

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-14554

BANCO SANTANDER-CHILE

(d/b/a Banco Santander Santiago and Santander Santiago)
(Exact name of Registrant as specified in its charter)

SANTANDER-CHILE BANK

(d/b/a Santander Santiago Bank and Santander Santiago)
(Translation of Registrant's name into English)

Chile

(Jurisdiction of incorporation)

Bandera 140

Santiago, Chile

Telephone: 011-562 320-2000

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing the right to receive 1,039 Shares of Common Stock without par value	New York Stock Exchange
Shares of Common Stock, without par value*	New York Stock Exchange

* Santander-Chile's shares of common stock are not listed for trading, but only in connection with the registration of the American Depositary Shares pursuant to the requirements of the New York Stock Exchange.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

7.375% Subordinated Notes due 2012

The number of outstanding shares of each class of common stock of Banco Santander-Chile at December 31, 2004 was:

188,446,126,794 Shares of Common Stock, without par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18



TABLE OF CONTENTS

	Page
Cautionary Statement Concerning Forward-Looking Statements	ii
Certain Terms and Conventions	iii
Presentation of financial Information	1
Item 2. Offer Statistics and Expected Timetable	4
Item 3. Key Information	4
Item 4. Information on the Company	16
Item 5. Operating and Financial Review and Prospects	34
Item 6. Directors, Senior Management and Employees	95
Item 7. Major Shareholders and Related Party Transactions	104
Item 8. Financial Information	107
Item 9. The Offer and Listing	108
Item 10. Additional Information	110
Item 11. Quantitative and Qualitative Disclosures about Market Risk	125
Item 12. Description of securities other than equity securities	140
PART II	141
Item 13. Defaults, Dividend Arrearages and Delinquencies	141
Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds	141
Item 15. Controls and Procedures	141
Item 16A. Audit Committee Financial Expert	141
Item 16B. Code of Ethics	141
Item 16C. Principal Accountant Fees and Services	142
Item 16D. Exemptions from the Listing Standards for Audit Committees.	142
Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.	142
PART III	143
Item 17. Financial Statements	143
Item 18. Financial Statements	143
Item 19. Exhibits	143

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

We have made statements in this Annual Report on Form 20-F that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear throughout this annual report and include statements regarding our intent, belief or current expectations regarding:

- asset growth and alternative sources of funding
- growth of our fee-based business
- financing plans
- impact of competition
- impact of regulation
- exposure to market risks:
 - interest rate risk
 - foreign exchange risk
 - equity price risk
- projected capital expenditures
- liquidity
- trends affecting:
 - our financial condition
 - our results of operation
- expected synergies from the merger
- projected costs savings from the merger
- merger expenses
- integration of our computer system

The sections of this annual report which contain forward-looking statements include, without limitation, “Item 3: Key Information—Risk Factors,” “Item 4: Information on the Company—Strategy,” “Item 4: Information on the Company,” “Item 5: Operating and Financial Review and Prospects—,” “Item 8: Financial Information—Legal Proceedings,” and “Item 11: Quantitative and Qualitative Disclosures About Market Risk—.” Our forward-looking statements also may be identified by words such as “believes,” “expects,” “anticipates,” “projects,” “intends,” “should,” “could,” “may,” “seeks,” “aim,” “combined,” “estimates,” “probability,” “risk,” “VaR,” “target,” “goal,” “objective,” “future” or similar expressions.

You should understand that the following important factors, in addition to those discussed elsewhere in this annual report and in the documents which are incorporated by reference, could affect our future results and could cause those results or other outcomes to differ materially from those expressed in our forward-looking statements:

- changes in capital markets in general that may affect policies or attitudes towards lending to Chile or Chilean companies
- the monetary and interest rate policies of the Central Bank
- inflation
- deflation
- unemployment
- unanticipated turbulence in interest rates
- movements in foreign exchange rates
- movements in equity prices or other rates or prices
- changes in Chilean and foreign laws and regulations
- changes in taxes
- competition, changes in competition and pricing environments
- natural disasters
- our inability to hedge certain risks economically
- the adequacy of loss allowances
- technological changes
- changes in consumer spending and saving habits
- increased costs
- unanticipated increases in financing and other costs or the inability to obtain additional debt or equity financing on attractive terms
- changes in, or failure to comply with, banking regulations
- our ability to successfully market and sell additional services to our existing customers
- disruptions in client service
- the success of our post-merger branding strategy

- successful implementation of new technologies
- loss of market share
- an inaccurate or ineffective client segmentation model

[Table of Contents](#)

You should not place undue reliance on such statements, which speak only as of the date that they were made. Our independent public auditors have neither examined nor compiled the forward-looking statements and, accordingly, do not provide any assurance with respect to such statements. The forward-looking statements contained in this document speak only as of the date of this Annual Report, and we do not undertake to update any forward-looking statement to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

CERTAIN TERMS AND CONVENTIONS

As used in this annual report, “Santander-Chile”, “the Bank”, “we,” “our” and “us” mean Banco Santander-Chile and its consolidated subsidiaries, the bank resulting from the merger of Santiago and Old Santander-Chile.

When we refer to “Santiago” in this Annual Report, we refer to Banco Santiago and its consolidated subsidiaries prior to its merger with Old Santander-Chile. When we refer to “Old Santander-Chile” in this Annual Report, we refer to the former Banco Santander-Chile and its consolidated subsidiaries, which ceased to exist upon its merger into Santiago, effected on August 1, 2002.

As used in this Annual Report, the term “billion” means one thousand million (1,000,000,000).

In this Annual Report, references to “\$”, “US\$”, “U.S.\$”, “U.S. dollars” and “dollars” are to United States dollars, references to “Chilean pesos,” “pesos” or “Ch\$” are to Chilean pesos and references to “UF” are to *Unidades de Fomento*. The UF is an inflation-indexed Chilean monetary unit with a value in Chilean pesos that changes daily to reflect changes in the official Consumer Price Index (“CPI”) of the *Instituto Nacional de Estadísticas* (the Chilean National Institute of Statistics). See “Item 5: Operating and Financial Review and Prospects” and Note 1(c) to the Audited Consolidated Financial Statements.

PRESENTATION OF FINANCIAL INFORMATION

Currency and Accounting Principles

Santander-Chile is a Chilean bank and maintains its financial books and records in Chilean pesos and prepares its Audited Consolidated Financial Statements in conformity with generally accepted accounting principles in Chile and the rules of the *Superintendencia de Bancos e Instituciones Financieras* (the Superintendency of Banks and Financial Institutions, which is referred to herein as the “Superintendency of Banks”), which together differ in certain significant respects from generally accepted accounting principles in the United States (“U.S. GAAP”). References to “Chilean GAAP” in this Annual Report are to accounting principles generally accepted in Chile, as supplemented by the applicable rules of the Superintendency of Banks. See *Note 27 to the Audited Consolidated Financial Statements of Santander-Chile as of December 31, 2003 and 2004 and for the years ended December 31, 2002, 2003 and 2004* contained elsewhere in this Annual Report (together with the notes thereto, the “Audited Consolidated Financial Statements”) for a description of the principal differences between Chilean GAAP and U.S. GAAP, as they relate to Santander-Chile, and a reconciliation to U.S. GAAP of net income and shareholders’ equity. Pursuant to Chilean GAAP, amounts expressed in the Audited Consolidated Financial Statements and all other amounts included elsewhere throughout this Annual Report for all periods expressed in Chilean pesos are expressed in constant Chilean pesos as of December 31, 2004. See *Note 1(c) to the Audited Consolidated Financial Statements*.

Loans

Unless otherwise specified, all references herein (except in the Audited Consolidated Financial Statements) to loans are to loans and financial leases before deduction for loan loss allowance, and, except as otherwise specified, all market share data presented herein are based on information published periodically by the Superintendency of Banks. Non-performing loans include loans for which either principal or interest is overdue, and which do not accrue interest. Restructured loans for which no payments are overdue are not ordinarily classified as non-performing loans. Past due loans include, with respect to any loan, only the portion of principal and interest that is 90 or more days overdue, and do not include the installments of such loan that are not overdue or that are less than 90 days overdue, unless legal proceedings have been commenced for the entire outstanding balance according to the terms of the loan, in which case the entire loan is considered past due within 90 days after initiation of such proceedings. This practice differs from that normally followed in the United States, where the amount classified as past due would include the entire amount of principal and interest on any and all loans which have any portion overdue. See *“Item 5D: Asset and Liability Management—Selected Statistical Information—Loan Portfolio—Classification of Loan Portfolio—Classification of Loan Portfolio Based on the Borrower’s Payment Performance.”*

According to the regulations established by the Superintendency of Banks, Santander-Chile is required to charge off commercial loans no later than 24 months after being classified as past due, if unsecured, and if secured, no later than 36 months after being classified as past due. When an installment of a past due corporate loan (whether secured or unsecured) is charged off, Santander-Chile must charge off all installments which are overdue. However, this does not preclude Santander-Chile from charging off the entire amount of the loan, if it deems such action to be necessary. Once any amount of a loan is charged off, each subsequent installment must be charged off as it becomes overdue. In the case of past due consumer loans, after the first installment becomes three months past due, Santander-Chile must charge off the entire remaining part of the loan. Santander-Chile may charge off any loan (whether corporate or consumer) before the first installment becomes overdue, but only in accordance with special procedures established by the Superintendency of Banks and must charge off an overdue loan (whether corporate or consumer) before that time according to the terms set forth above in certain circumstances.

Outstanding loans and the related percentages of Santander-Chile’s loan portfolio made up of corporate and consumer loans in the section entitled *“Item 4B: Business Overview”* are categorized based on the nature of the borrower. Outstanding loans and related percentages of the loan portfolio of Santander-Chile made up of corporate and consumer loans in the section entitled *“Item 5D: Asset and Liability Management—Selected Statistical Information”* are categorized in accordance with the reporting requirements of the Superintendency of Banks, which are based on the type and term of loans.

[Table of Contents](#)

Shareholder's Equity

Unless otherwise specified, all references to "shareholders' equity" (except in the Audited Consolidated Financial Statements) as of December 31 of any year are to shareholders' equity in the Audited Consolidated Financial Statements excluding dividends, if any, paid in respect of such year then ended, such dividends having been paid in the following year. See "*Item 8A: Consolidated Statements and Other Financial Information—Dividends and Dividend Policy.*"

Effect of Rounding

Certain figures included in this Annual Report and in the Audited Consolidated Financial Statements have been rounded for ease of presentation. Percentage figures included in this Annual Report have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, certain percentage amounts in this Annual Report may vary from those obtained by performing the same calculations using the figures in the Audited Consolidated Financial Statements. Certain other amounts that appear in this Annual Report may not sum due to rounding.

Economic and Market Data

In this Annual Report, unless otherwise indicated, all macro-economic data related to the Chilean economy is based on information published by the *Banco Central de Chile* (the Chilean Central Bank) (the "Central Bank"), and all market share and other data related to the Chilean financial system is based on information published by the Superintendency of Banks and our analysis of such information. Information regarding the consolidated risk index of the Chilean financial system as a whole is not available.

Exchange Rates

This Annual Report contains translations of certain Chilean peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the Chilean peso amounts actually represent such U.S. dollar amounts, were converted from U.S. dollars at the rate indicated in preparing the audited and interim unaudited consolidated financial statements, could be converted into U.S. dollars at the rate indicated or were converted at all. Unless otherwise indicated, such U.S. dollar amounts, in the case of information concerning Santiago and Old Santander-Chile, have been translated from Chilean pesos based on the observed exchange rate reported by the Central Bank on December 31, 2004, which was Ch\$559.83 per US\$1.00. The observed exchange rate reported by the Central Bank on December 31, 2004 is based upon the actual exchange rate of December 30, 2004 and is the exchange rate specified by the Superintendency of Banks for use by Chilean banks in the preparation of their financial statements for the periods ended December 31, 2004. The observed exchange rate on June 23, 2005 was Ch\$577.73 per US\$1.00, reflecting an accumulated depreciation of 3.2% from December 31, 2004. The Federal Reserve Bank of New York does not report a noon buying rate for the Chilean peso. For more information on the observed exchange rate see "*Item 3: Exchange Rates.*"

Merger – Accounting Treatment

On August 1, 2002, Old Santander-Chile merged into Santiago. Immediately thereafter, Santiago changed its name to "Banco Santander Chile." The merger was accounted for under Chilean GAAP in a manner commonly referred to as a "pooling of interests" on a prospective basis from January 1, 2002. Under Chilean GAAP, any financial statements we issue as of or for periods ending August 1, 2002 or thereafter will reflect the combined operations of Santiago and Old Santander-Chile from January 1, 2002. Our historical financial statements under Chilean GAAP as of and for periods ended prior to August 1, 2002 have not been and will not be restated to reflect the merger. As such, for Chilean GAAP purposes, our historical financial statements as of and for the years ended December 31, 2000 and 2001 are those of Santiago which is deemed to be the predecessor entity of Santander-Chile.

Under US GAAP, the merger was accounted for as a merger of entities under common control, as Banco Santander Central Hispano S.A ("Banco Santander Central Hispano") controlled both Santiago and Old Santander-Chile beginning May 3, 1999. US GAAP requires that we record the transaction in a manner similar to a pooling of interests based on the carrying values for Santiago and Old Santander-Chile included in the accounting records of

[Table of Contents](#)

the common parent, Banco Santander Central Hispano. However, to the extent that in connection with the merger Santiago issued Santiago shares or paid cash (in the case of fractional shares) for Old Santander-Chile shares held by parties other than Banco Santander Central Hispano and its affiliates, the transaction has been accounted for using the purchase method based on fair values. As a consequence of the merger, Santiago and Old Santander-Chile were required to restate their US GAAP historical financial statements previously issued for all periods during which common control existed. See “*Item 8A: Consolidated Statements and Other Financial Information.*”

[Table of Contents](#)

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following table presents historical financial information about us as of the dates and for each of the periods indicated. The following table should be read in conjunction with, and is qualified in its entirety by reference to, our Audited Consolidated Financial Statements appearing elsewhere in this Annual Report. Our Audited Consolidated Financial Statements are prepared in accordance with Chilean GAAP, which differ in certain significant respects from U.S. GAAP. Note 27 to our Audited Consolidated Financial Statements provides a description of the material differences between Chilean GAAP and U.S. GAAP and a reconciliation to U.S. GAAP of net income for the years ended and as of December 31, 2002, 2003 and 2004 and shareholders' equity at December 31, 2003 and 2004.

Under Chilean GAAP, the merger between Santiago and Old Santander-Chile was accounted for as a "pooling of interest" on a prospective basis. As such, the historical financial statements for periods prior to the merger were not restated under Chilean GAAP. Under U.S. GAAP, the merger between the two banks, which have been under the common control of Banco Santander Central Hispano since May 3, 1999, is accounted for in a manner similar to a pooling of interest under U.S. GAAP. As a consequence of the merger, we were required to restate our previously issued U.S. GAAP historical financial information to retroactively present the financial results for the merged bank as if Santiago and Old Santander-Chile had been combined throughout the periods during which common control existed. See Note 27(a) to our Audited Consolidated Financial Statements.

	As of and for the Year Ended December 31,					
	2000	2001	2002	2003	2004	2004
	(in millions of constant Ch\$ as of December 31, 2004)(1)					(in thousands of U.S.\$)(1)(2)
CONSOLIDATED INCOME STATEMENT DATA						
Chilean GAAP:						
Interest revenue	666,285	617,389	1,067,232	628,778	783,663	1,399,823
Interest expense	(417,183)	(348,352)	(529,832)	(318,586)	(315,328)	(563,257)
Net interest revenue	249,102	269,037	537,400	310,192	468,335	836,566
Allowances for loan losses	(49,233)	(49,603)	(94,359)	(103,853)	(128,734)	(229,952)
Total fees and income from services, net	41,987	51,493	105,672	114,613	121,611	217,228
Other operating income, net	17,641	13,326	(14,297)	163,456	19,837	35,434
Loan loss recoveries	9,678	12,076	26,003	34,762	47,980	85,705
Other income and expenses, net	3,292	10,628	(33,062)	36,820	43,922	78,457
Operating expenses	(152,763)	(164,032)	(296,745)	(256,465)	(268,277)	(479,212)
Loss from price-level restatement	(12,387)	(8,114)	(13,474)	(7,893)	(11,983)	(21,404)
Income before income taxes	97,639	122,734	191,135	256,870	244,711	437,117
Income (taxes) benefit	(439)	3,771	(28,382)	(44,762)	(45,916)	(82,018)
Net income	98,225	126,505	162,753	212,108	198,795	355,099
Net income per share	0.99	1.28	0.86	1.13	1.05	0.00188
Net income per American Depositary Share(3)	1,031.56	1,328.55	897.35	1,169.48	1,096.07	1.96
Dividends per share(4)	0.59	0.99	1.28	0.86	1.13	0.00189
Dividends per ADS(4)	610.17	1,031.56	1,328.55	897.35	1,169.48	1.95
Weighted-average shares outstanding (in millions)	98,934.2	98,934.2	188,446.1	188,446.1	188,446.1	—
Weighted-average shares outstanding (in millions) US GAAP	188,446.1	188,446.1	188,446.1	188,446.1	188,446.1	—
U.S. GAAP:						
Net interest income (5)	449,334	495,866	533,531	312,028	466,406	833,121
Provision for loan losses	(58,602)	(74,104)	(68,436)	(88,688)	(65,990)	(117,875)
Amortization of goodwill	41,505	51,786				
Net income	139,205	164,981	142,902	183,148	198,929	355,338
Net income per Share(6)	0.74	0.88	0.76	.97	1.06	0.00189

[Table of Contents](#)

	As of and for the Year Ended December 31,					2004 (in thousands of U.S.\$)(1)(2)	
	2000	2001	2002	2003	2004		
(in millions of constant Ch\$ as of December 31, 2004)(1)							
CONSOLIDATED INCOME STATEMENT DATA							
Net income per ADS (6)	767.51	909.62	787.89	1,009.79	1,096.80	1.96	
Weighted-average ADS outstanding (in millions) US GAAP	181.377	181.377	181.377	181.377	181.377	—	
CONSOLIDATED BALANCE SHEET DATA							
Chilean GAAP:							
Cash and due from banks	549,617	591,823	1,012,044	1,008,473	948,249	1,693,816	
Investments (7)	607,954	1,005,950	2,585,765	1,961,075	1,989,486	3,553,735	
Loans, net of allowances	4,928,538	5,267,550	7,965,204	7,635,176	8,446,353	15,087,353	
Loan loss allowances	(95,117)	(100,625)	(173,448)	(172,398)	(173,286)	(309,533)	
Other assets	339,087	336,319	210,962	293,257	418,237	747,076	
Total assets (5)	6,425,196	7,201,642	12,063,492	11,191,253	12,070,528	21,561,060	
Deposits	3,342,840	3,702,954	6,294,188	5,663,750	6,747,265	12,052,348	
Other interest-bearing liabilities	2,105,174	2,412,558	4,056,736	3,474,822	3,164,682	5,652,935	
Shareholders' equity	543,626	574,124	996,497	1,042,623	1,031,754	1,842,977	
U.S. GAAP:							
Total assets	10,875,147	12,407,596	11,728,116	10,828,056	11,828,570	21,128,861	
Long-term borrowings	3,168,153	3,859,714	3,199,046	2,456,964	1,805,032	3,224,250	
Shareholders' equity (8)	1,473,305	1,460,882	1,850,517	1,853,670	1,844,883	3,295,433	
Goodwill	577,750	536,213	762,187	762,187	762,187	1,361,462	
As of for the Year Ended December 31,							
	2000	2001	2002	2003	2004		
CONSOLIDATED RATIOS							
Chilean GAAP:							
Profitability and Performance							
Net interest margin(9)			4.6%	4.5%	4.8%	3.0%	4.4%
Return on average total assets(10)			1.6%	1.9%	1.3%	1.8%	1.7%
Return on average shareholders' equity(11)			19.8%	23.2%	16.2%	22.1%	20.2%
Capital							
Average shareholders' equity as a percentage of average total assets			8.1%	8.1%	8.3%	8.1%	8.2%
Total liabilities as a multiple of shareholders' equity			10.8	11.5	11.1	9.7	11.7
Credit Quality:							
Substandard loans as a percentage of a total loans(12)			2.4%	2.2%	3.2%	3.6%	3.7%
Allowance for loans losses as percentage of total loans			1.9%	2.1%	2.1%	2.2%	2.0%
Past due loans as a percentage of total loans (13)			1.4%	1.3%	2.1%	2.2%	1.5%
Operating Ratios:							
Operating expenses/operating revenue(14)			49.5%	49.1%	47.2%	43.6%	44.0%
Operating expenses/average total assets			2.5%	2.4%	2.3%	2.2%	2.2%
U.S. GAAP:							
Profitability and Performance:							
Net interest margin(15)			4.4%	4.5%	4.7%	3.0%	4.4%
Return on average total assets(16)			1.2%	1.4%	1.2%	1.6%	1.8%
Return on average shareholders' equity(17)			10.1%	11.7%	8.6%	9.9%	10.8%
OTHER DATA							
Inflation Rate(18)			4.5%	2.6%	2.8%	1.1%	2.4%
Revaluation (Devaluation) Rate (Ch\$/U.S.\$) at period end(18)			8.5%	14.6%	8.6%	(15.9%)	(6.6%)

Table of Contents

	As of for the Year Ended December 31,				
	2000	2001	2002	2003	2004
Number of employees at period end(19)	4,772	4,489	8,314	7,561	7,380
Number of branches and offices at period end	167	169	347	345	315

Note: n/a = not applicable.

- (1) Except per share data, percentages and ratios, share amounts, employee numbers and branch numbers.
- (2) Amounts stated in U.S. dollars as of and for the year ended December 31, 2004 have been translated from Chilean pesos at the observed exchange rate of Ch\$559.83 = U.S.\$1.00 as of December 31, 2004. See "Item 3: Key Information—Exchange Rates" for more information on the observed exchange rate.
- (3) 1 ADS = 1,039 shares of common stock.
- (4) The dividends per share of common stock and per ADS are determined based on the previous year's net income. The dividend per ADS is calculated on the basis of 1,039 shares per ADS.
- (5) Net interest income and total assets on a U.S. GAAP basis have been determined by applying the relevant U.S. GAAP adjustments to net interest income and total assets presented in accordance with Article 9 of Regulation S-X. See Note 27 to our Consolidated Financial Statements.
- (6) Net income per share in accordance with U.S. GAAP has been calculated on the basis of the weighted-average number of shares outstanding at the end of the period.
- (7) Includes principally Chilean government securities, corporate securities, other financial investments and investment collateral under agreements to repurchase.
- (8) Shareholders' equity as of December 31 of each year.
- (9) Net interest revenue divided by average interest earning assets (as presented in "Item 5: Selected Statistical Information").
- (10) Net income divided by average total assets (as presented in "Item 5: Selected Statistical Information").
- (11) Net income divided by average shareholders' equity (as presented in "Item 5: Selected Statistical Information").
- (12) Substandard loans in the old rating system included all loans rated B- or worse. In the new loan risk classification system which took effect in 2004, substandard loans include all consumer and mortgage loans rated B- or worse and for commercial loans all loans rated C1 or worse. See Item 5D-Asset and Liability Management-Analysis of Substandard Loans and Past Due loans".
- (13) Past due loans are loans that are 90 days or more overdue.
- (14) Operating revenue includes "Net interest revenue," "Total fees and income from services, net" and "Other operating income, net."
- (15) Net interest margin on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to net interest income presented in accordance with Article 9 of Regulation S-X but calculated on a Chilean GAAP basis. See 27(y) to our Consolidated Financial Statements.
- (16) Net income divided by average total assets. Average total assets were calculated as an average of the beginning and ending balance for each year, and total assets on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to total assets presented in accordance with Article 9 of Regulation S-X. See Note 27 to our Audited Consolidated Financial Statements.
- (17) Average shareholders' equity was calculated as an average of the beginning and ending balance for each year. Shareholders' equity on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to shareholders' equity presented in accordance with Article 9 of Regulation S-X. See Note 27(y) to our Audited Consolidated Financial Statements.
- (18) Based on information published by the Central Bank.
- (19) The number of employees presented in this table for the years 2000 and 2001 are those of Santiago only, excluding subsidiaries, because consolidated employee information is not available for all years presented.

[Table of Contents](#)

Exchange Rates

Chile has two currency markets, the *Mercado Cambiario Formal*, or the Formal Exchange Market and the *Mercado Cambiario Informal*, or the Informal Exchange Market. Under the Central Bank Act, the Central Bank determines which purchases and sales of foreign currencies must be carried out in the Formal Exchange Market. Pursuant to Central Bank regulations which are currently in effect, all payments, remittances or transfers of foreign exchange abroad which are required to be effected through the Formal Exchange Market may be effected with foreign currency procured outside the Formal Exchange Market. The Formal Exchange Market is comprised of the banks and other entities so authorized by the Central Bank. The conversion from pesos to U.S. dollars of all payments and distributions with respect to the ADSs described in this Annual Report must be transacted at the spot market rate in the Formal Exchange Market. Current regulations require that the Central Bank be informed of certain transactions and that they be effected through the Formal Exchange Market.

The reference exchange rate for the Formal Exchange Market is reset daily by the Central Bank, taking internal and external inflation into account, and is adjusted daily to reflect variations in parities between the peso and each of the U.S. dollar, the Euro and the Japanese yen. The observed exchange rate for a given date is the average exchange rate of the transactions conducted in the Formal Exchange Market on the immediately preceding banking day, as certified by the Central Bank.

Until August 1999, authorized transactions by banks were generally transacted within a certain band above or below the reference exchange rate. In order to maintain the average exchange rate within such limits, the Central Bank intervened by selling and buying foreign currencies on the Formal Exchange Market.

On September 2, 1999, the Central Bank eliminated the exchange rate band as an instrument of exchange rate policy, introducing more flexibility to the exchange market. The Central Bank announced it will intervene in the exchange market only in special and qualified cases.

Purchases and sales of foreign currencies which may be effected outside the Formal Exchange Market can be carried out in the Informal Exchange Market. The Informal Exchange Market reflects transactions carried out at informal exchange rates by entities not expressly authorized to operate in the Formal Exchange Market, such as certain foreign exchange houses and travel agencies. There are no limits imposed on the extent to which the rate of exchange in the Informal Exchange Market can fluctuate above or below the observed exchange rate. On December 31, 2004, the average exchange rate in the Informal Exchange Market was 0.7% lower than the published observed exchange rate for such date of Ch\$559.83 per U.S.\$1.00.

The following table sets forth the annual low, high, average and period-end observed exchange rate for U.S. dollars for each of the following periods, as reported by the Central Bank.

Year	Daily Observed Exchange Rate Ch\$ Per U.S.\$(1)			
	Low(2)	High(2)	Average(3)	Period End
2000	501.04	580.37	539.49	572.68
2001	557.13	716.62	634.94	656.20
2002	641.75	756.56	689.24	712.38
2003	593.10	758.21	691.54	599.42
2004	559.21	649.45	609.55	559.83
Month				
December 2004	559.66	597.27	576.17	559.83
January 2005	557.40	586.18	574.12	586.18
February 2005	563.22	585.40	573.58	577.52
March 2005	573.55	591.69	586.48	586.45
April 2005	572.75	588.95	580.46	582.87
May 2005	570.83	583.59	578.31	580.20
June 2005 (through June 23 rd)	577.73	592.75	586.83	577.73

Source: Central Bank.

Table of Contents

- (1) Nominal figures.
- (2) Exchange rates are the actual low and high, on a day-by-day basis for each period.
- (3) The average of monthly average rates during the year.

Dividends

Under the current General Banking Law, a Chilean bank may only pay a single dividend per year (i.e., interim dividends are not permitted). Santander-Chile's annual dividend is proposed by its Board of Directors and is approved by the shareholders at the annual ordinary shareholders' meeting held the year following that in which the dividend is proposed. For example, the 2004 dividend would be proposed and approved in 2005. Following shareholder approval, the proposed dividend is declared and paid. Historically, the dividend for a particular year has been declared and paid no later than one month following the shareholders meeting. Dividends are paid to shareholders of record on the fifth day preceding the date set for payment of the dividend. The applicable record dated for the payment of dividends to holders of ADSs will, to the extent practicable, be the same.

Under the Chilean Companies Law, Chilean companies are generally required to distribute at least 30% of their earnings (calculated in accordance with Chilean GAAP) as dividends, but a bank is permitted to distribute less than 30% of its earnings, and may distribute no dividends at all, in any given year if the holders of at least two-thirds of the bank's outstanding shares of common stock so determine. The balances of Santander-Chile's distributable net income is generally retained for use in Santander-Chile's business (including for the maintenance of any required legal reserves). Although Santander-Chile's Board of Directors currently intends to pay regular annual dividends, the amount of dividend payments will depend upon, among other factors, Santander-Chile's then current level of earnings, capital and legal reserve requirements, as well as market conditions, and there can be no assurance as to the amount or timing of future dividends.

Dividends payable to holders of ADSs are net of foreign currency conversion expenses of the depositary and will be subject to the Chilean withholding tax currently at the rate of 35% (subject to credits in certain cases as described in "Taxation"). Owners of the ADSs will not be charged any dividend remittance fees by the Depositary with respect to cash or stock dividends. See "*Item 10E: Taxation.*"

Under the Foreign Investment Contract (as defined herein), the Depositary, on behalf of ADS holders, is granted access to the Formal Exchange Market to convert cash dividends from Chilean pesos to U.S. dollars and to pay such U.S. dollars to ADS holders outside Chile, net of taxes, and no separate registration by ADR holders is required. In the past, Chilean law required that holders of shares of Chilean companies who were not residents of Chile to register as foreign investors under one of the foreign investment regimes contemplated by Chilean law in order to have dividends, sale proceeds or other amounts with respect to their shares remitted outside Chile through the Formal Exchange Market. On April 19, 2001, the Central Bank deregulated the Exchange Market eliminating the need to obtain approval from the Central Bank in order to remit dividends, but at the same time this eliminated the possibility of accessing the Formal Exchange market. These changes do not affect the current Foreign Investment Contract, which was signed prior to April 19, 2001, which grants access to the Formal Exchange Market with prior approval of the Central Bank. See "*Item 10D: Exchange Controls.*"

[Table of Contents](#)

The following table presents dividends paid by us in nominal terms:

<u>Year</u>	<u>Dividend MCh\$ (1)</u>	<u>Per share Ch\$/share (2)</u>	<u>Per ADR Ch\$/ADR (3)</u>	<u>% over earnings</u>
2002	118,764	1.20	1,247.25	100
2003	157,315	0.83	867.40	100
2004	206,975	1.10	1,141.16	100
2005	198,795	1.05	1,096.03	100

(1) Million of nominal pesos.

(2) Calculated on the basis of 98,934 million shares for 2002 and 188,446 million shares for 2003-2005.

(3) Calculated on the basis of 1,039 shares per ADS.

B. Capitalization and Indebtedness

Not applicable

C. Reasons for the Offer and Use of Proceeds

Not applicable

D. Risk Factors

You should carefully consider the following risk factors, as well as all the other information presented in this Annual Report before investing in securities issued by us. The risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties that we do not know about or that we currently think are immaterial may also impair our business operations. Any of the following risks, if they actually occur, could materially and adversely affect our business, results of operations, prospects and financial condition.

We are subject to market risks that are presented both in this subsection and in “*Item 5: Operating and Financial Review and Prospects.*”

Risks Associated with Our Business

Increased competition and industry consolidation may adversely affect results of our operations

The Chilean market for financial services is highly competitive. We compete with other Chilean private sector domestic and foreign banks, with Banco del Estado, a public-sector bank, with department stores and the larger supermarket chains that make consumer loans and sell other financial products to a large portion of the Chilean population. The lower-middle to middle income segments of the Chilean population and the small and medium-sized corporate segments have become the target markets of several banks, and competition in these segments is likely to increase. As a result, net interest margins in these segments are likely to decline. Although we believe that demand for financial products and services from the lower-middle to middle income market segments and for small and medium-sized companies will continue to grow during the remainder of the decade, we cannot assure you that net interest margins will be maintained at their current levels.

We also face competition from non-bank and non-finance competitors (principally department stores) with respect to some of our credit products, such as credit cards, consumer loans and insurance brokerage. In addition, we face competition from non-bank finance competitors, such as leasing, factoring and automobile finance companies, with respect to credit products, and from mutual funds, pension funds and insurance companies, with respect to savings products. Currently, banks continue to be the main suppliers of leasing, factoring and mutual funds, and the insurance sales business has seen rapid growth.

The increase in competition within the Chilean banking industry in recent years has led to, among other things, consolidation in the industry. For example, in January 2002, Banco de Chile and Banco de A. Edwards, the third and fifth largest banks in Chile respectively, merged to become the largest Chilean bank at that time. We expect the

trends of increased competition and consolidation to continue and result in the formation of new large financial groups. Consolidation, which can result in the creation of larger and stronger competitors, may adversely affect our financial condition and results of operations by decreasing the net interest margins we are able to generate. In addition, the recently enacted Law No. 19,769 allows insurance companies to participate and compete with us in the residential mortgage and credit card businesses.

Banco Santander Central Hispano controls a significant percentage of our share capital and exercises significant influence over board decisions.

Banco Santander Central Hispano owns approximately 83.94% of our outstanding ordinary shares, which gives it the power to elect a majority of our board of directors and to determine the outcome of most matters submitted to a vote of shareholders, including matters that could affect our duration and existence.

We currently engage in, and expect from time to time in the future to engage in, financial and commercial transactions with subsidiaries and affiliates of Banco Santander Central Hispano. Among other transactions, we may, from time to time, have credit lines and outstandings with Banco Santander Central Hispano and its affiliated financial institutions around the world. As of December 31, 2004, we have no outstanding loan amounts with Santander Central Hispano. In addition, from time to time, in the normal course of business and on prevailing market terms, we enter into certain transactions with Banco Santander Central Hispano and other related parties for the provision of advisory and advertising services and for the rental of real estate. For additional information concerning our transactions with affiliates and other related parties, see *Note 15 to our Audited Consolidated Financial Statements*. While we believe that such transactions in the past have generally had a beneficial effect on us, no assurances can be given that any such transaction, or combination of transactions, will not have a material adverse effect on us in the future.

Our exposure to individuals and small businesses could lead to higher levels of past due loans and subsequent write-offs.

A substantial number of our customers consists of individuals (approximately 39.2% of the value of the total loan portfolio as of December 31, 2004) and, to a lesser extent, small and medium-sized companies (those with annual sales of less than US\$5.8 million) which comprised approximately 21.2% of the value of the total loan portfolio as of December 31, 2004. As part of our business strategy, we seek to increase lending and other services to small companies and individuals. Small companies and individuals are, however, more likely to be adversely affected by downturns in the Chilean economy than large corporations and high-income individuals. Consequently, in the future we may experience higher levels of past due loans, which could result in higher provisions for loan losses. There can be no assurance that the levels of past due loans and subsequent write-offs will not be materially higher in the future.

Our results of operations are affected by interest rate volatility.

Our results of operations depend to a great extent on our net interest revenue. In 2004, net interest revenue represented 76.8% of our operating income. Changes in market interest rates could affect the interest rates earned on our interest-earning assets differently from the interest rates paid on our interest-bearing liabilities leading to a reduction in our net interest revenue. Interest rates are highly sensitive to many factors beyond our control, including the reserve policies of the Central Bank, deregulation of the financial sector in Chile, domestic and international economic and political conditions and other factors. Any volatility in interest rates could adversely affect our business, our future financial performance and the price of our securities. Over the period from December 31, 1999 to December 31, 2003, yields on the Chilean government's 90 day note as reported on those dates moved from 11.09% to 2.32%, decreasing every year, with a high of 2.97% and a low of 2.48% in the twelve months ended December 31, 2003 and a high of 2.35% and a low of 1.31% in the twelve month period ended December 31, 2004.

The growth of our loan portfolio may expose us to increased loan losses.

From December 31, 1999 to December 31, 2004, our aggregate loan portfolio (on an unconsolidated combined basis) grew by 20.5% in nominal terms to Ch\$8,600,111 million, while our consumer loan portfolio grew by 56.1% in nominal terms to Ch\$906,521 million, excluding lines of credit and calculated in accordance with the loan

[Table of Contents](#)

classification system of the Superintendency of Banks. Because the method of classification of loans used by the Superintendency of Banks for its public information differs in minor respects from that used by us for internal accounting purposes, the foregoing figures may differ from the figures included in our financial statements. The further expansion of our loan portfolio (particularly in the consumer, small and mid-sized companies and real estate segments) can be expected to expose us to a higher level of loan losses and require us to establish higher levels of provisions for loan losses.

Our loan portfolio may not continue to grow at the same rate.

There can be no assurance that in the future our loan portfolio will continue to grow at the same or similar rates as the historical growth rate of that previously experienced by Santiago or Old Santander-Chile. Average loan growth has remained significant in the last five years. According to the Superintendency of Banks, from December 31, 1999 to December 31, 2004, the aggregate amount of loans outstanding in the Chilean banking system (on an unconsolidated basis) grew 47.2% in nominal terms to Ch\$37,832,926 million as of December 31, 2004. A reversal of the rate of growth of the Chilean economy could adversely affect the rate of growth of our loan portfolio and our risk index and, accordingly, increase our required reserves for loan losses.

Operational problems or errors can have a material adverse impact on our business, financial condition and results of operations.

Santander-Chile, like all large financial institutions, is exposed to many types of operational risks, including the risk of fraud by employees and outsiders, failure to obtain proper internal authorizations, failure to properly document transactions, equipment failures and errors by employees. Although Santander-Chile maintains a system of operational controls, there can be no assurance that operational problems or errors will not occur and that their occurrence will not have a material adverse impact on our business, financial condition and results of operations.

Risks Relating to Chile

Our growth and profitability depend on the level of economic activity in Chile and other emerging markets.

A substantial amount of our loans are to borrowers doing business in Chile. Accordingly, the recoverability of these loans in particular, our ability to increase the amount of loans outstanding and our results of operations and financial condition in general, are dependent to a significant extent on the level of economic activity in Chile. The Chilean economy has been influenced, to varying degrees, by economic conditions in other emerging market countries. We cannot assure you that the Chilean economy will continue to grow in the future or that future developments in or affecting the Chilean economy, including further consequences of continuing economic difficulties in Brazil, Argentina and other emerging markets, will not materially and adversely affect our business, financial condition or results of operations.

Our results of operations and financial condition could be affected by changes in economic or other policies of the Chilean government, which has exercised and continues to exercise a substantial influence over many aspects of the private sector, or other political or economic developments in Chile.

Although economic conditions are different in each country, investors' reactions to developments in one country may affect the securities of issuers in other countries, including Chile. For instance, the devaluation of the Mexican peso in December 1994 set off an economic crisis in Mexico that negatively affected the market value of securities in many countries throughout Latin America. The crisis in the Asian markets, beginning in July 1997, resulted in sharp devaluation of other Asian currencies and negatively affected markets throughout Asia, as well as in many markets in Latin America, including Chile. Similar adverse consequences resulted from the 1998 crisis in Russia and the devaluation of the Brazilian real in 1999. In part due to the Asian and Russian crises, the Chilean stock market declined significantly in 1998 to levels equivalent to 1994.

The economic problems being encountered by other countries in Latin America, especially Argentina and Brazil may adversely affect the Chilean economy, our results of operations and the market value of our securities.

We are directly exposed to risks related to the weakness and volatility of the economic and political situation in Latin America, especially in Argentina and Brazil. As of December 31, 2004, approximately 0.6% of our assets were held abroad of which 0.11% comprised of loans to Argentine and 0.06% to Brazilian companies, respectively.

Argentina's insolvency and recent default on its public debt, which deepened the existing financial, economic and political crises in that country, could adversely affect Chile, the market value of our securities, or our business. If Argentina's economic environment continues to deteriorate or does not improve, the economy in Chile, as both a neighboring country and a trading partner, could also be affected and could experience slower growth than in recent years. The recent cuts in gas exports from Argentina to Chile could also adversely affect economic growth in Chile. Our business could be affected by an economic downturn in Brazil. This could result in the need for us to increase our loan allowances, thus affecting our financial results, our results of operations and the price of our securities. Diplomatic relations with Bolivia and Peru have worsened.

Securities prices of Chilean companies including banks are, to varying degrees, influenced by economic and market considerations in other emerging market countries and by the US economy. We cannot assure you that the Argentine economic crisis and the political uncertainty in Brazil will not have an adverse effect on Chile, the price of our securities, or our business.

Currency fluctuations could adversely affect our financial condition and results of operations and the value of our securities.

The Chilean government's economic policies and any future changes in the value of the Chilean peso against the US dollar could affect the dollar value of our securities. The peso has been subject to large devaluations in the past and could be subject to significant fluctuations in the future. In the period from December 31, 1999 to December 31, 2004, the value of the Chilean peso relative to the US dollar decreased approximately 6.1%. The observed exchange rate on December 31, 2004 was Ch\$559.83 = US\$1.00, reflecting an appreciation of 6.6% in the year 2004. Our results of operations may be affected by fluctuations in the exchange rates between the peso and the dollar despite our policy and Chilean regulations relating to the general avoidance of material exchange rate mismatches. In order to avoid material exchange rate mismatches, we enter into forward exchange transactions. As of December 31, 2004, our foreign currency denominated assets and Chilean peso-denominated liabilities that contain repayment terms linked to changes in foreign currency exchange rates exceeded our foreign currency denominated liabilities and Chilean peso-denominated assets that contain repayment terms linked to changes in foreign currency exchange rates by Ch\$34,518 million (US\$61.7 million).

We may decide to change our policy regarding exchange rate mismatches. Regulations that limit such mismatches may also be amended or eliminated. Greater exchange rate mismatches will increase our exposure to the devaluation of the peso, and any such devaluation may impair our capacity to service foreign-currency obligations and may, therefore, materially and adversely affect our financial condition and results of operations. Notwithstanding the existence of general policies and regulations that limit material exchange rate mismatches, the economic policies of the Chilean government and any future fluctuations of the peso against the dollar could affect our financial condition and results of operations.

Inflation could adversely affect our financial condition and results of operations.

Although Chilean inflation has moderated in recent years, Chile has experienced high levels of inflation in the past. High levels of inflation in Chile could adversely affect the Chilean economy and have an adverse effect on our results of operations and, indirectly, the value of our securities. The following table shows the annual rate of inflation (as measured by changes in the Chilean consumer price index and as reported by the Chilean National Institute of Statistics during the last five years ended December 31).

[Table of Contents](#)

<u>Year</u>	<u>Inflation (CPI)</u>
2000	4.5
2001	2.6
2002	2.8
2003	1.1
2004	2.4

Source: Chilean National Institute of Statistics

There can be no assurance that our operating results will not be adversely affected by changing levels of inflation, or that Chilean inflation will not change significantly from the current level.

Banking regulations may restrict our operations and thereby adversely affect our financial condition and results of operations.

We are subject to regulation by the Superintendency of Banks. In addition, we are subject to regulation by the Central Bank with regard to certain matters, including interest rates and foreign exchange. During the Chilean financial crisis of 1982 and 1983, the Central Bank and the Superintendency of Banks strictly controlled the funding, lending and general business matters of the banking industry in Chile.

Pursuant to the *Ley General de Bancos, Decreto con Fuerza de Ley No. 3 de 1997*, or the General Banking Law, all Chilean banks may, subject to the approval of the Superintendency of Banks, engage in certain businesses other than commercial banking depending on the risk associated with such business and the financial strength of the bank. Such additional businesses include securities brokerage, mutual fund management, securitization, insurance brokerage, leasing, factoring, financial advisory, custody and transportation of securities, loan's collection and financial services. The General Banking Law also applies to the Chilean banking system a modified version of the capital adequacy guidelines issued by the Basle Committee on Banking Regulation and Supervisory Practices and limits the discretion of the Superintendency of Banks to deny new banking licenses. There can be no assurance that regulators will not in the future impose more restrictive limitations on the activities of banks, including us, than those currently in effect. Any such change could have a material adverse effect on our financial condition or results of operations.

Historically, Chilean banks have not paid interest on amounts deposited in checking accounts. However, effective June 1, 2002, the Central Bank allows banks to pay interest on checking accounts. Currently, there are no applicable restrictions on the interest that may be paid on checking accounts. We have begun to pay interest on some checking accounts under certain conditions. If competition or other factors lead us to pay higher interest rates on checking accounts, to relax the conditions under which we pay interest or to increase the number of checking accounts on which we pay interest, any such change could have a material adverse effect on our financial condition or results of operations.

This Bank must maintain higher capital to risk weighted assets than other banks in Chile. The merger of Old Santander-Chile and Santiago required a special regulatory preapproval of the Superintendency of Banks, which was granted on May 16, 2002. The resolution granting this preapproval imposed a mandatory minimum capital to risk-weighted assets ratio of 12% for the merged bank compared to 8% minimum for other banks in Chile. Effective January 1, 2005, the Superintendency of Banks lowered our mandatory effective minimum capital to risk-weighted assets ratio to 11%.

Chile has different corporate disclosure and accounting standards than those you may be familiar with in the United States.

The accounting, financial reporting and securities disclosure requirements in Chile differ from those in the United States. Accordingly, the information about us available to you will not be the same as the information available to shareholders of a US company.

[Table of Contents](#)

There are also important differences between Chilean and US accounting and financial reporting standards. As a result, Chilean financial statements and reported earnings generally differ from those reported based on US accounting and reporting standards.

As a regulated financial institution, we are required to submit to the Superintendency of Banks unaudited unconsolidated balance sheets and income statements, excluding any note disclosure, prepared in accordance with Chilean GAAP and the rules of the Superintendency of Banks on a monthly basis. Such disclosure differs in a number of significant respects from information generally available in the United States with respect to US financial institutions.

The securities laws of Chile, which govern open or publicly listed companies such as us, have as a principal objective promoting disclosure of all material corporate information to the public. Chilean disclosure requirements, however, differ from those in the United States in some important respects. In addition, although Chilean law imposes restrictions on insider trading and price manipulation, applicable Chilean laws are different from those in the United States and in certain respects the Chilean securities markets are not as highly regulated and supervised as the US securities markets.

Chile imposes controls on foreign investment and repatriation of investments that may affect your investment in, and earnings from, our ADSs.

Equity investments in Chile by persons who are not Chilean residents have generally been subject to various exchange control regulations which restrict the repatriation of the investments and earnings therefrom. In April 2001, the Central Bank eliminated the regulations that affected foreign investors except that investors are still required to provide the Central Bank with information related to equity investments and conduct such operations within Chile's Formal Exchange Market. The ADSs are subject to a contract, dated May 17, 1994, among the depositary, us and the Central Bank that remains in full force and effect. The ADSs continue to be governed by the provisions of such contract subject to the regulations in existence prior to April 2001. The contract grants the depositary and the holders of the ADSs access to the Formal Exchange Market, which permits the depositary to remit dividends it receives from us to the holders of the ADSs. The contract also permits ADS holders to repatriate the proceeds from the sale of shares of our common stock withdrawn from the ADR facility, or that have been received free of payment as a consequence of spin-offs, mergers, capital increases, wind-ups, share dividends or preemptive rights transfers, enabling them to acquire the foreign currency necessary to repatriate earnings from such investments. Pursuant to Chilean law, the contract cannot be amended unilaterally by the Central Bank, and there are judicial precedents (although not binding with respect to future judicial decisions) indicating that contracts of this type may not be abrogated by future legislative changes or agreements of the Advisory Council of the Central Bank. Holders of shares of our common stock, except for shares of our common stock withdrawn from the ADS facility or received in the manner described above, are not entitled to the benefits of the contract, may not have access to the Formal Exchange Market, and may have restrictions on their ability to repatriate investments in shares of our common stock and earnings therefrom.

Owners of ADSs are entitled to receive dividends on the underlying shares to the same extent as the holders of shares. Dividends received by holders of ADSs will be paid net of foreign currency exchange fees and expenses of the depositary and will be subject to Chilean withholding tax, currently imposed at a rate of 35.0% (subject to credits in certain cases). If for any reason, including changes in Chilean law, the depositary were unable to convert Chilean pesos to U.S. dollars, investors would receive dividends and other distributions, if any, in Chilean pesos.

We cannot assure you that additional Chilean restrictions applicable to holders of our ADSs, the disposition of the shares underlying them or the repatriation of the proceeds from such disposition or the payment of dividends will not be imposed in the future, nor can we advise you as to the duration or impact of such restrictions if imposed.

Risks Relating to our ADSs

There may be a lack of liquidity and market for our shares and ADSs.

The ADSs are listed and traded on the NYSE. The common stock is listed and traded on the Santiago Stock Exchange, the Chile Electronic Stock Exchange and the Valparaiso Stock Exchange, which we refer to collectively

[Table of Contents](#)

as the Chilean Stock Exchanges, although the trading market for the common stock is small by international standards. As of December 31, 2004, we had 188,446,126,794 shares of common stock outstanding. The Chilean securities markets are substantially smaller, less liquid and more volatile than major securities markets in the United States. According to Article 14 of the Ley de Mercado de Valores, Ley No. 18,045, or the Chilean Securities Market Law, the Superintendencia de Valores y Seguros, or the Superintendency of Securities and Insurance, may suspend the offer, quotation or trading of shares of any company listed on one or more Chilean Stock Exchanges for up to 30 days if, in its opinion, such suspension is necessary to protect investors or is justified for reasons of public interest. Such suspension may be extended for up to 120 days. If, at the expiration of the extension, the circumstances giving rise to the original suspension have not changed, the Superintendency of Securities and Insurance will then cancel the relevant listing in the registry of securities. In addition, the Santiago Stock Exchange may inquire as to any movement in the price of any securities in excess of 10 and suspend trading in such securities for a day if it deems necessary.

Although the common stock is traded on the Chilean Stock Exchanges, there can be no assurance that a liquid trading market for the common stock will continue. Approximately 16.06% of our outstanding common stock is held by the public (i.e., shareholders other than Banco Santander Central Hispano). A limited trading market in general and our concentrated ownership in particular may impair the ability of an ADS holder to sell in the Chilean market shares of common stock obtained upon withdrawal of such shares from the ADR facility in the amount and at the price and time such holder desires, and could increase the volatility of the price of the ADSs.

You may be unable to exercise preemptive rights.

The *Ley Sobre Sociedades Anónimas*, Ley No. 18,046 and the *Reglamento de Sociedades Anónimas*, which we refer to collectively as the Chilean Corporations Law, and applicable regulations require that whenever we issue new common stock for cash, we grant preemptive rights to all of our shareholders (including holders of ADSs), giving them the right to purchase a sufficient number of shares to maintain their existing ownership percentage. Such an offering would not be possible unless a registration statement under the U.S. Securities Act of 1933, as amended, were effective with respect to such rights and common stock or an exemption from the registration requirements thereunder were available.

Since we are not obligated to elect to make a registration statement available with respect to such rights and the common stock, you may not be able to exercise your preemptive rights. If a registration statement is not filed or an applicable exemption is not available, the depositary will sell such holders' preemptive rights and distribute the proceeds thereof if a premium can be recognized over the cost of any such sale.

You may have fewer and less well defined shareholders' rights than with shares of a company in the United States.

Our corporate affairs are governed by our estatutos, or bylaws, and the laws of Chile. Under such laws, our shareholders may have fewer or less well-defined rights than they might have as shareholders of a corporation incorporated in a U.S. jurisdiction. For example, under legislation applicable to Chilean banks, our shareholders would not be entitled to appraisal rights in the event of a merger or other business combination undertaken by us.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Overview

On August 1, 2002, we were formed by the merger of Santiago and Old Santander-Chile, both of which were subsidiaries of our controlling shareholder, Banco Santander Central Hispano. We are the largest bank in Chile in terms of total assets, total deposits, loans and shareholders' equity. As of December 31, 2004, we had total assets of Ch\$12,070,528 million (US\$21,561 million), loans net of allowances outstanding of Ch\$8,446,353 million (US\$15,087 million), deposits of Ch\$6,747,266 million (US\$12,052 million) and shareholders' equity of Ch\$1,031,754 million (US\$1,843 million). As of December 31, 2004, we employed 7,380 people and had the largest private branch network in Chile with 315 branches. Our headquarters are located in Santiago and we operate in every major regional sector in Chile.

We provide a broad range of commercial and retail banking services to our customers. Among the products we offer are Chilean peso and foreign currency denominated loans to finance a variety of commercial transactions, trade financing, foreign currency forward contracts, credit lines and a variety of retail banking services, including mortgage financing. We seek to offer our customers a wide range of products while providing high levels of service. In addition to our traditional banking operations, we offer a variety of financial services including financial leasing, financial advisory services, mutual fund management, securities brokerage, insurance brokerage and investment management.

The legal predecessor of Santander-Chile was Banco Santiago (Santiago). Santiago was incorporated by public deed dated September 7, 1977 granted at the Notary Office of Alfredo Astaburuaga Gálvez. Santiago received its permission to incorporate and function as a bank by Resolution No. 118 of the Superintendency of Banks on October 27, 1977. The Bank's bylaws were approved by Resolution No. 103 of the Superintendency of Banks on September 22, 1977. In January 1997, Santiago merged with Banco O'Higgins with Santiago being the surviving entity. In 1999, Santiago became a controlled subsidiary of Banco Santander Central Hispano.

Old Santander-Chile was established as a subsidiary of Banco Santander Central Hispano in 1978. In 1982, Old Santander-Chile acquired a significant portion of the assets and liabilities of Banco Español-Chile, a domestic bank that had become insolvent. In July 1996, Old Santander-Chile was merged into Banco Osorno y la Unión becoming "Banco Santander-Chile", the third largest private bank in terms of outstanding loans at that date.

Santiago was founded in 1977 and by 1982 had become the second largest private sector Chilean bank in terms of outstanding loans. In January 1997, Santiago merged with Banco O'Higgins with Santiago being the surviving entity. In 1999, Santiago became a controlled subsidiary of Banco Santander Central Hispano. As of June 30, 2002, Santiago was the second largest private sector bank in Chile in terms of total assets, deposits, loans and shareholders' equity.

Our principal executive offices are located at Bandera 140, Santiago, Chile (our telephone number is 011-562-320-2000 and our website is www.santandersantiago.cl).

Relationship with Banco Santander Central Hispano

We believe that our relationship with our controlling shareholder, Banco Santander Central Hispano, offers us a significant competitive advantage over our peer Chilean banks. Banco Santander Central Hispano is one of the largest financial groups in Latin America, in terms of total assets measured on a region-wide basis, and a leading financial institution in Europe. Banco Santander Central Hispano's principal operations are in Spain, Portugal, Germany, Italy, Belgium and Latin America. Banco Santander Central Hispano also has significant operations in New York, Puerto Rico and London, as well as strategic investments in The Royal Bank of Scotland Group, and financial investments in Commerzbank, San Paolo-IMI and Banque Commerciale du Maroc. In Latin America, Banco Santander Central Hispano has majority shareholdings in banks in Argentina, Bolivia, Brazil, Chile, Colombia, Mexico, Uruguay and Venezuela.

[Table of Contents](#)

Our relationship with Banco Santander Central Hispano provides us with access to the group's client base, while its multinational focus allows us to offer international solutions to our clients' financial needs. We also have the benefit of selectively borrowing from Banco Santander Central Hispano's product offerings in other countries. Banco Santander Central Hispano has extensive experience in developing innovative financial products, particularly in the areas of residential mortgages, bancassurance and savings products.

We believe that our relationship with Banco Santander Central Hispano will also enhance our ability to manage credit and market risks by adopting policies and know-how developed by Banco Santander Central Hispano. Our internal auditing function has been strengthened and is more independent from management as a result of the addition of an internal auditing department that concurrently reports directly to our credit committee and the audit committee of Banco Santander Central Hispano. We believe that this structure leads to greater monitoring and control of our exposure to operational risks.

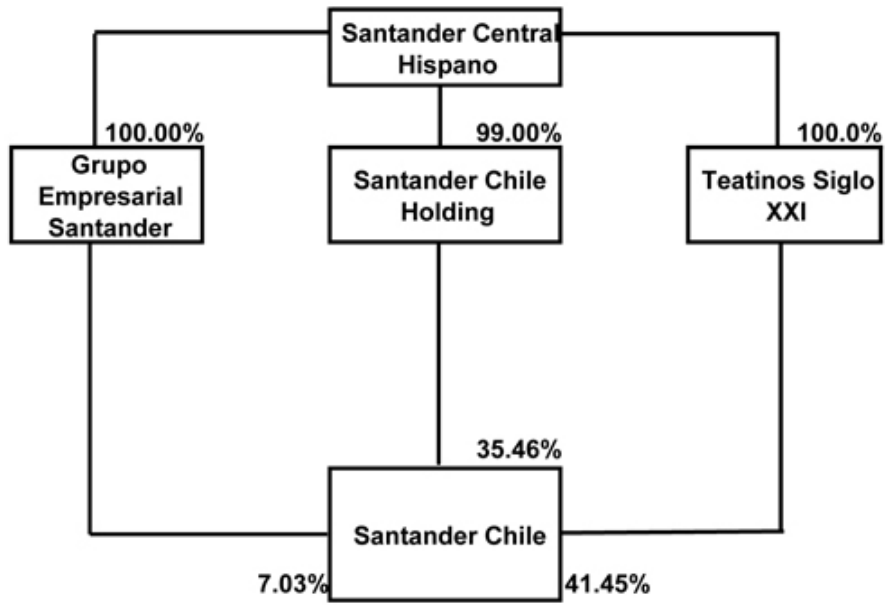
Banco Santander Central Hispano's support includes the assignment of managerial personnel to key supervisory areas of Santander Chile, like Credit Risk, Auditing, Accounting and Financial Control. Santander Chile does not pay any management fees to Banco Santander Central Hispano in connection with these or other support services.

B. Organizational Structure

The following table sets forth our significant subsidiaries as of December 31, 2004 and 2003, including the principal activity, ownership interest and, if different, percentage of voting power held by us. All of our significant subsidiaries are incorporated in Chile.

Subsidiary	Percentage Owned					
	2003			2004		
	Direct	Indirect	Total	Direct	Indirect	Total
	%	%	%	%	%	%
Santiago Leasing S.A.	99.50	—	99.50	99.50	—	99.50
Santiago Corredores de Bolsa Ltda.	99.19	0.81	100.00	99.19	0.81	100.00
Santander Santiago S.A. Administradora General de Fondos	99.96	0.04	100.00	99.96	0.04	100.00
Santander S.A. Agente de Valores	99.03	—	99.03	99.03	—	99.03
Santander Santiago S.A. Sociedad Securitizadora	99.64	—	99.64	99.64	—	99.64
Santander Santiago Corredora de Seguros Ltda.	99.99	—	99.99	99.99	—	99.99

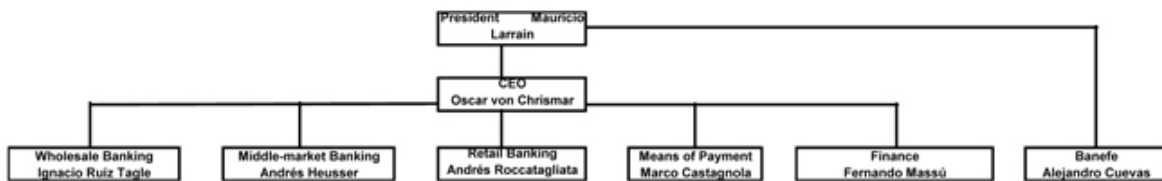
The following chart shows Banco Santander Central Hispano's ownership structure of us as of December 31, 2004.



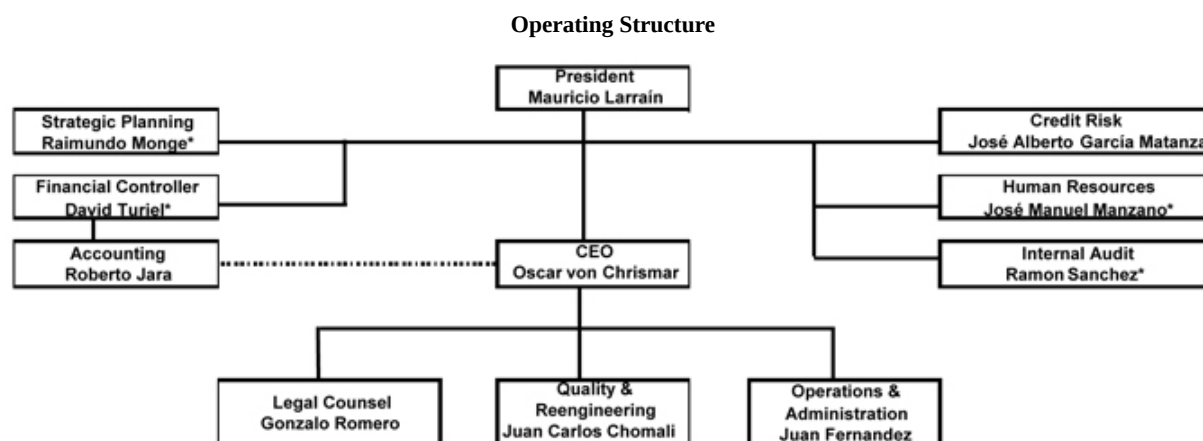
Management Team

The chart below sets forth the names and areas of responsibility of our senior commercial managers.

Commercial Structure



The chart below sets forth the names and areas of responsibilities of our operating managers.



* Employees of other companies owned by Santander Central Hispano in Chile.

Sale of Santiago Express Division

In the fourth quarter of 2003, the Bank and Almacenes Paris, the third largest retailer in Chile, announced a sale to strengthen commercial synergies between both entities and offer exclusive benefits to their clients. This sale was completed in the fourth quarter of 2004 and in December 2004 Santander-Chile transferred to Empresas Paris part of the financial assets and branch network of Santander-Chile's Santiago Express division, along with this division's personnel, which became Banco Paris. In the fourth quarter of 2004 the Bank transferred Ch\$114,166 million (US\$204 million) in assets to Empresas Paris and generated a profit of Ch\$21,824 million (US\$39.0 million) from this transaction recorded in non-operating income. As a result of the sale of the Santiago Express the Bank had to recognize Ch\$3,944 million in deferred sales force expenses that had already been incurred on a cash basis.

Capital Expenditures

The following table reflects capital expenditures in each of the three years ended December 31, 2002, 2003 and 2004.

	Years ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ of December 31, 2004)		
Land and Buildings	1,968	7,064	3,509
Machinery and Equipment	5,026	6,482	9,105
Furniture and Fixtures	1,578	1,084	2,612
Vehicles	808	422	421
Other	6,817	2,042	3,266
Total	16,196	17,094	18,913

C. Business Overview

Our internal organization is structured on the basis of the client segments we serve. We provide a full range of financial services to corporate and individual customers through two major business units: Retail Banking and Wholesale Banking.

[Table of Contents](#)

Retail Banking

This segment includes lending carried out through our branch network primarily to individuals, medium and small companies and micro-businesses. Retail Banking offers customers a range of products, including consumer loans, credit cards, auto loans, commercial loans, foreign trade financing and residential mortgage loans. As of December 31, 2004, retail banking represented 60.3% of our total loans outstanding. As of the same date, we had 315 total branches, 71 of which operated under the Banefe brand name. The remaining 244 branches are operated under the Santander Santiago brand name.

We divide clients in this segment into the following sub-segments:

- *Middle- and upper-income*, consisting of individuals with a monthly income of Ch\$500,000 (US\$893) and above. This segment accounts for 34.6% of our loans as of December 31, 2004.
- *Lower-middle to middle-income*, consisting of individuals with monthly income between Ch\$150,000 (US\$268) and Ch\$500,000 (US\$893), which are served through our Banefe division. This segment accounts for 4.6% of our loans as of December 31, 2004.
- *Small businesses*, consisting of small companies with annual sales between Ch\$96 million (US\$171 thousand) and Ch\$800 million (US\$1.4 million). As of December 31, 2004, small companies represented approximately 13.0% of our total loans outstanding.
- *Middle-market companies*, consisting of companies with annual sales between Ch\$800 million (US\$1.4 million) and Ch\$3.5 billion (US\$6.3 million). As of December 31, 2004, medium-sized companies represented 8.1% of our total loans outstanding.

Wholesale Banking

Customers in this segment include medium-sized real estate companies and large domestic and multinational companies. The Wholesale Banking business includes commercial lending, leasing, factoring, infrastructure construction financing, trade financing and financial advisory, payment and cash management services. We also provide a diversified range of treasury and risk management products to these customers. In addition, we finance real estate construction and significant infrastructure projects. Customers of this group have annual sales in excess of Ch\$3.5 billion (US\$6.3 million) (Ch\$800 million (US\$1.4 million) in the case of real estate developers) and represented 37.9% of our total loans outstanding as of December 31, 2004.

We divide clients in this segment into the following sub-segments:

- *Multinationals*, consisting of companies with annual sales in excess of Ch\$12.5 billion (US\$22.3 million). As of December 31, 2004, these clients represented 22.0% of our total loans outstanding.
- *Large corporations*, consisting of companies with annual sales in excess of Ch\$3.5 billion (US\$6.3 million). As of December 31, 2004, these clients represented 10.7% of our total loans outstanding.
- *Real estate*, consisting mainly of companies in the real estate sector with annual sales in excess of Ch\$800 million (US\$1.4 million). As of December 31, 2004, these clients represented 5.2% of our total loans outstanding.

The table below sets forth our lines of business and certain statistical information relating to each of them for the year ended December 31, 2004.

Segment	For the year ended December 31, 2004			
	Net Interest Revenue (1)	Fees & Income from Services	Net Loan Loss Allowances(2)	Net Client Contribution (3)
	(millions of constant Ch\$ as of December 31, 2004, except for percentages)			
Retail Banking(1)	333,023	80,043	(78,847)	334,219

Table of Contents

For the year ended December 31, 2004

Segment	Net Interest Revenue (1)	Fees & Income from Services	Net Loan Loss Allowances(2)	Net Client Contribution (3)
(millions of constant Ch\$ as of December 31, 2004, except for percentages)				
Wholesale Banking	50,756	12,596	3,957	67,309
Others(4)	92,194	28,972	(5,864)	115,302
Total	475,973	121,611	(80,754)	516,830

- (1) Includes net interest revenue and foreign exchange transactions, net.
(2) Includes allowances for loan losses, charge-offs and loan loss recoveries.
(3) Equal to net interest revenue plus fee income minus allowances for loan losses.
(4) Includes contribution of Bank subsidiaries and other non-segmented items.

Operations through Subsidiaries

The General Banking Law once restricted the ability of banks to provide non-banking financial services. Beginning in 1986, these restrictions were somewhat eased, allowing banks to provide services deemed to be complementary to the commercial banking business, provided that the services are offered through subsidiaries.

The new General Banking Law, as amended on November 4, 1997, extended the scope of permissible activities to permit us to provide directly the leasing and financial advisory services we could formerly offer only through our subsidiaries, to offer investment advisory services outside of Chile and to undertake activities we could not formerly offer directly or through subsidiaries, such as factoring, securitization, foreign investment funds, custody and transport of securities and insurance brokerage services.

For the year ended December 31, 2004, our subsidiaries collectively accounted for approximately 17.5% of our consolidated net income. The assets and operating income of these subsidiaries as of and for the year ended December 31, 2004 represented 6.2% and 11.3% of our total assets and operating income, respectively.

Subsidiary	Percentage Owned					
	2003			2004		
	Direct	Indirect	Total	Direct	Indirect	Total
	%	%	%	%	%	%
Santiago Leasing S.A.	99.50	—	99.50	99.50	—	99.50
Santiago Corredores de Bolsa Ltda.	99.19	0.81	100.00	99.19	0.81	100.00
Santander Santiago S.A. Administradora General de Fondos	99.96	0.04	100.00	99.96	0.04	100.00
Santander S.A. Agente de Valores	99.03	—	99.03	99.03	—	99.03
Santander Santiago S.A. Sociedad Securitizadora	99.64	—	99.64	99.64	—	99.64
Santander Santiago Corredora de Seguros Santander Ltda.	99.99	—	99.99	99.99	—	99.99

Competition

Overview

The Chilean financial services market consists of a variety of largely distinct sectors. The most important sector, commercial banking, includes a number of privately-owned banks and one public sector bank, Banco del Estado (which operates within the same legal and regulatory framework as the private sector banks). The private sector banks include local banks and a number of foreign-owned banks which are operating in Chile but controlled by a foreign entity. The Chilean banking system is comprised of 26 private sector banks and one public sector bank. Three private sector banks along with the state-owned bank together accounted for 65.3% of all outstanding loans by Chilean financial institutions as of December 31, 2004.

[Table of Contents](#)

The Chilean banking system has experienced increased competition in recent years largely due to consolidation in the industry and new legislation. For example, the merger of Banco de Chile with Banco de A. Edwards, effective January 2, 2002, resulted in the creation at that moment of the largest bank in Chile. As of December 31, 2004 Banco de Chile had a market share in total loans of 17.6%. Shortly after that merger was effective, Santander Central Hispano announced the merger of the two banks it owned in Chile, Banco Santander-Chile and Banco Santiago, creating the largest bank in Chile. We also face competition from non-bank and non-finance competitors (principally department stores) with respect to some of our credit products, such as credit cards, consumer loans and insurance brokerage. In addition, we face competition from non-bank finance competitors, such as leasing, factoring and automobile finance companies, with respect to credit products, and mutual funds, pension funds and insurance companies, with respect to savings products. Currently, banks continue to be the main suppliers of leasing, factoring and mutual funds, and the insurance sales business has seen rapid growth.

Under the General Banking Law, a bank must have a minimum of UF800,000 (Ch\$13,856 million or approximately US\$24.7 million) in paid-in capital and reserves. However, following the approval of the Capital Markets Reform Bill, a bank may begin its operations with 50.0% of such amount, provided that it has a total capital ratio (effective capital to risk weighted assets) of not less than 12.0%. When the paid-in capital reaches UF600,000 (approximately Ch\$10,390 million or approximately US\$18.6 million) the required total capital ratio will be reduced to 10.0% of its risk weighted assets.

As shown in the following table, as a result of the merger we are the market leader in practically every aspect of the banking industry in Chile:

	<u>Market Share at December 31, 2004</u>	<u>Rank as of December 31, 2004</u>
Commercial loans	20.3%	1
Consumer loans	24.8	1
Mortgage loans (residential and general purpose)	22.8	1
Residential mortgage loans	23.5	2
Foreign trade loans (loans for export, import and contingent)	24.8	1
Total loans	22.7	1
Deposits	20.9	1
Mutual funds (assets managed)	20.6	2
Credit card accounts	28.7	1
Branches (1)	19.3	2
ATM locations	29.7	1

Source: Superintendency of Banks (unconsolidated data).

(1) Excluding special-service payment centers.

The following tables set out certain statistics comparing our market position to that of our peer group, defined as the five largest banks in Chile in terms of shareholders' equity as of December 31, 2004.

Loans

As of December 31, 2004, our loan portfolio was the largest among Chilean banks. Our unconsolidated portfolio represented 22.7% of the market for loans in the Chilean financial system as of such date. The following table sets forth the market shares in terms of loans for us and our peer group as of December 31, 2004:

Table of Contents

Loans(1)	As of December 31, 2004		
	Ch\$ million	In thousand of US\$	Market Share
Santander-Chile	8,600,111	15,362,004	22.7%
Banco de Chile	6,672,342	11,918,514	17.6
Banco del Estado	5,040,241	9,003,163	13.3
Banco de Crédito e Inversiones	4,396,208	7,852,756	11.6
BBVA, Chile	2,928,845	5,231,668	7.7
Total	27,637,747	49,368,105	73.1

Source: Superintendency of Banks (unconsolidated data).

(1) Because of the method of classification of assets used by the Superintendency of Banks, this information differs in minor respects from that used by us for accounting purposes and the amounts in this table may differ from the figures included in our financial statements and those of our predecessor banks.

Deposits

In unconsolidated terms, our 20.9% of the market for deposits ranks us in first place among banks in Chile. The following table sets forth the market shares in terms of deposits for us and our peer group as of December 31, 2004:

Deposits(1)	As of December 31, 2004		
	Ch\$ million	In thousand of US\$	Market Share
Santander-Chile	6,256,633	11,175,951	20.9%
Banco de Chile	4,913,252	8,776,329	16.4
Banco del Estado	4,506,748	8,050,208	15.0
Banco de Crédito e Inversiones	3,353,957	5,991,028	11.2
BBVA, Chile	2,516,613	4,495,316	8.4
Total	21,547,203	38,488,832	71.9

Source: Superintendency of Banks (unconsolidated basis).

(1) Because of the method of classification of assets used by the Superintendency of Banks, this information differs in minor respects from that used by us for accounting purposes and the amounts in this table may differ from the figures included in our financial statements and those of our predecessor banks.

Shareholders' equity

With Ch\$1,031,754 million (US\$1,843 million) in shareholders' equity, as of December 31, 2004, we were the largest commercial bank in Chile in terms of shareholders' equity. The following table sets forth the level of shareholders' equity for us and our peer group as of December 31, 2004:

Equity(1)	As of December 31, 2004		
	Ch\$ millions	In thousands of US\$	%(1)
Santander-Chile(1)	1,031,754	1,842,977	22.3%
Banco de Chile	674,533	1,204,888	14.5
Banco del Estado	412,493	736,818	8.9
Banco de Crédito e Inversiones	425,886	760,742	9.2
BBVA, Chile	266,741	476,467	5.8
Total	2,811,407	5,021,892	60.7

Source: Superintendency of Banks.

(1) Percentage of total shareholders' equity of financial system.

[Table of Contents](#)

Efficiency

As of December 31, 2004, on an unconsolidated basis we were the most efficient bank in our peer group. The following table sets forth the efficiency ratio (defined as operating expenses divided by operating income) for us and our peer group as of December 31, 2004:

<u>Efficiency ratio</u>	<u>As of December 31, 2004</u>
	%
Santander-Chile	47.7%
Banco de Chile	51.2
Banco del Estado	64.5
Banco de Crédito e Inversiones	53.1
BBVA, Chile	68.1
Chilean Financial System	53.5

Source: Superintendency of Banks (unconsolidated data).

Return on capital

As of December 31, 2004, we were the third most profitable bank in our peer group and the most capitalized as measured by the BIS ratio. The following table sets forth the annualized return on capital (as defined by the Superintendency of Banks) and BIS ratio for us and our peer group as of December 31, 2004:

	<u>Return on capital as of December 31, 2004</u>	<u>BIS Ratio as of December 31, 2004</u>
		%
Santander-Chile	23.9%	14.9%
Banco de Chile	29.2%	11.7
Banco del Estado	12.1%	10.1
Banco de Crédito e Inversiones	26.3%	10.1
BBVA, Chile	5.7%	11.4
Chilean Financial System	16.7%	13.2

Source: Superintendency of Banks (unconsolidated data).

Asset Quality

As of December 31, 2004, on an unconsolidated basis, we had the third best loan loss allowance to total loans ratio in our peer group. The following table sets forth the ratio of loan loss allowance to total loans ratio as defined by the Superintendency of Banks.

<u>Dec-04</u>	<u>As of December 31, 2004 Loan Loss allowances/total loans</u>
Santander-Chile	1.96
Banco de Chile	2.23
Banco del Estado	1.76
Banco de Crédito e Inversiones	1.70
BBVA, Chile	2.04

Source: Superintendency of Banks (unconsolidated data).

D. Regulation and Supervision

General

In Chile, only banks may maintain checking accounts for their customers, conduct foreign trade operations, and together with financial companies, accept time deposits. The principal authorities that regulate financial institutions in Chile are the Superintendency of Banks and the Central Bank. Chilean banks are primarily subject to the General Banking Law and secondarily, to the extent not inconsistent with this statute, the provisions of the Chilean Corporations Law governing public corporations, except for certain provisions which are expressly excluded.

The modern Chilean banking system dates from 1925 and has been characterized by periods of substantial regulation and state intervention, as well as periods of deregulation. The most recent period of deregulation commenced in 1975 and culminated in adoption of a series of amendments to General Banking Law. That law, amended most recently in 2001, granted additional powers to banks, including general underwriting powers for new issues of certain debt and equity securities and the power to create subsidiaries to engage in activities related to banking, such as brokerage, investment advisory, mutual fund services, administration of investment funds, factoring, securitization products and financial leasing services.

The Central Bank

The Central Bank is an autonomous legal entity created by the Chilean Constitution. It is subject to the Chilean Constitution and its own *ley organica constitucional*, or organic constitutional law. To the extent not inconsistent with the Chilean Constitution or the Central Bank's organic constitutional law, the Central Bank is also subject to private sector laws (but in no event is it subject to the laws applicable to the public sector). It is directed and administered by a board of directors composed of five members designated by the President of Chile, subject to the approval of the Senate.

The legal purpose of the Central Bank is to maintain the stability of the Chilean peso and the orderly functioning of Chile's internal and external payment system. The Central Bank's powers include setting reserve requirements, regulating the amount of money and credit in circulation, establishing regulations and guidelines regarding finance companies, foreign exchange (including the Formal Exchange Market) and banks' deposit-taking activities.

The Superintendency of Banks

Banks are supervised and controlled by the Superintendency of Banks, an independent Chilean governmental agency. The Superintendency of Banks authorizes the creation of new banks and has broad powers to interpret and enforce legal and regulatory requirements applicable to banks and financial companies. Furthermore, in case of noncompliance with such legal and regulatory requirements, the Superintendency of Banks has the ability to impose sanctions. In extreme cases, it can appoint, with the prior approval of the board of directors of the Central Bank, a provisional administrator to manage a bank. It must also approve any amendment to a bank's bylaws or any increase in its capital.

The Superintendency of Banks examines all banks from time to time, generally at least once a year. Banks are also required to submit their financial statements monthly to the Superintendency of Banks, and a bank's financial statements are published at least four times a year in a newspaper with countrywide coverage. In addition, banks are required to provide extensive information regarding their operations at various periodic intervals to the Superintendency of Banks. A bank's annual financial statements and the opinion of its independent auditors must also be submitted to the Superintendency of Banks.

Any person wishing to acquire, directly or indirectly, 10.0% or more of the share capital of a bank must obtain the prior approval of the Superintendency of Banks. The absence of such approval will cause the holder of such shares so acquired not to have the right to vote such shares. The Superintendency of Banks may only refuse to grant its approval, based on specific grounds set forth in the General Banking Law.

[Table of Contents](#)

According to Article 35 bis of the General Banking Law, the prior authorization of the Superintendency of Banks is required for:

- the merger of two or more banks;
- the acquisition of all or a substantial portion of a banks' assets and liabilities by another bank;
- the control by the same person, or controlling group, of two or more banks; or
- a substantial increase in the share ownership of a bank by a controlling shareholder of that bank.

Such prior authorization is required solely when the acquiring bank or the resulting group of banks would own a significant market share in loans, defined by the Superintendency of Banks to be more than 15.0% of all loans in the Chilean banking system. The intended purchase may be denied by the Superintendency of Banks; alternatively, the purchase may be conditioned on one or more of the following:

- that the bank or banks maintain an effective equity higher than 8.0% and up to 14.0% of their risk weighted assets;
- that the technical reserve established in article 65 of the General Banking Law be applicable when deposits exceed one and a half times the resulting bank's paid-in capital and reserves; or
- that the margin for interbank loans be diminished to 20.0% of the resulting bank's effective equity.

Pursuant to the regulations of the Superintendency of Banks, the following ownership disclosures are required:

- banks are required to inform the Superintendency of Banks of the identity of any person owning, directly or indirectly, 5.0% or more of such banks' shares;
- holders of ADSs must disclose to the depositary the identity of beneficial owners of ADSs registered under such holders' names; and
- the depositary is required to notify the bank as to the identity of beneficial owners of ADSs which such depositary has registered and the bank, in turn, is required to notify the Superintendency of Banks as to the identity of the beneficial owners of the ADSs representing 5.0% or more of such bank's shares.

Limitations on Types of Activities

Chilean banks can only conduct those activities allowed by the General Banking Law: making loans, accepting deposits and, subject to limitations, making investments and performing financial services. Investments are restricted to real estate for the bank's own use, gold, foreign exchange and debt securities. Through subsidiaries, banks may also engage in other specific financial service activities such as securities brokerage services, mutual fund management, investment fund management, financial advisory and leasing activities. Subject to specific limitations and the prior approval of the Superintendency of Banks and the Central Bank, Chilean banks may own majority or minority interests in foreign banks.

On March 2, 2002, the Central Bank of Chile authorized banks to pay interest on checking accounts. On March 20, 2002, the Superintendency of Banks published guidelines establishing that beginning on June 1, 2002, banks could offer a new checking account product that pays interest. The Superintendency of Banks also stated that these accounts may be subject to minimum balance limits and different interest rates depending on average balances held in the account. This product is optional and banks may also charge fees for the use of this new product. For banks with a solvency score of less than A (*See Item 4B: Chilean Regulation and Supervision—Management and Capitalization Evaluation*) the Central Bank has also imposed additional caps to the interest rate that can be charged.

Deposit Insurance

In Chile, the State guarantees up to 100% of demand deposits and time deposits with a maturity of 10 days or less and 90.0% of the principal amount of certain time and demand deposits held by natural persons. The State guarantee covers those obligations with a maximum value of UF108 per person (Ch\$1,870,241 or U.S.\$3,341 as of December 31, 2004) per calendar year in the entire financial system.

Reserve Requirements

Deposits are subject to a reserve requirement, of 9.0% for peso and foreign currency denominated demand deposits and 3.6% for UF, peso and foreign currency denominated time deposits (with terms of less than one year). Banks are authorized to deduct daily from their foreign currency denominated liabilities, subject to the reserve requirement, the balance in foreign currency of certain loans and financial investments held outside of Chile. The deductions should be done as follows:

- first, term liabilities denominated in foreign currency and subject to reserve requirements;
- second, if there is any positive difference, demand liabilities denominated in foreign currency and subject to reserve requirements; and
- finally, foreign loans subject to reserve requirements. The total amount deductible cannot exceed 70.0% of a bank's effective equity.

