

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, **Scott Powell**

Name of the Holding Company Director and Official

President, Chief Executive Officer and 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

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 **3981856**
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Santander Holdings USA, Inc.

Legal Title of Holding Company

75 State Street

(Mailing Address of the Holding Company) Street / P.O. Box

Boston

MA

02109

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Gerard Chamberlain

Deputy General Counsel

Name

Title

617-346-7322

Area Code / Phone Number / Extension

617-757-5657

Area Code / FAX Number

gchamber@santander.us

E-mail Address

www.santanderbank.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:
Information in Columns 4(b) and 4(c) as identified
- ☒ 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box CityStateZip Code Physical Location (if different from mailing address)	Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box CityStateZip Code Physical Location (if different from mailing address)
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Report Item 1

Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2014

Report Item 1. Annual Report to Shareholders: N/A

Report Item 2a

Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2014

Report Item 2a. Organizational Chart (See Below)

(1) Santander Holdings USA, Inc.
Boston, MA – voting equity, 100%
Incorporated in Virginia

✓(2) Independence Community Bank Corp.
Brooklyn, NY – voting equity, 100%
Incorporated in Delaware

(3) Meridian Capital Group, LLC
Brooklyn, NY – non-managing member (“NMM”), 9.9% (not reportable on the FR Y-10) ✓
Incorporated in Delaware

(3) Santander Bank, National Association ✓
Wilmington, DE – voting equity, 19% [*Santander Holdings USA, Inc. owns 80%*]
Incorporated – Federal Charter

(2) Santander Bank, National Association
Wilmington, DE – voting equity, 80% [*Independence Community Bank Corp. owns 19%*]
Incorporated – Federal Charter

(3) Capital Street Delaware LP
Wilmington, DE – limited partner (“LP”), 99% [*Sovereign REIT Holdings, Inc. – general partner (“GP”) and LP, 1%*]
Incorporated in Delaware

✓(4) Capital Street REIT Holdings, LLC
Wilmington, DE – managing member (“MM”), 100%
Incorporated in Delaware

✓(5) Capital Street S.A.
Luxembourg, Luxembourg – 10,000 Class B preferred equity certificates
Incorporated in Luxembourg

✓(3) Capital Street Holdings, LLC ✓
Wilmington, DE – MM, 100%
Incorporated in Delaware

✓(4) Capital Street S.A. ✓
Luxembourg, Luxembourg – 2,500 Class C preferred equity certificates, 2,500 Class A common voting
shares, 2,500 Class C common voting shares, 100 Class D nonvoting preferred shares
Incorporated in Luxembourg

✓(3) Independence Community Commercial Reinvestment Corp.
Wilmington, DE – voting equity, 100%
Incorporated in Delaware

✓(3) PBE Companies, LLC
Wilmington, DE – MM, 100%
Incorporated in Delaware

✓(3) Punta Lima, LLC
Boston, MA – MM, 100%
Incorporated in Delaware

✓(3) SOV APEX LLC
Wilmington, DE – MM, 100%
Incorporated in Delaware

- ~~(3)~~ Sovereign Community Development Company
Wilmington, DE – voting equity, 100%
Incorporated in Delaware
- ~~(3)~~ Santander Leasing, LLC
Wilmington, DE – MM, 100%
Incorporated in Delaware
- ~~(3)~~ Sovereign Precious Metals, LLC
Wyomissing, PA – MM, 100%
Incorporated in Pennsylvania
- ~~(3)~~ Sovereign REIT Holdings, Inc.
Wilmington, DE – voting equity, 100%
Incorporated in Delaware
- ~~(4)~~ Sovereign Real Estate Investment Trust
Wilmington, DE – voting equity, 100%
Incorporated in Delaware
- ~~(4)~~ Capital Street Delaware LP
Wilmington, DE – GP and LP, 1% [~~Santander Bank, National Association~~ – LP, 99%]
Incorporated in Delaware
- (5) Capital Street REIT Holdings, LLC
Wilmington, DE – MM, 100%
Incorporated in Delaware
- (6) Capital Street S.A.
Luxembourg, Luxembourg – 10,000 Class B preferred equity certificates
Incorporated in Luxembourg

