

**US Commercial Credit Risk
Portfolio Management**

Commercial Real Estate “CRE” Monthly Update

March, 2015

March 2015 YTD Snapshot

(\$ in Millions)

Metric (\$MM)	Mar-14	Sep-14	Dec-14	Jan-15	Feb-15	Mar-15	MAR '15 Budget	MAR'15 vs. Budget
Exposure	5,040	5,427	5,732	5,793	5,962	6,016	--	--
Outstandings	3,804	3,848	4,051	4,130	4,226	4,323	3,966	● 357
Delinquency	0.0	0.4	0.0	0.0	3.7	1.0	--	--
Ratio	0.00%	0.01%	0.00%	0.00%	0.09%	0.02%	--	--
Nonaccrual	92.4	61.0	47.9	46.2	45.8	41.3	42.1	● -0.7
Ratio	2.43%	1.58%	1.18%	1.12%	1.08%	0.96%	1.06%	● -0.10%
Criticized Outstandings	289	228	198	195	194	190	--	--
Ratio	7.59%	5.93%	4.88%	4.73%	4.60%	4.39%	--	--
Classified	227	175	143	141	146	142	--	--
Ratio	5.96%	4.55%	3.53%	3.41%	3.46%	3.28%	--	--
NPL	142	108	91	103	103	92	--	--
Ratio	3.74%	2.82%	2.24%	2.50%	2.43%	2.13%	--	--
Net Charge-Offs YTD	0.0	-0.1	0.8	0.0	-0.1	-0.1	1.6	● -1.7
YTD Annualized Ratio	0.00%	0.00%	0.02%	0.00%	-0.01%	-0.01%	0.16%	● -0.17%
VMG (local) YTD	-3.5	-35.1	-47.2	-1.7	-2.2	-6.6	--	--
Risk Premium	-0.06%	-1.56%	-1.22%	-1.22%	-1.19%	-1.26%	--	--
Provision YTD	-7.3	-12.8	-5.1	-1.1	1.5	15.08	2.18	● 12.9
Cost of Credit	-0.96%	-0.58%	-0.13%	-0.10%	0.01%	0.43%	0.11%	● 0.32%
ALLL	45.5	39.2	49.2	48.4	50.4	55.6	50.2	● 5.4
Ratio	1.20%	1.02%	1.21%	1.17%	1.19%	1.29%	1.27%	● 0.02%
ALLL/Nonaccrual	49.21%	64.29%	102.76%	104.77%	110.04%	134.46%	119.27%	● 15.19%
Mora	126.5	62.0	56.2	54.5	54.1	48.6	--	--

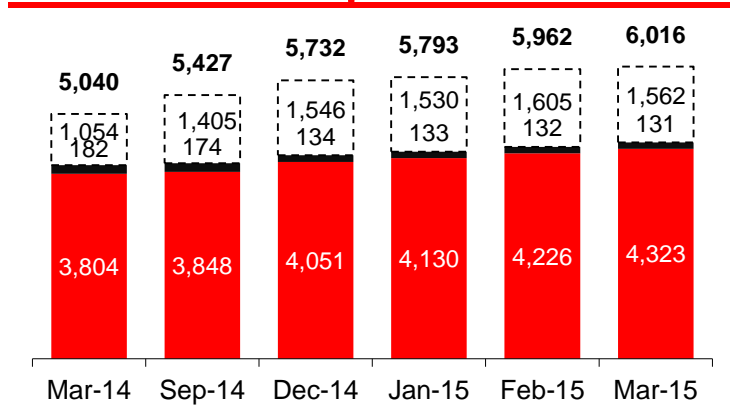
Note: Budget data as of 3/18/15.

CRE: Credit Exposure Overview

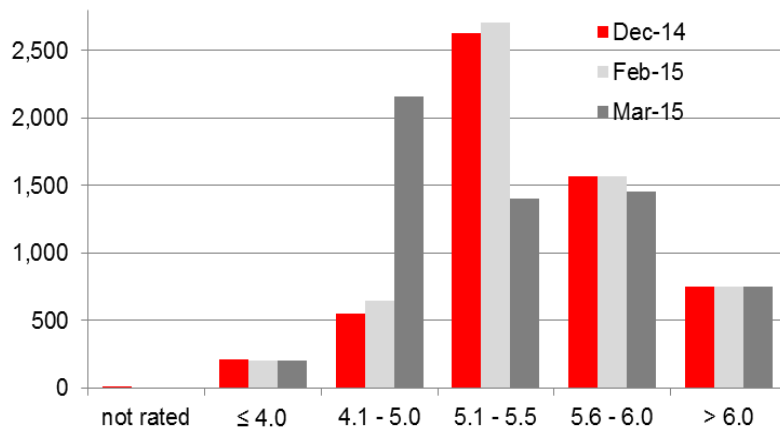
(\$ in Millions)

- The size of the portfolio is stable. Exposure increased by \$54MM in Mar-15 and the Outstandings increased by \$97MM month-over-month, due to new business and monthly draws.
- CRE booked four new loans in the month of March totaling new exposure of \$111MM.
- Recent risk rating policy updates were implemented and will include a rounding down of risk ratings to the nearest 0.5 and other enhancements. These changes will potentially increase the provisions as more loans will fall into lower risk ratings. As you see in the chart below, there was a large shift from the 5.1 – 5.5 to the 4.1 – 5.0 rating from February to March, this is a direct result of the changes.