The Central Bank has statutory authority to increase reserve requirements up to an average of 40.0% for demand deposits (of any denomination) and up to 20.0% for time deposits (of any denomination) to implement monetary policy. In addition, a 100.0% technical reserve applies to demand deposits, deposits in checking accounts, or obligations payable on sight incurred in the ordinary course of business, other deposits unconditionally payable immediately or within a term of less than 30 days and time deposits payable within 10 days prior to maturity, to the extent their aggregate amount exceeds 2.5 times the amount of a bank's paid-in capital and reserves.

Minimum Capital

Under the General Banking Law, a bank must have a minimum paid-in capital and reserves of UF800,000 (Ch\$13,854 million or U.S.\$24.7 million as of December 31, 2004). However, a bank may begin its operations with 50.0% of such amount, provided that it has a total capital ratio (defined as effective equity as a percentage of risk weighted assets) of not less than 12.0%. When such a bank's paid-in capital reaches UF600,000 (Ch\$10,390 million or U.S.\$18.6 million as of December 31, 2004) the total capital ratio required is reduced to 10.0%.

Capital Adequacy Requirements

According to the General Banking Law, each bank should have an effective equity of at least 8.0% of its risk weighted assets, net of required allowances. Effective equity is defined as the aggregate of:

- a bank's paid-in capital and reserves, excluding capital attributable to subsidiaries and foreign branches;
- its subordinated bonds, considered at the issuing price (but decreasing 20.0% for each year during the period commencing six years prior to maturity), but not exceeding 50.0% of its Net Capital Base; and
- its voluntary allowances for loan losses, up to 1.25% of risk weighted assets.

Banks should also have *Capital basico*, or Net Capital Base, of at least 3.0% of its total assets, net of allowances. Net Capital Base, is defined as a bank's paid-in capital and reserves and is similar to Tier 1 capital except that it does not include net income for the period. An amendment to the General Banking Law, enacted on November 7, 2001, eliminated the exclusion of the investment in subsidiaries and foreign branches from the calculation of Net Capital Base.

[Table of Contents](#)

The calculation of risk weighted assets is based on a five category risk classification system to be applied to a bank asset that is based on the Basle Committee recommendations.

Lending Limits

Under the General Banking Law, Chilean banks are subject to certain lending limits, including the following material limits:

- A bank may not extend to any entity or individual (or any one group of related entities), directly or indirectly, unsecured credit in an amount that exceeds 5.0% of the bank's effective equity, or in an amount that exceeds 25.0% of its effective equity if the excess over 5.0% is secured by certain assets with a value equal to or higher than such excess. In the case of foreign export trade financing, the 5.0% ceiling for unsecured credits is raised to 10.0% and the 25.0% ceiling for secured credits to 30.0%. In the case of financing infrastructure projects built through the concession mechanism, the 5.0% ceiling for unsecured credits is raised to 15.0% if secured by a pledge over the concession, or if granted by two or more banks or finance companies which have executed a credit agreement with the builder or holder of the concession;
- a bank may not extend loans to another financial institution subject to the General Banking Law in an aggregate amount exceeding 30.0% of its effective equity;
- a bank may not directly or indirectly grant a loan whose purpose is to allow an individual or entity to acquire shares of the lender bank;
- a bank may not lend, directly or indirectly, to a director or any other person who has the power to act on behalf of the bank; and
- a bank may not grant loans to related parties (including holders of more than 1.0% of its shares) on more favorable terms than those generally offered to non-related parties. Loans granted to related parties are subject to the limitations described in the first bullet point above. In addition, the aggregate amount of loans to related parties may not exceed a bank's regulatory capital.

In addition, the General Banking Law limits the aggregate amount of loans that a bank may grant to its employees to 1.5% of its effective equity, and provides that no individual employee may receive loans in excess of 10.0% of this 1.5% limit. Notwithstanding these limitations, a bank may grant to each of its employees a single residential mortgage loan for personal use once during such employee's term of employment.

Allowance for Loan Losses

Chilean banks are required to provide to the Superintendency of Banks detailed information regarding their loan portfolio on a monthly basis. The Superintendency of Banks presently examines and evaluates each financial institution's credit management process, including its compliance with the loan classification guidelines, and on that basis classifies banks and other financial institutions into three categories: I, II and III. Category I is reserved for institutions that fully comply with the loan classification guidelines. Institutions are rated as Category II if their loan classification system has deficiencies that must be corrected by the bank's management. Category III indicates significant deviations from the Superintendency of Banks' guidelines that clearly reflect inadequacies in the evaluation of the risk and estimated losses associated with loans. We have been classified as a Category I bank since December 1991 (this classification system was established by the Superintendency of Banks in 1990 and has been applied to us since 1991).

In accordance with the new regulation, banks will be classified in categories 1, 2, 3 and 4. The category of each bank will depend on the models and methods used by the bank to classify its loan portfolio, as determined by the Superintendency of Banks. Category 1 banks will be those banks whose methods and models are satisfactory to the Superintendency of Banks. Category 1 banks will be entitled to continue using the same methods and models they currently have in place. A bank classified as a category 2 bank will have to maintain the minimum levels of reserves established by the Superintendency of Banks while its board of directors is made aware of the problems detected by the Superintendency of Banks and takes steps to correct them. Finally, banks classified as categories 3 and 4 banks will have to maintain the minimum levels of reserves established by the Superintendency of Banks until they are authorized by the Superintendency of Banks to do otherwise.

[Table of Contents](#)

Under the new classifications effective January 1, 2004, loans are divided into: (i) consumer loans (including loans granted to individuals for the purpose of financing the acquisition of consumer goods or payment of services); (ii) residential mortgage loans (including loans granted to individuals for the acquisition, construction or repair of residential real estate, in which the value of the property covers at least 100% of the amount of the loan); (iii) leasing operations (including consumer leasing, commercial leasing and residential leasing); (iv) factoring operations and (v) commercial loans (includes all loans other than consumer loans and residential mortgage loans).

In accordance with the new regulations, which became effective as of January 1, 2004, the models and methods used to classify our loan portfolio must follow the following guiding principles, which have been established by the Superintendency of Banks.

Models based on the individual analysis of borrowers

- Must assign a risk category level to each borrower and its respective loans.
- Must consider the following risk factors within the analysis: industry or sector of the borrower, owners or managers of the borrower, their financial situation, their payment capacity and payment behavior.
- Must assign one of the following risk categories to each loan and borrower upon finishing the analysis:
- Classifications A1, A2 and A3 correspond to borrowers with no apparent credit risk.
- Classification B corresponds to borrowers with some credit risk but no apparent deterioration of payment capacity.
- Classifications C1, C2, C3, C4, D1 and D2 correspond to borrowers whose loans have deteriorated.

For loans classified as A1, A2, A3 and B, the board of directors of a bank is authorized to determine the levels of required reserves. For loans classified in Categories C1, C2, C3, C4, D1 and D2, the bank must have the following levels of reserves:

<u>Classification</u>	<u>Estimated range of loss</u>	<u>Reserve</u>
C1	Up to 3%	2%
C2	More than 3% up to 19%	10
C3	More than 19% up to 29%	25
C4	More than 29% up to 49%	40
D1	More than 49% up to 79%	65
D2	More than 79%	90

Models based on group analysis

- Suitable for the evaluation of a large number of borrowers whose individual loan amounts are relatively small. These models are intended to be used primarily to analyze loans to individuals and small companies.
- Levels of required reserves are to be determined by the Bank, according to the estimated loss that may result from the loans, by classifying the loan portfolio using one or both of the following models:
 - A model based on the characteristics of the borrowers and their outstanding loans. Borrowers and their loans with similar characteristics will be placed into groups and each group will be assigned a risk level.
 - A model based on the behavior of a group of loans. Loans with analogous past payment histories and similar characteristics will be placed into groups and each group will be assigned a risk level.

Additional Reserves

Effective January 1, 2004, banks are permitted to create reserves above the limits described above only to cover specific risks that have been authorized by their board of directors. The concept of voluntary reserves has been eliminated by the new regulation.

Obligations Denominated in Foreign Currencies

Foreign currency denominated obligations of Chilean banks are subject to four requirements.

- A bank's risk adjusted net asset (liability) foreign currency position cannot exceed 20% of its Net Capital Base;
- Under Central Bank regulations applicable since August 31, 1999, (1) the aggregate amount of our net foreign currency liabilities having an original maturity of less than 30 days cannot exceed our Net Capital Base and (2) the aggregate amount of our net foreign currency liabilities having an original maturity of less than 90 days cannot exceed twice our Net Capital Base; and
- After June 30, 2000, the interest rate mismatches of our foreign currency liabilities may not exceed 8.0% of our Net Capital Base.

Capital Markets

Under the General Banking Law, banks in Chile may purchase, sell, place, underwrite and act as paying agents with respect to certain debt securities. Likewise, banks in Chile may place and underwrite certain equity securities. Bank subsidiaries may also engage in debt placement and dealing, equity issuance advice and securities brokerage, as well as in financial leasing, mutual fund and investment fund administration, investment advisory services and merger and acquisition services. These subsidiaries are regulated by the Superintendency of Banks and, in some cases, also by the Superintendency of Securities and Insurance, the regulator of the Chilean securities market and of open-stock corporations.

Legal Provisions Regarding Banking Institutions with Economic Difficulties

The General Banking Law provides that if specified adverse circumstances exist at any bank, its board of directors must correct the situation within 30 days from the date of receipt of the relevant financial statements. If the board of directors is unable to do so, it must call a special shareholders' meeting to increase the capital of the bank by the amount necessary to return the bank to financial stability. If the shareholders reject the capital increase, or if it is not effected within the term and in the manner agreed to at the meeting, or if the Superintendency of Banks does not approve the board of directors proposal, the bank will be barred from increasing its loan portfolio beyond that stated in the financial statements presented to the board of directors and from making any further investments in any instrument other than in instruments issued by the Central Bank. In such a case, or in the event that a bank is unable to make timely payment in respect of its obligations or if a bank is under provisional administration of the Superintendency of Banks, the General Banking Law provides that the bank may receive a two-year term loan from another bank. The terms and conditions of such a loan must be approved by the directors of both banks, as well as by the Superintendency of Banks, but need not be submitted to the borrowing bank's shareholders for their approval. In any event, a creditor bank cannot grant interbank loans to an insolvent bank in an amount exceeding 25.0% of the creditor bank's effective equity. The board of directors of a bank that is unable to make timely payment of its obligations must present a reorganization plan to its creditors in order to capitalize the credits, extend their respective terms, forgive debts or take other measures for the payment of the debts. If the board of directors of a bank submits a reorganization plan to its creditors and such arrangement is approved, all subordinated debt issued by the bank, whether or not matured, will be converted by operation of law into common stock in the amount required for the ratio of effective equity to risk-weighted assets not to be lower than 12.0%. If a bank fails to pay an obligation, it must notify the Superintendency of Banks, which shall determine if the bank is solvent.

Dissolution and Liquidation of Banks

The Superintendency of Banks may establish that a bank should be liquidated for the benefit of its depositors or other creditors when such bank does not have the necessary solvency to continue its operations. In such case, the Superintendency of Banks must revoke a bank's authorization to exist and order its mandatory liquidation, subject to agreement by the Central Bank. The Superintendency of Banks must also revoke a bank's authorization if the reorganization plan of such bank has been rejected twice. The resolution by the Superintendency of Banks must state the reason for ordering the liquidation and must name a liquidator, unless the Chilean Superintendent of Banks assumes this responsibility. When a liquidation is declared, all checking accounts, other demand deposits received in the ordinary course of business, other deposits unconditionally payable immediately or that have a maturity of no more than 30 days, and any other deposits and receipts payable within 10 days, are required to be paid by using existing funds of the bank, its deposits with the Central Bank or its investments in instruments that represent its reserves. If these funds are insufficient to pay these obligations, the liquidator may seize the rest of the bank's assets, as needed. If necessary and in specified circumstances, the Central Bank will lend the bank the funds necessary to pay these obligations. Any such loans are preferential to any claims of other creditors of the liquidated bank.

Investments in Foreign Securities

Under current Chilean banking regulations, banks in Chile may grant loans to foreign individuals and entities and invest in certain foreign currency securities. Chilean banks may only invest in equity securities of foreign banks and certain other foreign companies which may be affiliates of the bank or which would support the bank's business if such companies were incorporated in Chile. Banks in Chile may also invest in debt securities traded in formal secondary markets. Such debt securities shall qualify as (1) securities issued or guaranteed by foreign sovereign states or their central banks or other foreign or international financial entities, and (2) bonds issued by foreign companies. Such foreign currency securities must have a minimum rating as follows:

<u>Rating Agency</u>	<u>Short Term</u>	<u>Long Term</u>
Moody's	P2	Baa3
Standard and Poor's	A3	BBB-
Fitch IBCA	F2	BBB-

However, a Chilean bank may invest up to 20.0% of its effective equity in securities having a minimum rating as follows:

<u>Rating Agency</u>	<u>Short Term</u>	<u>Long Term</u>
Moody's	P2	Ba3
Standard and Poor's	A3	BB-
Fitch IBCA	F2	BB-

Additionally, a Chilean bank may invest up to 70.0% of its effective equity in securities having a minimum rating as follows:

<u>Rating Agency</u>	<u>Short Term</u>	<u>Long Term</u>
Moody's	P1	Aa3
Standard and Poor's	A1+	AA-
Fitch IBCA	F1+	AA-

Subject to specific conditions, a bank may grant loans in dollars to subsidiaries or branches of Chilean companies located abroad, to companies listed on foreign stock exchanges authorized by the Central Bank and, in general, to individuals and entities domiciled abroad, as long as the Central Bank is kept informed of such activities.

In the event that the sum of the investments of a bank in foreign currency and of the commercial and foreign trade loans granted to foreign individuals and entities exceeds 70.0% of the effective equity of such bank, the excess is subject to a mandatory reserve of 100.0%.

E. Property, Plants and Equipment

We are domiciled in Chile and own our principal executive offices located at Bandera 140, Santiago, Chile. We also own twenty other buildings in the vicinity of our headquarters and we rent four other buildings. At June 2005, we owned the locations at which 54.4% of our branches were located. The remaining branches operate at rented locations.

Main properties as of June 2004	Number
Central Offices	
Own	16
Rented	4
Total	20
Branches (1)	
Own	168
Rented	141
Total	309
Other property (2)	
Own	69
Rented	2
Total	71

- (1) Some branches are located inside central office buildings. Including these branches the total amount of branches is 315.
 (2) Consists mainly of parking lots and spaces

Below is a summary of the main computer hardware and other systems-equipment that we own. We believe that our existing physical facilities are adequate for our needs.

Category	Brand	Application
Mainframe	IBM	Back-end, Core-System Altamira.
Midrange	IBM	Communications (front-end)
Midrange	Stratus	Tellers
	SUN/Unix	Credit cards
	SUN/UNIX	Treasury, MIS, Work Flow
Midrange	IBM	WEB
Desktop	IBM	Platform applications
Call Center	Avaya	Telephone system
	Genesys	Integration Voice/data
	Nice	Voice recorder
	Periphonics	IVR

[Table of Contents](#)

The main software systems used by us are:

Category	Product	Origin
Core-System	ALTAMIRA	Accenture
Credit admissions for individuals and companies	GARRA	Internal
Payment services	PAMPA	Internal
Loans data base	DEUDORES	Internal
Behavioral Scoring	EVALUACIÓN Y SEGUIMIENTO CLIENTES	Internal
Data base	DB2	IBM
Data base	Oracle	Oracle
Data base	SQL Server	Microsoft
WEB Service	Internet Information Server	Microsoft
Message Service	MQSeries	IBM
Transformation	MQIntegrator	IBM

Item 5. Operating and Financial Review and Prospects

A. Critical Accounting Policies

We prepare our financial statements in accordance with Chilean GAAP, which requires management to make estimates and assumptions in the application of some of them because they are related to matters that are inherently uncertain. We believe that the following are the more critical judgment areas or involve a higher degree of complexity in the application of the accounting policies that currently affect our financial condition and results of operations:

- a) Interest revenue and expense recognition;
- b) Foreign currency and derivative activities;
- c) Financial investments;
- d) Premises and equipment; and
- e) Allowance for loan losses.

The Notes to the Consolidated Financial Statements contain a summary of our significant accounting policies, including a description of the significant differences between these and the accounting principles generally accepted in the United States, additional disclosures required under such rules, a reconciliation between shareholders' equity and net income to the corresponding amounts that would be reported in accordance with U.S. GAAP and a discussion of recently issued accounting pronouncements.

Interest revenue and expense recognition

Interest revenue and expense are recognized on an accrual basis using the effective interest method. Loans, investments and liabilities are stated at their cost, adjusted for accrued interest and the indexation adjustment applicable to such balances that are index-linked.

The Bank suspends the accrual of interest and principal indexation adjustments on loans beginning on the first day that such loans are overdue. Accrued interest remains on the Bank's books and is considered a part of the loan balance when determining the allowances for loan losses. Payments received on overdue loans are recognized as income, after reducing the balance of accrued interest, if applicable. For more details, refer to page 66 and 67.

Foreign currency and derivative activities

The Bank enters into forward foreign exchange contracts and spot exchange contracts for its own accounts and the accounts of its customers. The Bank's forward contracts are valued monthly using the observed rates reported by the Central Bank of Chile at the balance sheet date. The initial premium or discount on these contracts is deferred and included in determining net income over the life of the contract. The Bank's interest rate and cross-currency swap agreements are treated as off-balance-sheet financial instruments and the net interest effect, which corresponds to the difference between interest income and interest expense arising from such agreements, is recorded in net income in the period that such differences originate.

In addition, the Bank makes loans and accepts deposits in amounts denominated in foreign currencies, principally the U.S. dollar. Such assets and liabilities are translated at the applicable rate of exchange at the balance sheet date.

The amount of net gains and losses on foreign exchange includes the recognition of the effects that variations in the exchange rates have on assets and liabilities denominated in foreign currencies and the gains or losses on foreign exchange spot and forward transactions undertaken by the Bank. For more details, refer to page 67 and 68.

[Table of Contents](#)

Financial investments

Financial investments that have a secondary market are carried at market value. The Bank's financial investments are classified as trading or permanent in accordance with the regulations of the Superintendency of Banks with unrealized gains and losses on trading investments included in Other operating income (expenses), and unrealized gains and losses on permanent investments included in a separate component of Shareholders' equity.

The Bank enters into security repurchase agreements as a form of borrowing. In this regard, the Bank's investments that are sold subject to a repurchase obligation and that serve as collateral for the borrowing are reclassified as "investment collateral under agreements to repurchase" and is carried at market value. The liability for the repurchase of the investment is classified as "investments under agreements to repurchase" and is carried at cost plus accrued interest.

All other financial investments are carried at acquisition cost plus accrued interest and UF indexation adjustments, as applicable. This considers mainly those with maturities of less than one year (27.8% of total financial investments) most of which were liquid government securities or deposits in other Chilean banks. See discussion of Financial Investments in *Item 5-Sources of Liquidity-Financial Investments*.

The Bank also enters into resale agreements as a form of investment. Under these agreements the Bank purchases securities, which are included as assets under the caption "investments under agreements to resell".

Premises and equipment

Premises and equipment are stated at acquisition cost net of accumulated depreciation and have been restated for price-level changes. Depreciation is calculated on a straight-line method over the estimated useful lives of the underlying assets.

The costs of maintenance and repairs are charged to expense. The costs of significant refurbishment and improvements are capitalized and are then amortized over the period of the benefit on a straight-line basis.

Allowance for loan losses

Chilean banks are required to maintain loan loss allowances in amounts determined in accordance with the regulations issued by the Superintendency of Banks. Under these regulations, we must classify our portfolio into various categories of payment capability. The minimum amount of required loan loss allowances are determined based on fixed percentages of estimated loan losses assigned to each category. As of January 1, 2004, the new loan loss allowance regulations set by the Superintendency of Banks came into effect.

New Regulations

Under the new classifications, loans are divided into: (i) consumer loans (including loans granted to individuals for the purpose of financing the acquisition of consumer goods or payment of services); (ii) residential mortgage loans (including loans granted to individuals for the acquisition, construction or repair of residential real estate, in which the value of the property covers at least 100% of the amount of the loan); (iii) leasing operations (including consumer leasing, commercial leasing and residential leasing); (iv) factoring operations and (v) commercial loans (includes all loans other than consumer loans and residential mortgage loans).

A detailed description of this accounting policy is discussed below under "*Selected Statistical Information—Loan loss allowances*" and in Note 1 of our Consolidated Financial Statements. For a description of the regulations relating to loan loss allowances to which we were subject to in 2003 and the new regulations, see "*Item 4: Information on the Company—Regulation and Supervision—Allowance for Loan Losses.*"

Goodwill and Intangible Assets with Indefinite Useful Lives

Under U.S. GAAP, we have significant intangible assets related to goodwill and trademarks with indefinite useful lives. We record all assets and liabilities acquired in purchase acquisitions, including goodwill and other acquired intangibles, at fair value. These include amounts pushed down from Banco Santander Central Hispano.

[Table of Contents](#)

Goodwill and indefinite-lived assets are no longer amortized over their estimated useful lives using straight-line and accelerated methods, and are subject to at least an annual impairment review. The initial goodwill and intangibles recorded and subsequent impairment analysis requires management to make subjective judgments concerning estimates of how the acquired asset will perform in the future using a discounted cash flow analysis. Additionally, estimated cash flows may extend beyond ten years and, by their nature, are difficult to determine. Events and factors that may significantly affect the estimates include, among others, competitive forces, customer behavior and attrition, changes in revenue growth trends, cost structures and technology and changes in interest rates and specific industry or market sector conditions. For a further discussion of accounting practices for goodwill and intangible assets with indefinite useful lives under U.S. GAAP, see *Note 27 to our Audited Consolidated Financial Statements*.

Differences between Chilean and United States Generally Accepted Accounting Principles

Accounting principles generally accepted in Chile vary in certain important respects from the accounting principles generally accepted in the United States. Such differences involve certain methods for measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by accounting principles generally accepted in the United States and the accounting treatment of the merger.

Note 27 to the Consolidated Financial Statements presents a description of the significant differences between Chilean GAAP and U.S. GAAP.

B. Operating Results

Chilean Economy

All of our operations and substantially all of our customers are located in Chile. Accordingly, our financial condition and results of operations are substantially dependent upon economic conditions prevailing in Chile. The Chilean economy experienced an increase in economic activity in 2004 following the positive economic figures reached in 2003. In 2004 Chile's GDP grew 6.1% compared to 3.3% in 2003 and 2.2% in 2002. The strength of the emerging Asian economies and the stable economic environment in the rest of the developed world benefited Chile's economy in 2004, despite the rise in international oil prices. In 2004 the price of Chile's main exports surged, boosting economic growth. Exports in 2004 increased 48.8% to US\$32 billion. The average prices of copper, paper cellulose and fish meal increased by 61.1%, 14.4% and 7.3%, respectively, in 2004. The signing of free trade agreements with the U.S. and European Community and the strength of the Chinese economy also fueled export growth. This positive external scenario also led to a strong rebound of internal consumer and investor confidence, which was another factor that led to better indicators. In 2004 total personal consumption increased 5.6% compared to 4.1% in 2003 and 2.4% in 2002. At the same time, internal investment increased 12.7% in 2004 compared to 5.7% in 2003 and 1.5% in 2002.

The Chilean economy also benefited from low interest rates and from low inflation, but this trend began to reverse in the second half of 2004. CPI inflation remained low at 2.4%, but above the 1.1% registered in 2003. As a result of this improved economic outlook and upward trending inflation, the Central Bank commenced tightening monetary policy. The overnight interbank rate set by the Central Bank was reduced to a historical low of 1.75% per annum in nominal terms in January 2004, but by year-end 2004 this rate had reached 2.25%. As of April 2005 the reference rate set by the Central Bank continued to increase, reaching 3.0%.

Despite these developments at the macroeconomic level, we believe there still exists the potential for a reduction in economic activity in Chile given the volatility of international markets and the potential for reduction in world economic growth.

[Table of Contents](#)

Impact of Inflation

Inflation impacts the Bank's results of operations. Usually, positive inflation benefits the Bank's net income, with higher inflation resulting in higher gains. Negative inflation negatively affects the Bank's results. In summary:

- The Bank's asset and liabilities are denominated in Chilean nominal pesos, Unidades de Fomento ("UF"), which are inflation indexed pesos, and foreign currencies. The Bank generally has generally more UF-denominated financial assets than UF-denominated financial liabilities. This means that the Bank is funding assets denominated in Unidades de Fomento with nominal pesos. Therefore, when inflation is positive this results in a gain for the Bank's net interest income.
- We maintain a substantial amount of non interest bearing peso-denominated demand deposits. Because such deposits are not sensitive to inflation, any decline in the rate of inflation adversely affects our net interest margin on assets funded with such deposits and any increase in the rate of inflation increases the net interest margin on such assets.
- This positive effect of inflation on net income is partially offset by the loss from price level restatement. Chilean GAAP requires that financial statements be restated to reflect the full effects of loss in the purchasing power of the Chilean peso on the financial position and results of operations of reporting entities. The Bank must adjust its capital, fixed assets and other assets for the variations in price levels. Since the Bank's capital is generally larger than the sum of fixed and other assets, when inflation is positive the Bank records a loss from price level restatement.

In 2004, the interest gained on interest earning assets denominated in Unidades de Fomento increased 7.3%, in part, as a result of the increase in inflation which incremented the nominal rate paid on these assets. The same is true of interest paid on interest bearing liabilities denominated in Unidades de Fomento. The interest paid on these liabilities increased 5.1%, in part as a result of the rise in inflation in 2004 versus 2003. The higher inflation rate also resulted in a higher loss from price level restatement. The net effect in monetary terms is unclear since variation in real interest rates and balances also affect result, but an approximation is as follows:

<u>Inflation sensitive income</u>	<u>2003</u>	<u>2004</u>	<u>% Change</u>
	(In million of constant Chilean pesos December 31, 2004)		
Interest gained on UF assets	355,340	381,230	7.3%
Interest paid on UF liabilities	(190,805)	(200,520)	5.1%
Price level restatement	(7,893)	(11,983)	51.8%
Total	156,642	168,727	7.7%

Although Chilean inflation has moderated in recent years, Chile has experienced high levels of inflation in the past. High levels of inflation in Chile could adversely affect the Chilean economy and have an adverse effect on our business, financial condition and results of operations. In 2004, inflation reached 2.4% compared to 1.1% in 2003, mainly as a result of the recovery in internal demand and consumption and the rise in international oil prices. There can be no assurance that Chilean inflation will not change significantly from the current level. Although we currently benefit from moderate levels of inflation in Chile due to the current structure of our assets and liabilities (i.e., we have a significant amount of deposits that are not indexed to the inflation rate and/or do not accrue interest, while a significant portion of our loans are indexed to the inflation rate), there can be no assurance that our business, financial condition and result of operations in the future will not be adversely affected by changing levels of inflation.

UF-denominated Assets and Liabilities. The "Unidad de Fomento" (UF) is revalued in monthly cycles. On every day in the period beginning the tenth day of the current month through the ninth day of the succeeding month, the nominal peso value of the UF is indexed up (or down in the event of deflation) in order to reflect each day a proportional amount of the prior calendar month's change in the CPI. One UF was equal to Ch\$16,744.12, Ch\$16,920.00 and Ch\$17,317.05 at December 31, 2002, 2003 and 2004, respectively. The effect of any changes in the nominal peso value of our UF-denominated assets and liabilities is reflected in our results of operations as an

[Table of Contents](#)

increase (or decrease, in the event of deflation) in interest revenue and expense, respectively. Our net interest revenue will be positively affected by an inflationary environment to the extent that our average UF-denominated assets exceed our average UF-denominated liabilities. Our net interest revenue will be negatively affected by inflation in any period in which our average UF-denominated liabilities exceed our average UF-denominated assets. Our average UF-denominated assets exceeded our average UF-denominated liabilities by Ch\$1,035,806 million, Ch\$1,176,903 million and Ch\$1,214,637 million during the years-ended December 31, 2002, 2003 and December 31, 2004, respectively. See “*Item 5D: Asset and Liability Management—Selected Statistical Information—Average Balance Sheets and Interest Rate Data.*”

Peso-denominated Assets and Liabilities. Rates of interest prevailing in Chile during any period reflect in significant part the rate of inflation during the period and expectations of future inflation. The responsiveness to such prevailing rates of our peso-denominated interest earning assets and interest bearing liabilities varies. See “*Item 5B: Operating Results—Interest Rates.*” We maintain a substantial amount of non interest bearing peso-denominated demand deposits. The ratio of such demand deposits to average interest earning assets was 15.2%, 16.4% and 16.6% as of December 31, 2002, 2003 and 2004, respectively. Because such deposits are not sensitive to inflation or changes in the market interest rate environment, any decline in market rates of interest or the rate of inflation adversely affects our net interest margin on assets funded with such deposits and any increase in the rate of inflation increases the net interest margin on such assets.

Interest Rates

Interest rates earned and paid on our assets and liabilities reflect, to a certain degree, inflation, expectations regarding inflation, shifts in short-term interest rates set by the Central Bank and movements in long-term real rates. The Central Bank manages short-term interest rates based on its objectives of balancing low inflation and economic growth. Because our liabilities generally reprice faster than our assets, changes in the rate of inflation or short-term rates in the economy are reflected in the rates of interest paid by us on our liabilities before such changes are reflected in the rates of interest earned by us on our assets. Therefore, when short-term interest rates fall, our net interest margin is positively impacted, but when short-term rates increase, our interest margin is negatively affected. At the same time, our net interest margin tends to be adversely affected in the short term by a decrease in inflation since generally our UF-denominated assets exceeds UF-denominated liabilities. See “*Item 5B: Operating Results—Impact of Inflation—Peso denominated Assets and Liabilities.*” An increase in long-term rates also has a positive effect on our net interest margin, because our interest-earning assets generally have a longer duration than our interest-bearing liabilities. In addition, because our peso-denominated liabilities have relatively short repricing periods, they are generally more responsive to changes in inflation or short-term rates than our UF-denominated liabilities. As a result, during periods when current inflation or expected inflation exceeds the previous month’s inflation, customers often switch funds from UF-denominated deposits to more expensive peso-denominated deposits, thereby adversely affecting our net interest margin.

Foreign Exchange Fluctuations

A significant portion of our assets and liabilities is denominated in foreign currencies, principally the U.S. dollar, and we historically have maintained and may continue to maintain material gaps between the balances of such assets and liabilities. Because such assets and liabilities, as well as interest earned or paid on such assets and liabilities, and gains (losses) realized upon the sale of such assets, are translated to Chilean pesos in preparing our financial statements, our reported income is affected by changes in the value of the Chilean peso with respect to foreign currencies (principally the U.S. dollar). The Chilean government’s economic policies and any future changes in the value of the Chilean peso against the U.S. dollar could adversely affect our financial condition and results of operations. The Chilean peso has been subject to significant devaluation in the past, including a decrease of 14.7% in 2001 and 8.6% in 2002, and may be subject to significant fluctuations in the future. In 2004 and 2003 the Chilean peso appreciated 6.6% and 15.9% against the dollar respectively. See “*Item 3A: Selected Financial Data—Exchange Rates.*”

Our results of operations may be affected by fluctuations in the exchange rates between the Chilean peso and the U.S. dollar, despite our policy and Chilean regulations relating to the general avoidance of material exchange rate mismatches. Entering into forward exchange transactions enables us to avoid such material exchange rate mismatches. Santander-Chile also sets an absolute limit on the size of Santander-Chile’s net foreign currency

[Table of Contents](#)

position. As of December 31, 2004, this was equal to US\$200 million. This limit is a useful measure in limiting Santander-Chile's exposure to foreign exchange risk. The limit on the size of the net foreign currency position is determined by the Assets and Liabilities Committee ("ALCO") and is calculated and monitored by the Market Risk and Control Department. The Bank also uses a VaR model to limit foreign currency risk. In the years ended December 31, 2002, 2003 and 2004, the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch\$11,790 million, Ch\$60,249 million and Ch\$(34,518) million, respectively. Given the restriction on foreign currency mismatches, the net effect on results of fluctuations in the exchange rate between Chilean pesos and U.S. dollars is not clear.

Results of Operations for the Years Ended December 31, 2002, 2003 and 2004

The following discussion is based upon and should be read in conjunction with the Audited Consolidated Financial Statements. The Audited Consolidated Financial Statements have been prepared in accordance with Chilean GAAP (including the rules of the Superintendency of Banks relating thereto), which differ in certain significant respects from U.S. GAAP. *Note 27 to the Audited Consolidated Financial Statements* describes the principal differences between Chilean GAAP and U.S. GAAP and includes a reconciliation to U.S. GAAP of our net income for the years ended December 31, 2002, 2003 and 2004 and of our shareholders' equity at December 31, 2003 and 2004. The Audited Consolidated Financial Statements have been restated in constant Chilean pesos of December 31, 2004. See *Note 1(c) to the Audited Consolidated Financial Statements*.

[Table of Contents](#)

Introduction

The following table sets forth the principal components of our net income for the years ended December 31, 2002, 2003 and 2004.

	For the year-ended December 31,				% Change	
	2002	2003	2004	2004	2002/2003	2003/2004
	(in millions of constant Ch\$ as of December 31, 2004)			(in thousands of US\$)(1)		
CONSOLIDATED INCOME STATEMENT DATA						
Chilean GAAP:						
Interest income and expense						
Interest revenue	1,067,232	628,778	783,663	1,399,823	(41.1%)	24.6%
Interest expense	(529,832)	(318,586)	(315,328)	(563,257)	(39.9%)	(1.0%)
Net interest revenue	537,400	310,192	468,335	836,566	(42.3%)	51.0%
Provision for loan losses	(94,359)	(103,853)	(128,734)	(229,952)	10.1%	24.0%
Fees and income from services						
Fees and other services income	129,031	140,408	148,350	264,991	8.8%	5.7%
Other services expense	(23,359)	(25,795)	(26,739)	(47,762)	10.4%	3.7%
Total fees and income from services, net	105,672	114,613	121,611	217,229	8.5%	6.1%
Other operating income, net						
Net gain (loss) from trading and brokerage	30,697	28,135	36,617	65,407	(8.3%)	30.1%
Foreign exchange transactions, net	(26,217)	155,726	7,638	13,643	(694.0%)	(95.1%)
Others, net	(18,777)	(20,405)	(24,418)	(43,617)	8.7%	19.7%
Total other operating income, net	(14,297)	163,456	19,837	35,433	(1,243.3%)	(87.9%)
Other income and expenses						
Recovery of loans previously written off	26,003	34,762	47,980	85,705	33.7%	38.0%
Non-operating income, net	(59,333)	512	(4,412)	(7,881)	(100.9%)	(961.0%)
Income attributable to investments in other companies	457	1,710	537	961	274.2%	(68.6%)
Losses attributable to minority interest	(189)	(164)	(183)	(326)	(13.0%)	11.6%
Total other income and expenses	(33,062)	36,820	43,922	78,457	(211.4%)	19.3%
Operating expenses						
Personnel salaries and expenses	(152,615)	(129,293)	(133,009)	(237,588)	(15.3%)	2.9%
Administrative and other expenses	(103,417)	(86,014)	(96,543)	(172,451)	(16.8%)	12.2%
Depreciation and amortization	(40,713)	(41,158)	(38,725)	(69,173)	1.1%	(5.9%)
Total operating expenses	(296,745)	(256,465)	(268,277)	(479,212)	(13.6%)	4.6%
Loss from price-level restatement	(13,474)	(7,893)	(11,983)	(21,404)	(41.4%)	51.8%
Income before income taxes	191,135	256,870	244,711	437,117	34.4%	(4.7%)
Income taxes	(28,382)	(44,762)	(45,916)	(82,018)	57.7%	2.6%
Net income	162,753	212,108	198,795	355,099	30.3%	(6.3%)

(1) Amounts stated in US dollars as of and for the year ended December 31, 2004 have been translated from Chilean pesos at the exchange rate of Ch\$559.83 = US\$1.00 as of December 31, 2004. See "Item 3A: Selected Financial Data—Exchange Rates" for more information on the observed exchange rate.

Table of Contents

2003 and 2004. Net income for the year-ended December 31, 2004 decreased 6.3% to Ch\$198,795 million compared to net income of Ch\$212,108 million for the same period in 2003. This decrease was principally attributable to the 24.0% increase in provisions for loan losses, which reached Ch\$128,734 million in 2004. This rise was mainly due to the reversal of Ch\$11,959 million of voluntary loan loss reserves in 2003 and a 16.3% increase in charge-offs in 2004 compared to 2003. The rise in charge-offs was mainly due to the growth of the consumer loan portfolio and the implementation at the beginning of this year of a new loan classification system mandated by the Superintendency of Banks. Net income was also adversely affected by a Ch\$8,220 million increase in charge-offs of foreclosed property and a Ch\$11,872 million increase in provisions for contingencies, both of which are recorded under “non-operating income, net.” This was offset by a Ch\$21,824 million gain from the sale of our Santiago Express division to Empresas París. Net income was also positively affected by an Ch\$8,482 million increase in the net gains from trading and investment activities, which reflected increases in the market value of our debt securities portfolios resulting from the continuing decline in interest rates. Net income in the 2004 period also benefited from a Ch\$13,218 million increase in recoveries of loans previously written off, which was mainly due to an increased stock of written-off loans and improved economic conditions in Chile. Net interest revenues, net of related hedging transactions recorded under “Foreign Exchange transactions, net,” increased 2.2% in 2004 compared to 2003. Our net interest margin for 2004, net of such hedging transactions, remained flat at 4.5% in 2004 compared to the 2003 period. Fee income increased 6.1% in the same period.

2002 and 2003. Net income for the twelve month period ended December 31, 2003 increased 30.3% compared to net income for the same period in 2002. The increase in net income primarily reflects the Ch\$53,209 million charge for merger integration expenses and harmonization of amortization criteria incurred during the second half of 2002 and recognized as a non-operating expense. Excluding the effect of merger-related charges, pre-tax income would have increased by 5.1% compared to pre-tax net income in 2002 primarily reflecting the 8.5% rise in fee income, the 13.6% decrease in operating expenses and the 33.7% rise in loan loss recoveries. This offset the decline in net interest income, the rise in provision expense and the higher effective tax rate in 2003 compared to the tax expense in 2002.

Net interest revenue

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
	(in millions of constant Ch\$ as of December 31, 2004, except percentages)				
Interest revenue	1,067,232	628,778	783,663	(41.1%)	24.6%
Interest expense	(529,832)	(318,586)	(315,328)	(39.9%)	(1.0%)
Net interest revenue	537,400	310,192	468,335	(42.3%)	51.0%
Average interest earning assets	11,235,069	10,391,922	10,536,443	(7.5%)	1.4%
Average non-interest bearing demand deposits	1,706,603	1,708,097	1,753,616	0.1%	2.7%
Net interest margin(1)	4.8%	3.0%	4.4%		
Adjusted net interest margin(2)	4.6%	4.5%	4.5%		
Average shareholders' equity and average demand deposits to total average earning assets	24.2%	25.7%	26.0%		

(1) Net interest margin is net interest revenue divided by average interest earning assets.

(2) Adjusted net interest margin including results of forward contracts. Pursuant to Chilean GAAP, Santander-Chile cannot include as net interest revenue the results of forward contracts, which hedge foreign currencies. Under the rules of the Superintendency of Banks, these gains (or losses) cannot be considered interest revenue, but must be considered as gains (or losses) from foreign exchange transactions and, accordingly, recorded as a different item in the income statement. This distorts net interest revenue and foreign exchange transaction gains especially during periods when the exchange rate is highly volatile. For a reconciliation of this non-GAAP measure, see “Reconciliation of non-GAAP measures” below.

2003 and 2004. Our net interest revenue for the year-ended December 31, 2004 increased 51.0% from the same period in 2003, mainly reflecting an increase in our net interest margin from 3.0% to 4.4%, which was principally

due to an increase in the yield of dollar-denominated and dollar-indexed interest-earning assets. In the year-ended December 31, 2004, the nominal rate earned on dollar assets reached 1.7%, compared to (4.1%) in the same period of 2003. In 2004, the exchange rate appreciated 6.6% compared to 15.9% in 2003. The gain or loss in book value of dollar indexed interest earning assets is recorded as interest income and therefore, an appreciation of the peso may result in a negative nominal or real rate earned over these assets. In 2003, the stated negative nominal rate resulted from the appreciation of the peso in that period that exceeded the stated interest rate on dollar-denominated or indexed interest-earning assets. In 2004, the appreciation of the peso was inferior to the stated interest rate resulting in a positive nominal rate in the period, resulting in a higher yield earned on dollar denominated and dollar indexed interest-earning assets. The gain or loss in book value of such assets due to exchange rate movements is recorded as interest income.

The benefit of this depreciation is largely eliminated if the results of our foreign exchange hedging transactions are considered. These transactions are entered into to hedge foreign currency exposure arising from our dollar-denominated or dollar-indexed assets and liabilities, but the results of these hedging operations are included in foreign exchange transactions. After hedging transactions, our net interest revenue was essentially flat in the 2003 and 2004 period at 4.5%. The principal negative factor affecting our net interest margin was the lower interest rate environment, which, together with continued competition in the lending markets, put pressure on spreads. The average 90-day Central Bank rate, a benchmark rate for deposits and loans expressed in nominal terms, decreased from 2.77% in 2003 to 1.83% in 2004. As a result the nominal rate earned on the Bank's interest earning assets denominated in nominal Chilean pesos declined from 12.6% in 2003 to 11.2% in 2004.

The most significant positive factor was the higher inflation rate in 2004 compared to 2003. Consumer price index inflation in 2004 reached 2.4% from 1.1% in 2003. This rise in inflation has a positive impact on net interest margins as the Bank has more inflation indexed assets than liabilities and, therefore, a rise in the rate of inflation has a positive impact on the net interest margin. In 2004, the average gap between interest earning assets and interest bearing liabilities indexed to inflation was Ch\$1,748,126 million and the nominal rate earned over inflation adjusted assets increased from 6.9% in 2003 to 7.8% in 2004.

The lower interest rate environment also lowered funding costs of interest bearing deposits denominated in nominal Chilean pesos in 2004. The nominal rate paid on nominal peso-denominated interest-bearing time deposits decreased 90 basis points to 2.7% in 2004 compared to 2003. The majority of these time deposits have a maturity of 90 days or less and therefore, the cost of these funds varies according to short-term interest rates. As a result, the real rate paid on nominal peso time deposits fell 240 basis points to 0.2% and the real rate paid on inflation-indexed time deposits fell 80 basis points in 2004 to 1.8%. Time deposits continue to be the main source of funding. Time deposits represented 33.4% of total average liabilities in 2004 compared to 34.2% in 2003, reflecting the higher growth of cheaper non-interest bearing liabilities to fund asset expansion.

The improvement of our funding mix as a result of an increase in our non-interest-bearing liabilities also benefited margins. At December 31, 2004, our ratio of average non-interest-bearing demand deposits and equity to average interest-earning assets reached 26.0%, compared to 25.7% in the same period of 2003. We believe that the increase was due in part to increased use of cash management services by our corporate clients, which resulted in growth in non-interest-bearing demand deposits. In addition, the current low interest rate environment led retail customers to prefer readily-available funds deposited in checking accounts rather than low-yielding time deposits.

The improvement of our asset mix, through an increased percentage of loans, also helped to minimize the negative impacts of increased competition and lower rates on our net interest margin. Average interest-earning assets in the 2004 period increased 1.4% compared to the 2003 period. Meanwhile, the average balance of loans increased 3.8% in the same period. The average balance of loans to total interest-earning assets increased from 54.0% in 2003 to 55.3% in 2004. The balance of total loans in 2004 increased 10.6% with higher yielding consumer loans, excluding lines of credit, increasing 13.3% in the same period. Demand for consumer financing loans increased as a result of prevailing lower interest rates and better unemployment figures. Total commercial loans, excluding lines of credit, increased 16.8%, led by a 20.7% increase in loans to higher yielding small and mid-sized companies.

2003 and 2002. Net interest revenue for the year ended December 31, 2003 decreased 42.3% compared to the same period in 2002. This decrease was mainly due to the decline of the net interest margin from 4.8% in 2002 to

[Table of Contents](#)

3.0% in 2003. This decline was mainly due to the fall in the yield of dollar denominated interest earning assets. In 2003 the real rate earned on dollar assets reached (20.1%) compared to 11.4% in 2002, reflecting the 15.9% appreciation of the Chilean peso against the dollar in the year. Including the results from foreign exchange transactions, which are mainly hedging operations, our net interest margin declined from 4.6% in 2002 to 4.5% in 2003 and net interest revenue declined 8.9% in 2003 compared to 2002.

The decline in our net interest margin adjusted for the results of hedging transactions mainly reflected the impact of low interest rates and the low-inflation environment during the 2003 period, which was partially offset by improvements in our asset and funding mix. The average nominal rate earned on our nominal peso denominated interest earning assets decreased from 14.4% in 2002 to 12.6% in 2003. The average nominal rate earned on our inflation-indexed assets also decreased from 9.0% in 2002 to 6.9% in 2003. The 90-day Central Bank rate, a benchmark rate for deposits and short-term loans expressed in nominal terms, decreased from 2.88% as of December 31, 2002 to 2.58% as of December 31, 2003.

Compared to 2002, interest-earning assets decreased 7.5% and total loans decreased 4.1%, while higher yielding consumer loans increased 8.5% in 2003. Demand for consumer financing loans increased as a result of prevailing lower interest rates and better unemployment figures. This was apparent in all income segments. Loans at Banefe increased 8.1% in 2003 and consumer lending among middle- to upper-income individuals grew 9.9% compared to 2002. Total commercial loans, on the other hand, decreased 14.2% as a result of our strategy of reducing our participation in both the low-yielding short-term large corporate lending market.

Lower funding costs also offset in part the decline of our hedging-adjusted net interest margin. The nominal rate paid on nominal peso-denominated interest-bearing deposits decreased 110 basis points to 3.6% in 2003 compared to 2002. The nominal rate paid on inflation-indexed deposits also decreased 240 basis points to 5.2% in 2003 compared to 2002, driven mainly by the reduction in inflation and interest rates. Time deposits continue to be the main source of funding, representing 34.2% of total average liabilities. The majority of these time deposits have a maturity of 90 days or less and therefore, the cost of these funds varies according to short-term interest rates. As a result, the real rate paid on nominal peso time deposits fell 120 basis points to 2.6% and the real rate paid on inflation-indexed time deposits fell 250 basis points in 2003 to 2.6%.

The average balance of time deposits decreased 19.1% as a result of various factors including a reduction in low-yielding assets which are mainly funded through our deposit base. Low inflation rates and lower interest rates have made other investment alternatives more attractive. We have also been proactively encouraging clients to invest in mutual funds instead of short-term deposits given our strong liquidity position.

Our ratio of average non-interest-bearing demand deposits and equity to average earning assets increased in 2003 to 25.7% compared to 24.2% in 2002. The growth rate of average non-interest-bearing demand deposits was flat in 2003. The balance of non-interest bearing demand deposits, net of clearance increased 18.6% reflecting individual consumers' preference for readily available funds deposited into checking accounts instead of low-yielding time deposits.

Provision for loan losses

As of January 1, 2004, the new loan loss allowance regulations set by the Superintendency of Banks came into effect. For purposes of these new classifications, loans are divided into: (i) consumer loans (including loans granted to individuals for the purpose of financing the acquisition of consumer goods or payment of services); (ii) residential mortgage loans (including loans granted to individuals for the acquisition, construction or repair of residential real estate, in which the value of the property covers at least 100% of the amount of the loan); (iii) leasing operations (including consumer leasing, commercial leasing and residential leasing); (iv) factoring operations and (v) commercial loans (includes all loans other than consumer loans and residential mortgage loans). See "*Item 5D: Asset and Liability Management—Loan Portfolio—Classification of Loan Portfolio*" and "*Item 5D: Asset and Liability Management—Loan Loss Allowances.*"

In accordance with the new regulations, the models and methods used to classify our loan portfolio must follow the guiding principles established by the Superintendency of Banks and the Bank.

[Table of Contents](#)

For statistical information with respect to our substandard loans and reserves for probable loan losses, see “*Item 5D: Asset and Liability Management—Loan Loss Provisions—Analysis of Substandard Loans and Amounts Past Due*” and “*Item 5D: Asset and Liability Management—Loan Loss Provisions—Analysis of Loan Loss Provisions*”, as well as *Note 7 to the Audited Consolidated Financial Statements*. The amount of provision charged to income in any period consists of net provisions established for possible loan losses, net provisions made with respect to real estate acquired upon foreclosure and charge-offs against income (equal to the portion of loans charged off that is not allocated to a required reserve at the time of charge off).

2003 and 2004. In the year-ended December 31, 2004, provisions for loan losses reached Ch\$128,734 million, a 24.0% increase from the 2003 period. Charge-offs in the period totaled Ch\$119,447 million, an increase of 16.3% in the period. This rise in charge-offs was mainly due to the increase in loans, especially consumer lending which involves a higher risk and according to the guidelines of the Superintendency of Banks must be completely charged-off after 180 days past due. The rise in charge-offs was also due in part to the implementation at the beginning of the year of a new loan classification system mandated by the Superintendency of Banks, which among other things, required banks to reclassify overdraft lines of credit for individuals from Other loans to Consumer loans, thus placing these loans under the charge-off policy established for consumer lending. The net amount of provisions established (provisions net of allowances released and excluding charge-offs) in 2004 increased Ch\$4,830 million and totaled Ch\$5,416 million. This rise was mainly due to the reversal in 2003 of Ch\$11,959 million in voluntary loan loss provisions.

Past due loans as of year-end 2004 decreased 24.8% from year-end 2003, principally due to improved economic conditions in Chile and high levels of charge-offs resulting from the reclassification of lines of credit. As a result of this decrease in past due loans, the coverage ratio (loan loss allowance as a percentage of past due loans) improved to 132.2% from 98.9% as of year-end 2003. Past due loans as a percentage of total loans decreased from 2.23% as of year-end 2003 to 1.52% as of year-end 2004. Substandard loans as of year-end 2004 increased by 14.5% to Ch\$319,938 million, principally due to application of the new Superintendency of Banks classification system, which classifies as “substandard” loans with required allowance levels that would not have resulted in a substandard classification under the old system. Loan loss allowance as a percentage of substandard loans declined from 61.7% as of year-end 2003 to 54.2% as of year-end 2004.

We expect provisions for loan losses to increase in future periods as a result of the overall growth of our loan portfolio and our increased lending to small companies and individuals. See “*Risk Factors—Risks Associated with our Business—Our exposure to individuals and small businesses could lead to higher levels of past due loans and subsequent write-offs*” and “*Risk Factors—Risks Associated with our Business— The growth of our loan portfolio may expose us to increased loan losses.*”

2002 and 2003. In 2003, total provisions established increased 21.1% compared to 2002. This was offset by a reversal of Ch\$11,959 million of voluntary provisions in the year and the reversal of provisions previously established on charged-off loans in the year. The net charge to income of provisions and charge-offs for year-ended December 31, 2003 increased 10.1% compared to loan losses for the year-ended December 31, 2002. This rise in provisions and charge-offs was mainly a result of the rise of our risk index from 1.68% as of December 31, 2002 to 1.88% as of December 31, 2003. The rise in the risk index was a direct result of the full implementation of Old-Santander’s credit risk culture throughout the entire organization. The effects of a slower economic growth also prompted the increase in provisions, especially in the first half of 2003.

Past due loans at December 31, 2003 increased 1.0% compared to past due loans at year-end 2002. The coverage ratio decreased to 98.9% as of December 31, 2003 from 100.5% as of December 31, 2002. The increase in past due loans was mainly related to temporary operational disruptions in loan portfolio management caused by the merger integration process. This culminated with the end of the merger integration and credit review process in April 2003.

[Table of Contents](#)

Fee income

The following table sets forth certain components of our income from services (net of fees paid to third parties directly connected to providing those services, principally fees relating to credit card processing and ATM network administration) in the years ended December 31, 2003 and 2004.

	Year ended December 31,			% Change	% Change
	2002	2003	2004	2002/2003	2003/2004
(in millions of constant Ch\$ as of December 31, 2004, except percentages)					
Checking accounts	29,263	34,223	31,402	17.0%	(8.2%)
Credit cards(1)	12,046	14,928	17,180	23.9%	15.1%
Mutual fund services	14,346	13,017	18,038	(9.3%)	38.6%
Automatic Teller cards(2)	7,137	11,169	6,700	56.5%	(40.0%)
Payment agency services	15,146	6,325	3,957	(58.2%)	(37.4%)
Letters of credit, guarantees, pledges and other contingent loans	2,981	3,354	4,563	12.5%	36.0%
Lines of credit	4,699	3,134	2,053	(33.3%)	(34.5%)
Sales and purchases of foreign currencies	4,044	5,125	4,981	26.7%	(2.8%)
Insurance brokerage	3,676	4,947	6,416	34.6%	29.7%
Underwriting	5,091	4,792	7,312	(5.9%)	52.6%
Bank drafts and fund transfers	185	243	247	31.4%	1.6%
Custody and trust services	600	550	557	(8.3%)	1.2%
Savings accounts	1,605	736	1,522	(54.1%)	106.8%
Other	4,853	12,070	16,683	152.8%	38.2%
Total	105,672	114,613	121,611	8.5%	6.1%

(1) Net of payments to Transbank in respect of credit card purchase processing expenses.

(2) Net of payments to REDBANC in respect of ATM transaction processing expenses.

2003 and 2004. Fee income for the year-ended December 31, 2004 increased 6.1% from the same period in 2003. The overall rise in fee income was due to an increase in fees from various business lines. Credit cards fees rose 15.1% in 2004, as the Bank placed special emphasis in increasing the usage of credit cards. The Bank also invested Ch\$7,114 million in strengthening and improving the credit card business in 2004.

Fees from underwriting increased 52.6% in 2004 compared to 2003 as a result of growth of non-lending activities in wholesale banking and the strength of our corporate finance division. The low interest rate environment and the recovery of the economy also led to a greater demand on behalf of corporate clients for issuing bonds in the market.

Fees for insurance brokerage and mutual fund services sold by our subsidiaries were substantially higher in the 2004 period compared to the 2003 period. The 38.6% rise in mutual fund fees is directly related to a 30.8% increase in assets under management to Ch\$1,388,760 million as of December 31, 2004. We believe that the increase in mutual fund fees was primarily attributable to the low interest rate environment in Chile in 2004, which made the rate of return on our mutual funds more attractive for our clients than deposit accounts. We believe that we could experience a decrease in mutual fund fees if interest rates were to increase in the future. Fees from insurance brokerage increased 29.7% in the year-ended December 31, 2004 compared to the same period of 2003, reflecting our introduction of new products and marketing campaigns.

The rise in fee income from these products was offset in part by decreases in fee income from checking accounts, automatic teller card fees and payment agency services. The 8.2% decrease in fee income from checking accounts and the 40.0% decrease in ATM card fees were mainly due to a decrease in the average number of accounts resulting from customer service challenges. These challenges arose in connection with integration of the operations of Old Santander-Chile and Santiago and from our current promotional policy, which was adopted in 2004, of waiving certain checking account fees as an incentive to increase the client base and promote increased

[Table of Contents](#)

product usage. As a result of this promotional policy, our customer base has begun to rebound. The total number of checking accounts in retail banking has risen 13.4% between year-end 2003 and year-end 2004. The decrease in fees from payment agency services mainly reflects the sale of our subsidiary *Cobranzas y Recaudaciones Limitada* (C y R) in October 2003, which generated Ch\$3,391 million in fees in the first nine months of 2003.

Fee income in 2004 also included Ch\$1,167 million paid by Empresas París to the Bank in connection with the strategic alliance signed by these two companies which included both the sale of the Santiago Express Division to Empresas París and the payment of a fee for access on behalf of future Banco París card holders to the Bank's ATM network.

2002 and 2003. Fee income for the year ended December 31, 2003 increased 8.5% compared to the same period in 2002. The overall rise in fee income was due to an increase in fees from various business lines. Credit cards fees rose 23.9% in 2003, as the Bank placed special emphasis in increasing the usage of credit cards. For example, in 2003 we launched a special promotion to increase the use of credit cards by giving discounts on the purchase of gasoline on weekends. At the same time, we offered clients the possibility of paying for goods in installments with no interest with their credit cards. We also offered gift and prizes for clients that reached certain level of indebtedness using their credit card.

Likewise checking account fee income was up 17.0% from 2002, mainly as a result of an increase in the fees charged to account holders. ATM fee income increased 56.5% due to increased pricing and greater usage of ATMs. We own the largest ATM network in Chile with 1,081 ATMs, which represents a 28.5% market share. During the second half of 2003, we adopted a promotional policy with respect to some fees, in order to increase usage of Bank products and to improve client retention levels. For this reason, fees for lines of credit decreased 33.3%.

In 2003, fee income from contingent loan operations increased 12.5% compared to 2002. In order to increase the profitability of foreign trade operations, the Bank has been serving as a guarantor for Chilean companies for their foreign trade operations with foreign banks. As a result, the Bank improved the profitability of the foreign trade business by generating greater fee income.

Insurance brokerage fee income grew 34.6% in 2003 compared to 2002. The Bank also launched various new simple and low cost insurance products that boosted insurance brokerage fees. This included health insurance, credit card and check fraud insurance and property and casualty insurance.

The increases in fee income were partially offset by a 9.3% decline in mutual fund management fee income. Average funds under management increased 0.2% compared to 2002. During the first half of 2003, asset management fees were affected by the Corfo-Inverlink affair, which resulted in a large outflow of assets under management into checking accounts and time deposits. In the second half of the year, funds under management began to recover. We have also been proactively encouraging clients to invest in mutual funds instead of short-term deposits given our strong liquidity position. Given the low interest rate environment, the profitability generated by the fee income from asset management is greater than the spread that could be obtained on our excess liquidity.

Other operating income (expenses), net

2003 and 2004. Other operating income, net for the year-ended December 31, 2004 totaled Ch\$19,837 million, an 87.9% decrease from the year-ended December 31, 2003, principally reflecting a 95.1% decrease in the gain from foreign exchange transactions in 2004 compared to 2003. Results from foreign exchange transactions consist mainly of gains (or losses) on foreign currency forward contracts entered into to hedge net interest revenue and reflected the lower rate of appreciation of the Chilean peso against the U.S. dollar in 2004 as compared to 2003. Under Chilean GAAP, these gains or losses are not accounted for as interest revenue, but rather as gains or losses from foreign exchange transactions, a different line item of the income statement. This accounting asymmetry results in a presentation that is inconsistent with our use of foreign exchange derivatives to hedge foreign currency exposure arising from interest-earnings assets and interest-bearing liabilities and produces volatility in reported net interest revenue and foreign exchange transactions that we believe is not reflective of our underlying business.

The lower gain from foreign exchange transactions was offset in part by a 30.1% increase in unrealized gains on financial investments and realized gains from trading. These gains reflected the increase in the value of our

[Table of Contents](#)

investment securities portfolios resulting from declining interest rates. At December 31, 2004 the 10-year Chilean Central Bank bond was yielding 3.23% in real terms compared to 4.27% as of December 31, 2003. Net gain from trading and mark-to-market of securities in the year-ended December 31, 2004 also included a one-time gain of Ch\$17,019 million arising from the sale of a single, large substandard loan and a one-time pre-tax loss of Ch\$6,307 million arising from the prepayment of US\$170 million in various senior bonds, which were issued at higher rates of interest than those currently prevailing in the market. These bonds were replaced with lower cost funding which compensates for this one-time loss.

The 19.7% increase in the loss in other categories of other operating income, net in the year-ended December 31, 2004 compared to the same period of 2003 was primarily the result of the recognition of Ch\$3,944 million in one time sales force expenses as a result of the sale of the Santiago Express Division to Empresas París. When a bank product is sold, the fee earned by the sales force is recognized on an accrued basis according to the life of the product as other operating expenses. As a result of the sale of Santiago Express the Bank had to recognize Ch\$3,944 million in deferred sales force expenses that had already been incurred on a cash basis.

2002 and 2003. Other operating income, net for the year-ended December 31, 2003 totaled a gain of Ch\$163,456 million compared to a loss of Ch\$14,297 million for the year-ended December 31, 2002. This mainly reflects a gain of Ch\$155,726 million from foreign exchange transactions, net in 2003 compared to a loss of Ch\$26,217 million in 2002. These results from foreign exchange transactions consist mainly of the accrual cost of foreign currency forward contracts to hedge net interest revenue and reflected the appreciation of the Chilean peso against the U.S. dollar in 2003. Under applicable Superintendency of Banks guidelines these gains or losses cannot be considered interest revenue, but must be considered as gains or losses from foreign exchange transactions and, accordingly, registered in a different line item of the income statement. This accounting asymmetry distorts net interest income and foreign exchange transaction gains, especially in periods of high exchange rate volatility.

This higher gain from foreign exchange transactions was partially offset by the 8.3% decrease in unrealized gains on financial investments and realized gains from trading. Although interest rates declined considerably in both periods, they declined more strongly in 2002.

The 8.7% increase in the loss in other operating expenses in the year-ended December 31, 2003 compared to year-end December 31, 2002 figures was primarily the result of higher sales force expenses. The increase in sales force expenses mainly reflected a rise in retail banking activity especially in the second half of 2003. Other operating losses also included the tax expenses incurred in our offer to exchange new subordinated notes due 2012 for our outstanding 7% subordinated notes due 2007, realized in January 2003.

Other income and expenses, net

2003 and 2004. Other income and expenses, net for the year-ended December 31, 2004 totaled Ch\$43,922 million, a 19.3% increase compared to the same period of 2003, principally reflecting increased recovery of loan losses. The increase in recovery of loans previously written off was mainly due to the improved economic environment which led to higher repayments of loans previously charged-off, an increase in the stock of charged-off loans and the reorganization of our collections department. In 2003, we restructured our collection procedures to improve loan loss recovery levels. As a part of this process, in the fourth quarter of 2003 the Bank sold the subsidiary Cobranzas y Recaudaciones Limitada (C y R), which managed loan loss recoveries for Santiago, to an unaffiliated company that Old Santander Chile used for its recovery process. All of our recovery efforts are now conducted by the same unaffiliated company.

Excluding loan loss recoveries, non-operating losses, net totaled a loss of Ch\$4,058 million in 2004 compared to a gain of Ch\$2,058 million in 2003. This reflects a Ch\$8,220 million increase in charge-off of assets acquired upon foreclosure. The increase in charge-offs of assets acquired upon foreclosure mainly reflects a change in SBIF guidelines in the last quarter of 2004 regarding the charge-off of repossessed assets. Repossessed assets must be charged-off if not sold twelve months after they have been repossessed. This limit can be extended by eighteen months in some cases. In 2000 the SBIF temporarily extended this 18 month period to all assets, repossessed between 1999 and 2002. In 2003 this extension period was reduced to 12 additional months for all assets repossessed in 2003 and in the last quarter of 2004 the extension period was reduced to six months for assets repossessed in 2004. We expect that in 2005 the Superintendency of Banks will eliminate this extension period and the repossessed assets will have to be charged-off after 12 months.

Table of Contents

The Ch\$11,431 million increase in provisions for contingencies mainly reflects a billing dispute with a vendor and a probable loss due to fraud by a vendor. These losses were offset by the Ch\$21,824 million one-time gain obtained from the sale of the Santiago Express Division to Empresas París. See Note 17 to our Consolidated Financial Statements.

2002 and 2003. Other income and expenses, net for the year-ended December 31, 2003 totaled a gain of Ch\$36,821 million compared to a loss of Ch\$33,062 million in 2002. Other expenses, in 2002, included a charge of Ch\$39,964 million accrued in connection with the merger, included in non-operating income, net. Other expenses also included in 2002 a Ch\$13,245 million charge related to the harmonization of depreciation criteria of fixed assets. Old Santander-Chile and Santiago depreciated some fixed assets at different rates. We adopted the most conservative criteria between the two used by the separate banks.

Excluding merger-related expenses, total other income and expenses, net in 2003 increased 82.8% compared to 2002. In 2003, we restructured our collection procedures to improve loan loss recovery levels. As a part of this process, in the fourth quarter 2003 the Bank sold the subsidiary Cobranzas y Recaudaciones Limitada (C y R), that managed loan loss recoveries for former Banco Santiago, to an external company that former Banco Santander Chile used for its recovery process. The Bank's recovery efforts have now been fully centralized under the same external company. In 2003, loan loss recoveries increased 33.7%.

The decrease in other non-operating losses was also due to the reclassification of Ch\$7,006 million from voluntary loan loss allowances to other liabilities in the balance sheet and from voluntary provisions to nonoperating income, net in the income statement in 2002. The reclassification was in response to new guidelines issued by the Superintendency of Banks, which required that these voluntary loan provisions be reclassified because they were not linked to any specific credit risk.

Operating expenses

The following table sets forth information regarding our operating expenses in the years ended December 31, 2002, 2003 and 2004.

	Year ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(in millions of constant Ch\$ as of December 31, 2004, except percentages)					
Personnel salaries and expenses	152,615	129,293	133,009	(15.3%)	2.9%
Administrative expenses	103,417	86,014	96,543	(16.8%)	12.2%
Depreciation and amortization	40,713	41,158	38,725	1.1%	(5.9%)
Total	296,745	256,465	268,277	(13.6%)	4.6%
Efficiency ratio(1)	47.2%	43.6%	44.0%		

(1) The efficiency ratio is the ratio of total operating expenses to total operating revenue. Total operating revenue consists of net interest revenue, fees and income from services, net, and other operating income, net.

2003 and 2004. Operating expenses for the year-ended December 31, 2004 increased 4.6% to Ch\$268,277 million, compared to operating expenses of Ch\$256,465 million for the same period in 2003. The efficiency ratio reached 44.0% in 2004 compared to 43.6% in the 2003 period. The increase in operating expenses was mainly due to efforts to expand our retail banking business. Such efforts included:

- **Strengthening of middle-upper income and SME banking.** This involved the opening of 2 branches in 2004, hiring of new account and sales executives in order to improve the client per account officers ratio, increased spending in marketing and promotions and reengineering of the mortgage lending department.

[Table of Contents](#)

- **Strengthening of Santander Banefe:** This involved the opening of 11 branches in 2004, re-launching of Santander Banefe brand, enlarging the sales force and increasing marketing expenses.
- **Credit card project:** Strengthening of credit card business by increasing expenditures in marketing, financing discounts on various products and improving the credit card technological platform.

The increase in administrative expenses in the 2004 period was due in part to the outsourcing of certain systems management functions to Altec, a wholly-owned subsidiary of Banco Santander Central Hispano, in order to save costs and improve the management of systems. As a result, certain fixed personnel costs were eliminated and new variable costs associated with the Altec contract and recognized in administrative expenses are being incurred. As a result, approximately Ch\$3,000 million of administrative expense were due to the Altec contract and replaced expenses previously recognized as personnel expenses.

2002 and 2003. Operating expenses for the year ended December 31, 2003 decreased 13.6% compared to the same period in 2002. The efficiency ratio was 43.6% for the year ended December 31, 2003 compared to 47.2% for the year ended December 31, 2002. Personnel expenses decreased 15.3% in 2003 compared to 2002 due mainly to the reduction in headcount during the merger integration process. As of December 31, 2003, total headcount in the Bank was 7,535 persons compared to 8,314 persons at the same date in 2002. Since the beginning of the merger process in August 2002, total headcount decreased 15.7%.

Administrative expenses decreased 16.8% in 2003 compared to administrative expenses for the year-ended December 31, 2002, reflecting cost savings produced by the merger.

Loss from price level restatement

2003 and 2004. Loss from price level restatement for the year-ended December 31, 2004 increased 51.8% to Ch\$11,983 million, compared to the same period of 2003. The higher loss from price level restatement reflected the higher inflation rate used for calculating price level restatement in the periods being analyzed (2.35% compared to 1.05%). Because our capital is larger than the sum of our fixed and other assets, price level restatement usually results in a loss and fluctuates with the inflation rate.

2003 and 2002. Loss from price level restatement for the twelve month period ended December 31, 2003 decreased 41.4% compared to the same 2002 period. The lower loss from price level restatement reflects the lower inflation rate used for calculating price level restatement in the twelve month period ended December 31, 2003 (0.95%) compared to the same period of 2002 (3.0%). Because our capital is larger than the sum of our fixed and other assets, price level restatement usually results in a loss and fluctuates with the variation of inflation.

Income tax

2003 and 2004. Our income tax expense increased 2.6% to Ch\$45,916 million for the year-ended December 31, 2004 compared to income tax expense of Ch\$44,762 million for the same period in 2003. The Bank's effective tax rate reached 18.8% in the year-ended December 31, 2004, compared to 17.4% in 2003. This increase was mainly due to the Ch\$11,431 million of provisions for contingencies described above under "Other income and expenses, net," which are not deductible from income in calculating tax, and to the increase in the statutory corporate tax rate from 16.5% in 2003 to 17% in 2004.

2002 and 2003. Our income tax expense increased 57.7% for the twelve month period ended December 31, 2003 compared to income tax expense in the same 2002 period. Our net income before taxes rose 34.4% in 2003 compared to 2002 and was the main driver of the rise in tax expense. The statutory tax rate in 2002 was 16% and rose to 16.5% in 2003, which also explains the rise in tax expense in this period. In the first quarter of 2002, Santiago was still benefiting from tax loss carry-forwards related to the subordinated debt issue with the Central Bank of Chile. These tax loss carry-forwards were fully utilized by March 2002.

[Table of Contents](#)

C. Liquidity and Capital Resources

Sources of Liquidity

Santander-Chile's liquidity depends upon its (i) capital, (ii) reserves and (iii) financial investments, including investments in government securities. To cover any liquidity shortfalls and to augment its liquidity position, Santander-Chile has established lines of credit with foreign and domestic banks and also has access to Central Bank borrowings.

The following table sets forth our contractual obligations and commercial commitments by time remaining to maturity. As of December 31, 2004, the scheduled maturities of our contractual obligations and of other commercial commitments, including accrued interest were as follows:

Contractual Obligations	Due within 1 year	Due after 1 year but within 3 years	Due after 3 years but within 6 years	Due after 6 years	Total 2004
	(in millions of constant Ch\$ as of December 2004)				
Deposit and other obligations(1)	4,173,268	273,881	6,884	13,553	4,467,586
Mortgage finance bonds	187,738	201,338	163,286	406,088	958,450
Subordinated bonds	113,087	49,860	0	367,719	530,666
Bonds	0	8,675	223,076	125,868	357,619
Chilean Central Bank borrowings:					
Credit lines for renegotiations of Loans	9,324	—	—	—	9,324
Other Central Bank borrowings	329,047	—	—	—	329,047
Borrowings from domestic financial institutions	28,738	—	—	—	28,738
Investments sold under agreements to Repurchase	432,798	—	—	—	432,798
Foreign borrowings	419,632	43,105	15,522	—	478,259
Other obligations	29,228	5,704	2,750	2,100	39,782
Total of cash obligations	5,722,860	582,563	411,518	915,328	7,632,269

(1) Excludes demand accounts, saving accounts

As of December 31, 2004, the scheduled maturities of other commercial commitments, including accrued interest, were as follows:

Other Commercial Commitments	Due within 1 year	Due after 1 year but within 3 years	Due after 3 years but within 6 years	Due after 6 years	Total 2004
	(in millions of constant Ch\$ as of December 2004)				
Letter of Credit	193,820	1,284	—	—	195,104
Guarantees	363,393	6,486	694	—	370,573
Other commercial commitments	63,691	80,189	162,917	—	306,797
Total other commercial commitments	620,904	87,959	163,611	—	872,474

(i) Capital

Santander-Chile currently has shareholders' equity in excess of that required by all current Chilean regulatory requirements. According to the General Banking Law, a bank should have an effective net worth of at least 8% of its risk-weighted assets, net of required reserves, and paid-in capital and reserves ("basic capital") of at least 3% of its total assets, net of required reserves. For these purposes, the effective net worth of a bank is the sum of (a) the bank's basic capital and (b) subordinated bonds issued by the bank valued at their placement price up to 50% of its basic capital; *provided* that the value of the bonds shall decrease 20% for each year that lapses during the period

[Table of Contents](#)

commencing six years prior to their maturity. The calculation of the effective net worth does not include the capital contributions made to subsidiaries of the bank nor its foreign branches. In 2002, the reforms to the capital markets resulted in changes in the calculation of the Bank's regulatory capital, which became effective in 2003. This consisted of changing the calculation of capital contributions from an unconsolidated basis to a consolidated basis. The merger of Old Santander-Chile and Santiago required a special regulatory preapproval of the Superintendency of Banks, which was granted on May 16, 2002. The resolution granting this preapproval imposed a mandatory minimum capital to risk-weighted assets ratio of 12% for the merged bank. This indicator was reduced to 11% by the *Superintendencia de Bancos* effective January 1, 2005. For purposes of weighing the risk of a bank's assets, the General Banking Law considers five different categories of assets, based on the nature of the issuer, the availability of funds, the nature of the assets and the existence of collateral securing such assets. The following table shows Santander-Chile's actual equity versus the minimum effective equity required by law:

	At December 31,	
	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)	
Effective Equity	1,107,269	1,231,077
12% of the risk-weighted assets	(909,676)	(991,510)
Excess over minimum effective equity	197,593	239,567
Effective equity as a percentage of the risk-weighted	14.6%	14.9%

(ii) Reserves

Pursuant to the new General Banking Law, for all periods subsequent to November 4, 1997, banks are required to have a minimum of UF800,000 (approximately US\$24.7 million as of December 31, 2004) of paid-in capital and reserves, an effective net worth of at least 8% of its risk weighted assets, net of required reserves, and paid in capital and reserves of at least 3% of its total assets, net of required reserves. See "Item 4B: Business Overview—Chilean Regulation and Supervision." In 2002, the General Banking Law was modified again, allowing banks to begin operations with a minimum capital of UF 400,000 (approximately US\$12.4 million as of December 31, 2004) of paid-in capital and reserves with the obligation to increase it to UF 800,000 (approximately US\$24.7 million as of December 31, 2004) in an undetermined period of time. If the Bank maintains a minimum capital of UF 400,000 (approximately US\$12.4 million as of December 31, 2004) then it will be required to maintain a minimum Bank for International Settlements ("BIS") ratio of 12%. If the Bank increases its capital to UF 600,000 (approximately US\$18.6 million as of December 31, 2004) then the minimum BIS ratio that the Bank must maintain is 10%.

The following table sets forth our minimum capital requirements set by the Superintendency of Banks as of the dates indicated. See Note 13 to our financial statements for a description of the minimum capital requirements.

	As of December 31,	
	2003	2004
	(in millions of constant Ch\$ of December 31, 2004 except for percentages)	
Net capital base	830,515	832,959
3% of total assets net of provisions	(336,205)	(363,177)
Excess over minimum required equity	494,310	469,782
Net capital base as a percentage of the total assets, net of provisions	7.4%	6.9%
Effective equity	1,107,269	1,231,077
12% of the risk-weighted assets	(909,676)	(991,510)
Excess over minimum required equity	197,593	239,567
Effective equity as a percentage of the risk-weighted assets	14.6%	14.9%

[Table of Contents](#)

(iii) Financial Investments

The following table sets forth our investment in Chilean government and corporate securities and certain other financial investments as of December 31, 2002, 2003 and 2004. Financial investments that have a secondary market are carried at market value. All other financial investments are carried at acquisition cost, plus accrued interest and indexation readjustments, as applicable.

	As December 31,		
	2002	2003	2004
	(In Millions of constant Ch\$ of December 31, 2004)		
Central Bank and Government Securities			
Marketable debt securities (1)	1,185,657	601,323	938,681
Investment collateral under agreements to repurchase(2)	655,296	523,241	523,390
Investment purchased under agreements to resell	343,817	44,656	23,660
Other investments	55,737	—	—
Subtotal	2,240,507	1,169,220	1,485,731
Corporate securities			
Marketable securities (3)	277,270	669,958	416,002
Investment collateral under agreements to repurchase	65,889	65,267	49,247
Subtotal	343,159	735,225	465,249
Time deposits in Chilean institutions	2,099	56,630	38,506
Total	2,585,765	1,961,075	1,989,486

(1) Including market value adjustment.

(2) Under Chilean GAAP, investment securities that are sold subject to repurchase agreements are reclassified from their investment category to “investments under agreements to repurchase.” Under U.S. GAAP, no such reclassification would be made since, in substance, the investment securities serve only as collateral for the borrowing.

(3) Permanent investments.

Under Chilean GAAP, investments held for trading must be marked-to-market.

Table of Contents

The following table sets forth an analysis of our investments, by time remaining to maturity and the weighted average nominal rates of such investments:

	Within one year	Weighted Average Nominal Rate	After one year but within five years	Weighted Average Nominal Rate	After five years but within ten years	Weighted Average Nominal Rate	After ten years	Weighted Average Nominal Rate	Total	Weighted Average Nominal Rate
(in millions of constant Ch\$ of December 31, 2004)										
Government securities										
Central Bank securities	434,396	3.84%	276,194	3.33%	99,053	3.83%	36,645	3.55%	846,288	3.64%
Government Pension Bonds	23,373	2.87%	57,084	3.56%	3,122	4.28%	8,814	4.77%	92,393	3.87%
Total	457,769		333,278		102,175		45,459		938,681	
Investment Purchased under Resale Agreements										
	23,660	0.24%	—	—	—	—	—	—	23,660	0.24%
Other Financial Investment										
Time deposits in Chilean Financial Institutions										
	28,462	0.31%	10,044	3.80%	—	—	—	—	38,506	2.06%
Other Marketable Securities	43,339	6.75%	69,818	6.96%	152,649	5.58%	150,196	4.80%	416,002	6.02%
Total	71,801		79,862		152,649		150,196		454,508	
Investment Collateral under agreements to repurchase										
	265,109	3.74%	295,064	4.20%	12,443	5.61%	21	5.00%	572,637	4.64%
Total Financial Investment	818,339		708,204		267,267		195,676		1,989,486	

Unused sources of liquidity

The Bank also has credit ratings from three international agencies. Our ratings are equivalent to the Chilean sovereign ratings and in the case of our deposits our ratings from Moody's Investor Services pierce the sovereign ceiling. We believe our credit ratings are a positive factor when obtaining financing. In January 2004, Standard and Poor's raised the sovereign rating of the Republic of Chile from A- to A. This rating agency also increased the ratings of our parent company from A to A+. Following these rating changes, Standard and Poor's raised our rating from A- to A. In 2005, Fitch rating also improved the Bank's credit ratings from A- to A following a similar change for the Republic of Chile. Moody's in 2005 improved the outlook for the Bank's long-term deposit rating from Stable to Positive.

Moody's	Rating
Long-term Bank Deposits	Baa1
Senior bonds	A2
Subordinated Debt	A3
Bank Financial Strength	B-
Short-term	P-2
Outlook	Positive

[Table of Contents](#)

<u>Standard & Poor's</u>	<u>Rating</u>
LT Foreign Issuer Credit	A
LT Local Issuer Credit	A
ST Foreign Issuer Credit	A-1
ST Local Issuer Credit	A-1
Outlook	Stable

<u>Fitch</u>	<u>Rating</u>
Foreign Currency LT Debt	A
Local Currency LT Debt	A+
Foreign Currency ST Debt	F1
Local Currency ST Debt	F1
Outlook	Stable

Working capital

As a bank, we satisfy our working capital needs through general funding, the majority of which derives from deposits and other borrowings from the public. See “*Item 5C: Liquidity and Capital Resources Deposits and other Borrowings.*” In our opinion, our working capital is sufficient for our present needs.

Liquidity Management

Liquidity management seeks to ensure that, even under adverse conditions, we have access to the funds necessary to cover client needs, maturing liabilities and capital requirements. Liquidity risk arises in the general funding for our financing, trading and investment activities. It includes the risk of unexpected increases in the cost of funding the portfolio of assets at appropriate maturities and rates, the risk of being unable to liquidate a position in a timely manner at a reasonable price and the risk that we will be required to repay liabilities earlier than anticipated.

Our general policy is to maintain liquidity adequate to ensure our ability to honor withdrawals of deposits, make repayments of other liabilities at maturity, extend loans and meet our own working capital needs. Our minimum amount of liquidity is determined by the reserve requirements of the Central Bank. Deposits are subject to a reserve requirement of 9% for demand deposits and 3.6% for peso and UF-denominated time deposits. See “*Item 4D: Business Overview—Regulation and Supervision.*” The Central Bank has statutory authority to increase these percentages to up to 40% for demand deposits and up to 20% for time deposits. In addition, a 100% special reserve (*reserva técnica*) applies to demand deposits, deposits in checking accounts, other demand deposits received or obligations payable on sight and incurred in the ordinary course of business, other deposits unconditionally payable immediately or within a term of less than 30 days and other time deposits payable within 10 days to the extent their aggregate amount exceeds 2.5 times the amount of a bank’s paid-in capital and reserves. Interbank loans are deemed to have a maturity of more than 30 days, even if payable within the following 10 days.

In 1999, the Central Bank passed new regulations regarding liquidity which are summarized as follows:

- The sum of the liabilities with a maturity of less than 30 days cannot exceed the sum of the assets with maturity of 30 days by more than an amount equal to a bank’s capital. This limit must be calculated separately for the gap in pesos and the gap in foreign currency. In any case the sum of the gap in local currency and foreign currency cannot be greater than a bank’s capital.
- The sum of the liabilities with a maturity of less than 90 days cannot exceed the sum of the assets with a maturity of less than 90 days by more than 2 times a bank’s capital. This limit must be calculated in local currency and foreign currencies together as one gap.

