Resolution Plan for

Santander Bank, N.A.

Public Section

December 31, 2014

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1 Section 1: Public Section

Definition of Terms

The following are definitions for common terms used throughout the document:

Term	Definition
"Santander"	Banco Santander, S.A. - a Madrid-based Spanish bank; it is the parent company to SHUSA and the Factories, as well as other U.S. entities.
"SHUSA"	Santander Holdings USA, Inc. - SHUSA is a bank holding company subsidiary of Santander. It is the parent company of SBNA, and has a majority ownership interest in SCUSA.
"SBNA"	Santander Bank, N.A. - the U.S.-based IDI that is a subsidiary of SHUSA.
"Factories"	Santander's wholly-owned global shared service entities.
"Plan"	The U.S. resolution plan required to be submitted by SBNA by December 31, 2014.
"2013 Resolution Plan"	The U.S resolution plan submitted by Santander on December 31, 2013; the prior year plan and first submission.

Executive Summary

IDI Resolution Plan

Santander Bank, N.A. ("SBNA" or the "Bank") has developed its resolution plan (the "Plan") as required by the Federal Deposit Insurance Corporation ("FDIC") for covered insured depository Institutions pursuant to 12 C.F.R. Section 360.10 (the "IDI Rule").

The IDI Rule mandates that a bank with assets of $50 billion or more develop a plan for its rapid and orderly resolution in the event of material financial distress or failure. The purpose of this requirement is to provide the FDIC with tools to assist in the liquidation of a failing depository institution that may pose a risk to the financial stability of the United States in a manner that mitigates such risk.

The Plan provides a detailed road map for the orderly resolution of the Bank under a hypothetical stress scenario.

SBNA is a national banking association with over 700 retail branches, over 2,100 ATMs, and over 9,000 team members, with principal markets in the mid-Atlantic and northeastern United States. The Bank's primary business consists of attracting deposits from its network of retail branches and originating small business loans, middle market, large and global commercial loans, large multi-family loans, residential mortgage loans, home equity loans and lines of credit, and auto and other consumer loans in the communities served by those offices.

The Bank uses its deposits, as well as other financing sources, to fund its loan and investment portfolios. The Bank earns interest income on its loan and investment portfolios. In addition, the Bank generates non-interest income from a number of sources, including deposit and loan services, sales of loans and investment securities, capital markets products, and bank-owned life insurance ("BOLI").

SBNA converted from a federally-chartered savings bank to a national banking association on January 26, 2012. In connection with its charter conversion, the Bank changed its name from Sovereign Bank to Sovereign Bank, National Association. On October 17, 2013, the Bank changed its name to Santander Bank, National Association. The Bank has its home banking office in Wilmington, Delaware, and its headquarters in Boston, Massachusetts.

SBNA is wholly owned by Banco Santander, S.A. ("Santander") through its U.S. company Santander Holdings USA, Inc. ("SHUSA"). The Santander Group is a global banking organization headquartered in Madrid, Spain, with major operations in Spain, the United Kingdom (the "U.K."), continental Europe, Latin America, and the United States (the "U.S."). Santander is treated as a bank holding company under Section 8(a) of the International Banking Act of 1978 and has elected to be treated as a financial holding company pursuant to the Gramm-Leach-Bliley Act of 1999, regulated by the Federal Reserve Board ("FRB"). The legal entity structure of the Santander Group in the United States is a reflection of its business model based on independent subsidiaries. One of the main principles of the Santander Group is the self-contained capital and liquidity of its subsidiaries. Therefore, each subsidiary is required to measure, control, and manage its capital and liquidity needs without reliance on other Santander Group affiliates or Santander.

Consistent with the IDI Rule, this Plan addresses the resolution of the Bank as an insured depository institution. For purposes of the Plan, SBNA has identified four affiliates of the Bank that are material entities ("Material Entities") described in Section A below and five core business lines ("CBLs") described in Section B below. Information in this Plan is as of December 31, 2013 unless otherwise indicated.

Santander Group

The Santander Group is structured as a coordinated whole of differentiated parts. This is the result of a series of organizational and management practices rooted in the Santander Group, such as:

- From a business point of view, the Santander Group's activities are divided first by geographic areas, in such a way that each major local market comprises a business unit (e.g., the U.S., Brazil, the U.K., Portugal, or Poland).

