

No. C 125643

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

**NO FILING FEE IF
RECEIVED BY DUE DATE**

**Due no later than September 30, 2004
Annual Report Form**

1. Mailing Address - Correct in this box, if applicable

NILT, INC.
NISSAN MOTOR ACCEPTANCE CORP
990 W 190TH ST
TORRANCE, CA 90502

2. Registered Agent and Office **NO PO BOX**

LEXISNEXIS DOCUMENT SOLUTIONS
1401 SHORELINE DRIVE STE 2
BOISE, ID 83702

3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
PRES	PATRICIA M. CHILD	209 S. LASALLE ST., #300	CHICAGO	IL	60604
SEC	MELISSA A. ROSAL	209 S. LASALLE ST., #300	CHICAGO	IL	60604
TRS	NANCIE J. ARVIN	209 S. LASALLE ST., #300	CHICAGO	IL	60604
DIR	NANCIE J. ARVIN	209 S. LASALLE ST., #300	CHICAGO	IL	60604
DIR	SHERYL CHRISTOPHERSON	60 LIVINGSTON AVE., 3RD FL. ST. PAUL	CHICAGO	IL	60604
DIR	EVE KAPLAN	60 LIVINGSTON AVE., 3RD FL.	ST. PAUL	MN	55107
			ST. PAUL	MN	55107

5. Organized Under the Laws of:

DELAWARE
C 125643

6.

Signature

(Type or
Name Printed)

***POWER OF ATTORNEY ATTACHED**

NILT, Inc., a Delaware Corporation

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

Date 9/17/04

* Alan R. Hunn, Attorney-In-Fact
Title Assistant Secretary, NMAC

Issued 07/01/2004

Do Not Tape or Staple

20040904799

NILT, Inc.
Officers and Directors
Effective December 31, 2003

<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)

**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

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