

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 10-M

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

This Form Shall be Filed in Duplicate Original

1. I, _____, of _____
(Name) (Address in full)

hereby designate and appoint, without power of revocation, the United States Securities and Exchange Commission as my agent upon whom may be served all process, pleadings and other papers in any civil suit or action brought against me individually or as a partner of any partnership engaged in business as a broker or dealer, 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 the registration as a broker or dealer of any partnership of which I am a general partner 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 a broker or dealer, and
- (c) is founded, directly or indirectly, upon the 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. I hereby consent, stipulate and agree, without power of revocation,

- (a) that any such civil suit or action may be commenced against me individually or as a partner of any partnership engaged in business as a broker or dealer, by the service of process upon the Commission and the forwarding by the Commission of a copy thereof by registered mail to me at the last address of record filed by me with the Commission.
- (b) that all service of process, pleadings or other papers upon the Commission and the forwarding of a copy thereof by registered mail to me at the last address of record filed by me 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 me, 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 me at the last address of record filed by me with the Commission shall constitute evidence of such service upon me.

IN WITNESS WHEREOF, I have executed this irrevocable power of attorney, consent, stipulation and agreement at

_____ ,
this _____ day of _____, A.D., _____.

(SEAL)

* This form should be appropriately revised for use by a "managing agent" of a broker or dealer, Paragraph (d) of the rule defines a "managing agent" to mean any person, including a trustee, who directs or manages or who participates in the directing or managing of the affairs of any unincorporated organization or association which is not a partnership.

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 acknowledged that he executed it as his free and voluntary act. The acknowledgment should be in the form prescribed by the 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) (Official position of person administering acknowledgement)
in and for (said County in) the Province (or State) aforesaid, do hereby certify that _____

_____, personally appeared before me this day and
(Name of person appointing sealed the above agent for service, etc.)
signed the above instrument as his 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)

My Commission (or office) expires:

(Official Position)

(Date)