[Table of Contents](#)

We have set other liquidity limits and ratios that minimize liquidity risk. See “Item 11: Quantitative and Qualitative Disclosure About Market Risk.”

Cash Flow

The tables below sets forth our main sources of cash. The subsidiaries are not an important source of cash flow for us and therefore have no impact on our ability to meet our cash obligations. No legal or economic restrictions exist on the ability of subsidiaries to transfer funds to us in the form of loans or cash dividends as long as these subsidiaries abide by the regulations in the *Ley de Sociedad Anonimas* regarding loans to related parties and minimum dividend payments.

	Year ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)		
Net cash provided by operating activities	372,257	298,109	397,581

Cash provided by operating activities increased Ch\$99,472 million in 2004 compared to 2003, reflecting a higher level of operating activity in 2004 than in 2003 and the net change in interest accruals in 2004 compared to 2003.

	Year ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)		
Net cash (used in) provided by investing activities	772,431	462,767	(1,017,198)

Cash provided by investing activities decreased Ch\$ 1,479,965 million in 2004 compared to 2003 primarily as a result of loan growth in 2004 compared to 2003.

	Year ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)		
Net cash provided by (used in) financing activities	(1,204,610)	(755,138)	557,708

The positive net cash provided by funding activities in 2004 reflects the increase in the deposit base in line with the increase in lending.

Deposits and Other Borrowings

The following table sets forth our average daily balance of liabilities for the years ended December 31, 2002, 2003 and 2004, in each case together with the related average nominal interest rates paid thereon.

	Year ended December 31,								
	2002			2003			2004		
	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)								
Savings accounts	170,125	1.4%	4.0%	164,172	1.4%	1.6%	132,861	1.2%	2.0%
Time deposits	5,018,982	40.1%	4.7%	4,061,772	34.2%	3.1%	4,021,088	35.3%	3.0%
Central Bank borrowings	43,697	0.3%	6.7%	32,612	0.3%	5.0%	36,564	0.3%	4.5%
Repurchase agreements	550,232	4.4%	5.4%	670,605	5.7%	0.0%	623,175	5.5%	2.8%
Mortgage finance bonds	1,770,566	14.1%	8.7%	1,540,953	13.0%	7.1%	1,261,013	11.1%	8.2%
Other interest bearing liabilities	1,495,254	11.9%	6.8%	1,514,724	12.8%	5.3%	1,319,176	11.6%	5.2%
Subtotal interest bearing liabilities	9,048,856	72.2%	5.9%	7,984,838	67.3%	4.0%	7,393,877	65.0%	4.3%

[Table of Contents](#)

Year ended December 31,

	2002		2003			2004			
	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)									
Non-interest bearing liabilities									
Non-interest bearing deposits	1,706,603	13.6%		1,708,097	14.4%		1,753,616	15.4%	
Contingent liabilities	687,928	5.5%		686,722	5.8%		974,341	8.6%	
Other non-interest bearing liabilities	75,906	0.6%		530,312	4.5%		923,020	2.4%	
Shareholders' equity	1,006,963	8.0%		959,013	8.1%		981,858	8.6%	
Subtotal non-interest bearing liabilities	3,477,400	27.8%		3,884,144	32.7%		4,632,835	35.0%	
Total liabilities	12,526,256	100.0%		11,868,982	100.0%		12,026,712	100.0%	

Our most important source of funding is our time deposits. Time deposits represented 35.3% of our average total liabilities in the year ended December 31, 2004. Our current funding strategy is to continue to utilize all sources of funding in accordance with their cost, their availability and our general asset and liability management strategy. Special emphasis is being placed on increasing deposits from retail customers, which we consider to be a cheaper and more stable source of funding. We also intend to continue to broaden our customer deposit base, to emphasize core deposit funding and to fund our mortgage loans with the matched funding available through the issuance of mortgage finance bonds in Chile's domestic capital markets. See "Item 4B: Business Overview—Lines of Business—Banca Comercial—Residential Mortgage Lending." Management believes that broadening our deposit base by increasing the number of account holders has created a more stable funding source.

Composition of Deposits and Other Commitments

The following table sets forth the composition of our deposits and similar commitments as of December 31, 2002, 2003 and 2004.

	As of December 31,		
	2002	2003	2004
(in millions of constant Ch\$ as of December 31, 2004)			
Checking accounts	1,137,833	1,148,945	1,288,470
Other demand liabilities	742,832	876,348	952,845
Savings accounts	194,353	148,429	122,801
Time deposits	4,179,378	3,459,939	4,344,785
Other commitments (1)	39,791	30,088	38,364
Total	6,294,187	5,663,749	6,747,265

(1) Includes primarily leasing accounts payable relating to purchases of equipment.

[Table of Contents](#)

Maturity of Deposits

The following table sets forth information regarding the currency and maturity of our deposits as of December 31, 2004, expressed in percentages. UF-denominated deposits are similar to peso-denominated deposits in all respects, except that the principal is readjusted periodically based on variations in the Chilean consumer price index.

	Ch\$	UF	Foreign Currency	Total
Demand deposits	2.2%	— %	— %	0.9 %
Savings accounts	— %	6.0%	— %	2.7 %
Time deposits:				
Maturing within 3 months	64.9%	18.2%	87.7%	46.9%
Maturing after 3 but within 6 months	17.1%	32.3%	9.2%	22.9%
Maturing after 6 but within 12 months	13.5%	26.3%	3.0%	17.8%
Maturing after 12 months	2.3%	17.1%	0.1%	8.8%
Total time deposits	97.8%	94.0%	100.0%	96.4%
Total deposits	100.0%	100.0%	100.0%	100.0%

The following table sets forth information regarding the maturity of the outstanding time deposits in excess of U.S.\$100,000 issued by us as of December 31, 2004.

	Ch\$	UF	Foreign Currency	Total
(in millions of constant Ch\$ as of September 30, 2004)				
Time deposits:				
Maturing within 3 months	1,058,877	590,831	438,000	2,087,708
Maturing after 3 but within 6 months	202,728	389,183	44,211	636,122
Maturing after 6 but within 12 months	208,463	486,613	1,233	696,309
Maturing after 12 months	4,884	322,340	767	327,991
Total time deposits	1,474,952	1,788,967	484,211	3,748,130

Short-term Borrowings

The principal categories of our short-term borrowings are amounts borrowed under foreign trade lines of credit, domestic interbank loans and repurchase agreements. The table below presents the amounts outstanding at the end of each period end indicated and the weighted-average nominal interest rate for each such period by type of short-term borrowing.

	As of December 31,					
	2002		2003		2004	
	Year End Balance	Weighted-Average Nominal Interest Rate	Year End Balance	Weighted-Average Nominal Interest Rate	Year End Balance	Weighted-Average Nominal Interest Rate
(in millions of constant Ch\$ as of December 31, 2004, except for rate data)						
Investments under repurchase agreements	755,381	4.0%	476,876	0.0%	432,797	1.3%
Central Bank borrowings	14,443	6.7%	339,919	2.8%	329,047	0.3%
Domestic interbank loans	21,218	3.6%	36,688	5.0%	28,738	3.4%
Borrowings under foreign trade credit lines	37,994	8.5%	120,265	(0.3%)	242,718	4.4%
Total short-term borrowings	829,036	7.3%	973,748	1.0%	1,033,300	1.8%

[Table of Contents](#)

The following table shows the average balance and the average nominal rate for each short-term borrowing category during the periods indicated:

	For the year Ended December 31,					
	2002		2003		2004	
	Average Balance	Average Nominal Interest Rate	Average Balance	Average Nominal Interest Rate	Average Balance	Average Nominal Interest Rate
	(in millions of constant Ch\$ as of December 31, 2004, except for rate data)					
Investments under repurchase agreements	365,769	5.4%	670,606	0.0%	623,176	2.8%
Central Bank borrowings	43,697	6.7%	32,612	5.0%	36,564	4.5%
Domestic interbank loans	34,135	6.7%	67,050	2.6%	50,827	0.8%
Borrowings under foreign trade credit lines	1,130,963	6.8%	91,543	1.5%	244,348	2.3%
Total short-term borrowings	1,574,564	6.4%	861,811	0.6%	954,915	2.6%

The following table presents the maximum month-end balances of our principal sources of short-term borrowings during the periods indicated:

	Maximum 2002 Month-End Balance	Maximum 2003 Month-End Balance	Maximum 2004 Month-End Balance
	(in millions of constant Ch\$ as of December 31, 2004)		
Investments under agreements to repurchase	49,022	390,606	341,965
Central Bank borrowings	—	339,919	321,511
Domestic interbank loans	21,218	75,768	133,057
Borrowings under foreign trade credit lines	118,270	225,874	434,858
Total short-term borrowings	188,510	1,032,167	1,231,391

Total Borrowings

Our long-term and short-term borrowings are summarized below. Borrowings are generally classified as short-term when they have original maturities of less than one year or are due on demand. All other borrowings are classified as long-term, including the amounts due within one year on such borrowings.

	December 31, 2003		
	Long-term	Short-term	Total
	(MCh\$)		
Central Bank borrowings	11,057	339,919	350,976
Credit lines for renegotiations of loans	12,775	—	12,775
Investments under agreements to repurchase	—	476,876	476,876
Mortgage finance bonds	1,315,225	—	1,315,225
Other borrowings: bonds	263,642	—	263,642
Subordinated bonds	398,014	—	398,014
Borrowings from domestic financial institutions	—	36,688	36,688
Foreign borrowings	433,902	120,265	554,167
Other obligations	22,350	44,109	66,459
Total borrowings	2,456,965	1,017,857	3,474,822

[Table of Contents](#)

	December 31, 2004		
	Long-term	Short-term	Total
	(MCh\$)		
Central Bank borrowings	—	329,047	329,047
Credit lines for renegotiations of loans	9,324	—	9,324
Investments under agreements to repurchase	—	432,797	432,797
Mortgage finance bonds	770,712	187,738	958,450
Other borrowings: bonds	357,619	—	357,619
Subordinated bonds	417,579	113,087	530,666
Borrowings from domestic financial institutions	—	28,738	28,738
Foreign borrowings	235,541	242,718	478,259
Other obligations	14,257	25,525	39,782
Total borrowings	1,805,032	1,359,650	3,164,682

a) *Credit lines for renegotiations of loans*

Central Bank borrowings include credit lines for the renegotiations of loans and other Central Bank borrowings. These credit lines were provided by the Central Bank for the renegotiations of loans due to the need to refinance debts as a result of the economic recession and crisis of the banking system in the early 1980's. The lines for the renegotiations, which are considered long-term, are related with mortgage loans linked to the UF index and bear a real annual interest rate of 4.2%. Other Central Bank borrowings carry a nominal annual interest rate of 5.2%.

	2003	2004
	(MCh\$)	
Total credit lines for renegotiations of loans	12,775	9,324

The maturities of the outstanding amounts due under these credit lines, which are considered long-term, are as follows:

	As of December 31, 2004
	(MCh\$)
Due within 1 year	9,324
Due after 1 year but within 2 years	—
Due after 2 years but within 3 years	—
Due after 3 years but within 4 years	—
Due after 4 years but within 5 years	—
Due after 5 years	—
Total credit lines for renegotiations of loans	9,324

Table of Contents

(b) Mortgage finance bonds

These bonds are used to finance the granting of mortgage loans. The outstanding principal amounts of the bonds are amortized on a quarterly basis. The range of maturities of these bonds is between five and twenty years. The bonds are linked to the UF index and bear a real weighted-average annual interest rate of 5.6%.

	As of December 31, 2004
	(MCh\$)
Due within 1 year	187,738
Due after 1 year but within 2 years	102,859
Due after 2 years but within 3 years	98,479
Due after 3 years but within 4 years	83,772
Due after 4 years but within 5 years	79,514
Due after 5 years	406,088
Total mortgage finance bonds	958,450

(c) Other borrowings: bonds

	As of December 31, 2003	As of December 31, 2004
	(MCh\$)	(MCh\$)
Santiago Leasing S.A. bonds	67,700	—
Santiago bonds, Series A,B,C,D and F	78,100	43,868
Santander bonds demoninated in US\$	—	223,076
Santander bonds linked to the UF	117,842	90,675
Total other borrowings: bonds	263,642	357,619

Santiago Leasing S.A.'s bonds are linked to the UF index and bear an annual interest rate of 5.6%.

Santiago bonds include series A, B, C and F issued by the former Santiago S.A. and series B and D issued by the former Banco O'Higgins, prior to its merger with the Bank in 1997. These bonds are intended to finance loans that have a maturity of greater than one year, are linked to the UF index and bear a weighted-average annual interest rate of 7.0% with interest and principal payments due semi-annually.

Santander bonds were issued by the former Banco Santander-Chile. These bonds are intended to finance loans that have a maturity of greater than one year, are linked to the UF index and bear a weighted average annual interest rate of 6.5%. On December 17, 2004, Santiago Leasing S.A. ceded through public deed a total of UF 3.041,102 (MCh\$52,663 at December 31, 2004) in bonds to Banco Santander Chile. As of December 31, 2004, the balance is included in Santander bonds linked to the UF.

On December 9, 2004, the Bank issued senior bonds, denominated in U.S. dollars, for a total of US\$400 million. These bonds carry a nominal interest rate of LIBO plus 0.35% per annum (5.67% at December 31, 2004), quarterly interest payments and one repayment of principal after a term of 5 years.

The maturities of these bonds are as follows:

	As of December 31, 2004
	(MCh\$)
Due within 1 year	—
Due after 1 year but within 2 years	3,659
Due after 2 years but within 3 years	5,016
Due after 3 years but within 4 years	—
Due after 4 years but within 5 years	223,076
Due after 5 years	125,868
Total bonds	357,619

[Table of Contents](#)

d) Subordinated bonds

	As of December 31, 2003	As of December 31, 2004
	(MCh\$)	(MCh\$)
Santiago bonds denominated in US\$ (1)	48,896	113,087
Santander bonds denominated in US\$ (2) (6)	133,323	—
Old Santander-Chile bonds denominated in US\$ (3)	123,990	49,860
Santiago bonds linked to the UF (4)	60,353	—
Santander bonds linked to the UF (5)	31,452	367,719
Total subordinated bonds	398,014	530,666

- (1) On July 17, 1997, Santiago issued subordinated bonds abroad, denominated in U.S. dollars, for a total of US\$300 million. The bonds carried a nominal interest rate of 7.0% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.
- (2) On January 16, 2003, we completed the process of voluntary exchange of our new subordinated notes which will mature in 2012. A total of US\$221,961,000 in principal of the previous issue was offered and accepted by the Bank at the moment of the exchange. The bonds carry a nominal interest rate of 7.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.
- (3) On October 30, 1998, Old Santander-Chile issued subordinated bonds abroad, denominated in U.S. dollars, for a total of US\$200 million. The bonds carry a nominal interest rate of 6.5% per annum, semi-annual interest payments and one repayment of principal after a term of 7 years.
- (4) The Series C and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans having a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.5% and 6.0%, respectively with interest and principal payments due semi-annually.
- (5) The Series C, D and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans having a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.0% with interest and principal payments due semi-annually.
- (6) On December 9, 2004, the Bank issued subordinated bonds denominated in U.S. dollars, for a total of US\$300 million. These bonds carry a nominal interest rate of 5.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.

The maturities of these bonds, which are considered long-term, are as follows:

	As of December 31, 2004
	(MCh\$)
Due within 1 year	113,087
Due after 1 year but within 2 years	—
Due after 2 years but within 3 years	49,860
Due after 3 years but within 4 years	—
Due after 4 years but within 5 years	—
Due after 5 years	367,719
Total subordinated bonds	530,666

[Table of Contents](#)

e) Foreign borrowings

These are short-term and long-term borrowings from foreign banks. All of these loans are denominated principally in U.S. dollars, are principally used to fund our foreign trade loans and carry an annual average interest rate of 1.6%. The maturities of these borrowings are as follows:

	As of December 31, 2004
	(MCh\$)
Due within 1 year	176,915
Due after 1 year but within 2 years	41,418
Due after 2 years but within 3 years	1,687
Due after 3 years but within 4 years	15,521
Due after 4 years but within 5 years	—
Due after 5 years	—
Total long-term	235,541
Total short-term	242,718
Total foreign borrowings	478,259

f) Other obligations

Other obligations are summarized as follows:

	As of December 31, 2004
	(MCh\$)
Due within 1 year	3,703
Due after 1 year but within 2 years	3,802
Due after 2 years but within 3 years	1,902
Due after 3 years but within 4 years	1,314
Due after 4 years but within 5 years	1,436
Due after 5 years	2,100
Total long term obligations	14,257
Short-term obligations:	
Amounts due to credit card operator	17,873
Acceptance of letters of credit	7,652
Total short-term obligations	25,525
Total other obligations	39,782

Other Off-Balance Sheet Arrangements and Commitments

We are party to transactions with off-balance-sheet risk in the normal course of our business. These transactions expose us to credit risk in addition to amounts recognized in the consolidated financial statements.

These transactions include commitments to extend credit not otherwise accounted for as contingent loans, such as overdraft protection and credit card lines of credit. Such commitments are agreements to lend to a customer at a future date, subject to the customer compliance with meeting of the contractual terms. The amounts of these commitments are Ch\$3,149,557 million as of December 31, 2004.

Since a substantial portion of these commitments is expected to expire without being drawn upon, the total commitment amounts do not necessarily represent our actual future cash requirements. We use the same credit policies in making commitments to extend credit as we do for granting loans. In the opinion of our management, our outstanding commitments do not represent an unusual credit risk.

[Table of Contents](#)

The Bank and its brokerage subsidiary enter into derivative transactions, particularly foreign exchange contracts, as part of their asset and liability management and in acting as dealers to satisfy their clients' needs. The notional amount of these contracts are carried off-balance-sheet. See *Note 12 to the Audited Consolidated Financial Statements*.

From time to time, the Bank enters into agreements to securitize certain assets by selling those assets to unconsolidated and unaffiliated entities, which then sell debt securities secured by those assets. These sales are non-recourse to the Bank. However, in the majority of these transactions the Bank purchases a subordinated bond from the unconsolidated entity, which would only be repaid after the shareholders of the issuing unconsolidated entity are repaid. In the year ended December 31, 2004, the total amount of such subordinated bonds held by the Bank at that date was Ch\$2,902 million. As of December 31, 2004 these subordinated bonds had allowances for losses of Ch\$2,902 million.

Our balance sheet also reflects a financial investment of Ch\$1,752 million corresponding to a senior bond issued by an unconsolidated and unrelated securitization entity. This bond is secured by mortgage loans sold to the issuer on a non-recourse basis by the Bank.

We also enter into transactions involving derivative instruments, particularly foreign exchange contracts, as part of our asset and liability management and in acting as a dealer to satisfy our clients' needs. The notional amounts of these contracts are carried off-balance sheet.

Foreign exchange forward contracts involve an agreement to exchange the currency of one country for the currency of another country at an agreed-upon price and settlement date. These contracts are generally standardized contracts, normally for periods between 1 and 180 days and are not traded in a secondary market; however, in the normal course of business and with the agreement of the original counterparty, they may be terminated or assigned to another counterparty.

When we enter into a forward exchange contract, we analyze and approve the credit risk (the risk that the counterparty might default on its obligations). Subsequently, on an ongoing basis, we monitor the possible losses involved in each contract. To manage the level of credit risk, we deal with counterparties of good credit standing, enter into master netting agreements whenever possible and, when appropriate, obtain collateral.

The Chilean Central Bank requires that foreign exchange forward contracts be made only in US dollars and other major foreign currencies. Most of our forward contracts are made in U.S. dollars against the Chilean peso or the UF. Occasionally, forward contracts are also made in other currencies, but only when the Bank acts as an intermediary.

Unrealized gains, losses, premiums and discounts arising from foreign exchange forward contracts are shown on a net basis under Other assets and Other liabilities (see *Note 10 to our Consolidated Financial Statements*).

During 2003 and 2004 we entered into interest rate and cross currency swap agreements to manage exposure to fluctuation in currencies and interest rates. The differential between the interest paid or received on a specified notional amount is recognized under "Foreign exchange transactions, net". The fair value of the swap agreement and changes in the fair value as a result of changes in market interest rates are not recognized in the consolidated financial statement.

Table of Contents

Our foreign currency futures and forward operations and other derivative products outstanding at December 31, 2003 and in 2004 are summarized below:

(a) Foreign currency and interest rate contracts:

	Number of contracts		Notional amounts				
			Up to 3 months		Over 3 months		
	2003	2004	2003	2004	2003	2004	
				ThUS\$	ThUS\$	ThUS\$	ThUS\$
Chilean market:							
Future purchase of foreign currency with Chilean pesos	752	865	784,477	1,348,734	3,513,029	4,156,016	
Future sale of foreign currency with Chilean pesos	1,173	1,371	864,747	1,104,042	2,914,355	2,842,398	
Futures or other interest rate contracts	—	199	—	104,596	—	3,419,526	
Foreign currency forwards	148	112	39,794	34,127	13,818	20,230	
Foreign markets:							
Foreign currency swaps	207	109	116,086	51,245	14,491	22,670	
Interest rate swaps	115	120	50,000	86,100	1,547,773	2,487,128	

The notional amounts refer to the US dollars bought or sold or to the US dollar equivalent of foreign currency bought or sold for future settlement. The contract terms correspond to the duration of the contracts as from the date of the transaction to the date of the settlement.

(b) Contracts expressed in the UF index:

	Number of contracts		Notional amounts				
			Up to 3 months		Over 3 months		
	2003	2004	2003	2004	2003	2004	
				UF	UF	UF	UF
Forwards in UF/Ch\$ sold	25	28	550,000	2,200,000	4,150,000	3,700,000	
Forwards in UF/Ch\$ purchased	19	32	773,723	1,600,000	1,850,000	5,600,000	

Operational leases

Certain banks and equipment are leased under various operating leases. Future minimum rental commitments as of December 31, 2004 under non-cancelable leases are as follows:

	As of December 31, 2004
	MCh\$
Due within 1 year	7,002
Due after 1 year but within 2 years	6,553
Due after 2 years but within 3 years	5,829
Due after 3 years but within 4 years	5,096
Due after 4 years but within 5 years	3,410
Due after 5 years	4,275
Total	32,165

D. Asset and Liability Management

Our policy with respect to asset and liability management is to capitalize on our competitive advantages in treasury operations, maximizing our net interest revenue and return on assets and equity with a view to interest rate, liquidity and foreign exchange risks, while remaining within the limits provided by Chilean banking regulations. Subject to these constraints, we occasionally take mismatched positions with respect to interest rates and foreign currencies. Our asset and liability management policies are developed by the Asset and Liability Committee (the "ALCO") following guidelines and limits established by our Board of Directors, Banco Santander Central Hispano's

[Table of Contents](#)

Global Risk Department and our Market Risk and Control Department. The ALCO is composed of the Chairman of the Board, three members of the Board, the Chief Executive Officer, the Manager of the Finance Division and the Financial Controller. Senior members of Santander Chile's Finance Division meet daily and, on a formal basis, weekly with the Asset and Liabilities Management Committee and outside consultants. In addition, our Controller reports weekly on all of our positions to the ALCO. Our limits and positions are reported on a daily basis to Banco Santander Central Hispano's Global Risk Department. The ALCO reports as often as deemed necessary to our Board of Directors. The risk limits set by the ALCO are implemented by our Finance Division and are controlled by the Market Risk and Control Department, which establishes guidelines and policies for risk management on a day-to-day basis. For a further discussion of the ALCO and its role in market risk management, See "*Item 11: Quantitative and Qualitative Disclosure About Market Risk.*"

[Table of Contents](#)

The composition of our assets, liabilities and shareholders' equity at December 31, 2004 by currency and term is as follows:

	December 31, 2004				
	Ch\$	UF	Foreign Currency	Total	Percentage
	(in millions of constant Ch\$ as of December 31, 2004 except percentages)				
Assets					
Cash and due from banks	721,549	—	226,700	948,249	7.9%
Other assets:(1)					
Less than one year	2,716,340	1,100,959	818,377	4,635,676	38.4%
From one to three years	866,501	1,056,494	186,931	2,109,926	17.5%
More than three years	340,251	3,021,630	501,643	3,863,524	32.0%
Bank premises and equipment and other	465,690	2,272	218,477	686,439	5.7%
Allowance for loan losses	(173,286)	—	—	(173,286)	(1.4%)
Total	4,937,045	5,181,355	1,952,128	12,070,528	100.0%
Percentage of total assets	40.9%	42.9%	16.2%	100.0%	
Liabilities and Shareholders' Equity					
Non-interest bearing deposits	1,872,582	288,647	118,450	2,279,679	18.9%
Other liabilities:(1)					
Less than one year	2,479,502	2,182,039	1,733,623	6,395,164	53.0%
From one to three years	20,768	473,779	175,990	670,537	5.6%
More than three years	9,839	994,441	689,114	1,693,394	14.0%
Shareholders' equity	832,959	—	—	832,959	6.9%
2004 net income	198,795	—	—	198,795	1.6%
Total	5,414,445	3,938,906	2,717,177	12,070,528	100.0%
Percentage of total liabilities and shareholders' equity	44.9%	32.6%	22.5%	100.0%	

- (1) Other assets include our rights under foreign exchange contracts, and other liabilities include our obligations under foreign exchange contracts. For purposes of our financial statements, our rights and obligations under foreign exchange contracts are included on a net basis. Mortgage finance bonds issued by us are included as other liabilities and mortgage finance bonds held in our financial investment portfolio (issued by third parties) are included as other assets.

We have generally maintained more peso-denominated liabilities than peso-denominated assets and more UF-denominated assets than UF-denominated liabilities. In the context of a rising CPI, this has in the past had a positive impact on our net income by generating net income from adjustments of the UF that exceeds losses arising from price-level restatements. This effect is expected to decrease significantly if rates of inflation decrease.

Interest Rate Sensitivity

A key component of our asset and liability policy is the management of interest rate sensitivity. Interest rate sensitivity is the relationship between market interest rates and net interest revenue due to the maturity or repricing characteristics of interest earning assets and interest bearing liabilities. For any given period, the pricing structure is matched when an equal amount of such assets and liabilities mature or reprice in that period. Any mismatch of interest earning assets and interest bearing liabilities is known as a gap position. A positive gap denotes asset sensitivity and means that an increase in interest rates would have a positive effect on net interest revenue while a decrease in interest rates would have a negative effect on net interest revenue.

Our interest rate sensitivity strategy takes into account not only the rates of return and the underlying degree of risk, but also liquidity requirements, including minimum regulatory cash reserves, mandatory liquidity ratios, withdrawal and maturity of deposits, capital costs and additional demand for funds. We monitor our maturity mismatches and manage them within established limits.

Table of Contents

The following table sets forth the repricing of our interest earning assets and interest bearing liabilities at December 31, 2004 and may not reflect interest rate gap positions at other times. In addition, variations in interest rate sensitivity may exist within the repricing periods presented due to the differing repricing dates within the period. Variations may also arise among the different currencies in which interest rate positions are held.

As the following table reflects, we have a negative gap for most periods of one year or less as our main source of funding are short-term time deposits. Unlike previous years, in the 30 day or less bucket we have a positive gap that reflects the Bank's expectations for a rise in short-term interest rates throughout 2005. The majority of assets and liabilities with a maturity of 90 days or less are denominated in nominal pesos. Ninety days or more is also the most common repricing period for UF-denominated time deposits. In the case of interest earning assets and interest-bearing liabilities denominated in UF, our exposure to changes in interest rates is reduced by the fact that a significant portion of the interest rate earned or paid on such assets or liabilities is indexed to reflect the daily effect of inflation, and as a result our gap position is limited to variations in the real interest rate among such assets and liabilities. Further, substantially all of Santander-Chile's foreign currency-denominated loans were funded by foreign currency borrowings and time deposits with comparable maturity or repricing dates. Moreover, mortgage loans which have 8 to 20-year terms were generally financed through mortgage finance bonds issued for the same terms and in the same currency.

As of December 31, 2004								
	Up to 30 days	31-60 days	61-90 days	91-180 days	181-365 days	1-3 years	Over 3 years	Total
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)								
Interest-earning assets:								
Interbank deposits	178,640	—	—	—	—	—	—	178,640
Financial investments	457,933	28,595	33,227	59,561	239,023	316,214	854,933	1,989,486
Loans	1,515,111	257,592	251,897	500,702	609,611	1,409,515	2,152,320	6,696,748
Mortgage loans	10,518	6,895	6,932	20,919	42,808	163,749	669,208	921,029
Contingent loans	105,805	88,220	32,195	122,419	114,646	220,447	187,062	870,794
Past due loans	131,068	—	—	—	—	—	—	131,068
Total interest-earning assets	2,339,075	381,302	324,251	703,601	1,006,088	2,109,925	3,863,523	10,787,765
Interest-bearing liabilities:								
Deposits	1,538,751	716,326	462,206	657,449	798,536	273,881	20,437	4,467,586
Central Bank borrowings	323,363	2,436	12	6,415	6,145	—	—	338,371
Investment under agreements to repurchase	346,808	84,510	803	676	—	—	—	432,797
Mortgage finance bonds	14,294	1,812	3,012	25,573	51,979	199,908	661,873	958,450
Other obligations	72,662	74,933	101,145	144,573	196,261	107,360	738,130	1,435,064
Total interest-bearing liabilities	2,295,878	880,017	567,178	834,686	1,052,921	581,149	1,420,440	7,632,268
Asset/liability gap	103,197	(498,715)	(242,927)	(131,085)	(46,833)	1,528,776	2,443,083	3,155,496
Cumulative gap	103,197	(395,518)	(638,445)	(769,530)	(816,364)	712,412	3,155,495	

Exchange Rate Sensitivity

The regulations of the Central Bank do not permit the difference, whether positive or negative, between a bank's assets and liabilities denominated in foreign currencies (including assets and liabilities denominated in U.S. dollars but payable in pesos, as well as those denominated in pesos and adjusted by the variation of the U.S. dollars exchange rate) to exceed 20% of the bank's paid-in capital and reserves; *provided* that if its assets are higher than its liabilities, it may exceed 20% in an amount equal to its allowances and reserves in foreign currency (excluding those that correspond to profits to be remitted abroad). In the years ended December 31, 2002, 2003 and 2004 the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch\$11,790 million, Ch\$60,249 million and Ch\$(34,518) million, respectively.

[Table of Contents](#)

In recent years, our results of operations have benefited from fluctuations in the exchange rate between the Chilean peso and the U.S. dollar in part due to our policy and Central Bank regulations relating to the control of material exchange rate mismatches. However, the rate of devaluation or appreciation of the peso against the U.S. dollar could be expected to have the following principal effects:

(i) If we maintain a net asset position in U.S. dollars and a devaluation of the peso against the dollar occurs, we would record a related gain, and if an appreciation of the peso occurs, we would record a related loss;

(ii) If we maintain a net liability position in U.S. dollars and a devaluation of the peso against the dollar occurs, we would record a related loss, and if an appreciation of the peso occurs, Santander-Chile would record a related gain;

(iii) If the inflation rate for a period exceeded the devaluation of the peso against the U.S. dollar during the same period, this would mean that in real terms the peso appreciated against the U.S. dollar. Therefore, we would record a related gain if we had a net asset position in UFs that exceeded a net liability position in U.S. dollars, and we would record a related loss if we had a net liability position in U.S. dollars which exceeded a net asset position in UFs; and

(iv) If the inflation rate for a period were lower than the rate of devaluation of the peso against the U.S. dollar during the same period, this would mean that in real terms the peso depreciated against the U.S. dollar. Therefore, we would record a related gain if it maintained a net asset position in U.S. dollars and a net liability position in UFs and would record a related loss if it had a net liability position in U.S. dollars and a net asset position in UFs.

We enter into foreign exchange forward contracts and interest rate swap contracts as part of our asset and liability management. We enter into two fundamental types of foreign forward exchange contracts: (i) transactions covering two foreign currencies and (ii) transactions covering only Chilean pesos and UFs against U.S. dollars. We use the first type for hedging purposes, such as when we take a liability position in foreign currency other than the U.S. dollar, and use the second type, which is carried out only in the Chilean local market, to take foreign currency positions, subject to the regulatory requirement that the forward foreign currency exposure must be included in the maximum net foreign currency position permitted by applicable regulations. See “*Item 4D: Business Overview—Regulation and Supervision*” and “*Item 5D: Asset and Liability Management—Selected Statistical Information—Average Balance Sheets and Interest Rate Data.*”

The Central Bank requires that foreign exchange forward contracts be made only in U.S. dollars and other major foreign currencies. As noted above, substantially all of our forward contracts are made in U.S. dollars against the Chilean peso or the UF. In September 1997, the Central Bank changed its regulations with respect to foreign currency forward contracts. We may now enter into foreign currency forward contracts with companies organized and located outside of Chile, including foreign subsidiaries of Chilean companies. Management believes that as the market for forward contracts deepens, our client base in Chile as well as our relationship with Banco Santander Central Hispano will give us an advantage in positioning ourselves within this new market.

[Table of Contents](#)

Capital Expenditures

The following table reflects capital expenditures in each of the three years ended December 31, 2002, 2003 and 2004:

	For the Year Ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)		
Land and Buildings	1,968	7,064	3,509
Machinery and Equipment	5,026	6,482	9,105
Furniture and Fixtures	1,578	1,084	2,612
Vehicles	808	422	421
Other	6,817	2,042	3,266
Total	16,197	17,094	18,913

Selected Statistical Information

The following information is included for analytical purposes and should be read in conjunction with our financial statements as well as the discussion in “Item 5: Operating and Financial Review and Prospects.” Pursuant to Chilean GAAP, the financial data in the following tables for all periods through December 31, 2004 have been restated in constant Chilean pesos as of December 31, 2004. The UF is linked to, and is adjusted daily to, reflect changes in the previous month’s Chilean consumer price index. See Note 1(c) to our financial statements.

Average Balance Sheets, Income Earned from Interest Earning Assets and Interest Paid on Interest-Bearing Liabilities

The average balances for interest earning assets and interest-bearing liabilities, including interest and readjustments received and paid, have been calculated on the basis of daily balances for us and our subsidiaries. Such average balances are presented in Chilean pesos (Ch\$), in *Unidades de Fomento* (UF) and in foreign currencies (principally U.S.\$).

The nominal interest rate has been calculated by dividing the amount of interest and principal readjustment due to changes in the UF index (gain or loss) during the period by the related average balance, both amounts expressed in constant pesos. The nominal rates calculated for each period have been converted into real rates using the following formulas:

$$R_p = \frac{1 + N_p}{1 + I} - 1$$

$$R_d = \frac{(1 + N_d)(+D)}{1 + I} - 1$$

Where:

- R_p= real average rate for peso-denominated assets and liabilities (in Ch\$ and UF) for the period;
- R_d= real average rate for foreign currency-denominated assets and liabilities for the period;
- N_p= nominal average rate for peso-denominated assets and liabilities for the period;
- N_d= nominal average rate for foreign currency-denominated assets and liabilities for the period;
- D= devaluation rate of the Chilean peso to the U.S. dollar for the period; and
- I= inflation rate in Chile for the period (based on the variation of the Chilean Consumer Price Index).

The real interest rate can be negative for a portfolio of peso-denominated loans when the inflation rate for the period is higher than the average nominal rate of the loan portfolio for the same period. A similar effect could occur for a portfolio of foreign currency denominated loans when the inflation rate for the period is higher than the sum of the devaluation rate for the period and the corresponding average nominal rate of the portfolio.

[Table of Contents](#)

The formula for the average real rate for foreign currency denominated assets and liabilities (Rd) reflects a gain or loss in purchasing power caused by the difference between the devaluation rate of the Chilean peso and the inflation rate in Chile during the period.

The following example illustrates the calculation of the real interest rate for a dollar-denominated asset bearing a nominal annual interest rate of 10.0% (Nd = 0.10), assuming a 5.0% annual devaluation rate (D = 0.05) and a 12.0% annual inflation rate (I = 0.12):

$$Rd = \frac{(1 + 0.10)(1 + 0.05)}{1 - 0.12} - 1 = 3.125\% \text{ per year}$$

In the example, since the inflation rate was higher than the devaluation rate, the real rate is lower than the nominal rate in dollars. If, for example, the annual devaluation rate were 15.0%, using the same numbers, the real rate in Chilean pesos would be 12.9%, which is higher than the nominal rate in U.S. dollars. Using the same numbers, if the annual inflation rate were greater than 15.5%, the real rate would be negative.

Contingent loans (consisting of guarantees and open and unused letters of credit) have been treated as interest-earning assets. Although the nature of the income derived from such assets is similar to a fee, Chilean banking regulations require that such income be accounted for as interest revenue. As a result of this treatment, the comparatively low rates of interest earned on these assets have a distorting effect on the average interest rate earned on total interest earning assets.

The real rate for contingent loans has been stated as the nominal rate, since we do not have an effective funding obligation for these loans. The foreign exchange gains or losses on foreign currency denominated assets and liabilities have not been included in interest revenue or expense. Similarly, interest on financial investments does not include trading gains or losses on these investments. Interest is not recognized during periods in which loans are past due. However, interest received on past due loans includes interest on such loans from the original maturity date.

Non-performing loans that are not yet 90 days or more overdue have been included in each of the various categories of loans, and therefore affect the various averages. (non-performing loans consist of loans as to which either principal or interest is overdue (i.e., non accrual loans) and restructured loans earning no interest.) Non-performing loans that are 90 days or more overdue are shown as a separate category of loans (Past due loans). Interest and/or indexation readjustments received on all non-performing dollar-denominated loans during the periods are included as interest revenue. However, all peso-denominated loans that are classified as non-performing do not accrue interest or indexation adjustments as interest revenue.

Included in interbank deposits are checking accounts maintained in the Central Bank and foreign banks. Such assets have a distorting effect on the average interest rate earned on total interest earning assets because currently balances maintained in Chilean peso amounts do not earn interest, and the only balances held in a foreign currency that earn interest are those maintained in U.S. dollars, but those only earn interest on the amounts that are legally required to be held for liquidity purposes. Additionally, this account includes interest earned by overnight investments. Consequently, the average interest earned on such assets is comparatively low. We maintain these deposits in these accounts to comply with statutory requirements and to facilitate international business, rather than to earn income.

The monetary gain or loss on interest earning assets and interest-bearing liabilities is not included as a component of interest revenue or interest expense because inflation effects are taken into account in the calculation of real interest rates.

[Table of Contents](#)

The following tables show, by currency of denomination, average balances and, where applicable, interest amounts and real rates for our assets and liabilities for the years ended December 31, 2002, 2003 and 2004:

	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate
(in millions of constant Ch\$ as of December 31, 2004, except for rate data)												
ASSETS INTEREST												
EARNING ASSETS												
Interbank deposits												
Ch\$	31,212	1,879	3.0%	6.0%	32,492	1,156	2.6%	3.6%	8,792	323	1.2%	3.7%
UF	39,228	1,612	1.1%	4.1%	2,099	53	1.6%	2.5%	2,366	107	2.0%	4.5%
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	70,440	3,491	1.9%	5.0%	34,591	1,209	2.5%	3.5%	11,158	430	1.3%	3.9%
Financial investments												
Ch\$	349,725	18,157	2.2%	5.2%	335,396	12,069	2.6%	3.6%	481,596	13,469	0.3%	2.8%
UF	857,080	69,080	5.0%	8.1%	694,570	36,698	4.3%	5.3%	703,548	48,703	4.3%	6.9%
Foreign currency	1,196,616	102,138	14.4%	8.5%	1,254,980	(111,100)	(24.0%)	(8.9%)	1,147,315	26,953	(6.7%)	2.3%
Total	2,403,421	189,375	9.3%	7.9%	2,284,946	(62,333)	(11.5%)	(2.7%)	2,332,459	89,125	(1.9%)	3.8%
Loans												
Ch\$	2,251,146	363,885	12.8%	16.2%	2,436,390	343,849	13.0%	14.1%	2,601,330	335,771	10.2%	12.9%
UF	2,951,918	271,977	6.1%	9.2%	2,543,235	178,003	6.0%	7.0%	2,647,970	206,052	5.2%	7.8%
Foreign currency	1,127,334	49,025	10.0%	4.3%	629,590	14,010	(14.8%)	2.2%	572,681	13,857	(6.7%)	2.4%
Total	6,330,398	684,887	9.2%	10.8%	5,609,215	535,862	6.7%	9.6%	5,821,981	555,680	6.2%	9.5%
Mortgage loans												
Ch\$	—	—	—	—	—	—	—	—	546	34	3.7%	6.2%
UF	1,608,301	172,312	7.5%	10.7%	1,587,679	138,759	7.7%	8.7%	1,249,238	124,622	7.3%	10.0%
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	1,608,301	172,312	7.5%	10.7%	1,587,679	138,759	7.7%	8.7%	1,249,784	124,656	7.3%	10.0%
Contingent loans												
Ch\$	66,259	1,713	(0.4%)	2.6%	48,729	1,271	1.6%	2.6%	74,051	1,433	(0.5%)	1.9%
UF	213,688	1,919	(2.0%)	0.9%	182,398	1,827	0.0%	1.0%	183,770	1,746	(1.5%)	1.0%
Foreign currency	407,746	2,634	6.1%	0.6%	455,186	745	(16.5%)	0.2%	715,406	906	(8.8%)	0.1%
Total	687,693	6,266	3.0%	0.9%	686,313	3,843	(10.8%)	0.6%	973,227	4,085	(6.8%)	0.4%
Past due loans												
Ch\$	46,651	10,900	19.8%	23.4%	75,017	11,438	14.2%	15.2%	61,316	9,686	13.0%	15.8%
UF	81,970	—	(2.9%)	0.0%	105,436	—	(0.9%)	0.0%	84,088	0	(2.4%)	0.0%
Foreign currency	6,195	—	5.4%	0.0%	8,725	—	(16.6%)	0.0%	2,430	0	(8.9%)	0.0%
Total	134,816	10,900	5.4%	8.1%	189,178	11,438	4.3%	6.0%	147,834	9,686	3.9%	6.6%
Total interest earning assets												
Ch\$	2,744,993	396,534	11.2%	14.4%	2,928,024	369,783	11.6%	12.6%	3,227,631	360,716	8.5%	11.2%
UF	5,752,185	516,900	5.9%	9.0%	5,115,417	355,340	5.9%	6.9%	4,870,980	381,230	5.2%	7.8%
Foreign currency	2,737,891	153,797	11.4%	5.6%	2,348,481	(96,345)	(20.1%)	(4.1%)	2,437,832	41,716	(7.3%)	1.7%
Total	11,235,069	1,067,231	8.5%	9.5%	10,391,922	628,778	1.6%	6.1%	10,536,443	783,662	3.3%	7.4%

	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate
(in millions of constant Ch\$ as of December 31, 2004, except for rate data)												
NON-INTEREST EARNING ASSETS												
Cash												
Ch\$	960,956	—	—	—	688,198	—	—	—	604,655	—	—	—
UF	—	—	—	—	—	—	—	—	—	—	—	—
Foreign currency	30,584	—	—	—	19,172	—	—	—	15,398	—	—	—
Total	991,540	—	—	—	707,370	—	—	—	620,053	—	—	—
Allowance for loan losses												
Ch\$	(159,820)	—	—	—	(173,698)	—	—	—	(167,182)	—	—	—
UF	—	—	—	—	—	—	—	—	—	—	—	—
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	(159,820)	—	—	—	(173,698)	—	—	—	(167,182)	—	—	—
Bank premises and equipment, net assets												
Ch\$	232,586	—	—	—	229,471	—	—	—	209,240	—	—	—
UF	—	—	—	—	—	—	—	—	—	—	—	—
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	232,586	—	—	—	229,471	—	—	—	209,240	—	—	—
Other assets												
Ch\$	46,195	—	—	—	302,268	—	—	—	365,044	—	—	—
UF	91,310	—	—	—	27,097	—	—	—	20,517	—	—	—
Foreign currency	89,376	—	—	—	384,552	—	—	—	442,597	—	—	—
Total	226,881	—	—	—	713,917	—	—	—	828,158	—	—	—
Total non-interest earning assets												
Ch\$	1,079,917	—	—	—	1,046,239	—	—	—	1,011,757	—	—	—
UF	91,310	—	—	—	27,097	—	—	—	20,517	—	—	—
Foreign currency	119,960	—	—	—	403,724	—	—	—	457,995	—	—	—
Total	1,291,187	—	—	—	1,477,060	—	—	—	1,490,269	—	—	—
TOTAL ASSETS												
Ch\$	3,824,910	396,534	—	—	3,974,263	369,783	—	—	4,239,388	360,716	—	—
UF	5,843,495	516,900	—	—	5,142,514	355,340	—	—	4,891,497	381,230	—	—
Foreign currency	2,857,851	153,797	—	—	2,752,205	(96,345)	—	—	2,895,827	41,716	—	—
Total	12,526,256	1,067,231	—	—	11,868,982	628,778	—	—	12,026,712	783,662	—	—

Year ended December 31,

	2002				2003				2004			
	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate
(in millions of constant Ch\$ as of December 31, 2004, except for rate data)												
LIABILITIES AND SHAREHOLDERS' EQUITY												
INTEREST BEARING LIABILITIES												
Savings accounts												
Ch\$	—	—	—	—	—	—	—	—	153	3	(0.5%)	2.0%
UF	170,125	6,889	1.1%	4.0%	164,172	2,575	0.6%	1.6%	132,708	2,588	(0.5%)	2.0%
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	170,125	6,889	1.1%	4.0%	164,172	2,575	0.6%	1.6%	132,861	2,591	(0.5%)	2.0%
Time deposits												
Ch\$	2,404,686	115,175	1.8%	4.8%	2,043,428	73,416	2.6%	3.6%	1,799,420	49,204	0.2%	2.7%
UF	1,749,650	106,382	3.0%	6.1%	1,200,048	43,064	2.6%	3.6%	1,427,689	62,253	1.8%	4.4%
Foreign currency	864,646	12,824	7.0%	1.5%	818,296	8,856	(15.7%)	1.1%	793,979	10,419	(7.7%)	1.3%
Total	5,018,982	234,381	3.1%	4.7%	4,061,772	125,336	(1.1%)	3.1%	4,021,088	121,876	(0.8%)	3.0%
Central Bank borrowings												
Ch\$	9,011	416	1.6%	4.6%	6,216	165	1.7%	2.7%	17,108	371	(0.3%)	2.2%
UF	34,686	2,490	4.1%	7.2%	26,396	1,479	4.6%	5.6%	19,456	1,268	3.9%	6.5%
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	43,697	2,906	3.6%	6.7%	32,612	1,644	4.0%	5.0%	36,564	1,639	2.0%	4.5%
Repurchase agreements												
Ch\$	173,932	8,517	1.9%	4.9%	181,588	8,176	3.5%	4.5%	276,436	16,440	3.4%	5.9%
UF	265,296	17,203	3.4%	6.5%	242,741	(9,960)	(5.0%)	(4.1%)	9,322	(761)	(10.4%)	(8.2%)
Foreign currency	111,004	3,958	9.2%	3.6%	246,276	1,859	(16.0%)	0.8%	337,417	1,560	(8.4%)	0.5%
Total	550,232	29,678	4.1%	5.4%	670,605	75	(6.7%)	0.0%	623,175	17,239	(3.2%)	2.8%
Mortgage finance bonds												
Ch\$	—	—	—	—	—	—	—	—	—	—	—	—
UF	1,770,566	153,754	5.6%	8.7%	1,540,953	109,230	6.1%	7.1%	1,261,013	103,647	5.6%	8.2%
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	1,770,566	153,754	5.6%	8.7%	1,540,953	109,230	6.1%	7.1%	1,261,013	103,647	5.6%	8.2%
Other interest bearing liabilities												
Ch\$	133,851	3,303	(0.5%)	2.5%	66,676	1,737	1.6%	2.6%	58,179	1,237	(0.3%)	2.1%
UF	554,578	58,972	7.5%	10.6%	471,713	44,419	8.4%	9.4%	272,666	31,525	8.9%	11.6%
Foreign currency	806,825	39,948	10.75%	5.0%	976,335	33,570	(13.8%)	3.4%	988,331	35,573	(5.6%)	3.6%
Total	1,495,254	102,223	8.5%	6.8%	1,514,724	79,726	(6.2%)	5.3%	1,319,176	68,335	(2.4%)	5.2%
Total interest bearing liabilities												
Ch\$	2,721,480	127,411	1.7%	4.7%	2,297,908	83,494	2.7%	3.6%	2,151,296	67,255	0.6%	3.1%
UF	4,544,901	345,690	4.5%	7.6%	3,646,023	190,807	4.2%	5.2%	3,122,854	200,520	3.8%	6.4%
Foreign currency	1,782,475	56,730	8.8%	3.2%	2,040,907	44,285	(14.8%)	2.2%	2,119,727	47,552	(6.8%)	2.2%
Total	9,048,856	529,831	4.5%	5.9%	7,984,838	318,586	(1.1%)	4.0%	7,393,877	315,327	(0.1%)	4.3%

	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate
(in millions of constant Ch\$ of December 31, 2004, except for rate data)												
NON-INTEREST BEARING LIABILITIES												
Non-interest bearing demand deposits												
Ch\$	1,706,603	—	—	—	1,708,097	—	—	—	1,753,616	—	—	—
UF	—	—	—	—	—	—	—	—	—	—	—	—
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	1,706,603	—	—	—	1,708,097	—	—	—	1,753,616	—	—	—
Contingent obligations												
Ch\$	66,259	—	—	—	48,729	—	—	—	74,051	—	—	—
UF	213,688	—	—	—	182,398	—	—	—	183,770	—	—	—
Foreign currency	407,981	—	—	—	455,595	—	—	—	716,520	—	—	—
Total	687,928	—	—	—	686,722	—	—	—	974,341	—	—	—
Other non-interest bearing Liabilities												
Ch\$	481	—	—	—	1,018,616	—	—	—	896,481	—	—	—
UF	49,100	—	—	—	137,190	—	—	—	370,236	—	—	—
Foreign currency	26,325	—	—	—	(625,494)	—	—	—	(343,697)	—	—	—
Total	75,906	—	—	—	530,312	—	—	—	923,020	—	—	—
Shareholders' equity												
Ch\$	1,006,963	—	—	—	959,013	—	—	—	981,858	—	—	—
UF	—	—	—	—	—	—	—	—	—	—	—	—
Foreign currency	—	—	—	—	—	—	—	—	—	—	—	—
Total	1,006,963	—	—	—	959,013	—	—	—	981,858	—	—	—
Total non-interest bearing liabilities and shareholders' equity												
Ch\$	2,780,306	—	—	—	3,734,455	—	—	—	3,706,006	—	—	—
UF	262,788	—	—	—	319,588	—	—	—	554,006	—	—	—
Foreign currency	434,306	—	—	—	(169,899)	—	—	—	372,823	—	—	—
Total	3,477,400	—	—	—	3,884,144	—	—	—	4,632,835	—	—	—
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY												
Ch\$	5,501,786	127,411	—	—	6,032,363	83,494	—	—	5,857,302	67,255	—	—
UF	4,807,689	345,690	—	—	3,965,611	190,807	—	—	3,676,860	200,520	—	—
Foreign currency	2,216,781	56,730	—	—	1,871,008	44,285	—	—	2,492,550	47,552	—	—
Total	12,526,256	529,831	—	—	11,868,982	318,586	—	—	12,026,712	315,327	—	—

Changes in Net Interest Revenue and Interest Expense: Volume and Rate Analysis

The following table allocates, by currency of denomination, changes in our interest revenue and interest expense between changes in the average volume of interest earning assets and interest bearing liabilities and changes in their respective nominal interest rates for 2004 compared to 2003 and 2003 compared to 2002. Volume and rate variances have been calculated based on movements in average balances over the period and changes in nominal interest rates on average interest earning assets and average interest bearing liabilities.

	Increase (Decrease) from 2002 to 2003 Due to Changes in			Net Change from 2002 to 2003	Increase (Decrease) from 2003 to 2004 Due to Changes in			Net Change from 2003 to 2004
	Volume	Rate	Rate and Volume		Volume	Rate	Rate and Volume	
(in millions of constant Ch\$ as of December 31, 2004)								
INTEREST EARNING ASSETS								
Interbank deposits								
Ch\$	77	(769)	(32)	(724)	(843)	38	(28)	(833)
UF	(1,525)	(623)	589	(1,559)	7	42	5	54
Foreign currency	0	0	0	0	0	0	0	0
Total	(1,448)	(1,392)	557	(2,283)	(836)	80	(23)	(779)
Financial investments								
Ch\$	(744)	(5,574)	228	(6,090)	5,261	(2,689)	(1,172)	1,400
UF	(13,098)	(23,796)	4,512	(32,382)	474	11,383	147	12,004
Foreign currency	4,982	(208,074)	(10,149)	(213,241)	9,531	140,582	(12,061)	138,052
Total	(8,860)	(237,444)	(5,409)	(251,713)	15,266	149,276	(13,086)	151,456
Loans								
Ch\$	29,944	(46,180)	(3,800)	(20,036)	23,278	(29,368)	(1,988)	(8,078)
UF	(37,655)	(65,371)	9,050	(93,976)	7,330	19,899	819	28,048
Foreign currency	(21,646)	(23,941)	10,570	(35,017)	(1,266)	1,224	(111)	(153)
Total	(29,357)	(135,492)	15,820	(149,029)	29,342	(8,245)	(1,280)	19,817
Mortgage loans								
Ch\$	—	—	—	—	—	—	34	34
UF	(2,209)	(31,751)	407	(33,553)	(29,579)	19,626	(4,184)	(14,137)
Foreign currency	—	—	—	—	—	—	—	—
Total	(2,209)	(31,751)	407	(33,553)	(29,579)	19,626	(4,150)	(14,103)
Contingent loans								
Ch\$	(453)	14	(4)	(443)	660	(328)	(170)	162
UF	(281)	222	(33)	(92)	14	(95)	(1)	(82)
Foreign currency	306	(1,966)	(229)	(1,889)	426	(169)	(97)	160
Total	(428)	(1,730)	(266)	(2,424)	1,100	(592)	(268)	240
Past due loans								
Ch\$	6,628	(3,787)	(2,303)	538	(2,089)	412	(75)	(1,752)
UF	0	0	0	0	0	0	0	0
Foreign currency	0	0	0	0	0	0	0	0
Total	6,628	(3,787)	(2,303)	538	(2,089)	412	(75)	(1,752)
Total interest earning assets								
Ch\$	35,452	(56,296)	(5,911)	(26,755)	37,838	(42,550)	(4,354)	(9,066)
UF	(54,768)	(121,319)	14,525	(161,562)	(16,980)	45,021	(2,151)	25,890
Foreign currency	(16,358)	(233,981)	192	(250,147)	(3,666)	136,531	5,195	138,060
Total	(35,674)	(411,596)	8,806	(438,464)	17,192	139,002	(1,310)	154,884

[Table of Contents](#)

	Increase (Decrease) from 2002 to 2003 Due to Changes in			Net Change from 2002 to 2003	Increase (Decrease) from 2003 to 2004 Due to Changes in			Net Change from 2003 to 2004
	Volume	Rate	Rate and Volume		Volume	Rate	Rate and Volume	
(in millions of constant Ch\$ as of December 31, 2004)								
INTEREST BEARING LIABILITIES								
Saving accounts								
Ch\$	—	—	—	—	—	—	3	3
UF	(241)	(4,220)	148	(4,313)	(493)	627	(120)	14
Foreign currency	0	0	0	0	0	0	0	0
Total	(241)	(4,220)	148	(4,313)	(493)	627	(117)	17
Time deposits								
Ch\$	(17,303)	(28,779)	4,323	(41,759)	(8,767)	(17,540)	2,094	(24,213)
UF	(33,417)	(43,597)	13,695	(63,319)	8,169	9,263	1,757	19,189
Foreign currency	(687)	(3,467)	186	(3,968)	(263)	1,882	(56)	1,563
Total	(51,407)	(75,843)	18,204	(109,046)	(861)	(6,395)	3,795	(3,461)
Central Bank borrowings								
Ch\$	(129)	(177)	55	(251)	289	(30)	(53)	206
UF	(595)	(547)	131	(1,011)	(389)	242	(64)	(211)
Foreign currency	0	0	0	0	0	0	0	0
Total	(724)	(724)	186	(1,262)	(100)	212	(117)	(5)
Repurchase agreements								
Ch\$	375	(685)	(30)	(340)	4,271	2,622	1,370	8,263
UF	(1,463)	(28,090)	2,388	(27,165)	9,578	(9,856)	9,477	9,199
Foreign currency	4,824	(3,121)	(3,803)	(2,100)	688	(720)	(267)	(299)
Total	3,736	(31,896)	(1,445)	(29,605)	14,537	(7,954)	10,580	17,163
Mortgage finance bonds								
Ch\$	0	0	0	0	0	0	0	0
UF	(19,940)	(28,248)	3,663	(44,525)	(19,843)	17,426	(3,166)	(5,583)
Foreign currency	—	—	—	—	—	—	—	—
Total	(19,940)	(28,248)	3,663	(44,525)	(19,843)	17,426	(3,166)	(5,583)
Other interest bearing liabilities								
Ch\$	(1,658)	183	(92)	(1,567)	(221)	(319)	41	(499)
UF	(8,812)	(6,751)	1,009	(14,554)	(18,743)	10,120	(4,270)	(12,893)
Foreign currency	8,393	(12,206)	(2,564)	(6,377)	412	1,571	19	2,002
Total	(2,077)	(18,774)	(1,647)	(22,498)	(18,552)	11,372	(4,210)	(11,390)
Total interest bearing liabilities								
Ch\$	(18,715)	(29,458)	4,256	(43,917)	(5,327)	(11,656)	744	(16,239)
UF	(64,468)	(111,453)	21,034	(154,887)	(27,379)	43,308	(6,214)	9,715
Foreign currency	12,530	(18,794)	(6,181)	(12,445)	1,710	1,498	58	3,266
Total	(70,653)	(159,705)	19,109	(211,249)	(30,996)	33,150	(5,412)	(3,258)

[Table of Contents](#)

Interest Earning Assets: Net Interest Margin

The following table analyzes, by currency of denomination, the levels of average interest earning assets and net interest earned by Santander-Chile, and illustrates the comparative margins obtained, for each of the periods indicated in the table.

	Year ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)		
Total average interest earning assets			
Ch\$	2,744,993	2,928,024	3,227,631
UF	5,752,185	5,115,417	4,870,980
Foreign currency	2,737,891	2,348,481	2,437,832
Total	11,235,069	10,391,922	10,536,443
Net interest earned(1)			
Ch\$	269,123	286,289	293,461
UF	171,210	164,533	180,710
Foreign currency	97,067	(140,630)	(5,836)
Total	537,400	310,192	468,335
Net interest margin(2)			
Ch\$	9.8%	9.8%	9.1%
UF	3.0%	3.2%	3.7%
Foreign currency	3.5%	(6.0%)	(0.2%)
Total	4.8%	3.0%	4.4%
Net interest margin, excluding contingent loans(2)(3)			
Ch\$	10.0%	9.9%	9.3%
UF	3.1%	3.3%	3.9%
Foreign currency	4.1%	(7.4%)	(0.3%)
Total	5.1%	3.2%	4.9%

(1) Net interest earned is defined as interest revenue earned less interest expense incurred.

(2) Net interest margin is defined as net interest earned divided by average interest earning assets.

(3) Pursuant to Chilean GAAP, Santander-Chile also includes contingent loans as interest earning assets. See "Item 5D: Asset and Liability Management—Loan Portfolio—Contingent Loans."

Table of Contents

Return on Equity and Assets; Dividend Payout

The following table presents certain information and selected financial ratios for Santander-Chile for the periods indicated:

	Year ended December 31,		
	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)		
Net income	162,753	212,108	198,795
Average total assets	12,526,256	11,868,982	12,026,712
Average shareholders' equity	1,006,963	959,013	981,858
Net income as a percentage of:			
Average total assets	1.30%	1.79%	1.65%
Average shareholders' equity	16.16%	22.12%	20.25%
Average shareholders' equity as a percentage of:			
Average total assets	8.04%	8.08%	8.16%
Declared cash dividend	162,753	212,108	198,795
Dividend payout ratio, based on net income	100.0%	100.0%	100.0%

Loan Portfolio

The following table analyzes our loans by type of loan. Except where otherwise specified, all loan amounts stated below are before deduction for loan loss allowances. Total loans reflect our loan portfolio, including past due principal amounts.

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)				
Commercial loans:					
General commercial loans	1,973,484	2,127,336	3,000,858	2,574,666	3,151,927
Foreign trade loans	261,083	405,540	551,565	443,327	494,527
Interbank loans	15,414	22,361	4,268	146,573	130,983
Leasing contracts	262,394	282,308	437,222	442,654	502,221
Other outstanding loans	773,059	637,366	956,117	849,129	1,337,177
Subtotal commercial loans	3,285,434	3,474,911	4,950,030	4,456,349	5,616,835
Mortgage loans:					
Residential	473,003	504,337	926,325	920,375	341,687
Commercial	559,880	604,780	713,359	610,491	579,342
Subtotal mortgage loans	1,032,883	1,109,117	1,639,684	1,530,866	921,029
Consumer loans	318,743	325,819	734,046	796,465	1,079,913
Past due loans	67,732	70,613	172,617	174,313	131,068
Subtotal	4,704,792	4,980,460	7,496,377	6,957,993	7,748,845
Contingent loans(1)	318,862	387,715	642,275	849,581	870,794
Total loans(2)	5,023,654	5,368,175	8,138,652	7,807,574	8,619,639

(1) For purposes of loan classification, contingent loans are considered as commercial loans.

(2) All of the above categories except mortgage loans, past due loans and contingent loans are combined into "Loans" as reported in the tables set forth under "Item 4: Information on the Company—Selected Statistical Information—Average Balance Sheets, Income Earned from Interest Earning Assets and Interest Paid on Interest-Bearing Liabilities."

[Table of Contents](#)

The loan categories are as follows:

Commercial loans are long-term and short-term loans granted in Chilean pesos, on an adjustable or fixed rate basis, primarily to finance working capital or investments. As of January 1, 2004, checking overdraft lines for companies are classified as commercial loans.

Foreign trade loans are fixed rate, short-term loans made in foreign currencies (principally U.S.\$) to finance imports and exports.

Interbank loans are fixed rate, short-term loans to financial institutions that operate in Chile.

Leasing contracts are agreements for the financial leasing of capital equipment and other property.

Other outstanding loans include checking account overdrafts, factoring operations and mortgage loans, which are financed by our general borrowings. As of January 1, 2004, checking account overdrafts have been reclassified as commercial or consumer loans depending on their origin.

Mortgage loans are inflation-indexed, fixed rate, long-term loans with monthly payments of principal and interest secured by a real property mortgage. They are financed in two ways: traditional mortgages are financed by mortgage finance bonds, and new flexible mortgages are financed by our own funds. At the time of approval, the amount of a mortgage loan cannot be more than 75.0% of the lower of the purchase price or the appraised value of the mortgaged property or such loan will be classified as a commercial loan.

Consumer loans are loans to individuals, granted in Chilean pesos, generally on a fixed rate basis, to finance the purchase of consumer goods or to pay for services. They also include credit card balances subject to interest charges. As of January 1, 2004, checking overdraft lines for individuals are classified as commercial loans.

Past due loans include, with respect to any loan, the amount of principal or interest that is 90 days or more overdue, and do not include the installments of such loan that are not overdue or that are less than 90 days overdue, unless legal proceedings have been commenced for the entire outstanding balance according to the terms of the loan.

Contingent loans consist of guarantees granted by us in Ch\$, UF and foreign currencies (principally U.S.\$), as well as open and unused letters of credit. (Unlike U.S. GAAP, Chilean GAAP requires such loans to be included on a bank's balance sheet.)

Any collateral provided generally consists of a mortgage on real estate, a pledge of marketable securities, a letter of credit or cash. The existence and amount of collateral generally varies from loan to loan.

Maturity and Interest Rate Sensitivity of Loans as of December 31, 2004

The following table sets forth an analysis by type and time remaining to maturity of our loans as of December 31, 2004:

	Due on or within 1 year	Due after 1 year but on or within 5 years	Due after 5 years	Total balance as of December 31, 2004
(in millions of constant Ch\$ as of December 31, 2004)				
Commercial loans	1,604,143	1,065,432	482,352	3,151,927
Consumer loans	687,903	389,562	2,448	1,079,913
Mortgage loans	88,072	294,702	538,255	921,029
Leasing contracts	160,489	250,521	91,211	502,221
Foreign trade loans	364,361	103,724	26,442	494,527
Interbank loans	130,983	—	—	130,983
Other outstanding loans	187,034	298,297	851,846	1,337,177
Past due loans	131,068	—	—	131,068
Subtotal	3,354,053	2,402,238	1,992,554	7,748,845
Contingent loans	463,284	367,195	40,315	870,794
Total loans	3,817,337	2,769,433	2,032,869	8,619,639

[Table of Contents](#)

The following tables present the interest rate sensitivity of outstanding loans due after one year as of December 31, 2004 (not including contingent loans). See also “Item 5: Operating and Financial Review and Prospects—Results of Operations—Interest Rate Sensitivity.”

	As of December 31, 2004
	(in millions of constant Ch\$ as of December 31, 2004)
Variable Rate	
Ch\$	100,597
UF	1,123,882
Foreign currency	4,851
Subtotal	1,229,330
Fixed Rate	
Ch\$	874,108
UF	2,018,503
Foreign currency	272,851
Subtotal	3,165,462
Total	4,394,792

Loans by Economic Activity

The following table sets forth at the dates indicated an analysis of our loan portfolio based on the borrower’s principal economic activity. Loans to individuals for business purposes are allocated to their economic activity. The table does not reflect outstanding contingent loans.

	As of December 31,			
	2003		2004	
	Loan Portfolio	% of Loan Portfolio	Loan Portfolio	% of Loan Portfolio
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)			
Agriculture, Livestock, Agribusiness, Fishing				
Agriculture and livestock	164,677	2.4%	188,387	2.4%
Fruit	55,915	0.8%	62,599	0.8%
Forestry and wood extraction	50,291	0.7%	38,283	0.5%
Fishing	66,997	1.0%	66,336	0.9%
Subtotal	337,880	4.9%	355,605	4.6%
Mining and Petroleum				
Mining and quarries	31,198	0.4%	70,909	0.9%
Natural gas and crude oil extraction	30,827	0.4%	41,660	0.5%
Subtotal	62,025	0.8%	112,569	1.4%

	As of December 31,			
	2003		2004	
	Loan Portfolio	% of Loan Portfolio	Loan Portfolio	% of Loan Portfolio
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)				
Manufacturing				
Tobacco, food and beverages	137,543	2.0%	134,931	1.7%
Textiles, clothing and leather goods	56,634	0.8%	64,636	0.9%
Wood and wood products	39,014	0.6%	39,791	0.5%
Paper, printing and publishing	21,318	0.3%	23,950	0.3%
Oil refining, carbon and rubber	99,519	1.4%	91,745	1.2%
Production of basic metal, non minerals, machine and equipment	108,227	1.6%	135,821	1.8%
Other manufacturing industries	45,247	0.7%	33,111	0.4%
Subtotal	507,502	7.4%	523,985	6.8%
Electricity, Gas and Water				
Electricity, gas and water	249,034	3.6%	82,481	1.1%
Subtotal	249,034	3.6%	82,481	1.1%
Construction				
Residential buildings	257,759	3.7%	296,240	3.8%
Other constructions	189,021	2.7%	272,900	3.5%
Subtotal	446,780	6.4%	569,140	7.3%
Commerce				
Wholesale	215,433	3.1%	248,551	3.2%
Retail, restaurants and hotels	434,037	6.2%	451,182	5.8%
Subtotal	649,470	9.3%	699,733	9.0%
Transport, Storage and Communications				
Transport and storage	116,024	1.7%	145,125	1.9%
Communications	109,585	1.6%	103,911	1.3%
Subtotal	225,609	3.3%	249,036	3.2%
Financial Services				
Financial insurance and companies	459,589	6.6%	524,095	6.8%
Real estate and other financial services	229,957	3.3%	281,554	3.6%
Subtotal	689,546	9.9%	805,649	10.4%
Community, Social and Personal Services				
Community, social and personal services	1,548,473	22.2%	1,454,708	18.8%
Subtotal	1,548,473	22.2%	1,454,708	18.8%
Consumer Credit	808,831	11.6%	1,090,080	14.1%
Residential Mortgage Loans	1,432,843	20.6%	1,805,859	23.3%
Total	6,957,993	100.0%	7,748,845	100.0%

Foreign Country Outstanding

In the fiscal year ended December 31, 2004, foreign country loans totaled Ch\$30,473 million. As of December 31, 2004, no country represents more than 1% of our total assets.

Credit Review Process

Unlike most other Chilean banks, our Risk Division, our credit analysis and risk management group, is largely independent of its Commercial Division. Risk evaluation teams interact regularly with our clients. For larger transactions, risk teams in our headquarters work directly with clients when evaluating credit risks and preparing

[Table of Contents](#)

credit applications. Various credit approval committees, all of which include Risk Division and Commercial Division personnel, must verify that the appropriate qualitative and quantitative parameters are met by each applicant. Each committee's powers are defined by our Board of Directors.

In addition, Banco Santander Central Hispano is involved in the credit approval process of our largest loans and borrowers. If a single borrower or an economic group owes us an aggregate amount in excess of US\$40 million, any additional loan to such borrower or member of such group must be reviewed by Banco Santander Central Hispano. Once a year, the Executive Committee of Banco Santander Central Hispano reviews those loans booked by us in excess of US\$40 million.

Credit Approval: Corporate

In preparing a credit proposal for a corporate client, Santander-Chile's personnel verify such parameters as debt servicing capacity (including, usually, projected cash flows), the company's financial history and projections for the economic sector in which it operates. The Risk Division is closely involved in this process, and prepares the credit application for the client. All proposals contain an analysis of the client's strengths and weaknesses, a rating and a recommendation. Credit limits are determined not on the basis of outstanding balances of individual clients, but on the direct and indirect credit risk of entire financial groups. For example, a corporation will be evaluated together with its subsidiaries and affiliates.

Credit Approval: Retail Banking

Santander-Chile's Risk Division for Individuals reports to the Corporate Risk Division for Individuals and small businesses, and is responsible for the risk policies for this segment. The credit evaluation process is based on an evaluation system known as *Garra* which is decentralized, automated and is based on a scoring system which incorporates our Credit Risk policies. The credit evaluation process is based on the gathering of information to determine a client's financial stability, payment capacity and commercial nature. The following parameters are used to evaluate an applicant's credit risk: (i) income, (ii) length of current employment, (iii) indebtedness, (iv) credit reports and (v) background information, which is accessed by means of internal and external databases. Operations which cannot be approved by *Garra* are sent to the Approval Center, a centralized area that carries out yearly analyses and renewals of credit lines and credit cards and evaluates higher risk credits. All credit approvals are performed by a committee.

The following table lists our committees from which credit approval is required depending on total risk exposure:

Approved By	Maximum approval in Thousands of US\$
Executive Credit Committee	40,000
Senior Committee	20,000
Business Segment Committee	8,000-10,000
Large Companies	10,000
Real estate sector	10,000
Medium-sized companies	8,000
Regional Committee	5,000
Branch committee	300
Companies	300
Mortgage	120
Persons	30

The Executive Credit Committee is comprised of the Chairman of the Board, two additional Board members, the Corporate Legal Counsel, the CEO, the Manager of Global Banking, the Corporate Director of Risk and two senior members of the Credit Risk department that present the loans being reviewed. This committee reviews the loan positions reviewed by the Senior Credit Committee above US\$10 million and approves those loan positions greater than US\$20 million up to US\$40 million.

[Table of Contents](#)

The Senior Committee is comprised of the CEO, the Manager of the Wholesale segment, the Manager of the Medium-sized companies segment, General Counsel, the Corporate Director of Credit Risk, the Manager of the Follow-Up and Control of Credit Risk and the Manager of Credit Admissions. The Senior Committee reviews and will either approve or deny transactions in the range of US\$8 million to US\$20 million that have been previously approved by one of the Business Segment Committees: (i) Large Companies, (ii) Medium-sized Companies and (iii) Real Estate. The Regional Committees have a maximum approval of up to US\$5 million. The regional committees oversee the branch networks outside of Santiago. At the branch level the maximum approval is US\$300,000 for companies, US\$30,000 for individuals and US\$120,000 for mortgages. For the lower level committees, credit granting authority varies according to the seniority and experience of the committee members, and the values indicated represent upper limits. All committees include at least two bank officers from the commercial and credit areas.

Our internal control systems require that a significant part of the loan portfolio of each of our commercial units be subject to special supervision on an ongoing basis. The purpose of this special supervision is to maintain constant scrutiny of the portions of the portfolio that represent the greatest risk and to anticipate any deterioration. Based on this ongoing review of the loan portfolio, we believe we are able to detect problem loans and make a decision on client's status. This includes measures such as reducing or extinguishing a loan, or requiring better collateral from the client. The control systems require that these loans be reviewed at least three times per year.

Credit Approval: Banefe

Banefe's Risk division is part of Santander-Chile's Corporate Risk Department for Individuals and Micro-businesses. In managing its credit risks, Banefe applies a specific set of general policies and rules which differs from the rest of Santander-Chile, due to its own market orientation. These policies and rules, as well as product specific guidelines, are developed by the Risk Division, which also defines the responsibilities of the various units and personnel participating in the credit approval process and the operating procedures for the granting of credit. Additionally, there exists a Risk Committee in which persons from the Commercial area participate and where modifications to the risk policies are discussed.

The credit evaluation process is based on Santander-Chile's general credit policies, which define, among other things, Banefe's target markets, as well as the parameters used to evaluate an applicant's credit risk. The most relevant parameters used to evaluate an applicant's credit risk are (i) income, (ii) length of current employment, (iii) indebtedness, (iv) credit reports and (v) background information, which is accessed by means of internal and external databases. Additionally this area utilizes credit scoring models for evaluating the credit risk of some products.

The credit evaluation process is, for the most part, decentralized and is carried out by credit analysts at branch offices who use the Syseva system (*Sistema de Evaluación de Riesgos*) for approving an operation, which includes the credit risk parameters and credit scoring mechanisms mentioned above. Additionally, a central unit exists, which reports to Banefe's Risk Division, that carries out yearly analyses and renewals of credit lines and credit cards and evaluates higher risk credit or operations that cannot be approved or rejected automatically through Syseva.

The following table lists Banefe's personnel from whom credit approval is required, depending upon total risk exposure. All credit approvals are performed by a committee. These attributions are granted based on specific training processes given by the Risk Division and according to the experience and professional background of the employee.

	Range in US\$ Excludes mortgage loans
Risk Division Manager	Over 12,500
Assistant Risk Division Managers	6,250-12,500
Zone Manager	3,125-6,250
Branch Assistant Manager	1,550-3,125
Credit Analyst	1,170-1,550
Commercial Executive	0-1,170

Classification of Loan Portfolio

Chilean banks are required to classify their outstanding exposures on an ongoing basis for the purpose of determining the amount of loan loss allowances. The guidelines used by banks for such classifications are established by the Superintendency of Banks, although banks are given some latitude in devising more stringent classification systems within such guidelines. The Superintendency of Banks regularly examines and evaluates each financial institution's credit management process, including its compliance with the loan classification guidelines, and on that basis classifies banks and other financial institutions into three categories: I, II and III. Category I is reserved for institutions that fully comply with the loan classification guidelines. Institutions are rated in Category II if their loan classification system reveals deficiencies that must be corrected by the bank's management. Category III indicates significant deviations from the Superintendency of Banks' guidelines that clearly reflect inadequacies in the evaluation of the risk and estimated losses associated with loans. We have been classified in Category I since December 1991, when the classification system was first applied to us.

In accordance with the new loan classification and reserve regulations, which became effective as of January 1, 2004, the models and methods used to classify our loan portfolio must comply with the following guidelines, which have been established by the Superintendency of Banks and our management and have been approved by our Board.

Under the new classification system, loans are divided into: (i) consumer loans (including loans granted to individuals for the purpose of financing the acquisition of consumer goods or payment of services); (ii) residential mortgage loans (including loans granted to individuals for the acquisition, construction or repair of residential real estate, in which the value of the property covers at least 100% of the amount of the loan); (iii) leasing operations (including consumer leasing, commercial leasing and residential leasing); (iv) factoring operations and (v) commercial loans (includes all loans other than consumer loans and residential mortgage loans).

Banks may analyze loans for classification purposes on either an individual or group basis, subject to approval by the Superintendency of Banks of the methodology for allocation of loans between individual and group analysis. We analyze on an individual basis the largest loans in our portfolio that together comprise 75% of our portfolio.

Models based on the individual analysis of borrowers

Under the new system, models based on the individual analysis of borrowers:

- Must assign a risk category level to each borrower and its respective loans.
- Must consider the following risk factors within the analysis: industry or sector of the borrower, owners or managers of the borrower, their financial situation, their payment capacity and payment behavior.
- Must assign one of the following risk categories to each loan and borrower upon finishing the analysis:
 - Classifications A1, A2 and A3 correspond to borrowers with no apparent credit risk.
 - Classification B corresponds to borrowers with some credit risk but no apparent deterioration of payment capacity.
 - Classifications C1, C2, C3, C4, D1 and D2 correspond to borrowers whose loans have deteriorated.

As a Category I bank, we are permitted to use our own models to classify loans into the risk categories created by the Superintendency of Banks. In addition, for loans classified as A1, A2, A3 and B our board of directors is authorized to determine the levels of required reserves. For loans that we classify in Categories C1, C2, C3, C4, D1 and D2, however, we must maintain the level of reserves required by the Superintendency of Banks, as set forth below:

<u>Classification</u>	<u>Estimated range of loss</u>	<u>Reserve (1)</u>
C1	Up to 3%	2%
C2	More than 3% up to 19%	10
C3	More than 19% up to 29%	25
C4	More than 29% up to 49%	40
D1	More than 49% up to 79%	65
D2	More than 79%	90

(1) Required reserve amounts are percentages of the aggregate amount of the principal and accrued but unpaid interest of the loan.

[Table of Contents](#)

Models based on group analysis

Under the new system, models based on group analysis:

- Must be suitable for the evaluation of a large number of borrowers whose individual loan amounts are relatively small. These models are intended to be used primarily to analyze loans to individuals and small companies.
- Must involve levels of required reserves determined by the Bank, according to the estimated loss that may result from the loans, by classifying the loan portfolio using one or both of the following models:
 - Must be based on the characteristics of the borrowers and their outstanding loans. Borrowers and their loans with similar characteristics will be placed into groups and each group will be assigned a risk level.
 - Must be based on the behavior of a group of loans. Loans with analogous past payment histories and similar characteristics will be placed into groups and each group will be assigned a risk level.

The provisioning of consumer and mortgage loans has not been modified from the old version of the risk index. The risk category of these loans is directly related to the amount of days an installment is past due.

Category	Consumer loans past due status (1)		Residential mortgage loans past due status(1)		Allowances as a percentage of aggregate exposure (1)
	From	To	From	To	
	(Days)		(Days)		
A	—	—	—	—	— %
B	1	30	1	180	1
B-	31	60	181	>181	20
C	61	120	—	—	60
D	121	>121	—	—	90

(1) Required reserve amounts are percentages of the aggregate amount of the principal and accrued but unpaid interest of the loan.

Additional Reserves

Under the new regulations, banks are permitted to create reserves above the limits described above only to cover specific risks that have been authorized by their board of directors. Voluntary reserves are no longer permitted.

Old Loan Classification System

For purposes of classification until year-end 2003, loans were divided into consumer loans, residential mortgage loans and commercial loans (which for these purposes include all loans other than consumer loans and residential mortgage loans). In the case of commercial loans, the classification was based on the estimated losses on all of the loans outstanding to the borrower, as determined by us. In the case of consumer and residential mortgage loans, the

[Table of Contents](#)

extent to which payments were overdue determines the classification. Commercial and consumer loans are rated A, B, B-, C or D, while residential mortgage loans were rated only A, B or B-, except loans purchased from the former *Asociacion Nacional de Ahorro y Prestamo*, or National Association of Savings and Loans, which may be classified as C or D. The allowances required for each category of loans, which were established by the Superintendency of Banks, are as follows:

Category	Commercial loans range of estimated losses		Consumer loans past due status(1)		Residential mortgage loans past due status(1)		Allowances as a percentage of aggregate exposure
	From	To	From	To	From	To	
A	— %	— %	—	—	—	—	— %
B	1	5	1	30	1	180	1
B-	5	39	31	60	181	>181	20
C	40	79	61	120	—	—	60
D	80	100	121	>121	—	—	90

(1) In addition, we maintain a special provision for renegotiated consumer and residential mortgage loans.

The criteria for determining the range of estimated losses for purposes of the classification of commercial loans are as follows:

- Category “A”:** This category includes loans outstanding to borrowers for whom there exists no doubt as to the ability to repay the loans except to the extent reflected in the loan’s original terms, including all interest due, and the revenues generated from the business of the borrower are sufficient to service the debt. If the borrower’s business does not generate the revenues needed for debt service, or if repayment depends on revenues generated by another entity, its loans will not be included in this category, even if fully secured.
- Category “B”:** This category includes loans outstanding to borrowers who have shown some degree of non-compliance with their obligations under the original conditions of their loans, but whose past financial records and market history indicate that such non-compliance should be temporary. Category “B” is also the highest category for loans outstanding to borrowers whose source of repayment depends on revenues generated by another entity, and loans outstanding to borrowers whose business does not generate the revenues needed for debt service, but only if the loans are fully secured. The expected loss assigned to the loans classified in this category is less than 5% of the outstanding amounts.
- Category “B-”:** This category principally includes loans outstanding to borrowers who are experiencing severe financial difficulty, whose operational revenues or liquid assets are insufficient to service the loans. Also included in this category are loans outstanding to borrowers whose financial history is insufficient or difficult to establish. Loans bearing interest rates that, due to the bank’s cost of funds, generate a financial loss of between 5% and 39% of the outstanding amount are also included in this category.
- Category “C”:** This category includes loans outstanding to borrowers who are experiencing severe financial difficulty and whose operational revenues or liquid assets are insufficient to service the loans. Loans bearing interest rates that, due to the bank’s cost of funds, generate a financial loss of between 40% and 79% of the outstanding amount are also included in this category.
- Category “D”:** This category includes loans outstanding to borrowers for which the estimated recovery amount on all loans is 20% or less.

