



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

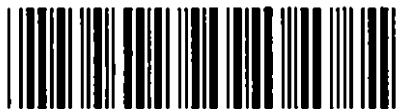
PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 101933		2. Name of Corporation NILT, Inc.			
3. Street Address Principal Business Office 209 SOUTH LASALLE STREET, SUITE 300			City CHICAGO	State IL	Zip 60604
4. Business Phone No 312-325-8900		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island TO HOLD AND TRANSFER MOTOR VEHICLE TITLES AND/OR LEASES AS TRUSTEE OF A TRUST ESTABLISHED AND WITH ITS SITUS IN DELAWARE.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PATRICIA M. CHILD.			Vice President Name NANCIE J. ARVIN		
Street Address 209 SOUTH LASALLE STREET, SUITE 300			Street Address 209 SOUTH LASALLE STREET, SUITE 300		
City CHICAGO	State IL	Zip 60604	City CHICAGO	State IL	Zip 60604
Secretary Name MELISSA A. ROSAL			Treasurer Name NANCIE J. ARVIN		
Street Address 209 SOUTH LASALLE STREET, SUITE 300			Street Address 209 SOUTH LASALLE STREET, SUITE 300		
City CHICAGO	State IL	Zip 60604	City CHICAGO	State IL	Zip 60604
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name SHERYL CHRISTOPHERSON			Director Name NANCIE J. ARVIN		
Street Address 60 LIVINGSTON AVE., 3RD FLOOR			Street Address 209 SOUTH LASALLE STREET, SUITE 300		
City ST. PAUL	State MN	Zip 55107-2292	City CHICAGO	State IL	Zip 60604
Director Name EVE KAPLAN			Director Name		
Street Address 60 LIVINGSTON AVE., 3RD FLOOR			Street Address		
City ST. PAUL	State MN	Zip 55107-2292	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$0.01 PAR VALUE			100	COMMON/NO	\$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



101933

File Date 1-28-05
Check No. 2625745
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature]
Signature of Officer

1/26/05

Nissan Infiniti LT, a Delaware statutory trust
By: Nissan Motor Acceptance Corporation, a California
corporation, as attorney-in-fact for NILT, Inc., a Delaware
Corporation, as trustee for Nissan-Infiniti LT.

Print or Type Name of Officer

* Alan R. Hunn, Assistant Secretary, NMAC

Title of 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.

FILED
JAN 27 2005
By _____

NILT, Inc.
Officers and Directors
Effective December 31, 2004

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Sheryl Christopherson	Director	U.S. Bank National Association 60 Livingston Ave., 3rd Floor St. Paul, MN 55107-2292 (651/495-3852)
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)
Eve Kaplan	Director	U.S. Bank National Association 60 Livingston Ave., 3rd Floor St. Paul, MN 55107-2292 (651/495-3851)
Patricia M. Child	President	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8902)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8904)
Antonio Sanchez	Assistant Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8903)
Julia Berezhnaya	Trust Officer & Assistant Secretary	U.S. Bank National Association 209 South LaSalle Street Suite 300 Chicago, IL 60604 (312/325-8901)

FILED

JAN 27 2005

By _____

05 JAN 28 AM 10:29
RECEIVED
COMMERCIAL DIV.

**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 400 North Michigan Avenue, 2nd Floor, Chicago, Illinois 60611, as trustee, of Nissan-Infiniti LT, a Delaware statutory trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 990 West 190th Street, Torrance, California 90502 (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

By _____

05 JAN 28 AM 10:29
RECEIVED
CREDIT DEPARTMENT
U.S. BANK NATIONAL ASSOCIATION

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 California.

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 5th day of March, 2003.

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

By: Nancy J. Arvin
Name: Nancy J. Arvin
Title: Vice President

05 JAN 28 AM 10:29
RECEIVED
SECURITY DIV.
FBI

FILED

JAN 27 2005

By _____

NISSAN MOTOR ACCEPTANCE CORPORATION

OFFICERS

[Effective May 10, 2004]

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James C. Morton, Jr.	Chairman of the Board	18501 South Figueroa Street Gardena, California 90248
Steven R. Lambert	President and Chief Executive Officer	990 West 190 th Street Torrance, California 90502
Jeffrey L. Edwards	Vice President, Operations	8900 Freeport Parkway Irving, Texas 75063
John A. French	Vice President, Corporate Planning Office and Financial Products	990 West 190 th Street Torrance, California 90502
Joji Tagawa	Treasurer	990 West 190 th Street Torrance, California 90502
Jane Adam	Assistant Treasurer	18501 South Figueroa Street Gardena, California 90248
Anthony R. Wall	Assistant Treasurer and Controller	990 West 190 th Street Torrance, California 90502
Susan M. Derian	Secretary	990 West 190 th Street Torrance, California 90502
Alan R. Hunn	Assistant Secretary	8900 Freeport Parkway Irving, Texas 75063
Jin W. Kim	Assistant Secretary	990 West 190 th Street Torrance, California 90502