- Legally, the geographic business units are arranged as sub-groups of subsidiaries, although in some of the most relevant financial markets (e.g., New York and London) local branches also exist.

- This structure of subsidiaries, which are legally independent, is essential to fully identifying and appropriately separating the different relationships (with respect to, for example, capital, financing, lending, servicing, and custody) within the Santander Group.

- Financially, each local sub-group must obtain its own liquidity resources and maintain capital commensurate with its activities.

- From a technological and operational viewpoint, each local sub-group either uses its own resources or contracts with third parties and increasingly obtains these services from the Santander Group's "Factories." All of these service relationships are appropriately identified and documented, making it possible to differentiate between them and, where applicable, separate them.

Accordingly, the Santander Group's organizational structure permits clear and precise distinction among the main business units. It also makes it possible to separate them from the rest of the Santander Group if the intention were to dispose of any particular unit or should it be necessary to isolate any unit in the case of its being affected by a crisis.

In addition, the existence of local units established as legal entities with their own corporate governance facilitates the work of local authorities, as they can properly identify the objects of supervision and the responsible parties, enabling a much more intense local supervision than would be possible with branches. This structure also makes it possible to know, in detail, and continually supervise the relationships between each unit and others of the Santander Group. As a result, the autonomy of the Santander Group's subsidiaries would limit, in times of crisis, contagion among its various units, reduce systemic risk and facilitate management and resolution of crises while generating incentives for good local management.

This structure, and the Financial Stability Board's Guidance on Developing Effective Resolution Strategies (16 July 2013), make the "multiple points of entry" the most appropriate resolution strategy for the Santander Group, as confirmed by its Crisis Management Group. Under this approach, separate resolution actions may be taken at its operating subsidiaries. The Santander Group's structure would allow for the orderly resolution of each of the subsidiaries under applicable national laws and regulations with cross border cooperation but limited jurisdictional actions.

Corporate-level Resolution Planning

Santander is considered a G-SIFI, and its resolution planning process is guided by the principles and core elements set forth in the "Key Attributes of Effective Resolution Regimes for Financial Institutions" issued by the Financial Stability Board ("FSB") in October 2011 and October 2014 (together, "Key Attributes"). In accordance with the Key Attributes, Santander's resolution planning assumes resolution would be coordinated by a Crisis Management Group ("CMG") as described in the Key Attributes, which would be led by the home supervisor and would incorporate the supervisor, central banks, resolution authorities, finance ministries, and the public authorities responsible for jurisdictions that are home or host to entities of the Santander Group that are material to its resolution.

The Santander Group's model of independent affiliates, discussed above, makes the likelihood of Santander going into resolution remote. However, under Spanish law, upon the failure of Santander, the Bank of Spain would designate the FROB as “special manager” to assume control of Santander and its subsidiaries, including the "Factories" - affiliates that provide core IT, software programming, data control, payroll, and employee benefit services. The FROB would then manage the affairs of Santander in order to achieve an orderly resolution, taking into consideration both Spanish and global systemic risk.

The value of Santander and each of its Factories is dependent upon the continuation of services provided by the Factories to SBNA and other banks within the Santander Group. Revenues from SBNA and numerous other businesses in the Group are a material source of revenues and value for the Factories, and the value of Santander’s ownership interest in SBNA is enhanced by the continuation of the services provided by the Factories. Accordingly, it is in the best interests of the FROB as administrator, both in terms of economic benefit to Santander and in the interests of avoiding disruptions and limiting contagion to other financial institutions, to take steps to assure the continuation of those services.

I.A The Names of Material Entities

For resolution planning purposes, SBNA has identified the following affiliate companies as Material Entities under the IDI Rule. A Material Entity is a company that is significant to the activities of a critical service or CBL of SBNA. The affiliated Material Entities, also known as Factories, are listed below.

I.A.1 Ingenieria de Software Bancario, S.L. (“Isban”)

Isban is a Spanish limited liability company subsidiary of Santander that develops software and provides of system integration and maintenance services.

