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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3106(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611(a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or an LLC, see the General Instructions for the authorized individual who must sign the report.

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 15, 2017

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
R USSD ID: 3981856
C.I:

Is confidential treatment requested for any portion of this report submission? ☐ 0=No 1=Yes 1

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report. ☐

2. a letter justifying this request has been provided separately. ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
Month / Day / Year
549300SMVC7ON2POO6158
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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
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>Santander BanCorp</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>P.O. Box 362589</td>
</tr>
<tr>
<td></td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>San Juan</td>
<td>Puerto Rico 00936-2589</td>
</tr>
<tr>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td>207 Ponce de Leon Ave, San Juan, Puerto Rico 00917</td>
<td>Physical Location (if different from mailing address)</td>
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<td>Physical Location (if different from mailing address)</td>
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12/2012
Report Item 1. Annual Report to Shareholders:

- Santander Holdings USA, Inc.: Not applicable
- Santander BanCorp: Not applicable
Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2016

Report Item 2a
Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2016

Report Item 2a. Organizational Chart (See Below)

(1) Santander Holdings USA, Inc.
 LEI – 549300SMVCQN2PO06158
 Boston, MA – voting equity, 100%
 Incorporated in Virginia

(2) Banco Santander International
 LEI – 549300WBCQHX42LBGI20
 Miami, FL – voting equity, 100%
 Incorporated in Florida

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

(3) Santander Bank, National Association
 LEI – TR24TWEY5RVRQV65HID49
 Wilmington, DE – voting equity, 19% [Santander Holdings USA, Inc. owns 80%]
 Incorporated – Federal Charter

(2) Santander BanCorp
 LEI – 549300CWCCS20I25N084
 San Juan, Puerto Rico – voting equity, 100%
 Incorporated in Puerto Rico
(3) Banco Santander Puerto Rico  
LEI – 549300QO3CMBIN236004  
San Juan, Puerto Rico – voting equity, 100%  
Incorporated in Puerto Rico  

(4) Santander Insurance Agency, Inc.  
LEI – N/A  
San Juan, Puerto Rico – voting equity, 100%  
Incorporated in Puerto Rico  

(2) Santander Bank, National Association  
LEI – TR24TW3Y5RVRQV65HD49  
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 – 549300Q070D6M7G01225
   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 – 549300Z80D4J58W32
   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 – 549300Z80DWV4UEJWN32
  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 – 5493004SHNXEHHZ58X76
  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 Funding I LLC
  LEI – 54930024B0MM0XOJFE25
  Dallas, TX – NMM, 100%
  Incorporated in Delaware

(4) Chrysler Capital Auto Funding II LLC
  LEI – 549300QM0VKL2WL2OS24
  Dallas, TX – NMM, 100%
  Incorporated in Delaware
(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) Chrysler Capital Auto Receivables Trust 2016-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Chrysler Capital Auto Receivables Trust 2016-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 – 549300S428SIR8521V52
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Consumer Lending Receivables LLC
LEI - N/A
Dallas, TX - NMM, 100%
Incorporated in Delaware

(4) Consumer Lending Receivables Trust 2016-A
LEI - N/A
Dallas, TX - voting equity, 100%
Incorporated in Delaware

(4) Consumer Lending Receivables Trust 2016-B
LEI - N/A
Dallas, TX - voting equity, 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 - 54930016T32I4NYWF543
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) Drive Auto Receivables Trust 2016-A
LEI - N/A
Dallas, TX - voting equity, 100%
Incorporated in Delaware

(4) Drive Auto Receivables Trust 2016-B
LEI - N/A
Dallas, TX - voting equity, 100%
Incorporated in Delaware

(4) Drive Auto Receivables Trust 2016-C
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 - 549300EVNTP1B70C1888
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 – 549300D409TL86RTM174
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2013-L1 LLC
LEI – 54930001IPF70095LG45
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 – 549300VDMZ6JUGER1R88
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 – 549300KUQMFB9Q8O3C84
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer Auto Receivables Funding 2015-L4 LLC
LEI – 5493001WX364GPN4482
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-B1 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-B2 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-B3 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-B4 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-L1 LLC
LEI – 549300LQYXZBP0EJ252
Dallas, TX – NMM, 100%
Incorporated in Delaware
(4) Santander Consumer Auto Receivables Funding 2016-L2 LLC
LEI - 549300R80K1S08Q8RE50
Dallas, TX - NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-L3 LLC
LEI - 549300A6M4YQO421EW13
Dallas, TX - NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-L4 LLC
LEI - 549300OXCCVZ92INRP14
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 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 International Puerto Rico, LLC
LEI – N/A
San Juan, PR – NMM, 100%
Incorporated in Puerto Rico

