

MAR 23 2018

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2Supervision, Regulation and
Credit Department

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(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 is an LLC, see the General Instructions for the authorized individual who 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 22, 2018

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. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2017

Month / Day / Year

N/A

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**Sr. Deputy General Counsel**

Name

Title

(617) 346-7322

Area Code / Phone Number / Extension

Area Code / FAX Number

gchamber@santander.us

E-mail Address

www.santanderus.com

Address (URL) for the Holding Company's web page

 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."

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.

Santander BanCorp

Legal Title of Subsidiary Holding Company

P.O. Box 362589

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

San Juan, Puerto Rico

00936-2589

City

State

Zip Code

207 Ponce de Leon Ave, San Juan, Puerto Rico 00917

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip 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

City

State

Zip 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

City

State

Zip 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

City

State

Zip 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

City

State

Zip 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

City

State

Zip 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

City

State

Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2017

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: 12/31/2017

Report Item 2a

Form FR Y-6
Santander Holdings USA, Inc.
Boston, Massachusetts, USA
Fiscal Year Ending December 31, 2017

Report Item 2a. Organizational Chart (See Below)

- (1) Santander Holdings USA, Inc.
LEI – N/A
Boston, MA – voting equity, 100%
Incorporated in Virginia
- (2) Banco Santander International
LEI – 549300WBCQH42LBI20
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 – TR24TWEY5RVRQV65HD49
Wilmington, DE – voting equity, 19% [*Santander Holdings USA, Inc. owns 80%*]
Incorporated – Federal Charter
- (2) Santander BanCorp
LEI – 549300CWCCS20125N084
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 – 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) 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) Santander Technology USA, 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 – NMM, 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 – NMM, 100%
Incorporated in Delaware

(2) Santander Consumer USA Holdings Inc.
LEI – N/A
Dallas, TX – voting equity, 68%
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 – 549300QMOVKL2WL2OS24
Dallas, TX – NMM, 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 – 549300S428SIR852IV52
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (4) Chrysler Capital Master Auto Receivables Funding 3 LLC
LEI – 549300IT3L6HWC8SD59
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 – 54930016T3214NYWF543
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) Drive Auto Receivables Trust 2017-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Drive Auto Receivables Trust 2017-B
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Drive Auto Receivables Trust 2017-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

- (4) Drive Auto Receivables Trust 2017-2
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Drive Auto Receivables Trust 2017-3
LEI – 549300RZ091185JWZO63
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Prime Auto Issuance Notes Trust 2017-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 – 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-B2 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 – 5493005DMZ6JUGERIR88
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 – 549300KUQMF9Q8O3C84
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 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 – 549300LQYXZBPG0EJ252
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 – 549300XCCVZ92LNRP14
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (4) Santander Consumer Auto Receivables Funding 2017-L1 LLC
LEI – 549300CQ35NVT18L3Q27
Dallas, TX – NMM, 100%
Incorporated in Delaware

- (4) Santander Consumer Auto Receivables Funding 2017-L2 LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (4) Santander Consumer Auto Receivables Funding 2017-L3 LLC
LEI – 5493006EP26Z0T0FQJ84
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (4) Santander Consumer Auto Receivables Funding 2017-L4 LLC
LEI – 5493006OU53U77HYZ339
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 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 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 2013-A
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 – N/A
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 2014-1
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 – N/A
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 – N/A
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-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 Drive Auto Receivables Trust 2017-1
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Drive Auto Receivables Trust 2017-2
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Drive Auto Receivables Trust 2017-3
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Prime Auto Issuance Notes Trust 2017-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

- (4) Santander Prime Auto Issuance Notes Trust 2017-B
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Prime Auto Issuance Notes Trust 2017-C
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Retail Auto Lease Trust 2017-A
LEI – N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
- (4) Santander Retail Auto Lease Funding LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (4) SPAIN Revolving Funding LLC
LEI – 549300L7PIXRE3WBJK10
Dallas, TX – NMM, 100%
Incorporated in Delaware
- (2) Santander Financial Services, Inc.
LEI – N/A
San Juan, Puerto Rico – voting equity, 100%
Incorporated in Puerto Rico

- (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
Dorchester, MA – 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 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

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2017

Report Item 2b

(Santander Bank, National Association)

[illegible]

[illegible]

[illegible]

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2017

Report Item 2b

(Banco Santander Puerto Rico)

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2017

Report Item 3

(Santander Holdings USA, Inc.)

