FR Y-15
OMB Number 7100-0352
Approval expires December 31, 2018

Board of Governors of the Federal Reserve System

Banking Organization Systemic Risk Report—FR Y-15

Report at the close of business as of the last calendar day of the quarter.

This Report is required by law: Sections 163, 165, and 604 of the Dodd-Frank Act; the International Banking Act, the Bank Holding Company Act, and the Home Owners' Loan Act (12 U.S.C. § 1467a, 1844, 3106, and 3108); and section 225.5(b) of Regulation Y, section 238.4(b) of Regulation LL (12 CFR 225.5(b) and 238.4(b)), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each banking organization's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the *Banking Organization Systemic Risk Report*. The *Banking Organization Systemic Risk Report* is to be prepared in accordance with instructions provided by the Federal Reserve System. The *Banking Organization Systemic Risk Report* must be signed and attested by the Chief Financial Officer (CFO) of the reporting banking organization (or by the individual performing this equivalent function).

Date of Report: **March 31, 2018**
Month / Day / Year (RISK 9999)

I, the undersigned CFO (or equivalent) of the named banking organization, attest that the *Banking Organization Systemic Risk Report* (including the supporting schedules) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and is true and correct to the best of my knowledge and belief.

David L Cornish
Printed Name of Chief Financial Officer (or Equivalent) (RISK C490)

Signature of Chief Financial Officer (or Equivalent) (RISK H321)

05/21/2018
Date of Signature (MM/DD/YYYY) (RISK J196)

SANTANDER HOLDINGS USA, INC.
Legal Title of Bank Holding Company (RSSD 9017)

75 STATE STREET
(Mailing Address of the Bank Holding Company) Street / PO Box (RSSD 9028)

BOSTON	MA	02109
City (RSSD 9130)	State (RSSD 9200)	Zip Code (RSSD 9220)

Person to whom questions about this report should be directed:

Sean Mulcahy / Director, Regulatory Financial Reporting
Name / Title (RISK 8901)

(610) 208-6435
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Banking organizations must maintain in their files a manually signed and attested printout of the data submitted.

The ongoing public reporting burden for this information collection is estimated to average 401 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent 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 (7100-0352), Washington, DC 20503.

Schedule A—Size Indicator

U.S. Dollar Amounts in Thousands	RISK	Amount	
Total Exposures			
1. Derivative exposures:			
a. Current exposure of derivative contracts	M337	579402	1.a.
b. Potential future exposure (PFE) of derivative contracts	M339	348402	1.b.
c. Gross-up for derivatives collateral	Y822	7361	1.c.
d. Effective notional amount of written credit derivatives	M340	8064	1.d.
e. Cash variation margin included as an on-balance sheet recievable	Y823	0	1.e.
f. Exempted central counterparty legs of client-cleared transactions included in items 1(a) and 1(b)	Y824	0	1.f.
g. Effective notional amount offsets and PFE adjustments for sold credit protection	Y825	0	1.g.
h. Total derivative exposures (sum of items 1.a. through 1.d, minus the sum of items 1.e through 1.g)	Y826	943229	1.h.
2. Securities financing transaction (SFT) exposures:			
a. Gross SFT assets	M334	446108	2.a.
b. Counterparty credit risk exposure for SFTs	N507	61719	2.b.
c. SFT indemnification and other agent-related exposures	Y827	0	2.c.
d. Gross value of offsetting cash payables	Y828	0	2.d.
e. Total SFT exposures (sum of items 2.a through 2.c, minus item 2.d)	Y829	507827	2.e.
3. Other on-balance sheet exposures:			
a. Other on-balance sheet assets	Y830	128202381	3.a.
b. Regulatory adjustments	M349	4730355	3.b.
4. Other off-balance sheet exposures:			
a. Gross notional amount of items subject to a 0% credit conversion factor (CCF)	M342	13038724	4.a.
b. Gross notional amount of items subject to a 20% CCF	M718	4870543	4.b.
c. Gross notional amount of items subject to a 50% CCF	M346	11377656	4.c.
d. Gross notional amount of items subject to a 100% CCF	M347	912784	4.d.
e. Credit exposure equivalent of other off-balance sheet items (sum of 0.1 times item 4.a, 0.2 times item 4.b, 0.5 times item 4.c, and item 4.d)	Y831	8879593	4.e.
5. Total exposures prior to regulatory deductions (sum of items 1.h, 2.e, 3.a, and 4.e)	Y832	138533030	5.

