

BANCO SANTANDER CHILE  
Form 20-F  
April 30, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 20-F**

(Mark One)

**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, 2012**

**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 Santander, Banco Santander, Banco Santander Santiago, and Santander Santiago)

(Exact name of Registrant as specified in its charter)

**SANTANDER-CHILE BANK**

(d/b/a Santander, Banco Santander, Santander Santiago Bank, and Santander Santiago)

(Translation of Registrant's name into English)

**Chile**

(Jurisdiction of incorporation or organization)

**Bandera 140**

**Santiago, Chile**

**Telephone: 011-562-320-2000**

(Address of principal executive offices)

Robert Moreno Heimlich

Tel: 562-2320-8284, Fax: 562-696-1679, email:rmorenoh@santander.cl

Bandera 140, 19th Floor, Santiago, Chile

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
American Depositary Shares ( ADS ), each representing the right to receive 400 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)

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

none

(Title of Class)

The number of outstanding shares of each class of common stock of Banco Santander-Chile at December 31, 2012, was:

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

- U.S. GAAP
- International Financial Reporting Standards as issued by the International Accounting Standards Board
- Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No



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**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 Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements appear throughout this 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 including:

interest rate risk

foreign exchange risk

equity price risk

projected capital expenditures

liquidity

trends affecting:

our financial condition

our results of operation

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 C. Business Overview Competition, Item 5. Operating and Financial Review and Prospects, Item 8. Financial Information A. Consolidated Statements and Other Financial Information Legal Proceedings, and Item 11. Quantitative and Qualitative

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Disclosures About Market Risk. Our forward-looking statements also may be identified by words such as believes, expects, anticipates, project, intends, should, could, may, seeks, aim, combined, estimates, probability, risk, VaR, target, goal, objective, future, and similar words.

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

changes in economic conditions

the monetary and interest rate policies of Central Bank (as defined below)

inflation

deflation

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unemployment

increases in defaults by our customers and in impairment losses

decreases in deposits

customer loss or revenue loss

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

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

natural disasters

implementation of new technologies

an inaccurate or ineffective client segmentation model

You should not place undue reliance on such statements, which speak only as of the date at which they were made. The forward-looking statements contained in this report 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 (the Annual Report ), Santander-Chile , the Bank , we, our and us or similar terms refer to Banco Santander-Chile together with its consolidated subsidiaries.

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When we refer to Santander Spain, we refer to our parent company, Banco Santander, S.A. References to Santander Group or Grupo Santander mean the worldwide operations of the Santander Spain conglomerate, as indirectly controlled by Santander Spain and its consolidated subsidiaries, including Santander-Chile.

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

In this Annual Report, references to \$, U.S.\$, U.S. dollars and dollars are to United States dollars; references to Chilean pesos, pesos or to Chilean pesos; references to CHF or CHF\$ are to Swiss francs; references to CNY or CNY\$ are to Chinese yuan (renminbi); 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) for the previous month. See Item 3. Key Information A. Selected Financial Data Exchange Rates for information regarding exchange rates.

In this Annual Report, references to the Audit Committee are to the Bank's *Comité de Directores y Auditoría*.

In this Annual Report, references to BIS are to the Bank for International Settlement, and references to BIS ratio are to the capital adequacy ratio as calculated in accordance with the Basel Capital Accord. References to the Central Bank are to the *Banco Central de Chile*. References to the SBIF are to the Superintendency of Banks and Financial Institutions.

Certain figures included in this Annual Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

## **PRESENTATION OF FINANCIAL INFORMATION**

Santander-Chile is a Chilean bank and maintains its financial books and records in Chilean pesos and prepares its audited consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Any reference to IFRS in this document is to IFRS as issued by the IASB.

As required by local regulations, our locally filed consolidated financial statements have been prepared in accordance with Chilean accounting principles issued by the SBIF (Chilean Bank GAAP). Therefore, our locally filed consolidated financial statements have been adjusted to IFRS in order to comply with the requirements of the Securities and Exchange Commission (the SEC). Chilean Bank GAAP principles are substantially similar to IFRS but there are some exceptions. For further details and a discussion of the main differences between Chilean Bank GAAP and IFRS, see to Item 5. Operating and Financial Review and Prospects A. Accounting Standards Applied in 2012.

This Annual Report contains our consolidated financial statements as of December 31, 2012, 2011 and 2010, and for the years then ended (the Audited Financial Statements). Such Audited Consolidated Financial Statements have been prepared in accordance with IFRS as issued by the IASB, and have been audited by Deloitte Auditores y Consultores Limitada, independent registered public accountants. See page F-1 of the Audited Consolidated Financial Statements for the 2012, 2011 and 2010 reports prepared by Deloitte Auditores y Consultores Limitada. The Audited Financial Statements have been prepared from accounting records maintained by the Bank and its subsidiaries.

The notes to the Audited Consolidated Financial Statements contain information in addition to that presented in the Audited Consolidated Financial Statements, which provide narrative descriptions or details of these financial statements.

We have formatted our financial information according to the classification format for banks used in Chile. We have not reclassified the line items to comply with Article 9 of Regulation S-X. Article 9 is a regulation of the SEC that contains formatting requirements for bank holding company financial statements.

### **Functional and Presentation Currency**

The Chilean peso is the currency of the primary economic environment in which the Bank operates and the currency that influences its structure of costs and revenues, and in accordance with International Accounting Standard 21 *The Effects of Changes in Foreign Exchange Rates* has been defined as the functional and presentation currency. Accordingly, all balances and transactions denominated in currencies other than the Chilean peso are treated as foreign currency.



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For presentational purposes, we have translated millions of Chilean pesos (Ch\$ million) into thousands of US dollars (U.S.\$ thousand) using the rate as indicated below under Exchange Rates, for the financial information included in this Annual Report.

### **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 is based on information published periodically by the SBIF. Non-performing loans include the entire principal amount and accrued but unpaid interest on loans for which either principal or interest is past-due for 90 days or more and which do not accrue interest. Restructured loans for which no payments are past-due are not ordinarily classified as non-performing loans. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio Based on the Borrower's Payment Performance.

Under IFRS, a loan is evaluated on each financial statement reporting date to determine whether objective evidence of impairment exists. A loan will be impaired if, and only if, objective evidence of impairment exists as a result of one or more events that occurred after the initial recognition of the loan, and such event or events have an impact on the estimated future cash flows of such loan that can be reliably estimated. It may not be possible to identify a single event that was the individual cause of the impairment.

An impairment loss relating to a loan is calculated as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the effective interest rate.

Individually significant loans are individually tested for impairment. The remaining financial assets are evaluated collectively in groups with similar credit risk characteristics.

The reversal of an impairment loss occurs only if it can be objectively related to an event occurring after the initial impairment loss was recorded. In the case of loans recorded at amortized cost, the reversal is recorded in income. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Analysis of Loan Loss Allowances.

Outstanding loans and the related percentages of our loan portfolio consisting of corporate and consumer loans in the section entitled Item 4. Information on the Company C. Business Overview are categorized based on the nature of the borrower. Outstanding loans and related percentages of our loan portfolio consisting of corporate and consumer loans in the section entitled Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information are categorized in accordance with the reporting requirements of the SBIF, which are based on the type and term of loans. This disclosure is consistent with IFRS.

### **Effect of Rounding**

Certain figures included in this Annual Report and in the Audited Consolidated Financial Statements have been rounded up 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 macroeconomic data related to the Chilean economy is based on information published by the Central Bank, and all market share and other data related to the Chilean financial system is based on information published by the SBIF and our analysis of such information. Information regarding the consolidated risk index of the Chilean financial system as a whole is not available.

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**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 Consolidated Financial Statements, could be converted into U.S. dollars at the rate indicated, were converted or will be converted at all.

Unless otherwise indicated, all the U.S. dollar amounts at any year end, for any period have been translated from Chilean pesos based on the interbank market rate published by Reuters at 1:30 pm on the last business day of the period. On December 31, 2011 and 2012, the exchange rate in the Informal Exchange Market as published by Reuters at 1:30 pm on these days was Ch\$520.35 and Ch\$478.85, respectively, or 0.21% less and 0.05% more, respectively, than the published observed exchange rate for such date of Ch\$521.46 and Ch\$478.60, respectively, per U.S.\$1.00. 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. Key Information A. Selected Financial Data Exchange Rates.

As of December 31, 2011 and 2012, one UF was equivalent to Ch\$22,294.03 and Ch\$22,840.75, respectively. The U.S. dollar equivalent of one UF was U.S.\$47.72 as of December 31, 2012, using the observed exchange rate reported by the Central Bank as of December 31, 2012, of Ch\$478.60 per U.S.\$1.00.

**Table of Contents****PART I****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****A. Selected Financial Data**

The following table presents selected historical financial information for Santander-Chile as of the dates and for each of the periods indicated. Financial information for Santander-Chile as of and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 has been derived from our audited consolidated financial statements prepared in accordance with IFRS. These consolidated financial statements differ in some respects our locally filed financial statements at and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 prepared in accordance with Chilean Bank GAAP.

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.

	2012	2012	As of December 31,		2009	2008
			2011	2010		
	In U.S.\$ thousands (1)		In Ch\$ millions (2)			
<b>CONSOLIDATED STATEMENT OF INCOME DATA (IFRS)</b>						
Net interest income	2,177,579	1,042,734	972,300	939,719	856,516	892,066
Provision for loan losses	(843,045)	(403,692)	(316,137)	(253,915)	(333,145)	(287,983)
Net fee and commission income	565,046	270,572	277,836	263,582	254,130	243,129
Operating costs (3)	(1,127,985)	(540,136)	(501,020)	(451,936)	(407,894)	(428,168)
Other income, net (4)	75,252	36,034	50,878	95,365	155,927	61,665
Income before tax	846,847	405,512	483,857	592,815	525,534	480,709
Income tax expense	(92,710)	(44,394)	(77,193)	(85,343)	(88,924)	(59,742)
Net income for the year	754,137	361,118	406,664	507,472	436,610	420,967
Net income attributable to:						
Bank shareholders	744,477	356,493	401,733	505,393	431,557	413,370
Non-controlling interests	9,660	4,625	4,931	2,079	5,053	7,597
Net income attributable to Bank shareholders per share	3.95	1.89	2.13	2.68	2.29	2.19
Net income attributable to Bank shareholders per ADS (5)	1,581	757	2,215	2,786	2,379	2,279
Weighted-average shares outstanding (in millions)		188,446.13	188,446.13	188,446.13	188,446.13	188,446.13
Weighted-average ADS outstanding (in millions) (5)		471.115	181.373	181.373	181.373	181.373
<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA (IFRS)</b>						
Cash and deposits in banks	2,611,285	1,250,414	2,793,701	1,762,198	2,043,458	855,411
Financial investments (6)	4,534,694	2,171,438	2,084,002	2,024,635	2,642,649	2,746,666
Loans before allowance from loan losses	39,608,754	18,966,652	17,434,782	15,727,282	13,751,276	14,681,088
Loan loss allowance	(1,148,685)	(550,048)	(488,468)	(425,447)	(349,527)	(274,240)
Financial derivative contracts (assets)	2,700,662	1,293,212	1,601,896	1,624,378	1,393,878	1,846,509

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Other assets (7)	3,400,272	1,628,220	1,243,080	1,377,668	1,291,141	1,229,073
Total assets	51,706,982	24,759,888	24,668,993	22,090,714	20,772,875	21,084,507
Deposits (8)	29,408,441	14,082,232	13,334,929	11,495,191	10,708,791	12,704,428
Other interest bearing liabilities (9)	13,586,760	6,506,020	7,264,311	6,235,959	6,232,982	4,769,980
Financial derivative contracts (liabilities)	2,393,570	1,146,161	1,292,402	1,643,979	1,348,906	1,469,724
Total equity (10)	4,588,876	2,197,383	2,094,518	1,937,977	1,689,903	1,517,649
Equity attributable to Bank shareholders	4,517,319	2,163,118	2,060,717	1,906,168	1,660,104	1,491,770

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	As of December 31,				
	2012	2011	2010	2009	2008
<b>CONSOLIDATED RATIOS (IFRS)</b>					
Profitability and performance:					
Net interest margin (11)	4.8%	4.8%	5.4%	5.3%	5.7%
Return on average total assets (12)	1.4%	1.7%	2.4%	2.2%	2.3%
Return on average equity (13)	16.5%	20.4%	29.0%	27.3%	32.4%
Capital:					
Average equity as a percentage of average total assets (14)	8.7%	8.3%	8.4%	8.0%	7.0%
Total liabilities as a multiple of equity (15)	10.3	10.8	10.4	11.3	12.9
Credit Quality:					
Non-performing loans as a percentage of total loans (16)	3.15%	2.93%	2.65%	2.97%	2.61%
Allowance for loan losses as percentage of total loans	2.90%	2.80%	2.71%	2.54%	1.87%
Operating Ratios:					
Operating expenses /operating revenue (17)	42.6%	41.5%	37.0%	34.2%	37.7%
Operating expenses /average total assets	2.4%	2.3%	2.2%	2.2%	2.5%
<b>OTHER DATA</b>					
CPI Inflation Rate (18)	1.5%	4.4%	3.0%	(1.4%)	7.1%
Revaluation (devaluation) rate (Ch\$/U.S.\$) at year end (18)	(8.2%)	11.3%	(7.5%)	(19.5%)	26.9%
Number of employees at period end	11,713	11,566	11,001	11,118	11,592
Number of branches and offices at period end	504	499	504	498	505

- (1) Amounts stated in U.S. dollars at and for the year ended December 31, 2012 have been translated from Chilean pesos at the interbank market exchange rate of Ch\$478.85 = U.S.\$1.00 as of December 31, 2012 based on the interbank market rate published by Reuters at 1:30 pm on the last business day of the period.
- (2) Except per share data, percentages and ratios, share numbers, employee numbers and branch numbers.
- (3) Operating costs is equal to the sum of the line items on personnel salaries and expenses, administrative expenses, depreciation and amortization and impairment within our Consolidated Statements of Income.
- (4) Other income, net is the sum of the line items on other operating income, net income from financial operations (net trading income), foreign exchange transactions, income from investment in other companies less other operating expense within our Consolidated Statements of Income.
- (5) On October 22, 2012 the Bank performed an ADR split: for each old ADR, an ADR holder received 2.5975 new ADRs, and the ratio of ADS to shares became 1 ADS = 400 shares. For the years 2009-2011, 1 ADS = 1,039 shares of common stock.
- (6) Includes the line items on trading investments, investments under resale agreements, investments available for sale and investments held to maturity within our Consolidated Statements of Financial Position.
- (7) Includes the line items on cash items in process of collection, investments in other companies, intangible assets, property, plant and equipment, current taxes, deferred taxes and other assets within our Consolidated Statements of Financial Position.
- (8) Deposits are equal to the sum of the line items on deposits and other demand liabilities and time deposits and other time liabilities within our Consolidated Statements of Financial Position.
- (9) Other interest bearing liabilities are equal to the sum of the line items on obligations under repurchase agreements, interbank borrowings, issued debt instruments and other financial liabilities within our Consolidated Statements of Financial Position.



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- (10) Equity includes equity attributable to Bank shareholders plus non-controlling interests less allowance for mandatory dividends. Provision for mandatory dividends is made pursuant to Article 79 of the Corporations Act, in accordance with the Bank's internal dividend policy, pursuant to which at least 30% of net income for the period is distributed, except in the case of a contrary resolution adopted at the respective shareholders' meeting by the unanimous vote of the outstanding shares.
- (11) Net interest income divided by average interest earning assets (as presented in Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information ).
- (12) Net income for the year divided by average total assets (as presented in Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information ).
- (13) Net income for the year divided by average equity (as presented in Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information ).
- (14) This ratio is calculated using total equity including non-controlling interest.
- (15) Total liabilities divided by equity.
- (16) Non-performing loans include the aggregate unpaid principal and accrued but unpaid interest on all loans with at least one installment over 90 days past-due.
- (17) The efficiency ratio is equal to operating expenses over operating income. Operating expenses includes personnel salaries and expenses, administrative expenses, depreciation and amortization, impairment and other operating expenses. Operating income includes net interest income, net fee and commission income, net income from financial operations (net trading income), foreign exchange profit (loss), net and other operating income.
- (18) Based on information published by the Central Bank.

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Chile has two currency markets, the *Mercado Cambiario Formal*, or the Formal Exchange Market, and the *Mercado Cambiario Informal*, or the Informal Exchange Market. According to Law 18,840, the organic law of the Central Bank and the Central Bank Act (*Ley Orgánica Constitucional del Banco Central de Chile*), 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 currently in effect, all payments, remittances or transfers of foreign currency 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 Informal Exchange Market is comprised of entities that are not expressly authorized to operate in the Formal Exchange Market, such as certain foreign exchange houses and travel agencies, among others. The Central Bank is empowered to require that certain purchases and sales of foreign currencies be carried out on the Formal Exchange Market. 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.

Both the Formal and Informal Exchange Markets are driven by free market forces. Current regulations require that the Central Bank be informed of certain transactions and that they be effected through the Formal Exchange Market. In order to keep the average exchange rate within certain limits, the Central Bank may intervene by buying or selling foreign currency on the Formal Exchange Market.

The U.S.\$ Observed Exchange Rate (*dólar observado*), which is reported by the Central Bank and published daily in the Chilean newspapers, is the weighted average exchange rate of the previous business day's transactions in the Formal Exchange Market. The Central Bank has the power to intervene by buying or selling foreign currency on the Formal Exchange Market to attempt to maintain the Observed Exchange Rate within a desired range. Even though the Central Bank is authorized to carry out its transactions at the Observed Exchange Rate, it generally uses spot rates for its transactions. Other banks generally carry out authorized transactions at spot rates as well.

Purchases and sales of foreign currencies may be legally 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. 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. In recent years, the variation between the Observed Exchange Rate and the Informal Exchange Rate has not been significant. On December 31, 2011 and 2012, the exchange rate in the Informal Exchange Market as published by Reuters at 1:30 pm on these days was Ch\$520.35 and Ch\$478.85, or 0.21% less and 0.05% more, respectively, than the published observed exchange rate for such date of Ch\$521.46 and Ch\$478.60, respectively, 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. We make no representation that the Chilean peso or the U.S. dollar amounts referred to herein actually represent, could have been or could be converted into U.S. dollars or Chilean pesos, as the case may be, at the rates indicated, at any particular rate or at all. The Federal Reserve Bank of New York does not report a noon buying rate for pesos.

