 Canton St Ste 100 Westwood, MA 02090-2324	Institutional Class	359,966.99	13.15%
AIM Income Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	212,020.83	7.74%
Nat'l Financial Services Corp The Exclusive Benefit of Cust One World Financial Center 200 Liberty Street 5th Fl Attn: Kate-Recon New York, NY 10281-5503	Institutional Class	160,207.46	5.85%
Nat'l Financial Services Corp The Exclusive Benefit of Cust One World Financial Center 200 Liberty Street 5th Fl Attn: Kate-Recon New York, NY 10281-5503 </TABLE>	Investor Class	152,525.65	12.35%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, GA 94104-4151	Investor Class	147,472.16	11.94%
AIM SHORT TERM BOND FUND			
Charles Schwab & Co Inc Special Custody FBO Customers (SIM) Attn: Mutual Funds 101 Montgomery St San Francisco, GA 94104-4151	Class A	543,232.82	17.95%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	404,998.06	13.38%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers	Class A	158,513.78	5.24%

Attn: Fund Administration
 4800 Deer Lake Dr East 2nd Fl
 Jacksonville, FL 32246-6484

Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,335,016.23	16.09%
Citistreet Retirement Services Citigroup Institutional Trust 400 Atrium Dr Somerset, NJ 08873-4162	Class R	133,826.55	64.65%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class R	11,628.43	5.62%
AIM Conservative Asset Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113 </TABLE>	Institutional Class	3,067,770.60	42.84%

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<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
AIM Moderate Asset Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,017,607.61	28.18%
AIM Moderately Conservative Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,344,125.68	18.77%
AIM Income Allocation Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	596,101.93	8.32%
AIM TOTAL RETURN BOND FUND			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class A	699,814.01	11.33%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	408,308.70	6.61%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	304,533.89	10.11%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	242,126.71	8.04%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	90,121.23	8.16%
MG Trustco Cust 401K FBO Trico Excavating	Class R	13,531.02	11.01%

<TABLE>
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
MG Trust Company Cust FBO Comdec Inc Employee Retirement PL 700 17th Street Ste 300 Denver, CO 80202-3531	Class R	9,527.05	7.75%
Quality Medical & Physical Therapy Vesha Czuber 80 Congress St Springfield, MA 01104	Class R	7,606.63	6.19%
Quality Medical & Physical Therapy John S Czuber 1985 Main St Ste 301 Springfield, MA 01103-1074	Class R	7,581.98	6.17%
Andrews Caramel Applies Inc 401K Plan Mary D Demarco TTEE 5001 W Belmont Ave Chicago, IL 60641-4236	Class R	6,318.35	5.14%
AIM Moderate Asset Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	17,874,610.90	59.97%
AIM Moderate Growth Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	4,936,939.66	16.56%
AIM Conservative Asset Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,706,849.01	9.08%
AIM Moderately Conservative Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	2,426,208.52	8.14%
AIM Income Allocation Fund Omnibus Account c/o AIM Advisors 11 E Greenway Plz Ste 100 Houston, TX 77046-1113	Institutional Class	1,672,907.05	5.61%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
AIM TAX-EXEMPT FUNDS			
AIM HIGH INCOME MUNICIPAL BOND			
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration	Class A	6,874,097.61	14.19%

4800 Deer Lake Dr East 2nd Fl
Jacksonville, FL 32246-6484

Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class A	6,301,565.38	13.01%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	2,835,842.90	5.85%
Charles Schwab & Co Inc Reinvestment Account 101 Montgomery St San Francisco, CA 94104-4151	Class A	2,534,620.71	5.23%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class B	790,303.87	20.51%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class B	541,517.73	14.05%
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class C	3,571,919.42	29.13%
Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class C	1,035,764.90	8.45%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class C	1,022,001.73	8.34%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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First Command Bank Trust FBO First Command SIP Attn: Trust Department P.O. Box 901075 Fort Worth, TX 76101-2075	Institutional Class	5,823,027.27	69.79%
Hollowwave & Co P.O. Box 5496 Boston, MA 02102	Institutional Class	2,285,506.53	27.39%
AIM TAX-EXEMPT CASH FUND			
CFP Holdings LTD Partnership Partnership 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class A	6,092,086.69	17.16%
SERAPIS LTD Robert H Graham Managing General Partner P.O. Box 1063 Houston, TX 77251-1063	Class A	4,367,117.47	12.30%
Gary Thomas Crum 11 E Greenway Plz Ste 2600 Houston, TX 77046-1100	Class A	2,372,203.32	6.68%
AIM TAX-FREE INTERMEDIATE FUND			
Gary Thomas Crum	Class A	1,862,325.42	14.12%

