

POWER OF ATTORNEY

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

Dated this _____ day of _____, 2____.

(Name of applicant)

By _____
(President)(Partner)(Sole Proprietor)(Member)(_____)

By _____
(Secretary)(_____)

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

ACKNOWLEDGMENT

CORPORATE/LLC/ENTITY WITH DUAL SIGNATURE REQUIREMENT

STATE OF _____
COUNTY OF _____

Before me, the undersigned authority, personally appeared _____ and _____, known to me to be the persons whose names were subscribed in my presence to the foregoing instrument and to be the _____ and _____ of _____, and who acknowledged to me that the instrument was executed for the purpose and considerations therein expressed.

Subscribed and sworn to before me the _____ day of _____, 2____.

Notary Public in and for the County of _____
State of _____

(NOTARY SEAL)

My commission expires: _____

INDIVIDUAL/PARTNERSHIP

STATE OF _____
COUNTY OF _____

Before me, the undersigned authority, personally appeared _____, known to me to be the person whose name was subscribed in my presence to the foregoing instrument, and who acknowledged to me that the instrument was executed for the purpose and considerations therein expressed.

Subscribed and sworn to before me the _____ day of _____, 2____.

Notary Public in and for the County of _____
State of _____

(NOTARY SEAL)

My commission expires: _____

INSTRUCTIONS FOR FORM 133.8 - POWER OF ATTORNEY

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 Power of Attorney 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 **POWER OF ATTORNEY**, 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.
7. The second page of the form, labeled **ACKNOWLEDGMENT**, contains two acknowledgments. The top acknowledgment should be completed by corporate or limited liability company applicants, and any other entity that requires two signatures to properly execute the power of attorney. The bottom acknowledgment should be completed by individual/sole proprietor and partnership applicants. The power of attorney page must be signed in the presence of the notary. If the dates of execution and notarization do not match, the applicant **will be required to re-execute** the form.