I.A.2 Produban Servicios Informaticos Generales, S.L. (“Produban”)

Produban is a Spanish limited liability company subsidiary of Santander based in Madrid, Spain that is a global provider of IT production services for the Santander Group. It provides and maintains servers, applications, and telecommunications lines and components that various entities use in their daily activity. Produban hosts all of the equipment in appropriate data centers and provides IT systems connectivity. Produban also installs and updates software required and contracts for third parties’ maintenance of hardware, software, and telecommunication lines. Produban is responsible for building the infrastructure part of technological projects; purchasing, installing, and configuring IT systems; and analyzing possibilities to make IT infrastructure more efficient.

I.A.3 Santander Global Facilities, SL (“SGF”)

SGF is a Spanish limited liability company subsidiary of Santander that provides services to SBNA and its affiliates, including integrated management of real estate, general services, human resources services, and physical security.

I.A.4 Geoban, S.A. (“Geoban”)

Geoban is a Spanish limited liability company subsidiary of Santander that is a global service provider of certain operations and back office functions for the subsidiaries of Santander.

The Factories are affiliates of Santander and are legally independent of any bank within the Santander Group. Each Factory has its own capital, is self-financed through income directly received from customers (not exclusively Santander's affiliates), and provides services under detailed, arm's-length contracts for each service provided. The resolution strategies consider as a key element the continuity of the services provided by the Factories.

I.B Description of Core Business Lines

The IDI Rule defines CBLs as those "business lines of the covered insured depository institution ("CIDI"), including associated operations, services, functions, and support that, in the view of the CIDI, upon failure would result in a material loss of revenue, profit, or franchise value."

I.B.1 SBNA Core Consumer

SBNA Core Consumer is the traditional consumer banking business, excluding the residential mortgage business, conducted by SBNA out of its branch locations and on-line, which is largely in the northeast and mid-Atlantic regions of the United States. The branches offer a wide range of consumer loan products and services to customers, such as home equity loans, auto loans, and secured and unsecured lines of credits. They attract consumer deposits by offering a variety of FDIC-insured deposit instruments, including demand and interest-bearing demand deposit accounts, money market and savings accounts, certificates of deposit ("CDs"), and retirement savings products. The branches also offer a variety of products and services related to consumer banking on a fee basis, such as safe deposit boxes and cashiers' checks as well as a range of small business products and services including small business loans, transaction accounts, and related services to small businesses and individuals. The CBL includes the banking business described above and the associated consumer and small business loan portfolios.

I.B.2 SBNA Mortgage Banking

SBNA Mortgage Banking is a traditional mortgage banking business conducted out of SBNA, which includes originating and purchasing fixed-rate and adjustable rate residential mortgage loans that are secured by underlying 1-4 family residential properties. A portion of SBNA's fixed-rate mortgage loan production is sold to investors in the secondary market. SBNA also services residential real estate loans for the benefit of others, owning the Mortgage Servicing Rights ("MSRs") for this portfolio.

I.B.3 SBNA Commercial Real Estate

SBNA Commercial Real Estate is a traditional commercial real estate loan business operating primarily in the northeastern and mid-Atlantic regions of the United States, offering a full complement of real estate loans, including construction, term, bridge, and REIT loans. The CBL includes commercial real estate loan origination and loan servicing capacity, as well as the asset portfolios. Loans may include interests in syndicated loans, and SBNA may buy and sell commercial loan interests as part of its overall portfolio of commercial loans.

I.B.4 SBNA Global Banking and Markets

Santander Global Banking & Markets ("GBM") covers clients that, due to their size, complexity, or sophistication, require tailored services of high value-added wholesale products. SBNA's GBM unit is a global business which leverages Santander's global capabilities and a global network to cover client needs. However, SBNA's GBM unit is fully funded by SBNA and is not financially dependent upon other Santander GBM units globally. While Santander's GBM unit helps coordinate communications among Santander's global GBM units, it does not exert control over SBNA's GBM unit. SBNA's GBM unit is capable of operating in isolation, without the support or coordination of Santander's other GBM units.