11 E Greenway Plz Ste 2600
Houston, TX 77046-1100

Citigroup Global Markets House Attn Cindy Tempesta 7th Fl 333 W 34th St New York, NY 10001-2402	Class A	1,311,626.66	9.94%
CFP Holdings LTD Partnership Partnership 11 E Greenway Plz Ste 1919 Houston, TX 77046-1103	Class A	1,070,920.99	8.12%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A	972,616.14	7.37%
Onedun A Partnership 218 W Main St Dundee, IL 60118-2019	Class A	781,234.73	5.92%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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<S>	<C>	<C>	<C>
Merrill Lynch Pierce Fenner & Smith FBO The Sole Benefit of Customers Attn: Fund Administration 4800 Deer Lake Dr East 2nd Fl Jacksonville, FL 32246-6484	Class A	693,288.06	5.25%
Pershing LLC 1 Pershing Plz Jersey City, NJ 07399-0001	Class A3	606,494.62	20.29%
First Command Bank Trust FBO First Command SIP Attn: Trust Department P.O. Box 901075 Fort Worth, TX 76101-2075	Institutional Class	39,842.66	66.97%
Maril & Co FBO NJ c/o M&I Trust Co NA 11270 W Park Pl Ste 400 Milwaukee, WI 53224-3638	Institutional Class	13,399.10	22.52%
Sterne Agee & Leach Inc 813 Shades Creek Pky Birmingham, AL 35209-4542	Institutional Class	6,252.31	10.51%
SHORT-TERM INVESTMENTS TRUST			
GOVERNMENT & AGENCY PORTFOLIO			
First Clearing LLC USMS Asset Forfeiture Office Court Order FBO Alexander CS-3 Ste 402 Washington, DC 20530-1000	Cash Management Class	25,449,545.51	22.35%
Wachovia Securities FBO Computer Horizons Corp 10700 Wheat First Dr Glen Allen, VA 23060-9243	Cash Management Class	22,841,291.50	20.06%
First Clearing Corp 10700 Wheat First Dr Glen Allen, VA 23060-9243	Cash Management Class	5,791,055.03	5.09%
Saxon & Co Eastwick Center Attn: ACI/REORG c/o PNC Bank 8800 Tinicum Blvd Philadelphia, PA 19153-3111	Institutional Class	16,560,640.00	35.41%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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Attn Lisa Moodt Treasurer First Clearing LLC Grand Valley Local School Dist 111 Grand Valley Ave W Ste A Orwell, OH 44076-9438	Institutional Class	4,990,192.84	10.67%
First Clearing LLC Allen East Local School Dist Investment Account 9520 Harrod Rd Harrod, OH 45850-9701	Institutional Class	4,409,699.38	9.43%
First Clearing LLC Painesville City Local Schools Investment Account #2 58 Jefferson St Painesville, OH 44077-3114	Institutional Class	2,795,553.04	5.98%
Attn Edward Williams Treasurer First Clearing LLC Jefferson Area Local Schools 45 E Satin St Jefferson, OH 44047-1416	Institutional Class	2,678,704.00	5.73%
First Clearing LLC Oregon City School District Investment Account 5721 Seaman St Oregon, OH 43616-2631	Institutional Class	2,678,160.71	5.73%
First Clearing LLC Turboflow Uruguay SA 10700 Wheat First Drive Glen Allen, VA 23060	Personal Investment Class	1,841,951.40	23.35%
First Clearing LLC Zala Trading Inc 10700 Wheat First Drive Glen Allen, VA 23060	Personal Investment Class	890,376.28	11.29%
First Clearing LLC CIR SA 10700 Wheat First Drive Glen Allen, VA 23060	Personal Investment Class	601,579.38	7.63%
First Clearing Corp FBO Lonifox Int Corp 10700 Wheat First Dr Glen Allen, VA 23060-9243	Personal Investment Class	471,910.98	5.98%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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First Clearing LLC MWV SPE LLC 6200 The Corners Pkwy Norcross, GA 30092-3365	Private Investment Class	4,000,000.00	9.23%
First Clearing LLC LA Thoroughbred Breeders Assn Slot Breeders Awards P.O. Box 24650 New Orleans, LA 70184-4650	Private Investment Class	3,792,330.19	8.75%
Information Systems Audit &	Private Investment	3,119,590.00	7.20%

Control Assoc ISACA
3701 Algonquin Rd Ste 1010
Rolling Mdws, IL 60008-3124

Class

First Clearing LLC Jo Ellen Investments LLC 511 Gravier St Ste 100 New Orleans, LA 70130-2727	Private Investment Class	2,650,000.00	6.12%
First Clearing LLC USMS Asset Forfeiture Office Court Order FBO Alexander CS-3 Ste 402 Washington, DC 20530-5405	Private Investment Class	2,554,110.73	5.90%
Internet Product Development G Attn Gina M Fratto 1025 Connecticut Ave NW Ste #1000 Washington, DC 20036-5405	Private Investment Class	2,528,820.41	5.84%
First Clearing LLC League of California Cities 1400 K Street Sacramento, CA 95814	Private Investment Class	2,221,967.62	5.13%
Bus Svc Div Attn L Briskman First Clearing LLC US Marshalls Service Asset Forfeiture Office Court Order 05-FBI-003797/Coral Const	Resource Class	10,036,977.39	11.27%
Enterprise Community Loan Fund Inc Nep Knickerbocker Ave Cluster Attn: Jeanette Daymode 10227 Wincopin Cir Ste 500 Columbia, MD 21044-3400 </TABLE>	Resource Class	9,958,258.29	11.18%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
Enterprise Community Loan Fund Inc Nep Ft Washington Ave Cluster Attn: Jeanette Daymode 10227 Wincopin Cir Ste 500 Columbia, MD 21044-3400	Resource Class	8,750,362.63	9.82%
Enterprise Community Loan Fund Inc Nep W 132nd Street Cluster Attn: Jeannette Daymode 10227 Wincopin Cir Ste 500 Columbia, MD 21044-3400	Resource Class	8,648,152.55	9.71%
First Clearing LLC Information Systems Audit & Control Association ISACA 3701 Algonquin Rd Ste 1010	Resource Class	5,117,470.00	5.74%
Capital Blue Cross Attn: Financial Reporting MD 3237 2500 Elmerton Ave Harrisburg, PA 17110	Resource Class	4,985,802.47	5.60%
Enterprise Community Loan Fund Inc Nep Cooper St Cluster Attn Jeanette Daymode 10227 Wincopin Cir Ste 500 Columbia, MD 21044-3400	Resource Class	4,839,425.73	5.43%
First Clearing Corp Sciele Pharma, Inc 10700 Wheat First Dr Glen Allen, VA 23060-9243	Corporate Class	11,531,794.78	7.34%
First Clearing LLC Cempra Pharmaceuticals, Inc Attn: Roger A Francis	Corporate Class	11,143,233.54	7.09%