	0=No 1=Yes	RISK		
6. Does item 5 represent an average value over the reporting period? (Enter "1" for Yes; enter "0" for No.)		FC52	0	6.

Memoranda

U.S. Dollar Amounts in Thousands	RISK	Amount	
1. Securities recieved as collateral in securities lending	M335	0	M.1.
2. Cash collateral received in conduit securities lending transactions	M336	0	M.2.
3. Credit derivatives sold net of related credit protection bought	M341	8064	M.3.

Schedule B—Interconnectedness Indicators

U.S. Dollar Amounts in Thousands	RISK	Amount	
Intra-Financial System Assets			
1. Funds deposited with or lent to other financial institutions	M351	1047351	1.
a. Certificates of deposit	M355	0	1.a.
2. Unused portion of committed lines extended to other financial institutions	J458	965100	2.
3. Holdings of securities issued by other financial institutions:			
a. Secured debt securities	M352	0	3.a.
b. Senior unsecured debt securities	M353	0	3.b.
c. Subordinated debt securities	M354	0	3.c.
d. Commercial paper	M345	0	3.d.
e. Equity securities	M356	12414	3.e.
f. Offsetting short positions in relation to the specific equity securities included in item 3.e	M357	0	3.f.
4. Net positive current exposure of securities financing transactions (SFTs) with other financial institutions	M358	0	4.

Schedule B—Continued

U.S. Dollar Amounts in Thousands	RISK	Amount	
Intra-Financial System Assets—Continued			
5. Over-the-counter (OTC) derivative contracts with other financial institutions that have a net positive fair value:			
a. Net positive fair value	M359	340327	5.a.
b. Potential future exposure	M360	135982	5.b.
6. Total intra-financial system assets (sum of items 1, 2 through 3.e, 4, 5.a, and 5.b, minus item 3.f)	M362	2501174	6.
Intra-Financial System Liabilities			
7. Deposits due to other financial institutions:			
a. Deposits due to depository institutions	M363	167874	7.a.
b. Deposits due to non-depository financial institutions	M364	734362	7.b.
8. Borrowings obtained from other financial institutions	Y833	5586598	8.
9. Unused portion of committed lines obtained from other financial institutions	M365	6971067	9.
10. Net negative current exposure of SFTs with other financial institutions	M366	0	10.
11. OTC derivative contracts with other financial institutions that have a net negative fair value:			
a. Net negative fair value	M367	255843	11.a.
b. Potential future exposure	M368	109577	11.b.
12. Total intra-financial system liabilities (sum of items 7.a through 11.b)	M370	13825321	12.
Securities Outstanding			
13. Secured debt securities	M371	23007287	13.
14. Senior unsecured debt securities	M372	7601701	14.
15. Subordinated debt securities	M373	519881	15.
16. Commercial paper	2309	0	16.
17. Certificates of deposit	M374	5626225	17.
18. Common equity	M375	1881269	18.
19. Preferred shares and other forms of subordinated funding not captured in item 15	N509	207704	19.
20. Total securities outstanding (sum of items 13 through 19)	M376	38844067	20.

Memoranda

U.S. Dollar Amounts in Thousands	RISK	Amount	
1. Standby letters of credit extended to other financial institutions	Y834	284975	M.1.