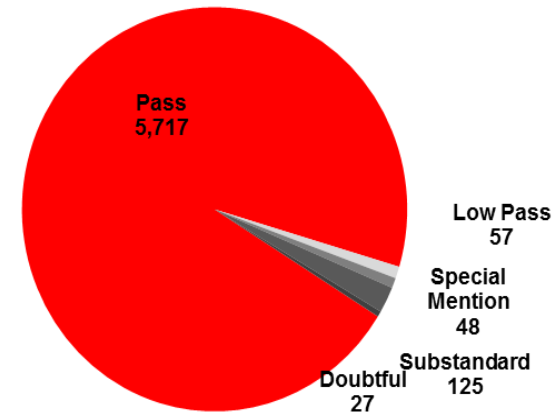
Exposure



Exposure by Obligor Rating



Exposure by Regulatory Rating



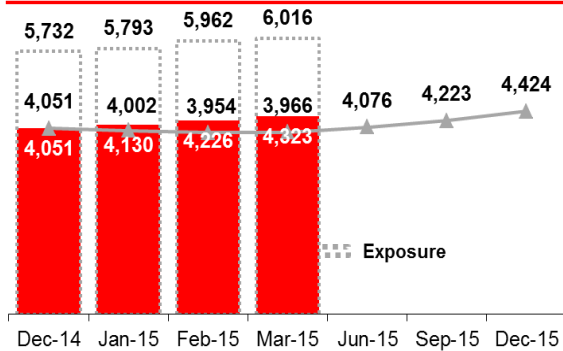
- Sources: The Exposure Chart on the top right is based on the 3/31/15 Credit Metrics report. The Exposure by ORR and Regulatory Rating is derived from Monitoring's FEVE report as of 3/31/15.

CRE: Performance vs. Budget

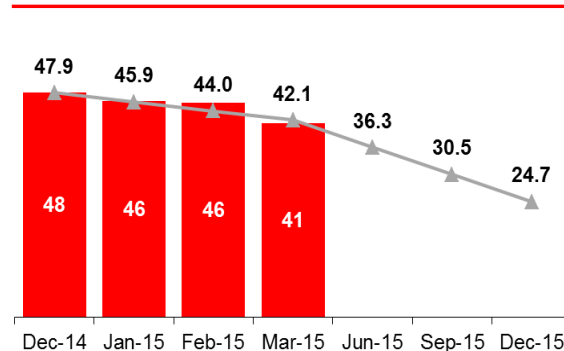
(\$ in Millions)

- The CRE outstandings continue to outperform it's budget by 9%, this is due to the combination of new loans booked and increased draws under existing commitments.
- The updates in the risk rating that were recently implemented are the main driver for the increase in Provision for Credit Losses and ALLL.

