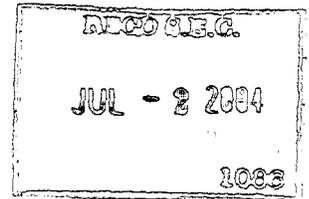




04031344

UNITED STATES  
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"): Davis + Henderson Income Fund

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 Davis + Henderson Income Fund

Form type Form CB

File Number (if known) Not applicable

Filed by Davis + Henderson Income Fund

Date Filed (if filed concurrently, so indicate) Filed concurrently

PROCESSED  
JUL 07 2004  
005-79929

THOMSON  
FINANCIAL

D. The Filer is incorporated or organized under the laws of Ontario, Canada  
and has its principal place of business at 939 Eglinton Avenue East, Suite 201, Toronto, Ontario, M4G 4H7

Telephone: (416) 696-7702

E. The Filer designates and appoints CT Corporation System ("Agent") located at 111 Eight Avenue, 13<sup>th</sup> Floor, New York, New York 10011, Telephone: (212) 894-8400

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 any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB on July 2, 2004 or any purchases or sales of any security in connection therewith. 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. Each person filing this Form in connection with:

- (a) the use of Form F-9, F-10, 40-F, or SB-2 or Schedule 13E-4F, 14D-1F or 14D-9F 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 Forms and Schedules relate has ceased reporting under the Exchange Act;
- (b) the use of Form F-8, Form F-80 or Form CB 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 following the effective date of the latest amendment to such Form F-8, Form F-80 or Form CB;

- (c) its status as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2 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 remain outstanding; and
- (d) the use of Form 1-A or other Commission form for an offering pursuant to Regulation A 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 of the last sale of securities in reliance upon the Regulation A exemption.

Each Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

- G. Each person filing this Form, other than a trustee filing in accordance with General Instruction I.(e) of this Form, 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 Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable; the securities to which such Forms, Schedules and offering statements relate; 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, thereunder duly authorized, in the City of Toronto, Country of Canada this 2nd day of July, 2004.

Filer: DAVIS + HENDERSON INCOME FUND

By:   
Name: Catherine Martin  
Title: Chief Financial Officer

This statement has been signed by the following person in the capacity indicated on July \_\_\_\_, 2004

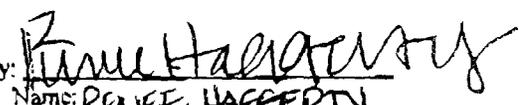
By: \_\_\_\_\_  
Name:  
Title:

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, thereunder duly authorized, in the City of Toronto, Country of Canada this \_\_\_\_ day of July, 2004.

Filer: DAVIS + HENDERSON INCOME FUND

By: \_\_\_\_\_  
Name:  
Title:

This statement has been signed by the following person in the capacity indicated on July 02 2004

By:   
Name: RENE E HAGGERTY.  
Title: Agent for Service of Process