- ✓(3) Santander Bank Foundation
Wyomissing, PA – Other Interest (otherwise controlled)
Incorporated in Pennsylvania
- ✓(3) Santander Finance 2012-1 LLC
Boston, MA – MM, 100%
Incorporated in Delaware
- (4) Sovereign Lease Holdings, LLC
Boston, MA – NMM, 1% [*Santander Bank, National Association – MM, 99%*]
Incorporated in Delaware
- (5) Shiloh III Wind Project, LLC
Boston, MA – MM, 100%
Incorporated in Delaware
- ✓(3) Sovereign Lease Holdings, LLC
Boston, MA – MM, 99% [*Santander Finance 2012-1 LLC – NMM, 1%*]
Incorporated in Delaware
- (4) Shiloh III Wind Project, LLC
Boston, MA – MM, 100%
Incorporated in Delaware
- ✓(2) Santander Consumer USA Holdings Inc.
Dallas, TX – voting equity, 60% ✓
Incorporated in Delaware
- ✓(3) Santander Consumer USA Inc.
Dallas, TX – voting equity, 100%
Incorporated in Illinois

✓(4) Chrysler Capital Auto Receivables Trust 2013-A
Dallas, TX – voting equity, 100%✓
Incorporated in Delaware ✓

✓(4) Chrysler Capital Auto Receivables Trust 2013-B
Dallas, TX – voting equity, 100%✓
Incorporated in Delaware✓

(4)✓ Chrysler Capital Auto Receivables Trust 2014-A
Dallas, TX – voting equity, 100%✓
Incorporated in Delaware✓

(4)✓ Chrysler Capital Auto Receivables Trust 2014-B
Dallas, TX – voting equity, 100%✓
✓Incorporated in Delaware

✓(4)✓ CCAP Auto Lease Ltd.
Dallas, TX – voting equity, ~~100%~~
Incorporated in Delaware

✓(4)✓ Chrysler Capital Auto Receivables LLC
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware

✓(4)✓ Chrysler Capital Master Auto Receivables Funding LLC
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware✓

✓(4)✓ Drive Residual Holdings GP LLC
Dallas, TX – MM, 100%
Incorporated in Delaware

(5) Drive Residual Holdings LP
Dallas, TX – GP, 1% [*Santander Consumer USA Inc. – LP, 99%*]
Incorporated in Delaware

~~(4)~~ Drive Residual Holdings LP
Dallas, TX – LP, 99% [*Drive Residual Holdings GP LLC – GP, 1%*]
Incorporated in Delaware

~~(4)~~ Santander Consumer Receivables Funding LLC
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware

~~(4)~~ Santander Consumer Auto Receivables Funding 2011-A LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓

~~(4)~~ Santander Consumer Auto Receivables Funding 2013-B1 LLC /
Dallas, TX – MM, 100%
Incorporated in Delaware

~~(4)~~ Santander Consumer Auto Receivables Funding 2013-B2 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓

~~(4)~~ Santander Consumer Auto Receivables Funding 2013-B3 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware

~~(4)~~ Santander Consumer Auto Receivables Funding 2013-L1 LLC
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-B1 LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware ✓

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-B2 LLC
Dallas, TX – ~~MM~~ 100%
Incorporated in Delaware

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-B3 LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-B4 LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-B5 LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware ✓

~~(4)~~ ✓ Santander Consumer Auto Receivables Funding 2014-L1 LLC
Dallas, TX – ~~MM~~ 100%
Incorporated in Delaware ✓

~~(4)~~ ✓ Santander Consumer Captive Auto Funding LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware

~~(4)~~ ✓ Santander Consumer Captive Auto Funding 5 LLC
Dallas, TX – ~~(MM)~~ 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Credit Funding 1 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Credit Funding 2 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer ABS Funding 1 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer ABS Funding 2 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Funding 3 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Funding 5 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Receivables 3 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

(4) ~~Santander Consumer Receivables 4 LLC~~
Dallas, TX - ~~MM~~, 100%
Incorporated in Delaware ✓

- ~~(4)~~ Santander Consumer Receivables 7 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Consumer Receivables 9 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Consumer Receivables 10 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Consumer Receivables 11 LLC /
Dallas, TX – ~~MM~~, 100%
Incorporated in Delaware ✓
- (4) ✓ Franklin Acquisition Funding LLC
Dallas, TX – MM, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Drive Auto Receivables LLC
Dallas, TX – MM, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Drive Auto Receivables Trust 2010-3 /
Dallas, TX – voting equity, 100%
Incorporated in Delaware ✓
- ~~(4)~~ Santander Drive Auto Receivables Trust 2010-B /
Dallas, TX – voting equity, 100%
Incorporated in Delaware ✓

~~(4)~~ Santander Drive Auto Receivables Trust 2011-1
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

~~(4)~~ Santander Drive Auto Receivables Trust 2011-2 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware

~~(4)~~ Santander Drive Auto Receivables Trust 2011-3 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

~~(4)~~ Santander Drive Auto Receivables Trust 2011-4 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

~~(4)~~ Santander Drive Auto Receivables Trust 2012-1 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

~~(4)~~ Santander Drive Auto Receivables Trust 2012-2 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

(4) Santander Drive Auto Receivables Trust 2012-3 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

(4) Santander Drive Auto Receivables Trust 2012-4 ✓
Dallas, TX – voting equity, 100% ✓
Incorporated in Delaware ✓

- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2012-5 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2012-6 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2012-A ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2013-A ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2013-1 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2013-2 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2013-3 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) ~~(4)~~ Santander Drive Auto Receivables Trust 2013-4 ✓
✓ Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2013-5
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S1
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S2
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S3
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S4
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S5
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-S6
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) ✓ Santander Drive Auto Receivables Trust 2014-1
Dallas, TX – voting equity, 100%
Incorporated in Delaware

~~(4)~~ Santander Drive Auto Receivables Trust 2014-2
Dallas, TX – voting equity, 100%
Incorporated in Delaware

~~(4)~~ Santander Drive Auto Receivables Trust 2014-3
Dallas, TX – voting equity, 100%
Incorporated in Delaware

~~(4)~~ Santander Drive Auto Receivables Trust 2014-4
Dallas, TX – voting equity, 100%
Incorporated in Delaware

~~(4)~~ Santander Drive Auto Receivables Trust 2014-5
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Consumer USA Inc. Foundation
Dallas, TX – Other Interest (otherwise controlled)
Incorporated in Texas

~~(4)~~ SIAF LLC
Dallas, TX – MM, 100%
Incorporated in Delaware

✓(2) Santander Insurance Agency, U.S., LLC
Boston, MA – MM, 100%
Incorporated in Massachusetts

✓(2) Sovereign Capital Trust IX
Wilmington, DE – voting equity, 100%
Incorporated in Delaware

- ✓(2) Sovereign Capital Trust VI
Newark, DE – voting equity, 100% ✓
Incorporated in Delaware ✓
- ✓(2) Sovereign Delaware Investment Corporation ✓
Wilmington, DE – voting equity, 100% ✓
Incorporated in Delaware ✓
- ✓(2) Waypoint Insurance Group, Inc. ✓
York, PA – voting equity, 100% ✓
Incorporated in Pennsylvania
- ✓(3) Synergy Abstract, LP ✓
Reading, PA – LP, 70%
Incorporated in Pennsylvania

Report Item 2b. Branch Reconciliation Form (See Attached). Domestic branch listing provided to the Federal Reserve Bank.