[Table of Contents](#)

Analysis of Santander Chile's Loan Classification

The following tables provide statistical data regarding the classification of our loans at the end of each of the last five years. As discussed above, until December 31, 2003, our risk analysis system require us to evaluate, for classification purposes, only a portion (but in no event less than 75.0%) of our total commercial loan portfolio, including past due and contingent loans.

As of December 31, 2000
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)

Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	1,547,189	286,713	781,088	2,614,990	59%
B	1,634,991	20,406	35,879	1,691,276	38%
B-	67,981	5,277	9,673	82,931	2%
C	21,494	3,561	—	25,055	1%
D	8,989	4,531	—	13,520	0%
Total of evaluated loans	3,280,64	320,488	826,640	4,427,772	100%
Total loans	3,876,525	320,488	826,640	5,023,654	
Percentage evaluated	84.6%	100%	100.0%	88.1%	

As of December 31, 2001
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)

Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	1,682,884	293,363	764,873	2,741,120	58.4%
B	1,783,687	20,820	30,491	1,834,998	39.1%
B-	64,631	4,691	10,236	79,558	1.7%
C	16,427	3,884	—	20,311	0.4%
D	13,934	4,788	—	18,722	0.4%
Total of evaluated loans	3,561,563	327,546	805,600	4,694,709	100%
Total loans	4,235,029	327,546	805,600	5,368,175	
Percentage evaluated	84.1%	100.0%	100.0%	87.5%	

As of December 31, 2002
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)

Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	2,768,472	602,664	1,322,821	4,693,957	64%
B	2,182,709	83,674	97,248	2,363,631	32%
B-	111,590	26,726	32,159	170,475	2%
C	29,276	19,323	2,763	51,362	1%
D	25,066	12,422	2	37,490	1%
Total of evaluated loans	5,117,113	744,809	1,454,993	7,316,915	100%
Total loans	5,938,849	744,809	1,454,994	8,138,652	
Percentage evaluated	86.2%	100%	100.0%	89.9%	

[Table of Contents](#)

As of December 31, 2003
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)

Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	3,001,615	638,140	1,270,680	4,910,435	69.7%
B	1,632,947	97,657	120,303	1,850,907	26.3%
B-	103,197	31,763	39,445	174,405	2.5%
C	28,662	25,401	2,441	56,474	0.8%
D	32,563	15,871	2	48,436	0.7%
Total of evaluated loans	4,798,984	808,832	1,432,841	7,040,657	100.0%
Total loans	5,565,900	808,832	1,432,841	7,807,574	
Percentage evaluated	86.2%	100.0%	100.0%	90.2%	

As of December 31, 2004
(in millions of constant Ch\$ as of December 31, 2004, except for percentages)

Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	0	912,730	1,680,042	2,592,772	30.1%
A1	418,305	0	0	418,305	4.9%
A2-	3,585,810	0	0	3,585,810	41.6%
A3	639,805	0	0	639,805	7.4%
B	628,455	93,781	86,579	808,815	9.4%
B-	0	33,097	37,158	70,255	0.8%
C	0	30,769	2,079	32,848	0.4%
C1	254,194	0	0	254,194	2.9%
C2	55,364	0	0	55,364	0.6%
C3	31,413	0	0	31,413	0.4%
C4	23,812	0	0	23,812	0.3%
D	0	19,703	1	19,704	0.2%
D1	25,255	0	0	25,255	0.3%
D2	61,287	0	0	61,287	0.7%
Total of evaluated loans	5,723,700	1,090,080	1,805,859	8,619,639	100%
Total loans	5,723,700	1,090,080	1,805,859	8,619,639	
Percentage evaluated	100%	100.0%	100.0%	100%	

Classification of Loan Portfolio Based on the Borrower's Payment Performance

Accrued interest and UF indexation adjustments from overdue loans are recognized only when, and to the extent, received. Non-performing loans include loans as to which either principal or interest is overdue, and which do not accrue interest. Restructured loans as to which payments are not overdue are not ordinarily classified as non-performing loans. Past due loans include, with respect to any loan, only the portion of principal or interest that is 90 or more days overdue, and do not include the installments of such loan that are not overdue or that are less than 90 days overdue, unless legal proceedings have been commenced for the entire outstanding balance according to the terms of the loan, in which case the entire loan is considered past due within 90 days of the beginning of such proceedings. This practice differs from that normally followed in the United States, where the amount classified as past due would include the entire amount of principal and interest on any and all loans which have any portion overdue.

[Table of Contents](#)

According to the regulations established by the Superintendency of Banks, we are required to write off commercial loans not later than 24 months after being classified as past due, if unsecured, and if secured, not later than 36 months after being classified as past due. When an installment of a past due commercial loan (either secured or unsecured) is written off, we must write off all installments which are overdue, notwithstanding our right, if any, to write off the entire amount of the loan. Once any amount of a loan is written off, each subsequent installment must be written off as it becomes overdue, notwithstanding our right, if any, to write off the entire amount of the loan. In the case of past due consumer loans, a similar practice applies, except that after the first installment becomes six months past due, we must write off the entire remaining part of the loan. We may write off any loan (commercial or consumer) before the first installment becomes overdue only in accordance with special procedures established by the Superintendency of Banks and we must write off an overdue loan (commercial or consumer) before the terms set forth above in certain circumstances. Loans are written off against the loan loss reserve to the extent of any required reserves for such loans; the remainder of such loans is written off against income.

In general, legal collection proceedings are commenced with respect to consumer loans once they are 90 days past due and with respect to mortgage loans once they are 150 days past due. Legal collection proceedings are always commenced within one year of such loans becoming past due, unless the bank determines that the size of the past due amount does not warrant such proceedings. In addition, the majority of our commercial loans are short-term, with single payments at maturity. Past due loans are required to be covered by individual loan loss reserves equivalent to 100.0% of any unsecured portion thereof; but only if and to the extent that the aggregate of all unsecured past due loans exceeds the global loan loss reserves. See “Item 4: Information of the Company—Selected Statistical Information—Loan Loss Allowances—Individual Loan Loss Allowances.”

The following table sets forth as of December 31 of each of the last five years the amounts that are current as to payments of principal and interest and the amounts overdue:

Total Loans

The following table sets forth as of December 31 of each of the last five years the amounts that are:

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)				
Current	4,918,320	5,268,251	7,881,711	7,574,406	8,444,641
Overdue 1-29 days	11,639	19,324	44,140	38,197	29,369
Overdue 30-89 days	25,963	9,986	40,184	20,658	14,561
Overdue 90 days or more (“past due”)	67,732	70,614	172,617	174,313	131,068
Total loans	5,023,654	5,368,175	8,138,652	7,807,574	8,619,639
Overdue loans expressed as a percentage of total loans	2.1%	1.9%	3.2%	3.0%	2.0%
Past due loans as a percentage of total loans	1.3%	1.3%	2.1%	2.2%	1.5%

We suspend the accrual of interest and readjustments on all overdue loans. The amount of interest that would have been recorded on overdue loans if they had been accruing interest was Ch\$13,331 million, Ch\$5,606 million and Ch\$4,879 million for the years ended December 31, 2002, 2003 and 2004, respectively.

[Table of Contents](#)

Loans included in the previous table which have been restructured and that bear no interest are as follows:

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)				
Ch\$	6,739	7,103	8,900	14,419	18,341
Foreign currency	3,294	10	740	4,644	9,441
UF	3,973	6,568	3,272	2,965	4,316
Total	14,006	13,681	12,912	22,028	32,098

The amount of interest that would have been recorded on these loans for the years ended December 31, 2002, 2003 and 2004 if these loans had been earning a market interest rate was Ch\$1,442 million, Ch\$2,343 million and Ch\$2,932 million, respectively.

Loan Loss Allowances

The following table sets forth our balance of loan loss allowances, the minimum allowances to be established by us in accordance with the regulations of the Superintendency of Banks and such total expressed as a percentage of total loans. Amounts for 2003 are as determined under the regulations then in effect, and amounts for 2004 are determined under the new rules.

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)				
Reserves based on the requirements of the Superintendency of Banks	68,826	72,471	136,729	146,782	173,286
Reserves based on 0.75%	37,678	40,262	61,040	58,557	—
Individual and global loan loss allowances	84,043	86,785	160,347	172,032	173,286
Minimum reserves required	84,043	86,785	160,347	172,032	173,286
Voluntary reserves	11,076	13,840	13,101	366	—
Total loan loss allowances	95,119	100,625	173,448	172,398	173,286
Total loan allowances as a percentage of total loans	1.9%	1.9%	2.1%	2.2%	2.0%

[Table of Contents](#)

Analysis of Substandard Loans and Amounts Past Due

The following table analyzes our substandard loans (i.e., all of the loans included in categories B-, C and D) and past due loans and the allowances for loan losses existing at the dates indicated. Substandard loans in the old rating system included all loans rated B- or worse. In the new loan rating system, substandard loans include all consumer loans and mortgage loans rated B- or worse and all commercial loans rated C1 or worse. Therefore, the 2004 and 2003 figures are not entirely comparable.

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)				
Total loans	5,023,654	5,368,175	8,138,652	7,807,574	8,619,639
Substandard loans (1)	121,508	118,592	259,331	279,314	319,938
Substandard loans as a percentage of total loans	2.42%	2.21%	3.19%	3.58%	3.71%
Amounts past due(2)	67,733	70,614	172,620	174,313	131,068
To the extent secured(3)	20,562	20,500	65,037	59,615	42,766
To the extent unsecured	47,171	50,114	107,583	114,698	88,302
Amounts past due as a percentage of total loans	1.35%	1.32%	2.12%	2.23%	1.52%
To the extent secured(3)	0.41%	0.39%	0.80%	0.76%	0.50%
To the extent unsecured	0.94%	0.93%	1.32%	1.47%	1.02%
Reserves for loans losses as a percentage of:					
Total loans	1.84%	1.87%	2.13%	2.21%	2.01%
Total loans excluding contingent loans	2.00%	2.02%	2.31%	2.48%	2.24%
Total amounts past due	140.40%	142.50%	100.48%	98.90%	132.21%
Total amounts past due-unsecured	201.70%	200.80%	161.23%	150.31%	196.24%

- (1) Substandard loans in the old rating system included all loans rated B- or worse. In the new loan rating system substandard loans include all consumer and mortgage loans rated B- or worse and for commercial loans all loans rated C1 or worse. Therefore, the 2004 and 2003 numbers are not entirely comparable.
- (2) In accordance with Chilean regulations, past due loans that are 90 days or more overdue as to any payments of principal or interest.
- (3) Security generally consists of mortgages on real estate, pledges of marketable securities, letters of credit or cash.

Analysis of Loan Loss Allowances

The following table analyzes our loan loss allowances and changes in the allowances attributable to write-offs, new allowances, allowances released, allowances on loans acquired and the effect of price-level restatement on loan loss allowances. Chilean GAAP requires that the loan loss allowance be debited the full amount of all charge-offs (irrespective of whether the charged-off loan was fully provisioned) and simultaneously credited the same amount through the taking of a new provision. The net effect of these two entries, which are included in the table below under "charge-offs" and "allowances established," respectively, is to leave the loan loss allowance unchanged following the charge off of a loan. Subsequently, at the end of each calendar month, loan loss allowances are released to the extent not needed. Such releases, which are included in the table below under "allowances released," therefore include any amounts relating to provisions originally made in respect of loans that have been charged-off.

Table of Contents

	For the Year Ended December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ of December 31, 2004, except for percentages)				
Loan loss allowances at beginning of period	98,583	95,117	100,625	173,448	172,398
Increase in loan allowance due to the Merger	—	—	69,483	—	—
Release of allowances upon charge-offs (1)	(46,883)	(40,416)	(83,324)	(102,716)	(119,447)
Allowances established (2)	47,846	50,967	106,005	128,321	144,973
Allowances released(3)	—	(2,184)	(14,451)	(25,019)	68,090
Price-level restatement(4)	(4,427)	(2,859)	(4,890)	(1,637)	(4,528)
Loan loss allowances at end of period	95,119	100,625	173,448	172,398	173,286
Ratio of write-offs to average loans	0.9%	0.8%	1.0%	1.3%	1.4%
Loan loss allowances at end of period as a percentage of total loans	1.9%	1.9%	2.1%	2.2%	2.0%

- (1) Reflects release of loan loss allowance equal to the entire amount of loans charged off, including any portion of such loans with respect to which no allowance had been established prior to the charge-off.
- (2) Includes, in addition to provisions made in respect of increased risk of loss during the period, provisions made to replace allowances released upon charge-off of loans. See Note (1) to this table.
- (3) Represents the amount of loan loss allowances released during the year as a consequence of reduction in the level of risk existing in the loan portfolio, including as a result of improvement in the credit risk classification of borrowers and the write-off of loans.
- (4) Reflects the effect of inflation on the allowances for loan losses at the beginning of each period, adjusted to constant pesos of December 31, 2004.

The following tables shows charge-offs by Santander-Chile by type of loan:

	For the Year Ended December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)				
Consumer loans	13,382	14,338	37,437	58,523	81,937
Residential Mortgage loans	548	981	2,401	4,601	3,921
Commercial loans	32,953	25,097	43,486	39,591	33,589
Total	46,883	40,416	83,324	102,716	119,447

The following tables shows recoveries by Santander Chile by type of loan:

	For the Year Ended December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch\$ as of December 31, 2004)				
Commercial recoveries	4,230	4,118	10,339	15,397	20,939
Consumer loans	3,939	5,242	14,258	17,929	24,873
Mortgage recoveries	121	400	1,338	1,421	2,168
Recoveries of loans reacquired from the Central Bank	1,388	2,317	68	15	—
Total	9,678	12,077	26,003	34,762	47,980

Based on information available regarding our debtors, we believe that our loan loss allowances are sufficient to cover known potential losses and losses inherent in a loan portfolio of the size and nature of our loan portfolio.

Table of Contents

Allocation of the Loan Loss Allowances

The following tables set forth, as of December 31 of each of the last five years, the proportions of our required minimum loan loss allowances that were attributable to our commercial, consumer and residential mortgage loans, and the amount of voluntary allowances (which are not allocated to any particular category) at each such date.

	As of December 31, 2000			As of December 31, 2001				
	Allowance amount(1)	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(2)	Allowance amount(1)	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(2)
Commercial loans	65,639	1.7%	1.3%	77.2%	68,123	1.6%	1.3%	78.9%
Consumer loans	15,076	4.7%	0.3%	6.4%	15,507	4.7%	0.2%	6.1%
Residential mortgage loans	3,328	0.4%	0.1%	16.4%	3,154	0.4%	0.1%	15.0%
Total allocated allowances	84,041	1.7%	1.7%	100.0%	86,784	1.6%	1.6%	100.0%
Leasing	11,076	0.2%	0.2%		13,841	0.3%	0.3%	
Voluntary allowances	—	—	—		—	—	—	
Total allowances	95,119	1.9%	1.9%		100,625	1.9%	1.9%	

	As of December 31, 2002			As of December 31, 2003				
	Allowance amount(1)	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(2)	Allowance amount(1)	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(2)
Commercial loans	108,896	1.83%	1.34%	72.97%	109,894	1.97%	1.41%	66.42%
Consumer loans	38,028	5.11%	5.11%	9.15%	45,003	5.56%	0.57%	27.21%
Residential mortgage loans	9,919	0.68%	0.68%	17.88%	10,546	0.74%	0.14%	6.37%
Total allocated allowances	156,844	1.93%	1.93%	100.0%	165,443	2.12%	2.12%	100.00%
Leasing	3,503	0.05%	0.04%	—	6,589	0.08%	0.08%	—
Voluntary allowances	13,102	0.15%	0.16%	—	366	0.01%	0.01%	—
Total allowances	173,448	2.13%	2.13%		172,398	2.21%	2.21%	

	As of December 31, 2004			
	Allowance amount(1)	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(2)
Commercial loans	103,166	1.80%	1.20%	62.73%
Consumer loans	51,751	4.76%	0.60%	31.47%
Residential mortgage loans	9,546	0.53%	0.11%	5.80%
Total allocated allowances	164,463	1.91%	1.91%	100.00%
Leasing	8,823	0.10%	0.10%	—
Total non-allocated allowances	—	0.0%	0.00%	—
Total allowances	173,286	2.01%	2.01%	

(1) In millions of constant Chilean pesos as of December 31, 2004.

(2) Based on our loan classification, as required by the Superintendency of Banks for the purpose of determining the loan loss allowance.

E. Research and Development, Patents and Licenses, etc.

We do not currently conduct any significant research and development activities.

F. Trend Information

In the first months of 2005 the growth of Chile's economy continued to gain momentum. The main reason for this better than expected growth continues to be the recovery of internal demand as a result of an improvement in unemployment figures and the positive effects on demand and investment of the low interest rate environment.

In 1Q 2005 net income totaled Ch\$53,960 million (Ch\$0.29 per share and US\$0.51/ADR), increasing 5.2% compared to 1Q 2004. The Bank's ROE in the quarter reached 21.0% compared to 20.1% in 1Q 2004 and 17.8% for the Chilean banking industry. Core revenues, or net financial income plus fees, increased 12.1% in 1Q 2005 compared to 1Q 2004 (hereinafter, YoY).

Net financial income increased 12.0% YoY. This increase in net financial income was mainly due to strong loan growth in high yielding segments and products. As of March 31, 2005 total loans increased 5.7% compared to the balance as of December 31, 2004 (hereinafter, QoQ) and 14.3% YoY. Consumer loans increased 7.1% QoQ and 19.5% YoY. As a result of this growth, the Bank's market share of total loans increased to 23.1% as of March 31, 2005 compared to 22.7% at year-end 2004. Loans as a percentage of assets increased to 70.8% in 1Q 2005 compared to 68.7% as of 1Q 2004.

The improvement of the Bank's funding mix has also supported margins. Total customer deposits, or time, savings and demand deposits, increased 4.3% QoQ and 21.1% YoY. In 1Q 2005 the balance of non-interest bearing demand deposits, net of clearing, increased 7.4% QoQ and time deposits increased 3.1% in the same period. Mutual funds under management increased 7.8% QoQ and 15.5% YoY. With these growth rates the Bank's market share in total customer funds, or customer deposits plus mutual funds, increased 30 bp, from 20.6% at year-end 2004 to 20.9% as of March 31, 2005.

The Bank's net fee income increased 12.4% YoY. This growth was led by an increase in various fee income lines and segments and was driven among other factors, by an increase in the Bank's client base, an improvement of cross-selling ratios and higher quality of service standards. As a result, checking account fees grew 27.6% YoY. Credit card fee increased 12.5% YoY driven by the investments and promotions made in 2004 to improve credit card usage. Fees from the Bank's subsidiaries also increased in the quarter. Insurance brokerage fees increased 12.4% and mutual fund asset management fees increased 6.3% in 1Q 2005 compared to 1Q 2004.

Asset quality improved in the quarter. Past due loans at March 31, 2005 decreased 4.3% compared to December 31, 2004 and 16.9% YoY. The coverage ratio (reserves for loan losses / past due loans) improved to 135.1% compared to 128.5% at the end of 4Q 2004 and 102.5% at 1Q 2004. The required reserves over total loans ratio as defined by the Superintendency of Banks (SBIF), which measures the expected loss of the loan portfolio, reached 1.86% as March 31, 2005 down from 1.96% in 4Q 2004 and 1.98% in 1Q 2004.

Costs showed a stable evolution in the quarter. In 1Q 2005 operating expenses increased 4.1% YoY and the efficiency ratio improved to 41.8% in 1Q 2005 compared to 43.2% in 1Q 2004.

G. Reconciliation of Non-GAAP Measures

Adjusted net interest margin

	Year ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
Interest revenue	1,067,232	628,778	783,663	-41.1%	24.6%
Interest expense	(529,832)	(318,586)	(315,328)	-39.9%	-1.0%
Net interest revenue	537,400	310,192	468,335	-42.3%	51.0%
Foreign exchange transactions	(26,217)	155,726	7,638	-694.0%	-95.1%
Adjusted net interest income (1)	511,183	465,918	475,973	-8.9%	2.2%
Average interest earning assets	11,235,069	10,391,922	10,536,443	-7.5%	1.4%
Adjusted net interest margin (2)	4.6%	4.5%	4.5%		

(1) Adjusted net interest income is net interest revenue plus foreign exchange transactions.

(2) Net interest margin including results of forward contracts. Pursuant to Chilean GAAP, Santander-Chile cannot include as net interest revenue the results of forward contracts, which hedge foreign currencies. Under the rules of the Superintendency of Banks, these gains (or losses) cannot be considered interest revenue, but must be considered as gains (or losses) from foreign exchange transactions and, accordingly, recorded as a different item in the income statement. This distorts net interest revenue and foreign exchange transaction gains especially during periods when the exchange rate is highly volatile.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Directors

Administration is conducted by our board of directors, which, in accordance with our by-laws, consists of 11 directors and two alternates who are elected at annual ordinary shareholders' meetings. The current members of the board of directors were elected by the shareholders in the ordinary shareholders' meeting held on April 19, 2005. Members of the board of directors are elected for three-year terms. The term of each of the current board members expires on April of 2008. Cumulative voting is permitted for the election of directors. The board of directors may appoint replacements to fill any vacancies that occur during periods between elections. If any member of the board of directors resigns before his or her term has ended, and no other alternate director is available to take the position at the next annual ordinary shareholders' meeting a new replacing member will be elected. In 2005 the Bank accepted the resignation of Gerardo Jofré and Fernando Cañas. Marco Colodro replaced Gerardo Jofre and Jesus Zabalza was appointed Alternate Director in replacement of Fernando Cañas, both elected in the Annual Shareholders' Meeting held on April 19, 2005. Our executive officers are appointed by the board of directors and hold office at its discretion. Scheduled meetings of the board of directors are held monthly. Extraordinary meetings can be held when called in one of three ways: by the Chairman of the board of directors, by three directors with the consent of the Chairman of the board of directors or by six directors. None of the members of our Board of Directors has a service contract which entitles any Director to any benefits upon termination of employment with Santander-Chile.

Our current directors are as follows:

<u>Directors</u>	<u>Position</u>	<u>Committees</u>	<u>Term Expires</u>
Mauricio Larraín Garcés	Chairman and Director	Asset and Liability Committee Executive Credit Committee Marketing and Communications Committee	April 2008
Marcial Portela Alvarez	First Vice Chairman and Director	—	April 2008
Benigno Rodríguez Rodríguez	Second Vice Chairman and Director	Auditing Committee Directors Committee	April 2008
Víctor Arbulú Crousillat	Director	Auditing Committee Directors Committee	April 2008
Marco Colodro Hadjes	Director	—	April 2008
Juan Colombo Campbell	Director	Auditing Committee Directors Committee	April 2008
Lucía Santa Cruz Sutil	Director	—	April 2008
Juan Andrés Fontaine Talavera	Director	Asset and Liability Committee	April 2008
Roberto Méndez Torres	Director	Executive Credit Committee Marketing and Communications Committee	April 2008
Carlos Olivos Marchant	Director	Executive Credit Committee	April 2008
Roberto Zahler Mayanz	Director	Asset and Liability Committee	April 2008
Raimundo Monge Zegers	Alternate Director	—	April 2008
Jesús Zabalza Lotina	Alternate Director	—	April 2008

Mauricio Larraín Garcés is our Chairman. He is a member of the Asset and Liability Committee, the Executive Credit Committee and the Marketing and Communication Committee. He is the former Executive Vice Chairman of the Board of Directors of Old Santander-Chile. He is also First Vice Chairman of Santander Chile Holding S.A. and President of Santander Inversiones S.A. and Universia Chile S.A. He is a Second Vice-President of the *Asociación de Bancos e Instituciones Financieras de Chile*. Mr. Larraín began working at Santander Chile in 1989. Previous to that he was *Intendente* of the Superintendency of Banks, Manager of External Debt at the Banco Central de Chile and a Senior Finance Specialist at the World Bank in Washington. He holds degrees in Economics (Candidate) and in Law from Universidad Católica de Chile and from Harvard University.

[Table of Contents](#)

Marcial Portela Alvarez became a Director on May 6, 1999 and Vice Chairman of the board on May 18, 1999. He currently oversees all of Banco Santander Central Hispano's investments in Latin America and was the Director of Administration (*Medios*) at Banco Santander from November 1998 until the formation of Banco Santander Central Hispano. In the past, he was the CEO of Telefónica Internacional, Vice Chairman of Telefonica España and the Managing Director of Banco Argentaria and also worked at several other banks, including Banco Exterior, Caja Postal, Banco Hipotecario and BBV. Mr. Portela is also a member of the Advisory Council of the University of Chicago and a professor at Universidad Deusto. Mr. Portela holds a degree in Sociology from the University of Lovaina and a Political Science degree from the Universidad de Madrid.

Benigno Rodríguez Rodríguez became a Director on March 19, 1996. He is a member of the Directors Committee and the Auditing Committee. He served as Vice Chairman of the Board of Santiago from April 17, 2002 through the date the merger was consummated. Before that he served as Santiago's Director of Management Information Systems. Currently, he is also President of Altec Chile and a director of Teatinos Siglo XXI. Mr. Rodríguez holds a degree in Economics from the Universidad Complutense of Madrid.

Víctor Arbulú Crousillat became a Director on May 6, 1999. He is a member of the Directors Committee and the Auditing Committee. He was a Managing Director of JPMorgan, member of its European management committee and Chief Executive Officer for Spain and Portugal from 1988 until 1998. He has worked for JPMorgan for over 25 years in various positions in Europe, North America and South America. Mr. Arbulu holds a degree in Engineering and a Masters of Business Administration.

Marco Colodro Hadjes became a Director on April 19, 2005. He is a former chairman of TVN (national television network) and vice chairman of Banco del Estado (state bank). Prior to that he was Foreign Trade Director at the Central Bank of Chile. Mr. Colodro also serves as a Director of Telefónica Chile. Mr. Colodro holds a degree in Economics from Universidad de Chile, and a Ph.D. from University of Paris.

Juan Colombo Campbell is professor and former Dean of the Law School of the Universidad de Chile. Mr. Colombo is President of Chile's Constitutional Court. He is also President of the *Comisión de Códigos de la República de Chile*. He presides over the Directors Committee and the Auditing Committee. He is a former member of the Board of Old Santander-Chile, to which he was appointed in 1985 and previous to that Mr. Colombo was General Counsel and Chief Executive Officer of Old Santander-Chile. Mr. Colombo also serves as a Director of AFP Summa Bansander S.A. Mr. Colombo holds a law degree from Universidad de Chile.

Lucía Santa Cruz Sutil became a Director on August 19, 2003. Ms. Santa Cruz holds a degree in History and a Masters Degree in Philosophy from Oxford University. She has been a Director of the Political Economy Institute of Universidad Adolfo Ibañez since 2001. Ms. Santa Cruz is also on the Board of Compañía de Seguros Generales y de Vida La Chilena Consolidada and Minera Escondida. She is also on the Advisory Board of Nestle Chile and the Fundación Educacional Santa Teresa de Avila. She is also a member of the Self-Regulation Committee for Insurance Companies in Chile.

Juan Andrés Fontaine Talavera became a Director on February 26, 1998. He is a member of the Asset and Liability Committee. He is a senior partner at Juan Andrés Fontaine y Asociados, an economic consulting firm in Chile, a board member of several companies and a professor at the Catholic University in Chile. Mr. Fontaine is also a researcher for the Instituto de Libertad y Desarrollo and the Centro de Estudios Públicos. Prior to that he was Chief Economist at the Central Bank of Chile. Mr. Fontaine holds a degree in Economics from the Catholic University of Chile and a Masters degree in Economics from the University of Chicago.

Roberto Méndez Torres is a former member of the Board of Old Santander-Chile, to which he was appointed in 1996. He is a member of the Executive Credit Committee and the Marketing and Communication Committee. He is also Director of AFP Summa Bansander S.A. He is a professor of Economics at Universidad Católica de Chile. He has been Advisor to Grupo Santander Chile since 1989. Mr. Méndez is President and Director of Adimark Chile. He graduated with a degree in Business from Universidad Católica de Chile, and holds an MBA and a Ph.D. from the Graduate School of Business at Stanford University.

[Table of Contents](#)

Carlos Olivos Marchant became a Director on April 15, 1987. He is a member of the Executive Credit Committee. He was Chairman of the Board of Santiago from May, 1999 until the date of the merger. Prior to that, he was Vice Chairman of the board since March 31, 1998. He is a partner in the law firm Guerrero, Olivos, Novoa y Errazuriz. From 1981 to 1983, Mr. Olivos served as General Counsel of the Central Bank of Chile, and from 1984 to 1986 he served as Chairman of the board of directors of Banco Osorno. Mr. Olivos holds a law degree from the Universidad de Chile and a Masters of Jurisprudence from New York University School of Law.

Roberto Zahler Mayanz became a Director on August 31, 1999. He is a member of the Asset and Liability Committee. Currently, he is President of Zahler & Co, a consulting firm. He is also on the Advisory Board of Deutsche Bank Americas Bond Fund, a board member of the Quota Formula Review Committee of the International Monetary Fund and a member of the CLAAF or the Latin American Committee for Financial Affairs. He has also provided technical assistance to various countries in Latin America and Indonesia and serves as a consultant for the World Bank, the IDB, the IMF and the International Bank of Settlements. Mr. Zahler was a member of the board of the Central Bank of Chile from December 1989 to June 1996, where he served as Chairman of the board from December 1991 until June 1996. Mr. Zahler holds a degree in Business Administration from the Universidad de Chile and a Masters and a Ph.D. in Economics from the University of Chicago.

Raimundo Monge Zegers became an Alternate Director on April 29, 2003. He is Corporate Director of Strategic Planning for Grupo Santander-Chile and is CEO of Santander-Chile Holding S.A. and Teatinos Siglo XXI S.A. He is also President of Santander S.A. Sociedad Securitizadora and Santander Factoring S.A. He is a director of Santander Multimedios S.A. and Bansa Santander S.A. and an alternate director of Universia Chile S.A. Mr. Monge has a degree in business from the Universidad Católica de Chile and a MBA from the University of California, Los Angeles.

Jesús Zabalza Lotina became a Director on April 19, 2005. He has worked for 22 years in the Spanish financial systems, and served as CEO in Banco Viscaya, Banco Hipotecario, Caja Postal and La Caixa. He has also served as director in several affiliate companies on La Caixa and Telefónica in Spain. He is Managing Director of America's División of Santander Group for retail banking, and vice president of the Spanish Association of Finance Executives (AEEF). He also serves as Director of Bancorp and Santander in Puerto Rico. Mr. Zabalza holds a degree in Industrial Engineering from the University of Bilbao.

Senior Management

Our senior managers are as follows:

<u>Senior Manager</u>	<u>Position</u>	<u>Date Appointed</u>
Oscar von Chrismar	Chief Executive Officer	August 1, 2003
José Alberto García Matanza†	Corporate Director of Credit Risk	January 1, 2005
David Turiel†	Corporate Financial Controller	July 18, 2002
Ramón Sanchez†	Corporate Director of Internal Audit	January 1, 2004
Roberto Jara	Chief Accounting Officer	July 18, 2002
Ignacio Ruíz-Tagle	Global Banking	July 18, 2002
Andrés Heusser	Middle-market Banking	October 1, 2004
Andres Roccatagliata	Retail Banking	October 31, 2002
Fernando Massú	Treasury	July 18, 2002
Alejandro Cuevas	Banefe Consumer Division	July 18, 2002
Marco Castagnola	Means of Payment	July 1, 2004
José Manuel Manzano†	Corporate Director Human Resources	October 31, 2002
Gonzalo Romero	General Counsel	July 18, 2002
Juan Fernández	Administration and Operations	July 18, 2002

† Not an employee of Santander Chile

[Table of Contents](#)

Oscar von Chrismar C. became the CEO of Santander-Chile in August 2003 after being Manager of global Banking following the merger. Prior to that he was the former CEO of Old-Santander Chile since September 1997, after being General Manager of Banco Santander-Peru since September 1995. Mr. von Chrismar is also President of Santander S.A. Agente de Valores and a director of Santiago Leasing S.A. Prior to that, Mr. von Chrismar was the manager of the Finance Division of Santander-Chile, a position he had held since joining Santander-Chile in 1990. Mr. von Chrismar holds an Engineering degree from the Universidad de Santiago de Chile.

José Alberto García Matanza became Director of the Risk Division in January 2005. Mr. García is not an employee of Santander-Chile and we do not pay any fees for his services. Mr. Pascual has served in various senior positions Banco Santander Central Hispano since 1990 in Spain, Colombia and Argentina. Mr. García holds a degree in Economics from the University of Cantabria, Spain.

David Turiel is the Corporate Financial Controller of Santander Chile, which is in charge of the Accounting and Financial Control Departments. Mr. Turiel is not an employee of Santander-Chile and we do not pay any fees for his services. He has held this position since December 2001. Previously, Mr. Turiel was Financial Controller of Banco Santander Brazil and Director of Market Risks and Manager of Auditing in Spain. Mr. Turiel has an Economics and Business degree from the Universidad Complutense of Madrid.

Ramón Sánchez is the Corporate Director of Internal Auditing, a position he has held since January 2004. Mr. Sánchez is not an employee of Santander - Chile and we do not pay any fees for his services. Previously, Mr. Sánchez was Director of Internal Auditing in Banco Santander in Puerto Rico. Mr. Sánchez has served in various positions in Banco Santander Central Hispano since 1995, including Senior Vice President of auditing in Madrid. Mr. Sánchez holds a law degree from the Universidad of Salamanca.

Roberto Jara is our Chief Accounting Officer. He is the former Chief Accounting Officer at Old Santander-Chile, a position he held from March 1998 until August 2002, when the merger with Santiago was consummated. He joined Old Santander-Chile in 1978, and held several positions there such as Sub-Manager of Budget and Costs and Chief of IT Projects. Mr. Jara is a CPA and holds a degree in Tax Management from Universidad Adolfo Ibáñez.

Ignacio Ruiz Tagle is our Global Banking Manager. He is the former manager of Old Santander-Chile's Global Banking Division, a position he held from 1993 until August 2002, when the merger with Santiago was consummated. Previously, from 1980 to 1993, Mr. Ruiz Tagle was manager of corporate banking and representative of banco Santiago in New York. Mr. Ruiz Tagle holds a degree in business from the Universidad Católica de Chile.

Andrés Roccatagliata is our Retail Banking Manager. He is the former manager of Old Santander-Chile's Retail Division, a position he held from 1999 until August 2002, when the merger with Santiago was consummated. Mr. Roccatagliata is also a director of Santander S.A. Administradora de Fondos Mutuos. Prior to that he served as Manager of Distribution of Old Santander-Chile in June 1997 and was responsible for the branch network of Old Santander-Chile. From 1993 to 1997, Mr. Roccatagliata was the Commercial Manager of Banefe. Before that, he was a Regional and Branch Manager from 1987 to 1990. Mr. Roccatagliata holds a degree in business from the Universidad de Santiago and an MBA from the Universidad Adolfo Ibáñez.

Andrés Heusser is our Middle Banking Manager. He held the same position in the Old Santander-Chile since 1990, when he entered Santander Group. Mr. Heusser holds a degree in business from the Universidad de Santiago and an MBA from the Universidad Adolfo Ibáñez.

Fernando Massú Taré is the Manager of our Treasury and Finance Division since the merger. He is the former manager of the Treasury and Finance Division of Old-Santander Chile, a position he held since May 1995. Mr. Massú is also a Director of Santander S.A. Administradora de Fondos Mutuos. From September 1992 until May 1995 he was Treasurer at Banco de Comercio e Industria, a Portuguese affiliate of Banco Santander Central Hispano, S.A., and prior to that he was a Vice-President at Citibank, Chile. Mr. Massú, a graduate of Universidad Técnica Federico Santa María, holds a degree in Business Administration.

Alejandro Cuevas became Manager of the Banefe Division of Santander-Chile in January 2000. Prior to that he was the Commercial Manager of Banefe between May 1997 and December 1999 and Marketing Manager of Banefe from March 1995 to May 1997. Mr. Cuevas has a Business degree from Universidad de Chile.

[Table of Contents](#)

Marco Castagnola became Manager of the Means of Payment business which includes our credit card and debit card business in July 2004. Mr. Castagnola joined the group in 1997 and in 2000 was named as manager of SMEs business in Banco Santander Puerto Rico, and in 2002 appointed as Manager of the branch network of the same bank. In 2003, Mr. Castagnola returned to Chile and served as CEO of Santander Insurance Brokerage Company. Mr. Castagnola holds a degree in Business Administration from Universidad Diego Portales in Chile.

José Manuel Manzano was appointed Corporate Director of Human Resources for Santander-Chile on October 31, 2002. Mr. Manzano is not an employee of Santander-Chile and we do not pay any fees for his services. Previously he served as Manager of Human Resources for Old Santander-Chile since 1999. Prior to that he was General Manager of Santander Fund Management and Managing Director of Bancassurance. He is also a Director of Santander Chile Holding. Mr. Manzano holds an MBA and a degree in Business from Universidad Católica de Chile.

Gonzalo Romero is our General Counsel, a position he has held since July 18, 2002. He is also a director of Santander Santiago S.A. Sociedad Securitizadora. Mr. Romero, a lawyer, joined Old Santander-Chile in February 1997 as General Counsel. He had been General Manager of Banco Concepción from 1991 to 1996 and General Counsel of Banco Concepción from 1986 to 1990. He has a Degree in Law from the Universidad de Chile.

Juan Fernández is our manager of Administration and Operations. He is the former Manager of Administration and Cost Control of Old Santander-Chile, a position he held since April 1999 until August 2002, when the merger with Santiago was consummated. Mr. Fernández is also Director of Santander Chile Holding S.A. and Santander S.A. Sociedad Securitizadora. Previously Mr. Fernández served as Manager for Accounting and Administration of Old Santander-Chile since January 1993. Prior to that Mr. Fernández was at Banchile Agencia de Valores y Subsidiarias, and at JPMorgan in Santiago and Madrid.

B. Compensation

For the year ended December 31, 2004, the aggregate amount of compensation paid by Santander-Chile to all of its directors was Ch\$332 million including attendance fees and monthly stipends. For the year ended December 31, 2004, the aggregate amount of compensation paid by Santander-Chile to all of its executive officers and managers was Ch\$25,144 million. In the annual shareholder meeting of Santander-Chile held on April 19, 2005, a monthly stipend per director of UF 209 (Ch\$3.6 million or approximately US\$6,206) was approved by shareholders. This amount will be incremented by UF 26 per month (Ch\$450,892 or approximately US\$772) if a Board member is named to one or more committees in Santander-Chile. This arrangement does not preclude making other payments to directors for specific consulting assignments in their field of expertise.

We do not pay any contingent or deferred compensation and there is no stock option or profit-sharing plan for our administrative, supervisory or management personal. Furthermore nothing was set aside or accrued by us to provide pension, retirement or similar benefits for our Directors and executive officers.

We pay bonuses to our administrative, supervisory or management personnel based on pre-defined goals (mainly commercial but also including items such as customer satisfaction) and our overall performance in the year. Santander-Chile currently does not have any profit-sharing arrangements with its employees. There is no system for the granting of options or securities to employees. These bonuses are provisioned for monthly, according to the degree of accomplishment of our budget. We also give bonuses throughout the year to commercial teams for performance in other commercial contests. None of the members of our Board of Directors has a service contract which entitles any Director to any benefits upon termination of employment with Santander-Chile.

C. Board Practices

Summary Comparison of Corporate Governance Standards and New York Stock Exchange Listed Company Standards

As a “Foreign Private Issuer” under the United States Securities Exchange Act of 1934 that is listed on the New York Stock Exchange (“NYSE”), we are required to provide a brief general summary of the significant ways in which our corporate governance standards, which are dictated by Chilean corporate law, differ from those followed by U.S. companies under NYSE listing standards.

Please note that because more than 50% of our voting power is held by another company, Banco Santander Central Hispano, S.A., we would be permitted to elect certain exemptions under NYSE corporate governance standards. Specifically, as a U.S. company, we could elect to be exempted from the requirements (i) that we have a majority of independent directors (as defined by the NYSE), (ii) that we have a nominating/ corporate governance committee meeting certain conditions, and (iii) that we have a compensation committee meeting certain requirements. Because as a U.S. company we would not be required to follow these standards, we do not discuss the differences, if any, between these provisions and our own corporate governance procedures in the table below.

The table below summarizes the significant differences between our corporate governance standards and those required by the NYSE for listed U.S. companies.

NYSE Listed Company Requirement

Non-management directors must meet at regularly scheduled executive sessions without management.

Shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto.

Listed companies must adopt and disclose corporate governance guidelines.

Listed companies must adopt and disclose a code of business conduct and ethics for directors and employees, and promptly disclose any waivers of the code for directors or executive officers.

Santander Chile Corporate Governance Standard

Under Chilean law, a company’s executive officers may not serve as such company’s directors. As a result, our board consists entirely of “non-management” directors, making separate meetings unnecessary.

Because our compensation policies do not provide for equity compensation, such shareholder votes currently are not necessary. However, shareholders would not be entitled to vote if we chose to implement an equity compensation plan in the future.

We follow the corporate governance guidelines established under Chilean laws, a summary of which is included in this 20-F.

We have a code of business ethics and conduct which must be signed by all employees and are included as exhibits to this 20-F.

Summary of Corporate Governance Standards

Santander-Chile has adopted diverse measures to promote good corporate governance. Among the measures adopted are:

- Board of Directors mainly composed of professionals not related to Santander Central Hispano, our parent company.
- Active participation of Directors in main committees of the Bank.
- All personnel must subscribe to a code of ethics and good conduct. Those who interact directly with the capital markets must also subscribe to an additional code of conduct.
- Segregation of functions in order to assure adequate of risks. Commercial areas separated from back office areas. Risk management independent of commercial areas. Main credit decisions taken in committees.
- Internal Auditing Area clearly independent from the Administration.

[Table of Contents](#)

- The Bank also has an Internal Compliance Division that oversees the fulfillment of the Bank's codes of conduct.

Santander-Chile has a commitment to transparency. This includes:

- Equal treatment for all shareholders. One share = one vote.
- Monthly publication of the Bank's results by the Superintendency of Banks.
- Quarterly report of a detailed analysis of Bank results published by us 30 days after the close of each quarter.
- Quarterly conference call open to the public.
- All information relevant to the public available immediately on the web page www.santandersantiago.cl.
- Ample and periodic coverage of Bank by international and local stock analysts.
- The Bank has five credit risk ratings by five independent rating agencies, local and international.

Directors and Auditing Committee

<u>Board member</u>	<u>Position in Committee</u>
Juan Colombo C.	Chairman
Benigno Rodríguez. R.	Vice Chairman
Víctor Arbulú.C.	Member

The Directors and Auditing Committee is comprised of three members of the board of directors and, as invited members, the Chief Executive Officer, our General Counsel and the General Auditor. The Directors Committee's primary responsibility is to support the board of directors in the continuous improvement of our system of internal controls, which includes reviewing the work of both the external auditors and the Internal Audit Department. The committee is also responsible for analyzing observations made by regulatory entities of the Chilean financial system about us and for recommending measures to be taken by our management in response. The external auditors are recommended by the Directors Committee to our board of directors and appointed by our shareholders at the annual shareholders' meeting.

Additionally this committee is responsible for:

- Presenting to the Directors' Committee or the board of directors a list of candidates for the selection of an external auditor.
- Presenting to the Directors' Committee or the board or directors a list of candidates for the selection of rating agencies.
- Overseeing and analyzing the results of the external audit and the internal reviews.
- Coordinating the activities of internal auditing with the external auditors' review.
- Analyzing the interim and year-end financial statements and reporting the results to the board of directors.
- Analyzing the external auditors' reports and their content, procedures and scope.
- Analyzing the rating agencies' reports and their content, procedures and scope.
- Obtaining information regard the effectiveness and reliability of the internal control systems and procedures.

[Table of Contents](#)

- Analyzing the information systems performance, its sufficiency, reliability and use in connection with decision-making processes.
- Obtaining information regarding compliance with the company's policies regarding the due observance of laws, regulations and internal rules to which the company is subject.
- Obtaining information and resolve conflict interest matters and investigating suspicious and fraudulent activities.
- Analyzing the reports of the inspection visits, instructions and presentations of the Superintendency of Banks.
- Obtaining information, analyzing and verifying the company's compliance with the annual audit program prepared by the internal audit department.
- Informing the board of directors of accounting changes and their effect.

Asset and Liability Committee

<u>Board member</u>	<u>Position in Committee</u>
Mauricio Larraín.	Chairman
Roberto Zahler.	Member
Juan Andrés Fontaine.	Member

The *Comité de Activos y Pasivos* or the Asset and Liability Committee (the "ALCO"), following guidelines set by the Board of Directors, Santander Central Hispano's Global Risk Department, is responsible for establishing Santander-Chile's policies, procedures and limits with respect to market risks and monitoring the overall performance in light of the risks assumed. The ALCO constantly monitors whether these policies are fulfilled. Santander-Chile's Market Risk and Control Department and the Finance Division carry out the day-to-day risk management of the trading and non-trading activities of Santander-Chile.

The composition of the Asset and Liabilities Management Committee includes the Chairman of the Board, two members of the Board, the Chief Executive Officer, the Manager of the Finance Division, the Manager of Corporate Risk, the Financial Controller and other senior members of management. Senior members of Santander-Chile's Finance Division meet monthly on a formal basis with the Asset and Liabilities Management Committee and outside consultants.

Executive Credit Committee

<u>Board member</u>	<u>Position in Committee</u>
Mauricio Larraín.	Chairman
Carlos Olivos.	Member
Roberto Méndez.	Member

The Executive Credit Committee is comprised of the Chairman of the Board, two additional Board member, the Corporate Legal Counsel, the CEO, the Manager of Global Banking, the Corporate Director of Risk and two senior members of the Credit Risk department that present the loans being revised. This committee revises the loan position reviewed by the Senior Credit Committee with approval rights up to the maximum exposure permitted by the General Banking Law.

Marketing and Communications Committee

<u>Board member</u>	<u>Position in Committee</u>
Mauricio Larraín.	Chairman
Roberto Méndez	Member

The Marketing and Communications Committee is comprised of the Chairman of the Board and an additional Board member, the CEO, the Manager of Retail Banking, the Manager of Banefe, the Manager of Human Resources, the Manager of Corporate Communications, the Manager of Marketing and other senior managers of the Bank. This committee revises all matters related with products, corporate image and communications.

D. Employees

As of December 31, 2004, on a consolidated basis we had 7,380 employees, 7,163 of whom were bank employees and 217 of whom were employees of our subsidiaries. With respect to the average number of employees for the Bank only, during each of the years ended December 31, 2002, 2003 and 2004 we had, on a combined basis, 8,314, 7,535 and 7,542 employees, respectively. We have traditionally enjoyed good relations with our employees and the unions. Of the total headcount, 3,079 or 42% were unionized. In 2003 we signed a new collective bargaining agreement with the Bank's main unions. In the past, we have applied the terms of our collective bargaining agreements to unionized and non-unionized employees.

<u>Employees</u>	<u>2004</u>
Executives	509
Professionals	3,131
Administrative	3,740
Total	7,380

See "Item 4. Information on the Company—Description of Business—Merger Update—Personnel" for information regarding reductions in our headcount as a consequence of the merger.

E. Share Ownership

As of April 30, 2005, the following directors and executives held shares in Santander-Chile:

<u>Director</u>	<u>Number of Shares</u>
Mauricio Larraín G	568
Juan Andrés Fontaine T	561,954
José Manuel Manzano T	187,145
Juan Fernández F	35,536

No director or executive owns more than 1% shares of Santander-Chile.

Santander-Chile currently does not have any arrangements for involving employees in its capital and there is no systematic arrangement for grant of options or shares or securities to them.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**A. Major Shareholders**

As of April 30, 2005, Santander-Chile's most important shareholders were the following:

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percentage</u>
Teatinos Siglo XXI S.A.	78,108,391,607	41.45%
Santander Chile Holding	66,822,519,695	35.46
Santander Central Hispano directly via ADRs	13,247,762,714	7.03

Banco Santander Central Hispano (the successor entity to Santander Spain after its merger with Banco Central Hispanoamericano, S.A. on April 17, 1999) is the controlling shareholder of Santander-Chile, which as of April 30, 2004 directly and indirectly owned or controlled 84.14% of Santander-Chile.

Banco Santander Central Hispano controls Santander-Chile through its holdings in Teatinos Siglo XXI and Santander-Chile Holding, which are controlled subsidiaries, and through the indirect ownership of ADSs representing 7.23% of Santander-Chile's outstanding capital stock. As of April 30, 2004, Banco Santander Central Hispano directly and indirectly owned or controlled 99.0% of Santander-Chile Holding. Banco Santander Central Hispano directly and indirectly owned or controlled 100% of Teatinos Siglo XXI S.A. Banco Santander Central Hispano also owned 7.03% of the Bank directly via ADRs acquired in the market.

Banco Santander Central Hispano is in a position to cause the election of a majority of the members of Santander-Chile's Board of Directors, to determine its dividend and other policies and to determine substantially all matters to be decided by a vote of shareholders. Banco Santander Central Hispano Group's principal operations are in Spain, England, Portugal, Germany, Italy, Belgium and Latin America. Santander Central Hispano Group also has significant operations in New York, London and Paris.

The number of outstanding shares of Santander-Chile (of which there is only one class, being ordinary shares) at April 30, 2005 was 188,446,126,794 shares, without par value. Santander-Chile's shares are listed for trading in the Chilean bourses and in the New York Stock Exchange in connection with the registration of ADRs. The market capitalization of Santander-Chile as of April 30, 2005 was Ch\$3,260,118 million (US\$5,596 million), representing 188,446,126,794 shares of common stock. At April 30, 2005 Santander-Chile had 14,810 holders of shares, including the Bank of New York, as depositary (the "Depositary") of Santander-Chile's American Depositary Share Program.

The major shareholders in Santander-Chile, while having the power to cause the election of a majority of our Board of Directors by virtue of the percentage of their shareholding, hold ordinary shares to which no special voting rights are attached.

Other than the information disclosed in this section, there are no arrangements in the knowledge of Santander-Chile, which can result in a change of control of Santander-Chile.

B. Related Party Transactions

In accordance with the provisions of the General Banking Law, and with the instructions given by the Superintendency of Banks, persons or entities are considered related to the natural or juridical persons that are related with the ownership or management of the Institution, directly or by means of third parties.

Loans granted to related parties

Related party loans, all of which are current, are as follows:

	As of December 31,			
	2003		2004	
	Loans	Collateral Pledged	Loans	Collateral Pledged
	MCh\$	MCh\$	MCh\$	MCh\$
Operating companies	8,106	350	57,580	25,454
Investment companies (1)	196,744	121,242	151,007	70,864
Individuals (2)	9,240	8,359	15,525	14,322
Total	214,090	129,952	224,112	110,640

(1) Includes companies whose purpose is to hold shares in other companies.

(2) Includes debt obligations that are equal to or greater than UF 3,000, equivalent to MCh\$52 as of December 31, 2004.

Under the Chilean General Banking Law, Chilean banks are subject to certain lending limits, including the following:

- (a) a bank may not extend to any person or legal entity (or group of related entities), directly or indirectly, unsecured loans in an amount that exceeds 5.0% of the bank's effective net worth, or secured loans in an amount that exceeds 25.0% of its effective net worth. In the case of foreign export trade finance, this 5.0% ceiling is raised to: 10.0% for unsecured financing, 30.0% for secured financing, or 15.0% for loans granted to finance public works under the concessions system contemplated in the Decree 93 with Force of Law 164 of 1991, of the Ministry of Public Works, provided that either the loan is secured on the concession, or the loan is granted as part of a loan syndication;
- (b) a bank may not grant loans bearing more favorable terms than those generally offered by banks in the same community to any entity (or group of related entities) that is directly or indirectly related to its owners or management;
- (c) a bank may not extend loans to another financial institution in an aggregate amount exceeding 30.0% of its effective net worth;
- (d) a bank may not directly or indirectly grant a loan the purpose of which is to allow the borrower to acquire shares in the lending bank;
- (e) a bank may not lend, directly or indirectly, to a Director or any other person who has the power to act on behalf of the bank, or to certain related parties;
- (f) a bank may not grant loans to individuals or legal entities involved in the ownership or management of the bank, whether directly or indirectly (including holders of 1.0% or more of its shares), on more favorable terms than those generally offered to non-related parties. Loans may not be extended to senior executives and to companies in which such individuals have a participation of 5.0% or more of the equity or net earnings in such companies. The aggregate amount of loans to related parties may not exceed a bank's effective net worth; and

[Table of Contents](#)

- (g) the maximum aggregate amount of loans that a bank may grant to its employees is 1.5% of its effective net worth, and no individual employee may receive loans in excess of 10.0% of such 1.5% limit. These limitations do not apply to a single home mortgage loan for personal use per term of employment of each employee.

Other transactions with related parties:

During the years ended December 31, 2002, 2003 and 2004 the Bank had the following significant income (expenses) from services provided to (by) related parties:

Company	Year ended December 31,		
	2002	2003	2004
	Income/(Expenses)	Income/(Expenses)	Income/(Expenses)
	MCh\$	MCh\$	MCh\$
Redbanc S.A.	(2,058)	(3,290)	(3,192)
Transbank S.A.	(4,068)	(5,221)	(4,508)
Sixtra Chile S.A.	(68)	(69)	(43)
Santander G.R.C. Ltda.	379	273	534
Santander Chile Holding S.A.	171	121	82
Santander Factoring S.A.	125	58	52
Bansa Santander S.A.	1,813	779	(2,275)
Summa Bansander A.F.P.	108	203	143
Altec S.A.	(2,351)	(3,102)	(5,612)
Santander Investment Chile Ltda	99	—	85
Altavida Cia. De Seguro De Vida S.A.	(784)	3,375	6,577
Plaza El Trebol S A	(119)	(102)	(105)
Sociedad Nexus S.A.	(2,183)	—	—
Teatinos Siglo XXI S.A.	2,997	—	—
Others	(693)	(334)	(413)
Total	(6,632)	(7,309)	(8,675)

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Financial Information

See Item 18.

Foreign Country Outstanding Loans

In the fiscal year ended December 31, 2004, foreign country loans totaled Ch\$30,473 million. As of December 31, 2004, no country represents more than 1% of our total assets.

Legal Proceedings

As the legal successor of Santiago and Old Santander-Chile, we have assumed all of their actual and potential liabilities of our predecessor banks, including any pending legal claims.

On August 26, 1992 a suit was filed by the Chilean internal Revenue Service against the Bank and is still pending. The Appeals Court partially resolved in favor of Banco Santander Chile and substantially reduced the amount of the tax difference. In the opinion of our legal advisors, these claims are not likely to have, in the aggregate, a material adverse effect on our consolidated financial condition or results of operations and as of December 31, 2004 the Bank maintained a provision of MCh\$ 519 which covers the totality of this claim.

On August 28, 1996, Banco Español de Crédito filed a complaint against Auca Forestal S.A. and O'Higgins Corredores de Bolsa Ltda. (Currently Santiago Corredores de Bolsa Ltda.). The Bank's management and its legal counsel believe that the resolution of this contingency is not likely to cause damages to the subsidiary and this contingency has been fully provisioned.

In addition, we are subject to certain claims and are party to certain legal and arbitration proceedings incidental to the normal course of our business, including claims for alleged operational errors. We do not believe that the liabilities related to such claims and proceedings are likely to have, in the aggregate, a material adverse effect on our consolidated financial condition or results of operations.

There are no material proceedings in which any of our directors, any members of our senior management, or any of our affiliates is either a party adverse to us or our subsidiaries or has a material interest adverse to us or our subsidiaries.

Dividends and dividend policy

See "Item 3: Selected Financial Data—Dividends".

[Table of Contents](#)

ITEM 9. THE OFFER AND LISTING

A. Historical Trading Information

In the merger former Santiago was the legal surviving entity and the corporate name was changed to “Banco Santander-Chile.” As a result shareholders of Old Santander-Chile received 3.55366329 shares of Banco Santiago for every one share of Santander-Chile that they owned on the record date for the merger. Therefore, the historical trading information corresponds to former Santiago shares and ADRs. The table below shows, for the periods indicated, the annual, quarterly and monthly high and low closing prices (in nominal Chilean pesos) of the shares of our common stock on the Santiago Stock Exchange and the annual, quarterly and monthly high and low closing prices (in U.S. dollars) as reported by the NYSE.

	Santiago Stock Exchanges		NYSE	
	Common Stock		ADS(2)	
	High	Low	High	Low
	(Ch\$ per share(1))		(U.S.\$ per ADS)	
Annual Price History				
2000	12.52	8.90	25.31	16.75
2001	15.40	10.60	24.20	19.06
2002	14.70	10.80	22.90	15.99
2003	15.30	12.65	24.65	17.05
2004	18.20	13.30	33.77	23.55
Quarterly Price History				
2002				
1st Quarter	14.70	12.80	22.90	20.00
2nd Quarter	13.02	11.57	20.71	17.35
3rd Quarter	13.80	10.80	20.10	15.99
4th Quarter	13.20	11.60	19.55	16.79
2003				
1st Quarter	14.10	12.65	19.58	17.05
2nd Quarter	15.25	12.86	22.80	18.40
3rd Quarter	15.30	13.65	23.46	20.48
4th Quarter	15.22	13.25	24.65	22.40
2004				
1st Quarter	16.80	13.30	30.70	23.65
2nd Quarter	16.45	14.60	28.30	23.55
3rd Quarter	17.10	15.95	28.43	27.57
4th Quarter	18.20	17.55	33.77	26.73
2005				
1st Quarter	19.60	17.55	35.25	30.71
Monthly Price History				
December 2004	18.20	16.80	33.77	29.52
January 2005	18.50	17.55	33.47	30.71
February 2005	19.50	18.00	35.25	32.86
March 2005	19.60	18.20	34.63	31.88
April 2005	19.20	17.11	34.50	30.40

Sources: Santiago Stock Exchange Official Quotation Bulletin; NYSE.

(1) Pesos per share reflect nominal price at trade date.

(2) Price per ADS in U.S.\$; one ADS represents 1,039 shares of common stock.

B. Plan of Distribution

Not applicable

C. Nature of Trading Market

Nature of Trading Market

Shares of our common stock are traded on the Chilean Stock Exchanges. Each ADS represents 1,039 shares of common stock. The ADRs have been issued pursuant to the Deposit Agreement, dated as of August 1, 2002, among Santander-Chile, the Depositary and all holders from time to time of ADRs. As of April 30, 2005, 28,811,094 ADSs were outstanding (equivalent to 29,934,726,666 shares of common stock or 15.9% of the total number of issued shares of common stock). This figure includes the 7.03% owned directly by Santander Central Hispano. As of April 30, 2005, there were a total of 17 ADR holders on record. Since some of these ADRs are held by nominees, the number of record holders may not be representative of the number of beneficial holders.

D. Selling Shareholders

Not Applicable.

E. Dilution

Not Applicable.

F. Expenses of the Issue

Not Applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Our issued share capital as of December 31, 2004, was Ch\$719,974 million (US\$1,286 million), divided into a single series of 188,446,126,794 shares of common stock without par value.

Merger of Old Santander-Chile and Banco Santiago

On April 18, 2002 Santander Central Hispano, as controlling shareholder of Old Santander-Chile and Santiago, submitted for consideration to the Boards of Old Santander-Chile and Santiago, a proposal to examine and determine the convenience of merging Old Santander-Chile and Santiago. Santander Central Hispano asked the Board of Directors of both banks to analyze the best alternative to maximize value for all shareholders.

The plan of merger provided that Old Santander-Chile would be absorbed by Santiago and Santiago would acquire all the assets and assume all the liabilities of Old Santander-Chile and Santiago's name would be changed to "Banco Santander-Chile". The plan of merger also contemplated that Old Santander-Chile made up 47.5% of the merged entity, while Santiago made up 52.5% of the merged entity.

On May 17, 2002 the Superintendency of Banks approved the proposed merger of Santander-Chile and Santiago. In line with the new guidelines regarding bank mergers included in the Chilean Tender offer Law (Law No. 19,705), the Superintendency of Banks authorized the transaction. In addition, and according to Article 35 bis of the *Ley General de Bancos*, when authorizing a merger, the Superintendency of Banks imposed a minimum BIS ratio for the combined entity of 12%. No other condition was imposed. The merger became effective on August 1, 2002. Effective January 1, 2005 the minimum BIS ratio required by the Superintendency of Banks was reduced to 11%.

In the merger, shareholders of Old Santander-Chile received 3.55366329 shares of Santiago for every one share of Old Santander-Chile that they owned on the record date for the merger and 0.75245999 ADRs of Santiago for every one Old Santander-Chile ADR that they owned on the record date for the merger.

B. Memorandum and Articles of Association

Shareholder rights in a Chilean bank that is also an open stock (public) corporation are governed by the corporation's estatutos, which effectively serve the purpose of both the articles or certificate of incorporation and the by-laws of a company incorporated in the United States, by the General Banking Law and secondarily, to the extent not inconsistent with the latter, by the provisions of Chilean Corporations Law applicable to open stock corporations except for certain provisions which are expressly excluded. Article 137 of the Chilean Corporations Law provides that all provisions of the Chilean Corporations Law take precedence over any contrary provision in a corporation's estatutos. Both the Chilean Corporations Law and our estatutos provide that legal actions by shareholders against us (or our officers or directors) to enforce their rights as shareholders or by one shareholder against another in their capacity as such are to be brought in Chile in arbitration proceedings, notwithstanding the plaintiff's right to submit the action to the ordinary courts of Chile.

The Chilean securities markets are principally regulated by the Superintendency of Securities and Insurance under the Chilean Securities Market Law and the Chilean Corporations Law. In the case of banks, compliance with these laws is supervised by the Superintendency of Banks. These two laws provide for disclosure requirements, restrictions on insider trading and price manipulation and protection of minority investors. The Chilean Securities Market Law sets forth requirements relating to public offerings, stock exchanges and brokers, and outlines disclosure requirements for companies that issue publicly offered securities. The Chilean Corporations Law sets forth the rules and requirements for establishing open stock corporations while eliminating government supervision of closed (closely-held) corporations. Open stock (public) corporations are those with 500 or more shareholders, or companies in which 100 or more shareholders own at least 10.0% of the subscribed capital (excluding those whose individual holdings exceed 10.0%), and all other companies that are registered in the Securities Registry of the Superintendency of Securities and Insurance.

Meetings and Voting Rights

An ordinary annual meeting of shareholders is held within the first four months of each year. The ordinary annual meeting of shareholders is the corporate body that approves the annual financial statements, approves all dividends in accordance with the dividend policy determined by our board of directors, elects the board of directors and approves any other matter which does not require an extraordinary shareholders' meeting. The last ordinary annual meeting of our shareholders was held on April 19, 2005. Extraordinary meetings may be called by our board of directors when deemed appropriate, and ordinary or extraordinary meetings must be called by our board of directors when requested by shareholders representing at least 10.0% of the issued voting shares or by the Superintendency of Banks. Notice to convene the ordinary annual meeting or an extraordinary meeting is given by means of three notices which must be published in a newspaper of our corporate domicile (currently Santiago) or in the Official Gazette in a prescribed manner, and the first notice must be published not less than 15 days nor more than 20 days in advance of the scheduled meeting. Notice must also be mailed 15 days in advance to each shareholder and given to the Superintendency of Banks and the Santiago, Valparaiso and Electronic Stock Exchanges. Currently, we publish our official notices in the Mercurio newspaper of Santiago.

The quorum for a shareholders' meeting is established by the presence, in person or by proxy, of shareholders representing at least an absolute majority of the issued shares; if a quorum is not present at the first meeting, the meeting can be reconvened (in accordance with the procedures described in the previous paragraph) and, upon the meeting being reconvened, shareholders present at the reconvened meeting are deemed to constitute a quorum regardless of the percentage of the shares represented. The shareholders' meetings pass resolutions by the affirmative vote of an absolute majority of those voting shares present or represented at the meeting. The vote required at any shareholders' meeting to approve any of the following actions, however, is a two-thirds majority of the issued shares:

- a change in corporate form, spin-off or merger;
- early dissolution of the company;
- a change in corporate domicile;
- a decrease of corporate capital previous approval by the SBIF;
- a modification of the powers exercisable through the shareholders' meetings or limitations on the powers of our board of directors;
- the transfer of 50.0% or more of the corporate assets, regardless of whether it includes liabilities, or the formation or amendment of any business plan that contemplates the transfer of 50.0% or more of the corporate assets;
- any non-cash distribution in respect of the shares;
- the approval of material related-party transactions when requested by shareholders representing at least 5.0% of the issued and outstanding shares with right to vote; or
- the decision to distribute less than 30.0% of the net profits of any given year as dividends.

Shareholders may accumulate their votes for the election of directors and cast the same in favor of one person.

In general, Chilean law does not require a Chilean open stock corporation to provide the level and type of information that U.S. securities laws require a reporting company to provide to its shareholders in connection with a solicitation of proxies. However, shareholders are entitled to examine the books of the company within the 15-day period before the ordinary annual meeting. Under Chilean law, a notice of a shareholders' meeting listing matters to be addressed at the meeting must be mailed not fewer than 15 days prior to the date of such meeting, and, in cases of an ordinary annual meeting, shareholders holding a prescribed minimum investment must be sent an Annual Report of the company's activities which includes audited financial statements. Shareholders who do not fall into this category but who request it must also be sent a copy of the company's Annual Report. In addition to these requirements, we regularly provide, and management currently intends to continue to provide, together with the notice of shareholders' meeting, a proposal for the final annual dividend.

[Table of Contents](#)

The Chilean Corporations Law provides that whenever shareholders representing 10.0% or more of the issued voting shares so request, a Chilean company's Annual Report must include, in addition to the materials provided by the board of directors to shareholders, such shareholders' comments and proposals in relation to the company's affairs. Similarly, the Chilean Corporations Law provides that whenever the board of directors of an open stock corporation convenes an ordinary meeting of the shareholders and solicits proxies for that meeting, or distributes information supporting its decisions, or other similar material, it is obligated to include as an annex to its Annual Report any pertinent comments and proposals that may have been made by shareholders owning 10.0% or more of the company's voting shares who have requested that such comments and proposals be so included.

Only shareholders registered as such with us on the fifth calendar day prior to the date of a meeting are entitled to attend and vote their shares. A shareholder may appoint another individual (who need not be a shareholder) as his proxy to attend and vote on his behalf. Every shareholder entitled to attend and vote at a shareholders' meeting has one vote for every share subscribed.

Capitalization

Under Chilean law, the shareholders of a company, acting at an extraordinary shareholders' meeting, have the power to authorize an increase in such company's capital. When an investor subscribes for issued shares, the shares are registered in such investor's name, even if not paid for, and the investor is treated as a shareholder for all purposes except with regard to receipt of dividends and the return of capital; provided that the shareholders may, by amending the by-laws, also grant the right to receive dividends or distributions of capital. The investor becomes eligible to receive dividends and returns of capital once it has paid for the shares (if it has paid for only a portion of such shares, it is entitled to reserve a corresponding pro-rata portion of the dividends declared and/or returns of capital with respect to such shares unless the company's by-laws provide otherwise). If an investor does not pay for shares for which it has subscribed on or prior to the date agreed upon for payment, the company is entitled under Chilean law to auction the shares on the stock exchange and collect the difference, if any, between the subscription price and the auction proceeds. However, until such shares are sold at auction, the subscriber continues to exercise all the rights of a shareholder (except the right to receive dividends and return of capital). In the case of banks, authorized shares and issued shares which have not been paid for within the period fixed for their payment by the Superintendency of Banks are cancelled and are no longer available for issuance by the company.

Article 22 of Chilean Corporations Law states that the purchaser of shares of a company implicitly accepts its by-laws and any agreements adopted at shareholders' meetings.

Approval of Financial Statements

Our board of directors is required to submit our audited financial statements to the shareholders annually for their approval. The approval or rejection of such financial statements is entirely within our shareholders' discretion. If our shareholders reject our financial statements, our board of directors must submit new financial statements not later than 60 days from the date of such rejection. If our shareholders reject our new financial statements, our entire board of directors is deemed removed from office and a new board of directors is elected at the same meeting. Directors who individually approved such rejected financial statements are disqualified for re-election for the ensuing period.

Registrations and Transfers

We act as our own registrar and transfer agent, as is customary among Chilean companies. In the case of jointly owned shares, an attorney-in-fact must be appointed to represent the joint owners in dealings with us.

Dividend, Liquidation and Appraisal Rights

Under the Chilean Corporations Law, Chilean companies are generally required to distribute at least 30.0% of their earnings as dividends. However, under the General Banking Law, banks are permitted to distribute less than such minimum amount in any given year if holders of at least two-thirds of the bank's common stock so determine.

[Table of Contents](#)

In the event of any loss of capital or of the legal reserve, no dividends can be distributed so long as such loss is not recovered. Also, no dividends of a bank above the legal minimum can be distributed if doing so would result in the bank exceeding its indebtedness ratio or its lending limits.

Dividends that are declared but not paid by the date set for payment at the time of declaration are adjusted from the date set for payment to the date such dividends are actually paid, and they accrue interest. The right to receive a dividend lapses if it is not claimed within five years from the date the dividend is payable.

We may declare a dividend in cash or in shares. When a share dividend is declared above the legal minimum (which minimum must be paid in cash), our shareholders must be given the option to elect to receive cash. Our ADS holders may, in the absence of an effective registration statement under the Securities Act or an available exemption from the registration requirement thereunder, effectively be required to receive a dividend in cash. See “—*Preemptive Rights and Increases of Share Capital.*”

The right to receive any declared dividend expires after five years, after which time the entitlement to perceive such dividend is passed on to the National Firemen Corps of Chile.

In the event of our liquidation, the holders of fully paid shares would participate equally and ratably, in proportion to the number of paid-in shares held by them, in the assets available after payment of all creditors.

In accordance with the General Banking Law, our shareholders would have no appraisal rights in the event of a business combination or otherwise.

Ownership Restrictions

Under Article 12 of the Chilean Securities Market Law and the regulations of the Superintendency of Banks, shareholders of open stock corporations are required to report the following to the Superintendency of Securities and Insurance and the Chilean stock exchanges:

- Any direct or indirect acquisition or sale of shares that results in the holder’s acquiring or disposing, directly or indirectly, of 10.0% or more of an open stock corporation’s share capital; and
- any direct or indirect acquisition or sale of shares or options to buy or sell shares, in any amount, if made by a holder of 10.0% or more of an open stock corporation’s capital or if made by a director, liquidator, main officer, general manager or manager of such corporation.

In addition, majority shareholders must include in their report whether their purpose is to acquire control of the company or if they are making a financial investment. A beneficial owner of ADSs representing 10.0% or more of our share capital will be subject to these reporting requirements under Chilean law.

Under Article 54 of the Chilean Securities Market Law and the regulations of the Superintendency of Securities and Insurance, persons or entities intending to acquire control, directly or indirectly, of an open stock corporation, regardless of the acquisition vehicle or procedure, and including acquisitions made through direct subscriptions or private transactions, are also required to inform the public of such acquisition at least 10 business days before the date on which the transaction is to be completed, but in any case, as soon as negotiations regarding the change of control begin (i.e., when information and documents concerning the target are delivered to the potential acquiror) through a filing with the Superintendency of Securities and Insurance, the stock exchanges and the companies controlled by and that control the target and through a notice published in two Chilean newspapers, which notice must disclose, among other information, the person or entity purchasing or selling and the price and conditions of any negotiations.

Prior to such publication, a written communication to such effect must be sent to the target corporation, to the controlling corporation, to the corporations controlled by the target corporation, to the Superintendency of Securities and Insurance, and to the Chilean stock exchanges on which the securities are listed.

In addition to the foregoing, Article 54 A of the Chilean Securities Market Law requires that within two business days of the completion of the transactions pursuant to which a person has acquired control of a publicly traded company, a notice shall be published in the same newspapers in which the notice referred to above was published and notices shall be sent to the same persons mentioned in the preceding paragraphs.

[Table of Contents](#)

The provisions of the aforementioned articles do not apply whenever the acquisition is being made through a tender or exchange offer.

Title XXV of the Chilean Securities Market Law on tender offers and the regulations of the Superintendency of Securities and Insurance provides that the following transactions shall be carried out through a tender offer:

- an offer which allows a person to take control of a publicly traded company, unless the shares are being sold by a controlling shareholder of such company at a price in cash which is not substantially higher than the market price and the shares of such company are actively traded on a stock exchange;
- an offer for all the outstanding shares of a publicly traded company upon acquiring two thirds or more of its voting shares (this offer must be made at a price not lower than the price at which appraisal rights may be exercised, that is, book value if the shares of the company are not actively traded or, if the shares of the company are actively traded, the weighted average price at which the stock has been traded during the two months immediately preceding the acquisition); and
- an offer for a controlling percentage of the shares of a listed operating company if such person intends to take control of the company (whether listed or not) controlling such operating company, to the extent that the operating company represents 75.0% or more of the consolidated net worth of the holding company.

Article 200 of the Chilean Securities Market Law prohibits any shareholder that has taken control of a publicly traded company to acquire, for a period of 12 months from the date of the transaction that granted it control of the publicly traded company, a number of shares equal to or higher than 3.0% of the outstanding issued shares of the target without making a tender offer at a price per share not lower than the price paid at the time of taking control. Should the acquisition from the other shareholders of the company be made on the floor of a stock exchange and on a pro rata basis, the controlling shareholder may purchase a higher percentage of shares, if so permitted by the regulations of the stock exchange.

Title XV of the Chilean Securities Market Law sets forth the basis to determine what constitutes a controlling power, a direct holding and a related party. The Chilean Securities Market Law defines control as the power of a person, or group of persons acting pursuant to a joint action agreement, to direct the majority of the votes in the shareholders meetings of the corporation, or to elect the majority of members of its board of directors, or to influence the management of the corporation significantly. Significant influence is deemed to exist in respect of the person or group holding, directly or indirectly, at least 25.0% of the voting share capital, unless:

- another person or group of persons acting pursuant to joint action agreement, directly or indirectly, control a stake equal to or higher than the percentage controlled by such person;
- the person or group does not control, directly or indirectly, more than 40.0% of the voting share capital and the percentage controlled is lower than the sum of the shares held by other shareholders holding more than 5.0% of the share capital; and
- in cases where the Superintendency of Securities and Insurance has ruled otherwise, based on the distribution or atomization of the overall shareholding.

According to the Chilean Securities Market Law a joint action agreement is an agreement among two or more parties which, directly or indirectly, own shares in a corporation at the same time and whereby they agree to participate with the same interest in the management of the corporation or in taking control of the same. The law presumes that such an agreement exist between:

- a principal and its agents;
- spouses and relatives up to certain level of kindred;

Table of Contents

- entities within the same business group; and
- an entity and its controller or any of its members.

Likewise, the Superintendency of Securities and Insurance may determine that a joint action agreement exist between two or more entities considering, among others, the number of companies in which they participate, the frequency with which they vote identically in the election of directors, appointment of managers and other resolutions passed at shareholders meetings.

According to Article 96 of the Chilean Securities Market Law a business group is a group of entities with such ties in their ownership, management or credit liabilities that it may be assumed that the economic and financial action of such members is directed by, or subordinated to, the joint interests of the group, or that there are common credit risks in the credits granted to, or securities issued by, them. According to the Chilean Securities Market Law the following entities are part of the same business group:

- a company and its controller,
- all the companies with a common controller and the latter,
- all the entities that the Superintendency of Securities and Insurance declare to be part of the business group due to one or more of the following reasons:
 - a substantial part of the assets of the company is involved in the business group, whether as investments in securities, equity rights, loans or guaranties,
 - the company has a significant level of indebtedness and that the business group has a material participation as a lender or guarantor,
 - when the controller is a group of entities, that the company is a member of a controller of the entities mentioned in the first two bullets above and there are grounds to include it in the business group,
 - when the controller is a group of entities, that the company is controlled by a member of the controlling group and there are grounds to include it in the business group.

Article 36 of the General Banking Law states that as a matter of public policy, no person or company may acquire, directly or indirectly, more than 10.0% of the shares of a bank without the prior authorization of the Superintendency of Banks, which may not be unreasonably withheld. The prohibition would also apply to beneficial owners of ADSs. In the absence of such authorization, any person or group of persons acting in concert would not be permitted to exercise voting rights with respect to the shares or ADSs acquired. In determining whether or not to issue such an authorization, the Superintendency of Banks considers a number of factors enumerated in the General Banking Law, including the financial stability of the purchasing party.

Article 35 bis of the General Banking Law requires the prior authorization of the Superintendency of Banks for:

- the merger of two or more banks;
- the acquisition of all or a substantial portion of a bank's assets and liabilities by another bank;
- the control by the same person, or controlling group, of two or more banks; or
- a substantial increase in the share ownership by a controlling shareholder of a bank.

Such prior authorization is required solely when the acquiring bank or the resulting group of banks would own a significant market share in loans, defined by the Superintendency of Banks to be more than 15.0% of all loans in the Chilean banking system. The intended purchase may be denied by the Superintendency of Banks; alternatively the purchase may be conditioned on one or more of the following:

- that the bank or banks maintain an effective equity higher than 8.0% and up to 14.0% of their risk weighted assets;

[Table of Contents](#)

- that the technical reserve established in Article 65 of the General Banking Law be applicable when deposits exceed one and a half times the resulting bank's paid-in capital and reserves; or
- that the margin for interbank loans be diminished to 20.0% of resulting bank's effective equity.

According to the General Banking Law a bank may not grant loans to related parties on more favorable terms than those generally offered to non-related parties. Article 84 No. 2 of the General Banking Law and the regulations issued by the Superintendency of Banks create the presumption that natural persons who are holders of shares and who beneficially own more than 1.0% of the shares are related to the bank and imposes certain restrictions on the amounts and terms of loans made by banks to related parties. This presumption would also apply to beneficial owners of ADSs representing more than 1.0% of the shares. Finally, according to the regulations of the Superintendency of Banks, Chilean banks that issue ADSs are required to inform the Superintendency of Banks if any person, directly or indirectly, acquires ADRs representing 5.0% or more of the total amount of shares of capital stock issued by such bank.

Article 16 bis of the General Banking Law provides that the individuals or legal entities which, individually or with other people, directly control a bank and who individually own more than 10.0% of its shares shall send to the Superintendency of Banks reliable information on their financial situation in the form and in the opportunity set forth in Resolution No 3,156 of the Superintendency of Banks.

Preemptive Rights and Increases of Share Capital

The Chilean Corporations Law provides that whenever a Chilean company issues new shares for cash, it must offer its existing shareholders the right to purchase a sufficient number of shares to maintain their existing ownership percentages in the company. Pursuant to this requirement, preemptive rights in connection with any future issue of shares will be offered by us to the depositary as the registered owner of the shares underlying the ADSs. However, the depositary will not be able to make such preemptive rights available to holders of ADSs unless a registration statement under the Securities Act is effective with respect to the underlying shares or an exemption from the registration requirements thereunder is available.

We intend to evaluate, at the time of any preemptive rights offering, the practicality under Chilean law and Central Bank regulations in effect at the time of making such rights available to our ADS holders, as well as the costs and potential liabilities associated with registration of such rights and the related shares of common stock under the Securities Act, and the indirect benefits to us of thereby enabling the exercise by all or certain holders of ADSs of their preemptive rights and any other factors we consider appropriate at the time, and then to make a decision as to whether to file such registration statement. We cannot assure you that any registration statement would be filed. If we do not file a registration statement and no exemption from the registration requirements under the Securities Act is available, the depositary will sell such holders' preemptive rights and distribute the proceeds thereof if a premium can be recognized over the cost of such sale. In the event that the depositary is not able, or determines that it is not feasible, to sell such rights at a premium over the cost of any such sale, all or certain holders of ADSs may receive no value for such rights. Non-U.S. holders of ADSs may be able to exercise their preemptive rights regardless of whether a registration statement is filed. The inability of all or certain holders of ADSs to exercise preemptive rights in respect of shares of common stock underlying such ADSs could result in such holders not maintaining their percentage ownership of the common stock following such preemptive rights offering unless such holder made additional market purchases of ADSs or shares of common stock.

Under Chilean law, preemptive rights are exercisable or freely transferable by shareholders during a period that cannot be less than 30 days following the grant of such rights. During such period, and for an additional 30-day period thereafter, a Chilean company is not permitted to offer any unsubscribed shares for sale to third parties on terms which are more favorable than those offered to its shareholders. At the end of such additional 30-day period, a Chilean open stock corporation is authorized to sell unsubscribed shares to third parties on any terms, provided they are sold on a Chilean stock exchange. Unsubscribed shares that are not sold on a Chilean stock exchange can be sold to third parties only on terms no more favorable for the purchaser than those offered to shareholders.

