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Supervision, Regulation and Credit Department

Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Cesar E. Ortega Gomez; Pablo Castilla Reparaz*
Name of the Holding Company Director and Official

Mr. Ortega is the Chairman and Mr. Castilla is a Director.
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

Date of Signature march 19, 2014

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:
- ☐ is included with the FR Y-6 report
- ☒ will be sent under separate cover
- ☐ is not prepared

For Federal Reserve Bank Use Only
RSSD ID 2307879
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Santander Investment I, S.A.
Legal Title of Holding Company
Avda. Cantabria, S/N
(Mailing Address of the Holding Company) Street / P.O. Box

Boadilla Del Monte		28660
City	State	Zip Code

Spain
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Karen C. Pelzer	Associate
Name	Title

212-450-4652
Area Code / Phone Number / Extension
212-701-5652
Area Code / FAX Number
karen.pelzer@davispolk.com
E-mail Address
http://www.santandernet.com
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012

*All powers of attorney are jointly held by the members of the board of directors of Santander Investment I, S.A. Therefore in order to be validly executed all official documents requiring a director's signature must be signed by at least two directors.

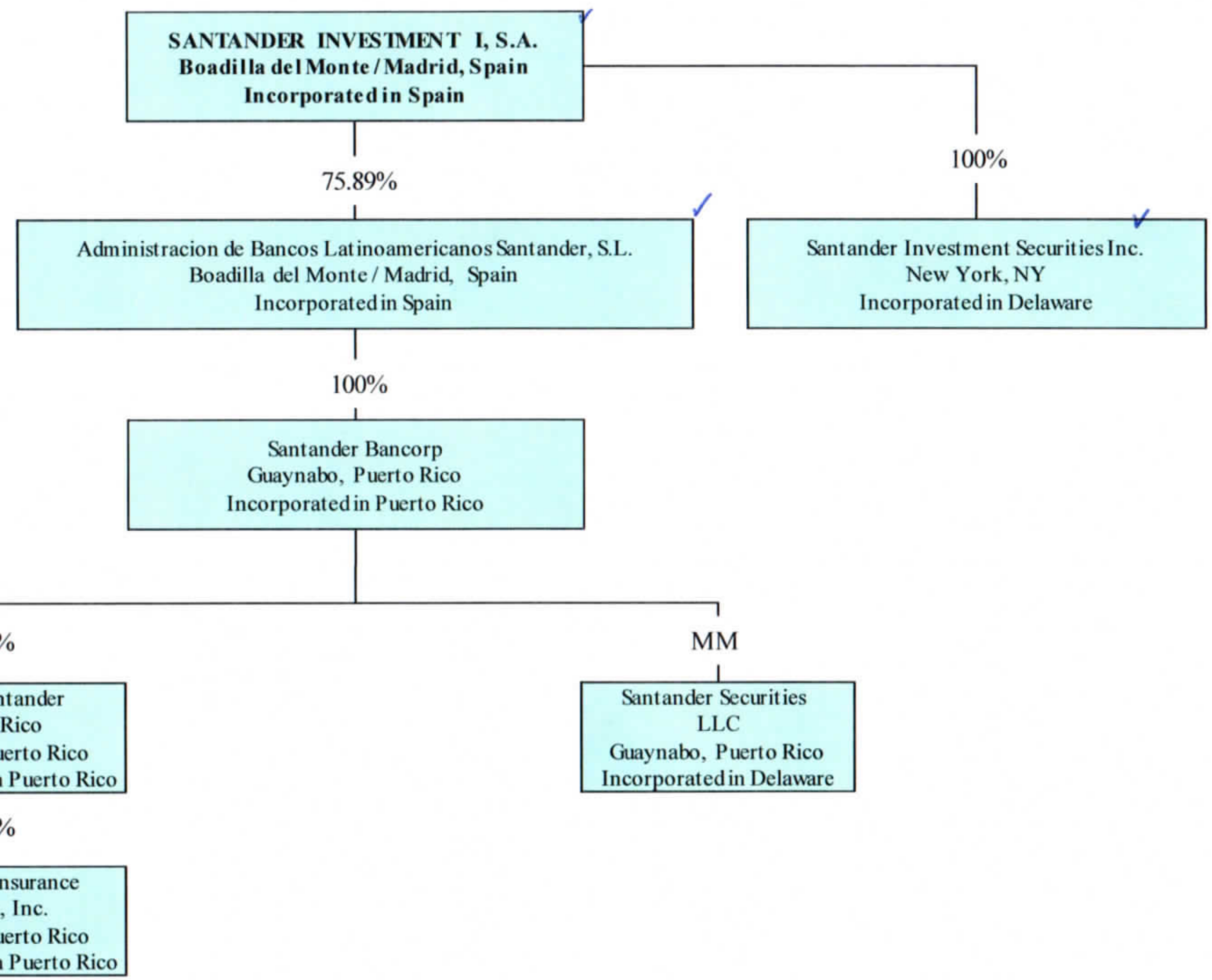
Form FR Y-6
Santander Investment I, S.A.
Boadilla del Monte / Madrid, Spain
Fiscal Year Ending December 31, 2013