05 JAN 28 PM 10:30
SECRET
DO NOT DISCLOSE

NISSAN MOTOR ACCEPTANCE CORPORATION

DIRECTORS

[Effective May 10, 2004]

<u>Name</u>	<u>Business Address</u>
Steven R. Lambert	990 West 190 th Street Torrance, California 90502
Alain-Pierre Raynaud	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104 Japan
James C. Morton, Jr.	18501 South Figueroa Street Gardena, California 90248
Akira Sato	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104 Japan

FILED

JAN 27 2005

By _____

05 JAN 28 AM 10:30
SECURITIES
CORPORATION



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 101933		2. Name of Corporation NILT, Inc.			
3. Street Address Principal Business Office 400 N. MICHIGAN AVE., 2ND FLOOR			City CHICAGO	State IL	Zip 60611
4. Business Phone No. 312-836-6713		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island TO HOLD AND TRANSFER MOTOR VEHICLE TITLES AND/OR LEASES AS TRUSTEE OF A TRUST ESTABLISHED AND WITH ITS SITUS IN DELAWARE.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name PATRICIA M. CHILD			Vice President Name NANCIE J. ARVIN		
Street Address 400 N. MICHIGAN AVE., 2ND FLOOR			Street Address 400 N. MICHIGAN AVE., 2ND FLOOR		
City CHICAGO	State IL	Zip 60611	City CHICAGO	State IL	Zip 60611
Secretary Name MELISSA A. ROSAL			Treasurer Name NANCIE J. ARVIN		
Street Address 400 N. MICHIGAN AVE., 2ND FLOOR			Street Address 400 N. MICHIGAN AVE., 2ND FLOOR		
City CHICAGO	State IL	Zip 60611	City CHICAGO	State IL	Zip 60611
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name SHERYL CHRISTOPHERSON			Director Name NANCIE J. ARVIN		
Street Address 180 EAST 5TH STREET			Street Address 400 N. MICHIGAN AVE., 2ND FLOOR		
City ST. PAUL	State MN	Zip 55101	City CHICAGO	State IL	Zip 60611
Director Name EVE KAPLAN			Director Name		
Street Address 180 EAST 5TH STREET			Street Address		
City ST. PAUL	State MN	Zip 55101	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$0.01 PAR VALUE			100	COMMON/NO	\$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 9 3 3 *

File Date	1/26/04
Check No.	0002478825
By:	
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer 	Date 1/23/04
By: Nissan Motor Acceptance Corporation, a California Corporation, as attorney-in-fact for NILT, Inc.	
Print or Type Name of Officer * Alan R. Hunt, Attorney-in-Fact Assistant Secretary, NMAC	
Title of Officer	

RHODE ISLAND PROFIT CORPORATION ANNUAL REPORT
CORPORATE I.D. NO. 101933

NILT, Inc.
Officers and Directors
Effective December 31, 2002

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Sheryl Christopherson	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0739)
Nancie J. Arvin	Director Vice President & Chief Financial Officer	U.S. Bank National Association 400 N. Michigan Avenue 2 nd Floor Chicago, IL 60611 (312/836-6731)
Eve Kaplan	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0727)
Patricia M. Child	President	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6713)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6716)
James R. Egan	Assistant Secretary	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402 (612/973-0343)
Julia Berezhnaya	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6714)
Wendi Franklin	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6711)

RHODE ISLAND PROFIT CORPORATION ANNUAL REPORT
CORPORATE I.D. NO. 101933

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.

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 California.

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 5th day of March, 2003.

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

By: Nancie J. Arvin
Name: Nancie J. Arvin
Title: Vice President

RHODE ISLAND PROFIT CORPORATION ANNUAL REPORT
CORPORATE I.D. NO. 101933

NILT, Inc.
Officers and Directors
Effective December 31, 2002

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Sheryl Christopherson	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0739)
Nancie J. Arvin	Director Vice President & Chief Financial Officer	U.S. Bank National Association 400 N. Michigan Avenue 2 nd Floor Chicago, IL 60611 (312/836-6731)
Eve Kaplan	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0727)
Patricia M. Child	President	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6713)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6716)
James R. Egan	Assistant Secretary	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402 (612/973-0343)
Julia Berezhnaya	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6714)
Wendi Franklin	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6711)

RHODE ISLAND PROFIT CORPORATION ANNUAL REPORT
CORPORATE I.D. NO. 101933
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 400 North Michigan Avenue, 2nd Floor, Chicago, Illinois 60611, as trustee, of Nissan-Infiniti LT, a Delaware statutory trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 990 West 190th Street, Torrance, California 90502 (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

RHODE ISLAND FOREIGN CORPORATION ANNUAL REPORT

CORPORATE I.D. NO. 101933 ATTACHMENT

NISSAN MOTOR ACCEPTANCE CORPORATION

OFFICERS

[Effective June 19, 2003]

