

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20459

OMB APPROVAL
Not subject to OMB Clearance (44 U.S.C 3501, et. seq.)

**FORM 8-M**

**IRREVOCABLE APPOINTMENT OF AGENT FOR SERVICE OF PROCESS,  
PLEADINGS AND OTHER PAPERS BY CORPORATE NON-RESIDENT  
BROKER OR DEALER**

**THIS FORM SHALL BE FILED IN DUPLICATE ORIGINAL**

1. The \_\_\_\_\_, a corporation  
(Name of corporation)  
incorporated under the laws of \_\_\_\_\_,  
(Name of jurisdiction under whose laws corporation was organized)  
and having its principal place of business at \_\_\_\_\_  
(Address in full)

hereby designates and appoints, without power of revocation, the United States Securities and Exchange Commission as the agent of said corporation upon whom may be served all process, pleadings, and other papers in any civil suit or action brought against it in any appropriate court in any place subject to the jurisdiction of the United States, with respect to any cause of action which

- (a) accrues during the period beginning when its registration as a broker or dealer becomes effective pursuant to Section 15 of the Securities Exchange Act of 1934 and the rules and regulations thereunder and ending either when such registration is cancelled or revoked, or when the Commission receives a notice to withdraw from such registration, whichever is earlier,
- (b) arises out of any activity, in any place subject to the jurisdiction of the United States, occurring in connection with the conduct of business of said corporation as a broker or dealer, and
- (c) is founded, directly or indirectly, upon provisions of the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, the Investment Advisers Act of 1940, or any rule or regulation under any of said Acts; and

2. Said corporation, \_\_\_\_\_,  
(Name of corporation)

hereby consents, stipulates and agrees, without power of revocation,

- (a) that any such civil suit or action may be commenced against it by the service of process upon the Commission and the forwarding by the Commission of a copy thereof by registered mail to it at the last address of record filed by it with the Commission,
- (b) that all service of process, pleadings, or other papers upon the Commission and the forwarding by the Commission of a copy thereof by registered mail to the last address of record filed by it with the Commission shall be taken and held in all courts to be as valid and binding as if due personal service had been made upon it, and
- (c) that service upon the Commission may be effected by delivering copies of said process, pleadings or other papers to the Secretary of the Commission or to any other person designated by it for such purpose, and that the certificate of the Secretary of the Commission or of such other person reciting that said process, pleadings or other papers were received by the Commission and that a copy thereof was forwarded to said corporation at the last address of record filed by it with the Commission shall constitute evidence of such service upon it.

IN WITNESS WHEREOF, the President and Secretary of said corporation \_\_\_\_\_,  
(Name of corporation), by the authority and direction

of the Board of Directors of said corporation, have executed this irrevocable power of attorney, consent, stipulation and agreement for and on the behalf of said corporation at \_\_\_\_\_  
this \_\_\_\_\_ day of \_\_\_\_\_ A.D., \_\_\_\_\_.

Attest \_\_\_\_\_  
(Secretary)

(Corporate Seal)

\_\_\_\_\_  
(Corporate name)

By \_\_\_\_\_  
(President)

NOTE: The person executing this irrevocable power of attorney, consent, stipulation and agreement should appear before a person authorized to administer acknowledgments in the jurisdiction in which it is executed and acknowledge that he executed it on behalf of said corporation as its free and voluntary act. The acknowledgment should be in the form prescribed by law of the jurisdiction in which it is executed. *The form of acknowledgment suggested below should be used only if it is consistent with the requirements of the law of such jurisdiction.*

The failure of any acknowledgment to meet applicable requirements shall not affect the validity or effect of the foregoing irrevocable power of attorney, consent, stipulation and agreement.

Province (or State) of \_\_\_\_\_ }  
County of \_\_\_\_\_ } **SS**

I, \_\_\_\_\_,  
(Name)  
\_\_\_\_\_, in and for (said County in)  
(Official position of person administering acknowledgement)

the Province (or State) aforesaid, do hereby certify that \_\_\_\_\_,  
(Name of President)  
and \_\_\_\_\_, personally appeared before me this day, stated that they  
(Name of Secretary)  
are respectively the president and secretary of the \_\_\_\_\_,  
(Name of corporation)

that they are the same persons named in the foregoing instrument as the president and secretary of said corporation, that they have been duly authorized to execute said instrument for the corporation, and that they signed and sealed said instrument for and on behalf of said corporation and its free and voluntary act for the uses and purposes therein set forth.