Amendment of Santander-Chile By-laws

At the Santiago extraordinary shareholder meeting in which shareholders approved the merger, holders of Santiago stock also approved the amendment of Santiago's by-laws in order to give effect to the terms and conditions set forth in the plan of merger. Holders of former Santiago stock were also be asked to approve other amendments to the by-Laws. The proposed amendments seek to harmonize the Santiago by-laws with those of Old Santander-Chile and to reflect current market practice relating to the corporate governance of banking institutions in Chile. The most significant changes to former Santiago's by-laws were:

- Increase of Capital Stock: According to Santiago's by-laws, Santiago's capital stock consisted of 98,934,216,567 ordinary shares. On June 18, 2002, 98,934,216,567 ordinary shares of Santiago and 8,434,687 Santiago ADSs were issued and outstanding. To complete the merger, 89,511,910,227 Santiago shares were required to be issued to holders of Old Santander-Chile ordinary shares and ADSs.
- Election of alternate directors: the election of the principal directors is held separately from that of the alternate directors.
- Board of directors vacancies: under the amendment, the replacements chosen by the board of directors may be re-elected or confirmed in the next shareholders' meeting, without being necessary the election of a new board of directors.
- Board of directors' meetings: under the amendment, if voting of a resolution by the board of directors result in a tie, the Chairman will cast the deciding vote.
- Voluntary liquidation: under the amendment, the shareholders' committee appointed in the event of a voluntary liquidation will consist of three members whose remuneration will be fixed by the board of directors.
- Change of name: change in name of Santiago to "Banco Santander-Chile."

On April 20, 2004 in an Extraordinary Shareholders' Meeting, a reform to the Bank's by-laws was approved regarding changing the Bank's name, which will continue to be Banco Santander-Chile, but the names Banco Santander Santiago and Santander Santiago may also be used.

C. Material Contracts

On June 30, 2000, we entered into a long-term contract with IBM for the operation of certain of our systems. On October 15, 2002, this contract was amended as a result of the merger. IBM will provide us with information technology services and hardware infrastructure to run our core transactional systems. We signed a contract with IBM for such activities which expires in 2012, pursuant to which aggregate payments are expected to total US\$59.5 million over the life of the contract, including taxes.

In the fourth quarter of 2003 the Bank and Almacenes Paris, the third largest retailer in Chile, announced a strategic alliance to strengthen commercial synergies between both entities and offer exclusive benefits to their clients. The main point of this agreement were the following:

- Santander-Chile will transfer to Banco Paris (in formation) part of the financial assets and branch network of Santander-Chile's Santiago Express division, and the hiring of this division's personnel, which will be the core structure of the future Banco Paris. The final value of this transaction is subject to due diligence, which should be concluded in 2004.
- Santander-Chile has the option to acquire from Almacenes Paris the financial assets of the Prime (high-income) customers of Almacenes Paris, which will become part of the Bank's retail banking business segment.
- Santander-Chile will technically evaluate the access of Almacenes Paris' and Banco Paris' customers to Banco Santander-Chile's ATM network, the largest in Chile.

[Table of Contents](#)

- Santander-Chile and Almacenes Paris will develop and extend all their loyalty and affinity programs, offering innovative and exclusive benefits to both client bases.
- Santander-Chile customers will be allowed to use their debit cards in Almacenes Paris stores.
- Almacenes Paris will also distribute through its retail stores some of Santander-Chile's financial products and services.

This alliance was sealed in the fourth quarter of 2004 and in December 2004 Santander-Chile transferred to Empresas Paris part of the financial assets and branch network of Santander-Chile's Santiago Express division, along with this division's personnel, which became Banco Paris. In the fourth quarter of 2004 the Bank transferred Ch\$114,166 million (US\$204 million) in assets to Empresas Paris and generated a profit of Ch\$21,824 million (US\$39.0 million) from this transaction recorded in non-operating income.

In December 2003, we signed an agreement with Altec, Banco Santander Central Hispano's systems management company for Latin America, in order to outsource certain system management functions. This new contract will benefit the Bank in various ways: (i) generating further cost savings compared to stand-alone situation, due to larger economies of scale, (ii) transforming fixed costs into variable costs, (iii) improving our quality of service and the "time to market" of our products, and (iv) allowing the Bank to direct resources on projects that add most value.

D. Exchange Controls

The Central Bank is responsible for, among other things, monetary policies and exchange controls in Chile. Appropriate registration of a foreign investment in Chile grants the investor access to the Formal Exchange Market. See "Item 3A: Selected Financial Data—Exchange Rates." Foreign investments can be registered with the Foreign Investment Committee under Decree Law No. 600 or can be registered with the Central Bank under the Central Bank Act. The Central Bank Act is an organic constitutional law requiring a "special majority" vote of the Chilean Congress to be modified. On April 18, 2001, the Central Bank of Chile eliminated all exchange controls and a new Compendium of Foreign Exchange Regulations was published and made effective April 19, 2001. In summary this signified:

1. The elimination of the requirement to seek authorization before executing capital inflows related to foreign loans, investments, capital increases, bonds and ADRs.
2. Elimination of the requirement to seek authorization before executing capital outflows related to returns of capital, dividends and other benefits stemming from capital investments, as well as foreign debt prepayments.
3. Elimination of the requirement to seek authorization before executing capital inflows related to the repatriation of capital, profits and other benefits stemming from investments abroad made by resident investors.
4. Elimination of the encaje, or one-year reserve requirement. Although the encaje had been reduced to 0% before, the restriction still existed, allowing the Central Bank to raise it again. Pursuant to the Compendium of Foreign Exchange Regulations, foreign investors acquiring shares or securities in Chile after July 4, 1995 were required to maintain a mandatory reserve (encaje) for one year in the form of a U.S. dollar deposit with the Central Bank, in a non interest bearing account, in an amount equal to 30% of the amount of the proposed investment. On June 26, 1998, the encaje was reduced to 10%, and on September 17, 1998, it was reduced to 0%.
5. The elimination of a minimum risk rating requirement for Chilean companies to place bonds abroad.
6. The elimination of restrictions regarding the currency denomination of bond placements and loans.
7. The elimination of the restrictions to place ADRs (up to now, Chilean companies could only place ADRs through capital increases).

[Table of Contents](#)

Previously, Chilean law required that holders of shares of Chilean companies who are not residents of Chile mandatorily register as foreign investors under one of the foreign investment regimes contemplated by Chilean law in order to have dividends, sale proceeds or other amounts with respect to their shares remitted outside Chile through the Formal Exchange Market. Under the Foreign Investment Contract (as defined herein), the Depositary, on behalf of ADS holders, is granted access to the Formal Exchange Market to convert cash dividends from Chilean pesos to U.S. dollars and to pay such U.S. dollars to ADS holders outside Chile, net of taxes, and no separate registration by ADR holders is required. As of April 19, 2001 the Central Bank deregulated the Exchange Market, eliminating the need to obtain approval from the Central Bank in order to remit dividends, but at the same time eliminating the possibility of guaranteeing access to the Formal Exchange Market. It is important to point out that this does not affect the current Foreign Investment Contract which was signed prior to April 19, 2001 and still permits access to the Formal Exchange Market based on the prior approval of the Central Bank. Therefore the holders of ADRs of Santander-Chile are still subject to the Foreign Investment Contract, its clauses referring to the prior exchange rules including the now extinct Chapter XXVI of the Compendium.

E. Taxation

The following is a summary of certain Chilean tax consequences of the ownership of shares of Santander-Chile's common stock or of ADSs evidenced by ADRs by Foreign Holders (as defined herein). The summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of shares or ADSs and does not purport to deal with the tax consequences applicable to all categories of investors, some of whom may be subject to special rules. Holders of shares or ADSs are advised to consult their own tax advisors concerning the Chilean and other tax consequences of the ownership of shares or of ADSs evidenced by ADRs.

The description of Chilean tax laws set forth below is based on Chilean laws in force as of the date of this Annual Report and is subject to any changes in such laws occurring after the date of this Annual Report. These changes can be made on a retroactive basis.

Chilean tax law provides for the tax rates applicable to foreign investors, the computation of taxable income for Chilean purposes and the manner in which Chilean tax may not be assessed retroactively against taxpayers who act in good faith relying on tax rulings, regulations and interpretations. However, Chilean tax authorities may change said rulings, regulations and interpretations prospectively. There is no income tax treaty in force between Chile and the United States.

As used herein, the term "Foreign Holder" means either (i) in the case of an individual, a person who is not a resident in Chile (for purposes of Chilean taxation, an individual holder is resident in Chile if he or she has resided in Chile for more than six months in one calendar year, or a total of more than six months in two consecutive fiscal years); or (ii) in the case of a legal entity, a legal entity that is not organized under the laws of Chile, unless the shares of Santander-Chile's common stock or ADSs are assigned to a branch, agent, representative or permanent establishment of such entity in Chile.

Taxation of Dividends

Cash dividends paid by Santander-Chile with respect to shares of its common stock, including shares represented by ADSs which are held by a Foreign Holder, will be subject to a 35% Chilean withholding tax, which is withheld and paid over by Santander-Chile (the "Withholding Tax"). If Santander-Chile has paid corporate income tax (the "First Category Tax") on the income from which the dividend is paid, a credit for the First Category Tax effectively reduces the rate of Withholding Tax. When a credit is available, the Withholding Tax is computed by applying the 35% rate to the pre tax amount needed to fund the dividend and then subtracting from the tentative withholding tax so determined the amount of First Category Tax actually paid on the pre tax income. For purposes of determining the rate at which First Category Tax was paid, dividends are treated as paid from Santander-Chile's oldest retained earnings. The effective Withholding Tax rate, after giving effect to the credit for First Category Tax, generally is:

$$\frac{(\text{Withholding Tax rate}) - (\text{First Category Tax effective rate})}{1 - (\text{First Category Tax effective rate})}$$

[Table of Contents](#)

The effective rate of Withholding Tax to be imposed on dividends paid by Santander-Chile will vary depending upon the amount of First Category Tax paid by Santander-Chile on the earnings to which the dividends are attributed. The effective rate for dividends attributed to earnings from 1991 until 2001 for which the First Category Tax was 15%, generally was 23.5%. Presently, the first category tax rate was 16.0% in 2002; 16.5% during 2003 and 17.0% from 2004 onwards.

Dividends distributions made in property would be subject to the same Chilean tax rules as cash dividends. Stock dividends are not subject to Chilean taxation. The distributions of preemptive rights relating to shares of common stock will not be subject to Chilean taxation.

Taxation of Capital Gains

Gain realized on the sale, exchange or other disposition by a foreign holder of ADSs (or ADRs evidencing ADSs) will not be subject to Chilean taxation, provided that such disposition occurs outside Chile or that it is performed under the rules of Title XXIV of the Chilean Securities Market Law, as amended by Law No. 19,601, dated January 18, 1999. The deposit and withdrawal of shares of common stock in exchange for ADRs will not be subject to any Chilean taxes.

Gain recognized on a sale or exchange of shares of common stock (as distinguished from sales or exchanges of ADSs representing such shares of common stock) by a foreign holder will be subject to both the first category tax and the Chilean withholding tax (the former being creditable against the latter) if (1) the foreign holder has held such shares of common stock for less than one year since exchanging ADSs for the shares of common stock, (2) the foreign holder acquired and disposed of the shares of common stock in the ordinary course of its business or as a regular trader of stock or (3) the sale is made to a company in which the foreign holder holds an interest (10 or more of the shares in the case of open stock corporations). In all other cases, gain on the disposition of shares of common stock will be subject only to the first category tax levied as a sole tax. However, if it is impossible to determine the taxable capital gain, a 5.0% withholding will be imposed on the total amount to be remitted abroad without any deductions as a provisional payment of the total tax due.

The tax basis of shares of common stock received in exchange for ADSs will be the acquisition value of such shares. The valuation procedure set forth in the deposit agreement, which values shares of common stock that are being exchanged at the highest price at which they trade on the Santiago Stock Exchange on the date of the exchange, generally will determine the acquisition value for this purpose. Consequently, the conversion of ADSs into shares of common stock and sale of such shares of common stock for the value established under the deposit agreement will not generate a capital gain subject to taxation in Chile.

The distribution and exercise of preemptive rights relating to the shares of common stock will not be subject to Chilean taxation. Amounts received in exchange for the shares or assignment of preemptive rights relating to the shares will be subject to both the first category tax and the Chilean withholding tax (the former being creditable against the latter to the extent described above).

The Chilean Internal Revenue Service has not enacted any rule nor issued any ruling about the applicability of the following norms to the foreign holders of ADRs.

Pursuant to legislation enacted on July 29, 1998, Law No. 19,578 any taxpayer which during the tax years 1999 through 2002, inclusive, obtains a gain in the sale, through a Chilean stock exchange, of shares of publicly traded corporations that are significantly traded in stock exchanges at the time of their acquisition may elect to declare, and to pay, for such capital gain, either (a) the first category tax as a sole tax, or (b) in the case of foreign holders, at a

[Table of Contents](#)

rate of 35.0%, provided that such acquisition has occurred in a Chilean stock exchange when such shares were not newly issued at the time of their acquisition. This option is not available if the sale of shares is made to a company in which the seller holds an interest.

An amendment to the Chilean Income Tax Law, Law No. 19,738 published on June 19, 2001 established an exemption for the payment of income tax by foreign institutional investors, such as mutual funds, pension funds and others, that obtain capital gains in the sales through a Chilean stock exchange, a tender offer or any other system authorized by the Superintendency of Securities and Insurance, of shares of publicly traded corporations that are significantly traded in stock exchanges.

A foreign institutional investor is an entity that is either:

- a fund that makes public offers of its shares in a country whose public debt has been rated investment grade by an international risk classification agency qualified by the Superintendency of Securities and Insurance;
- a fund that is registered with a regulatory entity of a country whose public debt has been rated investment grade by an international risk classification agency qualified by the Superintendency of Securities and Insurance, provided that the investments in Chile, including securities issued abroad that represent Chilean securities, held by the fund represent less than 30.0% of its share value;
- a fund that holds investments in Chile that represent less than 30.0% of its share value, provided that it proves that no more than 10.0% of its share value is directly or indirectly owned by Chilean residents;
- pension fund that is exclusively formed by individuals that receive their pensions on account of capital accumulated in the fund;
- a fund regulated by Law No. 18,657, or the Foreign Capital Investment Funds Law, in which case all holders of its shares must reside abroad or be qualified as local institutional investors; or
- another kind of institutional foreign investor that complies with the characteristics defined by a regulation with the prior report of the Superintendency of Securities and Insurance and the Chilean Internal Revenue Service.

In order to be entitled to the exemption, foreign institutional investors, during the time in which they operate in Chile, must:

- be organized abroad and not be domiciled in Chile;
- not participate, directly or indirectly, in the control of the issuers of the securities in which it invests and not hold, directly or indirectly, 10.0% or more of such companies' capital or profits;
- execute an agreement in writing with a Chilean bank or securities broker in which the intermediary is responsible for the execution of purchase and sale orders and for the verification, at the time of the respective remittance, that such remittances relate to capital gains that are exempt from income tax in Chile or, if they are subject to income tax, that the applicable withholdings have been made; and
- register in a special registry with the Chilean Internal Revenue Service.

Pursuant to a recently enacted amendment to the Chilean Income Tax Law published on November 7, 2001 (Law No. 19,768), the sale and disposition of shares of Chilean public corporations which are significantly traded on stock exchanges is exempted from Chilean taxes on capital gains if the sale or disposition was made:

- on a local stock exchange or any other stock exchange authorized by the Superintendency of Securities and Insurance or in a tender offer process according to Title XXV of the Chilean Securities Market Law, so long as the shares (a) were purchased on a public stock exchange or in a tender offer process pursuant to Title XXV of the Chilean Securities Market Law, (b) are newly issued shares issued in a capital increase of the corporation, or (c) were the result of the exchange of convertible bonds (in which case the option price is considered to be the price of the shares). In this case, gains exempted from Chilean taxes shall be calculated using the criteria set forth in the Chilean Income Tax Law; or

[Table of Contents](#)

- within 90 days after the shares would have ceased to be significantly traded on stock exchange. In such case, the gains exempted from Chilean taxes on capital gains will be up to the average price per share of the last 90 days. Any gains above the average price will be subject to the first category tax.

In the case where the sale of the shares is made on a day that is different than the date in which the exchange is recorded, capital gains subject to taxation in Chile may be generated. On October 1, 1999, the Chilean Internal Revenue Service issued Ruling No. 3708 whereby it allowed Chilean issuers of ADSs to amend the deposit agreements to which they are parties in order to include a clause that states that, in the case that the exchanged shares are sold by the ADSs' holders in a Chilean Stock Exchange, either on the same day in which the exchange is recorded in the shareholders' registry of the issuer or within the two prior business days to such date, the acquisition price of such exchanged shares shall be the price registered in the invoice issued by the stock broker that participated in the sale transaction. Consequently, should we include this clause in the deposit agreement, the capital gain that may be generated if the exchange date is different than the date in which the shares received in exchange for ADSs were sold, will not be subject to taxation.

Other Chilean Taxes

No Chilean inheritance, gift or succession taxes apply to the transfer or disposition of the ADSs by a Foreign Holder, but such taxes generally will apply to the transfer at death or by gift of shares of Santander-Chile's common stock by a Foreign Holder. No Chilean stamp, issue, registration or similar taxes or duties apply to Foreign Holders of shares or ADSs.

Withholding Tax Certificates

Upon request, Santander-Chile will provide to foreign holders appropriate documentation evidencing the payment of Chilean withholding taxes.

Dividends payable to holders of ADSs are net of foreign currency conversion expenses of the Depository and will be subject to the Chilean withholding tax currently at the rate of 35% (subject to credits in certain cases as described above). Owners of the ADSs will not be charged any dividend remittance fees by the Depository with respect to cash or stock dividends.

U.S. Federal Income Tax Considerations

The following is a discussion of material U.S. federal income tax consequences of purchasing, owning and disposing of shares or ADSs, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular person's decision to acquire such securities. The discussion applies only if you hold shares or ADSs as capital assets for tax purposes and it does not address special classes of holders, such as:

- certain financial institutions;
- insurance companies;
- dealers and traders in securities or foreign currencies;
- persons holding shares or ADSs as part of a hedge, straddle or conversion transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- persons liable for the alternative minimum tax;
- tax-exempt organizations;

[Table of Contents](#)

- persons holding shares or ADSs that own or are deemed to own more than ten percent of any class of our stock; or
- persons who acquired our ADSs or shares pursuant to the exercise of any employee stock option or otherwise as compensation.

This discussion is based on the Internal Revenue Code of 1986, as amended, administrative pronouncements, judicial decision and final, temporary and proposed Treasury regulations, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. It is also based in part on representations by the Depositary and assumes that each obligation under the Deposit Agreement and any related agreement will be performed in accordance with its terms. Please consult your own tax advisers concerning the U.S. federal, state, local and foreign tax consequences of purchasing, owning and disposing of shares or ADSs in your particular circumstances.

The discussion below applies to you only if you are a beneficial owner of shares or ADSs and are, for U.S. federal tax purposes:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States or any political subdivision thereof; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

In general, if you hold ADSs, you will be treated as the holder of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if you exchange ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom ADSs are released may be taking actions that are inconsistent with the claiming of foreign tax credits for United States holders of ADSs. Accordingly, the analysis of the creditability of Chilean taxes described below could be affected by future actions that may be taken by the U.S. Treasury.

Taxation of Distributions

Distributions paid on ADSs or shares, other than certain pro rata distributions of common shares, will be treated as a dividend to the extent paid out of current or accumulated earnings and profits (as determined under United States federal income tax principles). Under recently enacted legislation, dividends received by noncorporate U.S. Holders of ADSs or shares may be subject to U.S. federal income tax at lower rates than other types of ordinary income if certain conditions are met. You should consult your own tax advisers regarding the implications of this new legislation in your particular circumstances. The amount of the dividend will include any amounts withheld by us or our paying agent in respect of Chilean taxes. The amount of the dividend will be treated as foreign source dividend income to you and will not be eligible for the dividends received deduction generally allowed to U.S. corporations under the Code. Such dividends will constitute passive income for foreign tax credit purposes.

Dividends paid in Chilean pesos will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of your (or in the case of ADSs, the depositary's) receipt of the dividend, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, you generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. You may have foreign currency gain or loss if you do not convert the amount of such dividend into U.S. dollars on the date of its receipt.

Chilean taxes withheld from cash dividends on shares or ADSs will be creditable against your U.S. federal income tax liability, subject to applicable limitations that may vary depending upon your circumstances. Instead of claiming a credit, you may, at your election, deduct such Chilean taxes in computing your taxable income, subject to generally applicable limitations under U.S. law. You should consult your own tax advisers to determine whether you are subject to any special rules that limit your ability to make effective use of foreign tax credits.

[Table of Contents](#)

Sale and Other Disposition of Shares or ADSs

For U.S. federal income tax purposes, gain or loss you realize on the sale or other disposition of shares or ADSs will be capital gain or loss, and will be long-term capital gain or loss if you held the shares or ADSs for more than one year. The amount of your gain or loss will be equal to the difference between your tax basis in the shares or ADSs disposed of and the amount realized on the disposition. Such gain or loss will generally be U.S. source gain or loss for foreign tax credit purposes. Consequently, any Chilean taxes imposed on gain from shares or ADSs (except for ADSs that are disposed of outside of Chile) may not be creditable against your U.S. federal income tax liability.

Passive Foreign Investment Company Rules

Based on proposed Treasury regulations, which are proposed to be effective for taxable years after December 31, 1994, we believe that we will not be considered a “passive foreign investment company” (“PFIC”) for United States federal income tax purposes for 2002. However, since PFIC status depends upon the composition of a company’s income and assets and the market value of its assets (including, among others, less than 25 percent owned equity investments) from time to time, there can be no assurance that we will not be considered a PFIC for any taxable year. If we were treated as a PFIC for any taxable year during which you held an ADS or a share, certain adverse consequences could apply to you.

If we are treated as a PFIC for any taxable year, gain recognized by you on a sale or other disposition of an ADS or share would be allocated ratably over your holding period for the ADS or share. The amounts allocated to the taxable year of the sale or other exchange and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, and an interest charge would be imposed on the amount allocated to such taxable year. Further, any distribution in respect of ADSs or shares in excess of 125 percent of the average of the annual distributions on ADSs or shares received by you during the preceding three years or your holding period, whichever is shorter, would be subject to taxation as described above. Certain elections may be available (including a mark to market election) to you that may mitigate the adverse consequences resulting from PFIC status.

Information Reporting and Backup Withholding

Payment of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and to backup withholding unless (i) you are a corporation or other exempt recipient or (ii) you provide a correct taxpayer identification number and certify that no loss of exemption from backup withholding has occurred.

The amount of any backup withholding from a payment to you will be allowed as a credit against your United States federal income tax liability and may entitle you to a refund, provided that the required information is furnished to the Internal Revenue Service.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

The documents concerning Santander-Chile which are referred to in this Annual Report may be inspected at our offices at Bandera 140 Santiago, Chile. We are, and Santiago and Old Santander-Chile were, subject to the information reporting requirements of the Exchange Act, except that, as a foreign issuer, we are not subject to the proxy rules or the short-swing profit and disclosure rules of the Exchange Act. In accordance with these statutory requirements, we file or furnish reports and other information with the SEC. Reports and other information filed or

[Table of Contents](#)

furnished by us with the SEC may be inspected and copied at the public reference facilities maintained by the SEC at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the SEC's Regional Office at Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60611-2511. Copies of such material may be obtained by mail from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Section by calling the SEC at 1-800-732-0330. The SEC maintains a World Wide Web site on the Internet at <http://www.sec.gov> that contains reports and information statements and other information regarding us. The reports and information statements and other information about us can be downloaded from the SEC's website and can also be inspected and copied at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Introduction

This section describes the market risks that we are exposed to, the tools and methodology used to control these risks, the portfolios over which these market risk methods were applied and quantitative disclosure that demonstrate the level of exposure to market risk that we are assuming. This section also discloses the derivative instruments that we use to hedge exposures and offer to our clients.

The principal types of risk inherent in Santander-Chile's business are market, liquidity, operational and credit risks. The effectiveness with which we are able to manage the balance between risk and reward is a significant factor in our ability to generate long-term, stable earnings growth. Toward that end, our senior management places great emphasis on risk management.

Our relationship with Banco Santander Central Hispano has allowed us to take advantage of Banco Santander Central Hispano's banking policies, procedures and standards, especially with respect to credit approval and risk management. Banco Santander Central Hispano has successfully used these policies and expertise in the Spanish and other banking markets, and our management believes that such policies and expertise have a beneficial effect upon our operations.

Market Risk

Market risk is the risk of losses due to unexpected changes in interest rates, foreign exchange rates, inflation rates and other rates or prices. We are exposed to market risk mainly as a result of the following activities:

- trading financial instruments, which exposes us to interest rate and foreign exchange rate risk;
- engaging in banking activities, which subjects us to interest rate risk, since a change in interest rates affected gross interest income, gross interest expense and customer behavior;
- engaging in banking activities, which exposes us to inflation rate risk, since a change in expected inflation affects gross interest income, gross interest expense and customer behavior; and
- investing in assets whose returns or accounts are denominated in currencies other than the Chilean peso, which subjects us to foreign exchange risk between the Chilean peso and such other currencies.

Market Risk Exposure Categories

Inflation

Although Chilean inflation has moderated in recent years, Chile has experienced high levels of inflation in the past. High levels of inflation in Chile could adversely affect the Chilean economy and have an adverse effect on our business, financial condition and results of operations. In 2004, inflation reached 2.4% due to a slight improvement in internal demand and rises in international oil prices.

[Table of Contents](#)

UF-denominated Assets and Liabilities. The “Unidad de Fomento” (UF) is revalued in monthly cycles. On every day in the period beginning the tenth day of the current month through the ninth day of the succeeding month, the nominal peso value of the UF is indexed up (or down in the event of deflation) in order to reflect each day a proportional amount of the prior calendar month’s change in the CPI. One UF was equal to Ch\$16,744.12, Ch\$16,920.00 and Ch\$17,317.05 at December 31, 2002, 2003 and 2004, respectively. The effect of any changes in the nominal peso value of our UF-denominated assets and liabilities is reflected in our results of operations as an increase (or decrease, in the event of deflation) in interest revenue and expense, respectively.

Peso-Denominated Assets and Liabilities. Rates of interest prevailing in Chile during any period reflect in significant part the rate of inflation during the period and expectations of future inflation. The Central Bank in the first half of 2002 announced that all bonds with a maturity of up to 5 years will be denominated in nominal rates. Previously most notes with a maturity greater than one year were indexed to the UF. The majority of short-term fixed-income instruments with a maturity of less than 1 year are denominated in nominal terms.

Interest Rates

Interest rates earned and paid on Santander-Chile’s assets and liabilities reflect to a certain degree inflation and expectations regarding inflation as well as shifts in short-term rates related to the Central Bank’s monetary policies. The Central Bank manages short-term interest rates based on its objectives of balancing low inflation and economic growth. In the first half of 2004, the Central Bank continued to relax monetary policy in response to sluggish internal consumption and investment growth figures accompanied by low levels of inflation and low international interest rates. In the second half of 2004, the Chilean economy began to show strong signs of recovery and the Central Bank commenced tightening monetary policy. As of May 2005, the interbank reference rate set by the Central Bank was set at 3.00% in nominal terms.

Foreign Exchange Fluctuations

Changes in the value of the Chilean peso against the U.S. dollar could adversely affect the financial condition and results of operations of Santander-Chile. Santander-Chile had a policy of minimizing the effect of the fluctuation of the exchange rate on its results and balance sheet. The Chilean peso has been subject to large devaluation in the past, including a decrease of 14.7% in 2001 and 8.6% in 2002, and may be subject to significant fluctuations in the future. In 2003, the Chilean peso appreciated 15.9% against the dollar. In 2004 the Chilean peso depreciated 6.6% against the U.S. dollar.

Our results of operations may be affected by fluctuations in the exchange rates between the Chilean peso and the U.S. dollar, despite our policy and Chilean regulations relating to the general avoidance of material exchange rate mismatches. Entering into forward exchange transactions enables us to limit such material exchange rate mismatches. In the years ended December 31, 2002, 2003 and 2004, the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch\$11,790 million, Ch\$60,249 million and Ch\$(34,518) million, respectively. The daily amount of the foreign currency gaps varies considerably day to day given the nature of our business and the change in the size of the foreign currency gap at each year is not necessarily indicative of a rise in foreign currency exposure in the year. Therefore, the Bank sets a limit to the maximum size of the foreign exchange gap which is US\$ 200 million and measures the foreign exchange and interest rate risk produced by foreign currency gaps using a value at risk and sensitivity analysis models. *Please See Item 11-Market Risk.*

Asset and Liability Management

Our policy with respect to asset and liability management is to capitalize on our competitive advantages in treasury operations, maximizing our net interest revenue and return on assets and equity considering interest rate, liquidity and foreign exchange risks, while remaining within the limits provided by Chilean banking regulations. Subject to these constraints, we occasionally take mismatched positions with respect to interest rates and foreign currencies. Our asset and liability management policies are developed by the Asset and Liabilities Committee following guidelines and limits established by Banco Santander Central Hispano’s Global Risk Department and our Market Risk and Control Department.

[Table of Contents](#)

Asset and Liability Committee

The *Comité de Activos y Pasivos* or the Asset and Liability Committee (the “ALCO”), following guidelines set by Santander Central Hispano’s Global Risk Department, is responsible for establishing our policies, procedures and limits with respect to market risks and monitoring our overall performance in light of the risks assumed. The ALCO constantly monitors whether these policies are fulfilled. Our Market Risk and Control Department and the Finance Division carry out the day-to-day risk management of the trading and non-trading activities of Santander-Chile. The Asset and Liabilities Management Committee includes the Chairman of the Board, two members of the Board, the Chief Executive Officer, the Manager of the Finance Division, the Manager of Corporate Risk, the Financial Controller and other senior members of management. Senior members of Santander-Chile’s Finance Division meet monthly with the Asset and Liabilities Management Committee and outside consultants.

The composition of our assets, liabilities and shareholders’ equity as of December 31, 2004 by currency and term was as follows:

	December 31, 2004				
	Ch\$	UF	Foreign Currency	Total	Percentage
	(in millions of constant Ch\$ as of December 31, 2004 except percentages)				
Assets					
Cash and due from banks	721,549	—	226,700	948,249	7.9%
Other assets:(1)					
Less than one year	2,716,340	1,100,959	818,377	4,635,676	38.4%
From one to three years	866,501	1,056,494	186,931	2,109,926	17.5%
More than three years	340,251	3,021,630	501,643	3,863,524	32.0%
Bank premises and equipment and other	465,690	2,272	218,477	686,439	5.7%
Allowance for loan losses	(173,286)	—	—	(173,286)	(1.4)%
Total	4,937,045	5,181,355	1,952,128	12,070,528	100.0%
Percentage of total assets	40.9%	42.9%	16.2%	100.0%	
Liabilities and Shareholders’ Equity					
Non-interest bearing deposits	1,872,582	288,647	118,450	2,279,679	18.9%
Other liabilities:(1)					
Less than one year	2,479,502	2,182,039	1,733,623	6,395,164	53.0%
From one to three years	20,768	473,779	175,990	670,537	5.6%
More than three years	9,839	994,441	689,114	1,693,394	14.0%
Shareholders’ equity	832,959	—	—	832,959	6.9%
2003 net income	198,795	—	—	198,795	1.6%
Total	5,414,445	3,938,906	2,717,177	12,070,528	100.0%
Percentage of total liabilities and shareholders’ equity	44.9%	32.6%	22.5%	100.0%	

(1) Other assets include Santander-Chile’s rights under forward foreign exchange contracts, and other liabilities include Santander-Chile’s obligations under forward foreign exchange contracts. For purposes of Santander-Chile’s financial statements, Santander-Chile’s rights and obligations under forward foreign exchange contracts are included on a net basis.

We generally maintain more Chilean peso-denominated liabilities than Chilean peso-denominated assets and more UF-denominated assets than UF-denominated liabilities. In the context of a rising CPI, this has a positive impact on our net income by generating net income from adjustments of the UF that exceed losses arising from price-level restatements. This effect would be expected to decrease significantly if rates of inflation decrease and vice-versa.

Interest Rate Sensitivity

A key component of our asset and liability policy is the management of interest rate sensitivity. Interest rate sensitivity is the relationship between market interest rates and net interest revenue due to the maturity or repricing characteristics of interest earning assets and interest-bearing liabilities. For any given period, the pricing structure is matched when an equal amount of such assets and liabilities mature or reprice in that period. Any mismatch of interest earning assets and interest-bearing liabilities is known as a gap position. A positive gap denotes asset sensitivity and means that an increase in interest rates would have a positive effect on net interest revenue while a decrease in interest rates would have a negative effect on net interest revenue.

Our interest rate sensitivity strategy takes into account not only the rates of return and the underlying degree of risk, but also liquidity requirements, including minimum regulatory cash reserves, mandatory liquidity ratios, withdrawal and maturity of deposits, capital costs and additional demand for funds. Our maturity mismatches and positions are monitored by the ALCO and are managed within established limits.

The following table sets forth the repricing of Santander-Chile's interest earning assets and interest-bearing liabilities as of December 31, 2004 and may not reflect interest rate gap positions at other times. In addition, variations in interest rate sensitivity may exist within the repricing periods presented due to the differing repricing dates within the period. Variations may also arise among the different currencies in which interest rate positions are held.

As the following table reflects, the bank has, in general, more liabilities than assets in the periods of one year or less as 58.5% of our funding comes from time deposits, of which 60.8% have a maturity of 90 days or less. This is common in the industry. However, our exposure to potential changes in short-term nominal peso interest rates is reduced by the fact that at December 31, 2004 we had a positive gap in the 30 days or less maturity period. In 2004 the Central Bank set interest rates at a record low level, but in the second half of the year the economy gained momentum and short-term interest rates began to rise. Therefore, the Bank increased the maturity of some deposits to the extent possible to minimize the initial negative impact a rise in short-term interest rates has on the Bank's net interest income. The majority of assets and liabilities with a maturity of 90 days or less are denominated in nominal pesos. Ninety days or more is also the most common repricing period for UF-denominated time deposits. In the case of interest earning assets and interest-bearing liabilities denominated in UF, our exposure to changes in interest rates is reduced by the fact that a significant portion of the interest rate earned or paid on such assets or liabilities is indexed to reflect the daily effect of inflation, and as a result our gap position is limited to variations in the real interest rate among such assets and liabilities. Further, substantially all of our foreign currency-denominated loans were funded by foreign currency borrowings and time deposits with comparable maturity or repricing dates. Moreover, mortgage loans which have 8 to 20-year terms were generally financed through mortgage finance bonds or senior issued for the same terms and in the same currency.

	As of December 31, 2004							
	Up to 30 days	31-60 days	61-90 days	91-180 days	181-365 days	1-3 years	Over 3 years	Total
	(in millions of constant Ch\$ as of December 31, 2004, except for percentages)							
Interest-earning assets:								
Interbank deposits	178,640	—	—	—	—	—	—	178,640
Financial investments	457,933	28,595	33,227	59,561	239,023	316,214	854,933	1,989,486
Loans	1,515,111	257,592	251,897	500,702	609,611	1,409,515	2,152,320	6,696,748
Mortgage loans	10,518	6,895	6,932	20,919	42,808	163,749	669,208	921,029
Contingent loans	105,805	88,220	32,195	122,419	114,646	220,447	187,062	870,794
Past due loans	131,068	—	—	—	—	—	—	131,068
Total interest-earning assets	2,339,075	381,302	324,251	703,601	1,006,088	2,109,925	3,863,523	10,787,765

[Table of Contents](#)

As of December 31, 2004

	Up to 30 days	31-60 days	61-90 days	91-180 days	181-365 days	1-3 years	Over 3 years	Total
Interest-bearing liabilities:								
Deposits	1,538,751	716,326	462,206	657,449	798,536	273,881	20,437	4,467,586
Central Bank borrowings	323,363	2,436	12	6,415	6,415	—	—	338,371
Investment under agreements to repurchase	346,808	84,510	803	676	—	—	—	432,797
Mortgage finance bonds	14,294	1,812	3,012	25,573	51,979	199,908	661,873	958,450
Other obligations	72,662	74,933	101,145	144,573	196,261	107,360	738,130	1,435,064
Total interest-bearing liabilities	2,295,878	880,017	567,178	834,686	1,052,921	581,149	1,420,440	7,632,268
Asset/liability gap	103,197	(498,715)	(242,927)	(131,085)	(46,833)	1,528,776	2,443,083	3,155,496
Cumulative gap	103,197	(395,518)	(638,445)	(769,530)	(816,364)	712,412	3,155,495	

Exchange Rate Sensitivity

The regulations of the Central Bank do not permit the difference, whether positive or negative, between a bank's assets and liabilities denominated in foreign currencies (including assets and liabilities denominated in US dollars but payable in pesos, as well as those denominated in pesos and adjusted by the variation of the US dollars exchange rate) to exceed 20% of the bank's paid-in capital and reserves; *provided* that if its assets are higher than its liabilities, it may exceed 20% in an amount equal to its allowances and reserves in foreign currency (excluding those which correspond to profits to be remitted abroad). In the years ended December 31, 2002, 2003 and 2004 the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch\$11,790 million, Ch\$60,249 million and Ch\$(34,518) million, respectively. The daily amount of the foreign currency gaps varies considerably day to day given the nature of our business and the change in the size of the foreign currency gap at each year is not necessarily indicative of a rise in foreign currency exposure in the year. Therefore, the Bank sets a limit to the maximum size of the foreign exchange gap which is US\$ 200 million and measures the foreign exchange and interest rate risk produced by foreign currency gaps using a value at risk and sensitivity analysis models.

However, the rate of devaluation or appreciation of the peso against the US dollar would be expected to have the following principal effects:

- if Santander-Chile maintains a net asset position in U.S. dollars and a devaluation of the peso against the dollar occurred, Santander-Chile will record a related gain, and if an appreciation of the peso occurred, Santander-Chile will record a related loss;
- if Santander-Chile maintains a net liability position in U.S. dollars and a devaluation of the peso against the dollar occurred, Santander-Chile will record a related loss, and if an appreciation of the peso occurred, Santander-Chile will record a related gain;
- if the inflation rate for a period exceeded the devaluation of the peso against the U.S. dollar during the same period, Santander-Chile will record a related gain if it has a net asset position in UFs which exceeds a net liability position in US dollars, and it will record a related loss if it has a net liability position in U.S. dollars which exceeds a net asset position in UFs. The same effect would have occurred if there is an appreciation of the peso against the U.S. dollar; and
- if the inflation rate for a period were lower than the rate of devaluation of the peso against the U.S. dollar during the same period, Santander-Chile would have recorded a related gain if it maintained a net asset position in U.S. dollars and a net liability position in UFs and would have recorded a related loss if it had a net liability position in U.S. dollars and a net asset position in UFs. The same effect would have occurred if there were an appreciation of the peso against the U.S. dollar.

Santander-Chile enters into forward exchange contracts which are fundamentally of two types: (i) transactions covering two foreign currencies and (ii) transactions covering only Chilean pesos and UFs against U.S. dollars. The first type is done for hedging purposes, such as when Santander-Chile takes a liability position in foreign currency other than the U.S. dollar; the second type, which is carried out only in the Chilean local market, is utilized to take foreign currency positions, subject to the regulatory requirement that the forward foreign currency exposure has to be included in the maximum net foreign currency position permitted by applicable regulations.

Statistical Tools for Measuring and Managing Risk

We use a variety of mathematical and statistical models, including value at risk (VaR) models, volume limits and scenario simulations to measure, monitor, report and manage market risk.

VaR Model

The VaR model is mainly used to measure the interest rate risk of our trading portfolio and the foreign currency risk of our net foreign currency position.

All VaR measurements try to determine the distribution function for the change in value of a given portfolio, and once this distribution is known to calculate a percentile linked to the confidence level required which will be equal to the VaR under those parameters. Therefore, if the distribution function of the change in value of a portfolio is known and given by $f(x)$, where x is the random variable of the change in value of the portfolio, then the VaR for a determined level of confidence of $k\%$, is given by the number such that:

$$k\% = \int_{VaR}^{\infty} f(x)dx$$

or:

$$1 - k\% = \int_{-\infty}^{VaR} f(x)dx$$

As calculated by Santander-Chile, VaR is an estimate of the expected maximum loss in the market value of a given portfolio over a one-day horizon at a one-tailed 99.00% confidence interval. It is the maximum one-day loss that Santander-Chile would expect to suffer on a given portfolio 99.00% of the time, subject to certain assumptions and limitations discussed below. Conversely, it is the figure that Santander-Chile would expect to exceed only 1.0% of the time. VaR provides a single estimate of market risk that is comparable from one market risk to the other. Volatility is calculated utilizing 520 historical observations. A one-day holding period is utilized.

Santander-Chile uses VaR estimates to alert senior management whenever the statistically expected losses in its trading portfolio and net foreign currency position exceed prudent levels. Limits on VaR are used to control exposure on the local currency fixed-income trading portfolio and the net foreign currency position. Santander-Chile’s trading portfolio is mainly comprised of government bonds, mortgage finance bonds and mortgage finance bonds issued and held by Santander-Chile. The net foreign currency position includes all assets and liabilities in foreign currency (principally U.S. dollars) including forward contracts used to hedge positions. A daily VaR is calculated for the trading portfolio and the net foreign currency position. These daily VaRs are monitored and limited by three different methods: “VaR Stop”, “Loss Trigger” and “Stop Loss.”

VaR Stop. VaR Stop constitutes a mixture of risk and performance based on two fundamental parameters: the daily VaR and the monthly results from trading and the net foreign currency position.

VaR Stop = Initial VaR Stop limit - (20% * Monthly loss).

The 20% is calculated based on the assumption that the daily results are independent events and that the daily result is a proxy of the monthly result divided by the square root of 25, considering that there are, on average, 25 business days in a month. VaR Stop permits Santander-Chile not only to impose a daily VaR limit but a limit on the accumulated losses that Santander-Chile may incur in a given time period. The monthly loss or gain is the accumulated result from the marking to market of Santander-Chile’s trading portfolio during the month.

The following is an example of how VaR Stop is utilized.

Day	Daily VaR	Daily Result	Monthly Results	Year-to-Date Results	VaR Stop Limit	% Utilization
31-Jan	100	10	20	20	150	67%
1-Feb	120	–	–	20	150	80
2-Feb	110	(30)	(30)	(10)	144	76
3-Feb	130	(80)	(110)	(90)	128(1)	102

(1) Equal to 150 - (20% * (110)).

[Table of Contents](#)

When the initial VaR limit is surpassed, as is the case of February 3, in the example above, the Market Risk and Control Department will report this event to the Chief Executive Officer, the Finance Division and the ALCO. These results are sent on a daily basis to Santander Central Hispano's Global Risk Department and the Finance Division. The ALCO reviews the current status of the VaR Stop limits on a weekly basis.

Loss Trigger. A loss trigger is activated when the accumulated losses in the period, both realized and unrealized, exceed the Loss Trigger limit. The VaR Stop is applicable to limit monthly losses; the Loss Trigger is an additional control over the year-to-date results produced by the trading portfolio and the net foreign currency position. Once the Loss Trigger limit is surpassed, an action plan must be established. This plan will be executed if the Stop Loss level is reached. The Market Risk and Control Department will design the control and follow-up procedures for the Loss Trigger in coordination with Santander Central Hispano's Global Risk Department.

Stop Loss. This is defined as the maximum loss permitted. Once this level is reached, the action plan established at the Loss Trigger stage must be executed and, if necessary, the position must be closed and/or eliminated. The methodology for calculating the Stop Loss is identical to the Loss Trigger. The Stop Loss is activated when the accumulated losses in a period surpass an established amount. While the Loss Trigger is a measure for communicating an excessively risky scenario and for defining the action plan, the Stop Loss results in the elimination of the position and a limitation on the total loss.

The following is an example of how the Loss Trigger and Stop Loss is utilized.

<u>Day</u>	<u>Daily VaR</u>	<u>Monthly Results</u>	<u>Year-to-Date Results</u>	<u>Loss Trigger</u>	<u>% Utilization</u>	<u>Stop Loss</u>	<u>% Utilization</u>
31-Jan	100	20	20	(150)	—	(200)	—
3-Feb	130	(110)	(90)	(150)	60%	(200)	45%
4-Apr	120	(120)	(210)	(150)	140%	(200)	105%

In this case, on April 4, the Loss Trigger and Stop Loss are also activated since not only has the VaR Stop limit been surpassed, but the year-to-date losses activated the Loss Trigger and Stop Loss results.

The actual loss trigger and the stop loss levels are calculated as percentages of the amount budgeted of the expected gains from Santander-Chile's trading portfolio and its net foreign currency position.

Assumptions and Limitations of VaR Model

Our VaR model assumes that changes in the market risk factors have a normal distribution and that the parameters of this joint distribution (in particular, the standard deviation of risk factor changes and the correlation between them) have been estimated accurately. The model assumes that the correlation and changes in market rates/prices included in our historical databases are independent and identically distributed random variables, and provide a good estimate of correlation and rate/price changes in the future.

Our VaR methodology should be interpreted in light of the limitations of our models, which include:

- Changes in market rates and prices may not be independent and identically distributed random variables or have a normal distribution. In particular, the normal distribution assumption may underestimate the probability of extreme market moves.
- The historical data we use in our VaR model may not provide the best estimate of the joint distribution of risk factor changes in the future, and any modifications in the data may be inadequate. In particular, the use of historical data may fail to capture the risk of possible extreme adverse market movements independent of the time range utilized. For example, the use of extended periods of historical data might erroneously lead to an important decrease in volatility especially after the Asian crisis. We typically use 520 historical observations of market data depending on circumstances, but also monitors other ranges of market data in order to be more conservative. However, reliable historical risk factor data may not be readily available for certain instruments in our portfolio.

[Table of Contents](#)

- A one-day time horizon may not fully capture the market risk positions that cannot be liquidated or hedged within one day.
- At present, we compute VaR at the close of business and trading positions may change substantially during the course of the trading day.

Scenario Simulations/Sensitivity Analysis

We measure the interest rate risk of the entire balance sheet and the net foreign currency position, excluding the position considered trading, using scenario simulations. Because of the limitation in VaR methodology, the Group uses scenario simulations to analyze the impact of extreme movements and to adopt policies and procedures in an effort to protect our capital and results against such contingencies. Our non-trading portfolio is comprised of all positions not included in the trading portfolio. Our net foreign currency position includes all positions in a foreign currency.

We use scenario simulations to measure Chilean peso and U.S. dollar interest rate risk of the entire balance sheet and the net foreign currency position. We perform a scenario simulation by calculating the potential loss over the entire balance from an increase (or decrease) of 100 basis points in the entire yield curve in terms of local rates. The same scenario is performed for the net foreign currency position and U.S. dollar interest rates. We set limits as to the maximum loss these types of movements in interest rates can have over our capital and net financial income budgeted for the year.

These limits are calculated according to the formulas discussed below.

Scenario Simulation (Net Financial Income)

To determine the percentage of our budgeted net financial income for the year that is at risk of being lost with a sudden 100 basis point movement in the entire yield curve, we utilize the following equation:

$$\text{Sensitivity} = \sum_{i=1}^n \frac{\text{GAP}_i \times \text{Dr} \times (365-t_i)}{365}$$

n: Number of intervals in which sensitivity is measured.

t_i: Average maturity (or duration) for each interval being measured.

Dr: Change in interest rate. A 100-basis point increase (decrease) in the yield curve is used.

GAP: Difference between assets and liabilities that are sensitive to interest rates for each period.

Scenario Simulation (Capital and Reserves)

To determine the percentage of our capital and reserves that is at risk of being lost with a sudden 100 basis point movement in the entire yield curve, we utilize the following equation:

$$\text{Sensitivity} = \sum_{i=1}^n \text{GAP}_i \times \text{Dr} \times (\text{Dm}_i)$$

n: Number of intervals in which sensitivity is measured.

Dm_i: Modified duration for interval i.

Dr: Change in interest rate. A 100-basis point increase (decrease) in the yield curve is used.

GAP: Difference between assets and liabilities that are sensitive to interest rates for each period.

[Table of Contents](#)

Consolidated limits:

To determine the consolidated limit, the foreign currency limit is added to the local currency limit for both the net financial income loss limit and the loss limit over capital and reserves using the following formula:

$$\text{Consolidated limit} = \text{Square root of } a^2 + b^2 + 2ab$$

a: limit in local currency.

b: limit in foreign currency.

Since correlation is assumed to be 0. $2ab = 0$.

Assumptions and Limitations of Scenario Simulations/Sensitivity Analysis

The most important assumption is the usage of a 100 basis point shift in the yield curve. We use a 100 basis point shift since a sudden shift of this magnitude is considered realistic, but not an everyday occurrence given historical movements in the yield curve, and significant in terms of the possible effects a shift of this size could have on our performance. The Global Risk Department in Spain has also set comparable limits by country in order to be able to compare, monitor and consolidate market risk by country in a realistic and orderly manner.

Our scenario simulation methodology should be interpreted in light of the limitations of our models, which include:

- The scenario simulation assumes that the volumes remain on balance sheet and that they are always renewed at maturity, omitting the fact that credit risk considerations and pre-payments may affect the maturity of certain positions.
- This model assumes an equal shift throughout the entire yield curve and does not take into consideration different movements for different maturities.
- The model does not take into consideration the sensitivity of volumes to these shifts in interest rates.
- The limits to the loss of the budgeted financial income is calculated over an expected financial income for the year which may not be obtained, signifying that the actual percentage of financial income at risk could be higher than expected.

Volume Limits

In order not to depend solely on the VaR model to measure market risk, we have also developed Volume Limits which place a cap on the actual size of the different portfolios being controlled.

Fixed Income: Volume-Equivalent. This system is considered to be an additional limit to the size of our trading portfolio. This measure seeks to homogenize the different instruments in our fixed income trading portfolio and convert the portfolio into a single instrument of known duration. Santander-Chile limits the size of this volume-equivalent portfolio. The equivalent instrument is assumed to have a duration of one year. The equivalent volume is calculated by the Market Risk and Control Department and limits are set by the ALCO with respect to size of the volume-equivalent portfolio.

Net Foreign Currency Position: Maximum Net Position. We also set an absolute limit to the size of Santander-Chile's net foreign currency position. As of December 31, 2004, this was equal to US\$200 million. This limit is a useful measure in limiting our exposure to foreign exchange and interest rate risk, especially in periods of lower volatility and low daily VaR levels. The limit to the size of the net foreign currency position is determined by the ALCO and is calculated and monitored by the Market Risk and Control Department.

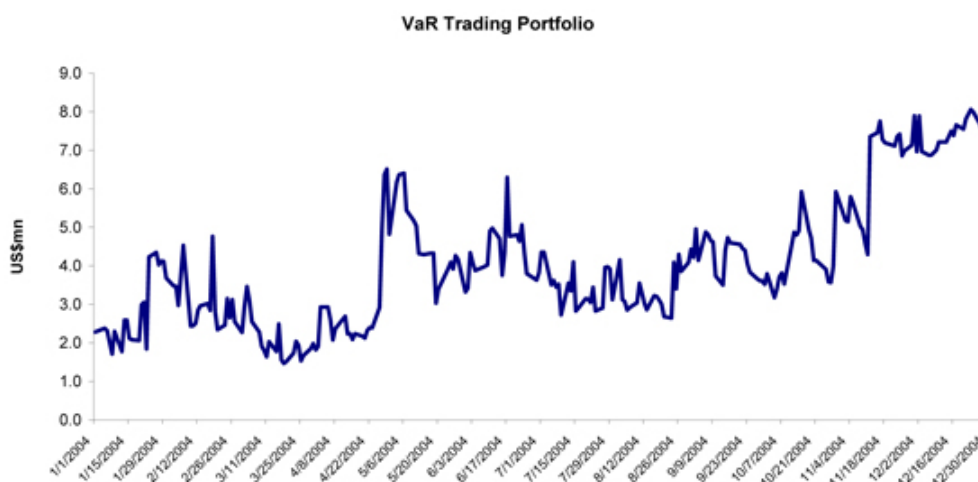
Trading Portfolio

Trading Activities (VaR Model)

The Finance Division manages trading activities following the guidelines set by the ALCO and Banco Santander Central Hispano’s Global Risk Department. The Market Risk and Control Department’s activities consist of (i) applying VaR techniques (as discussed above) to measure interest rate risk; (ii) marking to market our trading portfolios and measuring daily profit and loss from trading activities; (iii) comparing actual trading VaR and other limits against the established limits; (iv) establishing control procedures for losses in excess of such limits; and (v) providing information about trading activities to the ALCO, other members of senior management, the Finance Division and Banco Santander Central Hispano’s Global Risk Department.

Under Chilean GAAP, a bank must separate its financial investment portfolio between “trading” and “permanent” investment portfolios. Under Chilean GAAP, the unrealized holding gains (losses) related to investments classified as permanent have been included in equity. The size of the permanent portfolio is limited to an amount equal to such bank’s capital. Any amount above this must be considered as “trading”; the unrealized gains (losses) related to investments classified as “trading” are included in operating results. The ALCO, in order to be conservative, has limited even further the Finance Division’s actual trading portfolio. This portfolio is a sub-set of the portfolio defined as “trading” for accounting purposes and is denominated “*Cartera de Negociación*” The market risk of this portfolio is measured using a VaR technique to measure interest rate risk. The composition of this portfolio mainly consisted of Central Bank bonds, mortgage bonds and low risk Chilean corporate bonds issued locally.

Trading: Quantitative Disclosures about Market Risk: VaR



For Santander-Chile’s trading portfolio, the average, high and low amounts of the VaR in 2004 were the following:

Trading Portfolio	Daily VaR in Ch\$ million	Daily VaR in US\$ million
High	4,913	8.06
Low	896	1.47
Average	2,463	4.04

The average exchange rate in this period was Ch\$609.55 per dollar.

Foreign Currency Positions (VaR and Sensitivity Analysis/Scenario Simulations)

Our foreign currency position includes all of our non-trading assets and liabilities in foreign currency, including derivatives that hedge certain foreign currency mismatches. The Finance Division manages our net foreign currency position following the guidelines approved by the ALCO and Santander Central Hispano's Global Risk Department. In carrying out its market risk management, the Finance Division manages the foreign exchange rate risk arising from mismatches between investments and the funding thereof that arise from differences in amounts and currencies. The Market Risk and Control Department uses a VaR model to monitor and measure the exchange rate risk of our net foreign currency position, which includes trading and non-trading activities. The Market Risk and Control Department uses scenario simulations, to measure the interest rate risk of our net foreign currency position.

Foreign Currency Position: Quantitative Disclosures about Market Risk: VaR

For our net foreign currency position, the average, high and low of the VaR in 2004 were the following:

<u>Foreign Currency Position</u>	<u>Daily VaR in Ch\$ million</u>	<u>Daily VaR in US\$ million</u>
High	2,286	3.75
Low	12	0.02
Average	536	0.88

The average exchange rate in this period was Ch\$609.55 per dollar.

Foreign Currency Position: Quantitative Disclosures about Market Risk: Scenario Simulations

For our net foreign currency position, any loss caused by a 100 basis point shift in U.S. dollar interest rates cannot be greater than US\$45 million of equity and US\$30 million of budgeted net interest income. These limits are internally imposed limits set by the ALCO.

100 Basis Point Shift US\$ million	Net Foreign Currency Position	
	Financial Income	Capital and Reserves
Loss Limit in 2004	30.0	45
At December 31, 2004	0.6	28.5
Average 2004	1.4	10.4

Local Currency Activities: Quantitative Disclosures about Market Risk: Scenario Simulations

Our local currency activities include all positions in the balance sheet in local currency that are not considered to be trading (“*Cartera de Gestión*”) instruments denominated in nominal or inflation-indexed Chilean pesos. This includes financial investments. The Finance Division manages the risk management of non-trading positions under guidelines approved by the ALCO and Banco Santander Central Hispano’s Global Risk Department. In carrying out its market risk management functions, the Finance Division manages interest rate risk that arises from any mismatches with respect to rates, maturities, repricing periods, notional amounts or other mismatches between our interest-earning assets and our interest-bearing liabilities.

The Market Risk and Control Department: (i) applies scenario simulations (as discussed below) to measure the interest rate risk of the local currency activities and the potential loss as forecast by these simulations; and (ii) provides the ALCO, the Finance Division and Banco Santander Central Hispano’s Global Risk Department with risk/return reports.

Local Currency Non-Trading Activities: Quantitative Disclosures Market Risk: Scenario Simulations

The potential loss in the market value of our local currency balance sheet resulting from a 100 basis point shift in the yield curve was set at approximately Ch\$60,000 million of equity in 2004. In September of 2004 this limit was increased to Ch\$80,000 million as the economic situation continued to improve and demand for longer term financing increased, especially mortgage lending. By December 2004 the Bank was above this internally set limit as the mortgage portfolio continued to increase at a rapid pace. Despite this, the consolidated limit that includes the sensitivity of the foreign currency non-trading portfolio marginally surpassed the limits set by the ALCO and the Bank remained below similar regulatory measurements defined by the Central Bank (see Consolidated limits). The Bank also issued long-term senior and subordinated bonds in December of 2004 to confront this situation. At the same time, the variation in net interest income caused by the 100 basis point shift of the local yield curve cannot be greater than Ch\$20,000 million. This limit is internally set by the ALCO. The following table, which contemplates a 100 basis point shift in the relevant interest rate, indicates that Santander-Chile was within the limits established in 2004.

100 Basis Point Shift Ch\$ million	Local Currency Non-Trading Portfolio	
	Financial Income	Capital and Reserves
Loss limit	20,000	80,000
At December 31, 2004	6,037	93,029
Average 2004	2,212	60,003

[Table of Contents](#)

Consolidated Limits (Sensitivity Analysis)

Finally, Santander-Chile measures the interest rates risk using a sensitivity analysis of the combined local currency and foreign currency non-trading portfolios.

Consolidated Limits: Quantitative Disclosures about Market Risk: Scenario Simulations

We track a consolidated indicator in order to assess of the total interest rate risk to which we are exposed in terms of equity at risk and financial income at risk. The consolidated loss limit for equity at risk was set at Ch\$70,000 million in the nine-month period ended September 30, 2004 and after that it was set at Ch\$90,000 million. The net financial income at risk limit was set at Ch\$30,000 million in 2004. The consolidated limit is an internally imposed limit set by the ALCO and Santander Central Hispano's Global Risk Department.

100 Basis Point Shift Ch\$ million	Consolidated	
	Financial Income	Capital and Reserves
Loss limit	30,000	90,000
At December 31, 2004	6,049	94,000
Average 2004	2,395	60,618

Central Bank Gap Requirements

The Central Bank also has implemented regulations regarding the size of asset and liability gaps. The interest rate gap between assets and liabilities in local and foreign currency cannot exceed 8% of a bank's regulatory capital. As of December 31, 2004, our interest rate gap calculated according to this methodology was 7.16% of regulatory capital and reserves.

In order to measure this Gap, we are required to construct the following table:

Period	Gap	Change in interest rate	Sensitivity factor	Net Variation
Up to 30 days	A-L	100 bp	—	(1*2*3)
31 days to 3 months	A-L	100	0.15	(1*2*3)
3 mths-6mths	A-L	100	0.34	(1*2*3)
6mths-1 year	A-L	100	0.68	(1*2*3)
1-2 years	A-L	100	1.3	(1*2*3)
2-3 years	A-L	75	2.04	(1*2*3)
3-4 years	A-L	75	2.69	(1*2*3)
4-5 years	A-L	75	3.27	(1*2*3)
5-7 years	A-L	75	3.99	(1*2*3)
7-10 years	A-L	75	4.89	(1*2*3)
10-15 years	A-L	75	5.69	(1*2*3)
15-20 years	A-L	75	5.95	(1*2*3)
> 20 years	A-L	75	5.95	(1*2*3)
Total				S (1*2*3) =<8% of Regulatory Capital

Liquidity Management

The Central Bank also requires us to comply with the following liquidity limits:

- The sum of the liabilities with a maturity of less than 30 days cannot exceed the sum of the assets with maturity of 30 days by more than an amount greater than twice our capital.

[Table of Contents](#)

As of December 31, 2004 ours was as follows:

<u>30 day liquidity limit</u>	<u>Total</u>
As of December 31, 2004	(43)%

- The sum of the liabilities with a maturity of less than 90 days cannot exceed the sum of the assets with a maturity of less than 90 days by more than 2 times a bank's capital. This limit must be calculated in local currency and foreign currencies together as one gap.

<u>90 day liquidity limit</u>	<u>Total</u>
As of December 31, 2004	(80)%

We have also set internal liquidity limits. The Market Risk Control Department measures two other liquidity indicators:

1. Net accumulated liquidity ratio (NALR):

Local Currency NALR

$S ((\text{Assets with maturity up to 30 days}) - (\text{Liabilities with maturity up to 30 days})) \geq \text{Ch\$0}$

$S (\text{Liabilities with maturity up to 30 days})$

<u>NALR (Total)</u>	<u>NALR Ch\$ million</u>
At December 31, 2004	-265,619
Average 2004	60,612

2. Liquidity coefficient (LC):

$\text{Liquid assets (at liquidation value)} / (\text{Total liabilities} - \text{capital} + \text{contingent}) \geq 2\%$

<u>LC</u>	<u>Local currency</u>	<u>Foreign currency</u>
At December 31, 2004	(6.5)%	(28.1)%
Average 2004	6.1%	9.5%

Other Subsidiaries

For VaR measurements and scenario simulations, our trading and non-trading portfolios and the net foreign currency position do not consolidate the asset-liability structure of the following subsidiaries:

- Santiago Leasing S.A.
- Santiago Corredores de Bolsa Ltda.
- Santander Santiago S.A. Administradora General de Fondos
- Santander Santiago S.A. Sociedad Securitizadora
- Santander Santiago Corredora de Seguros Santander Ltda.

The balance sheets of these subsidiaries are mainly comprised of non-sensitive assets and liabilities, fixed assets and capital and in total only represent 0.7% of our total consolidated assets.

Risks Associated with Santiago Leasing

On December 17, 2004 Santiago Leasing S.A., cedes through public deed a total of UF 3,041,102 in bonds to Banco Santander Chile. As of December 31, 2004, this figure is included in Santander bonds. As a counterpart to the debt assumed by the Bank, Santiago Leasing S.A. sold on December 20, 2004 leasing contracts worth UF 1,039,048.37 and paid the difference of UF 2,002,054.16 in December 2004. As a result of this transaction, the majority of the leasing business has been transferred to the Bank and thus reducing the relative size of Santiago Leasing.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

As of December 31, 2004, the Bank, under the supervision and with the participation of the Bank management, including the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the effectiveness of the Bank's disclosure controls and procedures. The Bank's management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature can provide only reasonable assurance regarding management's control objectives. Based on this evaluation, the Bank's Chief Executive Officer and Chief Financial Officer concluded that the Bank's disclosure controls and procedures are effective at the reasonable assurance level for gathering, analyzing and disclosing the information the Bank is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms.

There has been no change in the Bank's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the Bank's internal control over financial reporting.

We believe that two of the members of our Audit Committee, Benigno Rodríguez Rodríguez and Víctor Arbulú Crousillat, meet the requirements of an "audit committee financial expert" set forth in Item 16A of Form 20-F. In addition, all three members of our Audit Committee have experience overseeing and assessing the performance of Santander-Chile and its consolidated subsidiaries and our external auditors with respect to the preparation, auditing and evaluation of our consolidated financial statements.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

We believe that two out of the three members of the Audit Committee meet the requirements of an "audit committee financial expert" in accordance with SEC rules and regulations, in that they have an understanding of Chilean GAAP, the ability to assess the general application of Chilean GAAP in connection with the accounting for estimates, accruals and reserves, experience analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by our consolidated financial statements, an understanding of internal controls over financial reporting, and an understanding of audit committee functions. All three members of our Audit and Control Committee have experience overseeing and assessing the performance of Santander-Chile and its consolidated subsidiaries and our external auditors with respect to the preparation, auditing and evaluation of our consolidated financial statements.

ITEM 16B. CODE OF ETHICS

The Bank has adopted a code of ethics that is applicable to all of the Bank's employees and a copy is included as an exhibit hereto.

[Table of Contents](#)

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Amounts paid to the auditors for statutory audit and other services were as follows:

	2003 MCh\$	2004 MCh\$
Audit Services		
- Statutory audit	356	535
- Audit-related regulatory reporting	—	—
Tax Fees		
- Compliance Services	—	—
- Advisory Services	—	—
All Other Services	—	—
Total	356	535

Statutory audit: Consists of fees billed for professional services rendered for the audit of our consolidated financial statements that are provided by PricewaterhouseCoopers in connection with statutory and regulatory filings or engagements, and attest services.

Audit-related regulatory reporting: Consists of fees billed for assurance and related services that are specifically related to the performance of the audit and review of our filings under the 1933 Act.

Auditors are pre-approved by the Audit committee. The selection of external auditors is subject to approval by shareholders at the Annual Shareholders' Meeting. All proposed payments have been presented to our Audit Committee, which has determined that they are reasonable and consistent with internal policies.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES.

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

In 2004, neither Santander-Chile nor any of its affiliates purchased any of Santander-Chile's equity securities.

PART III**ITEM 17. FINANCIAL STATEMENTS**

We have responded to Item 18 in lieu of this item.

ITEM 18. FINANCIAL STATEMENTS

Reference is made to Item 19 for a list of all financial statements filed as a part of this Annual Report.

ITEM 19. EXHIBITS**(a) Index to Financial Statements**

	Page
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets at December 31, 2003 and 2004	F-3
Consolidated Statements of Income for each of the three years ended December 31, 2004	F-5
Consolidated Statements of Cash Flows for each of the three years ended December 31, 2004	F-6
Consolidated Statements of Shareholders' Equity for each of the three years ended December 31, 2004	F-7
Notes to the Audited Consolidated Financial Statements	F-8

(b) Index to Exhibits:

Exhibit Number	Description
1A.1	Restated Articles of Incorporation of Santander-Chile (Spanish Version) (incorporated by reference to our Registration Statement on Form F-4 (Registration No. 333-100975) filed with the Commission on December 12, 2002).
1A.2	Restated Articles of Incorporation of Santander-Chile (English Version) (incorporated by reference to our Registration Statement on Form F-4 (Registration No. 333-100975) filed with the Commission on December 12, 2002).
1B.1	Amended and Restated By-Laws (<i>estatutos</i>) of Santander-Chile (Spanish Version)
1B.2	Amended and Restated By-Laws (<i>estatutos</i>) of Santander-Chile (English Version)
2A.1	Form of Amended and Restated Deposit Agreement, dated August 1, 2002, among Banco Santander-Chile (formerly known as Banco Santiago), the Bank of New York (as depository) and Holders of American Depositary Receipts (incorporated by reference to our Registration Statement on Form F-6 No. 333-97303, filed with the Commission on July 26, 2002).
2A.2	Form of Foreign Investment Contract among Banco Santiago, JPMorgan Chase Bank and the Central Bank of Chile relating to the foreign exchange treatment of an investment in ADSs (accompanied by an English translation) (Incorporated by reference to our Registration Statement on Form F-1 (Registration No. 333-7676) filed with the Commission on October 23, 1997).
2A.3	Copy of the Central Bank Chapter XXVI Regulations Related to the Acquisition of Shares in Chilean Corporations and the Issuance of Instrument on Foreign Stock Exchanges or under Other Terms and Conditions of Issue (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).

Table of Contents

<u>Exhibit Number</u>	<u>Description</u>
2A.4	Press release by Central Bank eliminating exchange restrictions (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.1	Program Agreement and Offering Circular for Santander-Chile's U.S. \$300 million Euro Medium Term Note Program (incorporated by reference to Santander-Chile's Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.2	Indenture for 6 1/2 % subordinated notes dated as of October 15, 1998 between Santander-Chile and Bankers Trust Company, as trustee (incorporated by reference to Santander-Chile's Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.3	First Supplemental Indenture for 6 1/2 % subordinated notes dated as of October 15, 1998 between Santander-Chile and Bankers Trust Company, as trustee (incorporated by reference to Santander-Chile's Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.4	Agreement for the Issuance of Bonds dated November 26, 1996 between Santander-Chile and Banco Security (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
2B.5	Agreement for the Issuance of Subordinated Bonds dated November 26, 1996 between Santander-Chile and Banco Security (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.1	Resolution of the Shareholders' Meeting of the former Santander-Chile of June 10, 1996, authorizing the Merger with Osorno (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.2	Resolution of the Shareholders' Meeting of Osorno of June 10, 1996, authorizing the Merger with the former Santander-Chile (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.3	Share Purchase Promise Agreement dated April 11, 1996 between Santander-Chile and the Former Osorno Control Group (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.4	Share Purchase Agreement dated November 11, 1996 between Santander-Chile and the Former Osorno Control Group (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.5	Automatic Teller Machines Participation Agreement dated October 1, 1988 between Banco Español-Chile (predecessor to Santander-Chile) and REDBANC (accompanied by an English translation) (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).

Table of Contents

<u>Exhibit Number</u>	<u>Description</u>
4A.6	Stock Purchase Agreement relating to Santander Insurance dated July 2, 1998 among Santander Chile Holding, Soince S.A. and Santander-Chile (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1998 (File No. 1-13448) filed with the Commission on June 15, 1999).
4A.7	Share Buyout and Release of Preferential Options Agreement relating to Santander Securitization dated October 28, 1998 between Santander Chile Holding and Santander-Chile (incorporated by reference to Santander-Chile's Annual Report for the fiscal year ended December 31, 1998 (File No. 1-13448) filed with the Commission on June 15, 1999).
4A.8	Outsourcing agreement between Banco Santiago and IBM de Chile S.A.C. dated June 30, 2000 (including English summary) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2000) (File No. 1-4554) filed with the Commission on December 31, 2000.
4A.9	Systems and Technology Service and Consulting Agreement between Santander-Chile and ALTEC dated December 30, 2003 (English translation) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2003) (File No. 1-14554) filed with the Commission on December 31, 2004.
7.1	Statement explaining Calculation of Ratios (incorporated by reference to Santander-Chile's Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
8.1	List of Subsidiaries.
11.1	Code of Conduct for Executive Personnel of Banco Santander-Chile and Subsidiaries.
11.2	Code of Conduct for all Grupo Santander Personnel.
12.1	Section 302 Certification by the Chief Executive Officer.
12.2	Section 302 Certification by the Chief Financial Officer.
13.1	Section 906 Certification.

We will furnish to the Securities and Exchange Commission, upon request, copies of any unfiled instruments that define the rights of holders of long-term debt of Banco Santander-Chile.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

BANCO SANTANDER-CHILE

By: /s/ Gonzalo Romero A.

Name: Gonzalo Romero A.

Title: General Counsel

Date: June 30, 2005.

[Table of Contents](#)

BANCO SANTANDER CHILE

Consolidated financial statements as of
December 31, 2003 and 2004 and for each of the three
years ended December 31, 2004

PRICEWATERHOUSECOOPERS 

BANCO SANTANDER CHILE
CONSOLIDATED FINANCIAL STATEMENTS
CONTENTS

	<u>Page</u>
Report of independent registered public accounting firm	F-2
Audited consolidated financial statements:	
Consolidated balance sheets at December 31, 2003 and 2004	F-3
Consolidated statements of income for each of the three years ended December 31, 2004	F-5
Consolidated statements of cash flows for each of the three years ended December 31, 2004	F-6
Consolidated statements of shareholders' equity for each of the three years ended December 31, 2004	F-7
Notes to the consolidated financial statements	F-8
Ch\$ - Chilean pesos	
MCh\$ - Millions of Chilean pesos	
US\$ - United States dollars	
ThUS\$ - Thousands of United States dollars	
UF - A UF is a daily-indexed, peso-denominated monetary unit. The UF rate is set daily in advance based on the previous month's inflation rate.	



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Banco Santander Chile

We have audited the accompanying consolidated balance sheets of Banco Santander Chile (formerly Banco Santiago) and its subsidiaries (the "Bank") as of December 31, 2003 and 2004 and the related consolidated statements of income, of cash flows and of shareholders' equity for each of the three years ended December 31, 2004, all expressed in millions of constant Chilean pesos. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Chile and the Standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Banco Santander Chile (formerly Banco Santiago) and its subsidiaries as of December 31, 2003 and 2004 and the results of their operations and their cash flows for each of the three years ended December 31, 2004, in conformity with accounting principles generally accepted in Chile and the rules of the regulatory agencies referred to in Note 1.

Accounting principles generally accepted in Chile vary in certain important respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 27 to the consolidated financial statements.

/s/ PricewaterhouseCoopers

Santiago, Chile
June 28, 2005

BANCO SANTANDER CHILE**CONSOLIDATED BALANCE SHEETS**

Adjusted for general price-level changes and expressed
in millions of constant Chilean pesos (MCh\$) of
December 31, 2004 and thousands of US dollars (ThUS\$)

	At December 31,		
	2003	2004	2004
	MCh\$	MCh\$	ThUS\$ Unaudited (Note 1q)
ASSETS			
CASH AND DUE FROM BANKS (Note 3)			
Non-interest bearing	922,937	769,609	1,374,719
Interbank deposits-interest bearing	85,536	178,640	319,097
Total cash and due from banks	1,008,473	948,249	1,693,816
INVESTMENTS (Note 4)			
Government securities	601,323	938,681	1,676,725
Investments under agreements to resell	44,656	23,660	42,265
Other financial investments	726,588	454,508	811,868
Investment collateral under agreements to repurchase	588,508	572,637	1,022,877
Total investments	1,961,075	1,989,486	3,553,735
LOANS, NET (Note 5)			
Commercial loans	2,574,666	3,151,927	5,630,150
Consumer loans	796,465	1,079,913	1,929,002
Mortgage loans	1,530,866	921,029	1,645,194
Foreign trade loans	443,327	494,527	883,352
Interbank loans	146,573	130,983	233,969
Lease contracts (Note 6)	442,654	502,221	897,096
Other outstanding loans	849,129	1,337,177	2,388,541
Past due loans	174,313	131,068	234,121
Contingent loans	849,581	870,794	1,555,461
Allowance for loan losses (Note 7)	(172,398)	(173,286)	(309,533)
Total loans, net	7,635,176	8,446,353	15,087,353
OTHER ASSETS			
Bank premises and equipment, net (Note 8)	214,215	213,869	382,025
Assets received in lieu of payment	40,323	30,976	55,331
Assets to be leased	33,735	18,467	32,987
Investments in other companies (Note 9)	4,999	4,891	8,737
Other (Note 10)	293,257	418,237	747,076
Total other assets	586,529	686,440	1,226,156
TOTAL ASSETS	11,191,253	12,070,528	21,561,060

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

BANCO SANTANDER CHILE**CONSOLIDATED BALANCE SHEETS**

Adjusted for general price-level changes and expressed
in millions of constant Chilean pesos (MCh\$) of
December 31, 2004 and thousands of US dollars (ThUS\$)

	At December 31,		
	2003	2004	2004
	MCh\$	MCh\$	ThUS\$ Unaudited (Note 1q)
LIABILITIES AND SHAREHOLDERS' EQUITY			
DEPOSITS			
Non-interest bearing			
Current accounts	1,148,945	1,288,470	2,301,538
Banker's drafts and other deposits	906,437	991,209	1,770,555
Total non-interest bearing	2,055,382	2,279,679	4,072,093
Interest bearing			
Saving accounts and time deposits	3,608,368	4,467,586	7,980,255
Total deposits	5,663,750	6,747,265	12,052,348
OTHER INTEREST BEARING LIABILITIES (Note 11)			
Chilean Central Bank borrowings			
Credit lines for renegotiations of loans	12,775	9,324	16,656
Other Central Bank borrowings	350,976	329,047	587,762
Total Chilean Central Bank borrowings	363,751	338,371	604,418
Investments under agreements to repurchase	476,876	432,797	773,086
Mortgage finance bonds	1,315,225	958,450	1,712,038
Other borrowings			
Bonds	263,642	357,619	638,799
Subordinated bonds	398,014	530,666	947,906
Borrowings from domestic financial institutions	36,688	28,738	51,334
Foreign borrowings	554,167	478,259	854,293
Other obligations	66,459	39,782	71,061
Total other borrowings	1,318,970	1,435,064	2,563,393
Total other interest bearing liabilities	3,474,822	3,164,682	5,652,935
OTHER LIABILITIES			
Contingent liabilities (Note 10)	850,380	872,474	1,558,462
Other (Note 10)	158,585	253,074	452,055
Total other liabilities	1,008,965	1,125,548	2,010,517
CONTINGENCIES AND COMMITMENTS (Note 22)			
MINORITY INTEREST	1,093	1,279	2,283
Total liabilities	10,148,630	11,038,774	19,718,083
SHAREHOLDERS' EQUITY (Note 14)			
Capital and reserves	830,515	832,959	1,487,878
Net income for the year	212,108	198,795	355,099
Total shareholders' equity	1,042,623	1,031,754	1,842,977
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	11,191,253	12,070,528	21,561,060

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

BANCO SANTANDER CHILE**CONSOLIDATED STATEMENTS OF INCOME**Expressed in millions of constant Chilean pesos (MCh\$) of
December 31, 2004 and thousands of US dollars (ThUS\$)

	Year ended December 31,			
	2002	2003	2004	2004
	MCh\$	MCh\$	MCh\$	ThUS\$ Unaudited (Note 1q)
INTEREST REVENUE AND EXPENSE				
Interest revenue	1,067,232	628,778	783,663	1,399,823
Interest expense	(529,832)	(318,586)	(315,328)	(563,257)
Net interest revenue	537,400	310,192	468,335	836,566
PROVISION FOR LOAN LOSSES (Note 7)	(94,359)	(103,853)	(128,734)	(229,952)
FEES AND INCOME FROM SERVICES (Note 16)				
Fees and other services income	129,031	140,408	148,350	264,991
Fees and other services expenses	(23,359)	(25,795)	(26,739)	(47,762)
Total fees income and expenses from services, net	105,672	114,613	121,611	217,229
OTHER OPERATING INCOME				
Gains from trading activities	98,960	109,255	111,053	198,369
Losses from trading activities	(68,263)	(81,120)	(74,436)	(132,962)
Foreign exchange transactions, net	(26,217)	155,726	7,638	13,643
Other operating income	8,471	8,140	10,882	19,438
Other operating expenses	(27,248)	(28,545)	(35,300)	(63,055)
Total other operating income (loss)	(14,297)	163,456	19,837	35,433
OTHER INCOME AND EXPENSES				
Recovery of loans previously written off (Note 19)	26,003	34,762	47,980	85,705
Non-operating income (Note 17)	21,844	20,217	33,619	60,052
Non-operating expenses (Note 17)	(81,177)	(19,705)	(38,031)	(67,933)
Income attributable to investments in other companies (Note 9)	457	1,710	537	961
Minority interest	(189)	(164)	(183)	(328)
Total other income and expenses	(33,062)	36,820	43,922	78,457
OPERATING EXPENSES				
Personnel salaries and expenses	(152,615)	(129,293)	(133,009)	(237,588)
Administrative and other expenses	(103,417)	(86,014)	(96,543)	(172,451)
Depreciation and amortization	(40,713)	(41,158)	(38,725)	(69,173)
Total operating expenses	(296,745)	(256,465)	(268,277)	(479,212)
NET LOSS FROM PRICE-LEVEL RESTATEMENT (Note 24)	(13,474)	(7,893)	(11,983)	(21,404)
INCOME BEFORE INCOME TAXES				
Income taxes (Note 21)	(28,382)	(44,762)	(45,916)	(82,018)
Net income for the year	162,753	212,108	198,795	355,099

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

BANCO SANTANDER CHILE

CONSOLIDATED STATEMENTS OF CASH FLOWS

Expressed in millions of constant Chilean pesos (MCh\$) of
December 31, 2004 and thousands of US dollars (ThUS\$)

	Year ended December 31,			
	2002	2003	2004	2004
	MCh\$	MCh\$	MCh\$	ThUS\$ Unaudited (Note 1q)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income	162,753	212,108	198,795	355,100
Items that do not represent cash flows:				
Provision for loan losses	94,359	103,853	128,734	229,952
Depreciation and amortization	40,713	41,158	38,725	69,173
Market value of financial investments (trading portfolio)	(3,513)	5,293	(634)	(1,132)
(Gain) loss on sales of bank premises and equipment	(258)	155	(194)	(347)
Gain on sales of goods received in lieu of payment	(16,315)	(5,537)	(4,279)	(7,642)
Net change in other assets and other liabilities	(76,456)	(39,144)	(67,607)	(120,763)
Share of profit in equity method investments	(457)	(1,711)	(538)	(959)
Minority interest	189	164	183	328
Write-offs of assets received in lieu of payment	10,959	12,713	20,933	37,391
Net change in interest accruals	58,670	(59,974)	55,933	99,910
Price-level restatement	13,474	7,893	11,983	21,405
Others	88,139	21,138	15,547	27,769
NET CASH PROVIDED BY OPERATING ACTIVITIES	372,257	298,109	397,581	710,185
CASH FLOWS FROM INVESTING ACTIVITIES				
Net (increase) decrease in loans	595,919	345,079	(1,026,754)	(1,834,046)
Net change of assets received in lieu of payment	37,806	38,857	41,749	74,575
Purchases of bank premises and equipment	(16,196)	(17,095)	(18,913)	(33,783)
Investment in other companies	(100)	—	(292)	(522)
Sales of investments in companies	—	10	—	—
Net change in other financial investments	139,748	86,635	(14,611)	(26,100)
Proceeds from sales of bank premises and equipment	14,927	4,989	728	1,300
Dividends received from equity method investments	327	4,292	895	1,598
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	772,431	462,767	(1,017,198)	(1,816,978)
CASH FLOWS FROM FINANCING ACTIVITIES				
Net increase in current accounts	131,326	10,214	132,472	236,629
Net increase (decrease) in savings accounts and time deposits	(981,551)	(615,482)	688,693	1,230,182
Net increase (decrease) in bankers' drafts and other deposits	(10,879)	99,146	67,876	121,243
Net increase (decrease) in investments under agreements to repurchase	(24,724)	(173,288)	36,255	64,762
Increase in mortgage finance bonds	305,451	280,589	68,219	121,857
Repayments of mortgage finance bonds	(281,630)	(590,034)	(388,217)	(693,454)
Proceeds from bond issues	—	—	391,726	699,723
Repayments of bond issues	(97,283)	(72,422)	(147,041)	(262,654)
Short-term funds borrowed	(230,999)	3,884	96,280	171,980
Short-term borrowings repaid	189,882	(75,461)	(416,049)	(743,171)
Proceeds from issuance of long-term borrowings	20,743	193,124	(87,152)	(155,676)
Central Bank borrowings	—	344,735	326,924	583,970
Dividends paid	(224,946)	(160,143)	(212,278)	(379,183)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(1,204,610)	(755,138)	557,708	996,208
EFFECT OF PRICE – LEVEL RESTATEMENT ON CASH AND DUE FROM BANKS	(192)	(9,309)	1,685	3,010
NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS	(60,114)	(3,571)	(60,224)	(107,575)
CASH AND DUE FROM BANKS, BEGINNING OF YEAR	1,072,158	1,012,044	1,008,473	1,801,391
CASH AND DUE FROM BANKS, END OF YEAR	1,012,044	1,008,473	948,249	1,693,816

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

BANCO SANTANDER CHILE

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Expressed in millions of constant Chilean pesos (MCh\$) of December 31, 2004
(except for number of shares)

	Number of shares	Paid-in share Capital	Legal reserve	Financial investment reserve	Net income for the year	Total
	Millions	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Banco Santiago	98,934.2	402,857	14,446	2,922	118,764	538,989
Merger of Banco Santander-Chile	89,511.9	273,049	84,791	3,820	92,092	453,752
Balances at January 1, 2002 (historical)	188,446.1	675,906	99,237	6,742	210,856	992,741
Retained earnings		—	210,856	—	(210,856)	—
Dividend paid		—	(210,856)	—	—	(210,856)
Price-level restatement		20,015	2,606	—	—	22,621
Unrealized gains in financial investments classified as permanent		—	—	1,384	—	1,384
Net income for the year		—	—	—	157,315	157,315
Balances as of December 31, 2002	188,446.1	695,921	101,843	8,126	157,315	963,205
Restatement of December 31, 2002 balances to December 31, 2004 constant pesos	188,446.1	719,974	105,363	8,407	162,753	996,497
Balances at January 1, 2003 (historical)	188,446.1	695,921	101,843	8,126	157,315	963,205
Retained earnings		—	157,315	—	(157,315)	—
Dividend paid		—	(157,315)	—	—	(157,315)
Price-level restatement		6,630	3,520	—	—	10,150
Unrealized losses in financial investments classified as permanent		—	—	(5,623)	—	(5,623)
Net income for the year		—	—	—	206,975	206,975
Balances as of December 31, 2003	188,446.1	702,551	105,363	2,503	206,975	1,017,392
Restatement of December 31, 2003 balances to December 31, 2004 constant pesos	188,446.1	719,974	107,976	2,565	212,108	1,042,623
Balances at January 1, 2004 (historical)	188,446.1	702,551	105,363	2,503	206,975	1,017,392
Retained earnings		—	206,975	—	(206,975)	—
Dividend paid		—	(206,975)	—	—	(206,975)
Price-level restatement		17,423	2,448	—	—	19,871
Unrealized gains in financial investments classified as permanent		—	—	2,671	—	2,671
Net income for the year		—	—	—	198,795	198,795
Balances as of December 31, 2004	188,446.1	719,974	107,811	5,174	198,795	1,031,754

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Expressed in millions of constant Chilean pesos (MCh\$)
of December 31, 2004 (except as indicated)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

Banco Santander Chile (formerly Banco Santiago) is a corporation (*sociedad anónima bancaria*) organized under the laws of the Republic of Chile that provides a broad range of general banking services to customer bases covering individuals to major corporations. Banco Santander Chile and its subsidiaries (collectively referred to herein as the “Bank”) offer general commercial and consumer banking services and provide other services, including factoring, collection, leasing, securities and insurance brokerage, mutual and investment funds management and investment banking.