SBNA's GBM unit in the U.S. is based out of Boston and New York and maintains a staff of approximately 120 individuals. SBNA's GBM unit provides services in the U.S. to global clients and books the revenue from these services locally. SBNA's GBM has two client coverage groups that manage client relationships: Global Relationship Model (i.e. Modelo de Relación Global "MRG") and Large Corporates.

GBM has three product teams which assist clients in obtaining access to certain product categories. These product teams are: Global Transactional Banking ("GTB"), Financial Services and Advisory ("FSA"), and Rates.

I.B.5 SBNA Multifamily

SBNA Multifamily is a commercial multifamily loan business, operated primarily through mortgage brokers, with a concentration of multifamily assets in the greater metropolitan New York area. The CBL includes commercial real estate loan origination and loan servicing capacity, as well as the asset portfolios. Loans may include interests in syndicated loans, and SBNA may buy and sell commercial loan interests as part of its overall portfolio of commercial loans.

I.C Summary of Financial Information

The following is SBNA's balance sheet at December 31, 2013.

Exhibit 1.I.C - 1: SBNA Balance Sheet Information as of December 31, 2013

December 31, 2013	($mm)
Assets	
Non-Interest Bearing Balances and Currency and Coin	779.7
Interest Bearing Balances	3,467.1
AFS Securities	11,606.9
Gross Loans	50,050.8
Allowance for Loan & Lease Losses	(834.3)
Trading Assets	203.0
Premises and Equipment, Net	399.3
Investment in Unconsolidated Subsidiaries	25.0
Goodwill	3,409.7
Other Intangible Assets	592.9
OREO	88.6
Accrued Interest Receivable	196.2
BOLI	1,642.1
Other Assets	2,637.4
Total Assets	**74,264.4**
Liabilities	
Non-Interest Bearing Deposits	8,281.4
Interest Bearing Deposits	41,346.7
Securities Sold Under Agreements to Repo	421.0
Trading Liabilities	174.0
Other Borrowed Money	9,103.9
Subordinated Notes	683.2
Other Liabilities	1,464.9
Total Liabilities	**61,475.0**
Preferred Stock	—
Common Stock	—
Surplus	13,361.1
AOCI (Accumulated Other Comprehensive Income)	(254.4)
Retained Earnings (Deficit)	(317.4)
Total Equity	**12,789.3**
Total Liabilities and Equity	**74,264.4**

SBNA's regulatory capital and capital ratios are as follows.

Exhibit 1.I.C - 2: SBNA Capital Ratios as of December 31, 2013

Detail	SBNA
Tier 1 Common	$8.39bn
Tier 2 Capital	$1.16bn
Risk Weighted Assets	$60.1bn
Tier 1 Common	13.96%
Tier 1 RBC	13.96%
Leverage Ratio	12.09%

SBNA is "well-capitalized" under regulatory requirements.

SBNA's major funding sources are described below.

Exhibit 1.I.C - 3: SBNA Funding Profile as of December 31, 2013	
Funding Sources and Uses	**($mm)**
FHLB	
FHLB Maximum Borrowing Capacity	18,775.4
FHLB Letters of Credit	(817.8)
FHLB Advances	(8,765.0)
Total Available FHLB Funding Capacity	9,192.6
Federal Reserve Discount Window	
Federal Reserve Total Collateral	9,095.6
Haircut	73.8%
Federal Reserve Discount Window Capacity	6,713.2
Federal Reserve Cash	
Federal Reserve Account Cash	3,144.6
Unencumbered Security Collateral	
ABS & CLO	378.9
Agency Collateralized Mortgage Obligation	2,401.9
Agency Mortgage Backed Securities	140.7
Boston CD	—
Corporate Securities	1,227.2
Municipals	1,665.7
Non-Agency CMO	10.4
Non-Agency MBS	—
SBA	—
Treasuries	17.0
Cash	—
Total Unencumbered Security Collateral	5,842.0
Fed Funds	
Estimated Fed Funds Lines Available	1,158.8
Fed Funds Usage	—
Fed Funds Available	1,158.8
Total Liquidity Available	26,051.2
Minimum Capital Stock Requirement	416.7
Current Capital Stock Position	416.7

SBNA's borrowing profile is summarized below.