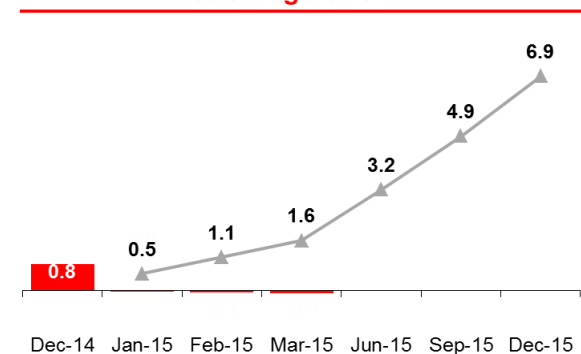
Outstandings



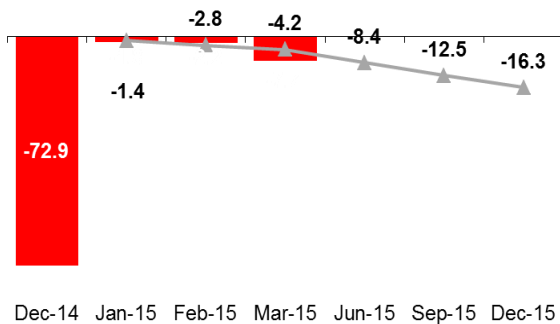
Nonaccrual Loans



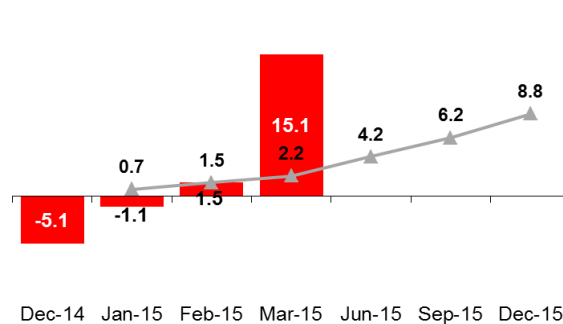
Net Charge-Offs YTD



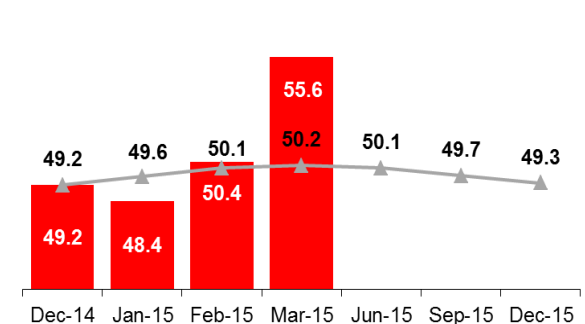
VMG (Spanish) YTD



Provision for Credit Losses YTD



ALLL



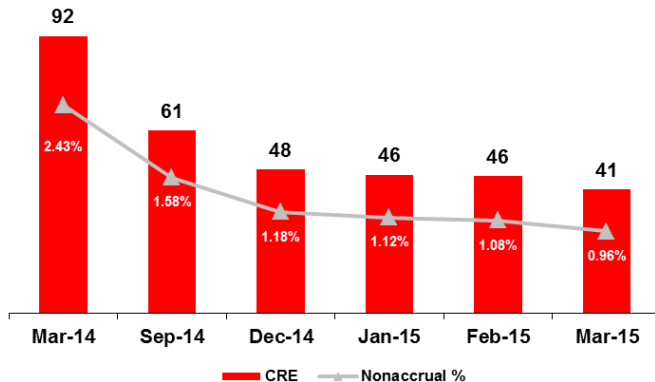
— Actual (YTD) — Budget (YTD)

CRE: Credit Quality Metrics (1 of 2)

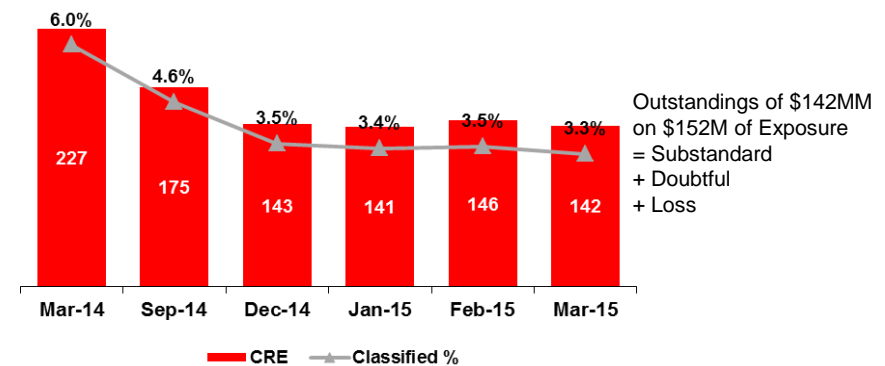
(\$ in Millions)

- All categories, including non-accrual, classified balances, delinquency and criticized loans, experienced a decline month over month. It appears that this decline is a result of improvement in market conditions, real estate values continue to increase. This has allowed many Borrowers that were not able to previously to refinance and take advantage of the current interest rate market.
- Year over year, classified loans declined 37.4% and criticized loans declined 34.3% for the same period.

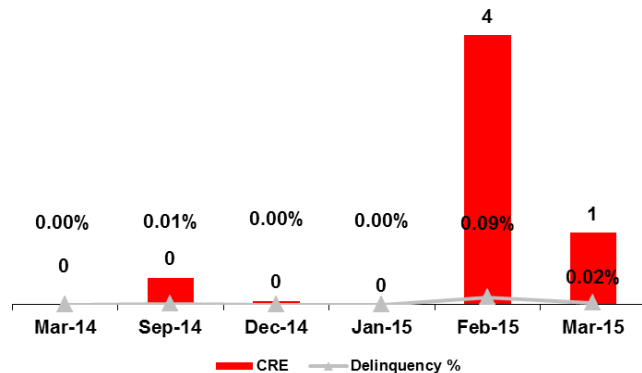
Nonaccrual Loans



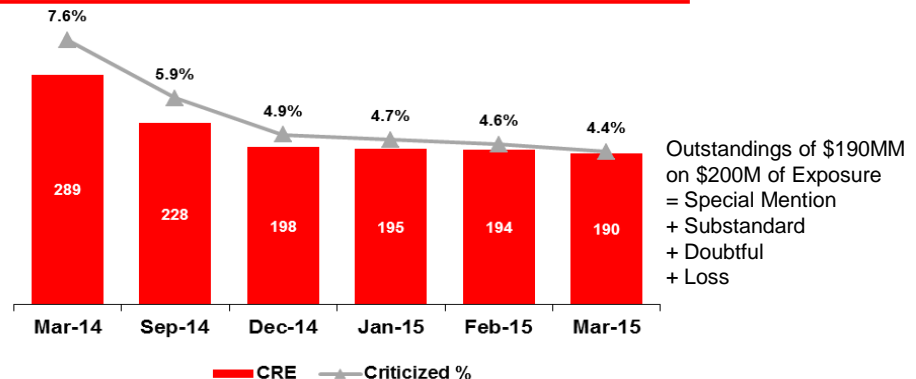
Classified Loans - outstandings



Delinquency



Criticized Loans - outstandings



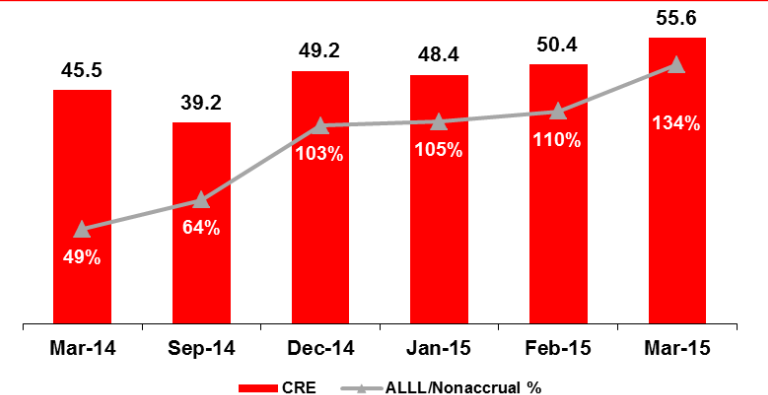
CRE: Credit Quality Metrics (2 of 2)