Report Item

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, two copies will be sent under separate cover.

2a. Organization Chart (See Below)

2b. Branch Reconciliation Form (See Attached)



MM = Managing Member

Results: A list of branches for your holding company: SANTANDER INVESTMENT I, S.A. (2307879) of BOADILLA DEL MONTE MADRID, SPAIN.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps
1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions
OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	816210	BANCO SANTANDER PUERTO RICO	PONCE DE LEON 207	SAN JUAN	PR	917	SAN JUAN	PUERTO RICO	14389	0	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	11314	AGUADILLA BRANCH	AVENUE SAN CARLOS & CALLE BETANCES	AGUADILLA	PR	603	AGUADILLA	PUERTO RICO	239245	11	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	19712	ARECIBO AVENIDA DE DIEGO BRANCH	316 AVENUE JOSE DE DIEGO, ESQ. CASTELAR	ARECIBO	PR	612	ARECIBO	PUERTO RICO	239254	14	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738300	BARRANQUITAS BRANCH	CALLE BARCELO #60 & ESQ. PADRE DAVILA	BARRANQUITAS	PR	794	BARRANQUITAS	PUERTO RICO	283663	74	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738225	AVE LOMAS VERDES 1 A 1 BRANCH	I-A-1 AVENUE LOMAS VERDES	BAYAMON	PR	956	BAYAMON	PUERTO RICO	283654	65	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738252	BAYAMON BRANCH	CARR #2 , ESQ. CARR #167	BAYAMON	PR	959	BAYAMON	PUERTO RICO	251758	62	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738234	BAYAMON OESTE SHOPPING CENTER BRANCH	BAYAMON OESTE SHOPPING CENTER, CARR., #2, KM. 14.7	BAYAMON	PR	961	BAYAMON	PUERTO RICO	283661	72	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508422	PLAZA DEL SOL II BRANCH	CENTRO COM. PLAZA DEL SOL. AVE, WEST MAIN SIERRA	BAYAMON	PR	961	BAYAMON	PUERTO RICO	251775	112	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	2290690	SAN PABLO BRANCH	66 CALLE SANTA CRUZ	BAYAMON	PR	956	BAYAMON	PUERTO RICO	251753	21	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	744911	CABO ROJO BRANCH	22 CALLE RIUS RIVERA	CABO ROJO	PR	923	CABO ROJO	PUERTO RICO	239463	86	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1845271	CAGUAS MAIN BRANCH	CALLE BETANCES & CALLE BALDORIOTY	CAGUAS	PR	725	CAGUAS	PUERTO RICO	43912	26	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3955606	CAGUAS SUR BRANCH	AVE GUAUTIER BENITEZ # 179	CAGUAS	PR	725	CAGUAS	PUERTO RICO	283375	30	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	4394088	RUTA 66 BRANCH	CARR. 3KM 18.4 SUITE 020	CANOVANAS	PR	729	CANOVANAS	PUERTO RICO	532283	121	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508271	ISLA VERDE BRANCH	#187 AVE. ISLA VERDA, SOLAR # 9	CAROLINA	PR	979	CAROLINA	PUERTO RICO	362120	116	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508507	PARQUE ESCORIAL BRANCH	CENTRO COM. PARQUE ESCORIAL, AVE, 65 INFANTERIA KM 6.9 SAN ANTON	CAROLINA	PR	987	CAROLINA	PUERTO RICO	251761	97	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1737947	PLAZA CAROLINA BRANCH	