

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

AMERICAN HOMESTAR CORP  
Form SC 13G/A  
February 12, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)

AMERICAN HOMESTAR CORPORATION

-----  
(NAME OF ISSUER)

SERIES C COMMON STOCK

-----  
(TITLE OF CLASS OF SECURITIES)

026652107

-----  
(CUSIP NUMBER)

DECEMBER 31, 2003

-----  
(DATE OF EVENT WHICH REQUIRES  
FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)  
 Rule 13d-1 (c)  
 Rule 13d-1 (d)

CUSIP NO. 026652107

13G

PAGE 2 OF 10 PAGES

-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
  
ING GROEP N.V.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
Not Applicable (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
The Netherlands

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

|  |   |                          |                          |
|--|---|--------------------------|--------------------------|
|  | 5   | SOLE VOTING POWER        |                          |
|  |   |                          | 956,472(1)               |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH | 6   | SHARED VOTING POWER      |                          |
|  |   |                          | 0                        |
|  | 7   | SOLE DISPOSITIVE POWER   |                          |
|  |   |                          | 956,472(1)               |
|  | 8   | SHARED DISPOSITIVE POWER |                          |
|  |   |                          | 0                        |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            |                          |                          |
|  |   |                          | 956,472(1)               |
| 10   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES |                          | <input type="checkbox"/> |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                         |                          |                          |
|  |   |                          | 14.11% (1), (2)          |
| 12   | TYPE OF REPORTING PERSON  |                          |                          |
|  |   |                          | HC                       |

- 1 The beneficial ownership reported hereunder includes 759,277 shares held by ReliaStar Life Insurance Company, 56,341 shares held by ReliaStar Life Insurance Company of New York and 140,854 shares (the "Shares") are held by Washington Square Advisers Private Placement Trust Fund, 45.12% of which is owned by various subsidiaries of ING Groep N.V. ING Investment Management LLC has voting and investment power with regard to the Shares held by the two insurance companies; ReliaStar Investment Research, Inc. has voting and investment power with regard to the Shares held by Washington Square Advisers Private Placement Trust Fund. None of the beneficial ownership reported hereunder is held directly by ING Groep N.V.
- 2 Although American Homestar Corporation (the "Company") has not yet filed its Form 10-Q for the period ending at 31 December 2003, the CFO of the Company reported that as of 31 December 2003 10,000,000 shares of its Series C Common Stock were issued and outstanding, of which 6,780,364 shares were issued and outstanding and 3,219,636 were "deemed issued, outstanding and held in constructive trust for the benefit of shareholders to be determined in name and amount as the claims process is completed." The above calculation is based on 6,780,364 outstanding shares.

-2-

CUSIP NO. 026652107

13G

PAGE 3 OF 10 PAGES

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

ReliaStar Life Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
Not Applicable (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5 SOLE VOTING POWER

815,618(3)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

815,618(3)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

815,618(3)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.02% (2), (3)

12 TYPE OF REPORTING PERSON

IC

3 The beneficial ownership reported hereunder includes 56,341 shares held by ReliaStar Life Insurance Company of New York.

-3-

ITEM 1(A). NAME OF ISSUER:

American Homestar Corporation

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

2450 South Shore Boulevard  
Suite 300  
League City, Texas 77573

ITEM 2(A). NAME OF PERSON FILING:

ING Groep N.V.  
ReliaStar Life Insurance Company

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

ING Groep N.V.:  
Amstelveenseweg 500  
1081 KL Amsterdam  
P.O. Box 810  
1000 AV Amsterdam  
The Netherlands

ReliaStar Life Insurance Company:  
20 Washington Avenue South  
Minneapolis, Minnesota 55401

ITEM 2(C). CITIZENSHIP:

See item 4 on Page 2  
See item 4 on Page 3

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Series C Common Stock

-4-

ITEM 2(E). CUSIP NUMBER:

026652107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: (Not Applicable)

- (a)  Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j)  Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned:

See item 9 on Page 2  
See item 9 on Page 3

- (b) Percent of class:

See item 11 on Page 2  
See item 11 on Page 3

-5-

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

See item 5 on Page 2  
See item 5 on Page 3

- (ii) Shared power to vote or to direct the vote:

See item 6 on Page 2  
See item 6 on Page 3

- (iii) Sole power to dispose or to direct the disposition of:

See item 7 on Page 2  
See item 7 on Page 3

- (iv) Shared power to dispose or to direct the disposition of:

See item 8 on Page 2  
See item 8 on Page 3

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not Applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not Applicable
- ITEM 10. CERTIFICATION.  
Not Applicable

-6-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 3, 2004

-----  
(Date)

ING GROEP N.V.

By:

/s/ CORNELIS F. DRABBE

-----  
(Signature)

Cornelis F. Drabbe,  
Assistant General Counsel

-----  
(Name/Title)

/s/ BERT H. UYTENBROEK

-----  
(Signature)

Bert H. Uyttenbroek,  
Compliance Officer

-----  
(Name/Title)

SIGNATURE

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2004

-----  
(Date)

ReliaStar Life Insurance Company

By:

/s/ CORNELIS F. DRABBE

-----  
(Signature)

Cornelis F. Drabbe,  
Attorney-in-Fact

-----  
(Name/Title)

/s/ BERT H. UYTENBROEK

-----  
(Signature)

Bert H. Uyttenbroek,  
Attorney-in-Fact

-----  
(Name/Title)

Exhibit A to Schedule 13G

Joint Filing Agreement  
Pursuant to Rule 13d-1(k)

The undersigned persons (the "Reporting Persons") hereby agree that a joint statement on this Schedule 13G, and any amendments thereto, be filed on their behalf by ING Groep N.V.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of them contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: February 3, 2004

ING Groep N.V.

Edgar Filing: AMERICAN HOMESTAR CORP - Form SC 13G/A

By: /s/ CORNELIS F. DRABBE  
-----  
Name: Cornelis F. Drabbe  
Title: Assistant General Counsel

By: /s/ BERT H. UYTENBROEK  
-----  
Name: Bert H. Uyttenbroek  
Title: Compliance Officer

ReliaStar Life Insurance Company

By: /s/ CORNELIS F. DRABBE  
-----  
Name: Cornelis F. Drabbe  
Title: Attorney-in-Fact

By: /s/ BERT H. UYTENBROEK  
-----  
Name: Bert H. Uyttenbroek  
Title: Attorney-in-Fact

Exhibit B to Schedule 13G

RELIASTAR LIFE INSURANCE COMPANY

POWER OF ATTORNEY

ReliaStar Life Insurance Company, a Minnesota insurance company, on its own behalf and on behalf of its subsidiaries (collectively, "Grantor") hereby appoints Kees Drabbe, and such other persons holding the title of General Counsel, Assistant General Counsel or Compliance Officer in the Corporate Legal, Compliance and Security Department of ING Groep N.V., as the true and lawful attorney-in-fact, for Grantor, with power of substitution, to prepare, sign and file for and in the name of Grantor Form 13G filings, and all amendments, including post-effective amendments, thereto, with the Securities and Exchange Commission in connection with the disclosure requirements of beneficial owners under the Securities Act of 1934, as amended, and grants such attorney-in-fact full power and authority to perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 6th Day of February, 2003.

/s/ JAMES R. GELDER  
-----  
James R. Gelder  
Senior Vice President