Year	Daily Observed Exchange Rate Ch\$ Per U.S.\$(1)			
	Low(2)	High(2)	Average(3)	Period End
2008	431.22	676.75	521.79	629.11
2009	491.09	643.87	559.67	506.43
2010	468.37	549.17	510.38	468.37
2011	455.91	533.74	483.36	521.46
2012	469.65	519.69	494.99	478.60

**Month**

October 2012	471.54	481.98	475.36	480.03
November 2012	476.20	484.48	480.57	479.42

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Month	Daily Observed Exchange Rate Ch\$ Per U.S.\$(1)			
	Low(2)	High(2)	Average(3)	Period End
December 2012	474.36	481.28	477.13	478.60
January 2013	470.67	479.96	472.67	471.40
February 2013	470.67	473.60	472.34	473.30
March 2013	471.10	474.82	472.48	472.54
April 2013 (until April 26, 2013)	466.05	477.74	472.17	472.73

Source: Central Bank.

(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 generated. For example, the 2012 dividend must be proposed and approved during the first four months of 2013. 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 dates for the payment of dividends to holders of ADSs will, to the extent practicable, be the same.

Under the General Banking Law, a bank must distribute cash dividends in respect of any fiscal year in an amount equal to at least 30% of its net income for that year, as long as the dividend does not result in the infringement of minimum capital requirements. The balances of our distributable net income are generally retained for use in our business (including for the maintenance of any required legal reserves). Although our Board of Directors currently intends to pay regular annual dividends, the amount of dividend payments will depend upon, among other factors, our 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 JPMorgan Chase Bank, N.A., as depositary (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 Item 10. Additional Information E. Taxation Material Tax Consequences of Owning Shares of Our Common Stock or ADSs).

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 ADS 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 and eliminated 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 10. Additional Information D. Exchange Controls.

The following table presents dividends declared and paid by us in nominal terms in the past four years:

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<b>Year</b>	<b>Dividend Ch\$ mn(1)</b>	<b>Per share Ch\$/share(2)</b>	<b>Per ADR Ch\$/ADR(3)</b>	<b>% over earnings(4)</b>	<b>% over earnings(5)</b>
2009	213,295	1.13	1,176.00	65	52
2010	258,752	1.37	1,426.63	60	60
2011	286,294	1.52	1,578.48	60	57
2012	261,051	1.39	1,439.08	60	65
2013(6)	232,780	1.24	494.10	60	65

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- (1) Million of nominal pesos.
- (2) Calculated on the basis of 188,446 million shares.
- (3) Calculated on the basis of 1,039 shares per ADS, except in 2013 which is calculated on the basis of 400 shares per ADR.
- (4) Calculated by dividing dividend paid in the year by net income attributable to shareholders for the previous year as required by local regulations.
- (5) Calculated by dividing dividend paid in the year by net income attributable to shareholders for the previous year under IFRS.
- (6) Approved by shareholders on April 29, 2013.

### **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, which should be read in conjunction with all the other information presented in this Annual Report. 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 and Item 11. Quantitative and Qualitative Disclosures about Market Risk.

### **Risks Associated with Our Business**

*We are vulnerable to the current disruptions and volatility in the global financial markets.*

In the past five years, the financial systems worldwide have experienced difficult credit and liquidity conditions and disruptions leading to less liquidity, greater volatility, general widening of spreads and, in some cases, lack of price transparency on interbank lending rates. Global economic conditions deteriorated significantly between 2007 and 2009, and many countries fell into recession. Recessionary conditions continue in some countries. Many major financial institutions, including some of the world's largest global commercial banks, investment banks, mortgage lenders, mortgage guarantors and insurance companies experienced, and some continue to experience, significant difficulties. Around the world, there have also been runs on deposits at several financial institutions, numerous institutions have sought additional capital or have been assisted by governments, and many lenders and institutional investors have reduced or ceased providing funding to borrowers (including to other financial institutions).

In particular, we may face, among others, the following risks related to the economic downturn:

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We potentially face increased regulation of our industry. Compliance with such regulation may increase our costs, may affect the pricing for our products and services, and limit our ability to pursue business opportunities.

Reduced demand for our products and services.

Inability of our borrowers to timely or fully comply with their existing obligations.

The process we use to estimate losses inherent in our credit exposure requires complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The degree of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates, which may, in turn, impact the reliability of the process and the quality of our assets.

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The value and liquidity of the portfolio of investment securities that we hold may be adversely affected.

Worsening of the global economic conditions may delay the recovery of the international financial industry and impact our financial condition and results of operations.

The recoverability of our consumer loans in particular may be increasingly vulnerable to macroeconomic shocks that could negatively impact the household income of our clients and result in increased loan losses.

Some uncertainty remains concerning the future economic environment. While certain segments of the global economy are currently experiencing a moderate recovery, we expect such uncertainty will continue, which could have a negative impact on our business and results of operations. Global investor confidence remains cautious and downgrades of the sovereign debt of Ireland, Greece, Portugal, Spain, Italy and France, as well as the recent developments and banking crisis in Cyprus, have caused volatility in the capital markets. A slowing or failing of the economic recovery would likely aggravate the adverse effects of these difficult economic and market conditions on us and on others in the financial services industry.

Continued or worsening disruption and volatility in the global financial markets could have a material adverse effect on us, including our ability to access capital and liquidity on financial terms acceptable to us, if at all. If capital markets financing ceases to become available, or becomes excessively expensive, we may be forced to raise the rates we pay on deposits to attract more customers and become unable to maintain certain liability maturities. Any such increase in capital markets funding costs or deposit rates could have a material adverse effect on our interest margins.

If all or some of the foregoing risks were to materialize, this could have a material adverse effect on us.

***Credit, market and liquidity risk may have an adverse effect on our credit ratings and our cost of funds. Any downgrading in Chile's our controlling shareholder's or our credit rating would likely increase our cost of funding, require us to post additional collateral or take other actions under some of our derivative contracts and adversely affect our interest margins and results of operations.***

Credit ratings affect the cost and other terms upon which we are able to obtain funding. Rating agencies regularly evaluate us and their ratings of our long-term debt are based on a number of factors, including our financial strength, conditions that affect the financial services industry generally and the economic environment in which the company operates.

During 2012, the three major risk rating agencies: Standard & Poor's Rating Services (S&P), Fitch Ratings Ltd. (Fitch) and Moody's Investor Services, Inc. (Moody's) downgraded Spain's sovereign rating, due to the fiscal crises in Spain and in several other European countries. As a result, Santander Spain (our controlling shareholder) also had its credit rating downgraded by the three major rating agencies: Fitch (on June 11, 2012) from A to BBB+, Moody's (on June 25, 2012) to Baa2 and S&P (on October 15, 2012) to BBB, which in each case was one notch above Spain's sovereign rating.

Following these downgrades, Moody's placed our short- and long-term ratings on outlook negative. Fitch placed our long-term ratings on outlook negative. S&P downgraded our long-term foreign issuer credit rating by one notch to A in February 2012, and in June 2012, placed our long-term ratings on outlook negative. In December 2012, S&P changed its outlook on our rating to stable. All three rating agencies indicated that the reason for these changes was strictly due to the downgraded ratings over Spain's sovereign credit ratings and Santander Spain's credit ratings.

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Our international funding costs have not been affected by the recent downgrades of Spain's sovereign debt, Santander Spain's debt and our related downgrades. In our domestic market, however, we did observe a slight rise in our funding spreads in comparison to some of our competitors in the deposit and bond market. These spreads had begun to recover and are comparable to those of Banco de Chile, the largest Bank in Chile, as of December 2012. Below is a table of our funding spreads in 2012 in comparison with those of Banco de Chile:

## Bond spread differential between Santander-

	Chile		Difference between Santander-Chile and Banco de Chile			
	and Banco de Chile (bp)		deposit rates in			
	3Y duration	5Y duration	the secondary market (on an annual basis)			
			1-30 days	31-90 days	90 days or more	
Jan-12	30	15	Jan-12	0.12%	0.24%	0.24%
Feb-12	15	15	Feb-12	0.00%	(0.24%)	0.00%
Mar-12	15	45	Mar-12	0.12%	0.12%	0.00%
Apr-12	15	30	Apr-12	0.00%	0.00%	0.00%
May-12	10	25	May-12	0.24%	0.12%	0.24%
Jun-12	5	25	Jun-12	0.24%	0.24%	0.12%
Jul-12	10	25	Jul-12	0.36%	0.12%	0.36%
Aug-12	15	20	Aug-12	0.12%	0.12%	0.12%
Sep-12	20	20	Sep-12	0.12%	0.00%	(0.24%)
Oct-12	30	20	Oct-12	0.36%	0.12%	0.00%
Nov-12	25	20	Nov-12	0.36%	0.00%	0.00%
Dec-12	10	10	Dec-12	0.12%	0.00%	0.00%

Source: Santiago Stock Exchange

Any downgrade in Chile's credit rating for domestic and international debt, the credit ratings of our controlling shareholder or our own credit ratings would likely increase our borrowing costs and may require us to post additional collateral or take other actions under some of our derivative contracts, and could limit our access to capital markets and adversely affect our commercial business. For example, a significant ratings downgrade could adversely affect our ability to sell or market certain of our products, such as subordinated securities, engage in certain longer-term and derivatives transactions and retain our clients, particularly clients who need a minimum rating threshold in order to invest. In addition, under the terms of certain of our derivative contracts, we may be required to maintain a minimum credit rating or terminate such contracts. Any of these results of a ratings downgrade, in turn, could reduce our liquidity and have an adverse effect on us, including our operating results and financial condition.

In light of the difficulties in the financial services industry and the financial markets, there can be no assurance that the rating agencies will maintain our current ratings or outlooks. Our failure to maintain favorable ratings and outlooks would likely increase our cost of funding and adversely affect our interest margins, which could have a material adverse effect on us.

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

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

The increase in competition within the Chilean banking industry in recent years has led to consolidation in the industry. We expect the trends of increased competition and consolidation to continue and to result in the formation of large new financial groups. Consolidation in the industry, 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.



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We also face competition from non-bank (such as department stores, insurance companies, *cajas de compensación* and *cooperativas*) and non-finance competitors (principally department stores and larger supermarket chains) 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.

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Increasing competition could require that we increase our rates offered on deposits or lower the rates we charge on loans, which could also have a material adverse effect on us, including our profitability. It may also negatively affect our business results and prospects by, among other things, limiting our ability to increase our customer base and expand our operations and increasing competition for investment opportunities.

In addition, if our customer service levels were perceived by the market to be materially below those of our competitor financial institutions, we could lose existing and potential business. If we are not successful in retaining and strengthening customer relationships, we may lose market share, incur losses on some or all of our activities or fail to attract new deposits or retain existing deposits, which could have a material adverse effect on our operating results, financial condition and prospects.

***Our ability to maintain our competitive position depends, in part, on the success of new products and services we offer our clients and our ability to continue offering products and services from third parties, and we may not be able to manage various risks we face as we expand our range of products and services that could have a material adverse effect on us.***

The success of our operations and our profitability depends, in part, on the success of new products and services we offer our clients and our ability to continue offering products and services from third parties. However, we cannot guarantee that our new products and services will be responsive to client demands or successful once they are offered to our clients, or that they will be successful in the future. In addition, our clients' needs or desires may change over time, and such changes may render our products and services obsolete, outdated or unattractive and we may not be able to develop new products that meet our clients' changing needs. If we cannot respond in a timely fashion to the changing needs of our clients, we may lose clients, which could in turn materially and adversely affect us.

As we expand the range of our products and services, some of which may be at an early stage of development in the markets of certain regions where we operate, we will be exposed to new and potentially increasingly complex risks and development expenses in those markets, with respect to which our experience and the experience of our partners may not be helpful. Our employees and our risk management systems may not be adequate to handle such risks. In addition, the cost of developing products that are not launched is likely to affect our results of operations. Any or all of these factors, individually or collectively, could have a material adverse effect on us.

***The financial problems faced by our customers could adversely affect us.***

Market turmoil and economic recession could materially and adversely affect the liquidity, businesses and/or financial conditions of our borrowers, which could in turn increase our own non-performing loan ratios, impair our loan and other financial assets and result in decreased demand for borrowings in general. In addition, our customers may further significantly decrease their risk tolerance to non-deposit investments such as stocks, bonds and mutual funds, which would adversely affect our fee and commission income. Any of the conditions described above could have a material adverse effect on our business, financial condition and results of operations.

***Market conditions have, and could result, in material changes to the estimated fair values of our financial assets. Negative fair value adjustments could have a material adverse effect on our operating results, financial condition and prospects.***

In the past five years, financial markets have been subject to significant stress resulting in steep falls in perceived or actual financial asset values, particularly due to volatility in global financial markets and the resulting widening of credit spreads. We have material exposures to securities and other investments that are recorded at fair value and are therefore exposed to potential negative fair value adjustments. Asset valuations in future periods, reflecting then prevailing market conditions, may result in negative changes in the fair values of our financial assets and these may also translate into increased impairments. In addition, the value ultimately realized by us on disposal may be lower than the current fair value. Any of these factors could require us to record negative fair value adjustments, which may have a material adverse effect on our operating results, financial condition or prospects.

In addition, to the extent that fair values are determined using financial valuation models, such values may be inaccurate or subject to change, as the data used by such models may not be available or may become unavailable due to changes in market conditions, particularly for illiquid assets, and particularly in times of economic instability. In such circumstances, our valuation methodologies require us to make assumptions, judgments and estimates in order to

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establish fair value, and reliable assumptions are difficult to make and are inherently uncertain and valuation models are complex, making them inherently imperfect predictors of actual results. Any consequential impairments or write-downs could have a material adverse effect on our operating results, financial condition and prospects.

***If we are unable to effectively control the level of non-performing or poor credit quality loans in the future, this could have a material adverse effect on us.***

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of our businesses. Non-performing or low credit quality loans can negatively impact our results of operations. We cannot assure you that we will be able to effectively control the level of the impaired loans in our total loan portfolio. In particular, the amount of our reported non-performing loans may increase in the future as a result of growth in our total loan portfolio, including as a result of loan portfolios that we may acquire in the future, or factors beyond our control, such as adverse changes in the credit quality of our borrowers and counterparties or a general deterioration in Chilean or global economic conditions, impact of political events, events affecting certain industries or events affecting financial markets and global economies.

As of December 31, 2012, our non-performing loans were Ch\$597,767 million, and the ratio of our non-performing loans to total loans was 3.15%. For additional information on our asset quality, see Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio Based on the Borrower's Payment Performance. We seek to continue to improve our credit risk management policies and procedures. However, we cannot assure you that our credit risk management policies, procedures and systems will be free from any deficiency. Failure of credit risk management policies may result in an increase in the level of non-performing loans and adversely affect the quality of our loan portfolio.

***Our allowances for loan losses may not be adequate to cover future actual losses to our loan portfolio.***

As of December 31, 2012, our allowance for loan losses was Ch\$550,048 million, the ratio of our allowance for loan losses to total loans was 2.90% and the ratio of loan loss allowances to total loans was 92.02%. The amount of the allowances is based on our current assessment of and expectations concerning various factors affecting the quality of our loan portfolio. These factors include, among other things, our borrowers financial condition, repayment abilities and repayment intentions, the realizable value of any collateral, the prospects for support from any guarantor, Chile's economy, government macroeconomic policies, interest rates and the legal and regulatory environment. As the recent global financial crisis has demonstrated, many of these factors are beyond our control. In addition, as these factors evolve, the models we use to determine the appropriate level of allowance for loan losses and other assets require recalibration, which can lead to increased provision expense. See Item 5. Operating and Financial Review and Prospects C. Operating Results Results of Operations for the Years ended December 31, 2012, 2011 and 2010 Provision for loan losses, net of recoveries. We believe our allowance is adequate as of the date hereof for all known losses. If our assessment of and expectations concerning the above mentioned factors differ from actual developments, or if the quality of our loan portfolio deteriorates or the future actual losses exceed our estimates of incurred losses, our allowance for loan losses may not be adequate to cover actual losses and we may need to make additional provisions for loan losses, which may materially and adversely affect our results of operations and financial condition.

***The value of the collateral securing our loans may not be sufficient, and we may be unable to realize the full value of the collateral securing our loan portfolio.***

The value of the collateral securing our loan portfolio may significantly fluctuate or decline due to factors beyond our control, including macroeconomic factors affecting Chile's economy. The real estate market is particularly vulnerable in the current economic climate and this may affect us, as real estate represents a significant portion of the collateral securing our residential mortgage loan portfolio. We may also not have sufficiently recent information on the value of collateral, which may result in an inaccurate assessment for impairment losses of our loans secured by such collateral. If this were to occur, we may need to make additional provisions to cover actual impairment losses of our loans, which may materially and adversely affect our results of operations and financial condition.

Additionally, there are certain provisions under Chilean law that may affect our ability to foreclose or liquidate residential mortgages if the real estate in question has been declared as family property by a court. Family Property refers to a legal term in which a Family Court may declare a residential property as family property in a divorce or separation case. If this occurs, in the deed of the residence, a clause is included identifying the residence as family property and any process of change in ownership or foreclosure must have the consent of both the husband and the wife. This may limit our ability to foreclose on property with this legal status.



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***Our exposure to individuals and small and mid-sized businesses could lead to higher levels of past due loans, allowances for loan losses and charge-offs.***

A substantial number of our customers consist of individuals (approximately 51.3% of the value of the total loan portfolio as of December 31, 2012, if interbank loans are included) and, to a lesser extent, small- and mid-sized companies (those with annual revenues of less than U.S.\$2.5 million), which comprised approximately 15.0% of the value of the total loan portfolio as of December 31, 2012. As part of our business strategy, we seek to increase lending and other services to small companies and individuals. Small companies and lower- to middle-income individuals are, however, more likely to be adversely affected by downturns in the Chilean economy than large corporations and higher-income individuals. In addition, as of December 31, 2012, our residential mortgage loan portfolio totaled Ch\$5,271,581 million, representing 27.8% of our total loans. See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivables from Customers in our Audited Consolidated Financial Statements for a description and presentation of our residential mortgage loan portfolio. If the economy and real estate market in Chile experience a significant downturn, as they may due to the global financial and economic crisis, this could materially adversely affect the liquidity, businesses and financial conditions of our customers, which may in turn cause us to experience higher levels of past-due loans, thereby resulting in higher provisions for loan losses and subsequent charge-offs. This may materially and adversely affect our asset quality, results of operations and financial condition.