GOVERNMENT TAXADVANTAGE PORTFOLIO

First Clearing LLC Malka Family Trust Yarden Y Malka TTEE P.O. Box 60967 Palo Alto, CA 94306-0967 </TABLE>	Cash Management Class	1,022,564.74	79.38%
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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
UBS Financial Services Inc FBO Norman H Morse 7 Blueberry Ln Unit C2 Falmouth, ME 04105-1854	Cash Management Class	265,403.08	20.60%
UBS Financial Services Inc FBO Medtech Publishing Company 71 Pineland Dr New Gloucestr, ME 04260-5111	Institutional Class	121,771.81	37.41%
UBS Financial Services Inc FBO CCM Co LLC c/o Shp Mgmt 7 Thomas Dr Cumb Foreside, ME 04110-1318	Institutional Class	105,031.95	32.27%
UBS Financial Services Inc FBO Susannah S Macdonald 25 Blueberry Cv Yarmouth, ME 04096-6526	Institutional Class	73,152.35	22.47%
First Clearing LLC Frank Gentile 17 Knollcrest Rd Nesconset, NY 11767-2809	Private Investment Class	1,035,365.02	19.85%
First Clearing LLC Anna T Lane 1924 Stony Point Rd Charlottesvle, VA 22911-3511	Private Investment Class	1,000,000.00	19.18%
First Clearing LLC Victor H Kempster 12100 Wilshire Blvd Ste 1200 Los Angeles, CA 90025-7122	Private Investment Class	854,419.45	16.38%
First Clearing LLC Claire Kallen 2006 Rev Trust 23 Clover Dr Great Neck, NV 11021-1029	Private Investment Class	605,903.69	11.62%
First Clearing LLC Ronald J Bracciante and Angela Bracciante 28 Westview Rd Northport, NY 11768-1039 </TABLE>	Private Investment Class	429,471.07	8.24%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER -----	CLASS -----	NUMBER OF SHARES OWNED OF RECORD -----	PERCENT OF CLASS OWNED OF RECORD* -----
<S>	<C>	<C>	<C>
First Clearing LLC Robert P Liehmann & Jane D Liehmann	Private Investment Class	355,975.97	6.83%

51 N Woodhull Rd
Huntington, NY 11743-2826

First Clearing LLC John W Williams 341 Magna Carta Rd Florence, SC 29501-8711	Private Investment Class	304,355.71	5.84%
UBS Financial Services Inc FBO Nancy L Monks 43 Agamenticus Ave Cape Neddick, ME 03902-7108	Private Investment Class	301,333.94	5.78%
First Clearing LLC Maria J Rosa TOD Account 400 Timothy Ter Sewell, NJ 08080-9455	Private Investment Class	279,467.84	5.36%
UBS Financial Services Inc FBO Dean A Sciaraffa 89 Pleasant Ave S Portland, ME 04106-5616	Resource Class	566,749.98	97.55%
UBS Financial Services Inc FBO Stephen P Hilton 19 Ole Ironside Ln Scarborough, ME 04074-9337	Corporate Class	14,079.55	100%
LIQUID ASSETS PORTFOLIO			
RBC Dain Rauscher Inc FBO Brion G Wise 774 Mays Blvd #10-323 Incline Vlg, NV 89451-9604	Cash Management Class	62,477,410.09	19.93%
Oppenheimer & Co Inc FBO PDL Biopharma Inc 1400 Seaport Blvd Redwood City, CA 94063-5539	Cash Management Class	35,991,013.73	11.48%
Worthington Armstrong Venture 9 Old Lincoln Hwy Ste 200 Malvern, PA 19355-2551	Cash Management Class	29,435,602.32	9.39%
First Clearing LLC 10700 Wheat First Dr Glen Allen, VA 23060-9243 </TABLE>	Cash Management Class	25,174,335.45	8.03%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
First Clearing Corp Coley Pharmaceutical Security 10700 Wheat First Dr Glen Allen, VA 23060-9243	Institutional Class	63,909,907.16	29.47%
Saxon & Co Eastwick Center Attn: ACI/Reorg c/o PNC Bank 8800 Tinicum Blvd Philadelphia, PA191	Institutional Class	35,964,966.00	16.59%
First Clearing LLC Howard Cary Bissell 13860 Ballantyne Corp Place Ste 300 Charlotte, NC 28277-3167	Institutional Class	28,866,516.64	13.31%
Openheimer & Co Inc FBO Oppenheimer Private Equity Fund I L Attn: Mr. Vineet Bhalla 90 Broad St 9th Fl New York, NY 10004-2205	Institutional Class	13,861,084.23	6.39%