VILLA FONTANA, AVE. FRAGOSO	CAROLINA	PR	985	CAROLINA	PUERTO RICO	283657	68	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738168	CAYEY BRANCH	CARR. 1 KM. 57.7, LOTE 3 BO. MONTELLANO	CAYEY	PR	736	CAYEY	PUERTO RICO	283374	29	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738207	CIDRA BRANCH	15 CALLE SANTIAGO R PALMER	CIDRA	PR	739	CIDRA	PUERTO RICO	283379	34	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738298	COROZAL BRANCH	6 CALLE CERVANTES	COROZAL	PR	783	COROZAL	PUERTO RICO	283662	73	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1739240	DORADO SHOPPING BRANCH	500 DELRADO DEL MAR SHOPPING CENTER	DORADO	PR	646	DORADO	PUERTO RICO	283667	78	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738186	FAJARDO SHOP CNTR BRANCH	CARR. ESTATAL # 3, KM. 44.9	FAJARDO	PR	738	FAJARDO	PUERTO RICO	283376	31	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508570	LA FUENTE TOWN CENTER BRANCH	AVENUE PEDRO ALBIZU CAMPOS &, CALLE JOSE A. TORRES	GUAYAMA	PR	784	GUAYAMA	PUERTO RICO	365301	117	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1737880	GUAYNABO II BRANCH	PONCE DE LEON SHOPPING CENTER, AVE. ESMERALDA, ESQ. LOPATEGUI	GUAYNABO	PR	969	GUAYNABO	PUERTO RICO	283372	27	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	878414	LAS CUMBRES BRANCH	PLAZOLETA LAS CUMBRES	GUAYNABO	PR	969	GUAYNABO	PUERTO RICO	251750	18	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508600	SAN PATRICIO PLAZA BRANCH	CALLE TABONUCO B4, LOCAL #8, SANTANDER TOWER	GUAYNABO	PR	657	GUAYNABO	PUERTO RICO	251769	106	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	4466154	SANTANDER SELECT SAN PATRICIO BRANCH	SANTANDER TOWER, B7 TABONUCO ST, 18TH FL	GUAYNABO	PR	968	GUAYNABO	PUERTO RICO	Not Required	Not Required	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1737871	TORRIMAR SHOPPING CENTER BRANCH	AVE. RAMIREZ AREYANO, TORRIMAR SHOPPING CENTER	GUAYNABO	PR	965	GUAYNABO	PUERTO RICO	283388	44	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1741690	PLAZA PALMA REAL BRANCH	CARR. #3, KM, 78.1	HUMACAO	PR	791	HUMACAO	PUERTO RICO	251763	99	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738047	ISABELA BRANCH	CALLE BARBOSA # 19	ISABELA	PR	662	ISABELA	PUERTO RICO	283225	53	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	2290711	JUANA DIAZ BRANCH	CALLE DEGETAU & CALLE CARRION MADURO	JUANA DIAZ	PR	795	JUANA DIAZ	PUERTO RICO	251757	25	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738195	JUNCOS BRANCH	43 CALLE LOPEZ HORMAZABAL	JUNCOS	PR	777	JUNCOS	PUERTO RICO	283378	33	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738029	LARES BRANCH	6 CALLE VILELLA	LARES	PR	669	LARES	PUERTO RICO	283223	51	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	716815	MANATI BRANCH	CALLE PATRIOTA POZO & CARR 2	MANATI	PR	674	MANATI	PUERTO RICO	239249	12	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1737796	MAYAGUEZ BRANCH	CALLE MENDEZ VIGO # 5, ESQ. DR BASORA	MAYAGUEZ	PR	680	MAYAGUEZ	PUERTO RICO	239469	88	BANCO SANTANDER PUERTO RICO	816210	