(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 Consumer Receivables 12 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 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-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

18
(4) Santander Drive Auto Receivables Trust 2014-3
LEI – 549300H6OOKA58KH8E88
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2014-4
LEI – 549300DU4YUH6HNZIN98
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
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2015-S3
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 Drive Auto Receivables Trust 2016-1
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2016-2
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(4) Santander Drive Auto Receivables Trust 2016-3
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) Santander Investment Securities, Inc.
LEI – 549300FT36TF8GQFTL08
New York, NY – voting equity, 100%
Incorporated in Delaware

(2) Santander Securities LLC
LEI – N/A
San Juan, PR – MM, 100%
Incorporated in Puerto Rico

(2) Services and Promotions Delaware Corp.
LEI – N/A
Wilmington, DE – voting equity, 100%
Incorporated in Delaware
(3) Services and Promotions Miami LLC
    LEI - N/A
    Miami, FL - MM, 100%
    Incorporated in Florida

(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
<table>
<thead>
<tr>
<th>Branch Name</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>Phone</th>
<th>Fax</th>
<th>URL</th>
<th>Federal ID</th>
<th>Office Name</th>
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<td>Data Action</td>
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<td>State</td>
<td>Zip Code</td>
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<td>Country</td>
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<td>PUERTO RICO</td>
<td>141889</td>
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</tbody>
</table>

**Submissions Procedure**

When you are finished, send a copy to your FRP contact. See the detailed instructions on this site for more information.

If you are enrolling this to your FRP contact, put your institution name, city and state in the subject line of the e-mail.

**Notes:**

- To satisfy the FRP II Interpretation requirement, you must also include FRP II Demographic Schedule for each branch with a Data Action of Change, Close, Delete, or Add. The FRP II report may be submitted in a hardcopy format or online via e-portfolio applications. [https://www2.hhs.gov](https://www2.hhs.gov)

* FOS: UNINC, Office Number, and 10-PAD columns are reference only. Verification of these values is not required.
Report Item 3
(Santander Holdings USA, Inc.)
Report Item 3:

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2016

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

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016</th>
<th>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 12-31-2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country</td>
<td>(2)(a) Name, City, State, Country</td>
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<tr>
<td>(1)(b) Country of Citizenship or Incorporation</td>
<td>(2)(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities</td>
<td>(3)(c) Number and Percentage of Each Class of Voting Securities</td>
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<tr>
<td>Banco Santander, S.A. Boadilla del Monte / Madrid, Spain</td>
<td>538,391,043 common shares, representing 100% of the outstanding common shares and the same percentage with the power to vote</td>
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<tr>
<td>Spain</td>
<td>N/A</td>
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Report Item 3
(Santander BanCorp)
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<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
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<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
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<td>Santander Holdings USA, Inc. Boston, Massachusetts</td>
<td>Virginia, United States</td>
<td>100,000 shares of common stock, representing 100% of the shares outstanding</td>
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Report Item 4: Public Copy
(Santander Holdings USA, Inc.)
### Form FRY-6