GPC Securities Inc Agent for Frost TTEE FBO The 401k Stock Purchase Plan For EE's of Cullen Frost Bankers & Its Affiliates P.O. Box 105117 Atlanta, GA 30348-5117	Personal Investment Class	15,286,093.04	40.61%
GPC Securities Inc as Agent for Frost Nat'l Bank TTEE FBO Cullen/Frost PS Plan P.O. Box 105117 Atlanta, GA 30348-5117	Personal Investment Class	13,804,208.75	36.67%
Wedbush Morgan Securities 1000 Wilshire Blvd Los Angeles, CA 90017-2457	Personal Investment Class	5,178,650.50	13.76%
Citistreet 3 Batterymarch Park Quincy, MA 02169-7422	Private Investment Class	37,251,984.10	12.90%
First Clearing LLC Estate of Dwight Goldthorpe 340 Royal Poinciana Way Palm Beach, FL 33480-4048 </TABLE>	Private Investment Class	30,432,918.00	10.54%

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Nationwide Trust Company FSB FBO Participating Ret Plans TPA-NTC c/o IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	Private Investment Class	19,083,310.08	6.61%
John J Mazur Inc 94 E Jefryn Ste K Deer Park, NY 11729-5728	Reserve Class	412,545.92	18.01%
John J Mazur Inc Attn: Alice Mazur 94 E Jefryn Blvd Deer Park, NY 11729-5728	Reserve Class	408,732.58	17.84%
Rume Corp 100 Carolyn Blvd Farmingdale, NY 11735-1525	Reserve Class	311,891.02	13.62%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	Reserve Class	179,786.27	7.85%
Oppenheimer & Co Inc Cust FBO John R Wallis IRA 3722 Belle Grove Sugar land, TX 77479-3285	Reserve Class	162,956.35	7.11%
First Clearing LLC Avanir Pharmaceuticals Corp 101 Enterprise Ste 300 Aliso Viejo, CA 92656-2608	Resource Class	28,913,282.70	17.61%
First Clearing LLC David A Dickens TOD Registration 7405 Racing Horse Lane Fairfax Station, VA 22039-2013	Resource Class	12,481,304.11	7.60%
First Clearing LLC Unipro Foodservice Inc 2500 Cumberland Pkwy SE Ste 600 Atlanta, GA 30339-3924	Resource Class	12,000,000.00	7.31%
First Clearing Corp KVH Industries Inc 10700 Wheat First Dr	Corporate Class	22,493,792.91	46.52%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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RBC Dain Rauscher Inc FBO Sutter Insurance Services Corp 2200 River Plaza Drive Sacramento, CA 95833-4134	Corporate Class	18,289,825.42	37.82%
Oppenheimer & Co Inc FBO John Horn & Karen A Horn JTWROS 1153 W California St Seymour, TX 76380-1552	Corporate Class	5,180,542.01	10.71%
STIC PRIME PORTFOLIO			
Citigroup Global Markets House Attn Cindy Tempesta 7th FL 333 W 34th St New York, NY 10001-2402	Cash Management Class	255,082,759.55	35.17%
UBS Financial Services Inc FBO Charles P Gendron Low Income Housing Corp 217 Commercial St Ste 30 Portland, ME 04101-4679	Cash Management Class	70,488,775.42	9.72%
Raymond James & Assoc Inc FBO Preik Reinhold 880 Carillon Pkwy St Petersburg, FL 33716-1100	Cash Management Class	70,053,651.29	9.66%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	Institutional Class	23,576,565.29	53.00%
FFB REG FBO American Fidelity Corp 5100 North Classen Circle Ste 620 Oklahoma City, OK 73118-4417	Institutional Class	4,186,415.11	9.41%
FFB REG FBO FFB REG FBO Oklahoma County Board 5100 North Classen Blvd Ste 620 Oklahoma City, OK 73118-4417	Institutional Class	2,319,345.41	5.21%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
M&T Bank as Agent For Perennial Healthcare Mgmt LLC c/o Tad Pierce 25 S Charles St 18th Fl Baltimore, MD 21201-3330	Personal Class	621,507.08	65.85%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	Personal Investment Class	129,836.95	13.76%
First Clearing LLC Junelle S. Hampton Dec'd TTEE William R Hampton and	Personal Investment Class	119,029.18	12.61%

