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DIVISION OF CORPORATIONS
SECRETARY OF STATE



ACCOUNT NO. : 072100000032

REFERENCE : 832620 5124443

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 350.00

ORDER DATE : November 22, 2002

ORDER TIME : 11:01 AM

ORDER NO. : 832620-125

CUSTOMER NO: 5124443

CUSTOMER: Mr. Mark A. Hollef
Chevy Chase Bank
7501 Wisconsin Avenue
13th Floor
Bethesda, MD 20814

FOREIGN FILINGS

NAME: CHEVY CHASE LT

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

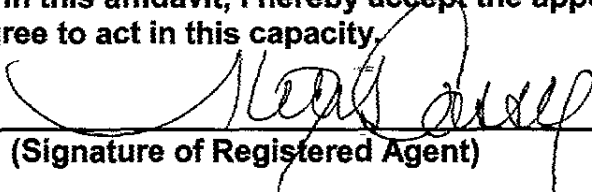
**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

CHEVY CHASE LT

A DECLARATION OF TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, a Vice President of
the Trustee of Chevy Chase LT
(Name of Trust)

Delaware Business Trust hereby affirms in order to file or qualify
(State)
Chevy Chase LT, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is c/o Chevy Chase Bank, 7501 Wisconsin Avenue,
Bethesda, Maryland 20814, Attention: Legal Department.
3. The registered agent and street address in the State of Florida is:
Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

(Signature of Registered Agent)
5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.


Sworn to and subscribed before me, in my presence
this 13 day of November, 2002. A Virginia
Notary Public. In and for the State at Large
Marx A. Zerkow Notary Public
My commission expires January 31, 2005

NOTARY

CR2E063(3/00)

Chevy Chase Bank, F.S.B., in its capacity as
the true and lawful attorney-in-fact for and on
behalf of Chevy Chase LT, a Delaware
business trust

By:


Name: Charles Rascow
Title: Senior Vice President

Marx A. Zerkow
Notary's Signature

02 NOV 26 PM 2:15

SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRUST AGREEMENT

This Trust Agreement, dated as of April 30, 2002 (the "Agreement"), is between CCB Auto Leasing LLC, a Delaware limited liability company ("CCB"), and U.S. Bank Trust National Association, a national banking association, as trustee (in such capacity, the "Trustee").

In consideration of the mutual agreements herein contained, and of other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Creation. There is hereby formed, in accordance with the Delaware Business Trust Act (12 Del. Code § 3801 et seq.) (the "Delaware Act"), a trust to be known as Chevy Chase LT (the "Trust"), in which name the Trustee may engage in the activities of the Trust, make and execute contracts and other instruments on behalf of the Trust and sue and be sued. The parties hereto intend that the Trust be a business trust under the Delaware Act and that this Agreement shall constitute the governing instrument of the Trust. Effective as of the date hereof, the Trustee shall have all rights, powers and duties set forth herein and in the Delaware Act with respect to accomplishing the purposes of the Trust. The Trustee is hereby directed to file a certificate of trust in accordance with Section 3810 of the Delaware Act, a form of which is attached hereto as Exhibit A.

2. Trust Assets. CCB hereby grants, conveys, transfers and assigns to the Trust, and the Trustee hereby acknowledges receipt of, the sum of ten dollars (\$10.00), which sum shall be the initial assets of the Trust.

3. Indemnification of Trustee. The Trustee (as such and in its individual capacity) shall be indemnified and held harmless by CCB with respect to any loss, liability, claim, damage or expense incurred by the Trustee (as such or in its individual capacity) arising out of or incurred in connection with the acceptance or performance by the Trustee of the trusts and duties contained in this Agreement; provided, however, that the Trustee shall not be indemnified or held harmless as to any such loss, liability, claim, damage or expense incurred by reason of its willful misconduct, bad faith or gross negligence. The obligations of CCB under this Section Three shall survive the resignation or removal of the Trustee and the termination of this Agreement.

4. Resignation or Removal of Trustee. CCB may remove any trustee of the Trust at any time with or without cause. The Trustee may resign by giving 30 days' prior written notice to CCB; provided, that no such resignation shall become effective until a successor trustee shall have been appointed. Upon receiving notice of resignation, CCB shall promptly appoint by written instrument a successor Trustee. If no successor Trustee shall have been appointed within 30 days after such notice of resignation is given, the Trustee at the expense of CCB may petition a court of competent jurisdiction for the appointment of a successor.

5. Counterparts. This Agreement may be executed in any number of counterparts, each of which so executed and delivered shall be deemed to be an original, but all of which counterparts shall together constitute but one and the same instrument.

6. Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware (without regard to conflict of laws provisions).

7. Amendment. This Agreement may be amended and restated by the parties hereto as necessary to provide for the operation of the Trust.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

CCB AUTO LEASING LLC

By: Mark A. Holles
Mark A. Holles
Authorized Person

U.S. BANK TRUST NATIONAL ASSOCIATION,
as Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

CCB AUTO LEASING LLC

By: _____
Mark A. Holles
Authorized Person

U.S. BANK TRUST NATIONAL ASSOCIATION,
as Trustee

By: NANCIE J. ARVIN
Name: NANCIE J. ARVIN
Title: Vice President

EXHIBIT A

CERTIFICATE OF TRUST

This Certificate of Trust of Chevy Chase LT (the "Trust"), dated April __, 2002, is being duly executed and filed by U.S. Bank Trust National Association, a national banking association, as trustee, to form a business trust under the Delaware Business Trust Act (12 Del. Code, § 3801 et seq.).

1. Name. The name of the business trust formed hereby is Chevy Chase LT.
2. Delaware Trustee. The name and business address of the trustee of the Trust having its principal place of business in the State of Delaware is U.S. Bank Trust National Association, 300 East Delaware Avenue, 8th Floor, Wilmington, Delaware 19809-1515.
3. Effective Date. This Certificate of Trust shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the sole trustee of the Trust, has executed this Certificate of Trust as of the date first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
as Trustee

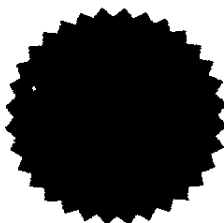
By: _____
Name:
Title: _____

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "CHEVY CHASE LT", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3480902 8100

AUTHENTICATION: 1752426

020276451

DATE: 05-01-02

CERTIFICATE OF TRUST

This Certificate of Trust of Chevy Chase LT (the "Trust"), dated April 30, 2002, is being duly executed and filed by U.S. Bank Trust National Association, a national banking association, as trustee, to form a business trust under the Delaware Business Trust Act (12 Del. Code, § 3801 et seq.).

1. Name. The name of the business trust formed hereby is Chevy Chase LT.
2. Delaware Trustee. The name and business address of the trustee of the Trust having its principal place of business in the State of Delaware is U.S. Bank Trust National Association, 300 East Delaware Avenue, 8th Floor, Wilmington, Delaware 19809-1515.
3. Effective Date. This Certificate of Trust shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the sole trustee of the Trust, has executed this Certificate of Trust as of the date first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
as Trustee

By: NANCIE J. ARVIN
Name: NANCIE J. ARVIN
Title: Vice President