(\$ in Millions)

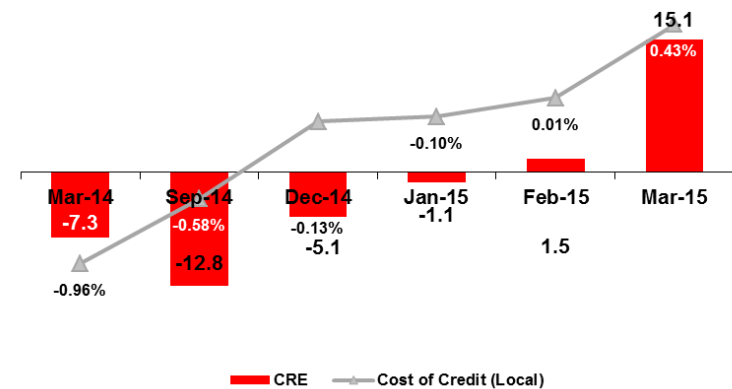
- The allowance and coverage increased, it is assumed that the increase is due to the implementation of the changes in the risk rating policy.
- The ALLL increased by \$5.2MM to \$55.6MM or 134% of existing Non-accruals.
- Over the last year Non-accruals have declined significantly, in March of 2014 ALLL was \$45.5MM, which represented 49% of the non-accruals.
- There aren't any entries or exits to NPL expected in the next 30 days.



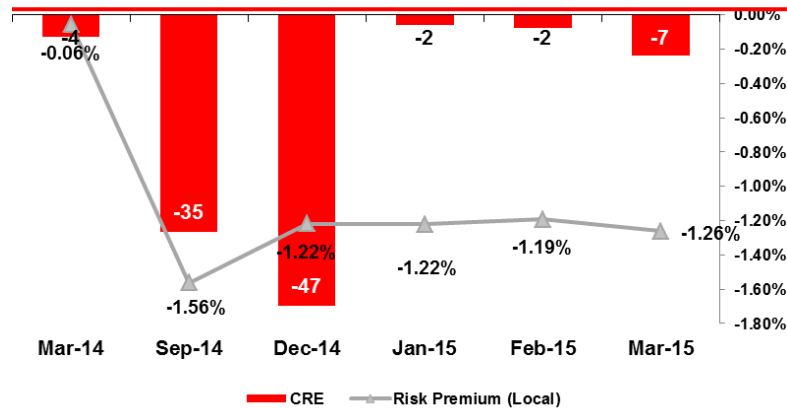
Allowance & Coverage



Provision & Cost of Credit



VMG & Risk Premium



Source: SBNA Solvency - Budget data as of 3/18/15.

VMG = Change in Mora (Nonaccrual including letters of credit) plus Net Charge-Offs

Cost of Credit = Rolling 12 months Provision / Average 12 months Utilizations

Risk Premium = Rolling 12 months VMG / Average 12 months Utilizations

CRE: FEVE Trends

(\$ in Millions)

- Portfolio Quality remained stable with 90% of Binding Exposure rated NO FEVE, as compared with 87% for the same period in 2014.
- The \$5MM increase in “Extinguish” exposure is the result of the downgrade of Sarah’s Way Fairhaven.
- Keystone Sports is the largest “Extinguish” loan in the portfolio at \$21MM, it accounts for 21% of the loans on a dollar basis in this category. The loan is well collateralized based on the liquidation value of \$40MM to \$50MM. To date there haven’t been any reserves or charge-offs, as the loan is well collateralized.

FEVE Status Changes in Mar-15

Master One Obligor	Feb '15 FEVE	Mar '15 FEVE	Binding Exposure	Comment
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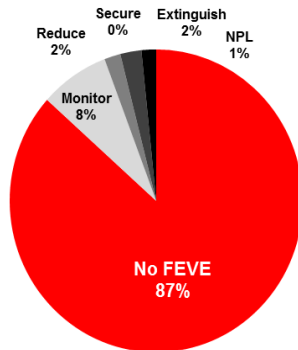
UPGRADES

Riverbank Lofts, LLC	Monitor	No FEVE	\$6.0	Strong performance
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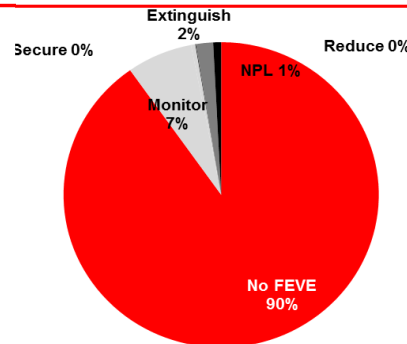
DOWNGRADES

Sarah's Way Fairhaven	Reduce	Extinguish	\$4.6	Covenant defaults
Northland Fund I	Monitor	Reduce	\$3.4	High leverage