628 Robin Lane
Henderson, 89015-7411

Ferris Baker Watts Inc Wendy W Dunnan 311 Dunbar Rd Palm Beach, FL 33480-3716	Personal Investment Class	52,319.43	5.54%
First Clearing LLC Hebrew Home of Greater Washington Attn: Account Department 6121 Montrose Rd	Private Investment Class	6,758,734.76	8.99%
Attn Bob Johnson First Clearing LLC Jewish Social Services Agency Mutual Funds/ Other 6123 Montrose Rd	Private Investment Class	5,409,904.62	7.19%
Wachovia Securities FBO California Travel & Tourism Commission 3300 Douglas Blvd Ste 350 Roseville, CA 95661-3829	Private Investment Class	4,227,026.34	5.62%
First Clearing LLC FBO American Truetschler Inc 10700 Wheat First Dr Glen Allen, VA 23060-9243	Resource Class	6,058,969.47	16.03%
Wachovia Securities FBO Project Management Inst 4 Campus Blvd Newtown Sq, PA 19073-3200 </TABLE>	Resource Class	5,665,189.28	14.98%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
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Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	Resource Class	5,484,508.00	14.51%
Oppenheimer & Co Inc FBO Grader Street Medical Products Inc 4900 Oberlin Way Addison, TX 75001-3511	Resource Class	3,046,323.45	8.06%
Wachovia Securities FBO Project Management Institute 4 Campus Blvd Newtown Sq, PA 19073-3200	Resource Class	2,777,471.59	7.35%
Raymond James & Assoc Inc FBO Blum Bradley 880 Carillon Pkwy St Petersburg, FL 33716-1100	Corporate Class	4,572,276.66	100%
TREASURY PORTFOLIO			
First Clearing LLC NAU Country Insurance Co Attn Judy Schneider 7333 Sunwood Dr Ramsey, MN 55303-5119	Cash Management Class	165,032,433.91	73.52%
Raymond James & Assoc Inc FBO Common InvestME 880 Carillon Pkwy St Petersburg, FL 33716-1100	Cash Management Class	17,803,386.96	7.93%
First Clearing LLC Ziopharm Oncology, Inc Attn: Richard Bagley Flagship Wharf 197 8th St Ste 300	Cash Management Class	13,706,909.57	6.11%

Mac & Co Attn Mutual Fund Ops P.O. Box 3198 Pittsburgh, PA 15230-3198	Institutional Class	31,076,225.55	59.15%
Nationwide Insurance Co NACO P.O. Box 182029 Columbus, OH 43218-2029	Institutional Class	8,330,041.23	15.86%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
First Clearing LLC DR N A Chetta and Louise S Chetta Co-TTEES 7400 General Haig St New Orleans, LA 70124-3533	Personal Investment Class	1,004,551.70	41.83%
First Clearing LLC Eola McConnell 314 Papworth Ave Metairie, LA 70005-3613	Personal Investment Class	202,500.60	8.43%
First Clearing Corporation Margaret Ann Turfitt Lindsey 4 Rosa Park New Orleans, LA 70115-5044	Personal Investment Class	200,733.21	8.36%
First Clearing LLC Karen R Kerr Separate Property 745 High Plains Ave Baton Rouge, LA 70810-4346	Personal Investment Class	198,072.81	8.25%
First Clearing LLC Gravier Street Partnership Attn Philip J Dorsey 511 Gravier Street 3rd Fl New Orleans, LA 70130-2726	Personal Investment Class	178,591.88	7.44%
First Clearing LLC WMT Associates LLC 10 Tarpon Isle 34th Fl Palm Beach, FL 33480-4754	Private Investment Class	24,137,629.85	33.49%
First Clearing LLC George Suddock 10700Wheat First Dr Glen Allen, VA 23060-9243	Private Investment Class	15,590,080.62	21.63%
First Clearing LLC George Suddock Sep IRA 10700Wheat First Dr Glen Allen, VA 23060-9243	Private Investment Class	4,725,970.34	6.56%
Stifel Nicolaus & Co Inc Bruce Burnam Trust of 1992 501 North Broadway Saint Louis, MO 63102-2131	Private Investment Class	4,491,794.83	6.23%

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NAME OF FUND AND NAME AND ADDRESS OF RECORD OWNER	CLASS	NUMBER OF SHARES OWNED OF RECORD	PERCENT OF CLASS OWNED OF RECORD*
<S>	<C>	<C>	<C>
M&T Bank Escrow Agent for LIEI Acquisition Corp c/o Lyn Somerville 1350 I St NW Ste 200	Reserve Class	1,314,693.41	36.37%

Washington, DC 20005-7300

M&T Bank Escrow Agent for Farley's and Stathers Cancy Co, Inc c/o Lyn Somerville 1350 I St NW Ste 200 Washington, DC 20005-7300	Reserve Class	1,311,937.74	36.30%
Olivia Dixon c/o M&T Bank Attn: John Wise 1350 I Street NW-200 Washington, DC 20005	Reserve Class	974,115.60	26.95%
First Clearing LLC Patient Advocate Foundation Co-Pay Relief CPR 700 Thimble Shoals Glenn Allen, VA 23060	Resource Class	14,581,951.15	8.87%
GIL Investment Company LTD 10700 Wheat First Dr Glen Allen, VA 23060-9243	Resource Class	12,318,288.27	7.49%
First Clearing LLC FBO Kemoy Equities Corp 10700 Wheat First Dr Glen Allen, VA 23060-9243	Resource Class	12,231,943.03	7.44%
Gilbert Chagoury 10700 Wheat First Dr Glen Allen, VA 23060-9243 </TABLE>	Resource Class	11,348,063.00	6.90%

 * The Trusts have no knowledge of whether all or any portion of the shares owned of record are also owned beneficially.

