

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 9-M

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

THIS FORM SHALL BE FILED IN DUPLICATE ORIGINAL

1. The partners of _____, a partnership
(Name of partnership)
having its principal place of business at _____,
(Address in full)

hereby designate and appoint, without power of revocation, the United States Securities and Exchange Commission as the agent of said partnership 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 partnership 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. The said partners of _____, hereby consent,
(Name of partnership)

stipulate and agree, 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 it at 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 it at the last address of record filed by it with the Commission shall constitute evidence of such service upon it.

3. This irrevocable power of attorney, consent, stipulation and agreement shall continue in effect notwithstanding the subsequent withdrawal or admission of any partner if

- (a) such withdrawal or admission does not as a matter of law create a new partnership, or
- (b) if a successor partnership continues to operate on the basis of the registration of the old firm, whether or not in accordance with the conditions prescribed in the Securities Act of 1934 or the rules and regulations thereunder. In the event of a dissolution of the partnership this irrevocable power of attorney, consent, stipulation and agreement shall nevertheless continue in effect for any action against the former partners or the partnership in dissolution.

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

_____ (Name of general partner authorized to execute this instrument)
this _____ day of _____ A.D., _____.

(Partnership)

(Seal)

By _____
(General Partner)

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 as his 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 general partner)

personally appeared before me this day, stated that he is a general partner of _____

_____ that he is the same person named in the foregoing instrument as a general
(Name of partnership)

partner of said partnership, that he has been duly authorized by all of the partners to execute said instrument for the partnership, and that he signed and sealed said instrument for and on behalf of said partnership 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., _____.

(Signature of Official)

(Seal)

(Official Position)

My Commission (or office) expires:

(Date)