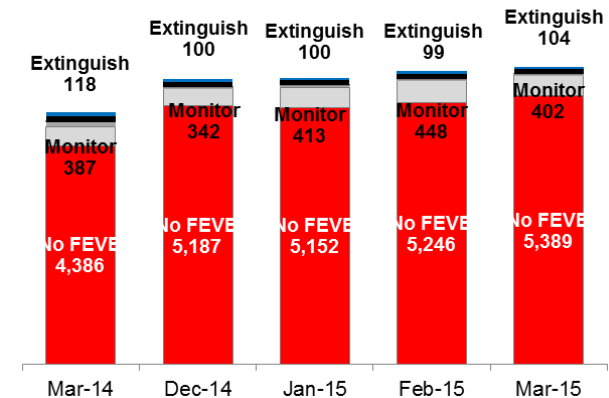
FEVE Distribution 3/31/14



FEVE Distribution 3/31/15



FEVE Portfolio Distribution



P&L Performance

Highlights

- The portfolio is 6% ahead of plan for both revenues and fees, operating expenses are expected to decline by 10%, with provisions increasing by 136% and taxes declining by 22.9%.
- The increase in revenues coupled with the decline in expenses including taxes was not enough to offset the increase in provisions, therefore, negatively impacting net income by 25.7%.
- The increase in ALLL over budget is due to the change in the risk rating policy.

2015 Budget

	2014	2015	Variance
Net Interest Income	91.6	97.2	5.6
Fees	4.9	5.2	0.3
Other income	0.0	0.0	0.0
Revenues	96.5	102.4	5.9
Operating Expenses	(36.9)	(33.2)	3.7
Provisions	21.9	(7.9)	(29.8)
PBT	81.5	61.3	(20.2)
Taxes	(27.9)	(21.5)	6.4
Net Income	53.6	39.8	(13.8)
Pre-Tax ROA	2.12%	1.49%	-0.63%

Key Credit Risk Indicators

	Actual	Budget	Variance
Gross Chargeoffs	0.0	2.3	2.3
Recoveries	(0.1)	0.6	(0.5)
Net ChargeOffs	(0.1)	1.6	1.7
Total Provision	(8.8)	(1.5)	7.3
ALLL	70.3	50.2	(20.1)
Exposure	6,016.0		
Unpaid Principal Balance	4,322.8	3,966.0	356.8
Provisions/Loans	-0.2%	0.0%	0.0%
ALLL/Loans	1.6%	1.3%	-0.4%
Delinquency	1.0	N/A	N/A
NPL	41.3	42.0	0.7

2015 YTD vs. Budget

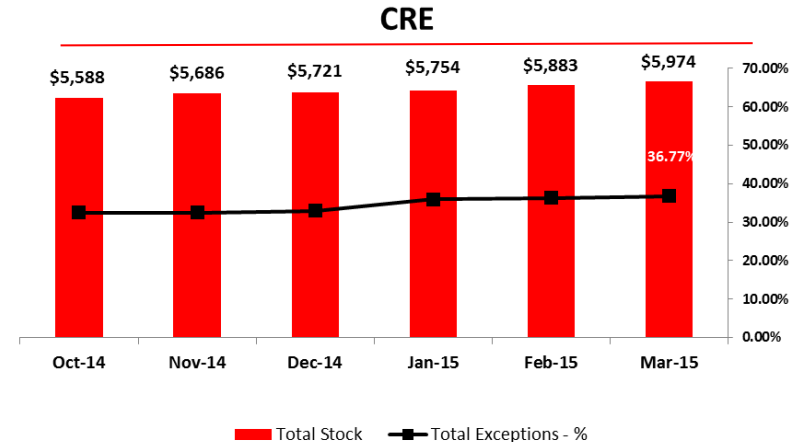
	Actuals	Budget	Variance
Net Interest Income	23.5	23.3	0.2
Fees	1.8	1.3	0.5
Other income	(0.1)	0.0	(0.1)
Revenues	25.2	24.6	0.6
Operating Expenses	(10.9)	(7.6)	(3.3)
Provisions	(8.8)	(1.5)	(7.3)
PBT	5.5	15.5	(10.0)
Taxes	(1.9)	(5.4)	3.5
Net Income	3.6	10.1	(6.5)
Pre-Tax ROA	0.52%	1.55%	-1.03%

Source: 2014 Actual results were provided by Finance. 2015 Budget data were taken from the most recent CRE SCP.

CRE: Exception Management

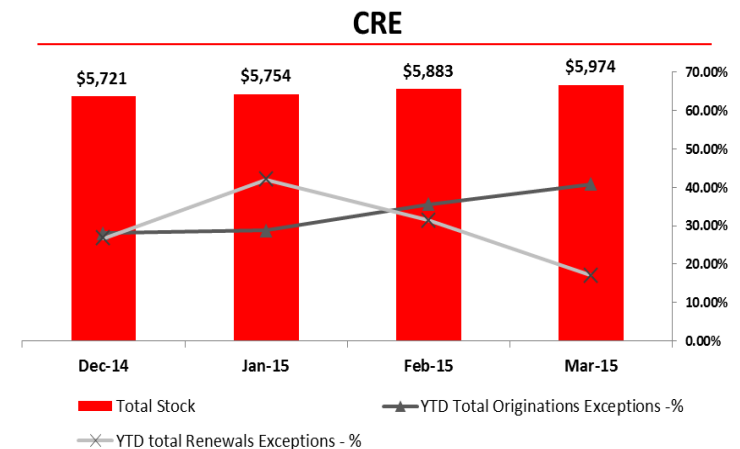
(\$ in Millions)

- CRE accounts represent a large portion of the total Bank exceptions (26.2%) based on the size of the portfolio (10.2%).
- In the exceptions reported all were related to Underwriting Guideline Exceptions .
- Of the 103 exceptions reported 51 were related to term, maturity or amortization; 34 to LTV guidelines and 26 were related to debt service coverage exceptions (both stress testing and regular rates).
- Per the CRE Regional Credit Officer, the high amount of exceptions can be attributed to the legacy portfolio as loans are booked with the exceptions and these exceptions are often not cleared unless the loan is modified or re-booked.