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EXHIBIT J

TRUSTEE OWNERSHIP OF FUND SHARES

Set forth below is the dollar range of equity securities beneficially owned by each trustee and nominee as of October 31, 2007 (i) in each Fund and (ii) on an aggregate basis, in all registered investment companies overseen by the trustee within the AIM Funds complex.

<TABLE>
<CAPTION>

DOLLAR RANGE OF EQUITY SECURITIES PER FUND
INTERESTED TRUSTEES

MARTIN L. FLANAGAN	PHILIP A. TAYLOR
-----	-----
<C>	<C>

<S>
 AIM CORE ALLOCATION PORTFOLIO SERIES
 Series C
 Series M

AIM EQUITY FUNDS
 AIM Capital Development Fund
 AIM Charter Fund
 AIM Constellation Fund
 AIM Diversified Dividend Fund
 AIM Large Cap Basic Value Fund
 AIM Large Cap Growth Fund

AIM FUNDS GROUP
 AIM Basic Balanced Fund
 AIM European Small Company Fund
 AIM Global Value Fund
 AIM International Small Company Fund
 AIM Mid Cap Basic Value Fund
 AIM Select Equity Fund
 AIM Small Cap Equity Fund
 </TABLE>

<TABLE>
<CAPTION>

DOLLAR RANGE OF EQUITY SECURITIES PER FUND
INTERESTED TRUSTEES

	MARTIN L. FLANAGAN	PHILIP A. TAYLOR
<S>	<C>	<C>
AIM GROWTH SERIES		
AIM Basic Value Fund		
AIM Conservative Allocation Fund		
AIM Global Equity Fund		
AIM Growth Allocation Fund		
AIM Income Allocation Fund		
AIM Independence Now Fund		
AIM Independence 2010 Fund		
AIM Independence 2020 Fund		
AIM Independence 2030 Fund		
AIM Independence 2040 Fund		
AIM Independence 2050 Fund		
AIM International Allocation Fund		
AIM Mid Cap Core Equity Fund		
AIM Moderate Allocation Fund		
AIM Moderate Growth Allocation Fund		
AIM Moderately Conservative Allocation Fund		
AIM Small Cap Growth Fund		
AIM INVESTMENT FUNDS		
AIM China Fund		
AIM Developing Markets Fund		
AIM LIBOR Alpha Fund		
AIM Global Health Care Fund		
AIM International Total Return Fund		
AIM Japan Fund		
AIM Trimark Endeavor Fund		
AIM Trimark Fund		
AIM Trimark Small Companies Fund		
AIM INVESTMENT SECURITIES FUNDS		
AIM Global Real Estate Fund		
AIM High Yield Fund		
AIM Income Fund		
AIM Intermediate Government Fund		
AIM Limited Maturity Treasury Fund		
AIM Money Market Fund		
AIM Municipal Bond Fund		
AIM Real Estate Fund		
AIM Short Term Bond Fund		
AIM Total Return Bond Fund		

</TABLE>

J-2

<TABLE>
<CAPTION>

DOLLAR RANGE OF EQUITY SECURITIES PER FUND
INTERESTED TRUSTEES

	MARTIN L. FLANAGAN	PHILIP A. TAYLOR
<S>	<C>	<C>
AIM TAX-EXEMPT FUNDS		
AIM High Income Municipal Fund		
AIM Tax-Exempt Cash Fund		
AIM Tax-Free Intermediate Fund		
SHORT-TERM INVESTMENTS TRUST		
Government & Agency Portfolio		
Government TaxAdvantage Portfolio		
Liquid Assets Portfolio		
STIC Prime Portfolio		
Treasury Portfolio		
Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen By Trustee in the AIM Funds Complex		

</TABLE>

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DOLLAR RANGE OF EQUITY SECURITIES PER FUND

<TABLE>
<CAPTION>

	INDEPENDENT TRUSTEES					
	BOB R. BAKER	FRANK S. BAYLEY	JAMES T. BUNCH (1)	BRUCE L. CROCKETT	ALBERT R. DOWDEN	JACK M. FIELDS (1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
AIM CORE ALLOCATION PORTFOLIO SERIES						
Series C						
Series M						
AIM EQUITY FUNDS						
AIM Capital Development Fund						
AIM Charter Fund						
AIM Constellation Fund						
AIM Diversified Dividend Fund						
AIM Large Cap basic Value Fund						
AIM Large Cap Growth Fund						
AIM FUNDS GROUP						
AIM Basic Balanced Fund						
AIM European Small Company Fund						
AIM Global Value Fund						
AIM International Small Company Fund						
AIM Mid Cap Basic Value Fund						
AIM Select Equity Fund						
AIM Small Cap Equity Fund						
AIM GROWTH SERIES						
AIM Basic Value Fund						
AIM Conservative Allocation Fund						
AIM Global Equity Fund						
AIM Growth Allocation Fund						
AIM Income Allocation Fund						
AIM Independence 2010 Fund						
AIM Independence Now Fund						
AIM Independence 2020 Fund						
AIM Independence 2030 Fund						
AIM Independence 2040 Fund						
AIM Independence 2050 Fund						
AIM International Allocation Fund						
AIM Mid Cap Core Equity Fund						
AIM Moderate Allocation Fund						
AIM Moderate Growth Allocation Fund						
AIM Moderately Conservative Allocation Fund						
AIM Small Cap Growth Fund						

