

HALE AND DORR LLP
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April 17, 2001

By Federal Express

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attention: Office of Chief Counsel
Division of Corporation Finance

Re: Shareholder Proposal Submitted to
Pioneer Interest Shares by The Tobener Trust

Dear Ladies and Gentlemen:

This letter is submitted on behalf of our client, Pioneer Interest Shares, a Delaware business trust (the "Fund"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Fund hereby gives notice of its intention to omit from its proxy statement and form of proxy (the "Proxy Materials") the proposal and statement of support (the "Proposal") submitted by The Tobener Trust (the "Proponent") by undated letter, which the Fund acknowledged receipt of on July 10, 2000. The Proposal in its entirety is restated below. The Fund has advised us that the Proxy Materials are tentatively scheduled to be filed pursuant to Rule 14a-6 on or about July 6, 2001. Pursuant to the provisions of Rule 14a-8(j) under the Exchange Act, enclosed for filing are six copies of each of this letter and the Proposal. Also, pursuant to the provisions of Rule 14a-8(j), we are sending a copy of this letter and the Exhibits to the Proponent.

The Fund respectfully requests the concurrence of the Staff of the Division of Corporation Finance (the "Staff") that no enforcement action will be recommended by the Commission if the Fund omits the proposal from the Proxy Materials.

For ease of reference, the text of the Proposal, exactly as received, is set forth below.

Stockholder Proposal

"The records of the fund will indicate ownership of 1,000 shares of the stock, certificate # PI 3660 by the trust with my name as one of the trustees. The Trust also owns 5,000 shares registered to Waterhouse Securities Inc. Personally I bought some of this security when it was first

issued by the Mutual of Omaha so I have a long acquaintance with this security.

This form of investment has grown increasingly unpopular to the point that the daily trade volume is insignificant and the price differential is unjust to those stockholders who must sell their stock.

The dividend has been recently reduced which will no doubt be reflected in still lower prices.

As a stockholder I wish to propose that the directors take the following action or propose the action at the next meeting of the stockholders.

Either sell enough of the lower yielding securities listed on pages 10-11 in the statement of December 31 1999 to declare a 35% return of capital dividend to the stockholders.

Or Entirely liquidate the fund and retire the stock."

It is our opinion that this Proposal may be omitted from the Proxy Materials based on Rules 14a-8(i)(1), (7) and (13).

Rule 14a-8(i)(1) (Improper Under State Law)

The Proposal seeks to declare a dividend of 35% of the Fund's assets or to liquidate the Fund. According to Rule 14a-8(i)(1), a shareholder proposal is excludable from proxy materials if it is not a proper subject for action by shareholders under the issuer's state of organization. The Proposal is excludable from the Proxy Materials under Rule 14a-8(i)(1). Section 3806 of the Delaware Business Trust Act ("DBTA") provides that "[e]xcept to the extent otherwise provided in the governing instrument of a business trust, the business and affairs of a business trust shall be managed by and under the direction of its trustees." Section 3806 of the DBTA allows a business trust's declaration of trust to grant voting rights to the beneficial owners of the trust. The DBTA does not mandate that beneficial owners have any voting rights.

Section 6.1 of the Fund's Declaration of Trust, dated April 30, 1996, grants to the Trustees the sole power to declare dividends and other distributions and expressly provides that "the amount and payment of dividends and distributions ... shall be determined by the Trustees." Section 9.4 of the Declaration of Trust grants the Trustees the power to liquidate the Trust. Section 9.4(b) provides that such liquidation need only be submitted to shareholders of the Fund if required by applicable law or the listing requirements of any exchange on which the Fund's shares are listed. The Declaration of Trust does not provide for the liquidation of the Fund solely by the action of shareholders.

Section 7.1 of the Declaration of Trust sets forth all the voting rights of the Fund's shareholders. Section 7.1 of the Declaration of Trust provides that the shareholders of the Fund only have power to vote with respect to the following matters:

- The election and removal of trustees,
- The Fund's investment advisory contract,

- Any termination of the Fund as provided in Article IX (Article IX only contemplates a shareholder vote subsequent to Trustee action),
- Conversion of the Fund to an open-end investment company,
- In connection with certain amendments to the Declaration of Trust, and
- To the extent otherwise required by law, the Declaration of Trust or the requirements of any exchange on which the shares are listed.