Schedule C—Substitutability Indicators

U.S. Dollar Amounts in Thousands	RISK	Amount	
Payments Activity			
1. Payments made in the last four quarters:			
a. Australian dollars (AUD)	M377	192703	1.a.
b. Brazilian real (BRL)	M378	0	1.b.
c. Canadian dollars (CAD)	M379	772131	1.c.
d. Swiss francs (CHF)	M380	2621291	1.d.
e. Chinese yuan (CNY)	M381	15	1.e.
f. Euros (EUR)	M382	10039815	1.f.
g. British pounds (GBP)	M383	4607406	1.g.
h. Hong Kong dollars (HKD)	M384	1939	1.h.
i. Indian rupee (INR)	M385	4145	1.i.
j. Japanese yen (JPY)	M386	208379	1.j.
k. Swedish krona (SEK)	M387	3359	1.k.
l. United States dollars (USD)	M388	247096965	1.l.
2. Payments activity (sum of items 1.a through 1.l)	M390	265548148	2.
Assets Under Custody			
3. Assets held as a custodian on behalf of customers	M405	77441	3.

Schedule C—Continued

U.S. Dollar Amounts in Thousands	RISK	Amount	
Underwritten Transactions in Debt and Equity Markets			
4. Equity underwriting activity	M406	158331	4.
5. Debt underwriting activity	M407	25586351	5.
6. Total underwriting activity (sum of items 4 and 5)	M408	25744682	6.

Memoranda

U.S. Dollar Amounts in Thousands	RISK	Amount	
1. Mexican pesos (MXN)	Y835	4463460	M.1.
2. New Zealand dollars (NZD)	Y836	3614	M.2.
3. Russian rubles (RUB)	Y837	0	M.3.
4. Payments made in the last four quarters in all other currencies	M389	112920	M.4.
5. Unsecured settlement/clearing lines provided	M436	704176	M.5.

Schedule D—Complexity Indicators

U.S. Dollar Amounts in Thousands	RISK	Amount	
Notional Amount of Over-the-Counter (OTC) Derivative Contracts			
1. OTC derivative contracts cleared through a central counterparty	M409	12976875	1.
2. OTC derivative contracts settled bilaterally	M410	44225326	2.
3. Total notional amount of OTC derivative contracts (sum of items 1 and 2)	M411	57202201	3.

U.S. Dollar Amounts in Thousands	RISK	Amount	
Trading and Available-for-Sale (AFS) Securities			
4. Trading securities	M412	3024	4.
5. AFS securities	1773	13332521	5.
6. Total trading and AFS securities (sum of items 4 and 5)	M414	13335545	6.
7. Trading and AFS securities that meet the definition of level 1 liquid assets	N510	6297274	7.
8. Trading and AFS securities that meet the definition of level 2 liquid assets, with haircuts	N511	6650842	8.
9. Total adjusted trading and AFS securities (item 6 minus items 7 and 8)	N255	387429	9.
Level 3 Assets			
10. Assets valued for accounting purposes using Level 3 measurement inputs	G506	678614	10.

Memoranda

U.S. Dollar Amounts in Thousands	RISK	Amount	
1. Held-to-maturity securities	1754	2877357	M.1.

Schedule E—Cross-Jurisdictional Activity Indicators

U.S. Dollar Amounts in Thousands	RISK	Amount	
Cross-Jurisdictional Claims			
1. Foreign claims on an ultimate-risk basis	M422	3161364	1.
Cross-Jurisdictional Liabilities			
2. Foreign liabilities (excluding local liabilities in local currency)	M423	6504035	2.
a. Any foreign liabilities to related offices included in item 2	M424	353124	2.a.
3. Local liabilities in local currency	M425	0	3.
4. Total cross-jurisdictional liabilities (sum of items 2 and 3, minus item 2.a)	M426	6150911	4.

