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, 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 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

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3981856

C.I.

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

December 31, 2018

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

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?

☐ No

1 Yes

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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 161 hours per response, with an average of 5.50 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.

03/2018
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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<tbody>
<tr>
<td>P.O. Box 362589</td>
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<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>San Juan, Puerto Rico 00936-2589</td>
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<tr>
<td>City</td>
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<td>State</td>
<td>State</td>
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<tr>
<td>Zip Code</td>
<td>Zip Code</td>
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<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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12/2012
Report Item 1. Annual Report to Shareholders:

- Santander Holdings USA, Inc.: Not Applicable
- Santander BanCorp: Not Applicable
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 – 549300WBCQHX42LBI20
   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 – 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  

(3) Santander Asset Management, LLC  
    LEI - N/A  
    Guaynabo, Puerto Rico – MM, 100%  
    Incorporated in Puerto Rico  

(2) Santander Bank, National Association  
    LEI - TR24TWY5RVRQV65HD49  
    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) 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, 69%
   Incorporated in Delaware
(3) Santander Consumer USA Inc.
LEI – 549300CKTOSVCGZTTR71
Dallas, TX – voting equity, 100%
Incorporated in Illinois

(4) Chrysler Capital Auto Funding I LLC
LEI – 54930024B00M0XOJFE25
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 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) 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
<table>
<thead>
<tr>
<th></th>
<th>Name</th>
<th>LEI</th>
<th>Location</th>
<th>Equity Type</th>
<th>Equity Percentage</th>
<th>Incorporation Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Consumer Lending Receivables Trust 2016-B</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2015-A</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2015-B</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2015-C</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2015-D</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2016-A</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
<tr>
<td>4</td>
<td>Drive Auto Receivables Trust 2016-B</td>
<td>N/A</td>
<td>Dallas, TX</td>
<td>Voting Equity</td>
<td>100%</td>
<td>Delaware</td>
</tr>
</tbody>
</table>
(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 - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware
(4) Santander Consumer ABS Funding 3 LLC  
LEI – 549300Z683KEI8WNM518  
Dallas, TX – NMM, 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 2013-B2 LLC  
LEI – 549300C59U4HIMQE58U66  
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 – 549300O11PF70095LG45  
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 – 549300KUQMFBB9Q803C84
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2015-L4 LLC
LEI – 5493001WX364GCN482
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 - 549300LQXYXZBP0EJ252
Dallas, TX - NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2016-L2 LLC
LEI - 549300R80KIS0Q8RE50
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 - 549300XCCCVZ92LNRP14
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 Auto Receivables Funding 2018-L1 LLC
LEI – 54930075Z52JQX1BGJ97
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2018-L2 LLC
LEI – 549300OSHCYXCI1GE1573
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2018-L3 LLC
LEI – 5493001K370KH2Q7IAO3
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2018-L4 LLC
LEI – 5493007CIP2RU0EV6S64
Dallas, TX – NMM, 100%
Incorporated in Delaware

(4) Santander Consumer Auto Receivables Funding 2018-L5 LLC
LEI – 549301IGO47NZKQBJY55
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 Drive Auto Receivables LLC
LEI – N/A
Dallas, TX – NMM, 100%
Incorporated in Delaware
| (5) | Drive Auto Receivables Trust 2018-1 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Drive Auto Receivables Trust 2018-2 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Drive Auto Receivables Trust 2018-3 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Drive Auto Receivables Trust 2018-4 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Drive Auto Receivables Trust 2018-5 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Santander Drive Auto Receivables Trust 2018-1 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |

| (5) | Santander Drive Auto Receivables Trust 2018-2 |
|     | LEI – N/A                        |
|     | Dallas, TX – voting equity, 100% |
|     | Incorporated in Delaware         |
(5) Santander Drive Auto Receivables Trust 2018-3
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(5) Santander Drive Auto Receivables Trust 2018-4
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(5) Santander Drive Auto Receivables Trust 2018-5
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
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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 2016-1
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Dallas, TX – voting equity, 100%
Incorporated in Delaware

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

(4) Santander Drive Auto Receivables Trust 2016-3
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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 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

(5) Santander Retail Auto Lease Trust 2018-A
LEI - N/A
Dallas, TX – voting equity, 100%
Incorporated in Delaware

(5) PRST 2018-A
LEI - N/A
Dallas, TX – voting equity, 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 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
### Results
A list of branches for your depository institution: **Banco Santander International** (ID_RSS: 634653).

