

TRANSAMERICA INCOME SHARES INC  
Form RW  
May 08, 2003

May 8, 2003

Division of Investment Management  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: TRANSAMERICA INCOME  
SHARES, INC.  
ACCESSION NO.:  
0000099197-03-000003  
FILE NO. 333-104606  
CIK NO. - 0000099197  
SEC FILE NO. - 811-02273

Dear Commissioners:

Transamerica Income Shares, Inc. ( TIS ) hereby applies under the Securities Act of 1933 for withdrawal of the N-14 filed on April 17, 2003 (File No. 333-104606; accession no. 0000099197-03-000003). This filing was filed as an N-14 due to a technician's error, but the document contained in the filing was a proxy statement for an annual meeting and that document will be filed with the Securities and Exchange Commission under the correct submission header sometime next week.

Thank you for your consideration of this matter. If you have any questions or comments, please do not hesitate to call me at (727) 299-1824.

Very truly yours,

AEGON/Transamerica Fund Advisers, Inc.

By: /s/ John K. Carter  
John K. Carter, Esq.  
Senior Vice President,  
General Counsel & Secretary

Cc: Curtis Young, Esq.