**Santander Holdings USA, Inc.**

**Fiscal Year Ending December 31, 2016**

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 Other Businesses (include names of subsidiaries)</th>
<th>(4)(c) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(b) Percentage of Voting Shares in Holding Company</th>
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<tbody>
<tr>
<td>Banco Santander, S.A. Madrid, Spain</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>100%</td>
</tr>
<tr>
<td>Jose Doncel Rozola</td>
<td>Senior Executive Vice President, responsible for the Accounting and Control Division (Banco Santander, S.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>
<td>N/A</td>
</tr>
<tr>
<td>Stephen Ferriss Boston, Massachusetts</td>
<td>N/A</td>
<td>Director</td>
<td>Board Member (Management Consulting Group, plc)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Alan Fishman Boston, Massachusetts</td>
<td>Chairman (Ladder Capital Corp)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
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Santander Holdings USA, Inc. (Item 4: Insiders) – page 1 of 5
<table>
<thead>
<tr>
<th>Name</th>
<th>Principal Occupation with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (Include names of businesses)</th>
<th>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>(4)c List names of other companies (includes partnerships) if 20% 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>Juan Gutier Marin</td>
<td>Head of Internal Audit Division (Banco Santander, S.A.)</td>
<td>Director (Santander Bank, N.A., Banco Santander International)</td>
<td>Director (Santander Consumer Bank AG, Santander Consumer Holding GmbH) Head of Internal Audit Division (Banco Santander, S.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Thomas Johnson</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
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<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Catherine Keating</td>
<td>President and Chief Executive Officer (Commonfund)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
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<td></td>
<td></td>
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<tr>
<td>Javier Maldonado Trinchant</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Vice Chairman of the Board</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Santander BanCorp, Banco Santander International, Banco Santander Puerto Rico)</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>London, United Kingdom</td>
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<tr>
<td>Name</td>
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<tr>
<td>Victor Matramanz Madrid, Spain</td>
<td>Senior Executive Vice President, Director of Strategy, Director of the Executive Chairman's Office (Banco Santander, S.A.)</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Juan Maria Olazola Barcelome London, United Kingdom</td>
<td>Chief Operating Officer (Santander UK plc)</td>
<td>Director (Santander Bank, N.A.)</td>
<td>Director (Santander Cards UK Limited, Santander Fintech Limited, Synthos Limited, 441 Trust SL) Chief Operating Officer (Santander UK plc)</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Scott Powell Boston, Massachusetts</td>
<td>N/A Director, President and Chief Executive Officer (Santander Bank, N.A.)</td>
<td>Director, President and Chief Executive Officer (Santander Bank, N.A.)</td>
<td>Director (Financial Services Roundtable, Phipps House, END Fund)</td>
<td>N/A</td>
<td></td>
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<tr>
<td>T. Timothy Ryan, Jr. Boston, Massachusetts</td>
<td>N/A Chairman of the Board</td>
<td>Chairman of the Board (Santander Bank, N.A., Banco Santander International)</td>
<td>Director (Power Financial Corp, Power Corp of Canada, Great West Life Inc.)</td>
<td>N/A</td>
<td></td>
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</tr>
<tr>
<td>Wolfgang Schoellkopf Boston, Massachusetts</td>
<td>N/A Director</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)</td>
<td>Director (The Bank of N.T. Butterfield and Sons, Ltd.)</td>
<td>N/A</td>
<td></td>
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</tr>
</tbody>
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## Form FRY-6
### Santander Holdings USA, Inc.
#### Fiscal Year Ending December 31, 2016

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

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<tbody>
<tr>
<td>Richard Spilkenkothen</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Madhukar Dayal</td>
<td>N/A</td>
<td>Chief Financial Officer and Senior Executive Vice President</td>
<td>Chief Financial Officer and 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>Boston, Massachusetts</td>
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<td></td>
</tr>
<tr>
<td>Daniel Griffiths</td>
<td>N/A</td>
<td>Chief Technology Officer and Senior Executive Vice President</td>
<td>Chief Technology Officer and 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>
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<tr>
<td>Boston, Massachusetts</td>
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<td></td>
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</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>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
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<tr>
<td>Michael Lipsitz</td>
<td>N/A</td>
<td>Chief Legal Officer and Senior Executive Vice President</td>
<td>Chief Legal Officer and 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>Boston, Massachusetts</td>
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**Form FRY-6**  
Santander Holdings USA, Inc.  
Fiscal Year Ending December 31, 2016

**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 (include names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of businesses)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(b) Percentage of Voting Shares in Holding Company</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>
</tr>
</thead>
<tbody>
<tr>
<td>William Wolf Boston, Massachusetts</td>
<td>N/A</td>
<td>Chief Human Resources Officer and 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>
<td>N/A</td>
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</table>