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DOLLAR RANGE OF EQUITY SECURITIES PER FUND

<TABLE>
<CAPTION>

	INDEPENDENT TRUSTEES					
	BOB R. BAKER	FRANK S. BAYLEY	JAMES T. BUNCH (1)	BRUCE L. CROCKETT	ALBERT R. DOWDEN	JACK M. FIELDS (1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
AIM INVESTMENT FUNDS						
AIM China Fund						
AIM Developing Markets Fund						
AIM LIBOR Alpha Fund						
AIM Global Health Care Fund						
AIM International Total Return Fund						
AIM Japan Fund						
AIM Trimark Endeavor Fund						
AIM Trimark Fund						
AIM Trimark Small Companies Fund						
AIM INVESTMENT SECURITIES FUNDS						
AIM Global Real Estate Fund						

AIM High Yield Fund
 AIM Income Fund
 AIM Intermediate Government Fund
 AIM Limited Maturity Treasury Fund
 AIM Money Market Fund
 AIM Municipal Bond Fund
 AIM Real Estate Fund
 AIM Short Term Bond Fund
 AIM Total Return Bond Fund

AIM TAX-EXEMPT FUNDS

AIM High Income Municipal Fund
 AIM Tax-Exempt Cash Fund
 AIM Tax-Free Intermediate Fund

SHORT-TERM INVESTMENTS TRUST

Government & Agency Portfolio
 Government TaxAdvantage Portfolio
 Liquid Assets Portfolio
 STIC Prime Portfolio
 Treasury Portfolio

Aggregate Dollar Range of Equity
 Securities in All Registered Investment
 Companies Overseen By Trustee in the
 AIM Funds Complex
 </TABLE>

 (1) Amounts shown include the total amount of compensation deferred by the trustee at his or her election pursuant to a deferred compensation plan. Such deferred compensation is placed in a deferral account and deemed to be invested in one or more of the AIM Funds.

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DOLLAR RANGE OF EQUITY SECURITIES PER FUND

<TABLE>
 <CAPTION>

INDEPENDENT TRUSTEES

INDEPENDENT TRUSTEES					
CARL	PREMA	LEWIS F.	RUTH H.	LARRY	RAYMOND
FRISCHLING (1)	MATHAI	PENNOCK	QUIGLEY	SOLL (1)	STICKEL, JR. (1)
-----	-----	-----	-----	-----	-----
<C>	<C>	<C>	<C>	<C>	<C>

<S>
 AIM CORE ALLOCATION PORTFOLIO SERIES
 Series C
 Series M

AIM EQUITY FUNDS

AIM Capital Development Fund
 AIM Charter Fund
 AIM Constellation Fund
 AIM Diversified Dividend Fund
 AIM Large Cap basic Value Fund
 AIM Large Cap Growth Fund

AIM FUNDS GROUP

AIM Basic Balanced Fund
 AIM European Small Company Fund
 AIM Global Value Fund
 AIM International Small Company Fund
 AIM Mid Cap Basic Value Fund
 AIM Select Equity Fund
 AIM Small Cap Equity Fund

AIM GROWTH SERIES

AIM Basic Value Fund
 AIM Conservative Allocation Fund
 AIM Global Equity Fund
 AIM Growth Allocation Fund
 AIM Income Allocation Fund
 AIM Independence 2010 Fund
 AIM Independence Now Fund
 AIM Independence 2020 Fund
 AIM Independence 2030 Fund
 AIM Independence 2040 Fund
 AIM Independence 2050 Fund

 (1) Amounts shown include the total amount of compensation deferred by the trustee at his or her election pursuant to a deferred compensation plan. Such deferred compensation is placed in a deferral account and deemed to be invested in one or more of the AIM Funds.

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<TABLE>
 <CAPTION>

DOLLAR RANGE OF EQUITY SECURITIES PER FUND
 INDEPENDENT TRUSTEES

	CARL FRISCHLING (1)	PREMA MATHAI DAVIS (1)	LEWIS F. PENNOCK	RUTH H. QUIGLEY	LARRY SOLL (1)	RAYMOND STICKEL, JR. (1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
AIM Moderate Allocation Fund						
AIM Moderate Growth Allocation Fund						
AIM Moderately Conservative Allocation Fund						
AIM Small Cap Growth Fund						
AIM INVESTMENT FUNDS						
AIM China Fund						
AIM Developing Markets Fund						
AIM LIBOR Alpha Fund						
AIM Global Health Care Fund						
AIM International Total Return Fund						
AIM Japan Fund						
AIM Trimark Endeavor Fund						
AIM Trimark Fund						
AIM Trimark Small Companies Fund						
AIM INVESTMENT SECURITIES FUNDS						
AIM Global Real Estate Fund						
AIM High Yield Fund						
AIM Income Fund						
AIM Intermediate Government Fund						
AIM Limited Maturity Treasury Fund						
AIM Money Market Fund						
AIM Municipal Bond Fund						
AIM Real Estate Fund						
AIM Short Term Bond Fund						
AIM Total Return Bond Fund						
AIM TAX-EXEMPT FUNDS						
AIM High Income Municipal Fund						
AIM Tax-Exempt Cash Fund						
AIM Tax-Free Intermediate Fund						
SHORT-TERM INVESTMENTS TRUST						
Government & Agency Portfolio						
Government TaxAdvantage Portfolio						
Liquid Assets Portfolio						
STIC Prime Portfolio						
Treasury Portfolio						
Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen By Trustee in the AIM Funds Complex						