***The growth of our loan portfolio may expose us to increased loan losses. The Chilean economy has grown above the global average and this is reflected in our loan growth.***

From December 31, 2007 to December 31, 2012, our aggregate loan portfolio, excluding interbank loans, grew by 54.7% in nominal terms to Ch\$18,876,079 million (U.S.\$39.4 billion), while our consumer loan portfolio grew 51.5% in nominal terms to Ch\$3,115,477 million (U.S.\$6.5 billion). From December 31, 2011 to December 31, 2012, our aggregate loan portfolio grew 8.8% to Ch\$18,966,652 million (U.S.\$39.6 billion), while our consumer loan portfolio grew 5.8%. 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 and economic turmoil may lead to a contraction in our loan portfolio.***

There can be no assurance that our loan portfolio will continue to grow at similar rates to the historical growth rate described above. A reversal of the rate of growth of the Chilean economy, a slowdown in the growth of customer demand, an increase in market competition or changes in governmental regulations could adversely affect the rate of growth of our loan portfolio and our risk index and, accordingly, increase our required allowances for loan losses. An economic turmoil could materially adversely affect the liquidity, businesses and financial condition of our customers as well as lead to a general decline in consumer spending and a rise in unemployment. All this could in turn lead to decreased demand for borrowings in general.

***Our financial results are constantly exposed to market risk. We are subject to fluctuations in interest rates and other market risks, which may materially and adversely affect us.***

Market risk refers to the probability of variations in our net interest income or in the market value of our assets and liabilities due to volatility of interest rate, exchange rate or equity price. Changes in interest rates affect the following areas, among others, of our business:

net interest income;

the volume of loans originated;

the market value of our securities holdings; and

gains from sales of loans and securities.



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Variations in short-term interest rates could affect our net interest income, which comprises the majority of our revenue. When interest rates rise, we may be required to pay higher interest on our floating-rate borrowings while interest earned on our fixed-rate assets does not rise as quickly, which could cause profits to grow at a reduced rate or decline in some parts of our portfolio. Interest rate variations could adversely affect us, including our net interest income, reducing its growth rate or even resulting in losses. Interest rates are highly sensitive to many factors beyond our control, including increased regulation of the financial sector, the reserve policies of the Central Bank, deregulation of the financial sector in Chile, monetary policies, domestic and international economic and political conditions, domestic and international economic and political conditions and other factors.

Increases in interest rates may reduce the volume of loans we originate. Sustained high interest rates have historically discouraged customers from borrowing and have resulted in increased delinquencies in outstanding loans and deterioration in the quality of assets. Increases in interest rates may also reduce the propensity of our customers to prepay or refinance fixed-rate loans. Increases in interest rates may reduce the value of our financial assets.

If interest rates decrease, although this is likely to decrease our funding costs, it is likely to adversely impact the income we receive arising from our investments in securities as well as loans with similar maturities. In addition, we may also experience increased delinquencies in a low interest rate environment when such an environment is accompanied by high unemployment and recessionary conditions.

The market value of a security with a fixed interest rate generally decreases when the prevailing interest rates rise, which may have an adverse effect on our earnings and financial condition. In addition, we may incur costs (which, in turn, will impact our results) as we implement strategies to reduce future interest rate exposure. The market value of an obligation with a floating interest rate can be adversely affected when interest rates increase, due to a lag in the implementation of repricing terms or an inability to refinance at lower rates.

Increases in interest rates may reduce gains or require us to record losses on sales of our loans or securities.

Therefore, while the Bank seeks not to maintain a significant mismatch in foreign currency, from time to time, we may have a mismatch. See Item 11. Quantitative and Qualitative Disclosure About Market Risks E. Market Risks Foreign exchange fluctuations. We are also exposed to foreign exchange rate risk as a result of mismatches between assets and liabilities denominated in different currencies. Fluctuations in the exchange rate between currencies may negatively affect our earnings and value of our assets and securities.

We are also exposed to equity price risk in connection with our trading investments in equity securities as part of our normal course of business as a commercial bank. The performance of financial markets may cause changes in the value of our investment and trading portfolios. The volatility of world equity markets due to the continued economic uncertainty and sovereign debt crisis has had a particularly strong impact on the financial sector. Continued volatility may affect the value of our investments in entities in this sector and, depending on their fair value and future recovery expectations, could become a permanent impairment which would be subject to write-offs against our results. To the extent any of these risks materialize, our net interest income or the market value of our assets and liabilities could be adversely affected.

***Failure to successfully implement and continue to improve our risk management policies, procedures and methods, including our credit risk management system, could materially and adversely affect us, and we may be exposed to unidentified or unanticipated risks.***

The management of risk is an integral part of our activities. We seek to monitor and manage our risk exposure through a variety of separate but complementary financial, credit, market, operational, compliance and legal reporting systems. While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, such techniques and strategies may not be fully effective in mitigating our risk exposure in all economic market environments or against all types of risk, including risks that we fail to identify or anticipate.

As a commercial bank, one of the main types of risks inherent in our business is credit risk. For example, an important feature of our credit risk management system is to employ an internal credit rating system to assess the particular risk profile of a customer. As this process involves detailed analyses of the customer or credit risk, taking into account both quantitative and qualitative factors, it is subject to human error. In exercising their judgment, our employees may not always be able to assign an accurate credit rating to a customer or credit risk, which may result in our exposure to higher credit risks than indicated by our risk rating system.

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In addition, we have been trying to refine our credit policies and guidelines to address potential risks associated with particular industries or types of customers. However, we may not be able to timely detect these risks before they occur, or due to limited tools available to us, our employees may not be able to effectively implement them, which may increase our credit risk. Failure to effectively implement, consistently follow or continuously refine our credit risk management system may result in an increase in the level of non-performing loans and a higher risk exposure for us, which could have a material adverse effect on us.

Some of our qualitative tools and metrics for managing risk are based upon our use of observed historical market behavior. We apply statistical and other tools to these observations to arrive at quantifications of our risk exposures. These qualitative tools and metrics may fail to predict future risk exposures. These risk exposures could, for example, arise from factors we did not anticipate or correctly evaluate in its statistical models. This would limit our ability to manage our risks. Our losses thus could be significantly greater than the historical measures indicate. In addition, our quantified modeling does not take all risks into account. Our more qualitative approach to managing those risks could prove insufficient, exposing us to material unanticipated losses. If existing or potential customers believe our risk management is inadequate, they could take their business elsewhere. This could harm our reputation as well as our revenues and profits.

*The effectiveness of our credit risk management is affected by the quality and scope of information available in Chile.*

In assessing customers' creditworthiness, we rely largely on the credit information available from our own internal databases, the SBIF, Dicom en Capital, a Chilean nationwide credit bureau, and other sources. Due to limitations in the availability of information and the developing information infrastructure in Chile, our assessment of credit risk associated with a particular customer may not be based on complete, accurate or reliable information. In addition, although we have been improving our credit scoring systems to better assess borrowers' credit risk profiles, we cannot assure you that our credit scoring systems will collect complete or accurate information reflecting the actual behavior of customers or that their credit risk can be assessed correctly. Without complete, accurate and reliable information, we will have to rely on other publicly available resources and our internal resources, which may not be effective. As a result, our ability to effectively manage our credit risk and subsequently our loan loss allowances may be materially adversely affected.

*Liquidity and funding risks are inherent in our business and could have a material adverse effect on us.*

Liquidity risk is the risk that we either do not have available sufficient financial resources to meet our obligations as they fall due or can secure them only at excessive cost. This risk is inherent in any retail and commercial banking business and can be heightened by a number of enterprise-specific factors, including over-reliance on a particular source of funding, changes in credit ratings or market-wide phenomena such as market dislocation. While we implement liquidity management processes to seek to mitigate and control these risks, unforeseen systemic market factors in particular make it difficult to eliminate completely these risks. Adverse and continued constraints in the supply of liquidity, including inter-bank lending, has affected and may materially and adversely affect the cost of funding our business, and extreme liquidity constraints may affect our current operations as well as limit growth possibilities.

Continued or worsening disruption and volatility in the global financial markets could have a material adverse effect on our ability to access capital and liquidity on financial terms acceptable to us.

Our cost of obtaining funding is directly related to prevailing market interest rates and to our credit spreads. Increases in interest rates and our credit spreads can significantly increase the cost of our funding. Changes in our credit spreads are market-driven, and may be influenced by market perceptions of our creditworthiness. Changes to interest rates and our credit spreads occur continuously and may be unpredictable and highly volatile.

If wholesale markets financing ceases to become available, or becomes excessively expensive, we may be forced to raise the rates we pay on deposits, with a view to attracting more customers, and/or to sell assets, potentially at depressed prices. The persistence or worsening of these adverse market conditions or an increase in base interest rates could have a material adverse effect on our ability to access liquidity and cost of funding (whether directly or indirectly).



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We rely, and will continue to rely, primarily on commercial deposits to fund lending activities. The ongoing availability of this type of funding is sensitive to a variety of factors outside our control, such as general economic conditions and the confidence of commercial depositors in the economy, in general, and the financial services industry in particular, and the availability and extent of deposit guarantees, as well as competition between banks for deposits. Any of these factors could significantly increase the amount of commercial deposit withdrawals in a short period of time, thereby reducing our ability to access commercial deposit funding on appropriate terms, or at all, in the future. If these circumstances were to arise, this could have a material adverse effect on our operating results, financial condition and prospects.

We anticipate that our customers will continue, in the near future, to make short-term deposits (particularly demand deposits and short-term time deposits), and we intend to maintain our emphasis on the use of banking deposits as a source of funds. As of December 31, 2012, 98.7% of our customer deposits had remaining maturities of one year or less, or were payable on demand. A significant portion of our assets have longer maturities, resulting in a mismatch between the maturities of liabilities and the maturities of assets. Historically, one of our principal sources of funds has been time deposits. Time deposits represented 36.8% and 36.2% of our total liabilities and equity as of December 31, 2012 and 2011, respectively. The Chilean time deposit market is concentrated given the importance in size of the pension fund system, in which every Chilean in the workforce must contribute monthly and a portion of these funds is invested in bank deposits. These deposits, which are managed by the private pension funds, we consider to be structurally more stable than other institutional sources given that they come from mandatory savings of the Chilean public. As of December 31, 2012, the Bank's top 20 time deposits represented 36.5% of total time deposits, or 13.4% of total liabilities and equity, and totaled U.S.\$6,955 million. No assurance can be given that future economic stability in the Chilean market will not negatively affect our ability to continue funding our business or to maintain our current levels of funding without incurring higher funding costs or having to liquidate certain assets.

The short-term nature of this funding source could cause liquidity problems for us in the future if deposits are not made in the volumes we expect or are not renewed. If a substantial number of our depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, we may be materially and adversely affected.

***We are subject to regulatory capital and liquidity requirements that could limit our operations, and changes to these requirements may further limit and adversely affect our operating results, financial condition and prospects.***

Chilean banks are required by the General Banking Law to maintain regulatory capital of at least 8% of risk-weighted assets, net of required loan loss allowance and deductions, and paid-in capital and reserves (basic capital) of at least 3% of total assets, net of required loan loss allowances. As we are the result of the merger between two predecessors, we are currently required to maintain a minimum regulatory capital to risk-weighted assets ratio of 11%. As of December 31, 2012, the ratio of our regulatory capital to risk-weighted assets, net of loan loss allowance and deductions, was 13.72%. Certain developments could affect our ability to continue to satisfy the current capital adequacy requirements applicable to us, including:

- the increase of risk-weighted assets as a result of the expansion of our business or regulatory changes;

- the failure to increase our capital correspondingly;

- losses resulting from a deterioration in our asset quality;

- declines in the value of our investment instrument portfolio;

- changes in accounting rules;

- changes in provisioning guidelines that are charged directly against our equity or net income; and

- changes in the guidelines regarding the calculation of the capital adequacy ratios of banks in Chile.

Starting in 2013 or 2014, Chilean banks will most likely be required to adopt the guidelines set forth under the Basel II and III Capital Accord with adjustments incorporated by the SBIF once these changes are approved by the Chilean Congress. This should result in a different level of minimum capital required to be maintained by us. According

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to initial estimates of the impact of market risk on regulatory capital, published by the SBIF for informational purposes only, our ratio of regulatory capital to risk-weighted assets, net of loan loss allowance and deductions, including an initial estimate of the adjustments for market risk set forth under Basel II, was 12.51% as of November 30, 2012, the latest figure available. No assurance can be given that the adoption of the Basel II capital requirements will not have a material impact on our capitalization ratio.

We may also be required to raise additional capital in the future in order to maintain our capital adequacy ratios above the minimum required levels. Our ability to raise additional capital may be limited by numerous factors, including: our future financial condition, results of operations and cash flows; any necessary government regulatory approvals; our credit ratings; general market conditions for capital raising activities by commercial banks and other financial institutions; and domestic and international economic, political and other conditions. If we require additional capital in the future, we cannot assure you that we will be able to obtain such capital on favorable terms, in a timely manner or at all. Furthermore, the SBIF may increase the minimum capital adequacy requirements applicable to us. Accordingly, although we currently meet the applicable capital adequacy requirements, we may face difficulties in meeting these requirements in the future. If we fail to meet the capital adequacy requirements, we may be required to take corrective actions. These measures could materially and adversely affect our business reputation, financial condition and results of operations. In addition, if we are unable to raise sufficient capital in a timely manner, the growth of our loan portfolio and other risk-weighted assets may be restricted, and we may face significant challenges in implementing our business strategy. As a result, our prospects, results of operations and financial condition could be materially and adversely affected.

***We are subject to regulatory risk, or the risk of not being able to meet all of the applicable regulatory requirements and guidelines.***

As a financial institution, we are subject to extensive regulation, inspections, examinations, inquiries, audits and other regulatory requirements by Chilean regulatory authorities, which materially affect our businesses. We cannot assure you that we will be able to meet all of the applicable regulatory requirements and guidelines, or that we will not be subject to sanctions, fines, restrictions on our business or other penalties in the future as a result of noncompliance. If sanctions, fines, restrictions on our business or other penalties are imposed on us for failure to comply with applicable requirements, guidelines or regulations, our business, financial condition, results of operations and our reputation and ability to engage in business may be materially and adversely affected.

Changes in regulations may also cause us to face increased compliance costs and limitations on our ability to pursue certain business opportunities and provide certain products and services. As some of the banking laws and regulations have been recently adopted, the manner in which those laws and related regulations are applied to the operations of financial institutions is still evolving. Moreover, to the extent these recently adopted regulations are implemented inconsistently in the various jurisdictions in which we operate, it may face higher compliance costs. No assurance can be given generally that laws or regulations will be adopted, enforced or interpreted in a manner that will not have a material adverse effect on our business and results of operations.

***Modifications to reserve requirements may affect our business.***

Deposits are subject to a reserve requirement of 9.0% for demand deposits and 3.6% for time deposits (with terms of less than one year). The Central Bank has statutory authority to require banks to maintain reserves of up to an average of 40.0% for demand deposits and up to 20.0% for time deposits (irrespective, in each case, of the currency in which these deposits are denominated) to implement monetary policy. In addition, to the extent that the aggregate amount of the following types of liabilities exceeds 2.5 times the amount of a bank's regulatory capital, a bank must maintain a 100% technical reserve against them: demand deposits, deposits in checking accounts, obligations payable on sight incurred in the ordinary course of business and, in general, all deposits unconditionally payable immediately. If the Central Bank were to increase reserve requirements, this could lead to lower loan growth and have a negative effect on our business.

***The legal restrictions on the exposure of Chilean pension funds may affect our access to funding.***

Chilean regulations impose a series of restrictions on how Chilean pension fund management companies (*Administradora de Fondos de Pensión*, or AFPs) may allocate their assets. In the particular case of financial issuers, there are three restrictions, each involving different assets and different limits determined by the amount of assets in each fund and the market and book value of the issuer's equity. As a consequence, limits vary within funds of AFPs and

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issuers. As of November 30, 2012, the latest information available, the AFP system can invest another 7.65% of its assets under management in Santander-Chile's bonds, deposits and mortgage finance bonds, and 0.57% in Santander-Chile's shares. The total amount that AFPs could additionally invest in Santander is approximately U.S.\$13.0 billion. If the exposure of any AFP to Santander-Chile exceeds the regulatory limits, we would need to seek alternative sources of funding, which could be more expensive and, as a consequence, may have a material adverse effect on our financial condition and results of operations.

Pension funds must also comply with other investment limits. On June 5, 2007, approved legislation in Chile (*Reformas al Mercado de Capitales II*, also known as MK2) relaxed the limits on making investments abroad in order to permit pension funds to further diversify their investment portfolios. As of December 31, 2011, the limit on making investments abroad was increased up to 100%, depending on the fund. As a result, pension funds may change the composition of their portfolios, including reducing their deposits with local banks. As of November 30, 2012, 10.4% of our liabilities were from AFPs. Although the legislation referred to above is intended to promote a gradual relaxation of the investment limits, and we may be able to substitute the reduced institutional funds with retail deposits, there can be no assurance that this occurrence will not have a materially adverse impact on our business, financial condition and results of operations.

***Our financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the results of our operations and financial position.***

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgments and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to our results and financial position, based upon materiality and significant judgments and estimates, include impairment of loans and advances, goodwill impairment, valuation of financial instruments, impairment of available-for-sale financial assets, deferred tax assets and provision for liabilities.

The valuation of financial instruments measured at fair value can be subjective, in particular where models are used which include unobservable inputs. Given the uncertainty and subjectivity associated with valuing such instruments it is possible that the results of our operations and financial position could be materially misstated if the estimates and assumptions used prove to be inaccurate.

If the judgment, estimates and assumptions we use in preparing our consolidated financial statements are subsequently found to be incorrect, there could be a material effect on our results of operations and a corresponding effect on our funding requirements and capital ratios.

***Changes in accounting standards could impact reported earnings.***

The accounting standard setters and other regulatory bodies periodically change the financial accounting and reporting standards that govern the preparation of our consolidated financial statements. These changes can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

***We engage in transactions with related parties that others may not consider to be on an arm's-length basis.***

Chilean law applicable to public companies and financial groups and institutions, as well as our bylaws, provide for several procedures designed to ensure that the transactions entered into with or among our financial subsidiaries do not deviate from prevailing market conditions for those types of transactions, including the requirement that our board of directors approve such transactions.

We are likely to continue to engage in transactions with related parties (including our controlling shareholder) on an arm's length basis. Conflicts of interest between us and related parties may arise. These conflicts are not required to be and may not be resolved in our favor. See Item 7. Major Shareholders and Related Party Transactions.

