

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY - TRUST

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is NISSAN-INFINITI LT
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
NISSAN-INFINITI LT INC.
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is July 7, 1998 and the period of its duration is continuous
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
2711 Centerville Road, Suite 400, Wilmington, DE 19808
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
MOTOR VEHICLE LEASE STATUTORY TRUST
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>NILT, Inc. -Trustee</u>	<u>209 South Lasalle St., Suite 300, Chicago, IL 60604-1450</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

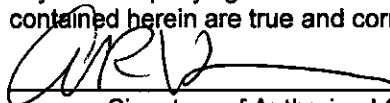
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
N/A	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 49,770,000 .
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 254,000 .
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 1 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 101,246,000 .
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 775,000 .
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6/24/09



Signature of Authorized Officer of the Corporation

*ALAN R. HUNN, SECRETARY-NMAC

Type or Print Name of Authorized Officer

Attachment #1

Nissan-Infiniti LT (NILT)

NILT, being a Delaware statutory trust, has no officers and directors. It has a trustee, NILT, Inc., a Delaware corporation -- a copy of their officers and directors is attached.

Nissan Motor Acceptance Corporation (NMAC) is the servicer of NILT and NMAC is authorized to sign renewal filings on behalf of NILT. For your reference, a listing of NMAC officers and directors is also being provided, as well as the Power of Attorney from NILT, Inc. authorizing NMAC to sign the renewal forms.

NILT, Inc.
Officers and Directors
Effective December 31, 2007

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Nancie J. Arvin	Director Vice President & Chief Financial Officer	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8900)
Patricia M. Child	Director President	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8902)
Melissa A. Rosal	Director Vice President & Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8904)
Julia Linian	Assistant Vice Pres & Assistant Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8901)
Erika Forshtay	Trust Officer & Assistant Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8903)
Mary Ann Turbak	Trust Officer & Assistant Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-87303)

**FILINGS POWER OF ATTORNEY
PURSUANT TO SECTION 2.12(b) OF SERVICING AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS, that NILT, Inc., a Delaware corporation (the "Grantor") located at 209 South LaSalle Street, Suite 300, Chicago, Illinois 60604, as trustee, of Nissan-Infiniti LT, a Delaware statutory trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 333 Commerce Street, Nashville, Tennessee 37201 (the "Grantee"), as its attorney-in-fact, with full power of substitution and hereby authorizes and empowers the Grantee, in the name of and on behalf of the Grantor or the Trust, to take the following actions from time to time with respect to certain filings referred to in each Servicing Agreement, dated as of March 1, 1999 (as amended and supplemented, the "Servicing Agreement"), among the Trust, NILT Trust, a Delaware statutory trust, and the Grantee, for the purposes of enabling the Grantee in the name of the Grantor or the Trust to:

(a) sign the Grantor's or the Trust's name to any (i) periodic sales and use tax, income or franchise tax or property (real or personal) tax reports, (ii) initial applications or periodic renewals of licenses and permits, (iii) periodic renewals of qualification to act as a trust or a statutory trust or (iv) other periodic governmental filings, registrations, returns or approvals (collectively, "Filings") arising with respect to or required of the Grantor or the Trust; and

(b) identify any surety bonds or other ancillary undertakings required of the Grantor or the Trust in respect of any Filing, execute and deliver any and all instruments and take any and all further action in the name of and on behalf of the Grantor or the Trust as may be required or deemed desirable to accomplish any and all of the foregoing and carry out the purposes of this Power of Attorney.

The Grantee is hereby empowered to do any and all lawful acts necessary or desirable to effect such Filings and the payment of such fees, costs and taxes as necessary to complete these actions and the Grantor hereby ratifies and confirms any and all lawful acts that the Grantee shall do pursuant to and in conformity with this Power of Attorney.

This Power of Attorney is revocable in whole or in part as to the powers herein granted with respect to the Filings related to one or more Sub-Trusts (as defined in the Origination Trust Agreement described below) upon notice by the Grantor. If not earlier revoked, this Power of Attorney shall expire, completely or, if so indicated, in part, upon the earlier of (i) the termination of that certain amended and restated trust and servicing agreement, dated as of August 26, 1998 (as amended and supplemented, the "Origination Trust Agreement") among NILT Trust, as UTI Beneficiary, the Grantee, as Servicer, the Grantor, as trustee, Wilmington Trust Company, a Delaware banking corporation, as Delaware trustee, and for certain limited purposes only, U.S. Bank National Association, a national banking association, as trust agent, and (ii) the termination of the Servicing Agreement (completely or with respect to the Servicer's servicing obligations relating to one or more Sub-Trusts), as each may be amended, restated or supplemented from time to

time. Capitalized terms used herein that are not otherwise defined shall have the meanings ascribed thereto in the Origination Trust Agreement.

This Power of Attorney shall be created under and governed and construed under the internal laws of the State of Tennessee.

