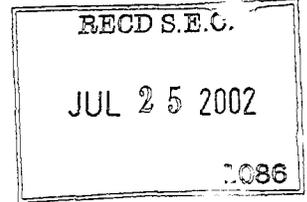




02046416

EXECUTION COPY

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



333-91944

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
AND UNDERTAKING

- A. Name of issuer or person filing ("Filer"): **CAE Inc.**
- 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: **CAE Inc.**

Form type: **Registration Statement on Form 40-F**

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

Filed by: **CAE Inc.**

Date filed (if filed concurrently, so indicate): (Form F-X filed concurrently with Registration Statement on Form 40-F)

PROCESSED
 JUL 26 2002
 THOMSON
 FINANCIAL

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

CANADA

and has its principal place of business at

**Royal Bank Plaza, Suite 3060
 Toronto, Ontario, Canada
 M5J 2J1**

Telephone: (416) 865-0070

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

**CT Corporation System
111 Eighth Avenue
13th 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

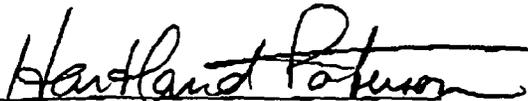
(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities. 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 until six years have elapsed from the date the Filer has ceased reporting under the Exchange Act. 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.

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 40-F, the securities to which the Form 40-F relates; and the transactions in such securities.

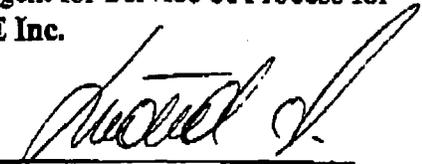
The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montreal, Province of Quebec, Canada this 25th day of July, 2002.

Filer: CAE Inc.

By: 
Name: Hartland J. A. Paterson
Title: Vice President, Legal and General Counsel

This statement has been signed by the following person in the capacity indicated
on July 25, 2002 .

CT Corporation System
as Agent for Service of Process for
CAE Inc.

By: 
Name: AYDA WIEDENS
Title: CUSTOMER SPECIALIST