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***Operational risks, including risks relating to data collection, processing and storage systems are inherent in our business.***

Our businesses depend on the ability to process a large number of transactions efficiently and accurately, and on our ability to rely on our digital technologies, computer and email services, software and networks, as well as on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. The proper functioning of financial control, accounting or other data collection and processing systems is critical to our businesses and to our ability to compete effectively. Losses can result from inadequate personnel, inadequate or failed internal control processes and systems, or from external events that interrupt normal business operations. We also face the risk that the design of our controls and procedures prove to be inadequate or are circumvented. Although we work with our clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and prevent against cyber attacks, we routinely exchange personal, confidential and proprietary information by electronic means, and we may be the target of attempted cyber attacks. If we cannot maintain an effective data collection, management and processing system, we may be materially and adversely affected.

We take protective measures and continuously monitor and develop our systems to protect our technology infrastructure and data from misappropriation or corruption, but our systems, software and networks nevertheless may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact. An interception, misuse or mishandling of personal, confidential or proprietary information sent to or received from a client, vendor, service provider, counterparty or third party could result in legal liability, regulatory action and reputational harm. There can be no assurance that we will not suffer material losses from operational risk in the future, including relating to cyber attacks or other such security breaches. Further, as cyber attacks continue to evolve, we may incur significant costs in its attempt to modify or enhance our protective measures or investigate or remediate any vulnerabilities.

We manage and hold confidential personal information of customers in the conduct of our banking operations. Although we have procedures and controls to safeguard personal information in our possession, unauthorized disclosures could subject us to legal actions and administrative sanctions as well as damages that could materially and adversely affect our results of operations and financial condition.

In addition, our businesses are exposed to risk from potential non-compliance with policies, employee misconduct or negligence and fraud, which could result in regulatory sanctions and serious reputational or financial harm. In recent years, a number of multinational financial institutions have suffered material losses due to the actions of rogue traders or other employees. It is not always possible to deter employee misconduct and the precautions we take to prevent and detect this activity may not always be effective.

***Any failure to effectively improve or upgrade our information technology infrastructure and management information systems in a timely manner could have a material adverse effect on us.***

Our ability to remain competitive depends in part on our ability to upgrade our information technology on a timely and cost-effective basis. We must continually make significant investments and improvements in our information technology infrastructure in order to remain competitive. We cannot assure you that in the future we will be able to maintain the level of capital expenditures necessary to support the improvement or upgrading of our information technology infrastructure. Any failure to effectively improve or upgrade our information technology infrastructure and management information systems in a timely manner could have a material adverse effect on us.

***We rely on third parties for important products and services.***

Third party vendors provide key components of our business infrastructure such as loan and deposit servicing systems, internet connections and network access. Any problems caused by these third parties, including as a result of their not providing us their services for any reason or their performing their services poorly, could adversely affect our ability to deliver products and services to customers and otherwise to conduct business. Replacing these third party vendors could also entail significant delays and expense.

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***Damage to our reputation could cause harm to our business prospects.***

Maintaining a positive reputation is critical to our attracting and maintaining customers, investors and employees. Damage to our reputation can therefore cause significant harm to our business and prospects. Harm to our reputation may arise from numerous sources, including, among others, employee misconduct, litigation or regulatory outcomes, failure to deliver minimum standards of service and quality, compliance failures, unethical behavior, and the activities of customers and counterparties. Furthermore, negative publicity regarding us, whether true or not, may result in harm to our business prospects.

Actions by the financial services industry generally or by certain members of, or individuals in, the industry may also affect our reputation. For example, the role played by financial services firms in the financial crisis and the seeming shift toward increasing regulatory supervision and enforcement has caused public perception of us and others in the financial services industry to decline. Any failure to establish or preserve a favorable reputation among our customers and in the market in general could have a material adverse effect on our business, financial condition and results of operations.

***We rely on recruiting, retaining and developing appropriate senior management and skilled personnel.***

Our continued success depends in part on the continued service of key members of our management team. The ability to continue to attract, train, motivate and retain highly qualified professionals is a key element of our strategy. The successful implementation of our growth strategy depends on the availability of skilled management, both at our head office and at each of our business units. If we or one of our business units or other functions fails to staff its operations appropriately or loses one or more of its key senior executives and fails to replace them in a satisfactory and timely manner, our business, financial condition and results of operations, including control and operational risks, may be adversely affected.

In addition, the financial industry has and may continue to experience more stringent regulation of employee compensation, which could have an adverse effect on our ability to hire or retain the most qualified employees. If we fail or are unable to attract and appropriately train, motivate and retain qualified professionals, our business may also be adversely affected.

***We may not be able to detect money laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and could have a material adverse effect on us.***

We are required to comply with applicable anti-money laundering, anti-terrorism and other laws and regulations in the jurisdictions in which we operate. These laws and regulations require us, among other things, to adopt and enforce know-your-customer policies and procedures and to report suspicious and large transactions to the applicable regulatory authorities. These laws and regulations have become increasingly complex and detailed, require improved systems and sophisticated monitoring and compliance personnel and have become the subject of enhanced government supervision.

While we have adopted policies and procedures aimed at detecting and preventing the use of our banking network for money laundering and related activities, such policies and procedures have in some cases only been recently adopted and may not completely eliminate instances where we may be used by other parties to engage in money laundering and other illegal or improper activities. To the extent we fail to fully comply with applicable laws and regulations, the relevant government agencies to which we report have the power and authority to impose fines and other penalties on us, including the revocation of licenses. In addition, our business and reputation could suffer if customers use our banking network for money laundering or illegal or improper purposes.

In addition, while we review our relevant counterparties' internal policies and procedures with respect to such matters, we, to a large degree, rely upon our relevant counterparties to maintain and properly apply their own appropriate anti-money laundering procedures. Such measures, procedures and compliance may not be completely effective in preventing third parties from using our (and our relevant counterparties) as a conduit for money laundering (including illegal cash operations) without our (and our relevant counterparties') knowledge. If we are associated with, or even accused of being associated with, or become a party to, money laundering, then our reputation could suffer and/or we could become subject to fines, sanctions and/or legal enforcement (including being added to any black lists that would prohibit certain parties from engaging in transactions with us), any one of which could have a material adverse effect on our operating results, financial condition and prospects.

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### ***We are exposed to risk of loss from legal and regulatory proceedings.***

We face various issues that may give rise to risk of loss from legal and regulatory proceedings, including tax litigation. These issues, including appropriately dealing with potential conflicts of interest, and legal and regulatory requirements, could increase the amount of damages asserted against us or subject us to regulatory enforcement actions, fines and penalties. The current regulatory environment, which suggests an increased supervisory focus on enforcement, combined with uncertainty about the evolution of the regulatory regime, may lead to material operational and compliance costs.

We are from time to time subject to certain claims and parties to certain legal proceedings incidental to the normal course of our business, including in connection with our lending activities, relationships with our employees and other commercial or tax matters. In view of the inherent difficulty of predicting the outcome of legal matters, particularly where the claimants seek very large or indeterminate damages, or where the cases present novel legal theories, involve a large number of parties or are in the early stages of discovery, we cannot state with confidence what the eventual outcome of these pending matters will be or what the eventual loss, fines or penalties related to each pending matter may be. We believe that we have made adequate reserves related to the costs anticipated to be incurred in connection with these various claims and legal proceedings. However, the amount of these provisions is substantially less than the total amount of the claims asserted against us and in light of the uncertainties involved in such claims and proceedings, there is no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by us. As a result, the outcome of a particular matter may be material to our operating results for a particular period, depending upon, among other factors, the size of the loss or liability imposed and our level of income for that period.

### ***We are subject to market and operational risks associated with derivative transactions.***

We enter into derivative transactions primarily for hedging purposes and, on a limited basis, on behalf of customers. These transactions are subject to market and operational risks, including basis risk (the risk of loss associated with variations in the spread between the asset yield and the funding and/or hedge cost) and credit or default risk (the risk of insolvency or other inability of a counterparty to perform its obligations to us).

Market practices and documentation for derivative transactions in Chile may differ from those in other countries. For example, documentation may not incorporate terms and conditions of derivatives transactions as commonly understood in other countries. In addition, the execution and performance of these transactions depends on our ability to develop adequate control and administration systems and to hire and retain qualified personnel. Moreover, our ability to monitor and analyze these transactions depends on our information technology systems. These factors may further increase risks associated with derivative transactions and, if they are not adequately controlled, this could materially and adversely affect our results of operations and financial condition.

### ***We are subject to counterparty risk in our banking business.***

We are exposed to counterparty risks in addition to credit risks associated with lending activities. Counterparty risk may arise from, for example, investing in securities of third parties, entering into derivative contracts under which counterparties have obligations to make payments to us or executing securities, futures, currency or commodity trades from proprietary trading activities that fail to settle at the required time due to non-delivery by the counterparty or systems failure by clearing agents, exchanges, clearing houses or other financial intermediaries.

We routinely transact with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual funds, hedge funds and other institutional clients. Defaults by, and even rumors or questions about the solvency of, certain financial institutions and the financial services industry generally have led to market-wide liquidity problems and could lead to losses or defaults by other institutions. Many of the routine transactions we enter into expose us to significant credit risk in the event of default by one of our significant counterparties.

A default by a significant financial counterparty, or liquidity problems in the financial services industry generally, could have a material adverse effect on us.

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*Our loan portfolios are subject to risk of prepayment, which may result in reinvestment of assets on less profitable terms.*

Our loan portfolios are subject to prepayment risk, which results from the ability of a borrower to pay a loan prior to maturity and at a time that is inconsistent with the financing of such loan by us. Generally, in a declining interest rate environment, prepayment activity increases, with the effect of reducing weighted average lives of interest earning assets and adversely affecting results. Prepayment risk also has an adverse impact on our credit card and residential mortgage portfolios, since prepayments could shorten the weighted average life of these portfolios, which may result in a mismatch in funding or in reinvestment at lower yields. Prepayment risk is inherent to our commercial activity and an increase in prepayments could have a material adverse effect on us.

*Current economic conditions may make it more difficult for us to continue funding our business on favorable terms with institutional investors.*

Large-denominations of funding from time deposits from institutional investors may, under some circumstances, be a less stable source of funding than savings and bonds, such as during periods of significant changes in market interest rates for these types of deposit products and any resulting increased competition for such funds. As of December 31, 2012 total time deposits from institutional investors plus funds obtained from our U.S. Commercial Paper program totaled U.S.\$7.2 billion or 13.9% of total liabilities and equity. The liquidity crisis triggered by the U.S. subprime market impacted global markets and affected sources of funding, including time deposits. Although our results of operations and financial position have not suffered a significant impact as a consequence of the recent credit market instability in the U.S., future market instability in the U.S. or the global financial markets may negatively affect our ability to continue funding our business or maintain our current levels of funding without incurring higher funding costs or having to liquidate certain assets.

*If we are unable to manage the growth of our operations, this could have an adverse impact on our profitability.*

We allocate management and planning resources to develop strategic plans for organic growth, and to identify possible acquisitions and disposals and areas for restructuring our businesses. We cannot provide assurance that we will, in all cases, be able to manage our growth effectively or deliver our strategic growth objectives. Challenges that may result from the strategic growth decisions include our ability to:

manage efficiently the operations and employees of expanding businesses;

maintain or grow our existing customer base;

assess the value, strengths and weaknesses of investment or acquisition candidates;

finance strategic investments or acquisitions;

fully integrate strategic investments, or newly-established entities or acquisitions in line with our strategy;

align our current information technology systems adequately with those of an enlarged group;

apply our risk management policy effectively to an enlarged group; and

manage a growing number of entities without over-committing management or losing key personnel.

Any failure to manage growth effectively, including relating to any or all of the above challenges associated with our growth plans, could have a material adverse effect on our operating results, financial condition and prospects.





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**Risks Relating to Chile**

***Future natural disasters may negatively affect our results of operations.***

Chile lies on the Nazca tectonic plate, making it one of the world's most seismically active regions. As a result, natural disasters, especially earthquakes, such as the February 2010 earthquake, may have an adverse impact on our results of operation.

***Changes in taxes, including the corporate tax rate, in Chile may have an adverse effect on us and our corporate clients.***

The Chilean Government regularly enacts reforms to the tax and other assessment regimes to which we and our customers are subject. For example, in February 2010, the Chilean government approved legislation that increased the corporate income tax rate in order to pay for part of the reconstruction following the February 2010 earthquake and tsunami. The new legislation increased the corporate tax rate from 17% to 20% in 2011. The rate was decreased to 18.5% in 2012 and was scheduled to decrease further to 17% in 2013. However, Congress passed a new tax reform in 2012, raising again the corporate tax rate to 20%. We expect that this legislation will have an adverse effect on us and our corporate clients in 2013, and we expect to pay an effective tax rate of 18% going forward.

We cannot predict if tax reforms will be implemented in the future. The effects of these changes, if enacted, and any other changes that could result from the enactment of additional tax reforms, cannot be quantified.

***Our growth and profitability depend on the level of economic activity in Chile.***

A substantial amount of our loans is to borrowers doing business in Chile. Accordingly, the recoverability of these loans in particular, and 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. 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 substantial influence over many aspects of the private sector, or other political or economic developments in Chile. In line with the global economic climate, Chile's economy contracted 2.3% in 2009 for the first time since 1999. However, despite the February 2010 earthquake, the Chilean economy has since recovered significantly and GDP increased 5.4% in 2010, 6.2% in 2011 and 5.5% in 2012. However, there can be no assurance that the Chilean economy will continue to grow in the future or that future developments will not negatively affect Chile's overall levels of economic activity.

***Developments in other countries may affect us, including the prices for our securities.***

The prices of securities issued by Chilean companies, including banks, are influenced to varying degrees by economic and market considerations in other countries. We cannot assure you that future developments in or affecting the Chilean economy, including consequences of economic difficulties in other markets, will not materially and adversely affect our business, financial condition or results of operations.

We are exposed to risks related to the weakness and volatility of the economic and political situation in Asia, the United States, Europe (including Spain, where Santander Spain, our controlling shareholder, is based), Brazil, Argentina and other nations. Even though the world economy and the financial and capital markets had been recovering from the 2008 crisis throughout 2010 and early 2011, the conditions of the global markets again deteriorated in 2011 and continued through 2012. European countries encountered serious fiscal problems, including high debt levels that impaired growth and increased the risk of sovereign default. Also in 2011, the United States faced fiscal difficulties, which culminated in the downgrade of the U.S. long-term sovereign credit rating by S&P. Ongoing political debates in 2012 with respect to how the United States government would address the so-called "fiscal cliff" contributed to economic uncertainty. In 2012, the world economy continued to grow at a slow pace. As the year progressed, spillovers from the crisis in Europe weighed negatively on activity and confidence and the global recovery slowed. Although economic conditions in Europe and the United States may differ significantly from economic conditions in Chile, investors' reactions to developments in these other countries may have an adverse effect on the market value of securities of Chilean issuers. In particular, investor perceptions of the risks associated with our securities may be affected by perception of risk conditions in Spain.

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If these nations' economic conditions deteriorate, 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, with possible adverse impact on our borrowers and counterparties. If this were to occur, we would potentially need to increase our allowances for loan losses, thus affecting our financial results, our results of operations and the price of our securities. As of December 31, 2012, approximately 2.5% of our assets were held abroad. There can be no assurance that the ongoing effects of the global financial crisis will not negatively impact growth, consumption, unemployment, investment and the price of exports in Chile. Crises and political uncertainties in other Latin American countries could also have an adverse effect on Chile, the price of our securities or our business.

Chile is also involved in an international litigation with Peru regarding maritime borders and has had other conflicts with neighboring countries in the past. We cannot assure you that crises and political uncertainty in other Latin American countries will not have an adverse effect on Chile, the price of our securities or our business.

***Fluctuations in the rate of inflation may affect our results of operations.***

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. Extended periods of deflation could also have an adverse effect on our business, financial condition and results of operations. In 2009, Chile experienced deflation of 1.4% as the global economy contracted. In 2012, CPI inflation was 1.49%, compared to 4.44% in 2011.

Our assets and liabilities are denominated in Chilean pesos, UF and foreign currencies. The UF is revalued in monthly cycles. On each day in the period beginning on the tenth day of any given 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 a proportionate amount of the change in the Chilean Consumer Price Index during the prior calendar month. For more information regarding the UF, see Item 5. Operating and Financial Review and Prospects C. Operating Results Impact of Inflation. Although we benefit from inflation in Chile due to the current structure of our assets and liabilities (*i.e.*, a significant portion of our loans are indexed to the inflation rate, but there are no corresponding features in deposits, or other funding sources that would increase the size of our funding base), 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, including from extended periods of inflation that adversely affect economic growth or periods of deflation.

Any change in the methodology of how the CPI index is calculated could also affect the value and evolution of the UF, which could also adversely affect our business, financial condition and results of operations.

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

Any future changes in the value of the Chilean peso against the U.S. dollar will affect the U.S. dollar value of our securities. The Chilean peso has been subject to large devaluations and appreciations in the past and could be subject to significant fluctuations in the future. 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 exposure. In order to avoid material exchange rate exposure, we enter into forward exchange transactions. The following table shows the value of the Chilean peso relative to the U.S. dollar as reported by the Central Bank at year end for the last five years and the devaluation or appreciation of the peso relative to the U.S. dollar in each of those years.

Year	Exchange rate at year end (Ch\$)	Devaluation (Appreciation) (%)
2008	629.11	26.9
2009	506.43	(19.5)
2010	468.37	(7.5)
2011	521.46	11.3
2012	478.60	(8.2)
2013 (until April 26, 2013)	472.73	(1.2)

Source: Central Bank.

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We may decide to change our policy regarding exchange rate exposure. Regulations that limit such exposures may also be amended or eliminated. Greater exchange rate risk 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 exposures, 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.

***Banking regulations and other regulatory factors may restrict our operations and thereby adversely affect our financial condition and results of operations.***

We are subject to regulation by the SBIF. In addition, we are subject to regulation by the Central Bank with regard to certain matters, including reserve requirements, interest rates, foreign exchange mismatches and market risks. Changes in banking regulations may materially and adversely affect our business, financial condition and results of operations. Chilean laws, regulations, policies and interpretations of laws relating to the banking sector and financial institutions are continually evolving and changing. In 2007, new regulations governing the Chilean capital markets were approved (*Reformas al Mercado de Capitales II*, also known as MK2). These regulations, among other things, modified certain provisions set forth in the General Banking Law. Under new legislation, the limit on the amount that a bank is allowed to grant as an unsecured loan to a single individual or entity was increased to 10% of our regulatory capital (and up to 30% of our regulatory capital if any loans granted in excess of the 10% is secured by collateral). Previously, these limits were set at 5% and 25%, respectively. Although any such increase may increase our lending activity, it may also increase the risks associated with the growth of our loan portfolio and increase competition as the number of banks that can compete in the corporate segment increases.