To the extent that the Proposal seeks to declare a dividend, the Proposal exceeds the authority granted to shareholders under the Declaration of Trust. The Declaration of Trust clearly designates the Trustees as the parties with the power to declare a dividend. The DBTA similarly is clear in providing that the Trustees have all power in connection with the management of a business trust except for the powers expressly granted to shareholders. Consequently, the Proposal, as it relates to the declaration of a dividend, is improper under both the Declaration of Trust and the DBTA.

To the extent that the Proposal calls for a liquidation of the Fund, it is also an improper action under the Declaration of Trust and the DBTA. The Declaration of Trust grants only to the Trustees the power to liquidate the Trust. Shareholders only have the power to reject a proposal by the Trustees to liquidate the Fund, and then only are granted such authority to the extent necessary to comply with applicable law or the listing requirements of the New York Stock Exchange. The Declaration of Trust does not grant the shareholders any power to propose the liquidation of the Fund. Consequently, the Proposal is beyond the scope of the powers of the shareholders of the Fund under both the Declaration of Trust and DBTA.

Rule 14a-8(i)(7) (Management Functions)

Rule 14a-8(i)(7) provides that the Proposal may be excluded if it relates to matters dealing with the issuer's ordinary business operations. The ordinary business of the Fund is to act as a closed-end investment company and to invest in debt securities. The Proposal identifies specific assets of the Fund that the Proposal directs shall be sold. The Fund has retained Pioneer Investment Management, Inc. to act as investment adviser to the Fund and manage its assets. The Proposal would substitute the Proponent's judgment as to the proper management of the Fund's assets for Pioneer's and interfere in the Fund's ordinary business of investing in debt securities.

Rule 14a-8(i)(13) (Specific Amount of Dividends)

The Proposal calls for the declaration of a dividend equal to 35% of the Fund's net assets. Rule 14a-8(i)(13) provides that a proposal may be excluded if the proposal relates to a specific amount of dividends to be paid by the issuer. Consequently, the Proposal is excludable pursuant to Rule 14a-8(i)(13).

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Based on the foregoing, the Fund intends to exclude the Proposal from the Proxy Materials. Please contact David C. Phelan at (617) 526-6372 or Joseph P. Barri at (617) 526-6516 with any questions regarding this request.

Very truly yours,

A handwritten signature in black ink that reads "Hale and Dorr LLP". The signature is written in a cursive, flowing style.

Hale and Dorr LLP

DCP:mhr

cc: The Tobener Trust
David C. Phelan, Esq.
Elizabeth A. Watson, Esq.

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6/24/00

File in E.O.

From:
The Tobener Trust
2220 Gainsborough Ave.
Santa Rosa CA 95405

To
John F Cogan, President, The Pioneer Interest Shares
Pioneer Investment Management Inc.
69 State St
Boston Mass 02109

Dear Mr. Cogan:

The records of the fund will indicate ownership of 1,000 shares of the stock, certificate # PI 3660 by the trust with my name as one of the trustees. The Trust also owns 5,000 shares registered to Waterhouse Securities Inc. Personally I bought some of this security when it was first issued by the Mutual of Omaha so I have a long acquaintance with this security.

This form of investment has grown increasingly unpopular to the point that the daily trade volume is insignificant and the price differential is unjust to those stockholders who must sell their stock.

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As a stockholder I wish to propose that the directors take the following action or propose the action at the next meeting of the stockholders.

Either sell enough of the lower yielding securities listed on pages 10-11 in the statement of December 31 1999 to declare a 35% return of capital dividend to the stockholders.

Or Entirely liquidate the fund and retire the stock.

It is my right to propose these actions and I insist that you advise me if further steps must be taken by me or my attorney to effect these actions.

Sincerely

Ralph E. Tobener
Ralph E Tobener Trustee
The Tobener Trust