3/31/2015	BANK	CRE	% of Portfolio
Total Facilities	35,719	956	2.68%
Total Portfolio*	\$58,382	\$5,974	10.23%
Total Exceptions Facilities	1294	103	7.96%
Total Exceptions Exposure	\$8,394	\$2,197	26.17%
Policy Exceptions	11	0	N/A
Policy Exceptions \$MM	\$48	0	N/A
UW Guideline Exceptions	1283	103	7.95%
UW Guideline Exceptions \$MM	\$8,348	\$2,192	26.26%

*Of note the above exposure does not include retail exposure and commitments.



Open Regulatory, Internal Audit, and Loan Review Issues - Tracking

MRA /RPA	DESCRIPTION / CONCLUSION	STATUS	TARGET DATE
MRA: Risk Rating Integrity	Revised Risk Rating Methodology that places greater emphasis on objective measures of a Borrower's current and prospective financial condition including cash flow, profitability, liquidity and solvency.	Done	4/30/2015
MRA: Quality of MIS and Level of Portfolio Analytics	Develop comprehensive portfolio analytics	In progress.	6/30/2015
MRA: Credit Administration	Modify primary loan approval document to provide a comprehensive, succinct summary of the key risks, mitigates, transaction rationale and risk rating justification.	Done	5/31/2015

Next Steps

ISSUE	PROPOSED ACTION PLAN	RESOURCES	Target Date
<ul style="list-style-type: none"> Market pressures. 	Due to increased market pressures underwriting standards continue to be squeezed. Continue to work with all areas of the Bank to continue to maintain portfolio quality, while continuing to grow the portfolio.	<ul style="list-style-type: none"> Portfolio Management; Line; CPs; Risk 	On going
<ul style="list-style-type: none"> New Risk Rating Methodology 	Continue to work with all parties on the testing and implementation of the new risk rating system.	<ul style="list-style-type: none"> Portfolio Management; CPs; Risk 	6/30/2015
<ul style="list-style-type: none"> Exceptions to Policy 	Typically once loans are booked with exceptions they are not cleared unless the loan is rebooked or modified. Therefore, a process needs to be put in place to clear these exceptions either through a interim or the annual review.	<ul style="list-style-type: none"> Portfolio Management; CPs; Risk 	On going

APPENDIX

- Top 20
- OCC / Risk Rating Changes
- Santander Risk Ratings vs. FEVE Ratings
- FEVE – Commercial Real Estate
- CRE Concentration Tables

CRE: Top 20

(\$ in Millions)

- The Top 20 relationships have binding exposure of \$1.821MM.
- The Top 20 accounts for 31% of CRE Binding Exposure.
- Biggest changes this month Tetris Property LP increased exposure from \$76.3MM to \$93.1MM and the exposure on Sanford Weiss decreased from \$79MM to \$64MM.
- No changes in the Top 20 counterparties since 1/31/15.

Rank	Master One Obligor	MAR-15 ORR	MAR-15 FEVE	Total Binding Exposure	Utilization	Utilization
1	BROOKFIELD PROPERTIES	4.7 - 6.1	No FEVE / Monitor	178.8	165.3	92%
2	NPP DEVELOPMENT LLC	5.5 - 5.6	No FEVE	164.0	138.7	85%
3	RAANAN KATZ	5.9 - 6.9	No FEVE	152.8	152.5	100%
4	THE RELATED COMPANIES LP	4.7 - 6.0	No FEVE	150.5	99.9	66%
5	VORNADO REALTY LP	6.1 - 6.3	No FEVE	99.8	66.1	66%
6	TETRIS PROPERTY LP	5.7 - 6.4	No FEVE	93.1	91.5	98%
7	DIV VALUE OPPORTUNITY FUNDS	5.3 - 5.6	No FEVE	92.7	56.7	61%
8	ALFRED CARPIONATO	5.0 - 6.0	No FEVE	86.3	71.5	83%
9	ADAM AMERICA RE	4.5 - 5.1	No FEVE	80.5	28.8	36%
10	METROPOLITAN PROPERTIES OF AMERICA	4.7 - 4.8	No FEVE	80.0	56.5	71%
11	WESTWOOD MARKETPLACE HOLDINGS LLC	5	No FEVE	76.0	57.3	75%
12	WATCH CITY VENTURES PH2 LLC	5.0 - 6.0	No FEVE	73.8	50.0	68%
13	CAB BEDFORD LLC	4.8 - 5.0	No FEVE	68.0	34.2	50%
14	STEPHEN R KARP	5.2 - 6.3	No FEVE	64.9	64.9	100%
15	SANFORD N WEISS	4.8 - 5	No FEVE	64.0	8.0	13%
16	MAGNUM REAL ESTATE GROUP / BEN SHAOUL	4.7 - 4.9	No FEVE	60.5	23.7	39%
17	DLC MANAGEMENT	4.7 - 5.3	No FEVE / Monitor	59.6	59.6	100%
18	DIV FUNDS II	5.3 - 5.4	No FEVE	59.1	46.6	79%
19	HOSSEIN FATEH	4.8 - 5.0	No FEVE	59.0	8.1	14%
20	ALEXANDRIA REAL ESTATE INC	6.3	No FEVE	57.5	30.7	53%
TOTAL				1,821	1,311	72%

Source: Trial Balance data as of 3/31/15.