Report Item 2b

Report Item 3

Report Item 3:**Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014****Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)**

Current securities holders with ownership, control or holdings of 8% or more with power to vote as of fiscal year ending 12-31-2014				Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 8% or more with power to vote during the fiscal year ending 12-31-2014		
(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	530,391,043 common shares representing 100% of the outstanding common shares and the same percentage with the power to vote		N/A	N/A	N/A

Santander Holdings USA, Inc (Item 3: Securities Holders)

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2014

Report Item 4: Public Copy

Report Item 4:

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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 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	100%	N/A	N/A
Jose Antonio Alvarez Madrid, Spain	Chief Executive Officer (Banco Santander, S.A.)	Director	N/A	Board Member (Banco Santander, S.A., Banco Santander (Brasil) S.A., Bank Zachodni WBK S.A., Santander de Titulización, SGFT, S.A. and SAM Investment Holdings Limited	N/A	N/A	N/A
Roman Blanco Reinos Boston, Massachusetts, USA	N/A	Director, President and Chief Executive Officer	Director (Santander Consumer Holdings Inc., Santander Consumer USA Inc., Santander Bank, N.A.), President and Chief Executive Officer of Santander Bank, N.A.	Vice Chairman of the Board of Directors (Santander BankCorp, Banco Santander Puerto Rico), Director (Santander Investment Securities Inc., Universia Puerto Rico)	N/A	N/A	
Gonzalo de Las Heras New York, New York, USA	N/A	Director	Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., and Santander Bank, N.A.)	Chairman of the Board (Santander BankCorp, Banco Santander International, Banco Santander Bahamas International Limited, and Banco Santander (Suise)S.A.); Director (Banco Santander Puerto Rico)	N/A	N/A	N/A

2015
* attached new Director, President + CEO
Scott Powell

Form FRY-8

Report Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3) Title & Position with Holding Company	(4) Title & Position with Other Businesses (include names of businesses)	(5) Percentage of Voting Shares in Holding Company	(6) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(7) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Thomas Dandon Boston, Massachusetts, USA	Chief Executive Officer (Santander Consumer Holdings USA Inc.)	Director	Chairman of the Board of Directors, Chief Executive Officer, (Santander Consumer USA Inc.); Director of the companies in footnote	N/A	Santander Consumer USA Holdings Inc. (11%)	[REDACTED]
Stephen A. Fenlon Boston, Massachusetts, USA	N/A	Director	Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)	N/A	N/A	N/A

[illegible]