Through resolution No.79 dated July 26, 2002 the Chilean *Superintendencia de Bancos e Instituciones Financieras* (the “Superintendency of Banks”) approved the merger agreed upon by the Extraordinary Shareholders’ Meetings of the former Banco Santander-Chile and Banco Santiago, both held on July 18, 2002.

On August 1, 2002, the legal merger agreed upon by Banco Santiago with former Banco Santander-Chile took place, through the contribution of the assets of the latter to Banco Santiago, which assumed the total liabilities. The merger was accounted for under Chilean GAAP in a manner commonly referred to as a “pooling of interests” on a prospective basis from January 1, 2002. As such, the financial statements of the former Banco Santander-Chile were retroactively combined with those of Banco Santiago at book values at January 1, 2002.

By virtue of the merger, Banco Santiago later changed its name to Banco Santander Chile. The shareholders of the former Banco Santander-Chile became shareholders of the merged bank, receiving 3.55366329 shares of the merged Bank in exchange for each share of the former Banco Santander-Chile. As a result of the merger, as of December 31, 2002 the Bank included MCh\$ 39,964 under Non-operating expenses, corresponding to the consolidated expenses relating to the merger, as described in Note 17. The merger integration process was completed on April 17, 2003.

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Chile and regulations of the Superintendency of Banks, collectively referred to as “Chilean GAAP.” For the convenience of the reader, the consolidated financial statements have been translated into English, certain reclassifications have been made and certain subtotals and clarifying account descriptions have been added.

The Bank has issued its statutory consolidated financial statements in Spanish and in conformity with accounting principles generally accepted in Chile, which include certain notes and additional information required by the Superintendency of Banks for statutory purposes. Management believes that these additional notes and information are not essential for the complete understanding of the consolidated financial statements and, accordingly, these notes and additional information have been excluded from the accompanying financial statements.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The consolidated financial statements include Banco Santander Chile and its majority owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The majority interests of Banco Santander Chile as of December 31, 2003 and 2004 were as follows:

Subsidiary	Percentage Owned					
	2003			2004		
	Direct	Indirect	Total	Direct	Indirect	Total
	%	%	%	%	%	%
Santiago Leasing S.A.	99.50	—	99.50	99.50	—	99.50
Santiago Corredores de Bolsa Ltda.	99.19	0.81	100.00	99.19	0.81	100.00
Santander Santiago S.A. Administradora General de Fondos	99.96	0.04	100.00	99.96	0.04	100.00
Cobranzas y Recaudaciones Ltda. (C y R) (1)	—	—	—	—	—	—
Santiago Factoring Ltda. (2)	—	—	—	—	—	—
Santander S.A. Agente de Valores	99.03	—	99.03	99.03	—	99.03
Santander Administradora de Fondos Mutuos S.A. (3)	—	—	—	—	—	—
Santander Santiago S.A. Sociedad Securitizadora	99.64	—	99.64	99.64	—	99.64
Santander Santiago Corredora de Seguros Ltda.	99.99	—	99.99	99.99	—	99.99

In accordance with accounting principles generally accepted in Chile, the consolidated financial statements do not give retroactive effect to the merger. Note 27 presents the most significant differences between Chilean GAAP and United States Generally Accepted Accounting Principles.

- (1) On October 31, 2003, the subsidiary Cobranzas y Recaudaciones Ltda. (C y R) was sold to America Consulting S.A.
- (2) On December 1, 2003, Santiago Factoring was absorbed by the Banco Santander Chile which assumed its assets and liabilities. No gain or loss was recognized for this transaction as the Bank held a 100% interest in Santander Factoring before the merger.
- (3) On April 25, 2003, Santander Administradora de Fondos Mutuos S.A. was absorbed by Santander Santiago S.A. Administradora General de Fondos S.A. The Bank has a 99.96% stake in Santander Santiago S.A, Administradora General de Fondos and no gain or loss was recognized associated with this merger.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

b) Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In certain cases generally accepted accounting principles require that assets or liabilities be recorded or disclosed at their fair values. The fair value is the amount at which an asset could be bought or sold, or in the case of a liability could be incurred or settled in a current transaction between willing parties, other than in a forced or liquidation sale. Where quoted market prices in active markets have been used as the basis for the measurement. Where quoted market prices in active markets are not available, the Bank has estimated such values based on the best information available, including using modeling and other valuation techniques.

c) Price-level restatements

The consolidated financial statements are prepared on the basis of general price-level accounting in order to reflect the effect of changes in the purchasing power of the Chilean peso during each year. At the end of each reporting period, the consolidated financial statements are restated in terms of the general purchasing power of the Chilean peso using changes in the Chilean consumer price index (“CPI”) as follows:

- Non-monetary assets, liabilities and shareholders’ equity accounts are restated in terms of year-end purchasing power.
- Consistent with general banking practices in Chile, no specific purchasing power adjustments of income statement amounts are made.
- Monetary items are not restated as such items are, by their nature, stated in terms of current purchasing power in the financial statements.
- The price-level restatement credit or charge in the income statement represents the monetary gain or loss in purchasing power from holding monetary assets and liabilities exposed to the effects of inflation.
- All the amounts contained in the accompanying consolidated financial statements have been restated in Chilean pesos of general purchasing power of December 31, 2004 (“constant pesos”) applied under the “prior month rule”, as described below, to reflect changes in the CPI from the financial statement dates to December 31, 2004. This updating does not change the prior years’ statements or information in any way except to update the amounts to constant pesos of similar purchasing power.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The general price-level restatements are calculated using the official CPI of the Chilean National Institute of Statistics and are based on the “prior month rule”, in which the inflation adjustments at any balance sheet date are based on the consumer price index at the close of the preceding month. The CPI is considered by the business community, the accounting profession and the Chilean government to be the index which most closely complies with the technical requirement to reflect the variation in the general level of prices in the country and, consequently, is widely used for financial reporting purposes in Chile.

The values of the CPI used for price-level restatement purposes are as follows:

<u>Year</u>	<u>Index *</u>	<u>Change in index</u>
		<u>%</u>
2002	113.36	3.0%
2003	114.44	1.0%
2004	117.28	2.5%

* Index as of November 30 of each year, under the prior month rule described above.

The price-level adjusted consolidated financial statements do not purport to represent appraised values, replacement cost, or any other current value of assets at which transactions would take place currently and are only intended to restate all non-monetary financial statement components in terms of local currency of a single purchasing power and to include in the net result for each year the gain or loss in purchasing power arising from the holding of monetary assets and liabilities exposed to the effects of inflation.

d) Index-linked assets and liabilities

Certain of the Bank's interest-earning assets and interest-bearing liabilities are expressed in index-linked units of account. The principal index-linked unit used in Chile is the Unidad de Fomento (UF), a unit of account which changes daily from the ninth day of the current month to the tenth day of the next month, to reflect the changes in the Chilean CPI over the previous month. The carrying amounts of such assets and liabilities change with the changes in the UF and serve to offset the price-level restatement gains or losses from holding such assets and liabilities. As the Bank's UF assets exceed its UF liabilities, any increase in the index results in a net gain on indexation. Values for the UF as of December 31 of each year are as follows in historical Chilean pesos:

<u>Year</u>	<u>Ch\$</u>
2002	16,744.12
2003	16,920.00
2004	17,317.05

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Interest revenue and expense recognition

Interest revenue and expense are recognized on an accrual basis using the effective interest method. Loans, investments and liabilities are stated at their cost, adjusted for accrued interest and the indexation adjustment applicable to such balances that are index-linked.

The Bank suspends the accrual of interest and principal indexation adjustments on loans beginning on the first day that such loans are overdue. Accrued interest remains on the Bank's books and is considered a part of the loan balance when determining the allowances for loan losses. Payments received on overdue loans are recognized as income, after reducing the balance of accrued interest, if applicable.

f) Foreign currency and derivative activities

The Bank enters into forward foreign exchange contracts and spot exchange contracts for its own accounts and the accounts of its customers. The Bank's forward contracts are valued monthly using the observed rates reported by the Central Bank of Chile at the balance sheet date. The initial premium or discount on these contracts is deferred and included in determining net income over the life of the contract. The Bank's interest rate and cross-currency swap agreements are treated as off-balance-sheet financial instruments and the net interest effect, which corresponds to the difference between interest income and interest expense arising from such agreements, is recorded in net income in the period that such differences originate.

In addition, the Bank makes loans and accepts deposits in amounts denominated in foreign currencies, principally the US dollar. Such assets and liabilities are translated at the observed rate reported by the Central Bank of Chile at the balance sheet date.

The amount of net gains and losses on foreign exchange includes the recognition of the effects that variations in the exchange rates have on assets and liabilities denominated in foreign currencies and the gains or losses on foreign exchange spot and forward transactions undertaken by the Bank.

g) Financial investments

Financial investments that have a secondary market are carried at market value. The Bank's financial investments are classified as trading or permanent in accordance with the regulations of the Superintendency of Banks with unrealized gains and losses on trading investments included in Other operating income (expenses), and unrealized gains and losses on permanent investments included in a separate component of Shareholders' equity.

The Bank enters into security repurchase agreements as a form of borrowing. In this regard, the Bank's investments that are sold subject to a repurchase obligation and that serve as collateral for the borrowing are reclassified as "investment collateral under agreements to repurchase" and is carried at market value. The liability for the repurchase of the investment is classified as "investments under agreements to repurchase" and is carried at cost plus accrued interest.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Bank also enters into resale agreements as a form of investment. Under these agreements the Bank purchases securities, which are included as assets under the caption “investments under agreements to resell” and are carried at cost plus accrued interest.

All other financial investments are carried at acquisition cost plus accrued interest and UF-indexation adjustments, as applicable.

h) Leasing contracts

The Bank leases certain property that meets the criteria for direct financing leases. At the time of entering into a direct financing lease transaction, the Bank records the gross finance receivable, unearned income and estimated residual value of leased equipment. Unearned income represents the excess of the gross finance receivable plus the estimated residual value over the cost of the property acquired. Unearned income is recognized in such a manner as to produce a constant periodic rate of return on the net investment in the direct financing lease. The net investment in financing leases is included in the account “Lease Contracts” in the loan section of the consolidated balance sheet.

i) Premises and equipment

Premises and equipment are stated at acquisition cost net of accumulated depreciation and have been restated for price-level changes. Depreciation is calculated on a straight-line method over the estimated useful lives of the underlying assets.

The costs of maintenance and repairs are charged to expense. The costs of significant refurbishment and improvements are capitalized and are then amortized over the period of the benefit on a straight-line basis.

j) Investments in other companies

Shares or rights in companies that are integral to the operations of the Bank, where the Bank holds a less than majority interest, are accounted for under the equity method. Other minority investments are carried at cost restated for price-level changes.

k) Allowance for loan losses

The Bank has set up allowances for probable loan losses in accordance with the instructions issued by the Superintendency of Banks and the models for rating and evaluating credit risk approved by the Bank’s Board of Directors. The instructions issued by the Superintendency of Banks were changed with an effective date of January 1, 2004 (See Note 2).

The following describes the calculation of the allowance for loan losses subsequent to December 31, 2003.

Allowances for individual evaluations on commercial loans

The Bank assigns a risk category level to each borrower and its respective loans.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Bank considers the following risk factors within the analysis: industry or sector of the borrower, owners or managers of the borrower, their financial situation, their payment capacity and payment behavior.

The Bank assigns one of the following risk categories to each loan and borrower upon finishing the analysis:

- i. Classifications A1, A2 and A3, correspond to borrowers with no apparent credit risk.
- ii. Classifications B, correspond to borrowers with some credit risk but no apparent deterioration of payment capacity.
- iii. Classifications C1, C2, C3, C4, D1 and D2 correspond to borrowers whose loans have deteriorated.

For loans classified as A1, A2 and A3, the board of directors of the Bank is authorized to determine the levels of required reserves. For loans classified in Categories C1, C2, C3, C4, D1 and D2, the bank must have the following levels of reserves:

<u>Classification</u>	<u>Estimated range of loss</u>	<u>Reserve</u>
C1	Up to 3%	2%
C2	More than 3% up to 19%	10
C3	More than 19% up to 29%	25
C4	More than 29% up to 49%	40
D1	More than 49% up to 79%	65
D2	More than 79%	90

Allowances for group evaluations

- Suitable for the evaluation of a large number of borrowers whose individual loan amounts are relatively small. These models are intended to be used primarily to analyze loans to individuals and small companies.
- Levels of required reserves are to be determined by the Bank, according to the estimated loss that may result from the loans, by classifying the loan portfolio using one or both of the following models:
 - i. A model based on the characteristics of the borrowers and their outstanding loans. Borrowers and their loans with similar characteristics will be placed into groups and each group will be assigned a risk level.
 - ii. A model based on the behavior of a group of loans. Loans with analogous past payment histories and similar characteristics will be placed into groups and each group will be assigned a risk level.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Additional reserves

Under the new regulations, banks are permitted to establish reserves above the limits described above only to cover specific risks that have been authorized by their board of directors. The concept of voluntary reserves has been eliminated by the new regulation.

Until December 31, 2003, the allowance for loan losses was determined as follows:

Global loan loss allowance

A global allowance was calculated by multiplying the Bank's outstanding loans by the greater of its "risk index" and 0.75%. The Bank's risk index was based upon a classification of a portion of its customers' outstanding loans into five categories based upon risk of loss for commercial loans and overdue status for consumer and residential mortgage loans. The classifications for risk index purposes must include the largest commercial loans that represent at least 75% of the commercial loan portfolio and 100% of consumer and residential mortgage loans. Once the customers' outstanding loans have been classified, certain required percentage allowances applicable to the relevant categories are applied. The resulting weighted-average allowance rate is the risk index utilized in the calculation of the global loan loss allowance.

Individual loan loss allowance

Once a loan was overdue for 90 days or more, a specific allowance was calculated for 100% of the uncollateralized portion of the loan. Individual loan loss allowances were required only to the extent that, in the aggregate, they exceed the global loan loss allowance.

Voluntary loan loss allowance

The Bank has made a provision for a voluntary allowance in addition to those required by the rules of the Superintendency of Banks. Such voluntary allowances address additional risk inherent in the portfolio.

Charge-offs

Loans are charged-off in their entirety when collection efforts have been exhausted but, not later than the maximum periods prescribed by the Superintendency of Banks, which is as follows:

- 24 months past due (3 months past due for consumer loans) for loans without collateral, or
- 36 months past due for loans with collateral.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Loan loss recoveries

Recoveries on charged-off loans as well as recoveries on loans which were reacquired from the Chilean Central Bank (the “Central Bank”), are recorded directly to income.

l) Fees and expenses related to loans and services

Fees and expenses related to loans, as well as fees for services rendered, are deferred and recognized to income over the term of the loans to which they relate, and to the period that the services are performed.

m) Income taxes

Income taxes are recognized in an amount that approximates the amount due on the respective income tax return pursuant to Chilean tax legislation.

Deferred taxes are recorded in accordance with Technical Bulletin No. 60 and the complementary technical bulletins thereto issued by the Chilean Association of Accountants.

n) Staff severance indemnities

The Bank has recorded a liability for long-term severance indemnities in accordance with employment contracts it has with certain employees. The liability, which is payable to specified voluntarily retiring employees with more than 20 years of service is recorded at the present value of the accrued benefits, is calculated by applying a real discount rate to the benefit accrued as of year-end over the estimated average remaining service period. For the years ended December 31, 2002, 2003 and 2004, the obligation has been discounted using a real interest rate of 7.2%.

o) Assets received in lieu of payment

Assets received in lieu of payment are carried at the lower of price-level restated cost and the market value of such assets, considered as a whole. Assets that have not been sold within one year are written-off on a straight-line basis over 12 months for assets received until December 31, 2003 and over 6 months for assets received in 2004, as instructed by the Superintendency of Banks.

p) Statement of cash flows

For purposes of reporting cash flows, cash and cash equivalents include cash and due from banks. For the years ended December 31, 2002, 2003 and 2004, the consolidated statements of cash flows have been prepared in accordance with Technical Bulletin No. 65 of the Chilean Association of Accountants.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q) Convenience translation to U.S. dollars

The Bank maintains its accounting records and prepares its consolidated financial statements in Chilean pesos. The US dollar amounts disclosed in the accompanying financial statements are presented solely for the convenience of the reader at the December 31, 2004 observed exchange rate of Ch\$ 559.83 per US\$1.00. This translation should not be construed as representing that the Chilean peso amounts actually represent or have been, or could be, converted into U.S. dollars at such a rate or at any other rate.

r) Reclassifications

Certain balances from prior years have been reclassified to conform to the current year presentation.

NOTE 2 – ACCOUNTING CHANGES

On January 1, 2004, the Superintendency of Banks new guidelines and rules regarding Provisioning for Credit Risk became effective. This new classification system is based on internally developed models for rating and evaluating credit risk, which was presented and approved by the Bank's Board of Directors on October 21, 2003, as recorded in the minutes of Board Meeting No. 348.

Under the new methodology the level of required loan loss reserves was not significantly modified and as a result had no significant effect on 2004 results.

NOTE 3 – CASH AND DUE FROM BANKS

In accordance with the rules of the Superintendency of Banks, the Bank must maintain certain non interest-bearing balances in its account with the Central Bank. The required balances are based upon specified financial criteria, including the level of the Bank's assets, the amount of its foreign borrowings and its average liabilities. Restricted amounts totaled MCh\$ 208,152 and MCh\$ 243,306 as of December 31, 2003 and 2004, respectively.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 4 – INVESTMENTS

A summary of financial investments is as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Central Bank and Government Securities		
Marketable debt securities	601,323	938,681
Investments collateral under agreements to repurchase	523,241	523,390
Investments purchased under agreements to resell	44,656	23,660
Subtotal	1,169,220	1,485,731
Corporate securities		
Marketable Securities	669,958	416,002
Investments collateral under agreements to repurchase	65,267	49,247
Subtotal	735,225	465,249
Time deposits in Chilean financial institutions	56,630	38,506
Total	1,961,075	1,989,486

Financial investments are classified at the time of the purchase, based on management's intentions, as either trading or permanent. The related amounts are as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Permanent	1,098,794	565,945
Trading	862,281	1,423,541
Total	1,961,075	1,989,486

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 5 – LOANS

The loans on the accompanying consolidated balance sheets are comprised of the subcategories as described below.

Commercial loans are long-term and short-term loans made to companies and businesses. These loans are granted in Chilean pesos on an adjustable or fixed rate basis to finance working capital or investments.

Consumer loans are loans to individuals granted in Chilean pesos, generally on a fixed rate basis, to finance the purchase of consumer goods or to pay for services. Credit card balances subject to interest charges are also included in this category.

Mortgage loans are inflation-indexed, fixed rate, long-term loans with monthly payments of principal and interest collateralized by a real property mortgage. These loans are specifically funded through the issuance of mortgage finance bonds, which are bonds generally issued to third party investors in order that the Bank finance its loans to property owners. At the time of issuance, the amount of a mortgage loan cannot exceed 75% of the value of the property.

Foreign trade loans are fixed rate, short-term loans granted in foreign currencies (principally U.S. dollars) to finance imports and exports.

Interbank loans are fixed rate, short-term loans to financial institutions that operate in Chile.

Lease contracts are agreements to finance the acquisition of capital equipment and other property.

Other outstanding loans principally include current account overdrafts, bills of exchange and mortgage loans that are financed by the Bank's general borrowings.

Past due loans include, with respect to any loan, the amount of principal or interest that is 90 days or more overdue, and do not include the installments of such loan that are not overdue or that are less than 90 days overdue, unless legal proceedings have been commenced for the entire outstanding balance according to the terms of the loan.

Contingent loans mainly consist of open and unused letters of credit together with guarantees granted by the Bank in Ch\$, UF and foreign currencies (principally U.S. dollars).

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 5 – LOANS (CONTINUED)

The following table summarizes the most significant loan concentrations, expressed as a percentage of total loans, excluding contingent loans and before the reserve for loan losses.

	As of December 31,	
	2003	2004
Community, social and personal services	22.2%	18.8%
Residential mortgage loans	20.6%	23.3%
Consumer loans	11.6%	14.1%
Financial services	9.9%	10.4%
Commerce	9.3%	9.0%
Manufacturing	7.4%	6.8%
Construction	6.4%	7.3%
Agriculture, livestock, agribusiness, fishing	4.9%	4.6%
Electricity, gas and water	3.6%	1.1%
Transport, storage and communications	3.3%	3.2%
Mining and petroleum	0.8%	1.4%
Total	100.0%	100.0%

A substantial amount of the Bank's loans are to borrowers doing business in Chile.

NOTE 6 – LEASE CONTRACTS

The amounts shown as leasing contracts are amounts receivable under lease agreements and have the following maturities as of December 31, 2003 and 2004. Unearned income presented in the table corresponds to the interest to be earned in each period.

Years	As of December 31, 2003			As of December 31, 2004		
	Total receivable	Unearned income	Net lease receivable	Total receivable	Unearned income	Net lease receivable
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Due within one year	63,317	(14,723)	48,594	31,685	(2,306)	29,379
Due after 1 year but within 2 years	72,194	(16,451)	55,743	59,458	(3,891)	55,567
Due after 2 years but within 3 years	83,987	(19,327)	64,661	68,710	(5,581)	63,129
Due after 3 years but within 4 years	56,524	(13,427)	43,096	76,703	(6,920)	69,783
Due after 4 years but within 5 years	62,604	(12,341)	50,263	51,803	(6,131)	45,672
Due after 5 years	257,781	(77,485)	180,296	320,513	(81,822)	238,691
Total	596,407	(153,754)	442,653	608,872	(106,651)	502,221

Leased assets consist principally of real estate, industrial machinery, vehicles and computer equipment.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 7 – ALLOWANCE FOR LOAN LOSSES

The changes in the allowance for loan losses are as follows:

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Balance as of January 1	170,108	173,448	172,398
Price-level restatement (1)	(4,890)	(1,636)	(4,529)
Charge-offs	(83,324)	(102,716)	(119,446)
Allowances established (2)	106,005	128,321	144,973
Allowances released	(14,451)	(25,019)	(20,110)
Balance as of December 31	173,448	172,398	173,286

- (1) Reflects the effect of inflation on the allowance for loan losses at the beginning of each period, adjusted to constant pesos of December 31, 2004.
- (2) As a result of the merger between the former Banco Santander-Chile and Banco Santiago, the respective allowance for loan losses were standardized, generating an increase in the allowance for loan losses amounting to MCh\$ 11,950. This amount was charged to income during 2002.

The allowance for loan losses included in the results of operations for the periods indicated is as follows:

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Provisions established	106,005	128,321	144,973
Provisions established (released) for assets received in lieu of payment	2,515	(102)	970
Direct charge-offs	290	653	2,901
Provisions released	(14,451)	(25,019)	(20,110)
Net charge to income	94,359	103,853	128,734

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 8 – BANK PREMISES AND EQUIPMENT, NET

The major categories of Bank premises and equipment, net of accumulated depreciation, are as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Land and buildings	186,296	185,518
Furniture and fixtures	8,412	6,734
Machinery and equipment	11,556	13,076
Vehicles	833	675
Others	7,118	7,866
Total Bank premises and equipment, net	214,215	213,869

NOTE 9 – INVESTMENTS IN OTHER COMPANIES

Investments in other companies consist of the following:

	As of December 31,						
	Ownership interest		Participation in Net Income			Investment Book Value	
	2003	2004	2002	2003	2004	2003	2004
	%	%	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Cobranzas y Recaudaciones Ltda. (See Note 1)	—	—	—	906	—	—	—
Santiago Factoring Ltda. (See Note 1)	—	—	—	(56)	—	—	—
Redbank S.A.	33.42	33.42	167	391	182	1,375	1,162
Transbank S.A.	32.71	32.71	248	248	248	1,627	1,622
Sociedad Interbancaria de Depósito de Valores S.A.	29.28	29.28	79	61	56	405	361
Tarjetas Inteligentes S.A.	26.67	26.67	(156)	(44)	(134)	117	(17)
Bolsa de Comercio de Santiago (Stock Exchange)	4.17	4.17	88	86	88	554	555
Bolsa Electrónica de Chile.	2.50	2.50	—	—	—	64	65
Bolsa de Comercio de Valparaíso	2.22	2.22	(1)	—	—	13	10
Cámara de Compensación	0.15	0.15	—	—	—	3	3
Nexus S.A.	12.90	12.90	25	73	86	504	533
Cámara Compensación Alto Valor S.A.	—	18.16	—	—	(17)	—	276
Centro de Compensación Automática	33.33	33.33	12	46	30	204	189
Total investments in other companies accounted for under the equity method			462	1,711	539	4,866	4,759
Other investments carried at cost			(5)	(1)	(2)	133	132
Total investments in other companies			457	1,710	537	4,999	4,891

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 10 – OTHER ASSETS AND OTHER LIABILITIES*a) Other assets*

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Amounts receivable under spot foreign exchange transactions	57,365	192,665
Credit card charges in process	37,071	23,010
Deferred income taxes (Note 21)	37,111	48,067
Prepaid and deferred expenses	72,167	60,071
Transactions in process (suspense accounts)	13,156	8,699
Recoverable taxes	3,264	6,696
Stamp taxes recoverable	1,089	593
Receivable on sale of mortgage loans portfolio	43,488	—
Receivable on sales of assets received in lieu of payment	10,970	3,879
Real time gross settlement (RTGS) receivable	—	39,499
Guarantees issued	3,375	19,492
Others	14,201	15,566
Total other assets	293,257	418,237

b) Other liabilities

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Amounts payable under spot foreign exchange transactions	62,024	96,216
Amounts payable from forward contracts, net	14,298	51,989
Deferred income taxes (Note 21)	3,990	3,476
Transactions in process (suspense accounts)	4,971	6,119
Provision for staff benefits	9,230	9,336
Income taxes	32,281	25,591
Value added tax payable	2,986	3,063
Deferred fees	4,969	4,792
Real time gross settlement (RTGS) payable	—	33,902
Provisions for lawsuits and others	5,361	15,458
Others	18,475	3,132
Total other liabilities	158,585	253,074

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 10 – OTHER ASSETS AND OTHER LIABILITIES (CONTINUED)

c) Contingent liabilities

Contingent liabilities consist of open and unused letters of credit, together with guarantees by the Bank in Chilean pesos, UF's and foreign currencies (principally US dollars). The liability represents the Bank's obligations under such agreements. The Bank's rights under these agreements are recognized as assets under the caption "Contingent loans" (Note 5).

NOTE 11 – OTHER INTEREST BEARING LIABILITIES

The Bank's long-term and short-term borrowings are summarized below. Borrowings are generally classified as short-term when they have original maturities of less than one year or are due on demand. All other borrowings are classified as long-term, including the amounts due within one year on such borrowings.

	December 31, 2003		
	Long-term	Short-term	Total
	MCh\$	MCh\$	MCh\$
Central Bank borrowings	11,057	339,919	350,976
Credit lines for renegotiations of loans	12,775	—	12,775
Investments under agreements to repurchase	—	476,876	476,876
Mortgage finance bonds	1,315,225	—	1,315,225
Bonds	263,642	—	263,642
Subordinated bonds	398,014	—	398,014
Borrowings from domestic financial institutions	—	36,688	36,688
Foreign borrowings	433,902	120,265	554,167
Other obligations	22,350	44,109	66,459
Total borrowings	2,456,965	1,017,857	3,474,822

	December 31, 2004		
	Long-term	Short-term	Total
	MCh\$	MCh\$	MCh\$
Central Bank borrowings (11(a))	—	329,047	329,047
Credit lines for renegotiations of loans (11(a))	9,324	—	9,324
Investments under agreements to repurchase	—	432,797	432,797
Mortgage finance bonds (11(b))	770,712	187,738	958,450
Bonds (11(c))	357,619	—	357,619
Subordinated bonds (11(d))	417,579	113,087	530,666
Borrowings from domestic financial institutions	—	28,738	28,738
Foreign borrowings (11 (e))	235,541	242,718	478,259
Other obligations (11(f))	14,257	25,525	39,782
Total borrowings	1,850,032	1,359,650	3,164,682

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 11 – OTHER INTEREST BEARING LIABILITIES (CONTINUED)*a) Central Bank borrowings*

Central Bank borrowings include credit lines for the renegotiations of loans and other Central Bank borrowings. These credit lines were provided by the Central Bank for the renegotiations of loans due to the need to refinance debts as a result of the economic recession and crisis of the banking system in the early 1980's. The credit lines for the renegotiations, which are considered long-term, are related with mortgage loans linked to the UF index and bear an annual interest rate of 5.2%. Other Central Bank borrowings bear an annual interest rate of 4.2%. The maturities of the outstanding amounts due to the Central Bank are as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Renegotiations of mortgage loans	12,775	9,324
Total credit lines for renegotiations of loans	12,775	9,324

The maturities of MCh\$ 9,324 due under these credit lines, which are considered long-term, are due within one year.

(b) Mortgage finance bonds

These bonds are used to finance mortgage loans. The outstanding principal amounts of the bonds are amortized on a quarterly basis. The range of maturities of these bonds is between five and twenty years. The bonds are linked to the UF index and bear a weighted-average annual interest rate of 5.6%.

	As of December 31, 2004
	MCh\$
Due within 1 year	187,738
Due after 1 year but within 2 years	102,859
Due after 2 years but within 3 years	98,479
Due after 3 years but within 4 years	83,772
Due after 4 years but within 5 years	79,514
Due after 5 years	406,088
Total mortgage finance bonds	958,450

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 11 – OTHER INTEREST BEARING LIABILITIES (CONTINUED)*(c) Bonds*

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Santiago bonds, Series A, B, C, D and F	78,100	43,868
Santiago Leasing S.A. bonds	67,700	—
Santander bonds linked to the UF	117,842	90,675
Santander bonds denominated in US\$	—	223,076
	<hr/>	<hr/>
Total other borrowings: bonds	263,642	357,619
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Santiago bonds include series A, B, C and F issued by the former Santiago S.A. and series B and D issued by the former Banco O'Higgins, prior to its merger with the Bank in 1997. These bonds are intended to finance loans that have a maturity of greater than one year, are linked to the UF index and bear a weighted-average annual interest rate of 7.0% with interest and principal payments due semi-annually.

Santiago Leasing S.A.'s bonds are linked to the UF index and bear an annual interest rate of 5.6%. On December 17, 2004 Santiago Leasing S.A., ceded through public deed a total of UF 3,041,102 (MCh\$ 52,663 at December 31, 2004) in bonds to Banco Santander Chile. As of December 31, 2004, the balance is included in Santander bonds linked to the UF.

Santander bonds were issued by the former Banco Santander-Chile. These bonds are intended to finance loans that have a maturity of greater than one year, are linked to the UF index and bear a weighted average annual interest rate of 6.5%.

On December 9, 2004, the Bank issued senior bonds, denominated in U.S. dollars, for a total of US\$ 400 million. These bonds carry a nominal interest rate of LIBOR plus 0.35% per annum (5.67 % at December 31, 2004), quarterly interest payments and one repayment of principal after a term of 5 years.

The maturities of these bonds are as follows:

	As of December 31,
	2004
	MCh\$
Due within 1 year	—
Due after 1 year but within 2 years	3,659
Due after 2 years but within 3 years	5,016
Due after 3 years but within 4 years	—
Due after 4 years but within 5 years	223,076
Due after 5 years	125,868
	<hr/>
Total bonds	357,619
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BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 11 – OTHER INTEREST BEARING LIABILITIES (CONTINUED)*d) Subordinated bonds*

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Santiago bonds denominated in US\$ (1)	48,896	44,692
Santander bonds denominated in US\$ (2) (6)	133,323	286,905
Old Santander bonds denominated in US\$ (3)	123,990	113,087
Santiago bonds linked to the UF (4)	60,353	56,055
Santander bonds linked to the UF (5)	31,452	29,927
Total subordinated bonds	398,014	530,666

- (1) On July 17, 1997, the former Banco Santiago issued subordinated bonds, denominated in U.S. dollars, for a total of US\$300 million. The bonds carry a nominal interest rate of 7.0% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.
- (2) On January 16, 2003, the Bank completed the voluntary exchange of its new subordinated bonds, which will mature in 2012. A total of US\$ 221,961,000 in principal of the Santiago bonds was offered and accepted by the Bank. The bonds carry a nominal interest rate of 7.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.
- (3) On October 30, 1998, the former Banco Santander-Chile issued subordinated bonds, denominated in U.S. dollars, for a total of US\$200 million. The bonds carry a nominal interest rate of 6.5% per annum, semi-annual interest payments and one repayment of principal after a term of 7 years.
- (4) The Series C and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans with a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.5% and 6.0% respectively, with interest and principal payments due semi-annually.
- (5) The Series C, D and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans with a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.0% with interest and principal payments due semi-annually.
- (6) On December 9, 2004, the Bank issued subordinated bonds, denominated in U.S. dollars, for a total of US\$ 300 million. These bonds carry a nominal interest rate of 5.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 11 – OTHER INTEREST BEARING LIABILITIES (CONTINUED)

The maturities of these bonds, which are considered long-term, are as follows:

	As of December 31, 2004
	MCh\$
Due within 1 year	113,087
Due after 1 year but within 2 years	—
Due after 2 years but within 3 years	49,860
Due after 3 years but within 4 years	—
Due after 4 years but within 5 years	—
Due after 5 years	367,719
	<hr/>
Total subordinated bonds	530,666

e) Foreign borrowings

These are short-term and long-term borrowings from foreign banks. The maturities of these borrowings are as follows:

	As of December 31, 2004
	MCh\$
Due within 1 year	176,915
Due after 1 year but within 2 years	41,418
Due after 2 years but within 3 years	1,687
Due after 3 years but within 4 years	15,521
Due after 4 years but within 5 years	—
	<hr/>
Total long-term	235,541
	<hr/>
Total short-term	242,718
	<hr/>
Total foreign borrowings	478,259

The foreign borrowings are denominated principally in U.S. dollars, and are principally used to fund the Bank's foreign trade loans and bear an annual average interest rate of 1.6%.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 11 – OTHER INTEREST BEARING LIABILITIES (CONTINUED)*f) Other obligations*

Other obligations are summarized as follows:

	<u>As of December 31, 2004</u>
	<u>MCh\$</u>
Due within 1 year	3,703
Due after 1 year but within 2 years	3,802
Due after 2 years but within 3 years	1,902
Due after 3 years but within 4 years	1,314
Due after 4 years but within 5 years	1,436
Due after 5 years	2,100
	<hr/>
Total long term obligations	14,257
	<hr/>
Short-term obligations:	
Amounts due to credit card operators	17,873
Acceptance of letters of credit	7,652
	<hr/>
Total short-term obligations	25,525
	<hr/>
Total other obligations	39,782
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BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 12 – DISCLOSURES REGARDING DERIVATIVE FINANCIAL INSTRUMENTS

The Bank enters into transactions involving derivative instruments, particularly foreign exchange contracts, as part of its asset and liability management, and in acting as a dealer in order to satisfy its clients' needs. The notional amounts of these contracts are carried off-balance sheet.

Foreign exchange forward contracts involve an agreement to exchange the currency of one country for the currency of another country at an agreed-upon price and settlement date. These contracts are generally standardized contracts, normally for periods between 1 and 180 days and are not traded in a secondary market; however, in the normal course of business and with the agreement of the original counterparty, they may be terminated or assigned to other counterparty.

When the Bank enters into a forward exchange contract, it analyses and approves the credit risk (the risk that the counterparty might default on its obligations). Subsequently, on an ongoing basis, it monitors the possible losses involved in each contract. To manage the level of credit risk, the Bank deals with counterparties of good credit standing, enters into master netting agreements whenever possible and when appropriate, obtains collateral.

The Chilean Central Bank requires that foreign exchange forward contracts be made only in US dollars and other major foreign currencies. In the case of the Bank, most forward contracts are made in US dollars against the Chilean peso or the UF. Occasionally, forward contracts are also made in other currencies, but only when the Bank acts as an intermediary.

Unrealized gains, losses, premiums and discounts arising from foreign exchange forward contracts are shown on a net basis under the captions Other assets and Other liabilities (see Note 10).

During 2003 and 2004, the Bank entered into interest rate and cross currency swap agreements to manage exposure to fluctuation in currencies and interest rates. The differential between the interest paid or received on a specified notional amount is recognized under the caption "Amounts payable from forward contracts, net". The fair value of the swap agreement and changes in the fair value as a result of changes in market interest rates are not recognized in the consolidated financial statements.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 12 – DISCLOSURES REGARDING DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The Bank's foreign currency futures and forward operations and other derivative products outstanding at December 31, 2003 and 2004 are summarized below:

(a) Foreign currency and interest rate contracts:

	Number of contracts		Notional amounts				
			Up to 3 months		Over 3 months		
	2003	2004	2003	2004	2003	2004	
				ThUS\$	ThUS\$	ThUS\$	ThUS\$
Chilean market:							
Future purchase of foreign currency	752	865	784,477	1,348,734	3,513,029	4,156,016	
Future sale of foreign currency	1,173	1,371	864,747	1,104,042	2,914,355	2,842,398	
Interest rate swaps	—	199	—	104,596	—	3,419,526	
Foreign currency forwards	148	112	39,794	34,127	13,818	20,230	
Foreign markets:							
Foreign currency swaps	207	109	116,086	51,245	14,491	22,670	
Interest rate swaps	115	120	50,000	86,100	1,547,773	2,487,128	

The notional amounts refer to the US dollars bought or sold or to the US dollar equivalent of foreign currency bought or sold for future settlement. The contract terms correspond to the duration of the contracts as from the date of the transaction to the date of the settlement.

(b) Contracts expressed in the UF index:

	Number of contracts		Notional amounts				
			Up to 3 months		Over 3 months		
	2003	2004	2003	2004	2003	2004	
				UF	UF	UF	UF
Forwards in UF/Ch\$ sold	25	28	550,000	2,200,000	4,150,000	3,700,000	
Forwards in UF/Ch\$ purchase	19	32	773,723	1,600,000	1,850,000	5,600,000	

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 13 – MINIMUM CAPITAL REQUIREMENTS

The Superintendency of Banks requires Chilean Banks to maintain a minimum capital of 800,000 UF, equivalent to MCh\$ 13,854 as of December 31, 2004. In addition, Banks are required to maintain a minimum basic capital of at least 3% of total assets after deductions for mandatory provisions, while effective net equity may not be lower than 8% of its risk weighted assets. However, as a result of the merger in 2002, the Chilean Superintendency of Banks and Financial Institutions determined that the actual equity of the merged bank could not be lower than 12% of its risk-weighted assets. Effective net equity is defined as basic equity, plus voluntary loan loss allowances, up to a maximum of 1.25% of risk weighted assets, and the qualifying proportion of subordinated bonds with scheduled maturities in excess of six years, for which early repayment is not permitted. Chilean Banks are permitted to include in effective net equity principal subordinated bond amounts up to a maximum of fifty percent of the basic capital.

The Bank's actual qualifying "net capital base" and "effective equity" to support the Bank's risk-weighted assets as of December 31, 2003 and 2004, are shown in the following table:

	December 31,	
	2003	2004
	MCh\$	MCh\$
Net capital base	830,515	832,959
3% total assets net of provisions	(336,205)	(363,177)
Excess over minimum required equity	494,310	469,782
Net capital base as a percentage of the total assets, net of provisions	7.4%	6.9%
Effective equity	1,107,269	1,231,077
12% of the risk-weighted assets	(909,676)	(991,510)
Excess over minimum required equity	197,593	239,567
Effective equity as a percentage of the risk-weighted assets	14.6%	14.9%

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 14 – SHAREHOLDERS' EQUITY*a) Share capital*

The Extraordinary Shareholders' Meetings held on July 18, 2002 by the former Banco Santander-Chile and Banco Santiago agreed to exchange the shares in the former Banco Santander-Chile for shares to be issued by Banco Santiago, currently Banco Santander Chile. Such transaction was made at the ratio of 3.55366329 shares in Banco Santiago in exchange for each share in the former Banco Santander-Chile. To this effect, an increase in the paid-in capital of Banco Santiago was agreed in the amount of MCh\$ 273,049 (historical pesos), through the issue of 89,511,910,227 no-par-value shares. Also, the change of the merged bank's name to Banco Santander Chile was agreed.

As of December 31, 2003 and 2004 the Bank's paid-in capital consisted of 188,446,126,794 authorized issued and outstanding shares with no fixed nominal value.

b) Dividends

The distributions of dividends related to net income for the years 2002, 2003 and 2004 as approved by the Annual Shareholders' Meeting of Banco Santander Chile, are as follows:

<u>Shareholders' Meeting</u>	<u>Dividend paid (1)</u>	<u>Percentage Paid</u>
April 2003	162,753	100%
April 2004	212,108	100%
April 2005	198,795	100%

(1) Dividend paid has been restated in constant Chilean pesos of December 31, 2004

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 15 –TRANSACTIONS WITH RELATED PARTIES

In accordance with the Chilean General Banking Law and the rules of the Superintendency of Banks, related parties are defined as individuals and companies who are directors, officers or shareholders who own more than one percent of the Bank's shares. Companies in which a director, officer or shareholder of the Bank holds more than a 5% interest and companies that have common directors with the Bank are also considered to be related parties. In the following table, trading or manufacturing companies are defined as operating companies, and companies whose purpose is to hold shares in other companies are defined as investment companies.

a) Loans granted to related parties

Related party loans, all of which are current, are as follows:

	As of December 31,			
	2003		2004	
	Loans	Collateral pledged	Loans	Collateral pledged
	MCh\$	MCh\$	MCh\$	MCh\$
Operating companies	8,106	350	57,580	25,454
Investment companies (1)	196,744	121,242	151,007	70,864
Individuals (2)	9,240	8,359	15,525	14,322
Total	214,090	129,951	224,112	110,640

(1) Includes companies whose purpose is to hold shares in other companies.

(2) Includes debt obligations that are individually equal to or greater than UF 3,000, equivalent to MCh\$ 52 as of December 31, 2004.

The activities in the balances of loans to related parties are as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Balance as of January 1,	173,052	214,090
New loans	78,186	283,085
Repayments	(35,514)	(278,350)
Price- level restatements	(1,634)	5,287
Balance as of December 31,	214,090	224,112

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 15 – TRANSACTIONS WITH RELATED PARTIES (CONTINUED)*b) Other transactions with related parties*

During the years ended December 31, 2002, 2003 and 2004 the Bank had the following significant income (expenses) from services provided to (by) related parties:

Company	Year ended December 31		
	2002	2003	2004
	Income/(Expense)	Income/(Expenses)	Income/(Expenses)
	MCh\$	MCh\$	MCh\$
Redbanc S.A.	(2,058)	(3,290)	(3,192)
Transbank S.A.	(4,068)	(5,221)	(4,508)
Sixtra Chile S.A.	(68)	(69)	(43)
Santander G.R.C. Ltda.	379	273	534
Santander Chile Holding S.A.	171	121	82
Santander Factoring S.A.	125	58	52
Bansa Santander S.A.	1,813	779	(2,275)
Summa Bansander A.F.P.	108	203	143
Altec S.A.	(2,351)	(3,102)	(5,612)
Santander Investment	99	—	85
Altavida Cia. de Seguros de Vida S.A.	(784)	3,375	6,577
Plaza del Trébol S.A.	(119)	(102)	(105)
Sociedad Nexus S.A.	(2,183)	—	—
Teatinos Siglo XXI S.A.	2,997	—	—
Others	(693)	(334)	(413)
Total	(6,632)	(7,309)	(8,675)

Article 89 of the Chilean Companies Law requires that the Bank's transactions with related parties be on a market basis or on terms similar to those customarily prevailing in the market.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 16 – FEES AND INCOME FROM SERVICES

Fees and income from services and the related expenses are summarized as follows:

	Year ended December 31,					
	Income			Expenses		
	2002	2003	2004	2002	2003	2004
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Fees and income from services:						
Payment agency services	15,535	6,357	3,957	(389)	(31)	—
Checking accounts	31,016	37,535	35,157	(1,753)	(3,312)	(3,755)
Credit cards	27,329	33,388	26,961	(15,283)	(18,460)	(9,781)
Automatic teller cards	11,238	12,701	15,461	(4,101)	(1,532)	(8,761)
Letters of credit, guarantees, pledges and other contingent loans	2,981	3,353	4,563	—	—	—
Lines of credit	4,699	3,134	2,053	—	—	—
Underwriting	5,197	4,875	7,434	(106)	(83)	(122)
Bank drafts and fund transfers	185	243	247	—	—	—
Sales and purchase of foreign currencies	4,539	5,755	5,568	(495)	(630)	(587)
Insurance brokerage	4,252	6,208	8,500	(576)	(1,261)	(2,085)
Custody and trust services	600	550	557	—	—	—
Mutual fund services	14,346	13,017	18,038	—	—	—
Saving accounts	1,605	736	1,522	—	—	—
Other	5,509	12,556	18,332	(656)	(486)	(1,648)
Total income (expense)	129,031	140,408	148,350	(23,359)	(25,795)	(26,739)

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 17 – NON-OPERATING INCOME AND EXPENSES

Non-operating income and expenses are set forth below:

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Non-operating income:			
Gain on sales of Bank premises and equipment	357	837	298
Gains on sales of assets received in lieu of payment previously charged-off	13,159	8,228	6,652
Rental income	1,042	614	1,104
Recovery of expenses	1,826	577	191
Recovery of previous-year expenses	2,053	6,825	3,305
Tax recoveries	148	—	—
Gain on sale of credit division Santiago Express (1)	—	—	21,824
Other	3,259	3,136	245
Total non-operating income	21,844	20,217	33,619

- (1) On December 6, 2004, the contract regarding the sale of the Bank's Santiago Express Division to Empresas Almacenes París S.A. was signed. This contract included the sale and transfer of financial assets comprised of loans given by Santiago Express and intangible assets that permit for this Division to continue operating. The final sale price was MCh\$ 114,166 that generated a profit of MCh\$21,824.

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Non-operating expenses:			
Charge-offs of assets received in lieu of payment	10,959	12,713	20,933
Homogenization of fixed asset amortization	13,245	—	—
Merger expenses (2)	39,964	—	—
Provision for contingencies with vendors	—	—	3,656
Loss on sales of Bank premises and equipment	98	992	104
Other	16,911	6,000	13,338
Total non-operating expenses	81,177	19,705	38,031

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 17 – NON-OPERATING INCOME AND EXPENSES (CONTINUED)

- (2) As a result of the merger, as described in Note 1 a), as of December 31, 2002 the Bank included MCh\$ 39,964 under Non-operating expenses, corresponding to the consolidated expenses relating to the merger. Such amount corresponds both to disbursements made and to provisions for known future disbursements. All these expenses have been directly charged to net income for the year, according to the following detail:

	<u>2002</u>
	MCh\$
Severance indemnities	22,826
Information systems write-off	6,998
Remodeling and removal of offices and central services	5,018
Advisory services	2,576
Other write-offs	1,129
Marketing expenses	731
Staff	686
Total	39,964

NOTE 18 – DIRECTORS' EXPENSES AND REMUNERATION

The following items were charged to expense for services provided by the members of the Board:

	<u>Year ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
	MCh\$	MCh\$	MCh\$
Remuneration established by the General Shareholders' meeting, including attendance fees	690	321	332

NOTE 19 – RECOVERY OF LOANS PREVIOUSLY CHARGED-OFF

Recovery of loans previously charged-off includes the following items:

	<u>Year ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
	MCh\$	MCh\$	MCh\$
Loans previously charged-off	25,936	34,747	47,980
Loans reacquired from the Central Bank	67	15	—
Total	26,003	34,762	47,980

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 20 – FOREIGN CURRENCY POSITION

The consolidated balance sheets include assets and liabilities denominated in foreign currencies which have been translated into Chilean pesos at the applicable exchange rates as of December 31, 2003 and 2004, and assets and liabilities which are denominated in Chilean pesos subject to exchange rate fluctuations, as detailed below.

	As of December 31, 2003			As of December 31, 2004		
	Denominated in			Denominated in		
	Foreign currency	Chilean pesos	Total	Foreign currency	Chilean pesos	Total
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
ASSETS						
Cash and due from banks	139,277	168	139,445	226,701	129	226,830
Financial investments	240,888	1,010,670	1,251,558	466,684	471,639	938,323
Loans (including contingent loans)	1,059,239	28,836	1,088,075	1,040,267	25,671	1,065,938
Other assets	2,994,733	—	2,994,733	4,042,597	—	4,042,597
Total assets	4,434,137	1,039,674	5,473,811	5,776,249	497,439	6,273,688
LIABILITIES						
Deposits	(739,682)	(289)	(739,971)	(987,564)	(17)	(987,581)
Contingent liabilities	(599,606)	(5)	(599,611)	(548,698)	—	(548,698)
Due to domestic banks	(8,199)	(3,803)	(12,002)	(10,370)	—	(10,370)
Due to foreign banks	(554,167)	—	(554,167)	(478,259)	—	(478,259)
Other liabilities	(3,229,286)	(278,525)	(3,507,811)	(4,066,049)	(217,249)	(4,283,298)
Total liabilities	(5,130,940)	(282,622)	(5,413,562)	(6,090,940)	(217,266)	(6,308,206)
Net assets (liabilities) in foreign currencies	(696,803)	757,052	60,249	(314,691)	280,173	(34,518)

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 21 – INCOME TAXES

a) Deferred taxes

The Bank records the effects of deferred taxes on its consolidated financial statements in accordance with Technical Bulletin No. 60 and the complementary technical bulletins thereto issued by the Chilean Association of Accountants.

As described in that accounting standard, beginning January 1, 1999, the Bank recognized the consolidated tax effects generated by the temporary differences between financial and tax values of assets and liabilities. At the same date, the net deferred tax determined was completely offset against a net “complementary” account. Such complementary deferred tax balances are being amortized over the estimated reversal periods corresponding to the underlying temporary differences as of January 1, 1999. In accordance with Technical Bulletin No. 60, deferred tax asset and liability amounts are presented net of the related unamortized complementary account balances in the consolidated balance sheet. Deferred income tax balances were as follows:

Temporary differences	Complementary accounts as of December 31,		Deferred taxes as of December 31,	
	2003	2004	2003	2004
	MCh\$	MCh\$	MCh\$	MCh\$
Assets				
Interest and indexation for tax purposes	—	—	2,526	2,557
Assets received in lieu of payment	—	—	845	2,697
Foreign exchange	—	—	268	395
Global allowance for loan losses	—	—	18,342	21,566
Other provisions	—	—	4,664	7,040
Forward contracts	—	—	(18)	(162)
Leasing assets	79	—	10,549	9,915
Others	—	—	14	4,059
Total	79	—	37,190	48,067
Liabilities				
Valuation of investments	—	—	221	(159)
Deferred expenses	—	—	(2,887)	(1,557)
Others	(29)	(26)	(1,353)	(1,786)
Total	(29)	(26)	(4,019)	(3,502)

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 21 – INCOME TAXES (CONTINUED)

b) Income taxes for the years ended December 31, 2002, 2003 and 2004 were as follows:

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Amortization of deferred tax complementary accounts	4,453	(320)	75
Deferred tax for the period	4,708	(207)	12,196
Net benefit (charge) due to deferred taxes	9,161	(527)	12,271
Income tax provision – current	(36,431)	(43,323)	(56,637)
Other taxes	(1,112)	(912)	(1,550)
Net income taxes	(28,382)	(44,762)	(45,916)

NOTE 22 – CONTINGENCIES AND COMMITMENTS

a) Lawsuits against the Bank:

Suit filed on August 26, 1992 by the Chilean Internal Revenue Service is still pending. The Appeals Court partially resolved in favor of Banco Santander Chile and substantially reduced the amount of the tax difference. In the opinion of our legal advisors, these claims are not likely to have, in the aggregate, a material adverse effect on our consolidated financial condition or results of operations and as of December 31, 2004 the Bank maintained a provision of MCh\$519 which covers the totality of this claim.

With respect to the claim made by the Chilean Internal Revenue Service on May 31, 1993 against the Bank, in 2003 the Appeals Court of Santiago nullified the lower courts sentence and ordered that suit be returned to the jurisdiction of the original tax judge. As of December 31, 2003, the Bank maintained a provision of MCh\$ 340. In 2004, the Bank settled this contingency with the Chilean Internal Revenue Service and paid MCh\$ 178.

b) Contingencies of subsidiaries:

On August 28, 1996, Banco Español de Crédito filed a complaint against Auca Forestal S.A. and O'Higgins Corredores de Bolsa Ltda. (currently Santiago Corredores de Bolsa Ltda.). The Bank's management and its legal counsel, believe that the resolution of this contingency is not likely to cause damages to the subsidiary, as of December 31, 2004 the subsidiary maintained a provision of MCh\$ 256 which covers the totality of this contingency.

In order to guarantee obligations for bond issues, the subsidiary Santiago Leasing S.A. has delivered leasing contracts as collateral in the amount of MCh\$ 1,974.3 (MCh\$ 3,216.3 in 2003), with an unpaid capital of MCh\$ 1,710.2 (MCh\$ 3,122.5 in 2003). On December 17, 2004 the guaranteed bonds were ceded to Banco Santander Chile and the guarantees were maintained.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 22 – CONTINGENCIES AND COMMITMENTS (CONTINUED)

As of December 31, 2004 and 2003, the subsidiary Santiago Leasing S.A. leased property with deferred customs duties. The subsidiary may eventually have to pay such duties, amounting to ThUS\$ 873 and ThUS\$ 1,759, respectively, on account of the leaseholder, if not paid by the latter. Leased assets subject to deferred custom duties amounts to MCh\$4,487 as of December 31, 2004 (MCh\$4,985 in 2003).

NOTE 23 – FIDUCIARY ACTIVITIES

The following items are recorded in memorandum accounts by the Bank and represent fiduciary safekeeping and custody services:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Securities held in safe custody	4,648,338	6,913,980
Amounts to be collected on behalf of local third parties	288,184	199,067
Amounts to be collected on behalf of foreign third parties	244,659	207,253
Total	5,181,181	7,320,300

NOTE 24 – PRICE-LEVEL RESTATEMENT

The price-level restatement loss is determined by restating the following non-monetary assets, liabilities and equity:

	Year ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Restatement of non-monetary accounts based on the Consumer Price Index:			
Bank premises and equipment	7,307	1,904	5,232
Investments in other companies	92	126	85
Other non-monetary assets and liabilities	2,530	479	2,571
Shareholders' equity	(23,403)	(10,402)	(19,871)
Net loss from price-level restatement	(13,474)	(7,893)	(11,983)

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 25 – SALES AND PURCHASE OF LOANS

From time to time, the bank sells and purchases loans based on specific requirements from customers. During the year ended December 31, 2002, 2003 and 2004, the Bank sold loans in the amount of MCh\$ 54,474, MCh\$ 64,031 and MCh\$ 155,672, respectively; however, the Bank does not originate loans for future sale. During the years ended December 31, 2002, 2003 and 2004, the Bank purchased loans totaling MCh\$ 2,385 MCh\$ 15,867 and MCh\$ 26,968, respectively. Any gains or losses on such transactions are recognized in results of operations at the time of the transactions.

The aggregate gains (losses) on sales of loans were MCh\$ (44), MCh\$ 276 and MCh\$ 21,824 for the years ended December 31, 2002, 2003 and 2004, respectively.

NOTE 26 – SUBSEQUENT EVENTS

As of January 1, 2005, the Superintendency of Banks, modified the required relation the Bank must maintain between regulatory capital and risk weighted assets to 11% from 12%.

Between December 31, 2004 and the date of the publication of these financial statements, no other significant subsequent event exists that could materially affect these financial statements.

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

The following is a description of the significant differences between accounting principles generally accepted in Chile and accounting principles of the Superintendency of Banks (collectively, “Chilean GAAP”), and accounting principles generally accepted in the United States (“U.S. GAAP”).

References below to “SFAS” are to United States Statements of Financial Accounting Standards. Pursuant to Chilean GAAP, the Bank’s consolidated financial statements recognize certain effects of inflation.

The cumulative inflation rate in Chile as measured by the CPI for the three-year period ended December 31, 2004 was approximately 6.32%. Chilean GAAP requires that financial statements of banks be restated to reflect the total effect of the loss in the purchasing power of the Chilean peso on the financial position and results of operations of reporting entity. The method, described in Note 1 (c), is based on a model which enables calculation of net inflation gains or losses caused by monetary assets and liabilities exposed to changes in the purchasing power of local currency, by restating all non-monetary accounts in the financial statements. The model prescribes that the historical cost of such accounts be restated for general price-level changes between the date of origin of each item and the end of the period. The inclusion of price-level adjustments in the accompanying consolidated financial statements is considered appropriate under the prolonged inflationary conditions affecting the Chilean economy. As permitted under Item 18 of Form 20-F of SEC Regulation S-X no adjustments have been made to reflect the elimination of price-level adjustments.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(a) Merger of entities under common control

For Chilean GAAP purposes, the merger between Banco Santiago and the former Banco Santander-Chile was accounted for as “pooling of interests” as follows:

- The recorded assets and liabilities of the constituents are carried forward to the Bank at their recorded amounts at January 1, 2002.
- Income of the Bank includes income of both banks for the entire year as though the merger occurred on January 1, 2002.
- As such, the merger combination between Banco Santiago and the former Banco Santander-Chile has been presented on a combined basis, beginning September 30, 2002, which is the first interim reporting period following the Merger on August 1, 2002.

Under Chilean GAAP historical financial statements for periods prior to the merger are not restated. As the merger took place after December 31, 2001, the date of the last audited financial statements issued, the Chilean GAAP financial statements of Banco Santander Chile (formerly Banco Santiago) for the year ended December 31, 2001 do not reflect the combination of the two entities. As a result, the financial statements of the acquiring bank for those years, the former Banco Santiago, have been presented.

Unlike Chilean GAAP, the reported financial statement information for periods prior to May 3, 1999, the date at which there was common control, will be the reported book values of the predecessor entity, the former Banco Santander-Chile, controlled by Banco Santander Central Hispano (“BSCH”) since 1978. U.S. GAAP requires that the Bank combine the reported book values of the former Banco Santander-Chile subsequent to May 3, 1999 with the carrying values of the former Banco Santiago based on the U.S. GAAP amounts included in the accounting records of the common parent, BSCH.

(b) Push Down Accounting

1. *Merger of Banco Central Hispanoamericano S.A. (“BCH”) into Banco Santander S.A. (“BS”) on April 17, 1999*

On April 17, 1999, BCH merged into BS to create Banco Santander Central Hispano (“BSCH”). For U.S. GAAP purposes, the merger was accounted for as a purchase of BCH by BS. Prior to April 17, 1999 BCH indirectly held a 21.75% investment in Banco Santiago through a 50% participation in Teatinos Siglo XXI (“Teatinos”), formerly O’Higgins Central Hispano, S.A. At the time, the other 50% of Teatinos was owned by Quiñenco S.A. (“Quiñenco”). Teatinos held approximately 43.5% of Banco Santiago’s outstanding ordinary shares. At that time, the second largest shareholder of Banco Santiago was the Central Bank of Chile, which owned approximately 35.5% of Banco Santiago’s outstanding ordinary shares. Due to legal impediments, the Central Bank’s shares in Banco Santiago had no voting rights, enabling Teatinos to control Banco Santiago.

As a result of the acquisition of BCH by BS, purchase accounting was applied to the investment in Banco Santiago through Teatinos based on the identifiable assets and liabilities of BCH resulting in the creation of goodwill, relating to Banco Santiago, in the books of BSCH.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(b) Push Down Accounting (Continued)****2. Purchase of 50% of Teatinos by BSCH on May 3, 1999**

On May 3, 1999 BSCH purchased the 50% of Teatinos that it did not already own from Quiñenco for US\$600 million. As a result of the acquisition, purchase accounting was applied to the identifiable assets and liabilities, based on purchase price allocated to Banco Santiago in the books of BSCH.

Until December 31, 2001, the amortization of the aggregate goodwill related to the investment in Banco Santiago was calculated on a straight-line basis over a 17-year period.

The total goodwill arising from the two transactions relating to Banco Santiago amounted to MCh\$ 291,015. The effect of pushing down the purchase accounting differences including goodwill and goodwill amortization into the books of the Bank is included in paragraph (w) below.

3. Step Acquisition of Banco Santiago by BSCH

On April 22, 2002, the Central Bank sold their remaining 35.44% participation in Banco Santiago to Teatinos, the primary shareholder of the former Banco Santander-Chile and a wholly owned subsidiary of BSCH. As a result of this transaction, BSCH held a 78.95% participation in Banco Santiago prior to the merger with Banco Santander-Chile. Goodwill resulting from this transaction was recognized in the books of BSCH. Under U.S. GAAP to the extent that the transferring entity has differences in the carrying values of the banks, such differences are recorded in the records of the Bank. In the case of Banco Santander Chile these values include purchase accounting adjustments that relate to the April 22, 2002 transaction. The amount of goodwill as a result of the above transaction was determined as follows:

	As of April 22, 2002 (3) MCh\$
Net book value of Banco Santiago	493,219
Incremental fair value of identified intangible assets (1)(2)	260,245
Fair value increment of identified net assets acquired	47,083
	<hr/>
Fair value of Banco Santiago	800,547
	<hr/>
Fair value of interest acquired in Banco Santiago (35.44%)	283,714
Purchase cost	468,815
	<hr/>
Goodwill	185,101
	<hr/>

- (1) Core deposit intangibles resulting from the acquisition amounted to MCh\$ 87,675 and are being amortized over the estimated run-off period of the acquired customer base at the date of purchase.
- (2) Brand name intangible with indefinite life resulting from the acquisition amounted to MCh\$ 172,570.
- (3) Expressed in millions of constant Chilean pesos (MCh\$) of December 31, 2004.

The effect of pushing down the goodwill into the books of the Bank is included in paragraph (w) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(c) Acquisition of the former Banco Santander-Chile

For Chilean GAAP purposes, the merger between Banco Santiago and the former Banco Santander-Chile was accounted for as “pooling of interests” as follows:

- The recorded assets and liabilities of the constituents were carried forward to the Bank at their recorded amounts at January 1, 2002.
- Income of the Bank includes income of both banks for the entire year as though the merger occurred on January 1, 2002.
- As such, the merger combination between Banco Santiago and the former Banco Santander-Chile has been presented on a combined basis, beginning September 30, 2002, which is the first interim reporting period following the merger on August 1, 2002.

The pooling of interests method under Chilean GAAP was based on adding the balances of the two banks together using their historical book values and eliminating any inter-bank balances. Under U.S. GAAP, to the extent that the banks were under common control, the assets and liabilities of the former Banco Santander-Chile were transferred into the former Banco Santiago using the U.S. GAAP carrying values of such assets and liabilities included in the records of the common parent. However, as BSCH only owned 89% of the former Banco Santander-Chile, to the extent that the minority interest of 11% was acquired, through the issuance of former Banco Santiago shares, the latter is considered to be the acquirer.

Therefore, Banco Santander Chile (former Banco Santiago) calculated goodwill based on the difference between the purchase price (i.e. the market value of the shares issued by former Banco Santiago) and the fair value of the proportion of assets and liabilities acquired at the date of the merger. As part of this process and as a result of the acquisition of the minority interest of 11%, under U.S. GAAP, Banco Santander Chile was also required to value the interest acquired of previously unrecorded intangible assets, such as the Banco Santander Chile brand name, and to include these assets in the financial records of the Bank. Such intangible assets were not recorded under Chilean GAAP.

As a result of the merger between the former Banco Santiago and the former Banco Santander-Chile, the former Banco Santiago issued 89,511,910,227 shares in exchange for all the outstanding common shares of the former Banco Santander-Chile using an exchange ratio of 3.55366329 former Banco Santiago for each former Banco Santander-Chile share.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(c) Acquisition of the former Banco Santander-Chile (Continued)*

The following table sets forth the U.S. GAAP purchase accounting adjustment as of December 31, 2002, relating to the purchase of 11% of the former Banco Santander-Chile:

	As of December 31, 2002 (4) MCh\$
Net book value of the former Banco Santander-Chile	444,198
Incremental fair value of identified intangible assets (2) (3)	210,826
Fair value increment of identifiable assets acquired other than identified intangible assets	72,878
Fair value decrease of identifiable liabilities assumed	(26,229)
	<hr/>
Fair value of the former Banco Santander-Chile	701,673
	<hr/>
Fair value of interest acquired in the former Banco Santander-Chile (11%)	77,184
Purchase cost, including an estimated MCh\$452.1 of related acquisition expenses(1)	118,056
	<hr/>
Goodwill under U.S. GAAP (5)	40,872

- (1) The purchase price was the market value of the former Banco Santiago shares on the Santiago Stock Exchange multiplied by the percentage of shares to be issued in the merger relating to the purchase of the former Banco Santander-Chile. The market value was based on the share price on August 1, 2002.
- (2) Core deposit intangibles resulting from the acquisition amounted to MCh\$ 100,076 and are being amortized over the estimated run-off period of the acquired customer base at the date of purchase.
- (3) Brand name intangible with indefinite life resulting from the acquisition amounted to MCh\$ 110,750.
- (4) Expressed in millions of constant Chilean pesos (MCh\$) of December 31, 2004
- (5) Under Chilean GAAP the transaction is being accounted for as a merger, commonly referred to as a “pooling of interests”. For this reason, no goodwill arises.

The Bank does not amortize goodwill related to the acquisition of former Banco Santander-Chile, following the provisions of SFAS No. 142, as described in paragraph (d) below.

(d) Amortization of Goodwill and Intangible Asset

The Bank adopted Statement of Financial Accounting Standard No. 142, “Goodwill and Other Intangible Assets”, (“SFAS 142”) as of January 1, 2002. SFAS 142 applies to all goodwill and identified intangible assets acquired in a business combination. Under the new standard, beginning January 1, 2002, all goodwill, including that acquired before initial application of the standard, and indefinite-lived intangible assets are not amortized, but must be tested for impairment at least annually.

The Bank has performed the impairment test of goodwill and intangible assets with indefinite lives as required by the standard, which did not result in any impairment. Under Chilean GAAP, the Bank does not present any goodwill and intangible assets with indefinite lives as of December 31, 2004. Under U.S. GAAP, the carrying value of goodwill and identified intangible assets with indefinite lives related to the acquisitions of the former Banco Santander-Chile, financial assets and the push-down of goodwill from BSCH, described in paragraphs (b), (c), and (t) to this note, were MCh\$ 291,015, MCh\$ 185,101, MCh\$ 40,872 and MCh\$ 429,447, respectively.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(d) Amortization of Goodwill and Intangible Asset (Continued)**

The table below presents the allocation of the total carrying value of goodwill, net of accumulated amortization calculated up to December 31, 2001 by major line of business of the Bank:

	<u>MChs</u>
Business Segments	
Retail Banking	518,082
Wholesale Banking	244,105
	<hr/>
Total goodwill	<u>762,187</u>

(e) Income taxes

Under Chilean GAAP, prior to 1999, the Bank did not record the effects of deferred income taxes. Effective January 1, 1999, and in accordance with the new accounting standard under Chilean GAAP (Technical Bulletin No. 60), the Bank was required to record the effects of deferred tax assets and liabilities based on the liability method, with deferred tax assets and liabilities established for temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized. As a transitional provision to reduce the impact of adoption of this standard, the Bank was permitted to record a contra ("complementary") asset or liability as of the date of implementation of the new accounting standard, i.e. January 1, 1999, related to the effects of deferred income taxes from prior years. These complementary assets and liabilities are to be amortized over the average estimated period of reversal of the temporary differences which generate the future income tax asset or liability.

Under SFAS No. 109, "Accounting for Income Taxes" ("SFAS 109"), income taxes are recognized using the liability method in a manner similar to Chilean GAAP. The effects of elimination of the complementary assets and liabilities and their respective amortization as well as effects of recording deferred income taxes on U.S. GAAP adjustments are included in the reconciliation of consolidated net income and shareholders' equity in paragraph (w) below. Additional disclosures required under SFAS 109 are further described in paragraph (z) below.

(f) Mandatory dividends

As required by Chilean General Banking Law, unless otherwise decided by a two-thirds vote of the issued and subscribed shares, the Bank must distribute a cash dividend in an amount equal to at least 30% of its net income for each year as determined in accordance with Chilean GAAP, a higher legally binding commitment to distribute dividends exists, or unless and except to the extent the Bank has unabsorbed prior year losses. Under U.S. GAAP, if dividends distributed as of a financial reporting date are less than such a regulatory mandated dividend payment, such difference represents a non-permanent component of stockholders' equity which should be reclassified from retained earnings as of such reporting date. However, when, as allowed by regulation, actions of shareholders are taken prior to the date of financial statement issuance, which is evidence that such minimum dividend will not be fully distributed, the reclassification of such dividend may be limited to such lesser amount authorized by shareholders' action. The effect of recording mandatory dividends in accordance with U.S. GAAP is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(g) Interest income recognition on non-accrual loans

Under Chilean GAAP the Bank suspends the accrual of interest on loans when is determined to be a loss or when it becomes past due. Previously accrued but uncollected interest on overdue loans is not reversed at the time the loan ceases to accrue interest. Under U.S. GAAP, recognition of interest on loans is generally discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. As a general practice, this occurs when loans are 90 days or more overdue. Any accrued but uncollected interest is reversed against interest income at that time.

In addition, under Chilean GAAP, any payment received on overdue loans is treated as income to the extent of interest earned but not recorded, after reducing any recorded accrued interest receivable. Any remaining amount is then applied to reduce the outstanding principal balance. Under U.S. GAAP, any payment received on loans when the collectibility of the principal is in doubt is treated as a reduction of the outstanding principal balance of the loan until such doubt is removed. The effect of the difference in interest recognition on non accrual loans is considered not material to the Bank's financial position and results of its operations.

(h) Repurchase agreements

The Bank enters into repurchase agreements as a source of financing. In this regard, the Bank's investments which are sold subject to repurchase agreements are reclassified from their investment category to "investment collateral under agreements to repurchase". Under U.S. GAAP, no such reclassification would be made, since, in substance, the investment securities serve only as collateral for the borrowing. For purposes of presentation of balance sheet in accordance with U.S. GAAP and in format required by the Securities and Exchange Commission under rules 210.9 to 210.9-07 of Regulation S-X ("Article 9"), which is included in paragraph (y) to this note, investments which collateralize such borrowings are shown as trading investments.

(i) Contingent assets and liabilities

In accordance with Chilean GAAP, the Bank recognizes rights and obligations with respect to contingent loans as contingent assets and liabilities. Contingent liabilities consist of open, unused and standby letters of credit, together with guarantees by the Bank in Chilean peso, UF and foreign currencies (principally US dollars). The liabilities represent the Bank's obligations under such agreements. Under U.S. GAAP, such contingent amounts are not recognized on the consolidated balance sheets but are disclosed in memorandum accounts. The reclassification was included in the balance sheets Article 9 in paragraph (y) below.

Within contingent assets and liabilities the Bank includes financial guarantees. Disclosures required in accordance with FIN 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" are included in paragraph (ae) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(j) Investment securities

Under Chilean GAAP the Bank classifies their financial investments as “trading” or “permanent”. Financial investments held by the Bank with a secondary market are stated at fair market value with unrealized gains and losses included in a separate component of shareholders’ equity for those classified as permanent and with realized gains and losses included in other operating results from trading investments. Some subsidiaries do not recognize fair value adjustment of trading investments with maturity lower than 90 days if the adjustment results in a gain. All other financial investments are carried at acquisition cost plus accrued interest and UF indexation adjustments. Investment securities maintained by the former Banco Santander-Chile’s subsidiaries were carried at the lower of price-level restated cost or market value. Additionally, during 2001 the former Banco Santander-Chile received permission from the Superintendency of Banks to record at amortized cost (i.e. not adjust to market value) a portion of its portfolio of Chilean Government securities, which are hedged by specific interest rate swap agreements. Similarly, under Chilean GAAP interest rate swap agreements are not recorded at fair value (see paragraph (n) below).

Under U.S. GAAP, SFAS No. 115, “Accounting for Certain Investments in Debt and Equity Securities” (“SFAS 115”) requires that debt and equity securities be classified in accordance with the Bank’s intent and ability to hold the security, as follows:

- Debt securities for which the Bank has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and are reported at amortized cost.
- Debt and equity securities that are bought and held by the Bank, principally for the purpose of selling them in the near term, are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings.
- Debt and equity securities not classified as either held-to-maturity securities or trading securities are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses excluded from earnings and reported in a separate component of shareholders’ equity.

Based upon these criteria, the Bank has determined that under U.S. GAAP, its investments should be classified as “trading”, “available-for-sale” and “held-to-maturity”.

The effect of recording the market value adjustment for investments stated at the lower of price-level restated cost or market value, consistent with the valuation criteria of the Bank, effect of adjustment to fair value trading investments with maturity date lower than 90 days held by certain subsidiaries and the market value adjustment to the Chilean Government securities portfolio hedged by various interest rate swap agreements, is included in the reconciliation of consolidated net income and shareholders’ equity in paragraph (w) below.

Under Chilean GAAP, the unrealized holding gains (losses) related to investments classified as permanent have been included in equity, which does not differ from the treatment “available-for-sale” under U.S. GAAP.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(j) Investment securities (Continued)

The following are required disclosures for investments classified as available-for-sale in accordance with SFAS 115 and based on Article 9 balance sheet under U.S. GAAP. Realized gains and losses are determined using the proceeds from sales less the cost of the investments identified to be sold. Gross gains and losses realized on the sale of available-for-sale securities for the years ended December 31, 2003 and 2004 are as follows:

	Years ended December 31,	
	2003	2004
	MCh\$	MCh\$
Proceeds on realized gains	179,018	941,500
Realized gains	6,027	22,261
Proceeds on realized losses	135,988	254,696
Realized losses	607	1,656

The carrying value and market value of securities available-for-sale as of December 31, 2003 and 2004 are as follows:

	Year ended December 31, 2004			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses (1)	Estimated Fair Value
	MCh\$	MCh\$	MCh\$	MCh\$
Available-for-Sale Investments:				
Central Bank Securities	112,207	912	(209)	112,910
Chilean Treasury Bonds	155,026	5,962	(32)	160,956
Other securities of Chilean institutions	121,471	403	(671)	121,203
Chilean Financial institutions	112,263	637	(851)	112,049
Foreign investments	47,620	431	(451)	47,600
Total	548,587	8,345	(2,214)	554,718

(1) Investments with unrealized losses have been in this category for less than twelve months. The unrealized losses were caused by interest rate increases. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. Because the Bank has the ability and intent to hold these investments until a recovery of fair value, which may be maturity, the Bank does not consider these investments to be other than temporarily impaired at December 31, 2004.

	Year ended December 31, 2003			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	MCh\$	MCh\$	MCh\$	MCh\$
Available-for-Sale Investments:				
Central Bank Securities	379,691	1,915	(118)	381,488
Chilean Treasury Bonds	196,916	2,735	(119)	199,532
Other securities of Chilean institutions	117,861	330	(692)	117,499
Chilean Financial institutions	367,583	3,033	(1,339)	369,277
Foreign investments	30,325	478	(715)	30,088
Total	1,092,376	8,491	(2,983)	1,097,884

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(j) Investment securities (Continued)**

The contractual maturities of securities classified by the Bank as available-for-sale are as follows:

	Year ended December 31, 2004				
	Within one year	After one year but within five years	After five years but within ten years	After ten years	Total
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Available-for-Sale Investments:					
Central Bank Securities	32,904	40,643	28,727	10,636	112,910
Chilean Treasury Bonds	5,181	146,113	3,333	6,329	160,956
Other securities of Chilean institutions	130	25,823	27,900	67,350	121,203
Chilean Financial institutions	11,753	19,294	6,363	74,639	112,049
Foreign investments	1,171	23,168	23,261	—	47,600
Total	51,139	255,041	89,584	158,954	554,718

Under U.S.GAAP, the Bank is required to disclose the amounts of unrealized holding gains and losses included in income on securities classified as trading. For the years ended December 31, 2002, 2003 and 2004, the Bank recognized in income net unrealized holding gains (losses) of MCh\$ (4,474), MCh\$ 1,209 and MCh\$ 2,482 respectively, on these securities.

During the fourth quarter of 2004, the Bank determined that certain of its available-for-sale securities issued by Chilean financial institutions had declines in value that were considered other than temporary, recording a charge to net income of MCh\$ 2,902 to record these securities at their market values at that date. Future unrealized gains or losses will be recorded in other comprehensive income consistent with the accounting treatment for available-for-sale securities.

As of December 31, 2003 and 2004 the Bank did not classify any security as held-to-maturity.

(k) Mortgage finance bonds

During 2002 the Bank modified its accounting treatment of financial investments in mortgage finance bonds issued by the Bank in accordance with the instructions issued by the Superintendency of Banks.

Under U.S. GAAP market value adjustment recognized under Chilean GAAP before the accounting change would not have been made. The effects of this difference between Chilean and U.S. GAAP have been included in the reconciliation to U.S. GAAP in paragraph (w) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(I) Allowance for loan losses

The determination of loan losses under U.S. GAAP differs from that under Chilean GAAP in the following respects:

1. Allowance for loan losses

Under Chilean GAAP, the allowance for loan losses is calculated according to specific guidelines set out by the rules of the Superintendency of Banks.