Exhibit 1.I.C - 4: SBNA Borrowings as of December 31, 2013	
Debt Summary	**SBNA ($mm)**
Short-Term[1]	3,960.0
Long-Term	4,992.0
Total Wholesale Borrowings	8,952.0
Senior	—
Subordinated	683.2
REIT Preferred	151.9
Total Bank Debt	9,787.1
Secured	—
Unsecured	—
Trust Preferred	—
Total Bancorp Debt	—
Brokered Deposits	1,417.0
Non-Brokered Deposits	48,211.1
Total Deposits	49,628.1

[1] Includes customer repos.

I.D Description of Derivative and Hedging Activities

SBNA enters into derivative and trading transactions for the following specific purposes:

- To facilitate trades to satisfy customer needs; and
- To execute hedging strategies.

SBNA offers derivative products to its customers based on each customer's needs. When a customer request for a derivative product is received, SBNA executes the transaction with the customer if appropriate. In addition, SBNA enters into an offsetting derivative transaction to immediately eliminate the risk of the derivative position on the Bank's balance sheet.

SBNA also uses derivative instruments as part of its overall risk management strategy to hedge against unfavorable movements in interest rates, foreign exchange, and other market-related risks. Consistent with its Risk Management Policy, SBNA does not speculate when mitigating risks. Therefore, mitigation steps are limited to hedging identified exposures, and only within the limits of the Bank's Risk Management Policy with counterparties believed to be financially responsible at the time of the agreement.

I.E Memberships in Payment, Clearing, and Settlement Systems

SBNA maintains membership in, or accesses through correspondent relationships with, various FMUs to facilitate payment, clearing, and settlement activities. The Federal Reserve's suite of financial services is leveraged for all payment activity, including Fedwire payments, check clearing, and ACH network payments. In resolution, it is considered highly unlikely that the Federal Reserve would revoke SBNA's access to its suite of payment solutions, potentially creating disorder and instability in the resolution process.

SBNA maintains a relationship with BoNY which provides settlement and custody services for the Bank's securities transactions; therefore, SBNA does not maintain direct relationships with FMUs such as the DTCC or FICC. Given the riskless nature of the transactions settled via BoNY (delivery versus payment), there would be no reason for BoNY to terminate its settlement services with SBNA. Additionally, SBNA's custody relationship with BoNY can be terminated no less than 90 days after written notice is provided by either party, thus mitigating a disorderly transition to another custody provider, if necessary.

SBNA maintains a relationship with UBS for the clearance of interest rate derivative transactions. If SBNA were to go into resolution and default on any open interest rate derivative transactions, these transactions would be moved to a centralized clearing house to be closed out, with any resulting gain remitted to SBNA or any resulting loss shared among the clearinghouse members.

A summary of FMUs related to payments clearing and settlements for SBNA is in the exhibit below.

Exhibit 1.I.E - 1: SBNA FMU Overview

System	Purpose
Fedwire Funds	Fedwire Funds is a wire service for payments from institutional counterparties. Customers who do not have a DDA at Santander Bank, N.A. can choose to send wires via the Fedwire system.
FedACH	FedACH is a batched payment service that enables an electronic exchange of debit and credit transactions through the Automated Clearing House ("ACH") network.
Fed Check Image Clearing	Check Image Clearing provides image capture of all check items presented by the Federal Reserve Banks and associated clearing services.

I.F Description of Foreign Operations

SBNA's only foreign operation is a Cayman Islands licensed electronic banking facility located in the Cayman Islands, which held offshore Eurodollar sweep accounts of approximately $516.1mm as of December 31, 2013. The Class B license authorizes the holder to conduct offshore activities from the Caymans. However, under this license category, the deposits are neither considered onshore to the Cayman Islands nor to the U.S. The offshore deposits are invested in overnight Eurodollar CDs. This facility is classified as a foreign branch of SBNA by the FRB.

I.G Material Supervisory Authorities

As a national bank, SBNA is subject to various laws, regulations, and the supervision of several federal authorities. Its primary federal regulator is the Office of the Comptroller of the Currency (“OCC”), which is the Bank’s prudential regulator and supervisor for safety and soundness. The FDIC insures and regulates its deposit-taking activities, and the FRB promulgates rules regulating its reserves and certain other matters. In addition, the Consumer Financial Protection Bureau ("CFPB") regulates the Bank's consumer financial products and services.