Pursuant to the General Banking Law, all Chilean banks may, subject to the approval of the SBIF, engage in certain businesses other than commercial banking depending on the risk associated with such business and their financial strength. Such additional businesses include securities brokerage, mutual fund management, securitization, insurance brokerage, leasing, factoring, financial advisory, custody and transportation of securities, loan 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 Basel Committee on Banking Regulation and Supervisory Practices and limits the discretion of the SBIF 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. 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. 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.

In 2011, a bill was introduced in Congress to modify the way in which the maximum interest rate is calculated in Chile. In 2012, the Senate's Finance Committee came to an agreement with the Executive branch on this proposed legislation, which is now being discussed in the Lower House of Congress. We expect this legislation to become law sometime in 2013. This new legislation is aimed at loans of less than UF 200 (U.S.\$9,603) and with a term of more than 90 days, and thus includes consumer loans in installments, lines of credit and credit card lines. Currently, the maximum interest rate for loans of less than UF 200 (U.S.\$9,603) and with a term of more than 90 days is calculated as the average rate of all transactions undertaken within the banking industry over the previous month of loans of less than UF 200 (U.S.\$9,603) and with a term of more than 90 days, multiplied by a factor of 1.5. The average and maximum rates are published daily by the SBIF. As of December 31, 2012, the average annual interest rate for this type of loan reached 38.08%, and the maximum annual interest rate reached 57.12%.

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The consensus reached in the Senate's Finance Committee proposes that for loans of less than UF 200 (U.S.\$9,603) and a term of more than 90 days, the maximum rate be calculated separately for loans between UF 0 and UF 50 (U.S.\$0 to U.S.\$2,400) and UF 50 to UF 200 (U.S.\$2,400 to U.S.\$9,603).

For loans between UF 0 and UF50, the maximum rate will be equal to the average rate of loans between UF200 and UF5,000 (U.S.\$2,400 to U.S.\$240,085) plus 21%. As of September 30, 2012, the average rate of loans between UF 200 and UF 5,000 was 17.34%, and thus the new maximum rate would have been 38.34% compared to 56.76%. This reduction will be implemented gradually. When this law is enacted, the maximum rate for loans between UF 0 to UF 50 will automatically fall 6% to 50.76%, based on the September 30, 2012 maximum rate data. From then on and every 12 weeks, it will be reduced a further 2%, unless the flow of new loans in the industry decreased by 10%-20%, in which case the reduction will be partially or completely suspended until the next period. We estimate that it will take 16 to 23 months for the maximum rate to reach the 38% level of maximum rate the authorities are seeking for loans of this size

For loans between UF 50 and UF 200 (U.S.\$2,400 to U.S.\$9,603,) the maximum rate will be equal to the average rate of loans between UF 200 and UF 5,000 (U.S.\$2,400 to U.S.\$240,085) plus 14%. As of December 31, 2012 the average rate of loans between UF 200 to UF 5,000 was 17.74%, and thus the new maximum rate would be 31.74% compared to 56.76%. This reduction will be implemented gradually. When this law is enacted, the maximum rate for loans between UF 50 and UF 200 will automatically fall 8% to 48.76%, based on December 31, 2012 maximum rate data. From then on and every 12 weeks, it will be reduced a further 2%, unless the flow of new loans in the industry decreases by 10%-20%, in which case the reduction will be partially or completely suspended until the next period. We estimate that it will take 16 to 23 months for the maximum rate to reach the 31% level authorities are seeking for loans of this size.

If this bill in its current form is passed in Congress, it could have an adverse effect on our results of operations. We estimate that in 2013, this bill could affect between U.S.\$50 and U.S.\$100 million of our net interest income. This estimate is only preliminary, as it is difficult to estimate the speed of implementation of the reduction and the effect on loan volumes.

In March 2012, a bill aimed at giving additional enforcement powers to the SERNAC (Chile's Consumer Protection Agency) regarding financial services became effective and created the SERNAC Financiero, a specific consumer protection agency for the financial industry. The SERNAC Financiero has powers to supervise and regulate Bank products and services. The creation of the SERNAC Financiero has also resulted in additional scrutiny regarding prices and contracts for financial products and services, making it more difficult to raise prices and increasing competition among bank and non-bank competitors.

In July 2012, new regulations regarding the selling of mandatory insurance for loans were introduced that will increase competition and that could lower our fees from collecting these premiums. This could have a negative impact on fees in an amount we have initially estimated to be Ch\$16 billion for 2013.

As a result of the recent global financial crisis, there has been an increase in government regulation of the financial services industry in many countries. Such regulation may also be increased in Chile, including the imposition of higher capital requirements, heightened disclosure standards and restrictions on certain types of transaction structures. In addition, novel regulatory proposals abound in the current environment. If enacted, new regulations could require us to inject further capital into our business as well as in businesses we acquire, restrict the type or volume of transactions we enter into, or set limits on or require the modification of rates or fees that we charge on certain loans or other products, any of which could lower the return on our investments, assets and equity. We may also face increased compliance costs and limitations on our ability to pursue certain business opportunities.

In line with the future adoption of Basel II regulations in Chile, the SBIF has recently proposed to increase the minimum regulatory capital ratio from 8% to 10%, which would require an amendment to the General Banking Law. Although we currently have a regulatory capital ratio of 13.72% as of December 31, 2012, this change could require us to inject additional capital to our business in the future. According to initial estimates of the impact of market risk on regulatory capital, published for informational purposes only by the SBIF, our ratio of regulatory capital to risk-weighted assets, net of loan loss allowance and deductions, including an initial estimate of the adjustments for market risk set forth under Basel II was 12.51% as of November 30, 2012, the latest information available. No assurance can be given that these changes will not have a material impact on our capitalization ratio.

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These new reforms could result in increased competition in the industry and thus may have a material adverse effect on our financial condition and results of operations.

***A worsening of labor relations in Chile could impact our business.***

As of December 31, 2012, on a consolidated basis, we had 11,713 employees, of which 66.8% were unionized. In May 2010, a new collective bargaining agreement was signed, which became effective on January 1, 2011 and that will expire on December 31, 2014. We generally apply the terms of our collective bargaining agreement to unionized and non-unionized employees. We have traditionally had good relations with our employees and their unions, but we cannot assure you that in the future, a strengthening of cross-industry labor movements will not materially and adversely affect our business, financial condition or results of operations.

***Our corporate disclosure may differ from disclosure regularly published by issuers of securities in other countries, including the United States.***

Issuers of securities in Chile are required to make public disclosures that are different from, and that may be reported under presentations that are not consistent with, disclosures required in the United States and other countries. In particular, as a Chilean regulated financial institution, we are required to submit to the SBIF on a monthly basis unaudited consolidated balance sheets and income statements, excluding any note disclosure, prepared in accordance with Chilean Bank GAAP and the rules of the SBIF. This disclosure differs in a number of significant respects from generally accepted accounting principles in the United States and information generally available in the United States with respect to U.S. financial institutions. In addition, as a foreign private issuer, we are not subject to the same disclosure requirements in the United States as a domestic U.S. registrant under the Exchange Act, including the requirements to prepare and issue quarterly reports, or the proxy rules applicable to domestic U.S. registrants under Section 14 of the Exchange Act or the insider reporting and short-swing profit rules under Section 16 of the Exchange Act. Accordingly, the information about us available to you will not be the same as the information available to shareholders of a U.S. company and may be reported in a manner that you are not familiar with.

***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 relating 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 (the "Foreign Investment Contract") that remains in full force and effect. The ADSs continue to be governed by the provisions of the Foreign Investment Contract subject to the regulations in existence prior to April 2001. The Foreign Investment 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 Foreign Investment 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 Foreign Investment 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 resolutions 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 Foreign Investment 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.

Holders 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

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Depository 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 Depository 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.

***ADS holders may not be able to effect service of process on, or enforce judgments or bring original actions against, us, our directors or our executive officers, which may limit the ability of holders of ADSs to seek relief against us.***

We are a Chilean corporation. None of our directors are residents of the United States and most of our executive officers reside outside the United States. In addition, a substantial portion of our assets and the assets of our directors and executive officers are located outside the United States. As a result, it may be difficult for ADS holders to effect service of process outside Chile upon us or our directors and executive officers or to bring an action against us or such persons in the United States or Chile to enforce liabilities based on U.S. federal securities laws. It may also be difficult for ADS holders to enforce in the United States or in Chilean courts money judgments obtained in United States courts against us or our directors and executive officers based on civil liability provisions of the U.S. federal securities laws. If a U.S. court grants a final money judgment in an action based on the civil liability provisions of the federal securities laws of the United States, enforceability of this money judgment in Chile will be subject to the obtaining of the relevant *exequatur* (*i.e.*, recognition and enforcement of the foreign judgment) according to Chilean civil procedure law currently in force, and consequently, subject to the satisfaction of certain factors. The most important of these factors are the existence of reciprocity, the absence of a conflicting judgment by a Chilean court relating to the same parties and arising from the same facts and circumstances and the Chilean courts' determination that the U.S. courts had jurisdiction, that process was appropriately served on the defendant and that enforcement would not violate Chilean public policy. Failure to satisfy any of such requirements may result in non-enforcement of your rights.

### **Risks Relating to Our Controlling Shareholder and our ADSs**

***Our controlling shareholder has a great deal of influence over our business and its interests could conflict with yours.***

Santander Spain, our controlling shareholder, controls Santander-Chile through its holdings in Teatinos Siglo XXI Inversiones S.A. and Santander Chile Holding S.A., which are controlled subsidiaries. Santander Spain has control over 67.18% of our shares and actual participation, excluding non-controlling shareholders that participate in Santander Chile Holding, S.A. of 67.01%.

Due to its share ownership, our controlling shareholder has the ability to control us and our subsidiaries, including the ability to:

elect the majority of the directors and exercise control over our company and subsidiaries;

cause the appointment of our principal officers;

declare the payment of any dividends;

agree to sell or otherwise transfer its controlling stake in us; and

determine the outcome of substantially all actions requiring shareholder approval, including amendments of our bylaws, transactions with related parties, corporate reorganizations, acquisitions and disposals of assets and issuance of additional equity securities, if any.

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We operate as a stand-alone subsidiary within the Santander Group. Our principal shareholders have no liability for our banking operations, except for the amount of their respective holdings of our capital stock. The interests of Santander Spain may differ from our interests or those of our other shareholders and the concentration of control in Santander Spain will limit other shareholders' ability to influence corporate matters. As a result, we may take action that our other shareholders do not view as beneficial.

***Our status as a controlled company and a foreign private issuer exempts us from certain of the corporate governance standards of the New York Stock Exchange ( NYSE ), limiting the protections afforded to investors.***

We are a controlled company and a foreign private issuer within the meaning of the NYSE corporate governance standards. Under the NYSE rules, a controlled company is exempt from certain NYSE corporate governance requirements. In addition, a foreign private issuer may elect to comply with the practice of its home country and not to comply with certain NYSE corporate governance requirements, including the requirements that (1) a majority of the Board of Directors consist of independent directors, (2) a nominating and corporate governance committee be established that is composed entirely of independent directors and has a written charter addressing the committee's purpose and responsibilities, (3) a compensation committee be established that is composed entirely of independent directors and has a written charter addressing the committee's purpose and responsibilities and (4) an annual performance evaluation of the nominating and corporate governance and compensation committees be undertaken. We currently use these exemptions and intend to continue using these exemptions. Accordingly, you will not have the same protections afforded to shareholders of companies that are subject to all NYSE corporate governance requirements.

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

Our ADSs are listed and traded on the NYSE. Our 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 as the Chilean Stock Exchanges, although the trading market for the common stock is small by international standards. At December 31, 2012, 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 our common stock is traded on the Chilean Stock Exchanges, there can be no assurance that a liquid trading market for our common stock will continue to exist. Approximately 33.0% of our outstanding common stock is held by the public (*i.e.*, shareholders other than Santander Spain and its affiliates), including our shares that are represented by ADSs trading on the NYSE. 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 Companies 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 in the United States unless a registration statement under the U.S. Securities Act of 1933 ( *Securities Act* ), 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 make a registration statement available with respect to such rights and the common stock, you may not be able to exercise your preemptive rights in the United States. If a registration statement is not filed or an applicable exemption is not available under U.S. securities law, the Depository will sell such holders' preemptive rights and distribute the proceeds thereof if a premium can be recognized over the cost of any such sale.



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*As a holder of ADSs you will have different shareholders' rights than in the United States and certain other jurisdictions.*

Our corporate affairs are governed by our estatutos, or by-laws, and the laws of Chile, which may differ from the legal principles that would apply if we were incorporated in a jurisdiction in the United States or in certain other jurisdictions outside Chile. Under Chilean corporate law, you may have fewer and less well-defined rights to protect your interests relative to actions taken by our board of directors or the holders of our common shares than under the laws of other jurisdictions outside Chile. 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.

Although Chilean corporate law imposes restrictions on insider trading and price manipulation, the form of these regulations and the manner of their enforcement may differ from that in the U.S. securities markets or markets in certain other jurisdictions. In addition, in Chile, self-dealing and the preservation of shareholder interests may be regulated differently, which could potentially disadvantage you as a holder of the shares underlying ADSs.

*Holders of ADSs may find it difficult to exercise voting rights at our shareholders' meetings.*

Holders of ADSs will not be our direct shareholders and will be unable to enforce directly the rights of shareholders under our by-laws and the laws of Chile. Holders of ADSs may exercise voting rights with respect to the common stock represented by ADSs only in accordance with the deposit agreement governing the ADSs. Holders of ADSs will face practical limitations in exercising their voting rights because of the additional steps involved in our communications with ADS holders. Holders of our common stock will be able to exercise their voting rights by attending a shareholders' meeting in person or voting by proxy. By contrast, holders of ADSs will receive notice of a shareholders' meeting by mail from the Depositary following our notice to the Depositary requesting the Depositary to do so. To exercise their voting rights, holders of ADSs must instruct the Depositary on a timely basis on how they wish to vote. This voting process necessarily will take longer for holders of ADSs than for holders of our common stock. If the Depositary fails to receive timely voting instructions for all or part of the ADSs, the Depositary will assume that the holders of those ADSs are instructing it to give a discretionary proxy to a person designated by us to vote their ADSs, except in limited circumstances.

Holders of ADSs also may not receive the voting materials in time to instruct the Depositary to vote the common stock underlying their ADSs. In addition, the Depositary and its agents are not responsible for failing to carry out voting instructions of the holders of ADSs or for the manner of carrying out those voting instructions. Accordingly, holders of ADSs may not be able to exercise voting rights, and they will have little, if any, recourse if the common stocks underlying their ADSs are not voted as requested.

## **ITEM 4. INFORMATION ON THE COMPANY**

### **A. History and Development of the Company**

#### **Overview**

We are the largest bank in Chile in terms of total assets and equity. As of December 31, 2012, we had total assets of Ch\$24,759,888 million (U.S.\$51,707 million), outstanding loans net of allowances for loan losses of Ch\$18,326,190 (U.S.\$38,271 million), total deposits of Ch\$14,082,232 million (U.S.\$29,408 million) and equity of Ch\$2,197,383 million (U.S.\$4,589 million). As of December 31, 2012, we employed 11,713 people and had the largest private branch network in Chile, with 499 branches. Our headquarters are located in Santiago and we operate in every major region of Chile.

We provide a broad range of commercial and retail banking services to our customers, including Chilean peso and foreign currency denominated loans to finance a variety of commercial transactions, trade, foreign currency forward contracts and 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.

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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 SBIF on October 27, 1977. Santiago's by-laws were approved by Resolution No. 103 of the SBIF 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 Santander Spain. 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.

Old Santander-Chile was established as a subsidiary of Santander Spain 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.

On August 1, 2002, Santiago and Old Santander Chile merged, whereby the latter ceased to exist and Santander-Chile (formerly known as Santiago) being the surviving entity.

Our principal executive offices are located at Bandera 140, Santiago, Chile. Our telephone number is +562-320-2000 and our website is www.santander.cl. None of the information contained on our website is incorporated by reference into, or forms part of, this Annual Report. Our agent for service of process in the United States is CT Corporation, located at 111 Eighth Avenue, 13th Floor, New York, New York 10011.

### **Relationship with Santander Spain**

We believe that our relationship with our controlling shareholder, Santander Spain, offers us a significant competitive advantage over our peer Chilean banks. Santander Spain is one of the largest financial groups in Brazil and the rest of Latin America, in terms of total assets measured on a regional basis. It is the largest financial group in Spain and is a major player elsewhere in Europe, including the United Kingdom, Poland and Portugal, where it is the third-largest banking group. Through Santander Consumer, it also operates a leading consumer finance franchise in the United States, as well as in Germany, Italy, Spain, and several other European countries.

Our relationship with Santander Spain 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 Santander Spain's product offerings in other countries, as well as of its know-how in systems management. We believe that our relationship with Santander Spain will also enhance our ability to manage credit and market risks by adopting policies and knowledge developed by Santander Spain. In addition, our internal auditing function has been strengthened as a result of the addition of an internal auditing department that concurrently reports directly to our Audit Committee and the audit committee of Santander Spain. We believe that this structure leads to improved monitoring and control of our exposure to operational risks.

Santander Spain's support of Santander-Chile includes the assignment of managerial personnel to key supervisory areas of Santander-Chile, such as risks, auditing, accounting and financial control. Santander-Chile does not pay any management or other fees to Santander Spain in connection with these support services.

### **B. Organizational Structure**

Santander Spain controls Santander-Chile through its holdings in Teatinos Siglo XXI Inversiones Ltda. and Santander Chile Holding S.A. which are controlled subsidiaries. In 2011, Santander Spain sold 9.7% of its ownership through Teatinos Siglo XXI Inversiones S.A. in the market. This gave Santander Spain control over 67.18% of our shares and actual participation when excluding non-controlling interests participating in Santander Chile Holding S.A. of 67.01%.

	Shareholder	Number of Shares	Percentage
Santander Chile Holding S.A.		66,822,519,695	35.46
Teatinos Siglo XXI Inversiones S.A.		59,770,481,573	31.72

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Commercial Structure

The chart below sets forth the names and areas of responsibility of our senior commercial managers as of April 2013.

**C. Business Overview**

We have 504 total branches, 269 of which are operated under the Santander brand name, with the remaining branches under certain specialty brand names, including 93 under the *Santander Banefe* brand name, 45 under the *SuperCaja* brand name, 44 under the BancaPrime brand name and 53 as auxiliary and payment centers. We provide a full range of financial services to corporate and individual customers. We divide our clients into the following segments: (i) Commercial Banking and (ii) Global Banking and Markets.