The Grantor executes this Power of Attorney with the intent to be legally bound hereby, and with the intent that such execution shall have the full dignity afforded by the accompanying witnessing and notarization and all lesser dignity resulting from the absence of such witnessing and notarization or any combination thereof.

Dated as of the 11 day of January, 2007.

NILT, INC.,
as Trustee of Nissan-Infiniti LT

By: Patricia M. Child
Name: Patricia M. Child
Title: President

NISSAN MOTOR ACCEPTANCE CORPORATION

OFFICERS

[Effective July 28, 2008]

Name	Title	Business Address
Steven R. Lambert	President and Chief Executive Officer	One Nissan Way Franklin, Tennessee 37067
Jeffrey L. Edwards	Vice President, Operations	8900 Freeport Parkway Irving, Texas 75063
Michael McConnell	Vice President, Corporate Planning Office and Financial Products	One Nissan Way Franklin, Tennessee 37067
Rakesh Kochhar	Treasurer	One Nissan Way Franklin, Tennessee 37067
Christopher J. Czarka	Assistant Treasurer	One Nissan Way Franklin, Tennessee 37067
Jett H. Johns	Assistant Treasurer	One Nissan Way Franklin, Tennessee 37067
Sean Gibbons	Assistant Treasurer and Controller	One Nissan Way Franklin, Tennessee 37067
Alan R. Hunn	Secretary	8900 Freeport Parkway Irving, Texas 75063
Christina E. Murray	Assistant Secretary	8900 Freeport Parkway Irving, Texas 75063
Sean D. Caley	Assistant Secretary	One Nissan Way Franklin, Tennessee 37067

NISSAN MOTOR ACCEPTANCE CORPORATION

DIRECTORS

[Effective July 28, 2008]

Name	Business Address
Steven R. Lambert	One Nissan Way Franklin, Tennessee 37067
Emmanuel Delay	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104-8023 Japan
Dominique Thormann, Chairman of the Board	One Nissan Way Franklin, Tennessee 37067
Joji Tagawa	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104-8023 Japan
Jett H. Johns	One Nissan Way Franklin, Tennessee 37067

NISSAN-INFINITI LT
BUSINESS DESCRIPTION

Nissan Motor Acceptance Corporation, a California corporation ("NMAC"), has created Nissan-Infiniti LT, a Delaware statutory trust, to facilitate NMAC's ability to access funding sources. Nissan-Infiniti LT is wholly-owned by NILT Trust, a Delaware statutory trust; NILT Trust is wholly-owned by NMAC.

Description of Business – Nissan-Infiniti LT

Nissan-Infiniti LT, a Delaware statutory trust formed on July 7, 1998 ("NILT"), is engaged in the business of acquiring, and being the record holder of, title to leased vehicles and the related leases originated by Nissan and Infiniti dealers ("Nissan Dealers") nationwide. NILT is administered by NILT, Inc., a Delaware corporation (the "Managing Trustee"). (NILT itself has no employees.) Please see the attached organizational chart for further information on the organizational structure of NILT, and information regarding NMAC, NILT, and the Managing Trustee.

Since the Nissan Dealers began entering into motor vehicle lease agreements with retail customers, the Dealers have sold to NILT those leased vehicles ("Leased Vehicles") and the related leases ("Leases") that meet the credit criteria of NILT. NILT holds legal title to the Leased Vehicles and the Leases.

NMAC, through its corporate headquarters in Franklin, Tennessee, and its facility in Irving, Texas (addresses below), acts as Servicer and administer and services all NILT lease accounts on behalf of NILT:

NISSAN MOTOR ACCEPTANCE CORPORATION

**Corporate Headquarters
And principal place of
business:**

One Nissan Way
Franklin, Tennessee 37067
Telephone: (615)725-1000

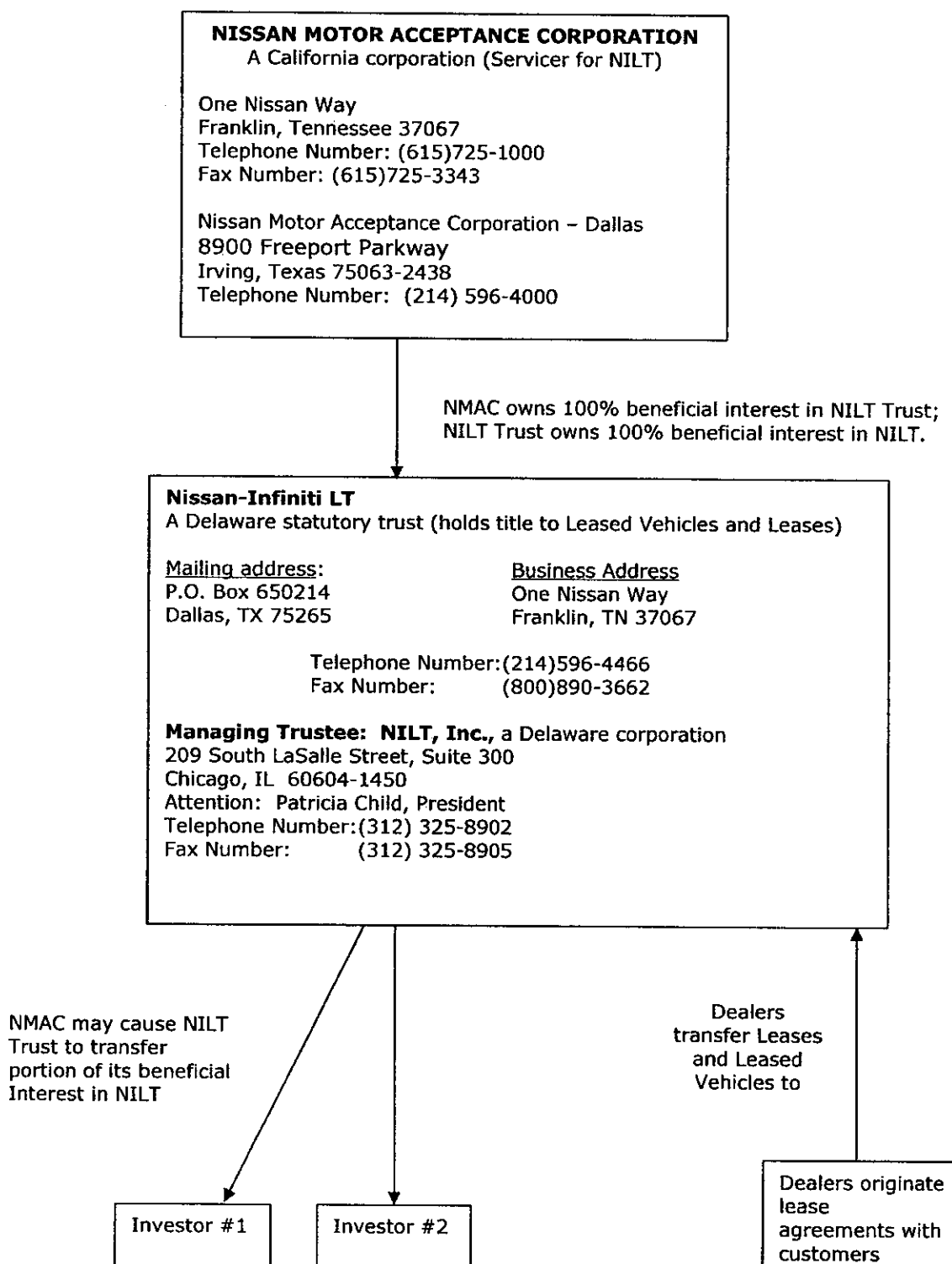
Customer Center Operations:

8900 Freeport Parkway
Irving, Texas 75063-2438
Telephone: (214) 596-4000

As Servicer, NMAC deals directly with lessees under the Leases, in the same manner as NMAC now services motor vehicle leases it currently owns. From the perspective of the lessee, leases assigned to NILT are indistinguishable from leases assigned to NMAC.

From time to time, NMAC may select a pool of Leases (and the related Leased Vehicles) to be securitized (an "Asset Pool"). NMAC will cause NILT Trust to transfer, pledge or otherwise assign to investors (or to another trust or special purpose entity for the benefit of those investors) a portion of its beneficial interest in NILT, representing the rights to all cash flows from an Asset Pool. NILT will continue to possess the legal ownership interest in the Leases and the related Leased Vehicles in each Asset Pool throughout the term of each Lease.

ORGANIZATIONAL STRUCTURE



OFFICERS AND DIRECTORS (NMAC)

(effective June 1, 2007)

Directors:

Steven R. Lambert
Emmanuel Delay
Dominique Thormann
Joji Tagawa
Jett H. Johns

Officers:	Name	Title
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Steven R. Lambert	Chairman of the Board
Steven R. Lambert	President and Chief Executive Officer
Jeffrey L. Edwards	Vice President, Operations
Mike McConnell	Vice President, Corporate Planning Office and Financial Products
Rakesh Kochhar	Treasurer
Sean Gibbons	Assistant Treasurer and Controller
Jett H. Johns	Assistant Treasurer
Christopher J. Czarka	Assistant Treasurer
Alan R. Hunn	Secretary
Christina Murray	Assistant Secretary
Sean D. Caley	Assistant Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NISSAN-INFINITI LT" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JUNE, A.D. 2009.

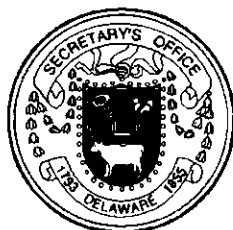
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NISSAN-INFINITI LT" WAS FORMED ON THE SEVENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7382921

DATE: 06-25-09



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