This depository institution is held by **SANTANDER HOLDINGS USA, INC.** in the **Laws of Boston, MA**.

The data as of **3/1/2008** reflects information that was received and processed through **3/8/2008**.

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

#### Actions
- **OR**: If the branch information is correct, enter **OR** in the Data Action column.
- **Change**: If the branch information is incorrect or incomplete, leave the data, enter **Change** in the Data Action column and the date when this information first became valid in the Effective Date column.
- **Close**: If a branch listed is sold or closed, enter **Close** in the Data Action column and the date of closure in the Effective Date column.
- **Delete**: If a branch listed was never owned by this depository institution, enter **Delete** in the Data Action column.
- **Add** if a reportable branch is missing. Insert a new row, add the branch data, and enter **Add** in the Data Action column and the opening or acquisition date in the Effective Date column.

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

#### Submission Procedure
When you are finished, send a signed copy to your FRB contact. See the detailed instructions on this site for more information.

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

**Note**: To satisfy the FR Y-10 reporting requirements, you must submit an FR Y-10 Domestic Branch Schedule for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

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

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**Notes:**
- To satisfy the FSC reporting requirements, you must also submit FV 30-D (Domestic) Branch Schedules for each branch with a Data Action of Change, Close, or Add.
- This FV 30-D report may be submitted in a hard copy format or via the FV 30-D Online application. [https://www.federalreserve.gov](https://www.federalreserve.gov)
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# Form FRY-6

**Santander Holdings USA, Inc.**  
**Fiscal Year Ending December 31, 2018**

## Report Item 3: Securities holders

### (1)(a)(b)(c) and 2(a)(b)(c)

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<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
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<td>Name, Citizenship or Incorporation</td>
<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>Banco Santander, S.A. Boadilla del Monte / Madrid, Spain</td>
<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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Report Item 3
(Santander BanCorp)
Form FRY-6  
Santander BanCorp  
Fiscal Year Ending December 31, 2018

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

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</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 12-31-2018</th>
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<td>Virginia, U.S.</td>
<td>100,000 shares of common stock, representing 100% of the common stock outstanding and the same percentage with the power to vote</td>
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Santander Bancorp (Item 3: Securities holders) – page 1 of 1
Report Item 4: Public Copy
(Santander Holdings USA, Inc.)
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<th>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 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 (Including 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>Banco Santander, S.A.</td>
<td>Boadilla del Monte / Madrid, Spain</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>100%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jose Doncel Razo</td>
<td>Madrid, Spain</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>Senior Executive Vice President, responsible for the Accounting and Control Division (Banco Santander, S.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen Ferriss</td>
<td>Boston, Massachusetts</td>
<td>N/A</td>
<td>Director</td>
<td>Director and Vice Chairman (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)</td>
<td>Director (Banco Santander International)</td>
<td>N/A</td>
<td>N/A</td>
<td>Santander Consumer USA Holdings Inc. (0.00003%)</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Alan Fishman, Boston, Massachusetts</td>
<td>Chairman and Director (Ladder Capital Corp)</td>
<td>Director</td>
<td>Load Independent Director (Santander Bank, N.A.)</td>
<td>Chairman and Director (Ladder Capital Corp)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Juan Gutiard Martin, Madrid, Spain</td>
<td>Head of Internal Audit Division (Banco Santander, S.A.)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A., Banco Santander International)</td>
<td>Head of Internal Audit Division (Banco Santander, S.A.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas Johnson, Boston, Massachusetts</td>
<td>N/A</td>
<td>Lead Independent Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>Director (Lower Manhattan Development Corporation, Inner City Scholarship Fund, National 9/11 Memorial and Museum Foundation, Johnson Family Foundation)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Form FRY-6

