

APR 29

333-87308

EXECUTION COPY

**U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**



**FORM F-X**

**APPOINTMENT OF AGENT FOR SERVICE OF PROCESS  
AND UNDERTAKING**

A. Name of issuer or person filing ("Filer"): **Computershare Trust Company of Canada**

B. This is (check one):

An original filing for the Filer.

An amended filing for the Filer.

C. Identify the filing in conjunction with which this form is being filed:

Name of registrant: **NCE PETROFUND**

Form type: **Registration Statement on Form F-8**

File number (if known): **(Not Available)**

Filed by: **NCE PETROFUND**

Date filed (if filed **April 29, 2002**  
concurrently, so indicate): **(Form F-X filed concurrently with Form F-8)**

D. The Filer is incorporated or organized under the laws of

**CANADA**

and has its principal place of business at

**100 University Avenue, 8<sup>th</sup> Floor  
Toronto, Ontario M5J 2Y1**

**Telephone: (416) 263-9200**

**PROCESSED**

**MAY 02 2002**

**THOMSON  
FINANCIAL**

E. The Filer designates and appoints **CT Corporation System** (the "Agent"), located at:

**CT Corporation System**  
**111 Eighth Avenue**  
**13<sup>th</sup> Floor**  
**New York, NY 10011**  
**Telephone: (212) 894-8700**

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

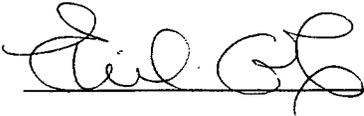
(a) Any investigation or administrative proceeding conducted by the Commission; and

(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns the securities registered or qualified by NCE Petrofund on Form F-8 on April 29, 2002 in relation to which the Filer acts as trustee pursuant to Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon, such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture under which the Filer acts as trustee remain outstanding. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during such period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, this 29 day of April, 2002.

Filer: COMPUTERSHARE TRUST COMPANY OF CANADA

By:  \_\_\_\_\_

Name: Emilia Casado

Title: Trust Officer

This statement has been signed by the following person in the capacity indicated on April 29, 2002.

**CT Corporation System**  
as Agent for Service of Process for  
**NCE PETROFUND**

By: Robin LaBets  
Name: Robin LaBets  
Title: Vice President