



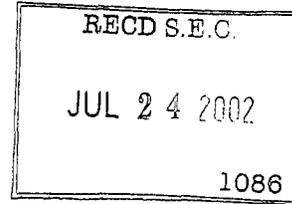
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

333-97069

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND UNDERTAKING

- A. Name of issuer or person filing ("Filer"): **BCE Inc.**
- B. This is:
 - 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: **BCE Inc.**
 Form type: **Form F-10**
 File number (if known): **To be assigned**
 Filed by: **BCE Inc.**
 Date filed (if filed concurrently, so indicate): **July 24, 2002 (Concurrently with Form F-10)**

- D. The Filer is incorporated or organized under the laws of Canada and has its principal place of business at:

**1000, rue de La Gauchetière Ouest
 Montreal, Quebec H3B 4Y7
 Canada
 (514) 870-8777**

- E. The Filer designates and appoints

**CT Corporation System ("Agent")
 111 Eighth Avenue
 13th Floor
 New York, N.Y. 10011
 (212) 894-8940**

PROCESSED
JUL 25 2002
THOMSON FINANCIAL

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

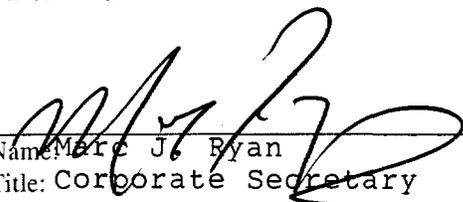
(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-10 on July 24, 2002 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under 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 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 until six years have elapsed from the date the issuer of the securities to which such Form F-10 relates has ceased reporting under the Securities Exchange Act of 1934. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name and 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.
- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10, the securities to which the Form F-10 relates, and the transactions in such securities.

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 Montreal, Quebec, Country of Canada this day of July 24, 2002.

Filer: BCE INC.

By: _____


Name: Marc J. Ryan
Title: Corporate Secretary

This statement has been signed by the following person in the capacity indicated on July 24, 2002.

CT CORPORATION SYSTEM, as agent of
BCE Inc. in the United States
for service of process

By: _____

Name:

Title:

- 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 until six years have elapsed from the date the issuer of the securities to which such Form F-10 relates has ceased reporting under the Securities Exchange Act of 1934. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name and 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.
- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10, the securities to which the Form F-10 relates, and the transactions in such securities.

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 Montreal, Quebec, Country of Canada this day of July 24, 2002.

Filer: BCE INC.

By: _____
Name:
Title:

This statement has been signed by the following person in the capacity indicated on July 24, 2002.

CT CORPORATION SYSTEM, as agent of
BCE Inc. in the United States
for service of process

By:  _____
Name: NORMAN JOSEPH
Title: CUSTOMER SPECIALIST

BCE INC.

**RESOLUTION ADOPTED BY THE
BOARD OF DIRECTORS
JULY 23, 2002**

Authorization for the Issue and Sale of Common Shares, Preferred Shares, Debt Securities and Warrants in an Aggregate Amount not to Exceed \$5 Billion.

[...]

WHEREAS it is deemed expedient and in the best interest of the Corporation to authorize, for a two-year period, the issuance and sale by the Corporation, under a short form shelf prospectus, whether directly or to dealers acting as principals or through agents, principally in Canada and the United States, of common shares, preferred shares, debt securities and/or warrants to purchase equity securities or debt securities in an aggregate amount not to exceed \$5 billion.

[...]

6. THAT the appointment of CT Corporation as agent for service of process for the Corporation on form F-X to be dated on or about July 24, 2002 (the "Form F-X"), relating to the proposed public offering in the United States of the Shelf Securities, be and it is hereby approved in substance to all intents and purposes; and that the Form F-X be filed with the SEC;

7. THAT directors of the Corporation and any officer of the Corporation be, and they are hereby, authorized to sign the Registration Statement, the Form F-X and any and all amendments and supplements thereto; and each officer of the Corporation shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection with the Registration Statement, the Form F-X and any and all amendments and supplements thereto and that any officer of the Corporation, be and they are hereby, authorized to appoint an authorized representative of the Corporation in the United States in connection with the proposed public offering of the Shelf Securities, and to indemnify such authorized representative for any liabilities arising out of the duties of such authorized representative on behalf of the Corporation;

8. THAT any of the Authorized Officers is hereby authorized to approve, for and on behalf of the Corporation, the form and content of any amendment or amendments (including post-effective amendments) to the Registration Statement, including the Preliminary Prospectus or any amendments to the Form F-X;

[...]

CANADA)
PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

I, the undersigned, David G. Masse, Assistant Corporate Secretary of BCE Inc., hereby certify that the foregoing is a true extract of a resolution which was duly passed at a meeting of the Board of Directors of BCE Inc. held on July 23, 2002 and that the said resolution is in full force and effect.

Montreal, Quebec, July 24, 2002.



David G. Masse
Assistant Corporate Secretary