I.H Principal Officers

The following chart lists SBNA's Principal Officers as of August 31, 2014.

Exhibit 1.I.H - 1: SBNA Principal Officers as of August 31, 2014	
Title	**Name**
Roman Blanco	President / Chief Executive Officer
Gerald Plush	SHUSA Chief Financial Officer and Senior Executive Vice President
Marcelo Brutti	SBNA Chief Risk Officer and Senior Executive Vice President
Carmen Briongos	SHUSA Managing Director of Human Resources and Organizational Efficiency and Senior Executive VP
Eduardo Gomez	SBNA Chief Internal Auditor
Christopher Pfirrman	General Counsel and Senior Executive Vice President
Julio Somoza	SHUSA Managing Director of Technology and Operations, and Senior Executive Vice President
Maria Tedesco	Managing Director of Retail Banking and Senior Executive Vice President
Michael Lee	Managing Director of Commercial Banking and Executive Vice President
Federico Papa	Managing Director of Global Banking and Markets and Senior Executive Vice President
Jason Hardgrave	Managing Director of Auto Finance and Executive Vice President
Peter Grieff	Director of Communications and Corporate Affairs
Mark duBose	U.S. Chief of Recovery and Resolution Planning and Executive Vice President

I.I Resolution Planning Corporate Governance

SBNA has created a Plan governance infrastructure which integrates resolution planning throughout SBNA and its CBLs through specific management committees with reporting lines to the Board of Directors. The Plan governance infrastructure incorporates existing committees, roles, responsibilities, and management systems for both SBNA and the CBLs. Accordingly, SBNA has fully integrated resolution planning into its corporate structure.

The highest board-level and management-level committees overseeing this Plan are the Board Enterprise Risk Committee (the “BERC”), the Asset / Liability Committee (the "ALCO"), and the Management Capital Committee (the "MCC").

The MCC is a management committee formed in part to monitor the development and oversight of the resolution planning process. MCC members include: SHUSA Chief Financial Officer (Chair); SHUSA Chief Risk Officer; SCUSA Chief Financial Officer; SBNA Deputy Chief Financial Officer; SHUSA Comptroller; SHUSA Managing Director of Technology and Operations; SHUSA CCAR Managing Director; SHUSA Managing Director of Human Resources and Organizational Efficiency; and SBNA Chief Risk Officer. SHUSA’s Chief Internal Auditor attends in an observer capacity.

The MCC meets weekly and reviews the progress of this Plan and addresses any issues which may arise during its development and to fulfill the following roles:

- Provide strategic oversight to this Plan’s preparation and review process;
- Approve the U.S. resolution planning project and business-as-usual ("BAU") governance and oversight framework, including any required policies, procedures, and internal controls;
- Determine and allocate appropriate resources and budget for all U.S. resolution planning efforts and initiatives;
- Approve U.S. resolution planning project or governance charters, project plans, time lines, and milestones;
- Monitor the resolution project status and resolve any issues arising from resource or prioritization conflicts;
- Review, make, and/or approve all key resolution planning strategies and methodologies, including any significant scoping or approach change decisions;
- Conduct regular committee meetings to monitor and review the resolution planning project status; and
- Communicate progress and/or issues to SBNA’s EMCs, SBNA’s Board of Directors, or Santander’s Board of Directors as appropriate.

The Santander Group has also created the Local Living Wills Office ("LLWO”), a management office to oversee and design the resolution planning governance process and manage the day-to-day resolution plan development and execution. Specifically, the LLWO fills the following roles:

- Perform detailed analysis of rules and guidance;
- Design resolution planning governance and processes;

- Oversee day-to-day plan development, execution, and project management;
- Recommend action and escalate issues and critical decisions to the MCC;
- Design and implement a resolution planning policy;
- Provide oversight and assist with identification of initiatives designed to enhanced resolvability of the organization;
- Define terms and maintain documentation of analysis and implementation efforts;
- Produce, assemble, and deliver this Plan and documentation for approvals; and
- Coordinate with the Santander Corporate Living Wills Office ("CLWO").