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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)
Jose Maria Fuster Van / Berdegarm Madrid, Spain	Managing Director of Technology and Operations (Banco Santander, S.A.)	Director	N/A	Board Member (Portal Universia, S.A., Santander UK plc, Ingenieria de Software Bancario, S.L., Santander Consumer Holding GmbH, Santander UK Group Holdings Limited, Gestora Patrimonial Calle Francisco Sancho 12, S.L., Sisterna 4B, S.L., and Grupo Korredanet, S.L.)	N/A	N/A	N/A
Juan Guillard Marin x Madrid, Spain	Head of Internal Audit Division (Banco Santander, S.A.)	Director	Director (Santander Bank, N.A.)	Board Member (Santander Consumer Bank AG, Santander Consumer Holding GmbH)	N/A	N/A	N/A
John P. Hamill ✓ Boston, Massachusetts, USA	N/A	Director	Director (Santander Bank, N.A.)	Chairman of the Board of Advisors (Boston College Carroll School of Management, College of the Holy Cross), Advisory Board Member (Salvation Army), Overseer (Boston Symphony Orchestra)	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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)
Marian Heard Boston, Massachusetts, USA ✓	President and Chief Executive Officer of Oxen Hill Partners	Director	Director (Santander Bank, N.A.)	Trustee (Dana Farber Cancer Institute), Director and Vice Chairman (MENTOR/national), Director (Points of Light Institute), President and CEO Oxen Hill Partners	N/A	N/A	
T. Timothy Ryan, Jr. Bai Harbour, FL X	N/A	Chairman of the Board	Chairman of the Board (Santander Bank, N.A.)	Director (Power Financial Corp, Power Corp of Canada, Great West Lifeco Inc.)	N/A	N/A	N/A
Alberto Sanchez New York, New York, USA ✓	Head of Investment Strategy of the U.S. (Banco Santander, S.A.)	Director, US Chief Corporate Development Officer and Senior Executive Vice President	Vice Chairman of the Board (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Santander Bank, N.A.)	Director (Santander Investment Securities, Inc., Brooklyn Academy of Music)	N/A		N/A
Wolfgang Schoellkopf Boston, Massachusetts, USA	N/A	Director	Director (Santander Bank, N.A.)	Director (The Bank of N.T. Butterfield and Sons, Ltd.)	N/A	N/A	N/A
Manuel Soto Serrano Madrid, Spain	N/A	Director	Director (Santander Bank, N.A.)	Director (Santander UK plc, Santander UK Group Holdings Limited, Cartera Industrial, Board of Superintendencia of Istituto per le Opere di Religione; Grupo Lar Inversiones Inmobiliarias)	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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)
Carmen Briongos Boston, Massachusetts, USA	N/A	Managing Director of Human Resources and Organizational Efficiency and Senior Executive Vice President	N/A	N/A	N/A	N/A	N/A
Maria Calero Boston, Massachusetts, USA	N/A	Chief Compliance Officer, Managing Director of the 4R Project Office and Executive Vice President	N/A	Director (Santander Insurance Agency Inc., Santander Financial Services, Inc., Santander Overseas Bank, Inc., Universia Puerto Rico, Inc., BST International Bank, Inc.)	N/A	N/A	[REDACTED]
John Conston Boston, Massachusetts, USA	N/A	Chief Risk Officer and Senior Executive Vice President	Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)	N/A	N/A	N/A	N/A
Alfonso de Castro Boston, Massachusetts, USA	N/A	Chief Credit Officer and Senior Executive Vice President	N/A	Director (Santander Lease, S.A., E.F.C.)	N/A	N/A	N/A
Peter Greiff Boston, Massachusetts, USA	N/A	Head of Communications and Corporate Affairs and Senior Vice President	Director and President (Santander Bank Foundation)	N/A	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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)
Christopher K. Pfirman Boston, Massachusetts, USA	N/A	General Counsel, Assistant Secretary and Senior Executive Vice President	General Counsel, Assistant Secretary and Senior Executive Vice President (Santander Bank, N.A.); Assistant Secretary (Independence Community Commercial Realinvestment Corp.; Sovereign Community Development Company,); Assistant Secretary and Assistant Vice President (SOV APEX LLC; Sovereign Delaware Investment Corporation; Sovereign REIT Holdings, Inc.); Secretary (Independence Community Bank Corp.); Secretary and Senior Vice President (Santander Leasing, LLC)	N/A	N/A	N/A	N/A
Gerald Plush Boston, Massachusetts, USA	N/A	Chief Financial Officer and Senior Executive Vice President	Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)	N/A	N/A	N/A	N/A
Juan Guillermo Sabater Maroto Boston, Massachusetts, USA	N/A	Comptroller and Senior Executive Vice President	Director and President (Independence Community Bank Corp.); Vice President (SOV APEX LLC; Sovereign Delaware Investment Corporation, Sovereign REIT Holdings, Inc.); Administrative Trustee (Sovereign Real Estate Investment Trust)	N/A	N/A		N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2014

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)
Julio Somoza Boston, Massachusetts, USA	N/A	Managing Director of Technology and Operations and Senior Executive Vice President	N/A	N/A	N/A	N/A	N/A