OK		Full Service	3508619	MAYAGUEZ MALL SHOPPING CTR BRANCH	CARR. #2, KM, 159.4	MAYAGUEZ	PR	680	MAYAGUEZ	PUERTO RICO	283387	43	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	756110	PONCE BY-PASS BRANCH	CARR. #2, KM. 260, BO.CANAS	PONCE	PR	731	PONCE	PUERTO RICO	251748	16	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1451290	PONCE PLAZA BRANCH	PLAZA DEGETAU, ESQ. PASEO ANTONIO ARIAS	PONCE	PR	731	PONCE	PUERTO RICO	10969	1	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	2125831	PONCE PLAZA DEL CARIBE BRANCH	CARR. ESTATAL 1 2050, LOCAL 173	PONCE	PR	71	PONCE	PUERTO RICO	254832	96	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1745960	SAN GERMAN BRANCH	CALLE LUNA #191, URB. EL RETIRO, .	SAN GERMAN	PR	683	SAN GERMAN	PUERTO RICO	283390	47	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	693411	65 DE INFANTERIA BRANCH	AVENUE 65 INFANTERIA & CALLE 13	SAN JUAN	PR	926	SAN JUAN	PUERTO RICO	251752	20	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	931711	AVENIDA PINERO BRANCH	AVENUE JESUS T PINERO #1421-23	SAN JUAN	PR	921	SAN JUAN	PUERTO RICO	239471	89	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738485	BARBOSA BRANCH	AVE. BARBOSA, ESQ. CALLE AMERICA #394	SAN JUAN	PR	923	SAN JUAN	PUERTO RICO	283664	75	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	7410	CALLE LOIZA BRANCH	1608 CALLE LOIZA	SAN JUAN	PR	911	SAN JUAN	PUERTO RICO	283665	76	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	941916	DOMENECH BRANCH	317 AVENUE DOMENECH	SAN JUAN	PR	918	SAN JUAN	PUERTO RICO	251751	19	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3508682	MONTEHIEDRA TOWN CENTER BRANCH	AVE. LOS ROMEROS, LOCAL D-10	SAN JUAN	PR	926	SAN JUAN	PUERTO RICO	251760	84	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1737817	PLAZA LAS AMERICAS BRANCH	525 AVENUE FD ROOSEVELT	SAN JUAN	PR	918	SAN JUAN	PUERTO RICO	283383	39	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3955594	PLAZA UNIVERSITARIA BRANCH	AVE PONCE DE LEON ESQ AVE UNIVERSIDAD 3	SAN JUAN	PR	927	SAN JUAN	PUERTO RICO	493406	120	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738270	PUERTO NUEVO BRANCH	401 AVENUE DE DIEGO	SAN JUAN	PR	921	SAN JUAN	PUERTO RICO	239227	7	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3216	SAN JUAN BRANCH	251 CALLE DEL RECINTO SOUTH	SAN JUAN	PR	901	SAN JUAN	PUERTO RICO	239235	8	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	2714	SAN SEBASTIAN BRANCH	CALLE RUIZ BELVIS & CALLE MIRAMAR	SAN SEBASTIAN	PR	685	SAN SEBASTIAN	PUERTO RICO	239236	9	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	3645082	PLAZA SANTA ISABEL BRANCH	CARR 153 KM 7.8	SANTA ISABEL	PR	757	SANTA ISABEL	PUERTO RICO	453458	119	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738289	LEVITTOWN BRANCH	1 AVENUE LOS DOMINICOS	TOA BAJA	PR	748	TOA BAJA	PUERTO RICO	283659	70	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738065	UTUADO BRANCH	CALLE DR. CUETO #57A	UTUADO	PR	641	UTUADO	PUERTO RICO	283227	55	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	1738261	VEGA BAJA BRANCH	CARR #2 KM. 37.2 BO CARIBE	VEGA BAJA	PR	763	VEGA BAJA	PUERTO RICO	283656	67	BANCO SANTANDER PUERTO RICO	816210	
OK		Full Service	692919	YAUCO BRANCH	YAUCO PLAZA #121	YAUCO	PR	698	YAUCO	PUERTO RICO	251747	15	BANCO SANTANDER PUERTO RICO	816210	