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Norio Matsumura	Chairman of the Board	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104 Japan
Steven R. Lambert	President and Chief Executive Officer	990 West 190 th Street Torrance, California 90502
Jeffrey L. Edwards	Vice President, Operations	8900 Freeport Parkway Irving, Texas 75063
John A. French	Vice President, Corporate Planning Office and Financial Products	990 West 190 th Street Torrance, California 90502
Joji Tagawa	Treasurer	990 West 190 th Street Torrance, California 90502
Anthony R. Wall	Assistant Treasurer and Controller	990 West 190 th Street Torrance, California 90502
Susan M. Derian	Secretary	990 West 190 th Street Torrance, California 90502
Alan R. Hunn	Assistant Secretary	8900 Freeport Parkway Irving, Texas 75063
Jin W. Kim	Assistant Secretary	990 West 190 th Street Torrance, California 90502

RHODE ISLAND FOREIGN CORPORATION ANNUAL REPORT

CORPORATE I.D. NO. 101933 ATTACHMENT

NISSAN MOTOR ACCEPTANCE CORPORATION

DIRECTORS

[Effective June 19, 2003]

Name	Business Address
Steven R. Lambert	990 West 190 th Street Torrance, California 90502
Norio Matsumura	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104 Japan
James C. Morton, Jr.	18501 South Figueroa Street Gardena, California 90248
Akira Sato	17-1 Ginza 6-Chome Chuo-Ku Tokyo 104 Japan



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 2. Name of Corporation

101933

NILT, Inc.

3. Street Address Principal Business Office

400 N. Michigan Ave., 2nd Floor

City

Chicago

State

IL

Zip

60611

4. Business Phone No.

(312) 836-6713

5. State of Incorporation

DELAWARE

6. SIC Code

0

7. Brief Description of the Character of Business Conducted in Rhode Island

a Delaware

A Delaware corporation acting as Trustee for Nissan-Infiniti LT, statutory Trust

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Patricia M. Child

Street Address U.S. Bank National Association
400 N. Michigan Ave., 2nd Floor

City

Chicago

State

IL

Zip

60611

Secretary Name

Assistant

James R. Egan

Street Address U.S. Bank National Association
601 Second Avenue South

City

Minneapolis

State

MN

Zip

55402

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Sheryl Christopherson

Street Address U.S. Bank National Association
180 East 5th Street

City

St. Paul

State

MN

Zip

55101

Director Name

Eve Kaplan

Street Address U.S. Bank National Association
180 East 5th Street

City

St. Paul

State

MN

Zip

55101

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 COMM \$0.01 PAR VALUE

Vice President Name

& Secretary

Melissa A. Rosal

Street Address U.S. Bank National Association
400 N. Michigan Ave., 2nd Floor

City

Chicago

State

IL

Zip

60611

Trust Officer Name

Trust Officer - Julia Berezhnaya

Street Address U.S. Bank National Association
400 N. Michigan Ave., 2nd Floor

City

Chicago

State

IL

Zip

60611

Director Name

Nancie J. Arvin

Street Address U.S. Bank National Association
400 N. Michigan Ave., 2nd Floor

City

Chicago

State

IL

Zip

60611

Director Name

Street Address

City

State

Zip

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

Comm/No Series \$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 9 3 3 *

File Date: 1-22-03

Check No.: 2275034

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Joji Tagawa

Date

1/17/03

Print or Type Name of Officer

Treasurer

Title of Officer

5

NILT, Inc., a Delaware Corporation
By: Nissan Motor Acceptance Corporation, a California Corporation, as attorney-in-fact for NILT, Inc.

Form 630 12/02

NILT, Inc.
Officers and Directors
Effective December 31, 2002

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Sheryl Christopherson	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0739)
Nancie J. Arvin	Director Vice President & Chief Financial Officer	U.S. Bank National Association 400 N. Michigan Avenue 2 nd Floor Chicago, IL 60611 (312/836-6731)
Eve Kaplan	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0727)
Patricia M. Child	President	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6713)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6716)
James R. Egan	Assistant Secretary	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402 (612/973-0343)
Julia Berezhnaya	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6714)
Wendi Franklin	Trust Officer & Assistant Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6711)

NISSAN MOTOR ACCEPTANCE CORPORATION

OFFICERS

[Effective October 1, 2002]

<u>Name</u>	<u>Title</u>	<u>Address</u>
Norio Matsumura	Chairman of the Board	17-1 Ginza 6-Chome Chuo-ku Tokyo 104 Japan
Steven R. Lambert	President and Chief Executive Officer	990 West 190th Street Torrance, California 90502
Jeffrey L. Edwards	Vice President, Operations and Remarketing	2901 Kinwest Parkway Irving, Texas 75063
John A. French	Vice President, Corporate Planning Office and Financial Products	990 West 190th Street Torrance, California 90502
Joji Tagawa	Treasurer	990 West 190th Street Torrance, California 90502
Anthony R. Wall	Assistant Treasurer and Controller	990 West 190th Street Torrance, California 90502
Susan M. Derian	Secretary	990 West 190th Street Torrance, California 90502
Jin W. Kim	Assistant Secretary	990 West 190 th Street Torrance, California 90502
Alan R. Hunn	Assistant Secretary	2901 Kinwest Parkway Irving, Texas 75063