Given under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_ A.D., \_\_\_\_\_.

(Seal)

\_\_\_\_\_  
(Signature of Official)

\_\_\_\_\_  
(Official Position)

My Commission (or office) expires:

\_\_\_\_\_  
(Date)

This form should be appropriately revised for use by a broker-dealer which is an unincorporated organization or association other than a partnership.

**CERTIFICATION OF RESOLUTION AUTHORIZING IRREVOCABLE APPOINTMENT  
BY CORPORATION OF AGENT FOR SERVICE OF PROCESS, PLEADINGS AND OTHER PAPERS**

At a duly constituted meeting of the Board of Directors of \_\_\_\_\_

\_\_\_\_\_, a corporation duly organized and existing  
(Name of corporation)

under the laws of \_\_\_\_\_  
(Name of jurisdiction under whose laws corporation was organized)

held at the office of said corporation at \_\_\_\_\_  
(Address in full)

on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, the following resolution was adopted:

Be it resolved that the president and secretary of this corporation \_\_\_\_\_  
(Name of Corporation), be and they hereby are authorized and directed to execute

in legal form and to deliver to the United States Securities and Exchange Commission on behalf of this corporation in such form as may be prescribed by or acceptable to the United States Securities and Exchange Commission:

1. A power of attorney designated and appointing, without power of revocation, the United States Securities and Exchange Commission as the agent of this corporation upon whom may be served all process pleadings and other papers in any civil suit or action brought against this corporation in any appropriate court in any place subject to the jurisdiction of the United States, with respect to any cause of action which:

- (a) accrues during the period beginning when this corporation's registration as a broker or dealer becomes effective pursuant to Section 15 of the Securities Exchange Act of 1934 and the rules and regulations thereunder and ending either when such registration is cancelled or revoked, or when the Commission receives a notice to withdraw from such registration, whichever is earlier,
- (b) arises out of any activity, in any place subject to the jurisdiction of the United States, occurring in connection with the conduct of business of this corporation as a broker or dealer, and
- (c) is founded, directly or indirectly, upon provisions of the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, the Investment Advisers Act of 1940, or any rule or regulation under any of said Acts; and

2. A stipulation, consent and agreement, likewise without power of revocation,

- (a) that any such civil suit or action may be commenced against this corporation by the service of process upon the Commission and the forwarding by the Commission of a copy thereof by registered mail to this corporation at the last address of record filed by this corporation with the Commission,
- (b) that all service of process, pleadings, or other papers upon the Commission and the forwarding by the Commission of a copy thereof by registered mail to this corporation at the last address of record filed by this corporation with the Commission shall be taken and held in all courts to be as valid and binding as if due personal service had been made upon this corporation, and
- (c) that service upon the Commission may be effected by delivering copies of said process, pleadings or other papers to the Secretary of the Commission or to any other person designated by it for such purpose, and that the certificate of the Secretary of the Commission or of such other person reciting that said process, pleadings or other papers were received by the commission and that a copy thereof was forwarded to this corporation at the last address of record filed by it with the Commission shall constitute evidence of such service upon it.

Province (or State of \_\_\_\_\_ } **SS**

County of \_\_\_\_\_

I, \_\_\_\_\_, being duly sworn, depose and say that  
(Name of Secretary)

I am Secretary of \_\_\_\_\_ and that the foregoing  
(Name of corporation)

is true and correct copy of a resolution adopted by the Board of Directors of said corporation on the \_\_\_\_\_ day  
of \_\_\_\_\_ A.D., \_\_\_\_\_, as the same appears on the records of said corporation  
now in my custody and control.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation.

(Corporate Seal)

\_\_\_\_\_  
(Secretary)

Subscribe and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, A.D., \_\_\_\_\_.

(Seal)

\_\_\_\_\_  
(Name of Official)

\_\_\_\_\_  
(Official position)

My Commission (or office) expires:

\_\_\_\_\_  
(Date)

NOTE: The Secretary of the corporation should appear before such a person authorized to administer oaths in the jurisdiction in which it is executed and duly swear that he is the Secretary of such corporation and that the resolution is a true and correct copy of the resolution adopted by the Board of Directors of said corporation. The form of affidavit suggested above should be used only if it is consistent with the requirements of the law of the jurisdiction in which it is executed.