Form FRY-6
Santander Investment I, S.A.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name, City, State, Country	**(1)(b) Country of Citizenship or Incorporation**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(2)(a) Name, City, State, Country**	**(2)(b) Country of Citizenship or Incorporation**	**(2)(c) Number and Percentage of Each Class of Voting Securities**
Banco Santander, S.A. Boadilla del Monte / Madrid, Spain	Spain	199,999 registered shares representing 99.99% and the same percentage with the power to vote	N/A	N/A	N/A

Form FRY-6
Administración de Bancos Latinoamericanos Santander, S.L.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) **Name,** **City, State, Country)**	**(1)(b)** **Country of Citizenship or Incorporation**	**(1)(c)** **Number and Percentage of Each Class of Voting Securities**	**(2)(a)** **Name,** **City, State, Country**	**(2)(b)** **Country of Citizenship or Incorporation**	**(2)(c)** **Number and Percentage of Each Class of Voting Securities**
Banco Santander, S.A. Boadilla del Monte / Madrid, Spain	Spain	15,833,184 participations that represent 24.11% and the same percentage with the power to vote	N/A	N/A	N/A
Santander Investment I, S.A. Boadilla del Monte / Madrid, Spain	Spain	49,838,337 participations that represent 75.89% and the same percentage with the power to vote	N/A	N/A	N/A

Form FRY-6
Santander Bancorp
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name, City, State, Country	**(1)(b) Country of Citizenship or Incorporation**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(2)(a) Name, City, State, Country**	**(2)(b) Country of Citizenship or Incorporation**	**(2)(c) Number and Percentage of Each Class of Voting Securities**
Administración de Bancos Latinoamericanos Santander, S.L. Boadilla del Monte / Madrid, Spain	Spain	100,000 shares of common stock that represent 100% of the shares outstanding	N/A	N/A	N/A

Form FRY-6
Santander Investment I, S.A.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Banco Santander, S.A. Boadilla del Monte / Madrid, Spain	N/A	N/A	N/A	N/A	99.99%	N/A	N/A
César Esteban Ortega Gómez, Boadilla del Monte / Madrid, Spain	Director General, Director of the Tax Consultancy Area	Director	Director, (ABLASA*)	Director General (Banco Santander, S.A.) Director of the Tax Consultancy (Grupo Santander)	None	None	None
José Manuel Tejón Borrajo, Boadilla del Monte / Madrid, Spain	Director General, Controller General	Director	Director, (ABLASA)	Director General (Banco Santander, S.A.) Controller General (Grupo Santander)	None	None	None
Pablo Castilla Reparaz, Boadilla del Monte / Madrid, Spain	Joint Subdirector General, Director of Legal Corporate Consultancy	Director	Director, (ABLASA)	Joint Subdirector General, Director of Legal Corporate Consultancy (Grupo Santander)	None	None	None
Carmen Alonso Peña, Boadilla del Monte / Madrid, Spain	Joint Subdirector General, Director of International Holding Structure Tax Consultancy	Director	N/A	Joint Subdirector General, (Banco Santander, S.A.) Director of International Holding Structure Tax Consultancy (Grupo Santander)	None	None	Inversiones Tardemezar SL (50%)

* ABLASA is the abbreviation of "Administración de Bancos Latinoamericanos Santander, S.L."