Under U.S. GAAP, allowances for loan losses should be adequate to cover inherent losses in the loan portfolio at the respective balance sheet dates. The Bank has estimated its required allowance under U.S. GAAP in the following manner:

- All loans of the Bank were classified in accordance with the rules of the Superintendency of Banks.
- Allowances for commercial loans classified in loan risk category A1, A2, A3 or B, which were not considered impaired under SFAS No. 114, "Accounting by Creditors for Impairment of a Loan" ("SFAS 114") were analyzed by loan category and were adjusted where necessary to reflect the estimated inherent losses in the loan portfolio based upon the historical movements and trends in the Bank's loan classifications ("migration analysis").
- In addition, specific additional allowances were determined for commercial loans, i.e. those loans which were not considered above, on the following basis:
 - i. Commercial loans greater than MCh\$ 100, which were considered impaired in accordance with the criteria established by SFAS 114 were valued at the present value of the expected future cash flows discounted at the loan's effective contractual interest rate, or at the fair value of the collateral if the loans were collateral dependent.
 - ii. Allowances for commercial loans which were under MCh\$ 100 (i.e. those loans which were not considered in the above SFAS 114 analysis), were calculated using the weighted average loan provision, by loan classification, as determined in (i). In addition, estimated incurred losses were adjusted based on results of a migration analysis referred to above.
 - iii. Allowance for loan losses for mortgage and consumer loans were determined based on historical loan charge-offs, after considering the recoverability of the underlying collateral.

Based on the preceding calculations under provisions of SFAS 114 the Bank aggregated MCh\$ 6,050 and reduced MCh\$ 8,714 from the total loan loss allowance for the years ended December 31, 2003 and 2004, respectively.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(1) Allowance for loan losses (Continued)*

Based on the loan losses allowance estimation process described above the Bank determined the allowance for loan losses under U.S. GAAP, and compared this estimate with the reported allowance determined in accordance with the guidelines established by the Superintendency of Banks. The recorded additional (“voluntary” under previous regulations in effect until December 31, 2003) loan loss allowance, permitted under Chilean GAAP, was then deducted from the additional allowance requirements under U.S. GAAP to arrive at a cumulative U.S. GAAP adjustment for the Bank, as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
U.S. GAAP loan loss allowance	(178,448)	(164,572)
Chilean GAAP loan allowance required by the Superintendency of Banks	172,032	165,286
U.S. GAAP adjustment prior to voluntary loan loss allowance	(6,416)	714
Less: Chilean GAAP additional loan loss allowance (1)	366	8,000
Cumulative U.S. GAAP adjustment	(6,050)	8,714

(1) “Voluntary allowance” until December 31, 2003 and “Additional reserves” under the new regulations effective January 1, 2004.

The effect of accounting for loan losses in accordance with U.S. GAAP is included in the reconciliation of the net income and shareholders’ equity in paragraph (w) below.

2. Recognition of Income

As of December 31, 2003 and 2004, the recorded investment in loans for which impairment has been recognized in accordance with SFAS 114 totaled to MCh\$ 279,314 and MCh\$ 305,780, respectively, with a corresponding valuation allowance of MCh\$ 112,358 and MCh\$ 141,409, respectively. For the years ended December 31, 2003 and 2004 the average recorded investment in impaired loans was MCh\$ 261,503 and MCh\$ 157,584, respectively. For the three years ended December 31, 2004, during the portion of the year that the loans were impaired the Bank recognized MCh\$ 13,310, MCh\$ 18,895 and MCh\$ 1,908 of interest on impaired loans. As of December 31, 2003 and 2004, the Bank had made provisions against all loans which it considered to be impaired.

3. Loan loss recoveries

Under U.S. GAAP recoveries of loans previously charged-off are presented as a reduction of the provision for loan losses while under Chilean GAAP such recoveries are recognized as other income. This reclassification is included in the Article 9 financial statements of the Bank presented in paragraph (y) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(l) Allowance for loan losses (Continued)**

The following presents an analysis under U.S. GAAP, for the years ended December 31, 2002, 2003 and 2004, of the changes in the reserve for loan losses during the years presented:

	As of December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Allowances for loan losses in accordance with U.S. GAAP, as of January 1	156,486	159,902	178,448
Price-level restatement (1)	(4,498)	(1,509)	(4,529)
Loan loss recoveries	26,003	34,762	47,980
Charge-offs	(83,325)	(102,716)	(119,446)
Provisions established	79,688	113,028	130,209
Provisions released	(14,452)	(25,019)	(68,090)
Allowances for loan losses in accordance with U.S. GAAP, as of December 31	159,902	178,448	164,572

(1) Reflects the effect of inflation on the allowance of loan losses under Chilean GAAP at the beginning of each period, adjusted to constant Chilean pesos of December 31, 2004.

4. Charge-offs

As discussed in Note 1 (k) of these financial statements, under Chilean GAAP the Bank charges-off loans when collection efforts have been exhausted. Under the rules and regulations established by the Superintendency of Banks, charge-offs must be made within the following maximum prescribed limits:

- 24 months after a loan is past due (3 months for consumer loans) for loans without collateral;
- 36 months after a loan is past due for loans with collateral.

Under U.S. GAAP, loans should be written-off in the period that they are deemed uncollectible. The Bank believes that the charge-off policies it applies in accordance with Chilean GAAP are substantially the same as those required under U.S. GAAP, and therefore that potential difference is not significant to the presentation of its financial statements.

(m) Investments in other companies

Under Chilean GAAP, certain long-term investments of less than 20% of the outstanding shares in other companies have been recorded using the equity method of accounting. Under U.S. GAAP those investments generally would have been recorded at cost. The effect of accounting for investments in other companies in accordance with U.S. GAAP is included in the reconciliation of consolidated net income and shareholders' equity in paragraph (w) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(n) Derivatives

Chilean banks are permitted to use foreign exchange forward contracts (covering either foreign currencies against the U.S. dollar, the UF against the Chilean peso or the UF and the Chilean peso against the U.S. dollar), forward rate agreements and interest rate swaps. Currently, the use of derivatives in Chile is regulated by the Chilean Central Bank, which requires that all foreign exchange forward contracts be made only in U.S. dollars and other major foreign currencies.

All derivative instruments are subject to market risk, which is defined as the risk that future changes in market conditions may make an investment more or less valuable. The Bank managed their individual exposure to market risk on a global basis in accordance with risk limits set by senior management by buying or selling instruments or entering into off-setting foreign exchange and interest rate positions.

The Bank enters into derivative transactions for its own account and to meet customers' risk management needs. Generally the Bank enters into forward contracts in U.S. dollars against the Chilean peso or the UF, however, occasionally, forward contracts are also made in other currencies, but only when the Bank acts as an intermediary. Other derivative transactions include primarily interest rate swaps (pay fixed-receive floating) and rate lock. These are used for hedging purposes in order to manage, among other risks, interest rate and fair value risk related to the Yankee bonds of Chilean companies, Chilean Government securities bought by the Bank and certain mortgage loans.

In order to manage any credit risk associated with its derivative products, the Bank grants lines of credit to transaction counterparties, in accordance with its credit policies, for each derivative transaction. The counterparty risk exposure is a function of the type of derivative, the term to maturity of the transaction and the volatility of the risk factors that affect the derivative's market value, which were managed by each individual bank prior to the merger on an on-going basis as market conditions warrant.

Under Chilean GAAP, the Bank accounts for forward contracts between foreign currencies and U.S. dollars at fair value with realized and unrealized gains and losses on these instruments recognized in other income. Forward contracts between the U.S. dollar and the Chilean peso or the UF are valued at the closing observed exchange rate informed by Central Bank of Chile at each balance sheet date, with the initial discount or premium being amortized over the life of the contract in accordance with Chilean accounting criteria.

As described in Note 1, under Chilean GAAP the Bank records differences between interest income and interest expense on interest rate swap transactions, in net income in the period when such differences originate. The fair value of the swap agreement and changes in the fair value as a result of changes in market interest rates are not recognized in the Chilean GAAP consolidated financial statements.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(n) Derivatives (Continued)

Beginning January 1, 2001, the Bank adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No.138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities - an amendment of FASB Statement No. 133" (collectively "SFAS 133"), which establishes comprehensive accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and hedging activities. The standard requires that all derivative instruments be recorded in the balance sheet at fair value. However, the accounting for changes in fair value of the derivative instrument depends on whether the derivative instrument qualifies as a hedge. The standards also require formal documentation procedures for hedging relationships and effectiveness testing when hedge accounting is to be applied. If the derivative instrument does not qualify as a hedge, changes in fair value are reported in earnings when they occur. If the derivative instrument qualifies as a hedge, the accounting treatment varies based on the type of risk being hedged.

Under U.S. GAAP, the Bank records swap agreements at their estimated fair value and forward contracts between the U.S. dollar and the Chilean peso are valued at their fair value based on the forward exchange rate.

Additionally, under U.S. GAAP the Bank has designated part of its interest rate swap agreements as fair value hedges of certain specific mortgage loans and available-for-sale securities. The changes in fair value of both the hedging derivatives and the hedged items are recorded in current earnings.

Current Chilean accounting rules do not consider the existence of derivative instruments embedded in other contracts and therefore they are not reflected in the financial statements. For U.S. GAAP purposes, certain implicit or explicit terms included in host contracts that affect some or all of the cash flows or the value of other exchanges required by the contract in a manner similar to a derivative instrument, must be separated from the host contract and accounted for at fair value. The Bank separately measures embedded derivatives as freestanding derivative instruments at their estimated fair values recognizing changes in earnings when they occur. Currently the only host contracts that the Bank has, which have implicit or explicit terms that must be separately accounted for at fair value, are service type contracts related to computer services agreements and insurance agreements.

The effects of the adjustments with respect to foreign exchange contracts, interest rate and foreign currency swaps agreements on the net income and shareholders' equity of the Bank are included in paragraph (w) below. For the years ended December 31, 2002, 2003 and 2004 the effects of embedded derivatives were not significant.

Under Chilean GAAP, derivative instruments are presented on a net basis in the accounts "Other assets" and "Other liabilities". Under U.S. GAAP, such amounts would be netted only where a legal right to offset exists. The effect of this reclassification has been included in the presentation of the balance sheets of the Bank prepared in accordance with Article 9 presented in paragraph (y) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(o) Sale of mortgage loans

During 2001, Banco Santander Chile (formerly Banco Santiago) legally sold a portion of its mortgage loan portfolio to a securitization company. After the transaction, Banco Santander Chile (formerly Banco Santiago) purchased a percentage of the securities issued by the securitization company, which were backed by the mortgage loan portfolio. Under Chilean GAAP, Banco Santiago recognized in income the difference between book value of the loans sold and the proceeds from the sale, while the mortgage backed securities acquired in this transaction have been accounted for as investments in accordance with policy described in the Note 1 (g).

Under U.S. GAAP, specifically SFAS No. 140, “Accounting for transfers and Servicing of Financial Assets and Extinguishments of Liabilities”, the securities purchased by Banco Santander Chile (formerly Banco Santiago) and backed by the transferred assets constitute *retained interests*. To the extent that Banco Santander Chile (formerly Banco Santiago) has a retained interest in the loans, it is required to determine the relative fair value of the interest sold versus the interest retained. Interest retained must continue to be accounted for as if the transaction had not occurred. The effect of recording the difference in accordance with U.S. GAAP is included in the reconciliation of net income in paragraph (w) below.

(p) Staff severance indemnities

Employee benefits and post employment benefits in Banco Santander Chile were provided by independent pension funds and health insurance companies and have been funded by employees’ contributions. As employer, Banco Santander Chile had no responsibility for payments under these plans other than withholding amounts from employees’ salaries.

The provision for staff severance indemnities, included in the account “Other Liabilities”, relates to benefits payable to a defined number of employees, upon their voluntary retirement from Banco Santiago, conditional upon having completed 20 years of continuous service. Banco Santander Chile (formerly Banco Santiago) made indemnity payments upon termination of the applicable employees, and has not set aside assets to fund its benefit obligation. Under Chilean GAAP, the corresponding liability was calculated by discounting the benefit accrued using real interest rates, considering current salary levels of all employees eligible under the plan.

As the result of an agreement reached in 2003 with the employees included in the plan, the benefit was terminated and therefore no provision was recorded as of December 31, 2003 and 2004.

Under U.S. GAAP, termination indemnity employee benefits would have been accounted for in accordance with SFAS No. 87 “Employers’ Accounting for Pensions”, consistent with that of a defined benefit pension plan, measuring the liability by projecting the future expected severance payments using an assumed salary progression rate net of inflation adjustments, mortality and turnover assumptions, and discounting the resulting amounts to their present value using real interest rates.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(p) Staff severance indemnities, continued**

The following data are presented under U.S. GAAP for the termination indemnity benefit plan of the Bank for the year ended December 31, 2002.

	Year ended December 31, 2002
	MCh\$
Components of net periodic benefit expenses	
Service cost	109
Interest cost	162
Actuarial gain (loss)	(294)
Total	(23)
Assumptions used as of December 31,	
Real discount rate	7,2%
Real Rate of salary progression	7,1%
Mortality (1)	RV85
Turnover (2)	8,2%

- (1) The mortality tables used in the determination of the benefit obligation are the same as those used by Chilean Insurance Companies to calculate insurance life reserves, in accordance with Circular No. 491 issued March 29, 1985 by the Superintendency of Securities and Insurance.
- (2) The annual labor turnover ratio was determined based on the actual experience of Banco Santiago.

Had U.S. GAAP principles been followed for the accounting for staff severance indemnities the net income for the year ended December 31, 2002 would have been reduced by MCh\$ 1. The Bank believes that the difference between recording staff severance indemnities under Chilean GAAP and U.S. GAAP principles is not material to the Bank's financial position and results of its operations, and therefore it has not been included in the reconciliation of net income in paragraph (w) below.

Certain staff severance liabilities were assumed when BSCH purchased 50% of Teatinos in 1999. The liabilities were included in the calculation of goodwill and all reversed in 1999 (see paragraph (b) above).

(q) Recoveries of loans previously charged-off

Under U.S. GAAP, recoveries of loans previously charged-off are reflected as decrease of the allowance for loan losses; under Chilean GAAP they are presented as other income. This reclassification has been included in the Article 9 financial statements of the Bank, presented in paragraph (y) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(r) Capitalization of interest costs

For Chilean GAAP purposes, the Bank does not capitalize interest costs on the assets that are constructed for its own use. Under SFAS No. 34, interest costs should be capitalized as they are considered part of the historical cost of acquiring these assets. The effect of accounting for capitalization of interest costs in accordance with U.S. GAAP is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

(s) Mortgage loans purchased

Banco Santander Chile acquired mortgage loans (so called ANAP portfolio) from the former savings and loans institutions at a discount. In 1990, based on the regulations existing back then, the discount on a portion of the loans acquired was recognized as income. Under U.S. GAAP, such discount should be amortized during the life of the related loans. The effect of accounting for mortgage loans purchased in accordance with U.S. GAAP is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

(t) Acquisition of Financial Assets

The following business combinations have taken place in the banks that have led to adjustments between Chilean GAAP and U.S. GAAP:

1. Acquisition of Banco O'Higgins

For Chilean GAAP purposes, the merger between the former Banco Santiago and Banco O'Higgins that took during 1997 was accounted for using merger accounting principles. The recorded assets and liabilities of the constituents were carried forward to the combine bank at their recorded amounts as of January 1, 1997, and including in income of the former Banco Santiago the income of both Banco O'Higgins and the former Banco Santiago from January 1, 1997.

For U.S. GAAP purposes, the former Banco Santiago accounted for the business combination as a purchase of Banco O'Higgins. Consequently, goodwill was recorded as the difference between the fair value of the consideration paid by Banco Santiago and the fair value of the separately identifiable net assets of Banco O'Higgins received.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(t) Acquisition of Financial Assets (Continued)*

The original goodwill recorded under U.S. GAAP was as follows:

	MCh\$
Consideration paid	488,645
Proportionate fair value of the identifiable net assets of Banco O'Higgins (1)	(196,925)
Excess of cost over net assets acquired (goodwill) (2)	291,720

- (1) In management's opinion, the book value of assets and liabilities received approximated their fair value.
- (2) Until December 31, 2001, amortization of the goodwill was calculated on a straight-line basis over a 15-year period.

As described above in paragraph (b), on May 3, 1999, BSCH acquired an approximately 43.5% interest in the former Banco Santiago through step acquisitions, for which purchase accounting was applied and a fair value analysis of the identifiable assets and liabilities of Banco Santander Chile (formerly Banco Santiago) was carried out. As by definition goodwill is not considered to be an identifiable asset, it was not included in the analysis. Therefore, 43.5% of the original goodwill relating to O'Higgins was eliminated in the push down adjustment and is implicitly included in the goodwill determination of the purchases of Teatinos by BSCH (see paragraph (b)).

The effect of accounting for the purchase of Banco O'Higgins in accordance with U.S. GAAP and the subsequent push down accounting is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

2. Acquisition of Banco Osorno y La Union

During 1996, the former Banco Santander-Chile merged with Banco Osorno y la Union ("Banco Osorno" Consistent with the Banco O'Higgins transaction described above, under Chilean GAAP, the recorded assets and liabilities of the constituents were carried forward to the combined bank at their recorded amounts at January 1, 1996 while income of the combined Bank included in the results of both banks for the entire year as though the merger occurred on January 1, 1996.

For U.S. GAAP purposes the business combination would have been accounted for as reverse acquisition with Banco Osorno being accounted for as the acquired entity. As such, purchase accounting adjustments would be applied to the accounts of Banco Osorno to reflect the ownership interest acquired by the former Banco Santander-Chile's shareholders. Consequently, goodwill would have been recorded as the difference between fair value of the consideration paid by former Banco Santander-Chile's shareholders and the fair value of the separately identifiable net assets of Banco Osorno received.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(t) Acquisition of Financial Assets (Continued)*

Consideration paid consisted of two components to reflect the two transactions provided for by the Acquisition Agreement, as follows:

- The first component was the US\$ 496,339,521 cash consideration paid by Santander Spain to acquire the original 51% controlling interest in Banco Osorno from the Former Osorno Control Group. This amount was based on the agreed value of US\$ 17 per ADS, whereby 1 ADS represented 220 shares, although the Acquisition Agreement only required that this cash consideration be paid prior to November 11, 1996, subsequent to July 1, 1996, the effective date of the merger. For purposes of determining the adjustment to U.S. GAAP, the U.S. dollar amount was discounted to July 1, 1996 at the annual rate of Libor plus 1% and converted to Chilean pesos at the exchange rate of Ch\$ 411.60 per US\$ 1.00 (the Observed Exchange Rate on July 1, 1996, the effective date of the merger) and restated to constant Chilean pesos of December 31, 2004 for a total peso equivalent of MCh\$ 267,158.
- The second component was the value of the 24.5% interest in the Bank issued on July 1, 1996 pursuant to the Acquisition Agreement whereby Banco Osorno issued 12,594,315,035 common shares in exchange for all the outstanding common shares of the former Banco Santander-Chile. The 24.5% interest reflected one-half of the 49% of Banco Osorno that was not the subject of the commitment Banco Santander S.A. made in the Acquisition Agreement to acquire 51% of Banco Osorno by November 11, 1996. The market value of the publicly traded Banco Osorno shares at July 1, 1996 was Ch\$ 26 per share; therefore the consideration paid for this component of the Merger was 24.5% of 12,594,315,035 shares acquired at Ch\$ 26 per share and restated to constant Chilean pesos of December 31, 2004 for a total of MCh\$ 99,270.
- Recognition of goodwill resulted from the Merger, as there is an excess of the consideration paid over 75.5% interest in Banco Osorno acquired by former Banco Santander Chile's shareholders. The original amount of goodwill as a result of the above transaction was determined as follows:

	<u>MCh\$</u>
Consideration paid	366,428
Proportionate fair value of the identifiable net assets of Banco Osorno (1)	(157,110)
	<hr/>
Excess of cost over net assets acquired (goodwill) (2)	209,318
	<hr/>

(1) In management's opinion, the book value of assets and liabilities received approximated their fair value.

(2) Until December 31, 2001, amortization of the goodwill was calculated on a straight-line basis over a 25-year period.

The effect of accounting for the acquisition of Banco Osorno y La Unión in accordance with U.S. GAAP is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(t) Acquisition of Financial Assets (Continued)

3. Acquisition of FUSA

The purchase of FUSA involved the joint acquisition of this entity by the former Banco Santander-Chile and its parent company. The legal form of the acquisition involved the former Banco Santander-Chile paying book value for net tangible assets and the parent paying the purchase premium for the residual equity stock. For Chilean accounting the legal form of the acquisition was followed with all net assets ascribed to the former Banco Santander-Chile whereas the purchase intangible value, represented by the purchase premium, was ascribed to the Parent. Under U.S. GAAP, the net assets acquired should be recorded at fair value which would include the value of purchase intangible since through the purchase the former Banco Santander-Chile received the full economic value of such. The difference in the book value of the net assets acquired by the Bank and the aggregate purchase price for the entity would be recorded as an equity contribution from the Parent, and subsequently amortized over a period of up to 40 years. For purposes of reconciliation to U.S. GAAP, the goodwill was amortized until December 31, 2001 over 10 years. The effect of accounting for this acquisition in accordance with U.S. GAAP is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

(u) Assets received in lieu of payment

As instructed by the Superintendency of Banks, assets received in lieu of payment are carried at cost, less a global valuation allowance if the total of the fair value of those assets is lower than the carrying amount. If the asset is not sold within one year, then recorded asset amounts should be written-off on a straight-line basis over the following 18-month period (12-month period since January 1, 2004).

Under U.S. GAAP, assets received in lieu of payment are initially recorded at fair value less any estimated costs to sell at the date of foreclosure, on an individual asset basis. Subsequent to foreclosure, valuations should be periodically performed to record any impairment. The effect of recording these assets in accordance with U.S. GAAP in the Bank is included in the reconciliation of net income and shareholders' equity in paragraph (w) below.

(v) Accrued interest and indexation adjustment

Under Chilean GAAP, accrued interest and indexation adjustment are presented with the principal amounts. Under U.S. GAAP accrued interest and indexation adjustment would be separately recorded. The amount of this reclassification is not readily determinable.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)**(w) Summary of net income and shareholders' equity differences**

The following is a reconciliation of net income under Chilean GAAP to the corresponding amounts under U.S. GAAP:

	Year Ended December 31,			
	2002	2003	2004	2004
	Total	Total	Total	Total
	MCh\$	MCh\$	MCh\$	ThUS\$ (Note 1q)
Net income in accordance with Chilean GAAP	162,753	212,108	198,795	355,099
Push-down accounting (Note 27 (b))				
Amortization of intangibles	(5,749)	(8,624)	(8,624)	(15,405)
Amortization of fair value increment of net assets	(1,854)	(2,779)	(2,781)	(4,968)
Purchase of former Banco Santander–Chile (Note 27 (c))				
Amortization of intangibles	(2,705)	(1,675)	(1,709)	(3,052)
Amortization of fair value assets	(557)	(1,336)	(1,336)	(2,387)
Amortization of fair value liabilities	201	481	481	859
Deferred income taxes (Note 27(e))	(2,553)	(423)	24	43
Investment securities (Note 27 (j))	4,109	(13,386)	627	1,120
Mortgage finance bonds issued (Note 27 (k))	192	—	—	—
Allowance for loan losses (Note 27 (l))	(79)	(19,597)	14,764	26,372
Investments in other companies (Note 27 (m))	(64)	44	(8)	(14)
Derivatives (Note 27 (n))	(10,949)	13,563	(6,285)	(11,227)
Sale of mortgage loans (Note 27 (o))	297	—	—	—
Recoveries of loans (Note 27 (q))	1,712	1,692	10	18
Capitalization of interest costs (Note 27 (r))	(43)	(43)	(48)	(86)
Mortgage loans purchased (Note 27 (s))	79	57	40	71
Assets received in lieu of payment (Note 27 (u))	(2,949)	240	7,691	13,738
Deferred tax effect of U.S. GAAP adjustments	1,061	2,826	(2,712)	(4,844)
Net income in accordance with U.S. GAAP	142,902	183,148	198,929	355,337
Other comprehensive income, net of tax:				
Unrealized gain (losses) on available-for-sale securities	1,677	(4,970)	627	1,120
Comprehensive income in accordance with U.S. GAAP	144,579	178,178	199,556	356,457

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(w) Summary of net income and shareholders' equity differences (Continued)

The following is a reconciliation of shareholders' equity under Chilean GAAP to the corresponding amounts under U.S. GAAP:

	At December 31,		
	2003	2004	2004
	MCh\$	MCh\$	ThUS\$ (Note 1q)
Shareholders' equity in accordance with Chilean GAAP	1,042,623	1,031,754	1,842,977
Push Down Accounting (Note 27 (b))			
Goodwill	476,116	476,116	850,465
Accumulated amortization	(43,300)	(43,300)	(77,345)
Fair value of intangibles	77,858	69,234	123,670
Fair value increment of net assets	12,054	9,273	16,564
Purchase of former Banco Santander-Chile (Note 27 (c))			
Goodwill	40,872	40,872	73,008
Fair value intangibles	18,810	17,101	30,547
Fair value increment of net assets	3,920	3,065	5,474
Deferred income taxes (Note 27 (e))	(50)	(26)	(46)
Mandatory dividends (Note 27 (f))	(63,632)	(59,639)	(106,531)
Investment securities (Note 27 (j))	5,034	3,197	5,710
Allowance for loan losses (Note 27 (l))	(6,050)	8,714	15,566
Investments in other companies (Note 27 (m))	388	380	679
Derivatives (Note 27 (n))	(2,151)	(8,436)	(15,069)
Recoveries of loans (Note 27 (q))	(1,240)	(1,230)	(2,197)
Capitalization of interest costs (Note 27 (r))	3,759	3,711	6,629
Mortgage loans purchased (Note 27 (s))	(124)	(84)	(150)
Assets received in lieu of payment (Note 27 (u))	357	8,048	14,375
Deferred tax effect of U.S. GAAP adjustments	(73)	(2,366)	(4,226)
Acquisition of financial assets (Note 27 (t))			
Goodwill	429,447	429,447	767,102
Accumulated amortization	(140,948)	(140,948)	(251,769)
Shareholders' equity in accordance with U.S. GAAP	<u>1,853,670</u>	<u>1,844,883</u>	<u>3,295,433</u>

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(w) Summary of net income and shareholders' equity differences (Continued)

The following summarized the changes in the shareholders' equity of the Bank under U.S. GAAP during the years ended December 31, 2002, 2003 and 2004:

	As of December 31,			
	2002 Total	2003 Total	2004 Total	2004 Total
	MCh\$	MCh\$	MCh\$	ThUS\$ (Note 1q)
Balance at January 1,	1,460,882	1,850,517	1,853,670	3,311,131
Dividends paid	(225,266)	(160,219)	(212,336)	(379,287)
Mandatory dividends, previous date	155,935	48,826	63,632	113,663
Mandatory dividends, closing date	(48,826)	(63,632)	(59,639)	(106,531)
Unrealized gains on available-for-sale investments, net of tax	1,677	(4,970)	627	1,120
Capital increase	363,213	—	—	—
Net income in accordance with U.S. GAAP	142,902	183,148	198,929	355,337
Balance at December 31,	1,850,517	1,853,670	1,844,883	3,295,433

(x) Earnings per share

The following disclosure of net income per share information is not generally required for presentation in the financial statements under Chilean GAAP but is required under U.S. GAAP. Earnings per share are determined by dividing net income by the weighted average number of total shares outstanding.

	Years Ended December 31,		
	2002	2003	2004
	Ch\$	Ch\$	Ch\$
Chilean GAAP (1)			
Earnings per share	0.86	1.13	1.05
Weighted average number of total shares outstanding (in millions)	188,446.1	188,446.1	188,446.1
U.S. GAAP (1)			
Earnings per share from continuing operations	0.68	0.89	0.94
Earnings per share from discontinued operations	0.08	0.08	0.12
Net income per share	0.76	0.97	1.06
Weighted average number of total shares outstanding (in millions)	188,446.1	188,446.1	188,446.1

- (1) Basic earnings per share have been calculated by dividing net income by the weighted average number of common shares outstanding during the year. There are no potentially dilutive effects on the earnings of the Banco Santiago as it had not issued convertible debt or equity securities.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(y) Article 9 Income Statements and Balance Sheets

In addition to the adjustments to U.S. GAAP included in paragraph (w), the presentation of the consolidated financial statements differs significantly from the format required by the Securities and Exchange Commission under rules 210.9 to 210.9-07 of Regulation S-X (Article 9). The following balance sheets and income statements have been restated in constant Chilean pesos of December 31, 2004 purchasing power using the adjustment factor arising from the CPI, and are presented in the format prescribed by Article 9 of Regulation S-X.

The principal reclassifications which were made to the primary Chilean GAAP consolidated financial statements in order to present them in the Article 9 format are as follows:

1. Elimination of contingent assets and liabilities from the balance sheet.
2. Presentation of recoveries of loans previously charged-off as a reduction of the provision for loan losses instead of as other income.
3. Reclassification of fees relating to contingent loans from interest income under Chilean GAAP to non interest income under Article 9.
4. Elimination of the cash clearing account from cash and due from banks.
5. Presentation of forward contracts classified based on legal right to offset.
6. Presentation in the Income Statements the results of discontinued operations arising from the sale of the Santiago Express Division in 2004 in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets".

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(y) Article 9 Income Statements and Balance Sheets (Continued)*

The following income statements have been prepared in accordance with U.S. GAAP and are presented in accordance with requirements of Article 9, except for the inclusion of price-level restatement permitted under Item 18 of form 20-F. Income statement for the year ended December 31, 2002 is presented on a combined basis (see paragraph (c)).

	Years ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Interest income			
Interest and fees on loans	862,127	663,969	670,758
Interest on investments	172,043	(62,332)	89,125
Interest on mortgage finance bonds	7,682	6,067	—
Interest on deposits with banks	3,490	1,209	430
Interest on investments under agreement to resell	4,592	5,083	1,781
Total interest income	1,049,934	613,996	779,694
Interest expense			
Interest on deposits	(240,363)	(127,036)	(124,171)
Interest on investments under agreement to repurchase	(29,679)	(76)	(17,239)
Interest on short-term debt	(6,279)	(18,387)	(26,376)
Interest on long-term debt	(247,357)	(171,282)	(126,381)
Interest on other borrowed funds	(339)	—	(7,323)
Price level restatement (1)	(13,474)	(7,893)	(12,011)
Total interest expense	(537,491)	(324,674)	(313,501)
Net interest income	512,443	289,322	448,593
Provision for loan losses	(67,723)	(87,911)	(65,135)
Net interest income after provision for loan losses	444,720	201,411	383,458
Other income			
Fees and commissions, net	72,649	78,052	81,734
Gain on trading activities	24,005	28,273	30,988
Net gains (losses) on foreign exchange activities	(26,217)	155,764	7,608
Other	23,983	23,962	28,095
Total other income	94,420	286,051	148,425
Other expenses			
Salaries	(150,126)	(126,750)	(130,397)
Net premises and equipment expenses	(51,088)	(33,122)	(47,617)
Administration expenses	(90,483)	(91,246)	(84,661)
Other expenses	(92,384)	(30,003)	(48,364)
Minority interest	(189)	(164)	(183)
Total other expenses	(384,270)	(281,285)	(311,222)
Income from continuing operations before income taxes	154,870	206,177	220,661
Income taxes from continuing operations	(27,009)	(39,170)	(44,036)
Income from continuing operations	127,861	167,007	176,625
Discontinued operations:			
Gain from discontinued operations of Santiago Express Division	17,906	19,330	5,048
Gain on disposal of Santiago Express Division	—	—	21,824
Income tax expense	(2,865)	(3,189)	(4,568)
Income from discontinued operations	15,041	16,141	22,304
Net income	142,902	183,148	198,929
Other Comprehensive income	1,677	(4,970)	627

Comprehensive income

144,579 178,178 199,556

- (1) The price-level adjustment includes the effect of inflation primarily resulting from interest-earning assets and interest-bearing liabilities. As the Bank does not maintain the price-level adjustment for separate categories of assets and liabilities, such adjustment is presented as a component of interest expense.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(y) Article 9 Income Statements and Balance Sheets (Continued)*

The following balance sheets as of December 31, 2003 and 2004 have been prepared in accordance with U.S. GAAP, except for the inclusion of price-level restatement permitted under item 18 of Form 20-F, and are presented in accordance with the requirements of Article 9.

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
ASSETS		
Cash and due from banks	407,837	343,058
Interest bearing deposits	142,115	228,619
Investments under agreements to resell	44,655	23,660
Investments:		
Trading Investments	766,990	1,364,326
Available-for-sale investments	1,097,884	554,718
Sub-total	2,459,481	2,514,381
Loans	7,165,671	7,891,253
Unearned income	(153,754)	(106,651)
Allowance for loan losses	(178,448)	(164,572)
Loans, net	6,833,469	7,620,030
Premises and equipment, net	251,859	237,894
Goodwill, net	762,187	762,187
Intangibles, net	96,669	86,335
Other assets	424,391	607,743
Total Assets	10,828,056	11,828,570
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non interest bearing	1,540,283	1,853,129
Interest bearing	3,610,572	4,469,309
Total deposits	5,150,855	6,322,438
Short-term borrowings	540,982	926,853
Investments sold under agreement to repurchase	476,876	432,797
Other liabilities	347,616	495,289
Long-term debt	2,456,964	1,805,032
Sub-total	3,822,438	3,659,971
Minority interest	1,093	1,278
Common stock	719,974	719,974
Other shareholders' equity	1,133,696	1,124,909
Total Liabilities and Shareholders' Equity	10,828,056	11,828,570

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(y) Article 9 Income Statements and Balance Sheets, continued

Total assets set forth in the basic Chilean GAAP balance sheets are reconciled to total assets in the Article 9 balance sheets above as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Total assets of the Bank under Chilean GAAP	11,191,253	12,070,528
Elimination of off- setting assets and liabilities:		
Cash clearing account	(515,099)	(426,551)
Contingent loans	(849,581)	(870,794)
Reclassification of forward contracts	122,439	172,434
U.S. GAAP adjustments	879,044	882,953
Total assets under Article 9 presentation	<u>10,828,056</u>	<u>11,828,570</u>

(z) Income taxes

The reconciliation of the provision for income taxes charged to income under Chilean GAAP to the corresponding amounts under U.S. GAAP is as follows:

	Years Ended December 31,		
	2002	2003	2004
	MCh\$	MCh\$	MCh\$
Charge for the period under Chilean GAAP	28,382	44,762	45,916
U.S. GAAP Adjustments:			
Deferred tax effect of applying SFAS No. 109	2,553	423	(24)
Deferred tax effect of U.S. GAAP adjustments	(1,061)	(2,826)	2,712
Charge for the period under U.S. GAAP	<u>29,874</u>	<u>42,359</u>	<u>48,604</u>

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(z) Income taxes, continued

Deferred tax assets and liabilities for the Bank under U.S. GAAP are summarized as follows:

	As of December 31,	
	2003	2004
	MCh\$	MCh\$
Temporary differences		
Allowance for loan losses	19,371	20,085
Accrued interest	2,526	2,557
Future contracts	354	1,272
Other provisions	4,628	7,040
Foreign exchange	267	395
Bank premises and equipment	9,911	9,284
Assets received in lieu of payment	845	1,329
Miscellaneous	225	3,739
Total deferred tax assets	38,127	45,701
Accelerated depreciation	33	1,327
Valuation of investments	(1,086)	159
Prepaid expenses	2,887	1,557
Miscellaneous	1,320	459
Total deferred tax liabilities	3,154	3,502
Net deferred tax assets	34,973	42,199

The U.S. GAAP provision for income taxes differs from the amount of income tax provision determined by applying the Chilean statutory income tax rate to U.S. GAAP pretax income as a result of the following differences:

	2002 MCh\$	2003 MCh\$	2004 MCh\$
Chilean taxes due at the statutory rate	27,644	37,208	42,081
Increase (decrease) in rates resulting from:			
Non-taxable income	(691)	(385)	(91)
Non-deductible expenses	1,216	3,237	4,239
Amortization of intangibles	1,705	2,299	2,375
At effective tax rate	29,874	42,359	48,604

The Chilean statutory first category (corporate) income tax rate was 16% for 2002, 16.5% for 2003 and 17% for 2004.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(aa) Accumulated other comprehensive income

The Bank presents accumulated other comprehensive income and its components with the objective to report a measure of all changes in shareholders' equity that result from transactions and other economic events of the period other than transactions with owners ("comprehensive income"). Comprehensive income is the total net income and other non-owner equity transactions that result in changes in net equity. The following represents accumulated other comprehensive income of the Bank, net of deferred taxes as of December 31, 2002, 2003 and 2004:

	Year ended December 31, 2004		
	Before-tax amount	Tax (expense) or benefit	Net-of-tax amount
	MCh\$	MCh\$	MCh\$
Beginning balance	5,508	(936)	4,572
Price-level restatement (1)	(133)	22	(111)
Unrealized losses on securities available for sale:			
Unrealized gains arising during the period	(19,849)	3,374	(16,475)
Less: reclassification adjustment for gains included in net income	20,605	(3,503)	17,102
Net unrealized gains	756	(129)	627
Ending balance	6,131	(1,043)	5,088
	Year ended December 31, 2003		
	Before-tax amount	Tax (expense) or benefit	Net-of-tax amount
	MCh\$	MCh\$	MCh\$
Beginning balance	11,607	(1,915)	9,692
Price-level restatement (1)	(110)	(40)	(150)
Unrealized gains on securities available for sale:			
Unrealized gains arising during the period	(11,409)	1,940	(9,469)
Less: reclassification adjustment for gains included in net income	5,420	(921)	4,499
Net unrealized gains	(5,989)	1,019	(4,970)
Ending balance	5,508	(936)	4,572
	Year ended December 31, 2002		
	Before-tax amount	Tax (expense) or benefit	Net-of-tax amount
	MCh\$	MCh\$	MCh\$
Beginning balance	9,874	(1,580)	8,294
Price-level restatement (1)	(287)	8	(279)
Unrealized gains on securities available for sale:			
Unrealized gains arising during the period	1,036	(176)	860
Less: reclassification adjustment for gains included in net income	984	(167)	817
Net unrealized gains	2,020	(343)	1,677
Ending balance	11,607	(1,915)	9,692

(1) Reflects the effect of inflation on the accumulated other comprehensive income at the beginning of each period, adjusted to constant pesos of December 31, 2004.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(ab) Segment Information

The following disclosure of segment information is not required for presentation in the financial statements under Chilean GAAP, however in accordance with SFAS No. 131 “Disclosures about Segments of an Enterprise and Related Information” the Bank discloses the following segment information based on the management approach. The Bank’s internal organization is structured on the basis of the client segments the Bank serves. The Bank provides a full range of financial services to corporate and individual customers through two major business units: Retail Banking and Wholesale Banking.

1. Retail Banking

This segment includes lending carried out through the Bank’s branch network primarily to individuals, small companies and micro-businesses. Retail Banking offers customers a range of products, including consumer loans, credit cards, auto loans, commercial loans, foreign trade financing and residential mortgage loans.

2. Wholesale Banking

Customers in this segment include medium-sized and large domestic and multinational companies. The Wholesale Banking business includes commercial lending, leasing, factoring, infrastructure construction financing, trade financing and financial advisory, payment and cash management services. The Bank also provides a diversified range of treasury and risk management products to these customers. This segment also includes the results of the Bank’s Finance Division investment and loan portfolio and other client generated activities. In addition, the Bank finances real estate construction and significant infrastructure projects.

The accounting policies of the segments are the same as those described in the summary of significant accounting principles, and are customized to meet the needs of management of the Bank. The Bank derives a majority of its revenues from interest income and the chief operating decision maker relies primarily on net interest revenue to assess the performance of the segments and make decisions about resources to be allocated to the segments. In 2002 and as a result of the Merger the Bank modified its segmentation criteria. At the same time the former Banco Santander-Chile and former Banco Santiago had different segmentation criteria. Therefore, a third segmentation method was designed for the new Bank.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)*(ab) Segment Information (Continued)*

The table below sets forth our lines of business and certain statistical information relating to each of them as of December 31, 2004, 2003 and 2002.

Segment	As of December 31, 2004			
	Net Interest Revenue (1)	Fees & Income from Services	Net Loan Loss Allowances (2)	Net Client Contribution (3)
Retail Banking (1)	333,023	80,043	(78,847)	334,219
Wholesale Banking	50,756	12,596	3,957	67,309
Others (4)	92,194	28,972	(5,865)	115,302
Total	475,973	121,611	(80,754)	516,830

(1) Includes foreign exchange transactions.

(2) Includes allowances for loan losses, charge-offs and loan loss recoveries.

(3) Equal to net interest revenue plus fee income plus net gain (loss) from trading and mark-to-market of financial investments less allowance for loan losses.

(4) Includes contribution of Bank subsidiaries and other non-segmented items.

Segment	As of December 31, 2003			
	Net Interest Revenue (1)	Fees & Income from Services	Net Loan Loss Allowances (2)	Net Client Contribution (3)
Retail Banking (1)	320,097	82,400	(81,765)	320,732
Wholesale Banking	59,196	14,281	449	73,926
Others (4)	86,625	17,932	12,225	116,782
Total	465,918	114,613	(69,091)	511,440

(1) Includes foreign exchange transactions.

(2) Includes allowances for loan losses, charge-offs and loan loss recoveries.

(3) Equal to net interest revenue plus fee income plus net gain (loss) from trading and mark-to-market of financial investments less allowance for loan losses.

(4) Includes contribution of Bank subsidiaries and other non-segmented items.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(ab) Segment Information (Continued)

Segment	As of December 31, 2002			
	Net Interest Revenue (1)	Fees & Income from Services	Net Loan Loss Allowances(2)	Net Client Contribution (3)
Retail Banking(1)	331,125	70,961	(53,263)	348,823
Wholesale Banking	117,645	11,409	(11,755)	117,299
Others (4)	62,413	23,302	(3,338)	82,377
Total	511,183	105,672	(68,356)	548,499

- (1) Includes net interest revenue and foreign exchange transactions, net.
- (2) Includes allowances for loan losses, charge-offs and loan loss recoveries.
- (3) Equal to net interest revenue plus fee income less allowance for loan losses.
- (4) Includes contribution of Bank subsidiaries and other non-segmented items.

(ac) Estimated Fair Value of Financial Instruments

The estimated fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. For those financial instruments with no quoted market prices available, fair values have been estimated using present values or other valuation techniques. These techniques are inherently subjective and are significantly affected by the assumptions used, including the discounts rates, estimates of future cash flows and prepayment assumptions. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instruments.

In addition, the estimated fair values presented below do not attempt to estimate the value of the Bank's revenue generating businesses and anticipated future business activities, and therefore do not represent the Bank's value as a going concern.

The following notes summarize the major methods and assumptions used in estimating the fair values of financial instruments:

- **Cash and due from banks**

The book value of cash and due from banks approximates its estimated fair value due to the short-term nature of these instruments.

- **Spot foreign exchange transactions**

The book value of spot foreign exchange transactions approximates its estimated fair value due to the short-term nature of these instruments.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(ac) Estimated Fair Value of Financial Instruments (Continued)

• **Financial investments and investments under agreements to repurchase**

The estimated fair value of these financial instruments was determined using either quoted market prices or dealer quotes where available, or quoted market prices of financial instruments with similar characteristics. Investments maturing in less than one year are valued at book value because they are, due to their relatively short period to maturity, considered to have a fair value which is not materially different from their book value.

• **Loans**

For variable-rate loans that reprice frequently and have no significant change in credit risk, estimated fair values are based on book values. The estimated fair-values for certain mortgage loans, credit card loans, and other consumer loans are based on quoted market prices of similar loans, adjusted for differences in loan characteristics. Fair values of commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for non-accruing loans are estimated using discounted cash flow analyses arising from the liquidation of the underlying collateral values, where applicable (or other expected sources of payments), at an estimated discount rate.

• **Deposits**

The fair value disclosed for non-interest bearing deposits and savings accounts is the amount payable at the reporting date and, as a result, is equal to the carrying amount. Fair value for time deposits is estimated using a discounted cash flow calculation that applies interest rates currently offered to a schedule of aggregated expected monthly maturities on time deposits. The value of long-term relationships with depositors is not taken into account in estimating the fair values disclosed.

• **Chilean Central Bank borrowings, Mortgage finance bonds and Other borrowings**

The fair value of these financial instruments is estimated using discounted cash flow analyses based on the Bank's current incremental borrowing rates for similar types of borrowing arrangements with similar remaining maturities.

• **Derivative instruments**

The estimated fair value of foreign exchange forward contracts was determined using quoted market prices of financial instruments with similar characteristics.

The fair value of interest rate swaps represents the estimated amount the Bank would expect to receive or pay to terminate the contracts or agreements, taking into account current interest rates.

As no quoted market prices are available for the interest rate swap, cross currency swap and forward exchange rate instruments held by the Bank, such estimates have been estimated using modeling and other valuation techniques.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(ac) Estimated Fair Value of Financial Instruments (Continued)

The estimated fair values of financial instruments are as follows:

	As of December 31,			
	2003		2004	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
	MCh\$	MCh\$	MCh\$	MCh\$
ASSETS				
Cash and due from banks	407,837	407,837	343,058	343,058
Interest bearing deposits	142,115	142,115	228,619	228,619
Investment under agreements to resell	44,655	44,655	23,660	23,660
Financial investments	1,864,874	1,864,874	1,919,044	1,919,044
Loans, net (1)	7,011,917	7,244,690	7,620,030	8,188,246
Derivatives instruments	122,439	122,439	172,434	172,434
LIABILITIES				
Deposits	5,150,855	5,420,391	6,322,438	6,430,537
Investments under agreements to repurchase	476,876	476,876	432,797	432,797
Short and long-term debt	2,997,946	3,395,462	2,731,885	2,638,064
Derivative financial instruments	138,926	138,926	232,859	232,859

(1) The amounts of loans in the above table excludes contingent loans since they represent undisbursed amounts under undrawn letters of credit and other credit guarantees granted by the Bank.

(ad) Obligations Arising From Lease Commitments

The Bank leases certain premises, which are accounted for as operating leases. The amounts payable under the terms of the leases, which are not reflected on the consolidated balance sheets, are shown in the following table and reflect future rental expenses in constant Chilean pesos as of December 31, 2004:

	As of December 31,
	2004
	MCh\$
Due within 1 year	7,002
Due after 1 year but within 2 years	6,553
Due after 2 years but within 3 years	5,829
Due after 3 years but within 4 years	5,096
Due after 4 years but within 5 years	3,410
Due after 5 years	4,275
Total	32,165

The rental expense on premises for the Bank was MCh\$ 10,878, MCh\$ 7,363 and MCh\$ 9,571 for the years ended December 31, 2002, 2003 and 2004, respectively.

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(ae) Contingent liabilities

Contingent liabilities consist of open and unused letters of credit, together with guarantees granted by the Bank in Chilean pesos, UF and foreign currencies (principally U.S. dollars). The liability represents the Bank's obligations under such agreements. The Bank's rights under these agreements are recognized as assets on the Bank's balance sheets under the caption "Contingent loans" (see Note 5).

	Year ended December 31, 2004 Book value	As of December 31, 2004 Contract amount
	MCh\$	MCh\$
Standby letters of credits	95	148,412
Foreign office guarantees	110	170,665
Performance bond	24	46,891
Total	229	365,968

Guarantees in the form of performance bonds, stand by letters of credit and foreign office guarantees are issued in connection with agreements made by customers to counterparties. If the customer fails to comply with the agreement, the counterparty may enforce the performance bond as a remedy. Credit risk arises from the possibility that the customer may not be able to repay the Bank for performance bonds. To mitigate credit risk, the Bank generally determines the need for specific covenant, guarantee and collateral requirements on a case-by-case basis, depending on the nature of the financial instrument and the customer's creditworthiness.

The expiration of guarantees per period is as follows:

	As of December 31, 2004				
	Due within 1 year	Due after 1 year but within 3 years	Due after 3 years but within 5 years	Due after 5 years	Total
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Standby letters of credits	62,522	26,808	36,650	22,432	148,412
Foreign office guarantees	33,266	33,037	99,044	5,318	170,665
Performance bonds	41,426	4,771	694	—	46,891
Total	137,214	64,616	136,388	27,750	365,968

BANCO SANTANDER CHILE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

NOTE 27 – DIFFERENCES BETWEEN CHILEAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

(af) Recent accounting pronouncements

(1) Accounting for Certain Loans or Debt Securities Acquired in a Transfer

On December 12, 2003, the American Institute of Certified Public Accountants (AICPA) issued Statement of Position (SOP) No. 03-3, "Accounting for Certain Loans or Debt Securities Acquired in a Transfer" (SOP 03-3). SOP 03-3 is effective for loans acquired in fiscal years beginning after December 15, 2004.

SOP 03-3 requires acquired loans to be recorded at fair value and prohibits carrying over valuation allowances in the initial accounting for all loans acquired in a transfer that have evidence of deterioration in credit quality since origination, when it is probable that the investor will be unable to collect all contractual cash flows. Loans carried at fair value, mortgage loans held-for-sale, and loans to borrowers in good standing under revolving credit agreements are excluded from the scope of SOP 03-3. SOP 03-3 limits the yield that may be accreted to the excess of the undiscounted expected cash flows over the investor's initial investment in the loan. The excess of the contractual cash flows over expected cash flows may not be recognized as an adjustment of yield. Subsequent increases in cash flows expected to be collected are recognized prospectively through an adjustment of the loan's yield over its remaining life. Decreases in expected cash flows are recognized as impairment.

(2) Other-Than-Temporary Impairments of Certain Investments

On September 30, 2004, the FASB voted unanimously to delay the effective date of EITF 03-1, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments." The delay applies to both debt and equity securities and specifically applies to impairments caused by interest rate and sector spreads. In addition, the provisions of EITF 03-1 that have been delayed relate to the requirements that a company declare its intent to hold the security to recovery and designate a recovery period in order to avoid recognizing an other-than-temporary impairment charge through earnings.

The FASB will be issuing implementation guidance related to this topic. Once issued, the Bank will evaluate the impact of adopting EITF 03-1.

ESTATUTOS SOCIALES

DEL

BANCO SANTANDER-CHILE

(Actualizado y modificado de acuerdo a lo aprobado por la Junta Extraordinaria de Accionistas celebrado el día 20 de abril de 2004 y aprobado por la Superintendencia de Bancos e Instituciones Financieras de Chile mediante resolución No. 63 de 13 de Mayo de 2004)

Texto refundido de los Estatutos del Banco Santander-Chile y que constan de las escrituras publicas otorgadas en las Notarias de Santiago de Chile que se indican y en las siguientes fechas:

NOTARIA ALFREDO ASTABURUAGA GALVEZ:

07 de Septiembre de 1977

20 de Marzo de 1978

30 de Agosto de 1978

19 de Enero de 1979

18 de Abril de 1979

22 de Febrero de 1980

17 de Diciembre de 1980

estatutos originales

1a reforma

2a reforma

3a reforma

4a reforma

5a reforma

6a reforma

NOTARIA EDUARDO AVELLO ARELLANO:

31 de Marzo de 1982

19 de Mayo de 1982

7a reforma

8a reforma

NOTARIA JUAN RICARDO SAN MARTIN URREJOLA

23 de Abril de 1985

14 de Abril de 1987

15 de Abril de 1988

12 de Julio de 1996

20 de Diciembre de 1996

9a reforma

10a reforma

11a reforma

12a reforma

13a reforma

NOTARIA ANDRES RUBIO FLORES:

18 de Marzo de 1997

26 de Mayo de 1997

16 de Abril de 1998

22 de Julio de 2002

14a reforma

15a reforma

16a reforma

17a reforma

NOTARIA NANCY DE LA FUENTE HERNANDEZ:

03 de Mayo de 2004

18a reforma

TITULO PRIMERO :

NOMBRE, DOMICILIO, DURACION Y OBJETO

ARTICULO PRIMERO: El nombre de la sociedad anonima sera BANCO SANTANDER-CHILE pudiendo usar tambien los nombres Banco Santander Santiago o Santander Santiago y se registra por estos estatutos, por la Ley General de Bancos y por las demas normas legales y reglamentarias actualmente vigentes o que se dicten en el futuro sobre la materia.

ARTICULO SEGUNDO : La Sociedad tendra su domicilio en la ciudad de Santiago, sin perjuicio de las agencias o sucursales que podra abrir, mantener o suprimir en otros lugares del pais o en el extranjero, en conformidad a la ley y previas las autorizaciones a que haya lugar.

ARTICULO TERCERO : La Sociedad tendra duracion indefinida.

ARTICULO CUARTO : El Banco tendra por objeto la ejecucion o celebracion de todos aquellos actos, contratos, negocios u operaciones que las leyes, especialmente la Ley General de Bancos, permitan realizar a los bancos sin perjuicio de ampliar o restringir su esfera de accion en armonia con las disposiciones legales vigentes o que en el futuro se establezcan, sin que sea necesario la modificacion de los presentes estatutos.

ARTICULO QUINTO : El capital social del Banco es la cantidad de \$675.907.917.086, dividido en 188.446.126.794 acciones nominativas, sin valor nominal, de una misma y unica serie. El capital social se ha suscrito, enterado y pagado integramente en la forma establecida en el Articulo Segundo Transitorio de estos estatutos.

ARTICULO SEXTO : Las acciones seran nominativas y estaran representadas por titulos cuya forma, emision, entrega, inutilizacion, reemplazo, canje, transferencia y transmision se sujetara a las disposiciones que sobre la materia contiene la Ley sobre Sociedades Anonimas y su Reglamento.

ARTICULO SEPTIMO : El Banco no reconoce ni admite fracciones de acciones. En caso de que una o mas acciones pertenezcan en comunidad o copropiedad a varias personas, los comuneros o coduenos estaran obligados a designar un apoderado comun para que actue por ellos ante la sociedad.

ARTICULO OCTAVO : Acreditado el extravio, hurto, robo o inutilizacion de un titulo u otro accidente semejante, la persona a cuyo nombre figuren inscritas las acciones, podra pedir uno nuevo, previa publicacion de un aviso en un diario que indique el Banco, en que se comunicara al publico que queda sin efecto el titulo primitivo. Debera, ademas, remitir a las bolsas de valores un ejemplar del diario en que se haya efectuado la publicacion. Estas circunstancias se anotaran en el Registro y en el nuevo titulo que se expida. El Banco expedira el nuevo titulo despues de transcurridos cinco dias desde la publicacion del aviso.

ARTICULO NOVENO : Se llevara un registro de todos los accionistas, con anotacion del numero de acciones que cada uno posea. Solo podran ejercer los derechos que la ley les otorga los accionistas que figuren inscritos en este registro con la antelacion que, segun los casos, la ley requiera.

ARTICULO DECIMO : La inscripcion en el Registro de Accionistas de las acciones sobre las cuales se ha constituido un usufructo debe hacerse a nombre del nudo propietario y del usufructuario, expresandose la existencia, modalidad y plazo del usufructo.

ARTICULO DECIMO PRIMERO : Las opciones para suscribir aumentos de capital deberan ser ofrecidas preferentemente a los accionistas, a prorrata de las acciones que posean y en igual proporcion seran distribuidas las acciones liberadas que se emitan.

ARTICULO DECIMO SEGUNDO : Las acciones suscritas que un accionista no pagare en las epocas convenidas seran vendidas por el Banco en una Bolsa de Valores o en su defecto, se reducira el numero de acciones que conste en el titulo al monto efectivamente pagado.

TITULO TERCERO :

ADMINISTRACION

ARTICULO DECIMO TERCERO : La administracion del Banco correspondera al Directorio, sin perjuicio de las atribuciones que correspondan a la Junta General de Accionistas en conformidad a estos estatutos, a la Ley o a su reglamento.

ARTICULO DECIMO CUARTO : El Directorio estara compuesto por once miembros titulares y dos suplentes, elegidos por la Junta General de Accionistas respectiva.

ARTICULO DECIMO QUINTO : Los directores podran ser accionistas o extranos a la Sociedad.

ARTICULO DECIMO SEXTO : Los directores duraran tres anos en sus funciones, pudiendo ser reelegidos indefinidamente y se renovaran en su totalidad al termino de cada periodo. Si por cualquier causa no se celebrare en la epoca establecida la Junta de Accionistas llamada a hacer la eleccion periodica de los directores, se entenderan prorrogadas las funciones de aquellos en ejercicio hasta que se les nombre reemplazantes, debiendo en tal caso el Directorio provocar, a la brevedad posible, una Junta para hacer los nombramientos.

ARTICULO DECIMO SEPTIMO : Los directores seran remunerados por sus funciones. La cuantia de sus remuneraciones sera fijada anualmente por la Junta General Ordinaria de Accionistas. Lo anterior se entiende sin perjuicio de las prestaciones que, a titulo de sueldos, honorarios, viaticos, gastos de representacion, asignaciones como delegados del Directorio u otros estipendios en dinero, especies o regalias de cualquier clase, sean senaladas a determinados directores por la Junta General de Accionistas o por el Directorio, con aprobacion de la misma, por funciones o labores especificas distintas de sus obligaciones como directores y que les hayan sido encomendadas precisamente por la Junta o por el Directorio. Estas remuneraciones especiales deberan ser autorizadas o aprobadas por la Junta General de Accionistas, para cuyo efecto se dejara constancia de ellas, detallada y separadamente en la Memoria, con indicacion del nombre y apellido de cada uno de los directores que las hayan percibido.

ARTICULO DECIMO OCTAVO : Sin perjuicio de otras inhabilidades o incompatibilidades legales, no podran ocupar el cargo de director: a) La persona que hubiere sido condenada o estuviere procesada por delitos sancionados con pena principal o accesoria de suspension o inhabilitacion temporal o perpetua para desempeñar cargos u oficios publicos; b) El fallido no rehabilitado; c) Los senadores y diputados; d) Los directores o empleados de cualquiera

otra institucion financiera; e) Los empleados de la designacion del Presidente de la Republica o los empleados o funcionarios del Fisco o de los Servicios, Instituciones Fiscales, Semifiscales, Organismos Autonomos, Empresas del Estado y, en general, de todos los Servicios Publicos creados por ley, como asimismo de las empresas, sociedades o entidades publicas o privadas en que el Estado o sus empresas, sociedades o instituciones centralizadas o descentralizadas tengan aportes de capital mayoritario o en igual proporcion o, en las mismas condiciones, representacion o participacion. Sin embargo, la limitacion establecida en la presente letra e) no alcanzara a quienes desempeñen cargos docentes; y f) Los empleados del Banco.

ARTICULO DECIMO NOVENO : En la eleccion de los directores, cada accionista dispondra de un voto por cada accion que posea o represente y podra acumular sus votos en favor de una sola persona o distribuirlos en la forma que estime conveniente y se proclamara elegidos a los que en una misma y unica votacion resulten con mayor numero de votos, hasta completar el numero de personas que haya que elegir. Las elecciones de directores titulares y suplentes deberan hacerse en forma separada. Para proceder a la votacion, el Presidente y el Secretario, conjuntamente con las personas que previamente hayan sido designadas por la Junta para firmar el acta de la misma, deberan dejar constancia en un documento de los votos que de viva voz vayan emitiendo los accionistas presentes, segun el orden de la lista de asistencia. Cualquier accionista tendra derecho, sin embargo, a sufragar en una papeleta firmada por el, expresando si firma por si o en representacion. Con todo, a fin de facilitar la expedicion o rapidez de la votacion, el Presidente de la sociedad o la Superintendencia, en su caso, podra ordenar que se proceda alternativa o indistintamente a la votacion de viva voz o con papeleta. El Presidente, al practicarse el escrutinio que resulte de las anotaciones efectuadas por las personas antes indicadas, hara dar lectura en alta voz a los votos, para que todos los presentes, puedan hacer por si mismo el computo de la votacion y para que pueda comprobarse con dicha anotacion y papeletas la verdad del resultado. El Secretario hara la suma de los votos y el Presidente proclamara

elegidos a los que resulten con las primeras mayorías hasta completar el número de personas que corresponda elegir. El Secretario pondrá el documento en que consta el escrutinio, firmado por las personas encargadas de tomar nota de los votos emitidos y también las papeletas entregadas por los accionistas que no votaron de viva voz, dentro de un sobre que se cerrará y lacrará con el sello de la sociedad y quedará archivado en el Banco a lo menos por dos años.

ARTICULO VIGESIMO : Toda elección de Directorio, o cambio de él, deberá reducirse a escritura pública ante Notario, ser publicada en un periódico de Santiago y comunicada a la Superintendencia de Bancos e Instituciones Financieras, enviándose una copia autorizada de la escritura pública respectiva. Deberán también comunicarse y reducirse a escritura pública los nombramientos de Gerente General y Subgerente General.

ARTICULO VIGESIMO PRIMERO : Las vacantes que se produjeran en el seno del Directorio al cesar un director en el desempeño de sus funciones sea porque le afectare alguna incompatibilidad, limitación, inhabilidad legal o por quiebra, imposibilidad, ausencia injustificada, fallecimiento, renuncia o por otra causa legal, serán llenadas en la siguiente forma: a) las vacantes de directores titulares por directores suplentes; y b) en casos de producirse vacantes de directores suplentes por operar o no lo previsto en la letra a), o bien vacantes de directores titulares que no hubieran podido ser llenadas según lo previsto en dicha letra por pasar los dos directores suplentes a ser titulares, el Directorio en la primera reunión que celebre, procederá a nombrar el o los reemplazantes que correspondan. Los directores así designados durarán en sus funciones hasta la próxima Junta General Ordinaria, la cual hará el nombramiento definitivo por el tiempo que faltare para completar el período del director reemplazado.

ARTICULO VIGESIMO SEGUNDO : Los directores suplentes podran reemplazar a los directores titulares en forma transitoria, en caso de ausencia o impedimento temporal de estos, o bien en forma definitiva, en caso de vacancia. Los directores suplentes siempre podran participar en las reuniones del Directorio con derecho a voz. Solo tendran derecho a voto cuando reemplacen a un titular.

ARTICULO VIGESIMO TERCERO : El Directorio elegira de su seno, separadamente, un Presidente, un Primer Vicepresidente y un Segundo Vicepresidente, en la primera reunion que se celebre despues de la Junta General de Accionistas que lo haya designado o en su primera reunion despues de haber cesado estas personas por cualquier causa, en sus funciones. En caso de empate decidira la suerte.

ARTICULO VIGESIMO CUARTO : El Directorio se reunira ordinariamente a lo menos una vez al mes, en los dias y horas que el mismo senale y ademas extraordinariamente cuando sea citado por el Presidente por iniciativa propia o a peticion de tres o mas directores, previa calificacion que el Presidente haga de la necesidad de la reunion, salvo que esta sea solicitada por la mayoria absoluta de los directores en ejercicio, caso en el cual debera necesariamente celebrarse la reunion, sin calificacion previa. En las sesiones extraordinarias solo podran ser tratados los asuntos que especificamente se senalen en la convocatoria, salvo que, concurriendo todos los directores en ejercicio, acuerden unanimente otra cosa. Las citaciones se haran por escrito; seran firmadas por el Presidente o el Secretario o quien haga sus veces; y deberan ser expedidas a cada uno de los directores con tres dias de anticipacion, a lo menos, a la fecha de la reunion.

ARTICULO VIGESIMO QUINTO: El quorum para las sesiones de Directorio sera de seis de sus miembros con derecho a voto. Los acuerdos se adoptaran por la mayoria absoluta de los directores asistentes con derecho a voto. En caso de empate, decidira el voto de quien presida la reunion. Se entendera que participan en las sesiones

aquellos directores, que a pesar de no encontrarse presentes, están comunicados simultanea y permanentemente a través de medios tecnológicos que hayan sido autorizados por la Superintendencia de Bancos e Instituciones Financieras.

ARTICULO VIGESIMO SEXTO : Los Directores que tuvieren interes en una negociacion, acto, contrato u operacion, que no sea bancaria por si o como representantes de otra persona, deberan comunicarlo a los demas directores. Los acuerdos respectivos seran aprobados por el Directorio y habran de ajustarse a condiciones de equidad similares a las que habitualmente prevalecen en el mercado y seran dados a conocer en la proxima Junta Ordinaria de Accionistas por el que la presida.

ARTICULO VIGESIMO SEPTIMO: De las deliberaciones y acuerdos del Directorio se dejara constancia en un libro especial de actas que sera llevado por el Secretario. Las actas deberan ser firmadas por los directores que hubieren concurrido a la sesion y por el Secretario, o quien haga sus veces. El director que estimare que un acta adolece de inexactitudes u omisiones, tiene el derecho de estampar, antes de firmarla, las salvedades correspondientes. Los acuerdos podran ser cumplidos sin que sea necesario aprobar el acta en una reunion posterior. Si alguno de los asistentes falleciere, se negare a firmar el acta o se imposibilitare por cualquier causa para hacerlo, se dejara constancia al pie de la misma de la respectiva circunstancia de impedimento.

ARTICULO VIGESIMO OCTAVO: Los directores seran personalmente responsables por todos los actos que ejecuten en el desempeno de su mandato. El director que quiera salvar su responsabilidad por algun acto o acuerdo del Directorio debera hacer constar en actas su oposicion y de ello dara cuenta el Presidente en la proxima Junta General Ordinaria de Accionistas.

ARTICULO VIGESIMO NOVENO: El Directorio representara judicial y extrajudicialmente al Banco y, para el cumplimiento del objeto social, lo que no sera necesario acreditar en forma alguna a terceros, estara investido de todas las atribuciones y facultades de administracion que la ley o los estatutos no establezcan como privativas de las juntas generales de accionistas, sin que sea necesario otorgarle poder especial alguno, ni siquiera para aquellos actos o contratos respecto de los cuales las leyes lo exijan. Lo anterior no obsta a la representacion judicial del Banco que compete al Gerente General. El Directorio podra delegar parte de sus facultades en el Gerente General, en uno o mas gerentes, subgerentes o abogados del Banco, en un director, o en una Comision de Directores y para objetos especialmente determinados, en otras personas.

ARTICULO TRIGESIMO: El Directorio designara tres Directores de entre sus miembros, que integraran un Comite de Directores que se regira por lo previsto en el articulo 50 bis de la Ley sobre Sociedades Anonimas.

TITULO CUARTO :

DEL PRESIDENTE

ARTICULO TRIGESIMO PRIMERO : El Presidente del Directorio lo sera tambien de la sociedad y de la junta general de accionistas. Tendra, ademas de las obligaciones y atribuciones que le senalan las disposiciones legales y reglamentarias pertinentes, estos estatutos o el Directorio, las siguientes: a) presidir las sesiones de Directorio y las juntas generales de accionistas; b) velar por el exacto cumplimiento de los estatutos, del reglamento interno, de los acuerdos del Directorio y de las juntas generales de accionistas; c) citar a sesiones de Directorio y a juntas generales de accionistas, de acuerdo a lo prescrito en estos estatutos; d) firmar las memorias anuales y las resoluciones y comunicaciones que emanen del Directorio y de las juntas generales de accionistas. En ausencia o imposibilidad temporal del Presidente hara sus veces, para cualquier efecto legal, el Primer Vicepresidente, y, a falta de este el Segundo

Vicepresidente, o por ultimo, la persona que de entre sus miembros designe el Directorio, o el accionista que designe la junta general, en su caso. El reemplazo es un tramite de orden interno de la sociedad que no requiera de ninguna formalidad y no sera necesario acreditar ante terceros su procedencia para la validez de lo actuado por el reemplazante, bastando para su eficacia el solo hecho de producirse.

TITULO QUINTO :

DEL GERENTE GENERAL

ARTICULO TRIGESIMO SEGUNDO : El Directorio debera designar un Gerente General, que tendra bajo su responsabilidad la direccion inmediata de los negocios del Banco y la representacion general del mismo en todas sus oficinas. El Gerente General tendra la representacion judicial del Banco, estando legalmente investido de las facultades establecidas en ambos incisos del articulo 7 delCodigo de Procedimiento Civil. Su cargo sera incompatible con el de director del Banco, lo cual no obsta para que, en forma transitoria y por no mas de noventa dias, un director del Banco pueda desempenar el cargo del Gerente General. Solo tendra derecho a voz en las reuniones del Directorio, pero respondera con los miembros de el de todos los acuerdos ilegales o perjudiciales para los intereses sociales cuando no dejare constancia en acta de su opinion contraria. Tendra, ademas de las obligaciones y atribuciones que le senalen las disposiciones legales y reglamentarias pertinentes, estos estatutos y el Reglamento Interno, las facultades que le confiera o delegue el Directorio. Sera ademas secretario del Directorio y de la Junta General de Accionistas, a menos que se designe especialmente a otra persona al efecto. En caso de ausencia o impedimento temporal el Gerente General sera reemplazado por el Gerente, y si hubiere dos o mas, por aquel que designe el Directorio.

TITULO SEXTO :

DE LOS GERENTES

ARTICULO TRIGESIMO TERCERO : El Directorio designara uno o mas gerentes, que tendran bajo su responsabilidad las operaciones y negocios del Banco en las oficinas, sucursales, departamentos o servicios colocados bajo su administracion. Tendran, ademas de las obligaciones y atribuciones que les senalen las disposiciones legales y reglamentarias pertinentes, los estatutos y el Reglamento Interno, las facultades que les confiera o delegue el Directorio. Si hubiere dos o mas gerentes correspondera a aquel que el Directorio designe, reemplazar, en caso de ausencia o impedimento, al Gerente General.

TITULO SEPTIMO :

RESPONSABILIDAD DE ADMINISTRACION

ARTICULO TRIGESIMO CUARTO : Los directores, gerentes y demas empleados del Banco seran personalmente responsables por las infracciones de estos estatutos, del Reglamento Interno, de la Ley General de Bancos o de cualquiera otra disposicion legal o reglamentaria, que cometan en el desempeno de sus cargos. Responderan, asimismo, por iguales infracciones cometidas y toleradas con su conocimiento.

TITULO OCTAVO :

DE LAS JUNTAS GENERALES DE ACCIONISTAS

ARTICULO TRIGESIMO QUINTO : Los accionistas se reuniran en Juntas Generales Ordinarias o Extraordinarias, que se celebraran en Santiago. Los acuerdos que las juntas generales de accionistas, convocadas y constituidas validamente, adopten con arreglo a los estatutos, obligaran a todos los accionistas.

ARTICULO TRIGESIMO SEXTO : Las Juntas Generales Ordinarias de Accionistas se celebraran anualmente, en las fechas que el Directorio determine, dentro del primer cuatrimestre siguiente a la fecha del balance anual. Habra Junta General Extraordinaria de Accionistas cada vez que lo exijan las necesidades de la Sociedad. Seran citadas por el Directorio o el Presidente, a iniciativa propia o a peticion de accionistas que representen, a lo menos, el diez por ciento de las acciones emitidas que legalmente tengan derecho a voto. Si en este caso, el Directorio y el Presidente rehusaren efectuar la convocatoria, ella podra ser solicitada al Superintendente de Bancos e Instituciones Financieras.

ARTICULO TRIGESIMO SEPTIMO : La citacion a Junta se hara por medio de un aviso destacado que se publicara por tres veces en dias distintos en el periodico de Santiago que haya determinado la junta ordinaria de accionistas o, a falta de acuerdo o en caso de suspension o desaparicion de la circulacion del periodico designado, en el Diario Oficial, en el tiempo, forma y condiciones que senale el Reglamento de la Ley sobre Sociedades Anonimas. En los avisos de citacion a juntas extraordinarias se senalaran las materias que se someteran a su conocimiento. La convocatoria a Junta se anunciara, ademas, por medio de cartas enviadas a los accionistas con una anticipacion minima de quince dias a la fecha de celebracion de la Junta, las que deberan contener una referencia a las materias a ser tratadas en ella. El no envio de estas cartas no invalidara la convocatoria, sin perjuicio de las responsabilidades legales. En una fecha no posterior a la del primer aviso de una convocatoria para Junta General Ordinaria, debera enviarse a cada accionista una copia de la Memoria y del Balance del Banco, incluyendo el dictamen de los auditores y sus notas respectivas. No obstante lo anterior y previa autorizacion de la Superintendencia de Bancos e Instituciones Financieras, se podra enviar dichos documentos solo a aquellos accionistas que tengan un numero de acciones superior a un minimo determinado por el Directorio y aprobado por la Superintendencia. Durante los quince dias anteriores a la Junta Ordinaria, la Memoria y el Balance que debe presentar el Directorio y el dictamen de los

auditores estaran a disposicion de los accionistas. Para este objeto el Banco tendra, en su oficina principal, copias impresas o escritas a maquina de estos documentos. La Memoria que presente el Directorio a la Junta General Ordinaria de accionistas debera contener una informacion explicativa y razonada sobre las operaciones realizadas durante el ejercicio. En las cuentas de resultados del Balance se colocaran en rubros separados todas las sumas percibidas durante el ejercicio por el Presidente y los Directores, a que se refiere el articulo decimoseptimo de estos estatutos.

ARTICULO TRIGESIMO OCTAVO : Las Juntas Generales de Accionistas se constituiran, en primera citacion, con la concurrencia de tantos accionistas cuantos representen por si o por poder, al menos, la mayoría absoluta de las acciones emitidas que tengan derecho a voto. Si no se reune el quorum antes indicado, se hara una nueva convocatoria en la prensa, en la forma prevenida en el articulo trigesimo septimo de estos estatutos, indicandose que se trata de segunda citacion y citandose la nueva Junta para celebrarse dentro de los cuarenta y cinco dias siguientes a la fecha fijada para la Junta no efectuada por falta de quorum. En segunda citacion, la Junta quedara legalmente constituida con el numero de acciones emitidas con derecho a voto que se encuentren presentes o representadas.

ARTICULO TRIGESIMO NOVENO : Los acuerdos de las Juntas de Accionistas, salvo norma especial distinta, se adoptaran por la mayoría absoluta de las acciones presentes o representadas que tengan derecho a voto. Requeriran del voto conforme de las dos terceras partes de las acciones emitidas que tengan derecho a voto, los acuerdos de Juntas Extraordinarias de Accionistas relativos a las siguientes materias: a) la transformacion de la Sociedad, la division de la misma y su fusion con otra sociedad; b) la disolucion de la Sociedad; c) el cambio de domicilio social; d) la disminucion del capital social, previa autorizacion del Superintendente de Bancos e Instituciones Financieras; e) la modificacion de las facultades reservadas a la Junta de Accionistas o de las limitaciones a las

atribuciones del Directorio; f) la enajenación de un 50 % o más de su activo, sea que incluya o no su pasivo, como asimismo, la formulación o modificación de cualquier plan de negocios que contemple la enajenación de activos por un monto que supere el porcentaje antedicho; y g) la forma establecida en los estatutos sociales para distribuir los beneficios sociales.

ARTICULO CUADRAGESIMO : Corresponde a las Juntas Generales Ordinarias de Accionistas: a) deliberar y resolver acerca de la Memoria y Balance anual que debe presentar el Directorio; b) nombrar anualmente una firma de auditores externos de acuerdo con las normas legales, con el objeto de informar el balance general y cumplir lo dispuesto por la ley; c) efectuar la elección de los miembros del Directorio cuando corresponda conforme a estos estatutos; d) acordar la distribución de las utilidades o beneficios liquidados de cada ejercicio anual y, a propuesta del Directorio, acordar al término de cada ejercicio el reparto de un dividendo a los accionistas, según lo establecido en el artículo cuadragesimo sexto de estos estatutos; y e) en general, deliberar y resolver sobre cualquiera otra materia de interés social que no sea propia de Junta Extraordinaria. La revocación de la totalidad de los miembros del Directorio elegidos por los accionistas y la designación de sus reemplazantes podrá ser acordada en Junta General Ordinaria o Extraordinaria de Accionistas.

ARTICULO CUADRAGESIMO PRIMERO : Corresponde a las Juntas Generales Extraordinarias de Accionistas: a) acordar las reformas de los estatutos sociales; b) acordar la emisión de bonos o debentures convertibles en acciones; c) adoptar los demás acuerdos de Juntas Extraordinarias previstos en el artículo trigesimo noveno de estos estatutos; y d) acordar las demás materias que por ley o por estos estatutos correspondan a Juntas de Accionistas. Las materias referidas en las letras a) y b) precedentes, la disolución, transformación, fusión o división de la Sociedad y la enajenación de su activo y pasivo o del total de su activo, solo podrán acordarse en Junta Extraordinaria celebrada ante Notario.

ARTICULO CUADRAGESIMO SEGUNDO : En las Juntas Generales Extraordinarias de Accionistas solo podran tomarse acuerdos relacionados con las materias senaladas en los avisos de citacion. Podra, no obstante, proponerse cualquier idea o indicacion para que se considere en la primera junta ordinaria o en otra extraordinaria, si asi se dispusiere.

ARTICULO CUADRAGESIMO TERCERO : Los accionistas podran hacerse representar en las Juntas por otra persona, sea o no accionista en los terminos senalados en la normativa sobre sociedades anonimas.

ARTICULO CUADRAGESIMO CUARTO : De las deliberaciones y acuerdos de las Juntas Generales de Accionistas se dejara constancia en un libro especial de actas, que sera llevado por el Secretario. Las actas seran firmadas por el Presidente o por el que haga sus veces, por el Secretario y por tres accionistas elegidos por la Junta, o por todos los asistentes si fueran menos de tres. En caso de fallecimiento, negativa o imposibilidad para firmar el acta por alguno de los que deban suscribirla, se dejara constancia al pie de la misma de la respectiva circunstancia de impedimento. En las actas se hara un extracto de lo ocurrido en la reunion y se dejara testimonio necesariamente de los siguientes datos: Nombre de los accionistas presentes y numero de las acciones que cada uno posea o represente; relacion sucinta de las observaciones producidas; relacion de las proposiciones sometidas a discusion y del resultado de la votacion, y la lista de los accionistas que hayan votado, en pro o en contra, si alguien hubiere pedido votacion nominal. Solo por consentimiento unanime de los concurrentes, podra suprimirse en el acta el testimonio de algun hecho ocurrido en la reunion y que se relacione con los intereses sociales.

Los concurrentes a las Juntas Generales de Accionistas firmaran una hoja de asistencia en que se indicara el numero de acciones que el firmante posee, el numero de las que represente y el nombre del representado.

ARTICULO CUADRAGESIMO QUINTO: Al treinta y uno de diciembre de cada año, se practicará un Balance General que se presentará a la consideración de la Junta General Ordinaria de Accionistas, conjuntamente con la Memoria. El Balance y Estados de Resultados se publicarán en un diario de Santiago con la anticipación legal a la celebración de la Junta Ordinaria.

ARTICULO CUADRAGESIMO SEXTO: Las utilidades o beneficios líquidos que arroje el Balance se aplicarán preferentemente a absorber pérdidas de ejercicios anteriores. El saldo que se produzca se destinará, según sea resuelto por la Junta General de Accionistas a propuesta del Directorio: a) al aumento del capital efectivo, a formar un fondo para futuras capitalizaciones o dividendos u otros fondos especiales de reserva. Estas destinaciones se harán por los montos que la Junta estime conveniente, tomando en consideración los límites y obligaciones establecidas por la ley; y b) a repartir dividendos a los accionistas, a prorrata de sus acciones. La obligación de repartir dividendos dispuesta por la ley podrá dejar de aplicarse en un ejercicio determinado solo por acuerdo adoptado en Junta General de Accionistas con aprobación de las dos terceras partes de las acciones emitidas que legalmente tengan derecho a voto.

ARTICULO CUADRAGESIMO SEPTIMO: El Banco podrá disolverse y liquidarse siempre que así lo acordare en Junta General Extraordinaria de Accionistas, con el voto favorable de a lo menos, las dos terceras partes de las acciones emitidas con derecho a voto y lo apruebe el Superintendente de Bancos e Instituciones Financieras.

ARTICULO CUADRAGESIMO OCTAVO : Acordada la disolucion voluntaria a que se refiere el articulo anterior, la Junta que la acuerde nombrara una comision de tres accionistas para que procedan a su liquidacion. La comision liquidadora asi formada procedera con las facultades y obligaciones que los Estatutos confieren al Directorio; mantendra a los accionistas informados del desarrollo de la liquidacion, citara a Juntas Generales Ordinarias en las fechas señaladas para estas, pudiendo citar tambien a Juntas Generales Extraordinarias. En todo lo demas se sujetara a las disposiciones delCodigo de Comercio, preceptos de la Ley de Sociedades Anonimas que le fueren aplicables y reglamento de sociedades anonimas que rija.

ARTICULO CUADRAGESIMO NOVENO : A la Comision Liquidadora, indicada en el articulo precedente, le sera fijada su remuneracion por la misma Junta que la nombre.

TITULO DECIMO PRIMERO :

ARBITRAJE

ARTICULO QUINCAGESIMO : Cualquiera dificultad que se suscite entre la Sociedad y alguno de los accionistas o directores, o entre dichas personas, con motivo de la aplicacion de estos estatutos, o en la apreciacion de la existencia, inexistencia, validez, nulidad, interpretacion, cumplimiento o incumplimiento, disolucion, liquidacion o por cualquier otra causa sera sometida a la resolucion de dos arbitros arbitradores, que fallaran sin ulterior recurso, y que seran nombrados uno por cada parte.

Si estos no se pusieran de acuerdo, las partes nombraran un tercer arbitrador que dirima la discordia. Si no hubiere acuerdo para nombrar dicho tercero, haran la designacion los dos arbitros nombrados. Si alguna de las partes se negare a concurrir al nombramiento de arbitradesores o si estando estos nombrados no hubiere acuerdo en el fallo y ni las partes ni los arbitradesores designaren el tercero que dirima la discordia, se hara la designacion del respectivo arbitrador en su caso, o del tercero en discordia, por la

Justicia Ordinaria, debiendo recaer necesariamente el nombramiento en persona que haya desempeñado o desempeñe el cargo de abogado integrante de la Excelentísima Corte Suprema.

