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.

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
Director, President and Chief Executive Officer
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
March 23, 2016

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

RSID: 398856

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' 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 Sr. 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.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>City</td>
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<tr>
<td>Physical Location (if different from mailing address)</td>
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</tbody>
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Report Item 1
Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2015

Report Item 1. Annual Report to Shareholders: N/A
Report Item 2a
Report Item 1: N/A

Report Item 2a. Organizational Chart (See Below)

1) Santander Holdings USA, Inc.
   LEI – N/A
   Boston, MA – voting equity, 100%
   Incorporated in Virginia

2) Independence Community Bank Corp.
   LEI – N/A
   Brooklyn, NY – voting equity, 100%
   Incorporated in Delaware

3) Santander Bank, National Association
   LEI – TR24TWEY5RVRQV65HD49
   Wilmington, DE – voting equity, 19% [Santander Holdings USA, Inc. owns 80%]
   Incorporated – Federal Charter

2) Santander Bank, National Association
   LEI – TR24TWEY5RVRQV65HD49
   Wilmington, DE – voting equity, 80% [Independence Community Bank Corp. owns 19%]
   Incorporated – Federal Charter

3) Capital Street Delaware LP
   LEI – N/A
   Wilmington, DE – LP, 99% [Sovereign REIT Holdings, Inc. – GP and LP, 1%]
   Incorporated in Delaware
(4) Capital Street REIT Holdings, LLC
    LEI - N/A
    Wilmington, DE - MM, 100%
    Incorporated in Delaware

(5) Capital Street S.A.
    LEI - N/A
    Luxembourg, Luxembourg - 10,000 Class B preferred equity certificates
    Incorporated in Luxembourg

(3) Capital Street Holdings, LLC
    LEI - N/A
    Wilmington, DE - MM, 100%
    Incorporated in Delaware

(4) Capital Street S.A.
    LEI - N/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.
    LEI - N/A
    Wilmington, DE - voting equity, 100%
    Incorporated in Delaware

(3) PBE Companies, LLC
    LEI - N/A
    Wilmington, DE - MM, 100%
    Incorporated in Delaware
(3) Punta Lima, LLC
LEI – N/A
Boston, MA – MM, 100%
Incorporated in Delaware

(3) SOV APEX LLC
LEI – N/A
Wilmington, DE – MM, 100%
Incorporated in Delaware

(3) Sovereign Community Development Company
LEI – N/A
Wilmington, DE – voting equity, 100%
Incorporated in Delaware

(3) Santander Leasing, LLC
LEI – N/A
Wilmington, DE – MM, 100%
Incorporated in Delaware

(3) Sovereign Precious Metals, LLC
LEI – N/A
Wyomissing, PA – MM, 100%
Incorporated in Pennsylvania

(3) Sovereign REIT Holdings, Inc.
LEI – N/A
Wilmington, DE – voting equity, 100%
Incorporated in Delaware
(4) Sovereign Real Estate Investment Trust  
LEI – N/A  
Wilmington, DE – voting equity, 100%  
Incorporated in Delaware

(4) Capital Street Delaware LP  
LEI – N/A  
Wilmington, DE – GP and LP, 1% [Santander Bank, National Association – LP, 99%]  
Incorporated in Delaware

(5) Capital Street REIT Holdings, LLC  
LEI – N/A  
Wilmington, DE – MM, 100%  
Incorporated in Delaware

(6) Capital Street S.A.  
LEI – N/A  
Luxembourg, Luxembourg – 10,000 Class B preferred equity certificates  
Incorporated in Luxembourg

(3) Santander Bank Foundation  
LEI – N/A  
Wyomissing, PA – Other Interest  
Incorporated in Pennsylvania

(3) Santander Finance 2012-1 LLC  
LEI – N/A  
Boston, MA – MM, 100%  
Incorporated in Delaware
(4) Sovereign Lease Holdings, LLC
LEI – N/A
Boston, MA – NMM, 1% [Santander Bank, National Association – MM, 99%]
Incorporated in Delaware

(5) Shiloh III Wind Project, LLC
LEI – N/A
Boston, MA – MM, 100%
Incorporated in Delaware

(3) Sovereign Lease Holdings, LLC
LEI – N/A
Boston, MA – MM, 99% [Santander Finance 2012-1 LLC – NMM, 1%]
Incorporated in Delaware

(4) Shiloh III Wind Project, LLC
LEI – N/A
Boston, MA – MM, 100%
Incorporated in Delaware

(2) Santander Consumer USA Holdings Inc.
LEI – N/A
Dallas, TX – voting equity, 58%
Incorporated in Delaware

(3) Santander Consumer USA Inc.
LEI – 549300CKTOSVCXZTTR71
Dallas, TX – voting equity, 100%
Incorporated in Illinois
(4) Chrysler Capital Auto Receivables Trust 2013-A
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