OCC / Risk Rating Changes – Case Study

Per the letter received from the OCC dated 12/22/2014, the current risk rating methodology was cited to be a Matter Requiring Attention “MRA”. In their review, the OCC, determined that nearly half of all Borrowers in the pass rating category are being assigned a more favorable risk rating than what is merited for the risk associated with the deal. It was determined that internal risk ratings were inconsistent amount the borrower and collateral type with similar risk profiles, and that nearly half of the borrowers sampled within a pass-rating understate the level of risk in the deal. Additionally, they would like to see credits downgraded to special mention in a more timely manner. The Bank is in the process of implementing the new rating system across all business lines, beginning with CRE and the balance of the portfolio over the next 12 to 18 months. Additionally, to address the slow downgrades an analysis and review will be completed within 45 days of receiving financials, if a downgraded is warranted a CRR will be completed and presented to the Monitoring Committee with 90 days of receiving financials.

These changes specifically and immediately effected the Construction Loans within the CRE portfolio, all construction loans have now been migrated to a low pass rating.

The effect of the risk rating changes on the CRE construction portfolio:

CRE Construction	12/31/2014	2/28/2015	3/31/2015	Q2Q Change	M2M Change
Total Binding Exposure	\$2,271,948,439	\$ 2,433,172,205	\$ 2,430,414,215	6.97%	-0.11%
Total ACL	\$19,376,093	\$ 20,467,436	\$ 31,720,864	63.71%	54.98%
Count	100	103	100	0.00%	-2.91%
WARR (using Binding Exposure)	5.36	5.34	5.04	-6.01%	-5.74%

OCC / Risk Rating Changes – Case Study

- It was determined by the OCC that the current risk rating methodology did not adequately address ratings. Therefore, a steering committee was implemented to create a new risk rating system that places great emphasis on objective measures. These new risk rating measures have been outlined below.

Category	Factor	Weight
Market perspective (Construction and term loans)	Market Trend	20%
	<ul style="list-style-type: none"> • Supply • Vacancy • Asking Rate • Absorption 	
	Location	20%
Cash Flow (Construction and term loans)	Lease structure and Quality of tenants	20%
Sponsor / Manager (Construction and term loans)	Quality of Sponsor	10%
	<ul style="list-style-type: none"> • Track record • Reporting and Strategy sophistication • Background checks 	
	Portfolio of sponsor	10%
Project (Construction loans only)	Current project status	10%
	Quality of underlying project plan	10%
Management (Term loans only)	Transparency of financial reporting	10%
	Quality of property level management	10%

Santander Risk Ratings vs. FEVE Ratings

- Based on the writers review, it appears that the SRR and the FEVE ratings are in line and they are adequately reflecting the risks within the portfolio.

	Pass	Low Pass	Sp. Mention	Substandard	Doubtful	TOTAL	
No FEVE	\$5,359	\$30	\$0	\$0	\$0	\$5,389	90%
Monitor	\$338	\$26	\$37	\$0	\$0	\$402	7%
Reduce	\$21	\$0	\$0	\$6	\$0	\$27	0%
Secure	\$0	\$0	\$4	\$0	\$0	\$4	0%
Extinguish	\$0	\$0	\$7	\$97	\$0	\$104	2%
NPL	\$0	\$0	\$0	\$22	\$27	\$49	1%
TOTAL	\$5,717	\$57	\$48	\$125	\$27	\$5,974	100%
	96%	1%	1%	2%	0%	100%	

	Pass	Low Pass	Sp. Mention	Substandard	Doubtful	TOTAL
No FEVE	94%	53%	0%	0%	0%	90%
Monitor	6%	47%	78%	0%	0%	7%
Reduce	0%	0%	8%	0%	0%	0%
Extinguish	0%	0%	14%	78%	0%	2%
NPL	0%	0%	0%	17%	100%	1%
TOTAL	100%	100%	100%	95%	100%	100%

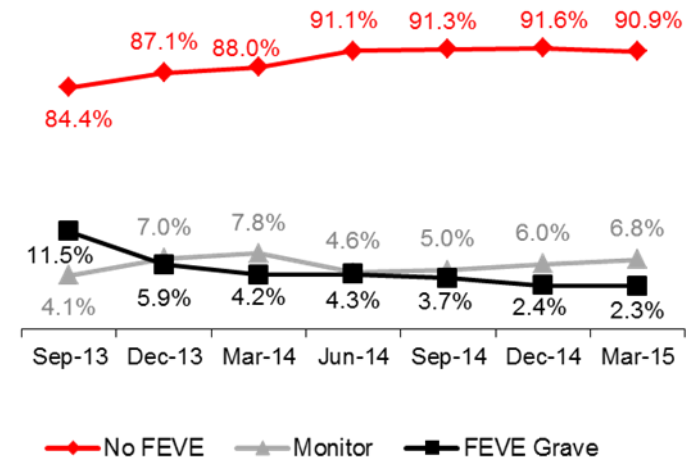
FEVE	ORR	Reg. Rating	Exposure	Customers
No FEVE	4.1	Low Pass	\$1	3
	4.3	Low Pass	\$1	1
	4.4	Low Pass	\$11	3
	4.5	Low Pass	\$18	2
Monitor	2.5	Sp. Mention	\$2	2
	5.3	Pass	\$47	1
	5.4	Pass	\$3	2