NISSAN MOTOR ACCEPTANCE CORPORATION

DIRECTORS

[Effective October 1, 2002]

<u>Name</u>	<u>Address</u>
Steven R. Lambert	990 West 190th Street Torrance, California 90502
Norio Matsumura	17-1 Ginza 6-Chome Chuo-ku Tokyo 104 Japan
James C. Morton, Jr.	18501 South Figueroa Street Gardena, California 90248
Thierry Moulonguet	17-1 Ginza 6-Chome Chuo-ku Tokyo 104 Japan

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 One Illinois Center, 111 East Wacker Drive, Suite 3000, Chicago, Illinois 60601, as trustee, of Nissan-Infiniti LT, a Delaware business trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 990 West 190th Street, Torrance, California 90502 (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 (the "Servicing Agreement"), among the Trust, NILT Trust, a Delaware business 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) periodic renewals of licenses and permits, (iii) periodic renewals of qualification to act as a trust or a business 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 (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 California.

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 first day of March, 1999.

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

By: Nancie J. Arvin
Name: NANCIE J. ARVIN
Title: VICE PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED) IN BLACK)

1. Corporate ID No. 2. Name of Corporation

101933

NILT, Inc.

3. Street Address Principal Business Office

400 N. MICHIGAN AVENUE, 2ND FLOOR

City

CHICAGO

State

IL

Zip

60611

4. Business Phone No.

(312) 836-6713

5. State of Incorporation

DELAWARE

6. SIC Code

0

7. Brief Description of the Character of Business Conducted in Rhode Island

A DELAWARE CORP. ACTING AS A TRUSTEE FOR NISSAN-INFINITI LT, A BUSINESS TRUST

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

PATRICIA M. CHILD

Vice President Name

MELISSA A. ROSAL

Street Address

400 N. MICHIGAN, 2ND FLOOR

Street Address

400 N. MICHIGAN, 2ND FLOOR

City

CHICAGO

State

IL

Zip

60611

City

CHICAGO

State

IL

Zip

60611

Secretary Name

MELISSA A. ROSAL

Treasurer Name

NANCIE J. ARVIN

Street Address

400 N. MICHIGAN, 2ND FLOOR

Street Address

400 N. MICHIGAN, 2ND FLOOR

City

CHICAGO

State

IL

Zip

60611

City

CHICAGO

State

IL

Zip

60611

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

JEFFREY J. KERR

Director Name

NANCIE J. ARVIN

Street Address

180 EAST 5TH STREET

Street Address

400 N. MICHIGAN AVENUE

City

ST. PAUL

State

MN

Zip

55101

City

CHICAGO

State

IL

Zip

60611

Director Name

JEFFREY J. EMERSON

Director Name

Street Address

Street Address

180 EAST 5TH STREET

City

ST. PAUL

State

MN

Zip

55101

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 COMM \$0.01 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

COMM/NO SERIES

\$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 9 3 3 *

NILT, Inc., a Delaware Corporation
By: Nissan Motor Acceptance Corporation, a California
Corporation, as attorney-in-fact for NILT, Inc.

Under penalty of perjury, I declare and affirm that I have examined
this report, including any accompanying schedules and statements, and
that all statements contained herein are true and correct.

File Date: 3-29-02

Check No.: 16035

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Signature of Officer
JOJI TAGAWA

Date

POWER OF ATTORNEY, TREASURER, NMAC

Title of Officer

5

Form 630 12/01

NILT, INC.
Officers and Directors
Effective December 31, 2001

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Jeffrey J. Kerr	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/2441160)
Nancie J. Arvin	Director Vice President & Chief Financial Officer	U.S. Bank National Association 400 N. Michigan Avenue 2 nd Floor Chicago, IL 60611 (312/836-6731)
Jeffrey J. Emerson	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-1164)
Patricia M. Child	President	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6713)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6716)
James R. Egan	Assistant Secretary	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402 (612/973-0343)
B. Daniel Weston	Trust Officer & Assistant Secretary)	U.S. Bank National Association 400 N. Michigan 2 nd Floor Chicago, IL 60611 (312/836-6711)

**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 One Illinois Center, 111 East Wacker Drive, Suite 3000, Chicago, Illinois 60601, as trustee, of Nissan-Infiniti LT, a Delaware business trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 990 West 190th Street, Torrance, California 90502 (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 (the "Servicing Agreement"), among the Trust, NILT Trust, a Delaware business 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) periodic renewals of licenses and permits, (iii) periodic renewals of qualification to act as a trust or a business 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 (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 California.

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 first day of March, 1999.