Form FRY-6
Santander Investment I, S.A.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
José Antonio Blanco Herranz, Boadilla del Monte / Madrid, Spain	N/A	Director	Director, (ABLASA)	N/A	None	None	None
Martin Manuel Armas Agüero, Boadilla del Monte / Madrid, Spain	N/A	Director	Director, (ABLASA)	N/A	None	None	None

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Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) **Name, City, State, Country**	**(2)** **Principal Occupation if other than with Holding Company**	**(3)(a)** **Title & Position with Holding Company**	**(3)(b)** **Title & Position with Subsidiaries (include names of subsidiaries)**	**(3)(c)** **Title & Position with Other Businesses (include names of businesses)**	**(4)(a)** **Percentage of Voting Shares in Holding Company**	**(4)(b)** **Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)**	**(4)(c)** **List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)**
Banco Santander, S.A. Boadilla del Monte / Madrid, Spain	N/A	N/A	N/A	N/A	24.11%	N/A	N/A
Santander Investment I, S.A. Boadilla del Monte / Madrid, Spain	N/A	N/A	N/A	N/A	75.89%	N/A	N/A
César Esteban Ortega Gómez, Boadilla del Monte / Madrid, Spain	Director General, Director of the Tax Consultancy	Director	Director, (SISA I*)	Director General (Banco Santander, S.A.) Director of the Tax Consultancy (Grupo Santander)	None	None	None
José Manuel Tejón Borrajo, Boadilla del Monte / Madrid, Spain	Director General, Controller General	Director	Director, (SISA I)	Director General (Banco Santander, S.A.) Controller General (Grupo Santander)	None	None	None
Pablo Castilla Reparaz, Boadilla del Monte / Madrid, Spain	Joint Subdirector General, Director of Legal Corporate Consultancy	Director	Director, (SISA I)	Joint Subdirector General and Director of Legal Corporate Consultancy (Grupo Santander)	None	None	None
Victor Gonzalo Barallat Lopez Boadilla del Monte / Madrid, Spain	Director of Financial Management	Director	N/A	Director of Financial Management of the Americas Division (Grupo Santander)	None	None	None

* SISA I is the abbreviation of "Santander Investment I, S.A."

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(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

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José Antonio Blanco Herranz, Boadilla del Monte / Madrid, Spain	N/A	Director	Director, (SISA I)	N/A	None	None	None
Martin Manuel Armas Agüero, Boadilla del Monte / Madrid, Spain	N/A	Director	Director, (SISA I)	N/A	None	None	None

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Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Administración de Bancos Latinoamericanos Santander, S.L. Boadilla del Monte / Madrid, Spain	N/A	N/A	N/A	N/A	100%	N/A	N/A
Gonzalo de las Heras, New York, New York	Retired	Director and Chairman of the Board	Director and Chairman of the Board (Banco Santander Puerto Rico)	Director of Santander Bank, Santander Consumer USA, Inc.; Chairman and Director of Banco Santander International, Santander Bank and Trust (Bahamas) Limited and Banco Santander (Suisse)	None	None	None
Roman Blanco Reinosa, San Juan, Puerto Rico	N/A	Vice Chairman of the Board of Directors	Vice Chairman of the Board of Directors (Banco Santander Puerto Rico)	Director, President and Chief Executive Officer of Santander Holdings USA, Inc. and Santander Bank, N.A. Member of the Board of Directors of Santander Consumer USA, Inc. and Santander Investments Securities, Inc.	None	None	None

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(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

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Juan A. Yanes, Boston, Massachussets	Chief Risk Officer (Santander USDirector General (Banco Santander S.A.(Spain))	Director	None	Chief Risk Officer Santander Bank N.A., Santander Holdings USA. Director of Banco Santander International, Inc., Santander Consumer, USA, Santander Bank, N.A. Santander Holdings USA, Santander Investment Securities, Inc. Santander US Advisory Board.	None	None	None
Victor Arbulu, Rome, Italy	Consultant	Director	Director (Banco Santander Puerto Rico)	Consultant,Director of Banco Santander Chile and Banco Santander Perú y Banco Santander Panamá	None	None	None
Roberto H. Valentín, San Juan, Puerto Rico	Private Investor	Director	Director (Banco Santander Puerto Rico)	Private Investor	None	None	None
Eva Rodriguez, Guaynabo,, Puerto Rico	N/A	Chief Compliance Officer	Chief Compliance Officer (Banco Santander Puerto Rico)	None	None	None	None
Justo Muñoz, San Juan, Puerto Rico	N/A	Executive Vice President	Executive Vice President and Chief Credit Officer (Banco Santander Puerto Rico)	Director and President of Santander Financial Services, Inc. Director of Santander Overseas Bank, Inc.	None	None	None