The Commercial Banking segment is comprised of the following sub segments:

*Santander Banefe*, consisting of individuals with monthly incomes between Ch\$150,000 (U.S.\$313) and Ch\$400,000 (U.S.\$835) and served through our Banefe branch network. This segment accounts for 4.2% of our total loans outstanding as of December 31, 2012. This segment offers customers a range of products, including consumer loans, credit cards, auto loans, residential mortgage loans, debit card accounts, savings products, mutual funds and insurance brokerage.

*Individuals in Commercial banking*, consisting of individuals with a monthly income greater than Ch\$400,000 (U.S.\$835). Clients in this segment account for 47.1% of our total loans outstanding as of December 31, 2012 and are offered a range of products, including consumer loans, credit cards, auto loans, commercial loans, foreign trade financing, residential mortgage loans, checking accounts, savings products, mutual funds and insurance brokerage.

*Small and mid-sized companies (SMEs)*, consisting of small companies with annual revenue of less than Ch\$1,200 million (U.S.\$2.5 million). As of December 31, 2012, this segment represented approximately 15.0% of our total loans outstanding. Customers in this segment are offered a range of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, savings products, mutual funds and insurance brokerage.

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*Institutional*, such as universities, government agencies, municipalities and regional governments. As of December 31, 2012, these clients represented 1.9% of our total loans outstanding. Customers in this sub-segment are also offered the same products that are offered to the customers in our small businesses segment. This sub-segment is included in the Retail segment because customers in this sub-segment are a potential source for new individual customers.

*Companies*, consisting of companies with annual revenue over Ch\$1,200 million (U.S.\$2.5 million) and up to Ch\$10,000 million (U.S.\$20.9 million). Customers in this segment are offered a wide range of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, cash management, treasury services, financial advisory, savings products, mutual funds and insurance brokerage. As of December 31, 2012, these clients represented 8.6% of our total loans outstanding.

*Real estate*, consisting of all companies in the real estate sector with annual revenue over Ch\$800 million (U.S.\$1.7 million), including construction companies and real estate companies that execute projects for sale to third parties. As of December 31, 2012, these clients represented 4.1% of our total loans outstanding. To these clients we offer, in addition to traditional banking services, specialized services for financing, primarily residential projects, in order to increase the sale of residential mortgage loans.

*Large corporations*, consisting of companies with annual revenue over Ch\$10,000 million (U.S.\$20.9 million). Customers in this segment are also offered the same products that are offered to the customers in our mid sized companies segment. As of December 31, 2012, these clients represented 8.8% of our total loans outstanding.

The Global Banking and Markets segment is comprised of the following sub segments:

*Corporate*, consisting of companies that are foreign multinationals or part of a larger Chilean economic group with sales of over Ch\$10,000 million (U.S.\$20.9 million). As of December 31, 2012, these clients represented 9.8% of our total loans outstanding. Customers in this segment are offered a wide range of products, including commercial loans, leasing, factoring, foreign trade, mortgage loans, checking accounts, cash management, treasury services, financial advisory, savings products, mutual funds and insurance brokerage.

*The Treasury Division*, which provides sophisticated financial products mainly to companies in the wholesale banking and the middle market segments. This includes products such as short term financing and funding, securities brokerage, interest rate and foreign currency derivatives, securitization services and other tailor made financial products. The Treasury Division also manages our trading positions.

In addition, we have a Corporate Activities segment comprised of all other operational and administrative activities that are not assigned to a specific segment or product mentioned above. This segment includes the Financial Management Division (*Gestión Financiera*), which manages global functions such as the management of our structural foreign exchange gap position, our structural position in inflation-indexed assets and liabilities, our structural interest rate risk and our liquidity risk. The Financial Management Division also oversees the use of our resources, the distribution of capital among our different units and the overall financing cost of investments. The aim of the Financial Management Division is to inject stability and recurrence into the net income of commercial activities and to assure we comply with internal and regulatory limits regarding liquidity, regulatory capital, reserve requirements and market risk.

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The table below sets forth our lines of business and certain statistical information relating to each of them for the year ended December 31, 2012. Please see Note 4 Business Segments to our Audited Consolidated Financial Statements for details of revenue by business segment in the last three years.

	As of December 31, 2012						
	Loans and accounts receivable from customers (1)	Net interest income	Net fee and commission income	Financial transactions, net (2)	Provisions for loan losses(3)	Operating costs (4)	Segment s net contribution (5)
(Ch\$ million)							
<b>SEGMENTS</b>							
<b>Individuals</b>	<b>9,723,801</b>	<b>620,970</b>	<b>174,283</b>	<b>7,790</b>	<b>(311,265)</b>	<b>(349,513)</b>	<b>142,265</b>
Santander Banefe	799,412	123,168	33,853	102	(81,472)	(66,386)	9,265
Commercial Banking	8,924,389	497,802	140,430	7,688	(229,793)	(283,127)	133,000
<b>Small and mid-sized companies (SMEs)</b>	<b>2,836,695</b>	<b>234,012</b>	<b>39,024</b>	<b>4,903</b>	<b>(72,719)</b>	<b>(76,864)</b>	<b>128,356</b>
<b>Institutional Companies</b>	<b>356,465</b>	<b>28,466</b>	<b>2,466</b>	<b>615</b>	<b>(346)</b>	<b>(12,686)</b>	<b>18,515</b>
Companies	4,072,191	148,433	25,836	11,062	(24,608)	(47,756)	112,967
Companies	1,632,276	70,962	13,863	5,118	(21,598)	(24,521)	43,824
Large Corporations	1,668,828	56,045	8,679	5,623	(3,705)	(17,989)	48,653
Real estate	771,087	21,426	3,294	321	695	(5,246)	20,490
<b>Commercial Banking</b>	<b>16,989,152</b>	<b>1,031,881</b>	<b>241,609</b>	<b>24,370</b>	<b>(408,938)</b>	<b>(486,819)</b>	<b>402,103</b>
<b>Global Banking and Markets</b>	<b>1,858,116</b>	<b>57,591</b>	<b>26,315</b>	<b>66,804</b>	<b>5,334</b>	<b>(35,209)</b>	<b>120,835</b>
Corporate	1,851,127	65,838	29,336	815	5,334	(13,909)	87,414
Treasury Division (6)	6,989	(8,247)	(3,021)	65,989	-	(21,300)	33,421
<b>Other (7)</b>	<b>119,384</b>	<b>(46,738)</b>	<b>2,648</b>	<b>(8,875)</b>	<b>(88)</b>	<b>(18,108)</b>	<b>(71,161)</b>
<b>TOTAL</b>	<b>18,966,652</b>	<b>1,042,734</b>	<b>270,572</b>	<b>82,299</b>	<b>(403,692)</b>	<b>(540,136)</b>	<b>451,777</b>
Other operating income							13,105
Other operating expenses							(59,637)
Income from investments in other companies							267
Income tax							(44,394)
<b>Net income for the year</b>							<b>361,118</b>

(1) Loans and accounts receivables from customers plus interbank loans, gross of loan loss allowances.

(2) Includes net gains from trading, net mark-to-market gains and foreign exchange transactions.

(3) Includes gross provisions for loan losses, net of releases on recoveries.

(4) Equal to the sum of personnel expenses, administrative expenses, amortizations and depreciations and deterioration.

(5) Equal to the sum of the net interest revenue, net fee income and net financial transactions, minus net provision for loan losses and operating expenses.

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(6) Includes the Treasury Division's client business and trading business.

(7) Includes the Financial Management Division and the contribution of non-segmented items such as interbank loans, the cost of our capital and fixed assets. Net interest income and net financial transactions included in Other are mainly comprised of the results from the Financial Management Division.

### *Operations through Subsidiaries*

Today, the General Banking Law permits us to directly provide the leasing and financial advisory services that we could formerly offer only through our subsidiaries, to offer investment advisory services outside of Chile and to undertake activities that 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, 2012, our subsidiaries collectively accounted for 2.0% of our total consolidated assets.

Subsidiary	Percentage Owned								
	As of December 31, 2012			As of December 31, 2011			As of December 31, 2010		
	Direct %	Indirect %	Total %	Direct %	Indirect %	Total %	Direct %	Indirect %	Total %
Santander S.A. Corredores de Bolsa	50.59	0.41	51.00	50.59	0.41	51.00	50.59	0.41	51.00
Santander Corredora de Seguros Ltda.	99.75	0.01	99.76	99.75	0.01	99.76	99.75	0.01	99.76
Santander Asset Management S.A. Administradora General de Fondos	99.96	0.02	99.98	99.96	0.02	99.98	99.96	0.02	99.98
Santander Agente de Valores Ltda.	99.03	-	99.03	99.03	-	99.03	99.03	-	99.03
Santander S.A. Sociedad Securitizadora	99.64	-	99.64	99.64	-	99.64	99.64	-	99.64
Santander Servicios de Recaudación y Pagos Limitada	99.90	0.10	100.00	99.90	0.10	100.00	99.90	0.10	100.00

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Pursuant to the provisions of International Accounting Standard (IAS) 27 and Standard Interpretations Committee (SIC) 12, we must determine the existence of Special Purpose Entities (SPEs), which must be consolidated with the financial results of the Bank. As a result, we have incorporated into our financial statements the following companies:

Santander Gestión de Recaudación y Cobranza Ltda. (collection services)

Multinegocios S.A. (management of sales force)

Servicios Administrativos y Financieros Ltda. (management of sales force)

Fiscalex Ltda. (collection services)

Multiservicios de Negocios Ltda. (call center)

Bansa Santander S.A. (management of repossessed assets and leasing of properties)

**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 operating in Chile. The Chilean banking system is comprised of 24 banks, including one public-sector bank. The five largest banks accounted for 74.2% of all outstanding loans by Chilean financial institutions as of December 31, 2012 (excluding Corpbanca's subsidiary in Colombia).

The Chilean banking system has experienced increased competition in recent years, largely due to consolidation in the industry and new legislation. We also face competition from non-bank and non-finance competitors, principally department stores, credit unions and cajas de compensación 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 grown rapidly.

All data in the following sections is based on Chilean Bank GAAP.

	As of December 31, 2012	
	Market Share	Rank
Commercial loans	16.7%	2
Consumer loans	23.1%	1
Residential mortgage loans	21.5%	1
Total loans <sup>(1)</sup>	18.6%	2
Deposits	16.2%	3
Mutual funds (assets managed) <sup>(2)</sup>	15.3%	2
Credit card accounts	28.0%	1
Checking accounts	21.6%	2
Branches <sup>(3)</sup>	18.7%	1

Source: SBIF, excludes Corpbanca Colombia.

(1) Excludes interbank loans.

(2) Source: Asociación de Fondos Mutuos de Chile.

(3) Excludes special service payment centers.



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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 total loans as of December 31, 2012.

**Loans**

As of December 31, 2012, our loan portfolio was the second-largest among Chilean banks. Our loan portfolio on a stand alone basis represented 19.0% of the market for loans in the Chilean financial system as of such date. The following table sets forth our and our peer group's market shares in terms of loans (excluding Corpbanca Colombia).

	As of December 31, 2012			
	Loans	Ch\$ million	U.S.\$ million	Market Share
Santander-Chile		18,966,652	39,609	18.6%
Banco de Chile		19,005,350	39,690	18.7%
Banco del Estado		14,195,130	29,644	13.9%
Banco de Crédito e Inversiones		13,136,091	27,433	12.9%
Corpbanca		10,252,993	21,412	10.1%
BBVA, Chile		7,131,754	14,894	7.0%
Others		19,207,718	40,112	18.8%
Chilean financial system		101,895,688	212,794	100.0%

Source: SBIF.

**Deposits**

On a stand-alone basis, we had a 16.2% market share in deposits, ranking third among banks in Chile as of December 31, 2012. Deposit market share is based on total time and demand deposits as of the respective dates. The following table sets forth our and our peer group's market shares in terms of deposits (excluding Corpbanca Colombia).

	As of December 31, 2012			
	Deposits	Ch\$ million	U.S.\$ million	Market Share
Santander-Chile		14,082,232	29,408	16.2%
Banco del Estado		15,937,708	33,283	18.4%
Banco de Chile		15,083,921	31,500	17.4%
Banco de Crédito e Inversiones		10,840,953	22,640	12.5%
BBVA, Chile		5,342,368	11,157	6.2%
Corpbanca		8,795,350	18,368	10.1%
Others		16,655,462	34,782	19.2%
Chilean financial system		86,737,994	181,138	100.0%

Source: SBIF.

**Total equity**

With Ch\$2,169,925 million (U.S.\$4,532 million) in equity in Chilean Bank GAAP as of December 31, 2012, we were the largest commercial bank in Chile in terms of shareholders' equity. The following table sets forth our and our peer group's shareholders' equity (excluding Corpbanca Colombia).

Total Equity	As of December 31, 2012		
	Ch\$ million	U.S.\$ million	Market Share
Santander-Chile	2,169,925	4,532	19.3%
Banco de Chile	2,007,059	4,191	17.8%
Banco del Estado	1,140,863	2,383	10.1%
Banco de Crédito e Inversiones	1,419,957	2,965	12.6%
Corpbanca	996,315	2,081	8.9%
BBVA, Chile	637,956	1,332	5.7%
Others	2,878,797	6,012	25.6%
Chilean financial system	11,250,872	23,496	100.0%

Source: SBIF.

**Table of Contents****Efficiency**

As of December 31, 2012, we were the most efficient bank in our peer group. The following table sets forth our and our peer group's efficiency ratio (defined as operating expenses as a percentage of operating revenue, which is the aggregate of net interest income, fees and income from services (net), net gains from mark to market and trading, exchange differences (net) and other operating income (net)) in 2012.

Efficiency ratio	As of December 31, 2012 %
Santander-Chile	42.6%
Banco de Chile	47.2%
Banco del Estado	53.5%
Banco de Crédito e Inversiones	48.3%
BBVA, Chile	59.4%
Corpbanca	56.2%
Chilean financial system	50.6%

Source: SBIF.

**Net income for the period attributable to shareholders**

In 2012, we were the second-largest bank in Chile in terms of net income attributable to shareholders of Ch\$392,592 million (U.S.\$820 million) measured under Chilean Bank GAAP. The following table sets forth our and our peer group's net income.

Net income (1)	As of December 31, 2012		
	Ch\$ million	U.S.\$ million	Market Share
Santander-Chile	392,592	820	23.8%
Banco de Chile	465,851	973	28.3%
Banco de Crédito e Inversiones	271,256	566	16.5%
Corpbanca	120,131	251	7.3%
BBVA, Chile	65,221	136	4.0%
Banco del Estado	108,542	227	6.5%
Others	224,546	469	13.6%
Chilean financial system	1,648,139	3,442	100.0%

Source: SBIF.

(1) Net income before non-controlling interest.

**Table of Contents****Return on equity**

As of December 31, 2012, we were the third most profitable bank in our peer group (as measured by return on period-end equity under Chilean Bank GAAP) and the most capitalized bank as measured by the BIS ratio. The following table sets forth our and our peer group's return on average equity and BIS ratio.

	<b>Return on period-end equity as of December 31, 2012</b>	<b>BIS Ratio as of December 31, 2012</b>
Santander-Chile	18.1%	13.7%
Banco de Chile	23.2%	13.2%
Banco del Estado	17.1%	11.5%
Banco de Crédito e Inversiones	19.1%	13.6%
BBVA, Chile	10.2%	12.3%
Corpbanca	12.1%	11.1%
Chilean Financial System	14.7%	13.3%

Source: SBIF.

**Asset quality**

As of December 31, 2012, we had the second-highest non-performing loan to total loan ratio in our peer group. The following table sets forth our and our peer group's non-performing loan ratio to total loans as defined by the SBIF at the dates indicated.

	<b>Non-performing loans /total loans<sup>(1)</sup> as of December 31, 2012</b>
Santander-Chile	3.15
Banco de Chile	0.96
Banco del Estado	4.05
Banco de Crédito e Inversiones	1.90
BBVA, Chile	1.20
Corpbanca	1.01
Chilean financial system	2.10

Source: SBIF.

(1) Non-performing loans divided by total loans, excluding interbank loans.

**Regulation and Supervision****General**

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

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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 the 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 and 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 orgánica 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 Chilean Senate.

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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 systems. 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 SBIF***

Banks are supervised and controlled by the SBIF, an independent Chilean governmental agency. The SBIF 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 cases of noncompliance with such legal and regulatory requirements, the SBIF 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 by-laws or any increase in its capital.

The SBIF 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 SBIF, 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 SBIF. A bank's annual financial statements and the opinion of its independent auditors must also be submitted to the SBIF.

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 SBIF. Absent such approval, the acquirer of shares so acquired will not have the right to vote. The SBIF may only refuse to grant its approval, based on specific grounds set forth in the General Banking Law.

According to Article 35*bis* of the General Banking Law, the prior authorization of the SBIF is required 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 existing control 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 SBIF to be more than 15.0% of all loans in the Chilean banking system. The intended purchase, merger or expansion may be denied by the SBIF; or, if the acquiring bank or resulting group would own a market share in loans determined to be more than 20.0% of all loans in the Chilean banking system, the purchase, merger or expansion may be conditioned on one or more of the following:

that the bank or banks maintain regulatory capital 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 reduced to 20.0% of the resulting bank's regulatory capital.

If the acquiring bank or resulting group would own a market share in loans determined by the SBIF to be more than 15% but less than 20%, the authorization will be conditioned on the bank or banks maintaining a regulatory capital not lower than 10% of their risks-weighted assets for the period specified by the SBIF, which may not be less than one year. The calculation of the risk-weighted assets is based on a five-category risk

classification system applied to a bank's assets that is based on the Basel Committee recommendations.

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

a bank is required to inform the SBIF 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 Depository the identity of beneficial owners of ADSs registered under such holders' names;

the Depository is required to notify the bank as to the identity of beneficial owners of ADSs which such Depository has registered and the bank, in turn, is required to notify the SBIF as to the identity of the beneficial owners of the ADSs representing 5.0% or more of such banks' shares; and

bank shareholders who individually hold 10.0% or more of a bank's capital stock and who are controlling shareholders must periodically inform the SBIF of their financial condition.

### **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, equity investments, securities, mutual fund management, investment fund management, financial advisory and leasing activities. Subject to specific limitations and the prior approval of the SBIF and the Central Bank, Chilean banks may own majority or non-controlling interests in foreign banks.