Schedule F—Ancillary Indicators

U.S. Dollar Amounts in Thousands	RISK	Amount	
Ancillary Indicators			
1. Total liabilities	2948	105384810	1.
2. Retail funding	M427	36378258	2.
3. Total gross revenue	M430	2678555	3.
4. Total net revenue	M428	2297678	4.
5. Foreign net revenue	M429	151419	5.
6. Gross value of cash provided and gross fair value of securities provided in securities financing transactions (SFTs)	M432	446108	6.
7. Gross value of cash recieved and gross fair value of securities received in SFTs	M433	384389	7.
8. Gross positive fair value of over-the-counter (OTC) derivative contracts	M434	586753	8.
9. Gross negative fair value of OTC derivative contracts	M435	561688	9.

Number in Single Units	RISK		
10. Number of jurisdictions	M437	3	10.

Schedule G—Short-Term Wholesale Funding Indicator

U.S. Dollar Amounts in Thousands	(Column A) Remaining Maturity of 30 Days or Less		(Column B) Remaining Maturity of 31 to 90 Days		(Column C) Remaining Maturity of 91 to 180 Days		(Column D) Remaining Maturity of 181 to 365 Days		
	RISK	Amount	RISK	Amount	RISK	Amount	RISK	Amount	
Short-term Wholesale Funding									
1. First tier:									
a. Funding secured by level 1 liquid assets	Y838		Y839		Y840		Y841		1.a.
b. Retail brokered deposits and sweeps	Y842		Y843		Y844		Y845		1.b.
c. Unsecured wholesale funding obtained outside of the financial sector	Y846		Y847		Y848		Y849		1.c.
d. Firm short positions involving level 2B liquid assets or non-HQLA	Y850		Y851		Y852		Y853		1.d.
e. Total first tier short-term wholesale funding (sum of items 1.a through 1.d)	Y854		Y855		Y856		Y857		1.e.
2. Second tier:									
a. Funding secured by level 2A liquid assets	Y858		Y859		Y860		Y861		2.a.
b. Covered asset exchanges (level 1 to level 2A)	Y862		Y863		Y864		Y865		2.b.
c. Total second tier short-term wholesale funding (sum of items 2.a. and 2.b)	Y866		Y867		Y868		Y869		2.c.
3. Third tier:									
a. Funding secured by level 2B liquid assets	Y870		Y871		Y872		Y873		3.a.
b. Other covered asset exchanges	Y874		Y875		Y876		Y877		3.b.
c. Unsecured wholesale funding obtained within the financial sector	Y878		Y879		Y880		Y881		3.c.
d. Total third tier short-term wholesale funding (sum of items 3.a through 3.c)	Y882		Y883		Y884		Y885		3.d.
4. All other components of short-term wholesale funding	Y886		Y887		Y888		Y889		4.
5. Total short-term wholesale funding, by maturity (weighted sum of items 1.e, 2.c, 3.d, and 4)	Y890		Y891		Y892		Y893		5.

U.S. Dollar Amounts in Thousands	RISK	Amount	
6. Total short-term wholesale funding (sum of item 5, Columns A through D)	Y894		6.
7. Average risk-weighted assets	Y895		7.

	RISK	Percentage	
8. Short-term wholesale funding metric (item 6 divided by item 7)	Y896		8.

Optional Narrative Statement

The management of the reporting banking organization has the option to submit a public statement regarding the values reported on the FR Y-15. The statement must not contain any confidential information that would compromise customer privacy or that the respondent is not willing to have made public. Furthermore, the information in the narrative statement must be accurate and must not be misleading.

The statement may not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. Statements exceeding this limit will be truncated at 750 characters with no notice to the respondent. Other than the truncation of statements exceeding the character limit, the statement will appear on agency computerized records and in releases to the public exactly as submitted. Public disclosure of the statement shall not signify that a federal supervisory agency has verified the accuracy or relevance of the information contained therein.

If the respondent elects not to make a statement, the item should be left blank (i.e., do not enter phrases such as "No statement," "Not applicable," "N/A," "No comment," or "None").

	RISK		
1. Narrative statement……	6980		1.