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

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

(4) Chrysler Capital Auto Receivables Trust 2015-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Chrysler Capital Auto Receivables Trust 2015-B
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) CCAP Auto Lease Ltd.
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Chrysler Capital Auto Receivables LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Chrysler Capital Master Auto Receivables Funding LLC
LEI – 549300V0ELY93U08VM58
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Chrysler Capital Master Auto Receivables Funding 2 LLC
LEI – 549300S428SJR852IV52
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Drive Auto Receivables Trust 2015-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Drive Auto Receivables Trust 2015-B
LEI – 549300I6T3214NYWF543
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Drive Auto Receivables Trust 2015-C
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Drive Auto Receivables Trust 2015-D
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Consumer Receivables Funding LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2011-A LLC
LEI – 549300EVPNTP1B70C1888
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2013-B1 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2013-B2 LLC
LEI – 549300C59U4HMQE58U66
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer Auto Receivables Funding 2013-B3 LLC  
LEI – 549300D409TL86RTMI74  
Dallas, TX – NMM, 100%  
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2013-L1 LLC  
LEI – 549300O1IPF70095LG45  
Dallas, TX – NMM, 100%  
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2014-B1 LLC  
LEI – N/A  
Dallas, TX – NMM, 100%  
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2014-B2 LLC  
LEI – N/A  
Dallas, TX – NMM, 100%  
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2014-B3 LLC  
LEI – N/A  
Dallas, TX – NMM, 100%  
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2014-B4 LLC  
LEI – N/A  
Dallas, TX – NMM, 100%  
Incorporated in Delaware
(4) Santander Consumer Auto Receivables Funding 2014-B5 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2014-L1 LLC
LEI – 5493005DMZ6JUGER1R88
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2015-L1 LLC
LEI – 549300H2IOFF3AW4DE63
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2015-L2 LLC
LEI – 549300V8AV4GOF37UI09
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2015-L3 LLC
LEI – 549300KUQMF39Q8O3C84
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2015-L4 LLC
LEI – 5493001WX364GPCN4482
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer Captive Auto Funding LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Captive Auto Funding 5 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Credit Funding 1 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Credit Funding 3 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer ABS Funding 1 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer ABS Funding 2 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer ABS Funding 3 LLC
LEI – 549300Z683KEJ8WNM518
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Funding 3 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Funding 5 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Receivables 3 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Receivables 7 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Receivables 9 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer Receivables 10 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Receivables 11 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2011-3
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2011-4
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2012-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Drive Auto Receivables Trust 2012-2
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

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

(4) Santander Drive Auto Receivables Trust 2012-5
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2012-6
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2012-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Drive Auto Receivables Trust 2013-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2013-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2013-2
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2013-3
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2013-4
LEI – 549300ST4K202P38IS08
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2013-5
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Drive Auto Receivables Trust 2014-S1
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

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

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

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

(4) Santander Drive Auto Receivables Trust 2014-S6
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Drive Auto Receivables Trust 2014-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

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

(4) Santander Drive Auto Receivables Trust 2014-4
LEI – 549300DU4YUH6HNZ1N98
Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

(4) Santander Drive Auto Receivables Trust 2015-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Drive Auto Receivables Trust 2015-2
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-3
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-4
LEI – 549300GZMOJI10UAGZ40
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-5
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S2
LEI – N/A
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Incorporated in Delaware
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   LEI – N/A
   Dallas, TX – voting equity, 100%
   Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S4
   LEI – N/A
   Dallas, TX – voting equity, 100%
   Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S5
   LEI – N/A
   Dallas, TX – voting equity, 100%
   Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S6
   LEI – N/A
   Dallas, TX – voting equity, 100%
   Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S7
   LEI – N/A
   Dallas, TX – voting equity, 100%
   Incorporated in Delaware

(4) Santander Revolving Asset Funding 1 LLC
   LEI – N/A
   Dallas, TX – NMM, 100%
   Incorporated in Delaware
(4) SIAF LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

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

(2) Sovereign Capital Trust IX
LEI – N/A
Wilmington, DE – voting equity, 100%
Incorporated in Delaware

(2) Sovereign Capital Trust VI
LEI – N/A
Newark, DE – voting equity, 100%
Incorporated in Delaware

(2) Sovereign Delaware Investment Corporation
LEI – N/A
Wilmington, DE – voting equity, 100%
Incorporated in Delaware

(2) Waypoint Insurance Group, Inc.
LEI – N/A
York, PA – voting equity, 100%
Incorporated in Pennsylvania
Report Item 2b. Branch Reconciliation Form (See Attached). Domestic branch listing provided to the Federal Reserve Bank.
Report Item 2b
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<th>Branch Service Type</th>
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<th>Zip Code</th>
<th>County</th>
<th>State</th>
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<th>Head Office</th>
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*Change Street Address to 1000 NORTHEAST RD 19201*
Report Item 3
Report Item 3: Securities holders (1)(a)(b)(c) and 2(a)(b)(c)

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<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
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<td>Spain</td>
<td>530,391,043 common shares representing 100% of the outstanding common shares and the same percentage with the power to vote</td>
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Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2015
Report Item 4: Public Copy
Report Item 4:

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2015

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

<table>
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<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Other Businesses (Include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>(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)</th>
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<tr>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>100%</td>
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<tr>
<td>Stephen Ferriss Boston, Massachusetts, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)</td>
<td>Board Member (Management Consulting Group, plc, Santander Bancorp, Banco Santander Puerto Rico)</td>
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<td>N/A</td>
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<tr>
<td>Alan Fishman Boston, Massachusetts, USA</td>
<td>Chairman (Ladder Capital Corp)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>Chairman (Ladder Capital Corp, Brooklyn Academy of Music, Brooklyn Community Foundation)</td>
<td>N/A</td>
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<tr>
<td>Juan Gutierrez Marin Madrid, Spain</td>
<td>Head of Internal Audit Division (Banco Santander, S.A.)</td>
<td>Director</td>
<td>N/A</td>
<td>Director (Santander Consumer Bank AG, Santander Consumer Holding GmbH) Head of Internal Audit Division (Banco Santander, S.A.)</td>
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<td>Thomas Johnson, Boston, Massachusetts, USA</td>
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<td>Director (Allegany Corp.)</td>
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<tr>
<td>Catherine Keating, Boston, Massachusetts, USA</td>
<td>President and Chief Executive Officer (Commonfund)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>President and Chief Executive Officer (Commonfund)</td>
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## Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

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<th>(4)(b) 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)</th>
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<tbody>
<tr>
<td>Jason Kulas</td>
<td>Chief Executive Officer of Santander Consumer USA Holdings Inc. and Santander Consumer USA Inc.</td>
<td>Director</td>
<td>Director and Chief Executive Officer (Santander Consumer USA Holdings Inc. and Santander Consumer USA Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>Santander Consumer USA Holdings Inc. (0.0005%)</td>
</tr>
</tbody>
</table>

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### Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2015

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

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(b) Percentage of Voting Shares in Other Companies (includes partnerships if 25% or more of voting securities are held)</th>
<th>(4)(c) List names of other companies and percentage of voting securities held</th>
</tr>
</thead>
</table>
| **Javier Maldonado Trinchent**
Madrid, Spain | Global Head of Cost Control (Banco Santander, S.A.) | Vice Chairman of the Board | Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.) | Director (Banco Santander Puerto Rico, Producab Servicios Informaticos Generales, S.L., Santander Investment Securities Inc., Ingenieria de Software Bancario, S.L., Santander Bancorp, Geoban, S.A., Saudi Hollandi Bank) Global Head of Cost Control (Banco Santander, S.A.) | N/A | N/A | N/A |
| **Victor Mataranz**
Madrid, Spain | Senior Executive Vice President, Director of Strategy, Director of the Executive Chairman's Office (Banco Santander, S.A.) | Director | Director (Santander Bank, N.A.) | Senior Executive Vice President, Director of Strategy, Director of the Executive Chairman's Office (Banco Santander, S.A.) Director (Santander Fintech Limited) | N/A | N/A | N/A |
| **Juan Olezioza**
London, United Kingdom | Chief Operating Officer (Santander UK plc) | Director | Director (Santander Bank, N.A., Santander Insurance Services UK Ltd, Visa Europe Limited) | Director (Santander Cards UK Limited, Santander Fintech Limited, Syntheo Limited) Chief Operating Officer (Santander UK plc) | N/A | N/A | N/A |
| **Scott Powell**
Boston, Massachusetts, USA | N/A | Director, President and Chief Executive Officer | Director, President and Chief Executive Officer (Santander Bank, N.A.) | Director (The Phipps House, The End Fund) | N/A | N/A | N/A |
### Report Item 4: Insiders
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<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>T. Timothy Ryan, Jr.</td>
<td>N/A</td>
<td>Chairman of the Board (Santander</td>
<td>Director (Power Financial Corp, Power Corp of Canada,</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts, USA</td>
<td></td>
<td>Bank, N.A.)</td>
<td>Great West LifeCo Inc.)</td>
<td></td>
</tr>
<tr>
<td>Wolfgang Schoekopf</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard Spillenkotthen</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kenneth Goldman</td>
<td>N/A</td>
<td>Chief Accounting Officer and Executive Vice President</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Brian Gunn</td>
<td>N/A</td>
<td>Chief Risk Officer and Senior Executive Vice President</td>
<td>Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Chief Risk Officer and Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>N/A</td>
</tr>
</tbody>
</table>
# Form FRY-6

Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2015

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

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<th>(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)</th>
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<tbody>
<tr>
<td>Michael Lipsitz, Boston, Massachusetts, USA</td>
<td>N/A</td>
<td>Chief Legal Officer and Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Gerald Plush, Boston, Massachusetts, USA</td>
<td>N/A</td>
<td>Chief Financial Officer and Senior Executive Vice President</td>
<td>Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.), Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>Director (Federal Home Loan Bank of Pittsburgh)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Julio Somoza, Boston, Massachusetts, USA</td>
<td>N/A</td>
<td>Managing Director of Technology and Operations and Senior Executive Vice President</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Christel Sulpcio, Boston, Massachusetts, USA</td>
<td>N/A</td>
<td>Director of Change Management and Senior Executive Vice President</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>