Since June 1, 2002, Chilean banks are allowed to offer a new checking account product that pays interest. The SBIF also stated that these accounts may be subject to minimum balance limits and different interest rates depending on average balances held in the account and that banks may also charge fees for the use of this new product. For banks with a solvency score of less than A, the Central Bank has also imposed additional caps to the interest rate that can be paid.

On June 5, 2007, pursuant to Law 20.190, new regulations became effective authorizing banks to enter into transactions involving a wider range of derivatives, such as futures, options, swaps, forwards and other derivative instruments or contracts subject to specific limitations established by the Central Bank of Chile. Previously, banks were able to enter into transactions involving derivatives, but subject to more restrictive guidelines.

### **Deposit Insurance**

The Chilean government guarantees up to 90.0% of the principal amount of certain time and demand deposits and savings accounts held by natural persons with a maximum value of UF120 per person (Ch\$2,740,890 or U.S.\$5,727 as of December 31, 2012) per calendar year in the entire financial system.

### **Reserve Requirements**

Deposits are subject to a reserve requirement of 9.0% for demand deposits and 3.6% for time deposits (with terms of less than one year). For purposes of calculating the reserve obligation, banks are authorized to deduct daily from their foreign currency denominated liabilities, the balance in foreign currency of certain loans and financial investments held outside of Chile, the most relevant of which include:

cash clearance account, which should be deducted from demand deposit for calculating reserve requirement;

certain payment orders issued by pension providers; and



the amount set aside for technical reserve (as described below), which can be deducted from reserve requirement. The Central Bank has statutory authority to require banks to maintain reserves of up to an average of 40.0% for demand deposits and up to 20.0% for time deposits (irrespective, in each case, of the currency in which they are denominated) to implement monetary policy. In addition, to the extent that the aggregate amount of the following types of liabilities exceeds 2.5 times the amount of a bank's regulatory capital, a bank must maintain a 100% technical

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reserve against them: demand deposits, deposits in checking accounts, or obligations payable on sight incurred in the ordinary course of business, and in general all deposits unconditionally payable immediately but excluding interbank demand deposits.

### **Minimum Capital**

Under the General Banking Law, a bank is required to have a minimum of UF800,000 (approximately Ch\$18,273 million or U.S.\$38.2 million as of December 31, 2012) of paid-in capital and reserves, regulatory capital of at least 8% of its risk weighted assets, net of required allowances, and paid in capital and reserves of at least 3% of its total assets, net of required allowances.

Regulatory capital is defined as the aggregate of:

a bank's paid-in capital and reserves, excluding capital attributable to subsidiaries and foreign branches or *capital básico*;

its subordinated bonds, valued at their placement price (but decreasing by 20.0% for each year during the period commencing six years prior to maturity), for an amount up to 50.0% of its basic capital; and

its voluntary allowances for loan losses for an amount of up to 1.25% of risk weighted-assets.

### **Capital Adequacy Requirements**

According to the General Banking Law, each bank should have regulatory capital of at least 8.0% of its risk-weighted assets, net of required allowances. The calculation of risk weighted assets is based on a five-category risk classification system for bank assets that is based on the Basel Committee recommendations. The SBIF is expected to implement in 2013 or 2014 the application of the third pillar of Basel II in Chile, which includes the implementation of capital limits with market risk and operational risk-weighted assets. These changes must be approved by the Chilean Congress, as it involves a modification to the General Banking Law.

Banks should also have *capital básico*, or basic capital, of at least 3.0% of their total assets, net of allowances. Basic capital is defined to include shareholders' equity.

Within the scope of Basel II in Chile, further changes in regulation may occur. See Item 3. Key Information D. Risk Factors Risks Relating to Chile Banking regulations may restrict our operations and thereby adversely affect our financial condition and results of operations.

### **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), except for another financial institution, directly or indirectly, unsecured credit in an amount that exceeds 10.0% of the bank's regulatory capital, or in an amount that exceeds 30.0% of its regulatory capital if the excess over 10.0% is secured by certain assets with a value equal to or higher than such excess. These limits were raised from 5.0% and 25.0%, respectively, in 2007 by the *Reformas al Mercado de Capitales II* (also known as MK2). In the case of financing infrastructure projects built by government concession, the 10.0% 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 regulatory capital;

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;



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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 regulatory capital, 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 SBIF detailed information regarding their loan portfolio on a monthly basis. The SBIF examines and evaluates each financial institution's credit management process, including its compliance with the loan classification guidelines. Banks are classified into four categories: 1, 2, 3 and 4. Each bank's category depends on the models and methods used by the bank to classify its loan portfolio, as determined by the SBIF. Category 1 banks are those banks whose methods and models are satisfactory to the SBIF. 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 SBIF while its Board of Directors will be made aware of the problems detected by the SBIF and required to take steps to correct them. Banks classified as categories 3 and 4 will have to maintain the minimum levels of reserves established by the SBIF until they are authorized by the SBIF to do otherwise. Santander-Chile is categorized as a Category 1 bank.

A detailed description of the models established for determining loan loss allowances is set forth in Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio and in Note 1 Summary of Significant Accounting Policies of our Audited Consolidated Financial Statements.

### **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 SBIF and, in some cases, also by the Superintendency of Securities and Insurance, the regulator of the Chilean securities market, open-stock corporations and insurance companies.

### **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 SBIF 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 SBIF, 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 SBIF, 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 regulatory capital. 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, condone debts or take other measures for the payment of the debts. If the Board of Directors of a bank submits a

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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 regulatory capital to risk-weighted assets to be not lower than 12.0%. If a bank fails to pay an obligation, it must notify the SBIF, which shall determine if the bank is solvent.

**Dissolution and Liquidation of Banks**

The SBIF 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 SBIF must revoke a bank's authorization to exist and order its mandatory liquidation, subject to agreement by the Central Bank. The SBIF must also revoke a bank's authorization if the reorganization plan of such bank has been rejected twice. The resolution by the SBIF must state the reason for ordering the liquidation and must name a liquidator, unless the SBIF assumes this responsibility. When a liquidation is declared, all checking accounts and other demand deposits received in the ordinary course of business, 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.

**Obligations Denominated in Foreign Currencies**

Santander-Chile must also comply with various regulatory and internal limits regarding exposure to movements in foreign exchange rates (see Item 11. Quantitative and Qualitative Disclosures About Market Risk).

**Loans and Investments in Foreign Securities**

Under current Chilean banking regulations, banks in Chile may grant loans to foreign individuals and entities and invest in certain securities of foreign issuers. Banks may grant commercial loans and foreign trade loans, and can buy loans granted by banks abroad. Banks in Chile may also invest in debt securities traded in formal secondary markets. Such debt securities must be (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. If the sum of investment in foreign securities and loans granted outside of Chile surpasses 70% of regulatory capital, the amount that exceeds 70% is subject to a mandatory reserve of 100%.

*Table 1*

Rating Agency	Short Term	Long Term
Moody's	P2	Baa3
Standard and Poor's	A3	BBB-
Fitch	F2	BBB-
Dominion Bond Rating (DBRS)	R-2	BBB (low)

In the event that the sum of: (a) loans granted abroad that are not to subsidiaries of Chilean companies, and that have a rating of BB- or less and do not trade on a foreign stock exchange, and (b) the investments in foreign securities which have a rating that is below that indicated in Table 1 above, but is equal to or exceeds the ratings mentioned in the Table 2 below and exceeds 20% (and 30% for banks with a BIS ratio equal or exceeding 10% of the regulatory capital of such bank), the excess is subject to a mandatory reserve of 100%.

*Table 2*

Rating Agency	Short Term	Long Term
Moody's	P2	Ba3
Standard and Poor's	A3	BB-
Fitch	F2	BB-
Dominion Bond Rating (DBRS)	R-2	BBB (low)



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In addition, banks may invest in foreign securities whose ratings are equal or exceeds those mentioned in Table 3 below for an additional amount equal to 70% of their regulatory capital. This limit constitutes an additional margin and is not subject to the 100% mandatory reserve.

Additionally, a Chilean bank may invest in foreign securities whose rating is equal to or exceeds those mentioned in Table 3 below in: (i) sight deposits with foreign banks, including overnight deposits in a single entity; and (ii) securities issued or guaranteed by sovereign states or their central banks or securities issued or guaranteed by foreign entities within the Chilean State, though investment will be subject to the limits by issuer up to 30% and 50%, respectively, of the regulatory capital of the Chilean bank that makes the investment. If these foreign securities do not have a rating, the individual limit will be 10% of regulatory capital.

Table 3

Rating Agency	Short Term	Long Term
Moody's	P1	Aa3
Standard and Poor's	A1+	AA-
Fitch	F1+	AA-
Duff & Phelps	D1+	AA-

Moreover, the sum of all demand deposits with foreign banks, including overnight deposits to related parties, as defined by the Central Bank and the SBIF, cannot surpass 25% of a bank's regulatory capital. This limit excludes foreign branches of Chilean banks or their subsidiaries, but must include amounts deposited by these entities in related parties abroad.

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 be complementary to the bank's business if such companies were incorporated in Chile.

**New Regulations for Mortgage Bonds**

In 2012, the mortgage-covered bond legislation was approved by the Chilean congress. The new class of bonds, known as mortgage bonds, will be debt backed by the company that sells them, as well as by a pool of mortgages. Unlike covered bonds, they will not be limited to banks. These bonds, if bought by banks, will be available for immediate liquidity in the Central Bank liquidity window and will have other restrictions as to the type of mortgage they will be funding, *i.e.* mortgage loans with loan-to-values of maximum 80%.

**U.S. Anti-Money Laundering, Anti-Terrorist Financing, and Foreign Corrupt Practices Act Regulations**

The Bank, as a foreign private issuer whose securities are registered under the U.S. Securities Exchange Act of 1934, is subject to the U.S. Foreign Corrupt Practices Act (the FCPA). The FCPA generally prohibits such issuers and their directors, officers, employees and agents from using any means or instrumentality of U.S. interstate commerce in furtherance of any offer or payment of money to any foreign official or political party for the purpose of influencing a decision of such person in order to obtain or retain business. It also requires that the issuer maintain books and records and a system of internal accounting controls sufficient to provide reasonable assurance that accountability of assets is maintained and accurate financial statements can be prepared. Penalties, fines and imprisonment of the Bank's officers and/or directors can be imposed for violations of the FCPA.

Furthermore, the Bank is subject to a variety of U.S. anti-money laundering and anti-terrorist financing laws and regulations, such as the Bank Secrecy Act of 1970, as amended, and the USA PATRIOT ACT of 2001, as amended, and a violation of such laws and regulations may result in substantial penalties, fines and imprisonment of the Bank's officers and/or directors.

**Disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act**

Santander-Chile has no exposure to Iran or Syria. As we are part of Grupo Santander, we must disclose the exposure of other entities of the Group to Iran and Syria.

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Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added Section 13(r) to the Securities Exchange Act of 1934, as amended (the Exchange Act), an issuer is required to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with individuals or entities designated pursuant to certain Executive Orders. Disclosure is generally required even where the activities, transactions or dealings were conducted in compliance with applicable law.

The following activities are disclosed in response to Section 13(r) with respect to affiliates of Santander UK within the Santander Group:

During the period covered by this Annual Report, an Iranian national, resident in the UK, who is currently designated by the U.S. and the UK under the Iran Sanctions regime held a mortgage with Santander UK plc that was issued prior to any such designation. No further drawdown has been made (or would be allowed) under this mortgage although we continue to receive repayment installments. In 2012, total revenue in connection with the mortgage was £10,768.38 whilst net profits were negligible relative to the overall profits of Santander UK. Santander UK does not intend to enter into any new relationships with this customer, and any disbursements will only be made in accordance with applicable sanctions.

The same Iranian national referred to above also holds two investment accounts with Santander Asset Management UK Limited, part of the Santander Group. The accounts have remained frozen throughout 2012. The investment returns are being automatically reinvested, and no disbursements have been made to the customer. Total revenue in connection with the investment accounts was £208.15 whilst net profits were negligible in 2012 relative to the overall profits of Santander Spain.

In addition, the Santander Group has certain legacy export credits and performance guarantees with Bank Sepah and Bank Mellat, which are included in the U.S. Department of the Treasury's Office of Foreign Assets Control's Specially Designated Nationals and Blocked Persons List.

With respect to Bank Sepah, Santander Spain entered into bilateral credit facilities in May 1996 and in February 2004 of U.S.\$ 95.7 million and U.S.\$ 4.2 million, respectively. The former matured on May 29, 2012 and the latter matures on September 11, 2013. As of December 31, 2012, 0.5 million remained outstanding under the 2004 bilateral credit facility.

With respect to Bank Mellat, Santander Spain entered into two bilateral credit facilities in February 2000 in an aggregate principal amount of 25.9 million. Both credit facilities matured in 2012. In addition, in 2005 Santander Spain participated in a syndicated credit facility for Bank Mellat of 15.5 million, which matures on July 6, 2015. As of December 31, 2012, the Group was owed 6.5 million under this credit facility.

Both Bank Sepah and Bank Mellat have been in default under all of these agreements in recent years and Santander Spain has been and expects to continue to be repaid any amounts due by official export credit agencies, which insure between 95% and 99% of the outstanding amounts under these credit facilities. No funds have been extended by Santander Spain under these facilities since they were granted.

The Santander Group also has certain legacy performance guarantees for the benefit of Bank Sepah and Bank Mellat (stand-by letters of credit to guarantee the obligations either under tender documents or under contracting agreements of contractors who participated in public bids in Iran) that were in place prior to April 27, 2007. However, should any of the contractors default in their obligations under the public bids, the Santander Group would not be able to pay any amounts due to Bank Sepah or Bank Mellat because any such payments would be frozen pursuant to Council Regulation (EU) No. 961/2010.

In the aggregate, all of the transactions described above resulted in approximately 120,000 gross revenues and approximately -15,000 net loss to the Santander Group in 2012, all of which resulted from the performance of export credit agencies rather than any Iranian entity. The Santander Group has undertaken significant steps to withdraw from the Iranian market such as closing its representative office in Iran and ceasing all banking activities therein, including correspondent relationships, deposit taking from Iranian entities and issuing export letters of credit, except for the legacy transactions described above. The Santander Group is not contractually permitted to cancel these arrangements without either (i) paying the guaranteed amount which payment would be frozen as explained above (in the case of the performance guarantees), or (ii) forfeiting the outstanding amounts due to it (in the case of the export credits). As such, the Santander Group intends to continue to provide the guarantees and hold these assets in accordance with company policy and applicable laws.



**Table of Contents****D. Property, Plant and Equipment**

We are domiciled in Chile and own our principal executive offices located at Bandera 140, Santiago, Chile. We also own twelve other buildings in the vicinity of our headquarters, and we rent six other buildings. At December 31, 2012, we owned the locations at which 24.8% of our branches were located. The remaining branches operate at rented locations. We believe that our existing physical facilities are adequate for our needs.

Main properties as of December 31, 2012	Number
<b>Central Offices</b>	
Owned	6
Rented	6
Total	12
<b>Branches(1)</b>	
Owned	123
Rented	372
Total	495
<b>Other property(2)</b>	
Owned	51
Rented	7
Total	58

(1) Some branches are located inside central office buildings and other properties. Including these branches, the total number of branches is 499. Special payment centers are included in Other property.

(2) Consists mainly of parking lots, mini-branches and property owned by our subsidiaries.

The following table sets forth a summary of the main computer hardware and other systems-equipment that we own.

Category	Brand	Application
Mainframe	IBM	Back-end, Core-System Altair, Payment means and foreign trade.
Midrange	IBM	Interconnections between Mainframe and mid-range
Midrange	SUN/Unix	Interconnections applications Credit & debit cards
	SUN/UNIX	Treasury, MIS, Work Flow, Accounting
Midrange	IBM	WEB
Desktop	HP/Lenovo	Platform applications
Call Center	Avaya	Telephone system
	Genesys	Integration Voice/data
	Nice	Voice recorder
	Nortel	IVR

The main software systems that we use are:

Category	Product	Origin
Core-System	ALTAIR	Accenture
Data base	DB2	IBM
Data base	Oracle	Oracle
Data base	SQL Server	Microsoft

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WEB Service  
Message Service  
Transformation

Internet Information Server  
MQSeries  
MQIntegrator

Microsoft  
IBM  
IBM

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**ITEM 4A. UNRESOLVED STAFF COMMENTS**

As of the date of the filing of this Annual Report on 20-F, we do not have any unresolved comments from the U.S. Securities and Exchange Commission.

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**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

**A. Accounting Standards Applied in 2012**

Santander-Chile is a Chilean bank and maintains its financial books and records in Chilean pesos and prepares its consolidated financial statements in accordance with IFRS-IASB in order to comply with requirements of the SEC. As required by the General Banking Law, which subjects Chilean banks to the regulatory supervision of the SBIF, and which mandates that Chilean banks abide by the accounting standards stipulated by the SBIF, our locally-filed consolidated financial statements have been prepared in accordance with Chilean Bank GAAP as issued by the SBIF. The accounting principles issued by the SBIF are substantially similar to IFRS but there are some exceptions, as described further below. Therefore, our locally-filed consolidated financial statements have been adjusted according to IFRS as issued by the IASB.

Santander-Chile's transition date to IFRS was January 1, 2008. The Bank prepared its opening balance under these standards as of such date. Consequently, the date of adoption of the new standards by the Bank and its subsidiaries was January 1, 2009.

*Differences between IFRS and Chilean Bank GAAP*

As stated above, Chilean Bank GAAP, as prescribed by the *Compendium of Accounting Standards* (the *Compendium*), differs in certain respects from IFRS. The main differences that should be considered by an investor are the following:

*Suspension of Income Recognition on Accrual Basis*

In accordance with the *Compendium*, financial institutions must suspend recognition of income on an accrual basis in their statements of income for certain loans included in the impaired portfolio. IFRS does not allow the suspension of accrual of interest on financial assets for which an impairment loss has been determined. We do not believe that this difference materially impacts our financial statements.

*Charge-offs and Accounts Receivable*

The *Compendium* requires companies to establish deadlines for the charge-off of loans and accounts receivable. IFRS does not require any such deadline for charge-offs. A charge-off due to impairment would be incurred if, and only if, there is objective evidence of impairment as a result of one or more events occurring after the initial recognition. This is measured on an *incurred* basis. We do not believe that this difference materially impacts our financial statements.

*Assets Received in Lieu of Payment*

The *Compendium* requires that the initial value of assets received in lieu of payment be the value agreed upon with a debtor as a result of the loan settlement or the value awarded in an auction, as applicable. These assets are required to be written off one year after their acquisition, if the assets have not been previously disposed of.