J-7

<TABLE>
 <S> <C>
 SAMPLE PROXY CARD FOR AIM CORE ALLOCATION PORTFOLIO SERIES, AIM EQUITY FUNDS, AIM FUNDS GROUP, AIM GROWTH SERIES, AIM INVESTMENT FUNDS, AIM INVESTMENT SECURITIES FUNDS, AIM TAX-EXEMPT FUNDS AND SHORT-TERM INVESTMENTS TRUST

 FOUR EASY WAYS TO VOTE YOUR PROXY

INTERNET: Go to WWW.XXXXXXXXXXXXXX.XXX and follow the online directions.

TELEPHONE: Call 1-800-XXX-XXXX and follow the simple instructions.
MAIL: Vote, sign, date and return your proxy by mail.
IN PERSON: Vote at the Special Meeting of Shareholders.

(AIM INVESTMENTS (R) LOGO)

999 999 999 999 99

(FUND_NAME) (THE "FUND")
AN INVESTMENT PORTFOLIO OF (ENTITY_NAME) (THE "TRUST")

PROXY SOLICITED BY THE BOARD OF TRUSTEES (THE "BOARD")
PROXY FOR SPECIAL MEETING OF SHAREHOLDERS TO BE
HELD FEBRUARY 29, 2008

The undersigned hereby appoints Philip A. Taylor, John M. Zerr and Sidney M. Dilgren, and any one of them separately, proxies with full power of substitution in each, and hereby authorizes them to represent and to vote, as designated on the reverse of this proxy card, at the Special Meeting of Shareholders on February 29, 2008, at 3:00 p.m., Central Time, and at any adjournment or postponement thereof, all of the shares of the Fund which the undersigned would be entitled to vote if personally present. IF THIS PROXY IS SIGNED AND RETURNED WITH NO CHOICE INDICATED, THE SHARES WILL BE VOTED "FOR" EACH NOMINEE AND "FOR" THE APPROVAL OF EACH PROPOSAL.

NOTE: IF YOU VOTE BY TELEPHONE OR ON THE INTERNET, PLEASE DO NOT RETURN YOUR PROXY CARD.

(ARROW)

PROXY MUST BE SIGNED AND DATED BELOW.

Dated

Signature(s) (if held jointly)

(SIGN IN THE BOX)

NOTE: PLEASE SIGN EXACTLY AS YOUR NAME APPEARS ON THIS PROXY CARD. All joint owners should sign. When signing as executor, administrator, attorney, trustee or guardian or as custodian for a minor, please give full title as such. If a corporation, limited liability company, or partnership, please sign in full entity name and indicate the signer's position with the entity.

(ARROW)

</TABLE>

<TABLE>

<S>

<C>

*--+

(ARROW) PLEASE FILL IN BOX AS SHOWN USING BLACK OR BLUE INK OR NUMBER 2 PENCIL. [X] (ARROW) PLEASE DO NOT USE FINE POINT PENS.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD. THE BOARD RECOMMENDS VOTING "FOR" EACH PROPOSAL.

WITHHOLD
AUTHORITY
FOR ALL FOR ALL
ALL NOMINEES EXCEPT*

1. To elect 13 trustees to the Board of Trustees of the Trust, each of whom will serve until his or her successor is elected and qualified: [] [] [] 1.

- | | |
|-------------------------|---------------------------|
| (01) Bob R. Baker | (08) Carl Frischling |
| (02) Frank S. Bayley | (09) Prema Mathai-Davis |
| (03) James T. Bunch | (10) Lewis F. Pennock |
| (04) Bruce L. Crockett | (11) Larry Soll, Ph.D. |
| (05) Albert R. Dowden | (12) Raymond Stickel, Jr. |
| (06) Jack M. Fields | (13) Philip A. Taylor |
| (07) Martin L. Flanagan | |

* TO WITHHOLD YOUR VOTE FOR ANY INDIVIDUAL NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND WRITE THE NOMINEE'S NUMBER(S) ON THE LINE PROVIDED.

FOR AGAINST ABSTAIN

2. To approve a new sub-advisory agreement for the Fund and each other series portfolio of the Trust between A I M Advisors, Inc. and each of AIM Funds Management Inc.; INVESCO Asset Management Deutschland, GmbH; INVESCO Asset Management Ltd.; INVESCO Asset Management (Japan) Limited; INVESCO Australia Limited; INVESCO Global Asset Management (N.A.), Inc.; INVESCO Hong Kong Limited; INVESCO Institutional (N.A.), Inc.; and INVESCO Senior Secured Management, Inc. [] [] [] 2.

3. To approve an amendment to the Trust's Agreement and Declaration of Trust that would permit the Board of Trustees of the Trust to terminate the Trust, the Fund and each other series portfolio of the Trust, or a share class without a shareholder vote. [] [] [] 3.

PROXIES ARE AUTHORIZED TO VOTE, IN THEIR DISCRETION, UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

PLEASE VOTE, SIGN AND DATE THIS PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE.

(ARROW)
</TABLE>

(ARROW)