

CONSENT TO SERVICE

BE IT KNOWN:

That the undersigned _____, (a corporation), (a partnership), (a _____) organized under the laws of _____, or (an individual/sole proprietor, a resident of the State of _____), hereby irrevocably appoints the Securities Commissioner of Texas, and the Commissioner's successors in office, its attorney in Texas upon whom may be served any notice, process, or pleading in any action or proceeding arising out of any transaction subject to the Texas Securities Act, in accordance with all applicable laws of the State of Texas; and the undersigned hereby agrees that any proceeding against it may be commenced in any court of competent jurisdiction and proper venue within Texas by service of process upon the Securities Commissioner of Texas, and the Commissioner's successors in office, with the same effect as if the undersigned was organized or created under the laws of Texas, or was a resident of Texas, and had been lawfully served with process in Texas.

A copy of any notice, process, or pleading served hereunder will be mailed to the undersigned's address of record on file with the Securities Commissioner as of the date of service.

This Consent to Service is made in compliance with the provisions of the Texas Securities Act, Tex. Rev. Civ. Stat. Ann. art. 581-1 et seq.

Strike out inapplicable terminology and fill in blanks, as appropriate.

The undersigned and the Applicant (if different from the undersigned) acknowledge that making a false or misleading statement in a document filed with the Securities Commissioner or submitting false or misleading information or omitting pertinent or material information in connection with any document filed with the Commissioner may constitute a violation of The Texas Securities Act, be grounds for discipline under The Texas Securities Act, and may subject the undersigned and/or the Applicant to other legal sanctions, including administrative, civil or criminal penalties, including being deemed guilty of a felony of a third degree as provided in Section 29.E of The Texas Securities Act.

The undersigned certifies that she/he has executed this Consent to Service on behalf of, and with the authority of the Applicant. The undersigned and the Applicant represent that we have read this Consent to Service, that we understand it and are familiar with its contents, and that the information and statements therein are current, true and complete to the best of our knowledge, information and belief and that any documents submitted with this Consent to Service are true copies of the originals.

INSTRUCTIONS FOR FORM 133.8 - CONSENT TO SERVICE

1. As part of the application for registration in Texas filed by a dealer or issuer, every entity not organized under the laws of Texas, or that has its principal place of business outside Texas, and any individual/sole proprietor applicant who is not a Texas resident, must complete a Consent to Service form. This form allows for service of process upon the dealer or issuer by service upon the Securities Commissioner as the attorney in fact for the dealer or issuer in any action or proceeding against the dealer or issuer arising out of any transaction subject to the Texas Securities Act. (Note: Texas will accept Form U-2 in lieu of this Form 133.8.)
2. Issuers seeking to register securities for sale in Texas are not required to file this form if the issuer's application is filed by a registered dealer acting as a principal in a firm commitment underwriting.
3. For entities other than natural persons, the forms must be completed using the **exact** name of the entity as used in the document that created the entity (e.g., articles of incorporation, partnership agreement, etc.). Abbreviations may not be used unless they are also used in the document that created the entity. Applicants **will be required to re-execute** the form if the names are not identical.
4. **CORPORATIONS ONLY.** If a corporate seal is used, any two officers may sign the forms. If no corporate seal is used, the president and the secretary **must** sign as directed on the power of attorney page. If the bylaws of the corporation do not allow the president and the secretary to be the same person, then the appointed secretary and president who execute the form as directed **must** be two different persons. Corporate applicants who do not follow this instruction **will be required to re-execute** the form.
5. **LIMITED LIABILITY COMPANIES ONLY.** The forms must be signed by members with managing authority for the company, in accordance with its articles of organization.
6. The first page, labeled **CONSENT TO SERVICE**, should be completed by all applicants meeting the above criteria, including both natural persons and entities. If a series of choices is listed within parentheses or brackets, applicants should strike out inapplicable terminology and fill in blanks with the correct terms. For sole proprietors, the signature of the sole proprietor is sufficient and no second signature is required. For general partnerships, the signature of one general partner will be sufficient, unless the partnership agreement requires otherwise. For limited partnerships, the signature of one general partner may be sufficient, but if the general partner is not an individual or partnership itself, it must follow the directions for a corporation or other entity, as appropriate.

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