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

By: Nancie J. Arvin
Name: NANCIE J. ARVIN
Title: VICE PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **101933** 2. Name of Corporation **NILT, Inc.**

3. Street Address Principal Business Office **111 E. WACKER DRIVE, SUITE 3000** City **CHICAGO** State **IL** Zip **60601**
4. Business Phone No. **(312) 228-9400** 5. State of Incorporation **DELAWARE** 6. SIC Code **8**

7. Brief Description of the Character of Business Conducted in Rhode Island

A DELAWARE CORP. ACTING AS A TRUSTEE FOR NISSAN-INFINITI LT, A BUSINESS TRUST

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **PATRICIA M. CHILD** Vice President Name **NANCIE J. ARVIN**
Street Address **111 E. WACKER DRIVE, SUITE 3000** Street Address **111 E. WACKER DRIVE, SUITE 3000**
City **CHICAGO** State **IL** Zip **60601** City **CHICAGO** State **IL** Zip **60601**

Secretary Name **MELISSA A. ROSAL** Treasurer Name **SHERYL CHRISTOPHERSON**
Street Address **111 E. WACKER DRIVE, SUITE 3000** Street Address **180 EAST 5TH STREET**
City **CHICAGO** State **IL** Zip **60601** City **ST. PAUL** State **MN** Zip **55101**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **JEFFREY J. KERR** Director Name **NANCIE J. ARVIN**
Street Address **180 EAST 5TH STREET** Street Address **111 E. WACKER DRIVE, SUITE 3000**
City **ST. PAUL** State **MN** Zip **55101** City **CHICAGO** State **IL** Zip **60601**

Director Name **JEFFREY J. EMERSON** Director Name **NANCIE J. ARVIN**
Street Address **180 EAST 5TH STREET** Street Address **111 E. WACKER DRIVE, SUITE 3000**
City **ST. PAUL** State **MN** Zip **55101** City **CHICAGO** State **IL** Zip **60601**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

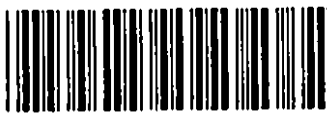
Number of Shares **1,000** Class/Series **COMM** Par Value **\$0.01**

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares **100** Class/Series **COMM/NO SERIES** Par Value **\$0.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 9 3 3 *

File Date: **4-25-01**
289610

Check No.: **2**

By: _____

FOR SECRETARY OF STATE USE ONLY

NILT, Inc., a Delaware Corporation
By: Nissan Motor Acceptance Corporation, a California
Corporation, as attorney-in-fact for NILT, Inc.

Under penalty of perjury, I declare and affirm that I have examined
this report, including any accompanying schedules and statements, and
all statements contained herein are true and correct.

Signature of Officer **JOJI TAGAWA** Date **2/27/01**

Print or Type Name of Officer **POWER OF ATTORNEY**

Title of Officer **TREASURER-NMAC**

NILT, Inc., A Delaware Corporation

Officers and Directors
Effective December 31, 2000

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Jeffrey J. Kerr	Director	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/2441160)
Nancie J. Arvin	Director Vice President & Assistant Secretary	U.S. Bank National Association 111 East Wacker Drive Suite 3000 Chicago, IL 60601 (312/228-9431)
Jeffrey J. Emerson	Director Vice President & Assistant Secretary	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-1164)
Patricia M. Child	President	U.S. Bank National Association 111 East Wacker Dr., Suite 3000 Chicago, IL 60601 (312/228-9413)
Melissa A. Rosal	Vice President & Secretary	U.S. Bank National Association 111 East Wacker Drive Suite 3000 Chicago, IL 60601 (312/228-9416)
Sheryl Christopherson	Vice President & Chief Financial Officer	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0739)
Eve Kaplan	Vice President & Assistant Secretary	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0727)

Continued.....

James R. Egan	Assistant Secretary	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402 (612/973-0343)
Tamara Schutz-Fugh	Vice President & Assistant Secretary	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-0727)
Jeffrey Tupper	Vice President & Assistant Secretary	U.S. Bank National Association 180 East 5 th Street ST. Paul, MN 55101 (651/244-0743)
Mari Weiss	Assistant Vice President & Assistant Secretary	U.S. Bank National Association 180 East 5 th Street St. Paul, MN 55101 (651/244-8343)
Peter Tinaglia	Trust Officer & Assistant Secretary	U.S. Bank National Association 111 E. Wacker Dr., Suite 3000 Chicago, IL 60601 (312/228-9414)
B. Daniel Weston	Trust Officer & Assistant Secretary	U.S. Bank National Association 111 E. Wacker Dr., Suite 3000 Chicago, IL 60601 (312/228-9411)

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 One Illinois Center, 111 East Wacker Drive, Suite 3000, Chicago, Illinois 60601, as trustee, of Nissan-Infiniti LT, a Delaware business trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation, located at 990 West 190th Street, Torrance, California 90502 (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 (the "Servicing Agreement"), among the Trust, NILT Trust, a Delaware business 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) periodic renewals of licenses and permits, (iii) periodic renewals of qualification to act as a trust or a business 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 (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.