Santander Holdings USA, Inc. (Item 4: Insiders) – page 5 of 5
Report Item 4: Public Copy
(Santander BanCorp)
<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 Subsidiaries (Include names of subsidiaries)</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Santander Holdings USA, Inc. Boston, Massachusetts</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>100%</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen Ferres Boston, Massachusetts</td>
<td>N/A</td>
<td>Chairman and Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td>Member of the Board of Directors (Santander Holdings USA, Inc., Santander Bank, N.A., Santander Consumer USA, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Fredy Molina San Juan, Puerto Rico</td>
<td>N/A</td>
<td>President, Chief Executive Officer and Member of the Board of Directors</td>
<td>President, Chief Executive Officer and Member of the Board of Directors (Banco Santander Puerto Rico), Member of the Board of Directors (Santander Insurance Agency Inc.), Member of Administration Committee of Santander Securities LLC</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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</tbody>
</table>
## Form FRY-6
Santander BanCorp
Fiscal Year Ending December 31, 2016

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

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</tr>
</thead>
<tbody>
<tr>
<td>Javier Maldonado, Trinchant</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Member of the Board of Directors</td>
<td>Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td>Member of the Board of Directors (Santander Holdings USA, Inc., Santander Bank, N.A., Banco Santander International, Santander Investment Securities, Inc., Produplan Servicios Informaticos Generales, S.L., Ingenieria de Software Bancario, S.L., Geoban, S.A., Saudi Hollandi Bank) Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Vicente Gregorio, Carolina, Puerto Rico</td>
<td>N/A</td>
<td>Member of the Board of Directors</td>
<td>Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Roberto H. Valentin, San Juan, Puerto Rico</td>
<td>Private Investor</td>
<td>Member of the Board of Directors</td>
<td>Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td>Private Investor</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jose Santiago, San Juan, Puerto Rico</td>
<td>President (Jose Santiago, Inc.)</td>
<td>Member of the Board of Directors</td>
<td>Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td>President (Jose Santiago, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
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### Report Item 4: Insiders

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<tbody>
<tr>
<td>John Hennessy, Boston, Massachusetts</td>
<td>Deputy Chief Risk Officer, Santander Holdings USA, Inc.</td>
<td>Member of the Board of Directors</td>
<td>Member of the Board of Directors (Banco Santander Puerto Rico)</td>
<td>Deputy Chief Risk Officer (Santander Holdings USA, Inc.) Chief Risk Officer — Commercial (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Alejandro Guzman</td>
<td>N/A</td>
<td>Chief Accounting Officer</td>
<td>Chief Accounting Officer (Banco Santander Puerto Rico) and Member of the Board of Directors (Santander Insurance Agency, Inc.)</td>
<td>Member of Board of Directors (Santander Financial Services, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jose Santoni Gordon</td>
<td>N/A</td>
<td>Credit Review Director</td>
<td>First Senior Vice President and Credit Review Director (Banco Santander Puerto Rico)</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Rafael S. Bonilla, Esq.</td>
<td>N/A</td>
<td>General Counsel and Secretary of the Board of Directors</td>
<td>General Counsel and Secretary of the Board of Directors (Banco Santander Puerto Rico), Interim President and Member of the Board of Directors (Santander Insurance Agency, Inc.)</td>
<td>Member and Secretary of the Board (Santander Financial Services, Inc. and Universia Puerto Rico, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Eduardo Rodriguez</td>
<td>N/A</td>
<td>Chief Auditor Executive</td>
<td>Chief Auditor Executive (Banco Santander Puerto Rico)</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Angel Varas</td>
<td>N/A</td>
<td>Chief Risk Officer</td>
<td>Chief Risk Officer (Banco Santander Puerto Rico)</td>
<td>Member of the Board of Directors (Santander Financial Services, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Cirelyris Melendez</td>
<td>N/A</td>
<td>Human Resources Executive Director</td>
<td>Human Resources Director (Banco Santander Puerto Rico)</td>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
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<tr>
<td>Javier Casasús, San Juan, Puerto Rico</td>
<td>N/A</td>
<td>IT &amp; Operations Executive Director</td>
<td>Operations and Technology Director (Banco Santander Puerto Rico)</td>
<td>Member of the Board of Directors (Santander Financial Services, Inc.)</td>
<td>N/A</td>
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<td>N/A</td>
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<tr>
<td>Liban Díaz, Guaynabo, Puerto Rico</td>
<td>N/A</td>
<td>Commercial Banking Director</td>
<td>Commercial Banking Director (Banco Santander Puerto Rico)</td>
<td>Member of the Board of Directors (Universe Puerto Rico, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Arturo Vega, San Juan, Puerto Rico</td>
<td>N/A</td>
<td>Chief Compliance Officer</td>
<td>Chief Compliance Officer (Banco Santander Puerto Rico)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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