

1.) CORPORATION NAME:

Santander Holdings USA, Inc.

DUE DATE: **11/30/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**DAVID W ROBERTSON
901 E CARY ST
RICHMOND, VA 23219**

SCC ID NO: **07018823**

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:
RICHMOND CITY

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	800,000,000
PREFER	7,428,000
CONVPD	72,000

4.) STATE OR COUNTRY OF INCORPORATION:
VA

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 75 STATE ST

CITY/ST/ZIP: BOSTON, MA 02109

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: CHRISTOPHER PFIRMAN TITLE: SR VP/ASST SEC ADDRESS: 75 STATE ST CITY/ST/ZIP/CO: BOSTON, MA 02109</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: CYNTHIA KELLY TITLE: SECRETARY ADDRESS: 75 STATE ST CITY/ST/ZIP/CO: BOSTON, MA 02109</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: WILLIAM H SCHWARTZ TITLE: ASST SEC ADDRESS: ONE ALDWYN LN CITY/ST/ZIP/CO: VILLANOVA, PA 19085</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: JUAN CARLOS ALVAREZ TITLE: TREASURER ADDRESS: 75 STATE ST CITY/ST/ZIP/CO: BOSTON, MA 02109</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: JORGE MORAN TITLE: CEO ADDRESS: 75 STATE ST CITY/ST/ZIP/CO: BOSTON, MA 02109</p>	<input checked="" type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
<p>NAME: Carlos Garcia TITLE: DIRECTOR ADDRESS: 75 State Street CITY/ST/ZIP/CO: Boston, MA 02109</p>	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Jose Antonio Alvarez DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Jose Maria Fuster DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Stephen Ferriss DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Gonzalo de Las Heras DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Jerry A. Grundhofer DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	John Hamill DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Marian Heard DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Alberto Sanchez DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Wolfgang Schoellkopf DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	Juan Andres Yanes DIRECTOR 75 State Street Boston, MA 02109	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ WILLIAM H SCHWARTZ SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	WILLIAM H SCHWARTZ, ASST SEC PRINTED NAME AND CORPORATE TITLE	1/2/2013 DATE
---	---	------------------

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.