010 010 0100 2000/03/21 11:24 4003 P.02/02

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

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 first day of March, 1999.

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

By: Nancie J. Arvin
Name: NANCIE J. ARVIN
Title: VICE PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **101933** 2. Name of Corporation **NILT, Inc.**

3. Street Address Principal Business Office
111 E. WACKER DRIVE SUITE 3000 City **CHICAGO** State **IL** Zip **60601**

4. Business Phone No. **(312) 228-9400** 5. State of Incorporation **DELAWARE** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

A DELAWARE CORP. ACTING AS A TRUSTEE FOR NISSAN-INFINITI LT, A BUSINESS TRUST

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

DAVID S. VICK

Street Address

111 E. WACKER DRIVE, STE 3000

City **CHICAGO** State **IL** Zip **60601**

Secretary Name

NANCIE J. ARVIN

Street Address

SAME AS ABOVE

City State Zip

Vice President Name

PATRICIA M. CHILD

Street Address

111 E. WACKER DR. STE 3000

City **CHICAGO** State **IL** Zip **60601**

Treasurer Name

Street Address

City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name

DAVID S. VICK

Street Address

SAME AS ABOVE

City State Zip

Director Name

FRANK SGARAGLINO

Street Address

SAME AS ABOVE

City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares Class/Series Par Value

1,000 COMM \$0.01 PAR VAL

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares Class/Series Par Value

100 Common/ \$0.01
No series

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 9 3 3 *

FILED

File Date: **FEB 10 2000**

Check No.: **By PG 0065680**

By: _____

FOR SECRETARY OF STATE USE ONLY

NILT, Inc., a Delaware Corporation
By: Nissan Motor Acceptance Corporation, a California
Corporation, as attorney-in-fact for NILT, Inc.

Under penalty of perjury, I declare and affirm that I have examined
this report, including any accompanying schedules and statements, and
that all statements contained herein are true and correct.

Signature of Officer **TOMOAKI SHIMAZU** Date **1/18/00**

Print or Type Name of Officer **VICE PRESIDENT, FINANCE**
OF NISSAN MOTOR ACCEPTANCE CORP.
Title of Officer

NILT, INC
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Mark D. Hartzell	Director	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
F. Sgaraglino	Director	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
David S. Vick	Director & President	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Nancie J. Arvin	Vice President & Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Steven E. Charles	Vice President & Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Patricia M. Child	Vice President & Chief Financial Officer	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Melissa A. Rosal	Vice President & Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
James R. Egan	Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601

NILT, INC. is a wholly-owned subsidiary of U.S. Bank National Association.

NISSAN MOTOR ACCEPTANCE CORPORATION

OFFICERS

[Effective June 1, 1999]

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Nobuo Araki	Chairman of the Board	18501 South Figueroa Street Carson, California 90248
Yoichiro Nagashima	President and Chief Executive Officer	990 West 190th Street Torrance, California 90502
Yasuro Osawa	Senior Vice President, Operations	990 West 190th Street Torrance, California 90502
Jeffrey L. Edwards	Vice President, Customer Center Operations	2901 Kinwest Parkway Irving, Texas 75063
John A. French	Vice President, Dealer and Commercial Lending	990 West 190th Street Torrance, California 90502
✓ Tomoaki Shimazu	Vice President, Finance and Corporate Planning	990 West 190 th Street Torrance, California 90502
Richard E. Battle	Vice President, Human Resources, Training and Administration	990 West 190th Street Torrance, California 90502
Kent G. Brawner	Vice President, Sales and Marketing	990 West 190th Street Torrance, California 90502
Hiroyasu Otsuka	Treasurer	990 West 190th Street Torrance, California 90502

Robin A. Norris

Assistant Treasurer

990 West 190th Street
Torrance, California 90502

Joy Murakami Crose

Secretary

990 West 190th Street
Torrance, California 90502

Alan R. Hunn

Assistant Secretary

2901 Kinwest Parkway
Irving, Texas 75063

Susan M. Derian

Assistant Secretary

990 West 190th Street
Torrance, California 90502

Ann M. Nishimura

Assistant Secretary

990 West 190th Street
Torrance, California 90502

NISSAN MOTOR ACCEPTANCE CORPORATION

DIRECTORS

[Effective as of July 15, 1999]

<u>Name</u>	<u>Business Address</u>
Nobuo Araki (Chairman of the Board)	18501 South Figueroa Street Carson, California 90248
Yoichiro Nagashima	990 West 190th Street Torrance, California 90502
Thierry Moulonguet	17-1 Ginza 6-Chome Chuo-ku Tokyo 104 Japan
Yasuro Osawa	990 West 190th Street Torrance, California 90502