ARTICULO PRIMERO TRANSITORIO: En Junta Extraordinaria de Accionistas del Banco Santiago, celebrada con fecha 18 de Julio de 2002, se acuerdo y aprobo la fusion por incorporacion del Banco Santander-Chile, como sociedad absorbida, al Banco Santiago como sociedad absorbente. Dicha Junta acuerdo materializar la fusion con efecto y vigencia al primero de enero de 2002, debiendo entenderse que el Banco Santiago, hoy Banco Santander-Chile en virtud de la modificacion del nombre, es el sucesor y continuador legal del Banco Santander-Chile para todos los efectos. Con motivo de la fusion se incorporan al Banco Santiago, hoy Banco Santander-Chile, la totalidad de los accionistas y patrimonio del Banco Santander-Chile que se disuelve por la fusion. Por consiguiente, en virtud de dicha fusion por incorporacion, y una vez materializada esta, el Banco Santander-Chile que es absorbido por la fusion queda disuelto.

ARTICULO SEGUNDO TRANSITORIO: El capital del Banco es la suma de \$675.907.917.086 dividido en 188.446.126.794 acciones nominativas, sin valor nominal y de una misma y unica serie, que se entera y paga de la siguiente forma:

- a) Con la suma de \$ 402.856.885.138 dividido en 98.934.216.567 acciones nominativas, sin valor nominal y de una misma y unica serie, que corresponde al capital suscrito y pagado del Banco Santiago, hoy Banco Santander-Chile, al 31 de diciembre de 2001, incluida la revalorizacion del capital propio a esa fecha; y
- b) Con la suma de \$ 273.051.031.948 que se enterara y pagara mediante la emision de 89.511.910.227 acciones nominativas, sin valor nominal y de una misma serie, que seran destinadas a pagar a los accionistas del Banco Santander-Chile el aporte del patrimonio de esta institucion al Banco Santiago, hoy Banco Santander-Chile, con motivo de la fusion de ambas instituciones bancarias. Una vez aprobada la fusion por la Superintendencia de

Bancos e Instituciones Financieras, efectuada su legalizacion y cumplido los demas actos y contratos que determine ese Organismo el Banco Santiago, hoy Banco Santander-Chile adquirira todo el activo, pasivo, capital y cuentas de reservas del Banco Santander-Chile que se disuelve en virtud de la fusion. La fusion se efectua tomando como base los antecedentes que fueron aprobados por la Junta Extraordinaria de Accionistas del Banco que acordo la fusion antes citada, antecedentes estos que son los siguientes: los informes periciales sobre los activos netos de ambas instituciones bancarias, expedidos por los peritos senores Alfredo Rossi Fernandez y Juan Roncagliolo Grunert, de fechas 31 de Mayo de 2002, respecto de cada uno de los bancos; informe emitido por JP Morgan Securities Inc. con fecha 23 Mayo de 2002, acerca del valor del Banco Santiago y la relacion de canje de sus acciones respecto de las del Banco Santander-Chile y los balances y estados financieros auditados de ambos bancos al dia 31 de diciembre de 2001, con sus respectivos informes de los auditores externos de ambas empresas bancarias. De dichos informes periciales y balances se deduce que el patrimonio del Banco Santiago al 31 de diciembre de 2001, era de \$538.988.981.542. Por su parte, el patrimonio del Banco Santander-Chile era de \$453.869.087.253. Para los efectos de calcular el canje de las acciones del Banco Santander-Chile, por las que debera emitir el Banco Santiago, hoy Banco Santander-Chile, se asigna dentro del patrimonio con que queda la sociedad fusionada un 52,5% del total de las acciones para los actuales accionistas del Banco Santiago y un 47,5% para los actuales accionistas del Banco Santander-Chile, con lo cual, la proporcion de canje en la fusion es de 3,55366329 acciones del Banco Santiago fusionado, hoy Banco Santander-Chile, por cada una accion del Banco Santander-Chile que se disuelve en virtud de la fusion. En consecuencia, el Banco Santiago fusionado, hoy Banco Santander-Chile debera emitir 89.511.910.227 acciones para realizar, materializar y perfeccionar la fusion y canje. Por otra parte, una vez materializada la fusion el Banco Santiago fusionado, hoy Banco Santander-Chile contabilizara para efectos

financieros, todos los activos y pasivos recibidos de la sociedad absorbida, al valor libro que estos tengan al 31 de diciembre de 2001, sin perjuicio de mantener en sus registros contables, en forma separada, el valor tributario que tenían los bienes en el Banco Santander-Chile que se disuelve en virtud de la fusión. Tendrán derecho a estas acciones los accionistas del Banco Santander-Chile que se disuelve en virtud de la fusión que lo sean a la fecha en que el Directorio del banco fusionado acuerde efectuar el canje. Las acciones del Banco Santiago fusionado, hoy Banco Santander-Chile que resulten sobrantes con motivo de las fracciones producto del cálculo de la proporcionalidad antes dicha, serán colocadas libremente por el Directorio del Banco fusionado en una Bolsa de Valores del país, y lo que se obtenga de su enajenación será distribuido, en dinero efectivo, entre los accionistas con derecho a las acciones que generan el remanente, en la proporción que corresponda. La fusión a que se refiere el artículo primero transitorio surtirá plenos efectos, una vez perfeccionada legalmente, a contar desde el primero de enero de 2002.

El Banco Santiago fue constituido por escritura publica de 7 de Septiembre de 1977, otorgada en la Notaria de Santiago a cargo de don Alfredo Astaburuaga Galvez y su funcionamiento fue autorizado por Resolucion Nro. 118 del 27 de Octubre de 1977, de la Superintendencia de Bancos e Instituciones Financieras.

Los Estatutos fueron aprobados por Resolucion Nro. 103 del 22 de Septiembre de 1977, de la Superintendencia de Bancos e Instituciones Financieras.

El extracto de los Estatutos y la resolucion que los aprobo fueron publicados en el Diario Oficial del 28 de Septiembre de 1977 y se inscribieron a fojas 8825 Nro. 5017, en el Registro de Comercio de 1977 del Conservador de Bienes Raices de Santiago.

Los Estatutos han sido reformados en las siguientes oportunidades, segun consta de los antecedentes que a continuacion se indican, habiendo sido todas las escrituras publicas otorgadas en notarias de Santiago y los documentos inscritos en el Registro de Comercio del Conservador de Bienes Raices de Santiago.

- 1.- Escritura de 20 de Marzo de 1978, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por Resolucion Nro. 47 de 11 de Abril de 1978, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 12 de Abril de 1978 y se inscribieron en el Registro de Comercio de 1978 a fojas 3598 Nro. 1856.
- 2.- Escritura de 30 de Agosto de 1978, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por

Resolucion Nro. 151 de 26 de Septiembre de 1978, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 28 de Septiembre de 1978 y se inscribieron en el Registro de Comercio de 1978 a fojas 9959 Nro. 5358.

- 3.- Escritura de 19 de Enero de 1979, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por Resolucion Nro. 17 de 26 de Enero de 1979, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 30 de Enero de 1979 y se inscribieron en el Registro de Comercio de 1979 a fojas 1320 Nro. 649.
- 4.- Escritura de 18 de Abril de 1979, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por Resolucion Nro. 73 de 9 de Mayo de 1979, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 15 de Mayo de 1979 y se inscribieron en el Registro de Comercio de 1979 a fojas 5170 Nro. 3448.

- 5.- Escritura de 22 de Febrero de 1980, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por Resolucion Nro. 34 de 7 de Marzo de 1980, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 12 de Marzo de 1980 y se inscribieron en el Registro de Comercio de 1980 a fojas 3689 Nro. 1821.
- 6.- Escritura de 17 de Diciembre de 1980, de la Notaria de don Alfredo Astaburuaga Galvez. Las reformas se aprobaron por Resolucion Nro. 3 de 2 de Enero de 1981, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 10 de Enero de 1981 y se inscribieron en el Registro de Comercio de 1981 a fojas 204 Nro. 122.
- 7.- Escritura de 31 de Marzo de 1982, de la Notaria de don Eduardo Avello Arellano. Las reformas se aprobaron por Resolucion Nro. 61 de 28 de Abril de 1982, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 5 de Mayo de 1982 y se inscribieron en el Registro de Comercio de 1982 a fojas 7099 Nro. 3872.
- 8.- Escritura de 19 de Mayo de 1982, de la Notaria de don Eduardo Avello Arellano. Las reformas se aprobaron por Resolucion Nro. 82 de 28 de Mayo de 1982, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 29 de Mayo de 1982 y se inscribieron en el Registro de Comercio de 1982 a fojas 8995 Nro. 5023.
- 9.- Escritura de 23 de Abril de 1985, de la Notaria de don Juan Ricardo San Martin Urrejola. Las reformas se aprobaron por Resolucion Nro. 48 de 16 de Mayo de 1985, de la

Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 23 de Mayo de 1985 y se inscribieron en el Registro de 1985 a fojas 7255 Nro. 3698.

- 10.- Escritura de 14 de Abril de 1987, de la Notaria de don Juan Ricardo San Martín Urrejola. Las reformas se aprobaron por Resolución Nro. 76 de 23 de Abril de 1987, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 29 de Abril de 1987 y se inscribieron en el Registro de Comercio de 1987 a fojas 7888 Nro. 3855.
- 11.- Escritura de 15 de Abril de 1988, de la Notaria de don Juan Ricardo San Martín Urrejola. Las reformas se aprobaron por Resolución Nro. 96 de 19 de Mayo de 1988, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 25 de Mayo de 1988 y se inscribieron en el Registro de Comercio de 1988 a fojas 11409 Nro. 6117.

- 12.- Escritura de 12 de Julio de 1996, de la Notaria de don Juan Ricardo San Martin Urrejola. Las reformas se aprobaron por Resolucion Nro. 114 de 26 de Julio de 1996, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario oficial de 1 de Agosto de 1996 y se inscribieron en el Registro de Comercio de 1996 a fojas 19740 Nro. 15339.
- 13.- Escritura de 20 de Diciembre de 1996, de la Notaria de don Juan Ricardo San Martin Urrejola. Las reformas se aprobaron por Resolucion Nro. 6 de 9 de Enero de 1997, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 11 de Enero de 1997 y se inscribieron en el Registro de Comercio de 1997 a fojas 623 Nro. 517.
- 14.- Escritura de 18 de Marzo de 1997, de la Notaria de don Andres Rubio Flores. Las reformas se aprobaron por Resolucion Nro. 37 de 20 de Marzo de 1997, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 24 de Marzo de 1997 y se inscribieron en el Registro de Comercio de 1997 a fojas 7038 Nro. 5542.
- 15.- Escritura de 26 de Mayo de 1997, de la Notaria de don Andres Rubio Flores. Las reformas se aprobaron por Resolucion Nro. 61 de 11 de Junio de 1997, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolucion se publicaron en el Diario Oficial de 14 de Junio de 1997 y se inscribieron en el Registro de Comercio de 1997 a fojas 14005 Nro. 11221.
- 16.- Escritura de 16 de Abril de 1998, de la Notaria de don Andres Rubio Flores. Las reformas se aprobaron por Resolucion Nro. 55 de 19 de Mayo de 1998, de la Superintendencia de Bancos e

Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 25 de Mayo de 1998 y se inscribieron en el Registro de Comercio de 1998 a fojas 11378 Nro. 9255.

- 17.- Escritura de 22 de Julio de 2002, de la Notaría de don Andres Rubio Flores. Las reformas se aprobaron por Resolución Nro. 79 de 26 de Julio de 2002, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 1 de Agosto de 2002 y se inscribieron en el Registro de Comercio de 2002 a fojas 19993 Nro. 16347.
- 18.- Escritura de 03 de Mayo de 2004, de la Notaría de doña Nancy de la Fuente Hernández. Las reformas se aprobaron por Resolución Nro. 63 de 13 de Mayo de 2004, de la Superintendencia de Bancos e Instituciones Financieras. Un extracto de ellas y de la resolución se publicaron en el Diario Oficial de 1º de Junio de 2004 y se inscribieron en el Registro de Comercio de 2004 a fojas 15762 Nro. 11864.

(FREE TRANSLATION FROM THE SPANISH)

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BANCO SANTANDER CHILE

(EX BANCO SANTIAGO)

BY - LAWS

(As amended and restated by the Extraordinary General Shareholders' Meeting held on April 20, 2004, and approved by the Superintendency of Banks and Financial Institutions of Chile by Resolution No. 63 dated as of May 13, 2004)

TITLE I

NAME, CORPORATE DOMICILE, DURATION AND PURPOSES

ARTICLE 1. A stock corporation whose corporate name shall be "BANCO SANTANDER-CHILE", which can also operate under the corporate names "BANCO SANTANDER SANTIAGO" or "SANTANDER SANTIAGO" as its corporate name, governed by these By-laws, the General Banking Act and all other statutes and regulations currently in force or that may be issued hereafter regarding the subject matter, is hereby organized.

ARTICLE 2. The Company shall have its corporate domicile in the city of Santiago without prejudice to the agencies or branches the Board of Directors may open, maintain or close in any other places within the country or abroad, all in accordance with the law and subject to the relevant approvals as may be required.

ARTICLE 3. The term of the Company shall be indefinite.

ARTICLE 4. The Bank's purposes are to execute and enter into those acts and contracts, businesses and transactions permitted to commercial banking institutions in accordance with all the applicable laws and particularly the General Banking Act, provided that it may expand or restrict its activities in compliance with any present legal provisions or that may be issued hereafter, without amending these By-laws.

TITLE II

CAPITAL STOCK AND SHARES

ARTICLE 5. The capital stock of the Bank is the amount of Ch\$675.907.917.086, divided into 188,446,126,794 shares with no par value.

ARTICLE 6. The shares shall be in the registered form and shall be represented by share certificates whose form, issuance, delivery, cancellation, replacement, exchange, transfer and transmission shall be subject to the applicable provisions that, with regard to these matters, are contained in the Regulations to the Companies Act.

ARTICLE 7. The Bank does neither recognize nor admits fractions of shares. In the event that one or more shares become joint property or the co. - property of several persons, the joint proprietors or co - owners shall be required to appoint a common representative to act on their behalf before the Company.

ARTICLE 8. Upon surrender of evidence of the loss, theft or destruction of a share certificate, or other similar occurrence, the person under whose name such shares are registered may request that issuance of a new certificate, provided that a notice informing the public that the relevant certificate is being canceled must have been previously published for three days in a newspaper designated by the Company. Such circumstance shall be recorded in the Stockholders Registry and in the newly issued certificate. The Company shall issue the new certificate only after a term of ten days after the publication of the notice has expired.

ARTICLE 9. A Stockholders Registry shall be maintained which shall include the names of the shareholders and a recording of the number of shares held by each one of them. The rights recognized by laws to the shareholders may only be exercised by those shareholders whose names appear registered prior to the dates that, in each case, may be established by the law.

ARTICLE 10. The registration in the Stockholders Registry of any shares in respect of which a usufruct has been established, shall be name under the name of both the title owner and the usufructuary, with indication of the existence, characteristics and period of the usufruct.

ARTICLE 11. The shareholders shall have preemptive rights in respect of any options to subscribe for any may capital increases, in proportion to the number of shares held by each of them. Any issuance of paid - in shares that are distributed among the shareholders to represent a capital increase shall be effected in the same proportion.

ARTICLE 12. The shares subscriber by a shareholder buy not timely paid by him within the terms agreed for, shall be sold by the Bank through a stock exchange or, in its stead, in the manner established by the Superintendency of Banks and Financial Institutions.

TITLE III

MANAGEMENT

ARTICLE 13. The management of the Bank, other than the authority reserved pursuant to the applicable laws and regulations and these By - laws to the General Shareholders Meeting, shall be entrusted to the Board of Directors.

TITLE IV

THE BOARD OF DIRECTORS

ARTICLE 14. The board of Directors is constituted by 11 regular members and 2 alternate members, appointed by the relevant General Shareholders Meeting.

ARTICLE 15. The directors may be either shareholders or non-shareholders of the Company.

ARTICLE 16. The directors shall remain in office for three years; may be reelected indefinitely and shall be renewed in its entirety at the end of each period. If for any reason, at the time scheduled for the General Shareholders Meeting where the newly appointments of directors are to be made were not held, the duties of those serving as such shall be extended until their replacements are designated in which case the Board of Director shall convene, at the shortest time possible, a Meeting in order to effect the appointments.

ARTICLE 17. The directors shall be entitled to compensation for the performance of their duties. The amount of their compensations shall be determined annually by the General Shareholders Meeting. The aforesaid is to be understood without prejudice to the payments that, in the form of wages, fees, travel accounts, expense accounts, dues as representatives of the Board of Directors or any other cash payments, payments in kind or royalties of any sort whatsoever, might have been assigned to certain directory by the General Shareholders Meetings of the Board of Directors, with the approval of the General Shareholders Meeting, for the performance or specific duties or tasks other than their functions as directors imposed upon them specifically by the General Shareholders Meeting of the Board of Directors. These special compensations shall be authorized or approved by the General Shareholders Meeting, and for that purpose, a detailed and separate entry shall be made in the Annual Report, which shall expressly indicate the complete name of each one of the directors receiving such compensations.

ARTICLE 18. Without prejudice to any other incapacity or incompatibility established by law, the following may not be elected to become a director: (a) Those persons that have been condemned or are being tried for crimes which are punished with penalties, either as main a accessory, of temporary or perpetual suspension or incapacity to hold public office; (b) Those that have been declared bankrupt and have not been rehabilitated; (c) The members of both the House of Representatives and the Senate; (d) The directors or employees of any other financial institution; (e) The employees that are appointed by the President of the Republic or the employees or officers of the State, Public Services, Public Institutions, Semi - Public Institutions, Autonomous Entities, State Controlled Companies and, generally, all Public Services created by a law, as well as of enterprise, corporations or public or privates entities in which the State or this enterprises, corporations or centralized or decentralized institutions may have majority or made even capital contributions or, under the same conditions, be represented or participate. However, the restriction established under this subparagraph; (e) shall not apply to those who hold positions in teaching activities; and (f) The Bank's employees, which shall no prevent a director from performing, under a transitory basis and for a term not to exceed ninety days, the position of Manager.

ARTICLE 19. For purposes of the appointment of directors, each shareholders shall have the right to one vote for purposes of appointing a single person, or distribute such votes in such other form as he may deem convenient, and the persons obtaining the largest number of votes in the same and single process shall be awarded the appointments, until all the appointments to be made have been effected. The election of the regular and alternate board members shall be carried out separately. For purposes of the casting, of the vote, the Chairman and the Secretary, together with any other persons that may have been previously designated by the Meeting to sign the minutes thereof, shall issue a certificate giving evidence of the votes that in loud voice are being issued by the shareholders attending, following the order of the list of attendance being taken.

Each shareholders shall be entitled, however, to cast his vote by means of a ballot signed by him, stating whether he sings for his own account or as a representative. Notwithstanding, in order to expedite the casting process, the Chairman of the company or the Superintendency, as the case may be, shall be entitled to order that the vote be taken alternatively or indistinctly in a loud voice or by means of ballots. At the time of polling, the Chairmen shall instruct that the votes are read out loud, in order for those attending to count for themselves the number of votes issued and to verify with the said annotation and the ballots the actual outcome of the selection.

The Secretary shall make the addition of the votes and the Chairman shall proclaim elected those who have obtained the largest majorities, until all the appointments have been made. The Secretary shall place the documents evidencing the outcome of the scrutiny, duly signed by the persons charged with the duty of verifying the number of votes issued, together with the ballots delivered by the shareholders who did not vote in a loud voice, in an envelope which shall be closed and sealed with the corporate seal and shall remain deposited with the Bank for a least two years.

ARTICLE 20. Every appointment of directors, or any changes in the appointment of directors, shall be transcribed into a public deed before a notary public, published in a newspaper of Santiago and notified to the Superintendency of Banks and Financial Institutions, by means of the filing of a copy of the respective public deed. Likewise, the appointments of General Manager, Manager and Deputy Managers shall be communicated and transcribed into a public deed.

ARTICLE 21. The vacancies caused in case that a director ceases in the performance of this duties, whether by reason of incompatibility, limitation, legal incapacity or bankruptcy, impossibility, unauthorized, death, resignation or any other legal cause, shall be filled as follows: (a) The vacancies of regular members by the alternate members; and (b) The vacancies of an alternate position, caused by the application of letter (a) above, or in the case that a regular position could not be filled as provided for such letter (a) when both alternate members became regular, shall be filled by the Board of Directors on its first meeting after the vacancy, the board members appointed in that shall be in such position until the next General Shareholders Meeting which shall make the definitive appointment, such replacing director will remain on its position until the expiration of the term of the director that caused the vacancy.

ARTICLE 22. The alternate board member may replace temporarily the regular board members in case of their absence or temporal impossibility to attend, or in a definitive manner in case of vacancy. The alternate board members shall be always entitled to attend to the board meetings and to speak in them. They will be entitled to vote in such meetings only when a regular members does not attend thereto and such alternate member act as replacement.

ARTICLE 23. During the first meeting following its appointment by the relevant General Shareholders Meeting, the Board of Directors shall elect in a separate vote from among its members, a Chairman, a 1st Vice Chairman and a 2nd Vice Chairman, after ceasing such persons, for any reason, in their offices. In the event of a tie, the appointment shall be decided by lottery.

ARTICLE 24. The Board of Directors shall meet in ordinary sessions at least once a month, held on the pre-set dates and time as determined by the same Board. Extraordinary meetings shall be held whenever called by the Chairman, whether at his own will or upon the request of three or more directors, subject in such case to the prior qualification of the Chairman to the effect that holding the meeting is justified, except if the request is made by the absolute majority of the directors in office, in which case the meeting shall be held without such prior qualification. The extraordinary meetings may only address those matters specifically included in the relevant agenda, except that, if the meeting is attended by all the directors in office, they may agree otherwise with the unanimous vote of all of them. Extraordinary meetings shall be called by means of a written instrument; signed by the Chairman or the Secretary or his alternate, and delivered to each one of the directors at least three days prior to the date set for the meeting.

ARTICLE 25. The quorum for the Board of Directors' Meeting shall be 6 of its members. The resolutions shall be adopted by the affirmative vote of the absolute majority of the attending directors. In the event of a tie, the person acting as the Chairman of the meeting shall cast a deciding vote.

ARTICLE 26. The directors having an interest vested on a negotiation, act, contract or transaction that is not related to the bank business, either as principal or as representative of other person, shall communicate such fact to the other directors. The respective resolutions shall be approved by the Board, it shall be in accordance to the prevailing fair market conditions and the fact must be disclosed to the next General Shareholders Meeting.

ARTICLE 27. The discussions and resolutions of the Board of Directors shall be recorded in a special book of minutes maintained by the Secretary. The relevant minutes shall be signed by the directors attending the meeting and by the Secretary, or his alternate. If a director considers that such minutes are inaccurate or incomplete, he shall be entitled to record the respective objections, before to actually sign it. The resolutions adopted may be carried out without being necessary to approve the minutes at a subsequent meeting. In the

event of death, refusal or incapacity for any reason of any of the directors attending to sign the minutes, such circumstance shall be recorded at the end of the minutes stating the reason for the impediment.

ARTICLE 28. The directors shall be personally liable for all the acts they may effect in the performance of their duties. The director who may wish to disclaim his responsibility with respect to any act or resolution of the Board of Directors, shall cause to record his opposition in the minutes, of which shall the following General Shareholders Meeting be informed by the Chairman.

ARTICLE 29. The Board will represent in and off courts the Bank and, for the performance of the corporate's business, circumstance that will not be necessary to prove before third parties, it will be empowered with all the authorities and powers of administration that the law or the By-laws do not set as exclusive of the General Shareholders Meeting, without being necessary to grant any special power of attorney, even for those acts that the law requires to do so. This provision is notwithstanding the judicial representation of the bank that is part of the General Manager's authorities. The Board may delegate part of its authorities to the General Manager, to the Managers, Deputy Managers or Attorneys of the Bank, a Director, a Commission of Directors, and for specifically determined purposes, in other persons.

TITLE V

THE CHAIRMAN

ARTICLE 30. The Chairman of the Board of Directors shall hold the same position at the Bank and the General Shareholders Meeting. The Chairman shall have, in addition to the obligations and authorities established by the relevant legal and regulatory provisions, these By-laws or the Board of Directors, the following: (a) to act as Chairman of the Board of Directors and General Shareholders Meetings; (b) to seek for the strict enforcement of these By-laws and the Bank's internal regulations, as well as the resolutions of the Board of Directors and the Shareholders Meetings; (c) to call the Board of Directors Meetings and the General Shareholders Meetings in accordance with the provisions contained in these By-laws; (d) to sign the Annual Reports and the resolutions and communications that may be issued by the Board or the General Shareholders Meetings. In the event of a temporary absence or incapacity of the Chairman, the Chairman shall be replaced, for any legal purpose, by the 1st Vice Chairman and, upon the absence of the 1st Vice Chairman, by the 2nd Vice Chairman, or at last by the person who, from among its members, may be designated by the Board of Directors, or the shareholders appointed by the Shareholders Meeting, in its case. The replacement of the Chairman constitutes an internal proceeding that shall not require with the compliance of any formality, not being necessary to present evidence to third parties as to the need to effect it in order for the acts performed by the person replacing the Chairman to be valid, and it will be sufficient for its validity the fact that it was made.

TITLE VI

THE GENERAL MANAGER

ARTICLE 31. The Board of Directors shall appoint a General Manager who shall be responsible for the immediate conduction of the Bank's businesses and shall represent the Bank in all its offices. The General Manager shall have the judicial representation of the company, with the authorities vested upon him set forth in the two paragraphs of Section 7 of the Code of Civil Procedure. His position shall not be compatible with that of director of the Bank, which impediment is without prejudice to the fact that, in a transitory manner and not to exceed from ninety days, a director of the Bank may perform duties as General Manager. The General Manager shall have the right to participate in the discussions held at the meetings of the of the Board of Directors but shall not have the right to vote in connection therewith, being responsible, however, jointly with all the members of the Board o Directors, for any illegal or damaging resolutions adopted that are harmful to the interests of the company, unless a disclaim of his liability has been recorded in the minutes. The General Manager shall have, in addition to the authorities and duties set forth in the relevant legal and regulatory provisions, these By-laws and the internal regulations, the powers delegated upon him by the Board of Directors. Additionally, the General Manager shall act as Secretary at the meetings of the Board of Directors or any General Shareholders Meeting, unless another person is specially appointed to act in such capacity. In the event of a temporary absence or incapacity, the General Manager shall be replaced by the Manager, and if there is more than one, by the one appointed by the Board of Directors to that effect.

TITLE VII

THE MANAGERS

ARTICLE 32. The Board of Directors shall appoint one or more Managers, who shall be responsible for the transactions and business of the Bank at the offices, branch offices, divisions or services placed under their management. The Managers shall have, in addition to the duties and authorities set forth in the relevant legal and regulatory provisions, these By-laws and the internal regulations, those powers that are conferred or delegated upon them by the Board of Directors. Should there be more than one Manager, the one designated by the Board of Directors shall be the one who replaces the General Manager in the event of absence or incapacity of the latter.

TITLE VIII

MANAGEMENT RESPONSIBILITY, PROHIBITIONS AND RESTRICTIONS

ARTICLE 33. The directors, Managers and other employees of the Bank shall be personally responsible for the non-compliance with the provisions contained in these By-laws, the internal regulations, the General Banking Act or any other legal or regulatory provision, arising from the performance of their duties as such. They shall also be liable for the infringement of the provisions stated above which are effected or tolerated with their knowledge.

TITLE IX

GENERAL SHAREHOLDERS MEETINGS

ARTICLE 34. General Shareholders Meetings may be ordinary or extraordinary, and shall be held in the city of Santiago. The resolutions adopted in accordance with these By-laws by the General Shareholders Meetings, duly called and validly constituted, shall be binding upon all the shareholders.

ARTICLE 35. General Ordinary Shareholders Meetings shall be held once a year, on the dates the Board of Directors may establish, within the first quarter following the date of the annual financial statements. General Extraordinary Shareholders Meetings may be held whenever required by the needs of the company. They shall be called by the Board of Directors or the Chairman, whether at its own initiative or following the request of shareholders representing at least ten per cent of the outstanding shares with voting rights. In the event that, in this latter case, the Board of Directors or the Chairman decline to call the meeting, such call may be requested to be made by the Superintendent of Banks and Financial Institutions.

ARTICLE 36. Notice of the Shareholders Meetings shall be given by means of an emphasized notice published on at least three different dates in such newspaper of Santiago as the General Ordinary Shareholders Meeting may have determined or, if no such determination has been made or if the designated newspaper is no longer being published, in the Official Gazette, and on the dates, terms and conditions set forth in the Companies Act's regulations. The notice calling a General Extraordinary Shareholders Meeting shall include the agenda for the Meeting. In addition, such notice shall be delivered by means of a letter sent to the shareholders at least fifteen days prior to the date set for the Meeting, provided that such notice must contain a reference as to the subjects to be discussed at the Meeting. Without prejudice to the liabilities established by law, failure to deliver such letters shall not render the call void.

At the date which is no later than the date the first notice of the call is published, a copy of the Annual Report and the Financial Statements of the company, including the auditor's

report in their respective notes, must be delivered to each shareholder. Notwithstanding the above, and with the prior consent of the Superintendent of Banks and Financial Institutions, such documents may be sent only to those shareholders holding a number of shares higher than the minimum set forth by the Board of Directors with the approval of the Superintendent. During the fifteen days preceding the General Ordinary Shareholders Meeting, the Annual Report and the financial statements which must be submitted by the Board of Directors, as well as the report of the auditors, shall be made available to the shareholders. For such purpose the Bank shall maintain at its main office, printed or typewritten copies of such documents. The Annual Report presented by the Board of Directors to the General Ordinary Shareholders Meeting shall contain an explanatory and grounded account with regard to the transactions effected during the fiscal year, to which article 17 of these By-laws refer, shall be disclosed in a separate entry of the statement of profits and losses of the financial statements.

ARTICLE 37. General Shareholders Meetings shall be held, in the event of first call, with a quorum of shareholders representing, either as principal or by proxy, the absolute majority of the outstanding shares with voting rights. Should the quorum indicated not be present, a second call shall be made through the press, in the manner provided for in article 40 of these By-laws, with the indication that a second call is being made and convening the Meeting to be held within the forty-five days following the date set for the Meeting which was not held due to the lack of a quorum. In the event of second call, the Meeting shall have a quorum with the number of shares with voting rights issued, which are either present or represented.

ARTICLE 38. The resolutions of the General Shareholders Meeting shall be adopted, unless otherwise specified, by the absolute majority of the shares present or represented which are legally vested with voting rights. The affirmative vote of two thirds of the shares issued which are legally provided with voting rights shall be required for the approval of the General Extraordinary Shareholders Meeting's resolutions regarding the following matters: (a) the reorganization, spin-off or merger of the company; (b) the dissolution of the company; (c) the change of its corporate domicile; (d) the reduction of its capital stock, with the prior approval of the Superintendent of Banks and Financial Institutions; (e) the approval of contributions and appraisal of properties other than cash, in those cases where it is permitted by the General Banking act; (f) the amendment of the authorities of the General Shareholders Meeting or the restriction of the authority of the Board of Directors; (g) the transfer of the company's assets and liabilities, or of all its assets; and (h) the manner of distribution of profits established in these By-laws.

ARTICLE 39. It shall correspond to the General Ordinary Shareholders Meeting: (a) review and approve or reject the Annual Report and financial statements submitted by the Board of Directors; (b) appoint every year a firm of external auditors in accordance with the relevant legal provisions, for the purpose of informing the financial statements and, generally, compliance with the laws; (c) appoint the members of the Board of Directors when required in accordance with these By-laws (d) resolve upon the distribution of annual profits or net benefits, at the proposal of the Board of Directors, and decide, at the end of each fiscal year, the payment of dividends to the shareholders, in accordance with the provision of article 45 of these By-laws; and (e) generally, to consider any other matter

relating to the company and which is not expressly reserved for a General Extraordinary Shareholders meeting. The revocation of all the members of the Board of Directors appointed by the shareholders and the appointment of their successors may be decided either for a General Ordinary Shareholders Meeting or a General Extraordinary Shareholders Meeting.

ARTICLE 40. It shall correspond to the General Extraordinary Shareholders meetings to resolve upon: (a) the amendment of the By-laws; (b) the issuance of convertible bonds or debentures; (c) the passing of resolutions pertaining to the General Extraordinary Shareholders meetings set forth under article 38 of these By-laws; and (d) any other matters expressly reserved to the General Extraordinary Shareholders Meetings in accordance with the law or these By-laws. The matters referred to in paragraphs (a) and (b) above, the dissolution, reorganization, merger or spin-off of the corporation and the transfer of its assets and liabilities, or of all its assets, may only be approved at a General Extraordinary Shareholders Meeting held before a notary public.

ARTICLE 41. General Extraordinary Shareholders Meetings may only resolve upon the matters referred to in the relevant notice of the Meeting. However, if the Meeting so decides, any other idea may be proposed for its discussion at the next General Ordinary or Extraordinary Shareholders Meeting.

ARTICLE 42. The shareholders may represent at the Shareholders Meetings by other shareholders, by means of a proxy addressed to the company. The Superintendency of Banks and Financial Institutions shall determine the text required for such proxies. Likewise, the shareholders may be represented by persons who are not shareholders. Any proxies that omit to express the name of the attorney-in-fact in the grantor's handwriting, shall be deemed valid for quorum purposes.

ARTICLE 43. The discussions and resolutions of General Shareholders Meeting shall be recorded in a special book of minutes maintained by the Secretary. The relevant minutes shall be signed by the Chairman or his alternate, the Secretary and any three shareholders appointed by the General Shareholders Meeting or, if there are less than three attendees, then by all such attendees. In the event of death, denial or incapacity to sign the minutes of any of the persons who are supposed to sign it, a note shall be made at the end of same, with an indication of the respective circumstance of the impediment. The minutes shall contain a summary of the discussions held during the Meeting and shall necessarily include the following information: name of the attending shareholders and number of shares held or represented by each one of them; a brief description of any objections made; enumeration of the proposals submitted for discussion and the outcome of the voting, and the list of the shareholders that voted, either in favor or against such proposals, should any one had asked an individual vote. The omission from the minutes of an event related to the company's interests which occurred during the General Shareholders meeting, shall be subject to the unanimous approval of the shareholders attending.

The attendees at a General Shareholders Meeting shall sign an attendance list which shall indicate the number of shares held by each such attendee or, as the case may be, the name of the shareholders and the number of shares represented by them.

TITLE X

ANNUAL REPORT, FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

ARTICLE 44. A general Balance Sheet shall be prepared as of December 31 of each year, such Balance Sheet, together with the respective Annual Report, shall be submitted to the consideration of the General Ordinary Shareholders Meeting. The Balance Sheet and the Earnings Statement shall be published in a newspaper of Santiago prior to the Shareholders Meeting.

ARTICLE 45. The profits reflected in the financial statements shall be allocated to the compensation of losses of previous fiscal year. The balance shall be allocated, as resolved by the General Shareholders Meeting, upon the recommendation of the Board of Directors, to the following purposes: (a) to increase the capital stock, to create a legal reserve fund, to create a fund for future capitalization or dividend distributions, or to create any other special reserve funds. These allocations shall be in such amounts as the General Shareholders Meeting may deem convenient, subject to the restrictions and obligations set forth in the law: (b) to distribute dividends to the shareholders, in proportion to their stock holding. The General Shareholders Meeting, by the affirmative vote of at least two-thirds of the outstanding voting shares, may resolve that the obligation to distribute dividends set forth in the law, shall not be applicable during a given fiscal year.

TITLE XI

DISSOLUTION AND LIQUIDATION

ARTICLE 46. Should the Bank suspend the payment of its obligations, the General Manager shall notice immediately to the Superintendent, who will investigate the facts that may have caused such suspension, and will resolve if the company may continue in business and, in such case, will take the measures to normalize the attention to public. In this case, the Superintendent may take upon his responsibility the administration of the Bank.

ARTICLE 47. Should the Superintendent decides that the Bank does not have the necessary solvency to keep working or that the safety or the depositors requires the liquidation, he will carry out such liquidation directly or through a person appointed by him, with all the authorities, powers and duties of the liquidators of stock corporations.

ARTICLE 48. Notwithstanding the rules set forth in the previous sections, regarding the liquidation of the Bank, the same may dissolve and wind-up provided that such decision is approved in a General Extraordinary Shareholders Meeting by, at least 2/3 of the outstanding shares and the approval of the Superintendent of Banks and Financial Institutions.

ARTICLE 49. Once the voluntary dissolution of the Bank referred to in the previous section is agreed, the Shareholders Meeting that approves it will appoint a commission of 3 members to carry out its liquidation. The liquidating commission will act with the powers and authorities that these By-laws confer to the Board; it will keep the shareholders informed of the development of the liquidation, it will call for a General Shareholders Meeting on the date set for such purposes, being entitled to call for a General Extraordinary Shareholders Meeting. In any other aspect it will be subject to the rules set by the Code of Commerce, the Companies Act that may be applicable and the Regulations to the Companies Act.

ARTICLE 50. The General Shareholders Meeting that appoints the liquidating commission referred in the previous number will also set for its remuneration.

TITLE XII

ARBITRATION

ARTICLE 52. Any difficulty arising between the company and any of the shareholders or directors, or between such persons, as result of the application of this company's agreement and these By-laws, or with regard to the existence, non-existence, validity, nullity, interpretation, compliance o failure to comply, dissolution, liquidation or any other reason, shall be submitted to the resolution of two arbitrators (who shall not be bound for either the rules of substantive or procedural law), whose resolutions shall be final, and shall be appointed one by each party.

Should the arbitrators fail to reach an agreement, the parties shall appoint a third arbitrator to resolve upon the disagreement. Should there not be an agreement to appoint the third arbitrator, the appointment shall be made by the two arbitrators already designated. If any of the parties fails to appoint the arbitrator or, if having they been appointed, there is no agreement as to the outcome, and neither the parties nor the arbitrators appoint the third arbitrator to decide the impasse, the appointment of the respective arbitrator, or of the third arbitrator, as the case may be, shall be made by the ordinary courts, being in this case the appointment necessarily be of a person who is performing or has performed as a fin-in attorney at the Supreme Court.

Subsidiaries

The following table sets forth our significant subsidiaries as of December 31, 2004, including the principal activity, ownership interest and, if different, percentage of voting power held by us. All of our significant subsidiaries are incorporated in Chile.

<u>Subsidiary</u>	Percentage Owned		
	2003		
	Direct	Indirect	Total
	%	%	%
Santiago Leasing S.A.	99.50	—	99.50
Santiago Corredores de Bolsa Ltda.	99.19	0.81	100.00
Santander Santiago S.A. Administradora General de Fondos	99.96	0.04	100.00
Santander S.A. Agente de Valores	99.03	—	99.03
Santander Santiago S.A. Sociedad Securitizadora	99.64	—	99.64
Santander Santiago Corredora de Seguros Santander Ltda.	99.99	—	99.99

**CODE OF CONDUCT
IN SECURITIES MARKETS**

TABLE OF CONTENTS

TITLE I. GENERAL OBLIGATIONS FOR ALL PERSONS SUBJECT TO THE CODE	4
CHAPTER I. KNOWING AND ENFORCING THE CODE	4
1. Know, comply and cooperate	4
CHAPTER II. TRADING FOR ONE’S OWN ACCOUNT	4
A. General Rules	4
2. Trade through the Group	4
3. Written or recordable orders	4
4. Available funds or Securities	4
5. Non-speculative trading	4
6. Monthly reporting	4
B. Additional obligations for trading in Group Securities	4
7. Advance reporting	4
8. 30-day no trading period	4
9. Blackout periods	4
C. Portfolio Management	5
10. Characteristics and effects of Portfolio Management Contracts	5
D. Rules for Comparable Transactions	5
11. Regulations for Comparable Operations and ban on trading through intermediaries	5
CHAPTER III. CONFLICTS OF INTEREST	5
A. Disclosure of personal circumstances	5
12. General disclosure of Connections	5
13. Potential conflicts	5
B. Dealing with conflicts of interest	5
14. Avoiding conflicts	5
15. Resolving conflicts	5
CHAPTER IV. USE OF SENSITIVE INFORMATION	6
A. General precautions for Sensitive Information	6
16. Reporting to the Compliance Department	6
17. Protecting all Sensitive Information	6
18. Specific Restrictions on the use of Privileged Information	7
B. Control of Sensitive Information flow within the Group	7
19. Independent action in the Separate Departments	7
20. Knowing the structure of the Separate Department	7
21. Barriers	7
22. Crossing barriers	7
23. Transcending barriers	8
C. Control of Sensitive Information flow outside the Group	8
24. Confidentiality	8
25. Channeling Relevant Information	8

TITLE II. ADDITIONAL INHERENT OBLIGATIONS FOR CERTAIN SUBJECT PERSONS	9
CHAPTER I. TRADING FOR THEIR OWN ACCOUNT BY CERTAIN SUBJECT PERSONS	9
26. Close persons: prior authorization	9
27. Subject Persons related to other financial groups	9
28. Special rule	9
CHAPTER II. CORPORATE BODIES ABOVE THE BARRIERS	10
29. General Rules	10
30. Board of Directors	10
CHAPTER III. ESPECIALLY SENSITIVE ACTIVITIES	10
31. Activities subject to specific codes	10
32. Processing orders and setting prices	10
33. Treasury stock trading	11
34. Dissemination of Relevant Information	11
35. Managing public offerings of securities	11
TITLE III. ORGANIZATION FOR ENFORCEMENT OF THE CODE	12
36. Corporate bodies related to the Code	12
37. Web Page	12
38. Training	12
39. Maintaining the secrecy of data and information supplied	13
40. Requests and orders from supervisory agencies	13
41. Non-compliance	13
SUPPLEMENTARY TITLE. DEFINITIONS	14
Separate Departments	Insiders
Bank	List of Insiders
Barriers	List of Controlled Securities
Code	Comparable Transactions
Portfolio Management Contract	Close Persons
Officer In Charge	Subject Persons
Group	Securities
Confidential Information	Controlled Securities
Privileged Information	Group Securities
Relevant Information	Connections
Sensitive Information	

TITLE I. GENERAL OBLIGATIONS OF ALL PERSONS SUBJECT TO THE CODE.

CHAPTER I. KNOWING AND ENFORCING THE CODE

1. **Knowledge, compliance and collaboration.** All Subject Persons have the obligation to know the contents of this Code and its developments, comply with them, and help enforce them. (Form No. 1)

CHAPTER II. PERSONAL SECURITIES TRADING.

A. General Rules

2. **Trade through the Group.** Subject Persons must trade in Securities through a Group institution and through generally established channels for non-institutional clients.
3. **Written or recordable orders.** All personal trades made by Subject Persons must be ordered in writing or, pursuant to current norms, by e-mail, telephone or other similar methods that are also recordable.
4. **Available funds or ownership of Securities.** The orders of Subject Persons cannot be placed and will not be processed by Group entities if the person does not have sufficient funds or cannot prove the availability of the corresponding Securities.
5. **Non-speculative trading.** The personal trades of Subject Persons will never tend to skew freely set pricing and must only be for purposes of investment, never speculation.
Trades with the opposite signs on the same Securities (or others that have the same effect) cannot be made in the same day or session.
6. **Monthly reporting.** Subject Persons must inform the Compliance Department, by the seventh working day following the end of each calendar month, of their personal trades during the previous month. (Form No. 3)

B. Additional obligations for trading in Group Securities.

7. **Advance reporting.** Personal trading in Group Securities must be reported to the Compliance Department at least 24 hours prior to placing the corresponding order.
8. **30-day no trading period.** Subject Persons cannot make trades with the opposite sign on Group Securities in the 30 days following each purchase or sale of those securities.
9. **Blackout Periods.** Subject persons cannot trade in Group Securities starting one month before the corresponding quarterly, bi-annual or annual results are announced and until those results are published.

C. Portfolio Management.

- 10. Characteristics and effects of Portfolio Management Contracts.** Subject Persons who sign a Portfolio Management Contract must report it to the Compliance Department, sending a copy of the contract. After the copy is received (providing the Portfolio Management Contract conforms to the characteristics described in this Code and its developments) and while the Portfolio Management Contract is in effect, the obligations contained in Sections 2, 6 and, if applicable, 7, 8 and 9 above, will not be applicable to the transactions made by the corresponding manager.

D. Rules on Comparable Transactions

- 11. Regulations for Comparable Transactions and ban on intermediaries.** Comparable Transactions are subject to the rules contained in Sections 2 -10 above.

Transactions through intermediary individuals or entities are prohibited.

CHAPTER III. CONFLICTS OF INTEREST.

A. Disclosure of personal circumstances

- 12. General disclosure of Connections.** Subject Persons must submit a disclosure of their Connections to the Compliance Department, and always keep that disclosure updated. (Form N°2)
- 13. Potential conflicts.** Subject persons must inform the Compliance Department of any situations in which, because of their Connections or for any other reason or circumstances, there might be a conflict of interest with regard to an action, service or specific transaction in the judgment of an impartial and fair observer.

B. Dealing with conflicts of interest.

- 14. Avoiding Conflicts.** Subject Persons will endeavor to avoid conflicts of interest, both personal and Group and, if they are personally affected, will refrain from making decisions or, if applicable, voting in the situations in which this circumstance arises, and will inform those who are going to make the corresponding decision of their conflict of interest.
- 15. Resolving conflict.** Conflicts of interest will be resolved by the highest-ranking manager of the affected Separate Department; if several departments are affected, by the immediate supervisor of all such managers or, if none of the above rules applies, by whomever the Compliance Department decides. The Compliance Department may also be consulted when there are doubts as to who should resolve a conflict or how it should be resolved. In resolving conflicts of interest, the following rules will be kept in mind:

15.1 In the event of conflict between the Group and a client, safeguarding the interest of the client.

15.2 In the event of conflict between Subject Persons and the Group, the obligation of the former to act faithfully.

15.3 In the event of conflicts between clients, the affected clients will be informed, and the services or transactions in which the conflict manifests itself can only take place with the clients' consent. Favoring any client will be avoided.

The decision on the conflict and the possible resulting consequences will be reported to the Compliance Department.

CHAPTER IV. USE OF SENSITIVE INFORMATION.

A. General precautions for Sensitive Information.

16. Reporting to the Compliance Department. Subject Persons who come to know Sensitive information must report this fact to the Compliance Department as soon as possible, through the Officer In Charge for their Separate Department (Form No. 4), indicating the nature of the information, the date on which they learned it and, if applicable, the Securities affected. In the event that the Sensitive Information is going to be learned by a group of individuals in connection with a transaction or service, the leader of the team involved in the transaction or services will inform the individuals of the type of information that they are going to receive and inform the Compliance Department, through the Officer In Charge for their Separate Department of the identity of all individuals who know the information, the nature of that information, the date on which each of them learned it and, if applicable, the Securities affected.

17. Protecting all Sensitive Information. Subject Persons in the possession of Sensitive Information must always and notwithstanding other restrictions stipulated in the Code or the corresponding confidentiality agreement:

17.1 Limit its knowledge, even within each Separate Department, to the individuals who need the information in order to properly perform their duties.

17.2 Avoid making comments on the information, which could directly or indirectly reveal its existence or contents.

17.3 Use the information exclusively for its inherent legitimate purpose or that of the clients with whom it was generated.

17.4 Put measures into practice that allow proper control of access to that information and to the documents or other supports in which it is contained.

17.5 In the event that the Sensitive Information needs to be made available to third parties outside the entity, demand that a confidentiality agreement be signed first.

- 18. Specific restrictions in the use of Privileged Information.** Those in the possession of information that they know or, according to the circumstances, should know is Privileged Information, must refrain from:
- 18.1 Making or recommending transactions based on that information, whether on Securities, or on other instruments or contracts.
 - 18.2 Giving that information to third parties, except if essential for performing their activity.
- Subject Persons who know that another non-subject person has Privileged Information must report it to the Compliance Department as soon as possible.
- B. Control of Sensitive Information flow within the Group.**
- 19. Independent action in the Separate Departments.** Except as set forth in this Code, Subject Persons must act in such a way that use of the Sensitive information and decision-making take place independently in the Separate Department to which they belong, notwithstanding the stricter obligations to withhold information stipulated in letter A above.
- 20. Knowledge of the Separate Department's structure.** Subject Persons must know the Separate Department to which they belong, the other Subject Persons who are part of it, and the identity of the Officer In Charge.
- 21. Barriers.** Subject Persons must know and respect the Barriers established by the Compliance Department with regard to their Separate Department.
- 22. Crossing Barriers.** When, for the proper performance of its activities, a Separate Department attempts to obtain information located in another Separate Department or to contact an individual belonging to the latter, and this could affect the Sensitive Information or create a conflict of interest, the information can only be transferred or the individual contacted subject to the following rules:
- 22.1 The transfer must be essential for the Separate Department that will obtain the information, and must be requested and take place as close as possible to the close of the transaction in question and be limited to the necessary information.
 - 22.2 The request will be made at the initiative of the manager of the Separate Department receiving the information, from its Officer In Charge to the Compliance Officer. The latter will decide whether the transfer is in order, after obtaining the consent of the manager of the Separate Department transmitting the information, based on the intended use of the information and the risk of a conflict of interest, and after comparing the lists of Controlled Securities and Insiders. In any event, in situations of possible conflicts of interest, the Compliance Office will endeavor to avoid any damage to the client of the Separate Department transmitting the information and will deny the transfer if it violates a confidentiality agreement.

22.3 The individuals who cross the barrier will, if applicable, become Insiders, and must be informed of that circumstance and its consequences by the Officer In Charge for the Separate Department receiving the information.

23. Transcending Barriers. Sensitive Information can only be remitted or accessed above the Barriers with the requirements outlined below:

23.1 Only the persons authorized by the Compliance Office may receive the information, either personally or as members of a corporate body. The authorization may either be general, or specific when the information is requested for a particular case.

23.2 The information will be made available to them only insofar as needed to perform their duties.

23.3 The Officer In Charge for the Separate Department that transcends the barriers must report the information and the individuals who will receive it to the Compliance Department before it is sent.

23.4 The Officer In Charge for the Separate Department that transcends the barrier must inform the individual or corporate body in question of the type of information (Privileged Information, Relevant Information or Confidential Information) that it is going to receive.

The same rules will apply (with preference given to those set forth in Section 22) whenever Sensitive Information is passed to other Separate Departments (such as the Corporate Risks, Internal Auditing, the Office of the General Secretary or Human Resources) whose regular activity demands access to it.

C. Control of Sensitive Information flow outside the Group.

24. Confidentiality. Subject Persons are obligated to maintain confidentiality and, therefore, to keep secret and not make use of any non-public information learned in performing their duties, whether on the Group or its clients, beyond that needed to perform their professional activity. This obligation will remain in effect even after Subject Persons cease working for the Group and until such time as that information becomes public.

25. Channeling Relevant Information. Subject Persons in possession of Relevant Information must:

25.1 Safeguard that information as stipulated in Sections 17, 18, 22, 23 and 24 until such time as it is made public.

25.2 Not make such information public or transmit it to any broadcasting or communications media or to the supervisory agencies *per se*, reserving public presentation, both to the regulatory agencies and the market, to the Compliance Office, which will act as set forth in Section 34.

- 25.3 Inform the Compliance Department of any leaks or would-be leaks of such information that they know of, and quickly transmit the information in their possession that they consider Relevant Information to the Compliance Department (so that the Compliance Department may disseminate it, if applicable).

TITLE II. ADDITIONAL INHERENT OBLIGATIONS OF CERTAIN SUBJECT PERSONS.

CHAPTER I. TRADING FOR THEIR OWN ACCOUNT BY CERTAIN SUBJECT PERSONS.

26. **Close Persons: prior authorization.** Close Persons must obtain prior authorization from the Compliance Department to trade for their own accounts. This obligation will also apply to their Comparable Transactions. Prior authorization will not be required when the transactions in question comply with the stipulations outlined in Section 10.
27. **Subject Persons related to other financial groups.** Subject Persons who are non-executive members of the Board of Directors of a Group company and, at the same time, are members of the Board of Directors of another entity belonging to another group in which there is a company legally authorized to trade in Securities, may opt to do their personal trading through the latter. In such cases, they must report it to the Compliance Department and the provisions of Section 2 will not apply to them after the disclosure.
28. **Special Rules.** The Compliance Department may establish general or particular special obligations and exceptions with regard to trading for their own accounts, including the following, among others:
- 28.1 Restrict trading or impose prior authorization or prior reporting in connection with specific transactions, securities or persons.
 - 28.2 Require Subject Persons to submit management of personal assets to a Portfolio Management Contract.
 - 28.3 Exclude certain types of trading in Group Securities from the need for prior authorization or reporting.
 - 28.4 Require information, either general or relating to specific transactions, from Subject Persons who have Portfolio Management Contracts or the entities with whom they have signed such contracts.
 - 28.5 Apply specific procedures for trading in foreign securities.
 - 28.6 Require information on trading for one's own account or the lack thereof.

CHAPTER II. CORPORATE BODIES ABOVE THE BARRIERS

- 29. General Rules.** If Sensitive Information is provided to corporate bodies above the Barriers then, notwithstanding the stipulations contained in Section 23, the following rules will apply:
- 29.1 Before any detailed explanation is given, the chairman or secretary of the meeting will indicate that Sensitive Information is going to be presented, identify its nature (Privileged, Relevant or Confidential Information), and give a general description of its contents and the entities or Securities which it affects, reminding those present of the applicable obligations according to the type of information in question.
 - 29.2 Members of the corporate body that may have any restrictions or be involved in a conflict of interest in relation to the information in question will announce that fact and, as appropriate, will leave the meeting while the matter is discussed or abstain in the corresponding voting.
 - 29.3 The secretary of the corporate body will report the above items to the Compliance Department as soon as the meeting ends.
 - 29.4 The meeting minutes will properly reflect the above points, and a copy of the relevant part will be sent to the Compliance Department.
- 30. Board of Directors.** The Compliance Department may establish special procedures for proper control of the activity of the members of the Board of Directors, particularly with regard to trading for one's own account and the Comparable Transactions when the members are legal entities or belong to a group.

CHAPTER III. ESPECIALLY SENSITIVE ACTIVITIES.

- 31. Activities subject to specific codes.** Notwithstanding the applicability of this Code insofar as pertinent, the activities of Analysis, Management of Collective Real Estate Investment Institutions and other activities where legally required or the Compliance Department believes appropriate, will be subject to specific codes that will be approved by the Compliance Committee.
- 32. Processing orders and setting prices.** The Subject persons who, in their professional activity in the Group, order, process, execute or pay off Securities trades must:
- 32.1 Refrain from practices that skew freely set prices or that result in artificial trading prices to their own benefit or that of others. The Compliance Department will define the specific restricted practices and the precautions to be taken, and report them to the affected departments.
 - 32.2 Not put their personal orders to buy or sell Securities before those of the clients with the same characteristics.
 - 32.3 Ensure that when their own orders and those of others are processed as a group, the securities bought or sold are distributed without detriment to the clients.

- 32.4 Refrain from acting on their own account in advance, knowing the clients' next actions, or inducing the clients to act for their own benefit.
- 33. Trading in Treasury Stock.** In order to particularly ensure that trading in the Bank's Treasury Stock or in other Securities referenced to by the Bank or its subsidiaries is not affected by the possession of Privileged Information, in addition to the general rules contained in this Code, the following will apply:
- 33.1 Subject Persons who make trading decisions on Bank stock for the Bank or its subsidiaries ("Treasury Shares") will be specifically identified to the Compliance Department.
- 33.2 The Subject Persons referenced in the preceding paragraph must make a monthly report to the Compliance Department, stating whether they have had access to any information that might be considered Privileged Information on Bank stock.
- 33.3 The Compliance Department may, at any time, gather information from any area of the Bank or its subsidiaries on the transactions made, either personal or for clients or for managed portfolios or institutions, on Bank stock or other securities referenced to that stock.
- 34. Dissemination of Relevant Information.** Notwithstanding the provisions of Section 25, release of the Group's Relevant Information to the market and its dissemination is subject to the following rules:
- 34.1 The Compliance Department is in charge of reporting the Relevant Information generated in the Group to the Regulatory Agencies. Reporting will always be done before the Relevant Information is disseminated to the market or the communications media, and will take place as soon as the decision is made or the agreement in question is signed or executed.
- 34.2 The Compliance Department will monitor the status of the Securities for which there is Relevant Information and take the proper measures, including, if appropriate, reporting the Relevant Information if there are indications that it has been improperly disseminated.
- 34.3 Dissemination of the Relevant Information will be truthful, clear, complete, fair, in good time and, insofar as possible, quantified.
- The Compliance Department will keep a record of Relevant Information reported to the market.
- 35. Managing public offerings of securities.** When a Group entity acts as Agent in a public offering of securities, it must coordinate the content of the corresponding prospectus with the Compliance Department, in order to check for the possible existence of Privileged Information on the securities involved in the offering and the accuracy of the information contained in the prospectus in that regard.

TITLE III. ORGANIZATION FOR ENFORCEMENT OF THE CODE.

- 36. Bodies related to the Code:** In addition to the Board of Directors, the bodies in charge of implementing and monitoring the Code are:
- 36.1 The Compliance Committee, which approves the specific codes and circulars that implement the Code, generally interprets the Code, takes basic disciplinary action and makes the general decisions for enforcing the Code.
 - 36.2 The Compliance Officer who, together with the Compliance Office under his management, receives and handles the reports and requests for authorization of trading for one's own account, monitors the Controlled Securities, keeps the List of Insiders and the List of Controlled Securities, answers the questions posed on the Code, keeps the files needed to monitor compliance with the obligations contained in the Code, serves as the regular contact with the regulatory agencies, arranges training and, in general, takes all actions needed to enforce the code.
 - 36.3 The Officers In Charge are the individuals designated by the Compliance Officer in each Separate Department to generally handle matters related to the Code, serve as a liaison with the Compliance Office and cooperate with the latter in determining the sensitive aspects of that department and implementing the necessary measures.
- The stipulations contained in the preceding sections are understood as notwithstanding the fact that other functions may be attributed to each such body as decided by the Board of Directors, and notwithstanding the obligations of each Subject Person set forth in this Code.
- 37. Web Page.** The Compliance Department will keep a Web Page on the Bank Intranet to which all Subject Persons will have access and which will contain at least the following:
1. The Code.
 2. The Circulars issued to implement the Code.
 3. The specific codes.
 4. A list of the answers to questions posed on certain aspects of the Code.
 5. Any forms needed to comply with obligations contained in Titles I and II of the Code, numbered according to the number of the obligation in question.
 6. An updated list of the Separate Departments and Officers In Charge.
- 38. Training.** All Subject Persons must take a training course on the Code and, if applicable, on their particular obligations or specific codes when the Code goes into effect or when they are included as a Subject Person. In addition, all Subject Persons must take a refresher course at least once a year and whenever there are relevant new developments.

39. **Confidentiality of data and information supplied.** All data and information sent to the Compliance Office for enforcement of the Code will be subject to the strictest confidentiality, and will only be used by the Office to perform its duties and may only be transmitted to other persons or units in the Group for proper compliance with the Code, the specific codes or their developments, or to allow the Office of the General Secretary, Internal Auditing or Human Resources to perform their inherent duties. This is understood as notwithstanding remitting information to the competent authorities when appropriate.
40. **Requests and orders by supervisory agencies.** Any request or order for information or data made by the supervisory agencies must be forwarded to the Compliance Department to be properly processed and answered.
41. **Non-compliance.** Non-compliance with the Code, the specific codes, their developments or the legal provisions on which they are based may result in criminal, administrative or labor sanctions.

SUPPLEMENTARY TITLE. DEFINITIONS

The terms listed below have the indicated meanings in this Code.

Separate Departments: The different areas into which the Bank, its subsidiary companies and all other entities comprising the Grupo Santander-Chile are divided, in which the Subject Individuals work. The creation of Separate Departments is intended to prevent the transfer or improper use of Sensitive Information and conflicts of interest, to facilitate better control of Code enforcement, and to ensure independent and uncontaminated decision-making.

The Compliance Committee will determine the Separate Departments and the Subject Persons included in each of them, and may also classify them into different types according to the relevance or sensitivity of their activities for the purposes of this Code. In any event, it is the Separate Departments that engage in the activities of managing corporate holdings, managing client portfolios, stock brokering, analysis, corporate finance and managing collective investment institutions.

Bank: Banco Santander-Chile

Barriers: The physical, electronic or other types of elements and the procedures that must be established to ensure the autonomy and independence of the Separate Departments. The Barriers are established for each Separate Department by the Compliance Office, based on the sensitivity of the transactions in which that department is involved and the information it uses. Barriers may include:

1. Physical compartmentalization and access control measures.
2. Protective measures for documents and physical and electronic files.
3. Control measures for written, electronic or telephone communications.
4. Procedures for safeguarding the information and documentation, such as using access codes, restricting comments or communications, identifying transactions with code names and other similar measures.

Code: This Code of Conduct in Securities Markets (CCMV)

Portfolio Management Contract: A contract by virtue of which a Subject Person entrusts the total or partial management of his or her personal assets to an legally authorized entity, including the discretion to make decisions on investing in, divesting of and keeping Securities and their yields and profitability, with out the intervention of that Subject Person. The Compliance Committee may define the characteristics of these contracts or demand, if applicable, requirements in addition to those indicated in the above paragraph.

Officer In Charge: The individual designated in each Separate Department to coordinate enforcement of the Code there and its relationship with the Compliance Department.

Group: Includes all companies incorporated in Chile that form part of the Grupo Santander Central Hispano.

Confidential Information: Information that has been provided by a client or other person or entity under a specific confidentiality agreement.

Privileged Information: All information of a specific nature that directly or indirectly relates to one or more Securities or financial instruments admitted or in the process of being admitted for trading on an organized market or system, or to the issuers of those Securities or financial instruments, that has not been made public and, if it were, could have a significant impact on their trading price.

In the design, proposal or preparation phases for corporate or third party transactions, Privileged Information will be considered that which, although not yet privileged according to the above paragraph, may reasonably come to be so.

When derivative financial instruments on raw materials are involved, Privileged Information will be considered to include all information of a specific nature that has not been made public and that directly or indirectly relates to one or more of these derivative financial instruments, which the users of the markets on which these products are traded expect to receive pursuant to the market practices accepted in such markets.

Relevant Information: Privileged Information that relates to the Bank itself or to other Group companies and is generated in any of them. All generic references to Privileged Information in this Code include Relevant Information, except if otherwise specified.

Sensitive Information: All Confidential and Privileged Information, including the Relevant Information.

Insiders: Persons in possession of the Privileged Information, including the Relevant Information.

List of Insiders: The list of insiders kept by the Compliance Office, according to the information received.

List of Controlled Securities: The list of Controlled Securities kept by the Compliance Department, according to the information received.

Comparable Transactions: Those made by the persons that have any of the following relationships with a Subject Person:

1. A spouse, whether or not there is a separation of marital property.
2. Minor children in their custody.
3. Adult children who are financially dependent on them, whether or not they live with them.
4. Companies or entities effectively controlled by them, in which they own 10% of the capital or profits either directly or through other natural persons or legal entities.

Close Persons: Subject Persons who perform activities particularly connected with the securities markets or the issuers of the securities traded on those markets.

The Compliance Office will prepare and update a list of Close Persons and notify those persons of their condition as such.

Subject Persons: Save exceptions established by the Compliance Committee for legal or other justified reasons, Subject Persons are the following:

1. Members of the Board of Directors of the Bank, its subsidiary companies and all other Group entities, provided they are directly related to the securities markets.
2. Member of the Bank's top management. In addition, the members of the top management of its subsidiary companies and all other Group entities who are directly related to the securities market. Top management is understood to mean the definition given that term at any given time by the Human Resources Department.
3. All persons who work in the departments of the Bank, its subsidiaries and all other Group entities that are directly related to the securities markets.
4. The agents or representatives of the Bank, its subsidiaries and all other Group entities, in activities directly related to the securities markets.
5. Those other persons who, because of the characteristics of their activity, must be temporarily or permanently subject to the controls outlined in this Code in the judgment of the Compliance Office.

Persons who are members of the Board of Directors or employees, representatives or agents of subsidiaries and all other Group entities who have their own legally imposed code of conduct are excluded, except if they also hold a position in the Bank that makes them a Subject Person.

The Compliance Department will prepare and update a list of the Subject Persons and, in the case of persons subject to several codes, may determine which of the obligations with similar content are applicable to them.

Securities: Include the following:

1. The common or preferred shares traded on an organized market, also called Stock in this Code.
2. The obligations of any type and the analogous instruments representing a private loan, traded on an organized market, also called Obligations in this Code.
3. The instruments representing public debt traded on an organized market.
4. Contracts or instruments of any type, even if they have non-financial underlying assets, which are traded or likely to be traded on a secondary market.

5. Term financing agreements, options contracts or barter contracts whose underlying asset is, for example, negotiable instruments, indices, currencies or interest rates, whether or not traded on a secondary market.

The Compliance Office may, for justified reasons and in general or for specific cases or circumstances, include other instruments in the definition of Securities or exclude some of those listed above from it.

Controlled Securities: Securities for which the Compliance Department has been notified of the existence of Privileged Information, including Relevant Information.

Group Securities: The following Securities:

1. For all Subject Persons, the Stock or Obligations issued by the Banco Santander Central Hispano S.A. and Banco Santander-Chile, or with their guarantors, and the other Securities, whoever their issuer, whose single and fundamental underlying asset is such Stock or Obligations.
2. For each Subject Person, the Stock or Obligations issued or guaranteed by the company where that person renders his or her services (as a member of the Board of Directors, employee or in any other capacity) in the Group or for its subsidiaries, and the other Securities, whoever the issuer, whose single and fundamental underlying asset is such Stock or Obligations.

Connections: Are the following relationships of a Subject Person:

(A) Financial:

Being an administrator or manager or having a direct or indirect stake of more than 5% in companies that are in any of the following circumstances:

- a. Traded on the Stock Exchange.
- b. Clients of the Group for services related to the securities market.
- c. Render remunerated services to the Group.

(B) Family:

Familial relationships up to the second degree by blood or marriage with individuals who are administrators or managers or have a direct or indirect stake of more than 5% in a company traded on the Stock Exchange.

GENERAL CODE OF CONDUCT

TABLE OF CONTENTS

TITLE I. OBLIGATION TO COMPLY WITH THE GENERAL CODE	3
1. Obligation to know and comply with the General Code	3
TITLE II. GENERAL CONDUCT GUIDELINES	3
2. Compliance with laws, rules and regulations (general and internal) and ethical behavior.	3
3. Commitment	3
4. Responsibility	3
5. Commitment to the Group	4
TITLE III. CONDUCT GUIDELINES FOR CERTAIN SPECIFIC SITUATIONS.	5
CHAPTER I. TRADING FOR ONE’S OWN ACCOUNT.	5
6. Trading for investment, not speculation	5
7. Group Securities and Privileged Information	5
CHAPTER II. CONFLICTS OF INTEREST	6
8. General rules	6
9. Relationship with the Group.	6
10. Relationships with suppliers.	6
11. Relationships with clients.	6
12. Gifts, commissions or financial facilities.	7
CHAPTER III. INFORMATION CONTROL AND CONFIDENTIALITY	7
13. General duty to maintain secrecy	7
CHAPTER IV. OUTSIDE RELATIONSHIPS AND RELATIONSHIPS WITH AUTHORITIES.	8
14. Courses	8
15. Dissemination of information	8
16. Relationship with authorities.	9
17. Political or membership activities.	9
CHAPTER V. PROFESSIONAL TREATMENT OF CLIENTS.	9
18. Selling products and services.	9
19. Information on transactions in progress or their payoffs	10
TITLE IV. ORGANIZATION FOR ENFORCING THE GENERAL CODE.	10
20. Authorities	10
21. Non-compliance	10

TITLE I. OBLIGATION TO COMPLY WITH THE GENERAL CODE.

1. **Obligation to know and comply with the General Code.** This General Code applies to members of the governing bodies of Group companies, to all persons subject to the Code of Conduct in Securities Markets, and to all persons identified by the Human Resources Office and expressly notified that they are subject this Code (the “Code Subjects”).

The Code Subjects have the obligation to know and comply with the General Code and to help facilitate its implementation in the Group, which includes reporting any violation that they know of to the Compliance Office.

TITLE II. GENERAL CONDUCT GUIDELINES.

2. **Compliance with laws, rules and regulations (general and internal) and ethical behavior**

- 2.1 The Code Subjects will comply with both the general provisions (Laws, regulations, circulars from supervisory agencies) and the Group’s internal rules and regulations (including, if applicable, the Money Laundering Prevention Manual and the Code of Conduct in Securities Markets) that may be applicable to their activity. Insofar as such laws, rules and regulations establish stricter obligations than those contained in this General Code, those outlined herein will be given priority.
 - 2.2. Any Code Subject who is arraigned, indicted or charged in criminal or disciplinary administrative legal proceedings must inform the Compliance Office as soon as possible.
 - 2.3. In addition, the Code Subjects will exhibit upstanding, impartial and honest professional behavior that conforms to the Group’s principles of corporate social responsibility. They will refrain from taking part in illegal or immoral activities or attracting business to the Group by using them. Frequent attendance at gaming casinos and gambling in general are considered inadvisable. Under no circumstances will the Code Subjects engage in such activities with persons that have any type of professional or client relationship with the Group.
3. **Commitment.** The Code Subjects commit to performing their duties in the Group to the best of their abilities. They will not render professional services, compensated or not, and no matter what relationship such services are based on, except with express authorization from the Compliance Office.
 4. **Responsibility.** The Code Subjects will employ their technical and professional capabilities and take the proper prudence and care in the performance of their activity in the Group. In particular, and notwithstanding this general rule:
 - (i) They will be responsible for obtaining the training needed to best perform their duties.

- (ii) In determining the prices and conditions for the transactions in which they are involved, they will conform to the applicable laws, rules and regulations according to the type of operation involved and, if applicable, to the rules and rates established by the Group.
 - (iii) They will follow the internally established procedures, especially with regard to authorities and risk limits.
 - (iv) They will keep accurate and meticulous accounting records of contracted transactions and maintain the files and records required in their activity with the same criteria.
 - (v) They will observe the rules and regulations relative to occupational health and safety, in order to prevent and minimize occupational risks.
 - (vi) They will comply, insofar as applicable, with the rules and regulations outlined in the Money Laundering Prevention Manual and the Code of Conduct in Securities Markets and the instructions issued to enforce them.
5. **Commitments to the Group.** The Code Subjects will always act in the best interest of the Group, making proper use of the means made available to them and avoiding actions that may be damaging to the Group. In particular, and notwithstanding the general rule above:
- (i) They will protect and safeguard the Group assets at their disposal or to which they have access, making no other use of them than that needed for their duties, and refraining from any disposal or encumbrance without the appropriate authorization.
 - (ii) They will take care to ensure that expenses strictly match needs.
 - (iii) They will pay special attention to the computer systems, taking particular precautions with the security measures for them.
 - (iv) They will respect the intellectual property and usage rights that belong to the Group with regard to the courses, projects, programs and computer systems; equipment, manuals and videos; knowledge, processes, technology, “know-how” and, in general, all other projects and work developed or created in the Group, whether as a consequence of their own professional activity or that of others. Therefore, they will not use them outside the Group and will return all support material when so requested.
 - (v) They will not use the image, name or trademarks of the Group other than to properly perform their professional activity in the Group.
 - (vi) They will refrain from using business opportunities that are of interest to the Group for their own benefit.
 - (vii) They will not make improper use of e-mail, Internet access or other similar facilities made available to them.

TITLE III. CONDUCT GUIDELINES FOR CERTAIN SPECIFIC SITUATIONS.

CHAPTER I. TRADING FOR ONE'S OWN ACCOUNT.

- 6. Trading for investment, not speculation.** The Code Subjects may only trade on financial markets (including the securities markets and other financial instruments) for purposes of investment and never speculation. In particular, and notwithstanding the general rule:
- (i) They will deal in securities that are traded on organized markets, for which there is public information and which have a high level of liquidity.
 - (ii) They will not make transactions for immediate profit, transactions that are recurring or repetitive in nature, or those that, because of their risk or other circumstances, require continuous tracking of the market that might interfere with their professional activity in the Group.
 - (iii) They will avoid incurring excessive debt to finance their transactions and in no case deal in the red or without sufficient funds.
 - (iv) Insofar as possible, and whenever the conditions for the transactions are competitive, they will endeavor to trade through Group companies.
- 7. Group Securities and Privileged Information**
- 7.1. Any purchase or sale of stock issued by Banco Santander Central Hispano S.A., Banco Santander-Chile and, if applicable, the Group Company at which the Code Subject works, must be reported to the Compliance Office within no more than three days after it takes place.
- 7.2. All Code Subjects who have access to Privileged Information may not trade in the securities or financial instruments to which such information pertains, nor advise others to do so, nor transmit the contents of that information, except in strict exercise of their professional duties. Privileged Information includes all information of a specific nature that directly or indirectly relates to one or more securities or financial instruments accepted or in the process of being accepted for trading on an organized market or system, or to the issuers of those securities or financial instruments, that has not been made public, and if it were, could have a significant impact on their trading price.

CHAPTER II. CONFLICTS OF INTEREST

8. **General Rules.** The Code Subjects will always act so that their particular interests, those of their family members or other individuals related to them do not take priority over those of the Group or its clients. This conduct guideline will apply both to the Code Subjects' relationships with the Group itself and their relationships with the Group's clients, suppliers or any other third party.
9. **Relationship with the Group.** The Code Subjects will refrain from taking part (either in decision-making or in functions that represent the Group) in transactions of any kind (including granting loans, endorsements or any other type of financial facilities) that are in any way connected or related to their personal or family interests. As a result, and notwithstanding the above general rule:
 - (i) They will refrain from developing business relationships with any Group company beyond a strict client relationship.
 - (ii) They will not grant special treatment or work conditions based on personal or family relationships.
 - (iii) They may not acquire, either directly or through related persons, assets or property belonging to the Group, except for transactions that are the consequence of a public offering or those with express authorization from the Compliance Office. The same restrictions will apply whenever assets or property belonging to the Code Subjects or persons related to them are transferred to the Group.
10. **Relationships with suppliers.**
 - 10.1. The Code Subjects, and especially those involved in making decisions on contracting supplies or services or setting the financial conditions for them, will avoid any type of interference that might affect their impartiality or objectivity in that regard. Insofar as possible, exclusive relationships will be avoided.
 - 10.2. Outside supplies and services must be contracted following the procedures established for that purpose in each case, and if such procedures do not exist, through arm's-length and objective procedures.
11. **Relationships with clients**
 - 11.1. Absent prior written authorization from the Compliance Office, no Code Subject may personally accept fiduciary commitments, agencies or powers of attorney for clients, except those resulting from family relationships.
 - 11.2. The Code Subjects will endeavor to avoid an exclusive relationship with a client that may result in an excessive personal connection or restrict the client's access to other Group employees or channels.

11.3 Under no circumstances will one client be encouraged to make a transaction in order to benefit another, except if both are aware of their different positions and expressly agree to the transaction. The Code Subjects must inform clients of the relationships, financial or other, that may involve a conflict of interest for them.

12. Gifts, commissions or financial facilities.

12.1 Accepting any type of income or commission for transactions made by the Group is prohibited, as well as otherwise taking advantage of the position held in the Group to one's own advantage.

12.2. No Code Subject may accept gifts, invitations, favors or any other type of compensation related to their professional activity in the Group that comes from clients, suppliers, middlemen, counterparts or any other third parties. This limitation does not include:

- (i) Promotional objects of little value.
- (ii) Normal invitations that do not exceed the limits considered reasonable in social practice.
- (iii) Occasional courtesies for specific and exceptional reasons (such as Christmas or wedding gifts), provided they are not in cash and are within moderate and reasonable limits.

Any invitation, gift or courtesy that, because of its frequency, characteristics or circumstances, might be interpreted by an objective observer as an act with the intent to affect impartial judgment, will be rejected and reported to the Compliance Office. Even if such circumstances do not arise, any gift, invitation or courtesy worth more than 150 euros must first be authorized by the Department Manager of the individual for whom it is intended.

12.3. No Code Subject may, either him/herself or through an intermediary, borrow money or receive any other type of financial facility from clients, suppliers, middlemen, counterparts or any other third party, except those that may result from family relationships.

CHAPTER III. INFORMATION CONTROL AND CONFIDENTIALITY.

13. General duty to maintain secrecy.

13.1 In general, The Code Subjects must maintain confidentiality with regard to all non-public data and information that they learn as a result of performing their professional activity, whether coming from or relating to clients, the Group, other Group employees or Officers or any other third party.

As a result, and notwithstanding the general rule above:

- (i) They must utilize such data and information exclusively to perform their professional activity in the Group; may not provide it except to those other professionals who need to know it for the same purpose; and will refrain from using it for their own benefit.
- (ii) All personal information will be treated in an especially restrictive manner, so that only the information which is needed is gathered and the principles of security, truthfulness and accuracy that result from the applicable norms are applied to such information and the files containing it, endeavoring to ensure maximum respect for privacy.
- (iii) Data and information relative to accounts, financial positions, financial statements, business dealings and the activity of clients in general will be treated with confidentiality and will only be given to third parties outside the Group following legally regulated procedures, save express authorization from the client.
- (iv) The information relative to other employees, members of the Board of Directors and Officers, including, if applicable, information relative to remunerations, evaluations and medical checkups, will be treated with special care.

This confidentiality obligation will remain in effect even after the relationship with the Group has terminated.

13.2 The provisions of the preceding paragraphs are understood as notwithstanding attention to requests made by competent authorities pursuant to applicable law. In the event of doubt, the Compliance Office will be consulted.

CHAPTER IV. OUTSIDE RELATIONSHIPS AND RELATIONSHIPS WITH AUTHORITIES.

14. Courses. The participation of The Code Subjects as teachers in outside courses or seminars will require prior authorization from their Department Manager.

15. Dissemination of Information.

15.1 The Code Subjects will refrain from transmitting any information or news on the Group or third parties to the communications media, by their own initiative or upon request and, in any event, will refer to the Public Relations Office for such matters.

15.2 The Code Subjects will avoid spreading gossip or rumors.

16. Relationship with authorities.

- 16.1 The Code Subjects will maintain an attitude of respect toward the representatives of the authorities and cooperation with them in their official capacities.
- 16.2 Requests for information or execution orders will be registered as soon as they are received and forwarded to the Compliance Office as quickly as possible to ensure that they are handled appropriately.
- 16.3 Any offer, favor, compensation or courtesy to government officials or employees that could be perceived as linked to the purpose of obtaining benefits or favorable decisions from the authorities or supervisors is prohibited.

17. Political or membership activities.

- 17.1 Joining, belonging to or collaborating with political parties or other types of organizations, institutions or associations with public purposes or purposes that exceed those inherent to the Group, or giving contributions or providing services to them, must be done in such a way that their personal nature is clear and any Group involvement is avoided.
- 17.2 Before accepting any public position, the Code Subjects must report it to the Compliance Office so that the Compliance Office can determine whether there are incompatibilities or restrictions.

CHAPTER V. PROFESSIONAL TREATMENT OF CLIENTS.

18. Selling products and services. The Code Subjects will take special care to offer clients only the products or services that match their characteristics and needs, so that products and services are sold after the client knows and understands their content, benefits, risks and costs. Therefore, and notwithstanding this general rule:

- (i) They will impartially and thoroughly inform clients of the different products and services, explaining all relevant elements and warning them of the applicable risks, expenses and commissions, especially when high-risk financial products are involved. Any forecast or prediction must be reasonably justified and accompanied by the explanations needed to avoid misunderstandings.
- (ii) They will apply the current commission rates.
- (iii) They will avoid selling products or services that are of no actual interest to the client, for the sole purpose of generating commissions or income.
- (iv) They will not offer advantages or benefits to some clients to the detriment of others.

- (v) They will ensure that products and services are sold as established in the internal procedures, obtaining and retaining the required documentation and, when applicable, furnishing a copy of that documentation to the clients.

19. Information on transactions in progress or their payoffs.

- 19.1. The Code Subjects will provide clients, in a clear, correct, precise and sufficient manner and during business hours, with the information at their disposal that has a relevant effect on client transactions, and will obtain the instructions that may be needed.
- 19.2. For contracts that last for more than one year, they must provide clients with the appropriate periodic information. They will also inform clients of the changes in rates or commissions.
- 19.3. In payoffs made for transactions or services, they will gather the data needed to allow the client to check the results of the payoff and the financial conditions for the transaction.

TITLE IV. ORGANIZATION FOR ENFORCING THE GENERAL CODE.

20. Authorities.

- 20.1. The Compliance Office is in charge of arranging training for proper understanding of the General Code; establishing the list of the Code Subjects at the suggestion of the Human Resources Office; interpreting the Code; and all other functions attributed to it in the Code.
- 20.2. In turn, the Unit, Department or Division Managers are in charge of ensuring compliance with the code in their respective work environments, and the Human Resources Office is in charge of ensuring that the Code is properly observed in general.

21. Non-compliance.

Non-compliance with the General Code may result in disciplinary action, notwithstanding possible administrative or criminal sanctions, as applicable.

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Oscar von Chrismar, certify that:

1. I have reviewed this annual report on Form 20-F of Banco Santander-Chile;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

By: /s/ Oscar von Chrismar

Name: Oscar von Chrismar

Title: Chief Executive Officer

Date: June 30, 2005

CHIEF FINANCIAL OFFICER CERTIFICATION

I, David Turiel, certify that:

1. I have reviewed this annual report on Form 20-F of Banco Santander-Chile;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

By: /s/ David Turiel

Name: David Turiel

Title: Chief Financial Officer

Date: June 30, 2005

Section 906 Certification

The certification set forth below is being submitted in connection with the Annual Report on Form 20-F for the year ended December 31, 2004 (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Oscar von Chrismar, the Chief Executive Officer and David Turiel, the Chief Financial Officer of Banco Santander-Chile, each certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Banco Santander-Chile.

June 30, 2005

By: /s/ Oscar von Chrismar

Name: Oscar von Chrismar
Chief Executive Officer

By: /s/ David Turiel

Name: David Turiel
Chief Financial Officer