

No. C 37045

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 10/31/2001  
Annual Report Form

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

FORD LEASING DEVELOPMENT CO.

THE AMERICAN ROAD  
ROOM 613  
DEARBORN, MI 48121

2. Registered Agent and Office NO PO BOX

C T CORPORATION SYSTEM  
300 N 6TH ST  
BOISE, ID 83701

3. New Registered Agent Signature

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

Office held	Name	Street or P.O. Address	City	State	Zip
PRESIDENT	SEAN B. McCOURT				
SECRETARY	NANCY G. BEECHER				
DIRECTOR	John A. KAPLAN				
DIRECTOR	ELLIOTT S. NALL				
DIRECTOR	G. J. FRAME				
DIRECTOR	SEAN B. McCOURT				
DIRECTOR	ANNMAKIE PERACH				

c/o FORD MOTOR COMPANY  
WHQ - Room 612  
The American Road  
Dearborn, MI 48121-1899

5. Organized Under the Laws of:

DELAWARE  
C 37045

6. (P)

Signature Craig Sigworth Date 10-4-2001

Name <sup>(Typed or  
Printed)</sup> CRAIG SIGWORTH Title ASST. TREASURER

Issued 09/07/2001

Do Not Tape or Staple

## FORD LEASING DEVELOPMENT COMPANY

### Written Consent of Sole Stockholder Having Voting Power

The undersigned, FORD HOLDINGS, INC., a Delaware corporation, being the owner and holder of record of all the capital stock of FORD LEASING DEVELOPMENT COMPANY (the "Corporation"), a Delaware corporation, hereby consents to the adoption of the following resolutions:

RESOLVED, That the following persons be and hereby are elected as Directors of the Corporation, each to serve until the next annual meeting of stockholders and until his successor shall have been elected and qualified, or as otherwise provided in the By-Laws of the Corporation:

John A. Kaplan  
Elliott S. Hall  
G. J. Frame  
Sean B. McCourt  
Ann Marie Petach

RESOLVED, That the following persons are duly and successively elected to the office set forth opposite their respective names, each to hold office until a successor shall have been elected and shall have qualified or as is otherwise provided in the By-Laws of the Corporation:

John A. Kaplan	Chairman of the Board
Sean B. McCourt	President
William W. McNair, Sr.	Vice President
Nicholas E. Sirokey	Vice President
I. Crowe	Vice President
Dennis E. Ross	Vice President - Tax Affairs
Diane P. Dossin	Vice President
Nancy G. Beecher	Secretary
Lynne M. Matuszak	Assistant Secretary
Marcia J. Nunn	Assistant Secretary
Peter Sherry, Jr.	Assistant Secretary
Kathryn S. Lamping	Assistant Secretary
Thomas J. DeZure	Assistant Secretary
B. D. Hernan	Assistant Secretary
Diane Morris	Assistant Secretary
A. T. Vance	Treasurer
Mark S. Erskine	Assistant Treasurer
David Brandi	Assistant Treasurer
Ann Marie Petach	Assistant Treasurer
Craig L. Sigworth	Assistant Treasurer