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Nilt, Inc., a Delaware corporation located at 111 E. Wacker Drive, Suite 3000, Chicago, Illinois 60601, as managing trustee (in such capacity, "Grantor") on behalf of Nissan-Infiniti LT, a Delaware business trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation ("Grantee"), located at 990 West 190th Street, Torrance, California 90509, as its attorney-in-fact, with full power of substitution and hereby authorizes and empowers Grantee, in the name of and on behalf of Grantor, to take such actions on behalf of the Trust as Grantee deems appropriate for the purposes of conducting the business of the Trust created pursuant to the Trust Agreement dated as of July 7, 1998 (the "Trust Agreement"), among Grantor, NILT Trust, as UTI Beneficiary (the "UTI Beneficiary"), and Wilmington Trust Company, as Delaware Trustee, for the purposes of enabling Grantee in the name of Grantor to:

1. Sign Grantor's name to any (i) periodic sales and use or property (real or personal) tax reports, (ii) applications for, and renewals of, licenses, certificates of title and permits, (iii) applications for, and renewals of, qualification to act as a trust and a business trust or (iv) other periodic filings, registrations, returns or approvals (collectively, "Filings") arising with respect to or required of Grantor or the Trust; and

2. Identify any surety bonds or other ancillary undertakings required of 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 Grantor 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.

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 Grantor hereby ratifies and confirms any and all lawful acts that 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 upon notice by Grantor. If not earlier revoked, this Power of Attorney shall expire, completely or, if so indicated, in part, upon the termination of the Trust Agreement, as amended from time to time.

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

Grantor executes this Power of Attorney with the intent to be legally bound hereby, and with the intent that the execution shall have the full dignity afforded by the

7
accompanying witnessing and notarization and all lesser dignity resulting from the absence of
'such witnessing and notarization or any combination thereof.

Dated this 24th day of July, 1998.

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



By: Patricia M. Child
PATRICIA M. CHILD
VICE PRESIDENT

Address: 111 East Wacker Dr. Suite 3000
Chicago, IL 60601

Signed, sealed and delivered in the
presence of:

[Signature]

[Unofficial Witness]

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335
(401) 222-3040

Date 1-31-00
ru

**BUSINESS CORPORATION
ANNUAL REPORT RETURN**

Dear Sir or Madam:

Thank you for filing your Annual Report. Unfortunately, we are unable to process the report without the following information:

- ☐ The information must be provided on the enclosed **original** form.
- ☐ The filing fee of \$50.00 was not included. Checks are to be made payable to "Secretary of State".
- ☐ The street address of the principal business office (Section 3) must be provided.
- ☐ The business phone number (Section 4) must be provided.
- ☐ The state of incorporation (Section 5) must be provided.
- ☐ The SIC Code (Section 6) must be provided. SIC Codes are listed on the back of the annual report form.
- ☐ A brief description of the character of business conducted in Rhode Island (Section 7) must be provided.
- ☐ The names and addresses of the officers of the corporation (Section 8) and the names and addresses of the directors (Section 9) must be provided on the form. Additional officers and directors may be listed on a separate attachment, however, Sections 8 and 9 must be completed.
- ☐ The number, class, series and par value of the **authorized shares** (Section 10) must be provided.
- ☒ The number, class, series and par value of the **issued shares** (Section 11) must be provided. If no shares are issued it must be indicated by writing "0" or "none". *OK*
- ☐ The report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.
- ☐ The title of the officer signing must be provided.
- ☐ The report must be dated.
- ☐ Other: _____

Enclosed is your original paperwork. Please make the appropriate corrections/additions to the Annual Report, as indicated, and return the check and report to this office at the above address.



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 101933		2. Name of Corporation NILT, Inc.	
3. Street Address Principal Business Office 111 East Wacker Drive, Suite 3000		City Chicago	State IL
4. Business Phone No. (312) 228-9400		5. State of Incorporation DELAWARE	Zip 60601
6. SIC Code			
7. Brief Description of the Character of Business Conducted in Rhode Island A Delaware Corp. acting as a trustee for Nissan-Infiniti LT, a Delaware business trust.			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name David S. Vick		Vice President Name Patricia M. Child	
Street Address 111 E. Wacker Drive, Ste 3000		Street Address 111 E. Wacker Drive, Ste 3000	
City Chicago	State IL	City Chicago	State IL
Zip 60601		Zip 60601	
Secretary Name Nancie J. Arvin		Treasurer Name	
Street Address Same as above		Street Address	
City Chicago	State IL	City	State
Zip 60601		Zip	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name David S. Vick		Director Name Mark D. Hartzell	
Street Address Same as above		Street Address Same as above	
City Chicago	State IL	City Chicago	State IL
Zip 60601		Zip 60601	
Director Name F. Sgaraglino		Director Name	
Street Address Same as above		Street Address	
City Chicago	State IL	City	State
Zip 60601		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares 1,000 COMM \$0.01 PAR VAL	Class/Series	Number of Shares 100	Class/Series COMMON / NO SERIES
Par Value		Par Value \$0.01	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **04-09-99**

Check No.: **246973**

By: **JD**

FOR SECRETARY OF STATE USE ONLY

NILT, Inc., a Delaware Corporation
By: Nissan Motor Acceptance Corporation, a California
Corporation, as attorney-in-fact for NILT, Inc.