I.J Description of Material Management Information Systems

SBNA utilizes MIS for risk management, accounting, financial, and regulatory reporting, as well as internal management reporting and analysis. These systems are primarily platform technologies with interface applications that are used to collect, maintain, and report information to management and externally for regulatory compliance. The MIS are also used by the CBLs to perform the functions necessary to run these businesses and operations.

The majority of the MIS software used by SBNA has been developed internally or by its Material Entity affiliates and is supplemented with third-party vendor developed applications. Governance, control, and maintenance of critical applications are the primary components of the technology process, which emphasizes minimal recovery times in the event of disruption. Although all systems and applications are essential to smooth and effective operations, SBNA classifies "material" systems to include all systems necessary to originate, underwrite, service, transact, manage, and report to regulator for products and accounts associated with its four CBLs.

At SBNA, MIS falls under the Technology and Operations group’s responsibility. Material Entities that are involved with MIS activities are:

- Isban: Responsible for application development and support of in-house applications. "Partenon," also known as the "SBNA IT Core," is a product of Isban and serves as SBNA’s core IT platform.
- Produban: Responsible for infrastructure management and operations of in-house applications and certain material third-party systems.

The Chief Information Officer (“CIO”) is responsible for providing the technology in accordance with corporate policies and for the control of services provided by Isban and Produban. On an annual basis, the CIO develops a plan with the systems’ requirements (in accordance with the business’ needs), which are produced by the Factories, under the supervision of the CIO.

I.K High-Level Description of Resolution Strategy

In each of the resolution strategies proposed for SBNA, the OCC would close SBNA and place it into FDIC receivership at the close of business on Friday afternoon at the end of a 30-day runway period (the "Runway Period"). In addition, in each of the resolution strategies, the P&A transaction would include substantially all of SBNA's assets, including all of its CBLs, and all of SBNA's insured deposits (i.e., a "whole bank" P&A transaction). A number of insured depository institutions have been identified as purchasers capable of acquiring SBNA in an orderly resolution, whether directly from the receiver or through a Bridge Bank transaction.

1. Whole Bank Sale over Resolution Weekend. The least costly resolution strategy for SBNA is for the FDIC to complete a whole bank P&A Transaction pursuant to which a healthy, qualified financial institution would assume all insured deposits and purchase substantially all of the assets of SBNA, including its CBLs, over the weekend following the Runway Period (the "Resolution Weekend"). The purchaser would also assume all uninsured deposits if it was determined the offer would maximize the return from the sale and minimize losses. The purchaser would open SBNA's former branches for business on the Monday morning following the Resolution Weekend and would continue to operate the CBLs.

2. Bridge Bank Resolution. If a whole bank sale of SBNA could not be consummated with another financial institution over the Resolution Weekend, the FDIC would likely establish a new bank, chartered by the OCC and run by the FDIC (the "Bridge Bank") as authorized by the Competitive Equality Banking Act of 1987. The FDIC would enter into a whole bank P&A transaction with the Bridge Bank over the Resolution Weekend, and the Bridge Bank would open for business on the Monday following the Resolution Weekend, ensuring the timely availability of deposits. The Bridge Bank would be operated briefly by the FDIC and the CBLs would continue to operate within the Bridge Bank. Following the establishment of the Bridge Bank, the Bridge Bank could be resolved by the FDIC in a whole-bank P&A Transaction or by selling its CBLs separately. The preferred resolution strategy would be for the Bridge Bank, including the CBLs, to be sold as quickly as possible as part of a whole bank P&A transaction with a healthy, qualified buyer. If the CBLs were to be sold separately, the SBNA GBM CBL would likely be sold as a separate entity. It would then maximize the value to sell the remaining CBLs as a lot to a single buyer because more value is expected when these CBLs are funded by the deposits from the Core Consumer CBL.

If the Bank could not be resolved by the FDIC in a whole-bank P&A Transaction or by selling its CBLs separately, the FDIC could eventually wind down the Bridge Bank and the CBLs over the Bridge Bank's two-year statutory duration.