**Santander Holdings USA, Inc.**
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

<table>
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<tr>
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<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><strong>Javier Maldonado Trinchant</strong> London, United Kingdom</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Vice Chairman and Director</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Santander BanCorp, Banco Santander Puerto Rico, Banco Santander International, Santander Investment Securities Inc.)</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Director (Altawal Bank, Santander Global Operations, S.A., Santander Global Technology, S.L.) President (Iberica de Compras Corporativas, S.L.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Victor Matamanz</strong> Madrid, Spain</td>
<td>Senior Executive Vice President, Global Head of Wealth Management (Banco Santander, S.A.)</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>Senior Executive Vice President, Global Head of Wealth Management (Banco Santander, S.A.)</td>
<td>Director (Banco Santander International, Universia España Red de Universidades, S.A.) Chairman and Director (SAM Investment Holdings Limited)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
## 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>
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<th>(3)(a) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of businesses)</th>
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<th>(4)(b) Percentage of Voting Shares in 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>Juan Maria Olisola Bertolome Madrid, Spain</td>
<td>Chief Operating Officer (Santander UK plc)</td>
<td>Director (Santander Bank, N.A.)</td>
<td>Chief Operating Officer (Santander UK plc)</td>
<td>Director (Santander Seguros y Reaseguros, Compañía Aseguradora, S.A., Santander Vida Seguros y Reaseguros, S.A., 441 Trust S.L., Sistema de Tarjetas y Medios de Pago, S.A.) President and Director (Santander Tecnología España, S.L., Santander Operaciones España, S.L.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Scott Powell Boston, Massachusetts</td>
<td>N/A</td>
<td>Director, President and Chief Executive Officer</td>
<td>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.)</td>
<td>Director (Financial Services Roundtable, Phipps House, END Fund, Boys and Girls Club of Boston)</td>
<td>N/A</td>
<td>Santander Consumer USA Holdings Inc. (0.00009%)</td>
</tr>
<tr>
<td>Henri-Paul Rousseau Boston, Massachusetts</td>
<td>Visiting Professor (Paris School of Economics)</td>
<td>Director</td>
<td>Visiting Professor (Paris School of Economics) Chair and Director (Montreal Heart Institute Foundation) Chair (Tremplin Sante Foundation)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Santander Holdings USA, Inc. (Item 4: Insiders) – page 4 of 6
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Other Businesses (Include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>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>T. Timothy Ryan, Jr., Boston, Massachusetts</td>
<td>N/A</td>
<td>Chairman and Director</td>
<td>Chairman and Director (Santander Bank, N.A., Banco Santander International)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard Spillenkothen, Boston, Massachusetts</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mahesh Aditya, Boston, Massachusetts</td>
<td>N/A</td>
<td>Chief Risk Officer and Senior Executive Vice President</td>
<td>Chief Risk Officer and Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Madhukar Dayal, Boston, Massachusetts</td>
<td>N/A</td>
<td>Chief Financial Officer and Senior Executive Vice President</td>
<td>Director, President, Chief Executive Officer, and Chief Financial Officer (Santander Bank, N.A.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
# Form FRY-6
## Santander Holdings USA, Inc.
### Fiscal Year Ending December 31, 2018

**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)</th>
<th>(4)</th>
<th>(5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if other than with Holding Company</td>
<td>Title &amp; Position with Holding Company</td>
<td>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</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.) Manager (Santander Technology USA, LLC)</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Lipitz</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.) Director (Santander Investment Securities Inc.)</td>
<td>Trustee (Pinniped CRUT) Co-Trustee (Allian Segall Credit Trust, Pearl B. Segall Survivor Trust)</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Maria Veltre</td>
<td>N/A</td>
<td>Head of US Digital and Innovation and Payments Strategy and Senior Executive Vice President</td>
<td>Chief Marketing and Digital Officer and Executive Vice President (Santander Bank, N.A.)</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William Wolf</td>
<td>N/A</td>
<td>Chief Human Resources Officer and Senior Executive Vice President</td>
<td>Chief Human Resources Officer and Senior Executive Vice President (Santander Bank, N.A.)</td>
<td>N/A</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Santander Holdings USA, Inc. (Item 4: Insiders) – page 6 of 6
Report Item 4: Public Copy
(Santander BanCorp)
## Report Item 4:

**Form FRY-6**  
**Santander BanCorp**  
**Fiscal Year Ending December 31, 2018**

### Report Item 4: Insiders

1. (1)(a) Title & Position with Holding Company  
2. (1)(b) Title & Position with Subsidiaries  
3. (1)(c) Title & Position with Other Businesses  
4. (4)(a) Percentage of Voting Shares in Subsidiaries  
5. (4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)  
6. (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)