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(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

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Fredy Molfino, San Juan, Puerto Rico	N/A	President and Chief Executive Officer	Director, President and Chief Executive Officer (Banco Santander Puerto Rico). Director (Santander Insurance Agency Inc.)	Director of Santander Financial Services Inc., Santander Overseas Bank, Inc., Universia Puerto Rico, Inc., Member of Administration Committee of Santander Asset Management Inc.	None	None	None
Alejandro Guzman, San Juan, Puerto Rico	N/A	Chief Accounting Officer	Chief Accounting Officer (Banco Santander Puerto Rico) and Director (Santander Insurance Agency, Inc.)	Director (Santander Financial Services, Inc. and Santander Overseas Bank, Inc.)	None	None	None
José Santoni Gordon, San Juan, Puerto Rico	N/A	Chief Risk Officer	First Senior Vice President and Chief Risk Officer (Banco Santander Puerto Rico)	N/A	None	None	None
Rafael S. Bonilla, Esq., San Juan, Puerto Rico	N/A	General Counsel and Secretary of the Board of Directors	Senior Vice President, General Counsel and Secretary of the Board of Directors (Banco Santander Puerto Rico), Director and Secretary of the Board (Santander Insurance Agency, Inc.)	Director and Secretary of the Board (BST International Bank,Santander Overseas Bank and SAM Puerto Rico Holdings, Inc.) and Secretary of the Board (Santander Financial Services, Inc., Universia Puerto Rico Inc.) Secretary of Santander Securities LLC, and Santander Asset Management LLC	None	None	None

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(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

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Rogerio Leal, San Juan, Puerto Rico	N/A	Executive Officer	Retail Banking Director (Banco Santander Puerto Rico), Director (Santander Insurance Agency, Inc.)	N/A	None	None	None
Antonio Martinez, San Juan, Puerto Rico	N/A	Executive Officer	Internal Audit Director (Banco Santander Puerto Rico)	N/A	None	None	None
Roxanne Rodriguez, San Juan, Puerto Rico	N/A	Executive Officer	Director and President (Santander Insurance Agency, Inc.)	N/A	None	None	Big Step Corp. (100%)
Carmen A. Cedeño, Cabo Rojo, Puerto Rico	N/A	Executive Officer	Branch Network Director (Banco Santander Puerto Rico)	N/A	None	None	None
Criselyris Melendez, San Juan, Puerto Rico	N/A	Executive Officer	Human Resources Director (Banco Santander Puerto Rico)	N/A	None	None	None
Javier Caceres, San Juan, Puerto Rico	N/A	Executive Officer	Operations,and Technology Director (Banco Santander Puerto Rico)	Director (Santander Financial Services, Inc.)	None	None	None
Manuel Aya, Guaynabo, Puerto Rico	N/A	Treasurer	Treasurer (Banco Santander Puerto Rico)	Director (Santander Overseas Bank)	None	None	Wallylama, LLC(100%)
Fernando Batlle, San Juan, Puerto Rico	N/A	Executive Officer	President, Chief Executive Officer and Member of Administration Committee (Santander Securities LLC)	Director (First Puerto Rico Family of Funds) Member of Administration Committee of Santander Asset Management LLC	None	None	None

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Lilian Diaz, Guaynabo, Puerto Rico	N/A	Executive Officer	Institutional and Corporate Banking Director (Banco Santander Puerto Rico)	Director (Santander Overseas Bank)	None	None	Vinos Seleccion, Inc. (100%)
Ingrid Schmidt, Guaynabo, Puerto Rico	N/A	Executive Officer	Mortgage Banking Director (Banco Santander Puerto Rico)	N/A	None	None	None