FEVE – Commercial Real Estate

	Commercial Real Estate						
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15
No FEVE	\$4,175	\$4,164	\$4,386	\$4,753	\$4,889	\$5,187	\$5,389
In FEVE	\$771	\$617	\$596	\$465	\$463	\$477	\$537
Monitor	\$202	\$334	\$387	\$240	\$267	\$342	\$402
FEVE Grave	\$569	\$283	\$208	\$225	\$196	\$135	\$135
Reduce	\$355	\$105	\$90	\$113	\$74	\$31	\$27
Secure	\$0	\$0	\$0	\$4	\$4	\$4	\$4
Extinguish	\$214	\$177	\$118	\$108	\$118	\$100	\$104
Grand Total	\$4,946	\$4,781	\$4,982	\$5,218	\$5,352	\$5,664	\$5,926

Even though the credit U/W metrics have been **loosened** to respond to the market demand, the quality of the FEVE CRE portfolio has **improved** as a result of better selectivity of transactions

	Commercial Real Estate						
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15
No FEVE	84.4%	87.1%	88.0%	91.1%	91.3%	91.6%	90.9%
In FEVE	15.6%	12.9%	12.0%	8.9%	8.7%	8.4%	9.1%
Monitor	4.1%	7.0%	7.8%	4.6%	5.0%	6.0%	6.8%
FEVE Grave	11.5%	5.9%	4.2%	4.3%	3.7%	2.4%	2.3%
Reduce	7.2%	2.2%	1.8%	2.2%	1.4%	0.5%	0.5%
Secure	0.0%	0.0%	0.0%	0.1%	0.1%	0.1%	0.1%
Extinguish	4.3%	3.7%	2.4%	2.1%	2.2%	1.8%	1.8%
Grand Total	100%	100%	100%	100%	100%	100%	100%



Commercial Real Estate Concentrations

- The CRE Construction Portfolio is well managed and sound. In response to current market conditions the construction sublimit was raised from 25% to 30% of Tier 1 Capital + ACL. This increase will allow the Bank to be more inline with their peer group. The peer average for funded construction loans was 10.6% with SAN at 10.1%. SAN CRE will continue to be competitive and court the best customers with strong track records, while not compromising underwriting and risk standards.

Portfolio Segment	3/31/15 Binding Exposure	3/31/15 Ratio Tier I Cap + ACL	Limit Tier I Cap + ACL	3/31/15 (Under) Over Limit	3/31/15 Limit Utilization	Exposure Change from 12/31/14
TOTAL INVESTMENT CRE LIMIT	17,574	168.0%	200.0%	(3,349)	84.0%	(59)
CRE PROPERTY TYPE SUBLIMITS						
Multifamily	9,112	87.1%	105.0%	(1,873)	83.0%	71
Retail	2,166	20.7%	30.0%	(973)	69.0%	(25)
Office	2,251	21.5%	35.0%	(1,411)	61.5%	(101)
CCRC	243	2.3%	6.0%	(385)	38.7%	(33)
Co-Op	1,126	10.8%	17.0%	(653)	63.3%	(120)
Residential Condominium	369	3.5%	5.0%	(154)	70.6%	42
Residential Development	182	1.7%	2.5%	(79)	69.8%	15
Industrial/Warehouse	435	4.2%	10.0%	(611)	41.6%	28
Hospitality	474	4.5%	9.0%	(467)	50.4%	(8)
REIT	386	3.7%	7.0%	(346)	52.8%	55
All Other Property Types	829	7.9%	15.0%	(741)	52.8%	15
CONSTRUCTION / LAND SUBLIMIT	2,447	23.4%	30.0%	(692)	78.0%	167
INTEREST ONLY SUBLIMIT	3,555	34.0%	40.0%	(630)	85.0%	191
BRIDGE FINANCING	169	1.6%	5.0%	(354)	32.4%	10

Dollars in Millions

Commercial Real Estate Geographic Concentrations

- Below is a break down of CRE by geography, 90% of the portfolio is located in footprint, 4.5% is located out of footprint and 5.5% is unsecured. The loans within the footprint appear to well diversified across the different markets.

Portfolio Segment	3/31/15 Binding Exposure	3/31/15 Ratio Tier I Cap + ACL	Limit Tier I Cap + ACL	3/31/15 (Under) Over Limit	3/31/15 Limit Utilization	Exposure Change from 12/31/15
TOTAL INVESTMENT CRE LIMIT	17,574	168.0%	200.0%	(3,349)	84.0%	(59)
In Footprint*	15,742	150.5%	200.0%	(5,182)	75.2%	348
<i>NY/NJ Multifamily</i>	6,062	57.9%	70.0%	(1,261)	82.8%	117
<i>NY/NJ Other CRE</i>	4,132	39.5%	65.0%	(2,669)	60.8%	20
New England	2,773	26.5%	55.0%	(2,981)	48.2%	224
Mid-Atlantic	2,775	26.5%	55.0%	(2,979)	48.2%	(14)
Out of Footprint	784	7.5%	20.0%	(1,309)	37.5%	195
Pacific West	68	0.7%	5.0%	(455)	13.0%	(41)
Midwest	102	1.0%	5.0%	(421)	19.5%	(0)
South Atlantic	409	3.9%	10.0%	(637)	39.1%	146
Unsecured, Unidentified & Non CRE Collateral	1,049	10.0%	n/a			

Dollars in Millions