Under penalty of perjury, I declare and affirm that I have examined
this report, including any accompanying schedules and statements, and
that all statements contained herein are true and correct.

Signature of Officer: **[Signature]** Date: **2/24/99**

Tomoaki Shimazu

Print or Type Name of Officer

VP of Finance & Corporate Planning

Title of Officer

NILT, INC
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Mark D. Hartzell	Director	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
F. Sgaraglino	Director	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
David S. Vick	Director & President	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Nancie J. Arvin	Vice President & Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Steven E. Charles	Vice President & Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Patricia M. Child	Vice President & Chief Financial Officer	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Melissa A. Rosal	Vice President & Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601
James R. Egan	Assistant Secretary	111 East Wacker Drive, Suite 3000 Chicago, IL 60601

NILT, INC. is a wholly-owned subsidiary of U.S. Bank National Association.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Nilt, Inc., a Delaware corporation located at 111 E. Wacker Drive, Suite 3000, Chicago, Illinois 60601, as managing trustee (in such capacity, "Grantor") on behalf of Nissan-Infiniti LT, a Delaware business trust (the "Trust"), does hereby appoint Nissan Motor Acceptance Corporation, a California corporation ("Grantee"), located at 990 West 190th Street, Torrance, California 90509, as its attorney-in-fact, with full power of substitution and hereby authorizes and empowers Grantee, in the name of and on behalf of Grantor, to take such actions on behalf of the Trust as Grantee deems appropriate for the purposes of conducting the business of the Trust created pursuant to the Trust Agreement dated as of July 7, 1998 (the "Trust Agreement"), among Grantor, NILT Trust, as UTI Beneficiary (the "UTI Beneficiary"), and Wilmington Trust Company, as Delaware Trustee, for the purposes of enabling Grantee in the name of Grantor to:

1. Sign Grantor's name to any (i) periodic sales and use or property (real or personal) tax reports, (ii) applications for, and renewals of, licenses, certificates of title and permits, (iii) applications for, and renewals of, qualification to act as a trust and a business trust or (iv) other periodic filings, registrations, returns or approvals (collectively, "Filings") arising with respect to or required of Grantor or the Trust; and

2. Identify any surety bonds or other ancillary undertakings required of 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 Grantor 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.

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 Grantor hereby ratifies and confirms any and all lawful acts that 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 upon notice by Grantor. If not earlier revoked, this Power of Attorney shall expire, completely or, if so indicated, in part, upon the termination of the Trust Agreement, as amended from time to time.

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

Grantor executes this Power of Attorney with the intent to be legally bound hereby, and with the intent that the 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 this 24th day of July, 1998.

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



By: Patricia M. Child
PATRICIA M. CHILD
VICE PRESIDENT

Address: 111 East Wacker Dr. Suite 3000
Chicago, IL 60601

Signed, sealed and delivered in the
presence of:

[Signature]

[Unofficial Witness]

NISSAN MOTOR ACCEPTANCE CORPORATION

[Effective December 1, 1998]

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Minoru Nakamura	Chairman of the Board	990 West 190th Street Torrance, California 90502
Yoichiro Nagashima	President and Chief Executive Officer	990 West 190th Street Torrance, California 90502
Yasuro Osawa	Senior Vice President, Operations	990 West 190th Street Torrance, California 90502
Jeffrey L. Edwards	Vice President, Customer Center Operations	2901 Kinwest Parkway Irving, Texas 75063
John A. French	Vice President, Dealer and Commercial Lending	990 West 190th Street Torrance, California 90502
Tomoaki Shimazu	Vice President, Finance and Corporate Planning	990 West 190 th Street Torrance, California 90502
Richard E. Battle	Vice President, Human Resources, Training and Administration	990 West 190th Street Torrance, California 90502
Kent G. Brawner	Vice President, Sales and Marketing	990 West 190th Street Torrance, California 90502
Hiroyasu Otsuka	Treasurer	990 West 190th Street Torrance, California 90502

Robin A. Norris	Assistant Treasurer	990 West 190th Street Torrance, California 90502
Joy Murakami Crose	Secretary	990 West 190th Street Torrance, California 90502
Alan R. Hunn	Assistant Secretary	2901 Kinwest Parkway Irving, Texas 75063
Susan M. Derian	Assistant Secretary	990 West 190th Street Torrance, California 90502

DIRECTORS

[Effective as of January 1, 1999]

<u>Name</u>	<u>Address</u>
Minoru Nakamura (Chairman of the Board)	990 West 190th Street Torrance, California 90502
Yoichiro Nagashima	990 West 190th Street Torrance, California 90502
Kanemitsu Anraku	17-1 Ginza 6-Chome Chuo-ku Tokyo 104 Japan
Yasuro Osawa	990 West 190th Street Torrance, California 90502

Nissan Motor Acceptance Corporation is wholly-owned by Nissan North America, Inc., a California corporation.