Report Item 3:

Form FRY-6 Santander Holdings USA, Inc. Fiscal Year Ending December 31, 2017			
Report Item 3: Securities holders (1)(a)(b)(c) and 2(a)(b)(c)			
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017		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 12-31-2017	
(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
Banco Santander, S.A. Boadilla del Monte / Madrid, Spain	Spain	530,391,043 shares of common stock representing 100% of the common stock outstanding and the same percentage with the power to vote	(2)(b) Country of Citizenship or Incorporation N/A
			(2)(c) Number and Percentage of Each Class of Voting Securities N/A

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2017

Report Item 3

(Santander BanCorp)

Form FRY-6
Santander BanCorp
Fiscal Year Ending December 31, 2017

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017			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		
(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
Santander Holdings USA, Inc.	Virginia, U.S.	100,000 shares of common stock representing 100% of the common stock outstanding and the same percentage with the power to vote	N/A	N/A	N/A

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
Fiscal Year End: 12/31/2017

Report Item 4: Public Copy

(Santander Holdings USA, Inc.)

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Stephen Ferriss Boston, Massachusetts	N/A	Director	Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.) Chairman and Director (Santander BanCorp, Banco Santander Puerto Rico)	N/A	N/A	Santander Consumer USA Holdings Inc. (0.00003%)	N/A
Alan Fishman Boston, Massachusetts	Chairman (Ladder Capital Corp)	Director	Director (Santander Bank, N.A.) Chairman and Director (Santander Investment Securities Inc.)	Chairman (Ladder Capital Corp, Brooklyn Community Foundation)	N/A	N/A	N/A
Juan Guillard Marin Madrid, Spain	Head of Internal Audit Division (Banco Santander, S.A.)	Director	Director (Santander Bank, N.A., Banco Santander International)	Head of Internal Audit Division (Banco Santander, S.A.) Director (Santander Fintech Limited)	N/A	N/A	██████████
Thomas Johnson Boston, Massachusetts	N/A	Director	Director (Santander Bank, N.A.)	Director (Lower Manhattan Development Corporation, Inner City Scholarship Fund, National 9/11 Memorial and Museum Foundation, Johnson Family Foundation) Chairman (Institute of International Education)	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Catherine Keating Boston, Massachusetts	Director, President and Chief Executive Officer (Commonfund)	Director	Director (Santander Bank, N.A.)	Director, President and Chief Executive Officer (Commonfund) Trustee (Inner-City Scholarship Fund, Girl Scouts of Greater New York, University of Virginia Law School Foundation)	N/A	N/A	N/A
Javier Maldonado Trinchant London, United Kingdom	Global Head of Cost Control (Banco Santander, S.A.)	Vice Chairman and Director	Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Santander BanCorp. Banco Santander International, Banco Santander Puerto Rico) Acting Chairman and Director (Santander Investment Securities Inc.)	Global Head of Cost Control (Banco Santander, S.A.) Director (Produban Servicios Informaticos Generales, S.L., Ingenieria de Software Bancario, S.L., Geoban, S.A., Alawwal Bank) President (Iberica de Compras Corporativas, S.L.)	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Victor Matarranz Madrid, Spain	Senior Executive Vice President, Global Head of Wealth Management (Banco Santander, S.A.)	Director	Director (Santander Bank, N.A.)	Senior Executive Vice President, Global Head of Wealth Management (Banco Santander, S.A.) Director (Portal Universia, S.A.) Chairman and Director (SAM Investment Holdings Limited)	N/A	N/A	N/A
Juan Maria Olazola Bartolome Madrid, Spain	Chief Operating Officer (Santander UK plc)	Director	Director (Santander Bank, N.A.)	Chief Operating Officer (Santander UK plc) Director (Santander UK Technology Limited, Santander Cards Limited, Santander Cards UK Limited, Syntheo Limited, Santander Tecnologia, S.L., Santander Operaciones, S.L., 441 Trust SL)	N/A	N/A	N/A
Scott Powell Boston, Massachusetts	N/A	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.) Director and Senior Executive Vice President (Santander Bank, N.A.)	Director (Financial Services Roundtable, Phipps Houses, END Fund)	N/A	N/A	N/A