<table>
<thead>
<tr>
<th>Name and Title</th>
<th>(1) Name, City, State, Country</th>
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<th>(3)(c) Title &amp; Position with Other Businesses</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Santander Holdings USA, Inc.</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>100%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen Ferriss, Boston, Massachusetts</td>
<td>N/A</td>
<td>Chairman and Director</td>
<td>Chairman and Director (Banco Santander Puerto Rico)</td>
<td>Director (Santander Holdings USA, Inc., Banco Santander International)</td>
<td>Director and Vice Chairman (Santander Consumer USA Holdings Inc., Santander Consumer USA, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Frady Moffino, San Juan, Puerto Rico</td>
<td>N/A</td>
<td>Director, President and Chief Executive Officer</td>
<td>Director, President and Chief Executive Officer (Banco Santander Puerto Rico)</td>
<td>Director (Santander Insurance Agency Inc.)</td>
<td>Director and President (Santander Financial Services Inc.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Javier Maldonado</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Director</td>
<td>Director (Banco Santander Puerto Rico)</td>
<td>Global Head of Cost Control (Banco Santander, S.A.)</td>
<td>Vice Chairman and Director (Santander Holdings USA, Inc.)</td>
<td>Director (Santander Bank, N.A., Santander Consumer USA Holdings Inc., Santander Consumer USA Inc., Santander Investment Securities Inc., Santander International, Santander Global Operations, S.A., Santander Global Technology, S.L., Allweil Bank)</td>
<td>President (Iberica de Compras Corporativas, S.L.)</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Report Item 4:

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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Vicente Gregorio, Carolina, Puerto Rico</td>
<td>Retired</td>
<td>Director</td>
<td>Director (Banco Santander Puerto Rico)</td>
<td>Director (Santander Consumer International)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Felix Villamil San Juan, Puerto Rico</td>
<td>Retired</td>
<td>Director</td>
<td>Director (Banco Santander Puerto Rico)</td>
<td>Private Investor</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>Director</td>
<td>Director (Banco Santander Puerto Rico)</td>
<td>President (Jose Santiago, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mahesh Aditya, Boston, Massachusetts</td>
<td>Chief Risk Officer and Senior Executive Vice President (Santander Holdings USA, Inc.)</td>
<td>Director</td>
<td>Director (Banco Santander Puerto Rico)</td>
<td>Chief Risk Officer and Senior Executive Vice President (Santander Holdings USA, Inc., Santander Bank, N.A.) Director (Santander Consumer USA Holdings Inc., Santander Consumer USA Inc.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Nohrberto Gonzalez, San Juan, Puerto Rico</td>
<td>N/A</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer (Banco Santander Puerto Rico) Director (Santander Insurance Agency, Inc.)</td>
<td>Director (Santander Financial Services, Inc.)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Rafael S. Bonilla, Esq., San Juan, Puerto Rico</td>
<td>N/A</td>
<td>General Counsel, Interim Chief Compliance Officer and Secretary of the Board of Directors</td>
<td>General Counsel, Interim Chief Compliance Officer and Secretary of the Board of Directors (Banco Santander Puerto Rico) Secretary of the Board of Directors (Santander Insurance Agency, Inc.)</td>
<td>Director and Secretary of the Board of Directors (Santander Financial Services Inc.) Director (Santander Consumer International)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
**Report Item 4:**

Form FRY-6  
Santander BanCorp  
Fiscal Year Ending December 31, 2018

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

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</tr>
</thead>
</table>
| Enid Pico  
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 | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Creslyves 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  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Juan M. Diaz  
Soulville  
Carolina, Puerto Rico | N/A  
Operations Executive Director | Operations Director (Banco Santander Puerto Rico) | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Lillian Diaz  
Guaynabo, Puerto Rico | N/A  
Commercial Banking Executive Director | Commercial Banking Director (Banco Santander Puerto Rico) | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| 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  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Affión Vega  
San Juan, Puerto Rico | N/A  
Chief Audit Executive | Chief Audit Executive (Banco Santander Puerto Rico) | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Yerai Reyes  
San Juan, Puerto Rico | N/A  
Executive Officer | President (Santander Insurance Agency, Inc.) | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |
| Frank Sierra  
Catano, Puerto Rico | N/A  
Executive Officer | President and Chief Executive Officer (Santander Asset Management, LLC) | President (First Puerto Rico Family of Funds) | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A | N/A  
N/A  
N/A |