Form FRY-6
Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Henri-Paul Rousseau Boston, Massachusetts	Vice President (Power Corporation International)	Director	Director (Santander Bank, N.A.)	Vice President (Power Corporation International) Chair and Director (Montreal Heart Institute Foundation) Chair (Tremplin Sante Foundation)	N/A	N/A	N/A
T. Timothy Ryan, Jr. Boston, Massachusetts	N/A	Chairman and Director	Chairman and Director (Santander Bank, N.A., Banco Santander International)	Director (Power Financial Corporation, Power Corporation of Canada, Great- West Lifeco Inc.)	N/A	N/A	N/A
Richard Spillenkofen Boston, Massachusetts	N/A	Director	Director (Santander Bank, N.A.)	N/A	N/A	N/A	N/A

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Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Maresh Aditya Boston, Massachusetts	N/A	Chief Operating Officer and Senior Executive Vice President	Director (Santander Consumer Holdings Inc., Santander Consumer USA Inc., Santander BanCorp, Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Madhukar Dayal Boston, Massachusetts	N/A	Chief Financial Officer and Senior Executive Vice President	Director, President, Chief Executive Officer, and Chief Financial Officer (Santander Bank, N.A.)	Member of the Executive Committee (Institute of International Bankers) Director (Federal Home Loan Bank of Pittsburgh)	N/A	N/A	N/A
Daniel Griffiths Boston, Massachusetts	N/A	Chief Technology Officer and Senior Executive Vice President	Chief Technology Officer and Senior Executive Vice President (Santander Bank, N.A.) Manager (Santander Technology USA, LLC)	N/A	N/A	N/A	N/A
Brian Gunn Boston, Massachusetts	N/A	Chief Risk Officer and Senior Executive Vice President	Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.) Chief Risk Officer and Senior Executive Vice President (Santander Bank, N.A.)	N/A	N/A	N/A	N/A

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Santander Holdings USA, Inc.
Fiscal Year Ending December 31, 2017

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)
Michael Lipsitz Boston, Massachusetts	N/A	Chief Legal Officer and Senior Executive Vice President	Chief Legal Officer and Senior Executive Vice President (Santander Bank, N.A.) Director (Santander Investment Securities Inc.)	Trustee (Pinniped CRUT) Co-Trustee (Allan Segall Credit Trust, Pearl B. Segall Survivor Trust)	N/A	N/A	N/A
William Wolf Boston, Massachusetts	N/A	Chief Human Resources Officer and Senior Executive Vice President	Chief Human Resources Officer and Senior Executive Vice President (Santander Bank, N.A.)	N/A	N/A	N/A	N/A

Santander Holdings USA, Inc.
Annual Report of Holding Companies: FR Y-6
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Report Item 4: Public Copy

(Santander BanCorp)

Report Item 4:

Form FRY-6 Santander BanCorp Fiscal Year Ending December 31, 2017							
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)
Santander Holdings USA, Inc.	N/A	N/A	N/A	N/A	100%	N/A	N/A
Stephen Ferriss, Boston, Massachusetts	N/A	Chairman and Director	Chairman and Director (Banco Santander Puerto Rico)	Director (Santander Holdings USA, Inc., Santander Consumer USA Holdings Inc., Santander Consumer USA, Inc.)	N/A	N/A	N/A
Fredy Mollino, San Juan, Puerto Rico	N/A	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer (Banco Santander Puerto Rico) Director (Santander Insurance Agency Inc.)	Director and President (Santander Financial Services Inc.) Chair (First Puerto Rico Family of Funds)	N/A	N/A	N/A
Javier Maldonado Trinchant, London, United Kingdom	Global Head of Cost Control (Banco Santander, S.A.)	Director	Director (Banco Santander Puerto Rico)	Global Head of Cost Control (Banco Santander, S.A.) Vice Chairman of the Board of Directors (Santander Holdings USA, Inc.) Acting Chairman (Santander Investment Securities Inc.) Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Banco Santander International, Produban Servicios Informaticos Generales, S.L., Ingenieria de Software Bancario, S.L., Geoban, S.A., Saudi Hollandi Bank) President (Iberica de Compras Corporativas, S.L.)	N/A	N/A	N/A

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Form FRY-6 Santander BanCorp Fiscal Year Ending December 31, 2017							
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)
Vicente Gregorio, Carolina, Puerto Rico	Retired	Director	Director (Banco Santander Puerto Rico)	Director (Santander Consumer International)	N/A	N/A	N/A
Roberto H. Valentin San Juan, Puerto Rico	Private Investor	Director	Director (Banco Santander Puerto Rico)	Private Investor	N/A	N/A	N/A
Jose Santiago, San Juan, Puerto Rico	President, (Jose Santiago, Inc.)	Director	Director (Banco Santander Puerto Rico)	President (Jose Santiago, Inc.)	N/A	N/A	
Mahesh Aditya, Boston, Massachusetts	Chief Operating Officer and Senior Executive Vice President (Santander Holdings USA, Inc.)	Director	Director (Banco Santander Puerto Rico)	Chief Operating Officer and Senior Executive Vice President (Santander Holdings USA, Inc.) Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)	N/A	N/A	N/A
Norberto Gonzalez, San Juan, Puerto Rico	N/A	Chief Financial Officer	Chief Financial Officer (Banco Santander Puerto Rico) Director (Santander Insurance Agency, Inc.)	Director (Santander Financial Services, Inc.)	N/A	N/A	

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Form FRY-6 Santander BanCorp Fiscal Year Ending December 31, 2017							
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)
Rafael S. Bonilla, Esq., San Juan, Puerto Rico	N/A	General Counsel and Secretary of the Board of Directors	General Counsel and Secretary of the Board of Directors (Banco Santander Puerto Rico) Secretary of the Board of Directors (Santander Insurance Agency, Inc.)	Director and Secretary of the Board of Directors (Santander Financial Services Inc.) Director (Santander Consumer International)	N/A	N/A	N/A
Eduardo Rodriguez San Juan, Puerto Rico	N/A	Chief Auditor Executive	Chief Auditor Executive (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Angel Vares San Juan, Puerto Rico	N/A	Chief Risk Officer	Chief Risk Officer (Banco Santander Puerto Rico)	Director (Santander Financial Services Inc.)	N/A	N/A	N/A
Criselyris Melendez San Juan, Puerto Rico	N/A	Human Resources Executive Director	Human Resources Director (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Juan M. Diaz- Soulaire Carolina, Puerto Rico	N/A	Operations Executive Director	Operations Director (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Lilian Diaz, Guaynabo, Puerto Rico	N/A	Commercial Banking Executive Director	Commercial Banking Director (Banco Santander Puerto Rico)	Director (Universia Puerto Rico)	N/A	N/A	

Report Item 4:

Form FRY-6 Santander BanCorp Fiscal Year Ending December 31, 2017							
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 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)
Miguel Mercado, Trujillo Alto, Puerto Rico	N/A	Chief Technology Officer	Chief Technology Officer (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Arivon Vega San Juan, Puerto Rico	N/A	Chief Compliance Officer	Chief Compliance Officer (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Alejandro Guzman San Juan, Puerto Rico	N/A	Special Project Director	Special Projects Director (Banco Santander Puerto Rico)	N/A	N/A	N/A	N/A
Yenai Reyes San Juan, Puerto Rico	N/A	Executive Officer	President (Santander Insurance Agency, Inc.)	N/A	N/A	N/A	N/A