IFRS requires that assets received in lieu of payment be initially accounted for at fair value. Subsequently, asset valuation depends on the classification provided by the entity for that type of asset. No deadline is established for charging-off an asset. The restatement of gains and losses from repossessed assets would have an impact on the restatement of financial statements under IFRS guidelines although we would not expect it to be material.

*Goodwill and Intangible Assets*

With respect to goodwill and intangible assets, the *Compendium* provides that:

The value of goodwill and other depreciable intangible assets will be supported by two reports issued by specialists independent from the (i) bank, (ii) the bank's external auditors, and (iii) each other.

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For assets acquired before December 31, 2008, goodwill will be determined according to the Compendium, and will be amortized according to the original amortization schedule for such assets.

Goodwill arising from acquisitions before the date of transition to new Chilean Bank GAAP in January 2009 will be determined based on the previously used accounting criteria.

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With respect to goodwill and intangible assets, IFRS provides that:

The use of independent experts' valuations is not mandatory.

Beginning with the first full year in which IFRS applies, an entity must discontinue goodwill depreciation and is required to evaluate goodwill for impairment, in compliance with IAS 36.

It is possible to (i) choose a retroactive application of IFRS to goodwill generated before the date of the transition to IFRS, or (ii) adopt an optional exemption to record the balance of goodwill at December 31, 2008 as an attributed cost.

Since we have no goodwill, we do not believe that this difference impacts our financial statements.

### *Fair Value Option with Respect to Financial Assets and Liabilities*

According to the Compendium, banks are not allowed to value assets or liabilities at their fair value in place of the depreciated cost method.

IFRS allows an entity to value a financial asset or liability (or a group of financial assets or liabilities, or both), on the official recognition date, at fair value, with changes in fair value to be recognized in its financial statements. Once this option has been made, it is irrevocable. The fair value option is not applicable to investments in capital instruments without a market price available in an active market, and thus whose fair value cannot be estimated in a reliable way.

We do not believe that this difference impacts our financial statements because this accounting treatment is optional.

### *Loan loss allowances*

The main difference between Chilean bank GAAP and IFRs regarding loan loss allowances is that under Chilean Bank GAAP, we use an expected loss model, and under IFRS, we use an incurred loss approach. Additionally, Chilean Bank GAAP includes the following norms, which are not included in our IFRS loan loss allowance:

On December 29, 2009, the SBIF issued Circular No. 3,489, which incorporates changes to several provisions of the Compendium. Among other changes, it states that effective January 2010, companies must complement the basis on which insolvency provisions related to contingent operations are determined, including unrestricted lines of credit, other contingent loans, and other loan commitments. In addition, companies should also apply the changes in risk exposure applicable to contingent loans, found in Chapter B-3 of the Compendium. According to specific instructions from the SBIF in Letter to Management No. 10 dated December 21, 2010, the SBIF stated that it would not be necessary to calculate the adjustment retrospectively for 2009.

On June 10, 2010, the SBIF issued Circular No. 3,502 which, among other things, requires that Banks maintain a 0.5% minimum provision for the non-impaired part of the loan portfolio analyzed on an individual basis. In addition, on December 21, 2010, in the Letter to Management No. 9, the SBIF specified that the accounting treatment for the effects originating from the application of this minimum provision is to record it in the income for the period. However, the Bank reverses this minimum provision for purposes of its IFRS consolidated financial statements.

On August 12, 2010, Circular No. 3,503 was issued, which modified how we must classify loans included in Chapters B-1, B-2, B-3 and C1 of the Compendium of Accounting Standards, which are loans analyzed on an individual basis. Such modifications were effective from January 1, 2011, except for those modifications relating to additional provisions included in the Letter to Management No. 9 relating to Chapter B-1 which took effect in 2010. As a supplement to the Circular, the Letter to Management No. 9 was issued on December 21, 2010, which specifies that adjustments resulting from the adoption of these modifications starting on January 1, 2011 could be recorded during the first quarter of 2011; however, entities may anticipate recognition of the impact of these adjustments, in whole or in part, in 2010. As of December 31, 2010, we have chosen to recognize the entire provision adjustments aforementioned.

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Considering our incurred loss approach for IFRS purposes by using our internally developed models, all differences with the SBIF models have been reversed in respect to our Consolidated Financial Statements prepared under IFRS.

**B. Other Critical Accounting Policies**

Our consolidated financial statements include various estimates and assumptions, including but not limited to the adequacy of the allowance for loan losses, estimates of the fair value of certain financial instruments and the selection of useful lives of certain assets.

We evaluate these estimates and assumptions on an ongoing basis. Management bases its estimates and assumptions on historical experience and on various other factors that it believes to be reasonable under the circumstances. Actual results in future periods could differ from those estimates and assumptions, and if these differences were significant enough, our reported results of operations would be affected materially. 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.

*Allowance for loan losses*

The Bank records its allowances following its internal models for the recording of incurred debt. These models have been approved by the Board. To establish impairment losses, the Bank carries out an evaluation of outstanding loans and accounts receivable from customers, as detailed below:

Individual assessment of debtors: when debtors are recorded as individually significant, *i.e.*, when they have significant debt levels or, even for those that do not have these levels, could be classified in a group of financial assets with similar credit risk features and who, due to the size, complexity or level of exposure, require detailed information. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio Classification of Loan Portfolio Credit Approval: Loans approved on an individual basis and Note 1 Summary of Significant Accounting Policies (p) Provisions for loan losses of our Audited Consolidated Financial Statements.

Group assessment of debtors: when there is no evidence of impairment for individually-assessed debtors whether or not significant the Bank groups debtors with similar risk credit features and assesses them for impairment. Debtors individually assessed for impairment and for whom a loss due to impairment has been recorded, are not included in the group assessment of impairment. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio Classification of Loan Portfolio Credit Approval: Loans approved on a group basis and Note 1 Summary of Significant Accounting Policies (p) Provisions for loan losses of our Audited Consolidated Financial Statements.

*Derivative activities*

As of December 31, 2012, 2011, and 2010, derivatives are measured at fair value on the statement of financial position and the net unrealized gain (loss) on derivatives is classified as a separate line item within the income statement. Under IFRS, banks must mark-to-market derivatives. A derivative financial instrument held for trading purposes must be marked to market and the unrealized gain or loss must be recognized in the income statement. The Bank recognizes three kinds of hedge accounting: (i) cash flow hedges, (ii) fair value hedges and (iii) hedging of foreign net investments.

When a cash flow hedge exists, the fair value movements on the part of the hedging instrument and the hedged item that is effective are recognized in equity as valuation adjustments. Any ineffective portion of the fair value movement on the hedging instrument and the hedged item is recognized in the income statement.

When a fair value hedge exists, the fair value movements on the hedging instrument and the corresponding fair value movements on the hedged item are recognized in the income statement.

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When a hedge of net investment in a foreign operation exists, the fair value movements on the part of the hedging instrument and the hedged item that is effective are recognized in equity. Any ineffective portion of the fair value movement on the hedging instrument is recognized in the income statement.



**Table of Contents****C. 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. In 2012, the Chilean economy grew approximately 5.5% compared to 6.0% in 2011 and 5.4% in 2010. In the same period, internal demand increased 7.1%, with increases of 12.3% in private investment and 6.1% of household consumption. Unemployment has also been decreasing. As of December 2012, the unemployment rate was 6.1%, compared to 6.6% as of December 2011. The exchange rate appreciated in 2012 by 8.2%, and thus despite strong growth of internal demand, CPI inflation decreased to 1.5% in 2012 from 4.4% in 2011. Therefore, the Central Bank kept interest rates steady. In January 2012, interest rates were reduced by 25 basis points to 5.0%, and remained at that level for the rest of the year. Going forward, economic activity is expected to continue to increase, but possibly at a slower pace.

The growth of the Chilean banking sector evolved in line with overall economic developments, with an increase in the volume of loans and deposits. Total loans as of December 31, 2012 in the Chilean financial system were Ch\$101,895,688 million (U.S.\$213 billion), excluding Corpbanca's banking operations in Colombia, an increase of 15.9% in the last twelve months. Total customer deposits (defined as time deposits plus checking accounts), excluding Corpbanca's operations in Colombia, totaled Ch\$86,737,994 million (U.S.\$181 billion) as of December 31, 2012, an increase of 13.3% in the last twelve months. The non-performing loan (defined as loans with an installment that is at least 90 days past-due) to total loans ratio decreased from 2.3% as of December 31, 2011 to 2.1% as of December 31, 2012.

**Impact of Inflation**

Our assets and liabilities are denominated in Chilean pesos, Unidades de Fomento (UF) and foreign currencies. The Bank no longer recognizes inflation accounting and has eliminated price-level restatement in line with IFRS, but inflation impacts our results of operations as some loan and deposit products are contracted in UF. The UF is revalued in monthly cycles. Each day in the period beginning on 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 a proportionate amount of the change in the Chilean Consumer Price Index during the prior calendar month. One UF equaled Ch\$22,840.75 at December 31, 2012, Ch\$22,294.03 at December 31, 2011 and Ch\$21,455.55 at December 31, 2010. High levels of inflation in Chile could adversely affect the Chilean economy and could have an adverse effect on our business, financial condition and results of operations. Negative inflation rates also negatively impact our results. CPI inflation was 1.5% in 2012, 4.4% in 2011, and 3.0% in 2010. 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, due to the current structure of our assets and liabilities (*i.e.*, a significant portion of our loans are indexed to the inflation rate, but there are no corresponding features in deposits or other funding sources that would increase the size of our funding base), 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. In summary:

*UF-denominated assets and liabilities.* UF inflation was 2.45% in 2012, 3.91% in 2011 and 2.45% in 2010. The effect of any changes in the nominal peso value of our UF-denominated interest earning assets and interest bearing liabilities is reflected in our results of operations as an increase (or decrease, in the event of deflation) in interest income and expense, respectively. Our net interest income will be positively affected by an inflationary environment to the extent that our average UF-denominated interest earning assets exceed our average UF-denominated interest bearing liabilities. Our net interest income will be negatively affected in a deflationary environment if our average UF-denominated interest earning assets exceed our average UF-denominated interest bearing liabilities. Our net interest income will be negatively affected by inflation in any period in which our average UF-denominated interest bearing liabilities exceed our average UF-denominated interest earning assets. Our average UF-denominated interest earning assets exceeded our average UF-denominated interest bearing liabilities by Ch\$4,940,967 million in 2012, Ch\$3,611,046 million in 2011 and Ch\$3,171,140 million in 2010. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Average Balances, Income Earned from Interest-Earning Assets and Interest Paid on Interest-Bearing Liabilities. In general, the Bank has more UF-denominated financial assets than UF-denominated financial liabilities. In the year ended December 31, 2012, the interest earned on interest earning assets denominated in UF decreased 7.8% compared to the same figure in 2011 as UF inflation decreased. The nominal interest paid on these liabilities decreased 27.7% in 2012 compared to 2011 as inflation decelerated and the Bank also reduced the quantity of interest bearing liabilities linked to the UF.

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*Inflation and interest rate hedge.* A key component of our asset and liability policy is the management of interest rate risk. The Bank's assets generally have a longer maturity than our liabilities. As the Bank's mortgage portfolio grows, the maturity gap tends to rise as these loans, which are contracted in UF, have a longer maturity than the average maturity of our funding base. As most of our long term financial instruments and mortgage loans are contracted in UF and most of our deposits are in nominal pesos, the rise in mortgage lending increases the Bank's exposure to inflation and to interest rate risk. The size of this gap is limited by internal and regulatory guidelines in order to avoid excessive potential losses due to strong shifts in interest rates (see Item 11. Quantitative and Qualitative Disclosures About Market Risk). In order to keep this duration gap below regulatory limits, the Bank issues long term bonds denominated in UF or interest rate swaps. The financial cost of the bonds and the efficient part of these hedges is recorded as net interest income. In 2012, the loss from the swaps taken in order to hedge mainly for inflation and interest rate risk and included in net interest income totaled Ch\$57,118 million, compared to a loss of Ch\$58,775 million in 2011 and a loss of Ch\$2,008 million in 2010.

Inflation sensitive income	2012	As of December 31, 2011	2010	% Change	% Change
				2012/2011	2011/2010
	(In millions of Ch\$)				
Interest earned on UF assets(1)	648,594	703,286	537,621	(7.8%)	30.8%
Interest paid on UF liabilities(1)	(280,695)	(388,349)	(292,362)	(27.7%)	32.8%
Hedging results	(57,118)	(58,775)	(2,008)	(2.8%)	2,827.0%
Net gain	310,781	256,162	243,251	21.3%	5.3%

(1) Excludes results from hedging.

*Peso-denominated assets and liabilities.* Interest rates prevailing in Chile during any period primarily reflect the inflation rate during the period and the expectations of future inflation. The sensitivity of our peso-denominated interest earning assets and interest bearing liabilities to changes to such prevailing rates varies. See Item 5. Operating and Financial Review and Prospects C. Operating Results Interest Rates. 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 would adversely affect our net interest margin on inflation indexed assets funded with such deposits, and any increase in the rate of inflation would increase the net interest margin on such assets. (See Item 11. Quantitative and Qualitative Disclosures About Market Risk). The ratio of the average of such demand deposits and average shareholder's equity to average interest-earning assets was 29.3%, 27.2% and 27.9% for the years ended December 31, 2012, 2011 and 2010, respectively.

**Interest Rates**

Interest rates earned and paid on our assets and liabilities reflect, to a certain degree, inflation, expectations regarding inflation, changes 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 are generally re-priced sooner 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 rates since generally our UF-denominated assets exceed our UF-denominated liabilities. See Item 5. Operating and Financial Review and Prospects C. Operating Results Impact of Inflation Peso-denominated assets and liabilities. An increase in long term rates has a positive effect on our net interest margin, because our interest earning assets generally have longer terms than our interest bearing liabilities. In addition, because our peso-denominated liabilities have relatively short re-pricing 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 period's inflation, customers often switch funds from UF-denominated deposits to peso-denominated deposits, which generally bear higher interest rates, thereby adversely affecting our net interest margin.

**Table of Contents****Foreign Exchange Fluctuations**

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 and may be subject to significant fluctuations in the future. The Central Bank exchange rate appreciated in 2012 by 8.2%, so despite strong growth of internal demand, CPI inflation decreased to 1.5% in 2012 from 4.4% in 2011. See Item 3. Key Information A. Selected Financial Data Exchange Rates. A significant portion of our assets and liabilities are 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. Our current strategy is not to maintain a significant difference between the balances of our assets and liabilities in foreign currencies. In 2012, 2011 and 2010, the Bank held more liabilities than assets in foreign currencies, mainly the U.S. dollar, as a result of an ample supply of U.S.\$ deposits from companies that receive export revenues, foreign correspondent bank loans and bonds issued abroad. This difference is usually hedged using forwards and cross-currency swaps. Including derivatives, the Bank seeks to run no foreign currency risk in its non-trading balance sheet. Because such assets and liabilities, as well as interest earned or paid on such assets and liabilities, and gains and 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 relative to foreign currencies (principally the U.S. dollar). The translation gain or loss over assets and liabilities (excluding derivatives held for trading) is included as foreign exchange transactions in the income statement. The translation and mark-to-market of foreign currency derivatives held for trading is recognized as a gain or loss in the net results from mark-to-market and trading. See Item 11. Quantitative and Qualitative Disclosures About Market Risk E. Market Risks Foreign exchange fluctuations for more detail on the Bank's exposure to foreign currency.

The Bank also uses a sensitivity analysis with both internal limits and regulatory limits to seek to manage the potential loss in net interest income resulting from fluctuations of interest rates on U.S. dollar denominated assets and liabilities and a VaR model to limit foreign currency trading risk.

We also set an absolute limit on the size of Santander-Chile's consolidated net foreign currency trading position. At December 31, 2012, the Bank's consolidated net foreign currency position was equal to U.S.\$200 million. As the Bank's non-trading portfolio has no net exposure to foreign currency risk, the Bank's total exposure to foreign currency is reflected in the trading portfolio exposure to foreign currency. The Bank's average exposure to foreign currency was U.S.\$1 million in 2012. See Item 11. Quantitative and Qualitative Disclosures About Market Risk Volume limits. The limit on the size of the net foreign currency position is determined by our Asset and Liability Committee and is calculated and monitored by our Market Risk Department.

*Segmentation criteria*

The accounting policies used to determine the Bank's income and expenses by business segment are the same as those described in the summary of accounting policies in Note 1 Summary of Significant Accounting Policies of the Bank's Consolidated Financial Statements, and are customized to meet the needs of the Bank's management. The Bank earns most of its income in the form of interest income, fee and commission income and income from financial operations. To evaluate a segment's financial performance, the highest decision-making authority for the segment bases his assessment on the segment's interest income, fee and commission income, and expenses. This assessment helps the Bank make decisions over the resources that will be allocated to each segment.

**Table of Contents****Results of Operations for the Years Ended December 31, 2012, 2011 and 2010**

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 IFRS as issued by the IASB. The following table sets forth the principal components of our net income for the years ended December 31, 2012, 2011 and 2010.

	2012	2012	2011	2010	% Change	% Change
	(Th.U.S.\$)(1)		(Ch\$ million)		2012 / 2011	2011 / 2010
<b>CONSOLIDATED INCOME STATEMENT DATA</b>						
<b>IFRS:</b>						
<b>Interest income and expense</b>						
Interest income	3,948,946	1,890,953	1,768,735	1,412,983	6.9%	25.2%
Interest expense	(1,771,367)	(848,219)	(796,435)	(473,264)	6.5%	68.3%
<b>Net interest income</b>	<b>2,177,579</b>	<b>1,042,734</b>	<b>972,300</b>	<b>939,719</b>	<b>7.2%</b>	<b>3.5%</b>
<b>Fees and income from services</b>						
Fees and commission income	752,693	360,427	363,041	338,183	(0.7%)	7.4%
Fees and commission expense	(187,647)	(89,855)	(85,205)	(74,601)	5.5%	14.2%
<b>Total net fees and commission income</b>	<b>565,046</b>	<b>270,572</b>	<b>277,836</b>	<b>263,582</b>	<b>(2.6%)</b>	<b>5.4%</b>
<b>Other operating income</b>						
Net income from financial operations	(133,819)	(64,079)	170,857	38,755	-%	340.9%
Foreign exchange profit (loss), net	305,687	146,378	(76,660)	57,233	-%	-%
Financial transactions, net	171,868	82,299	94,197	95,988	(12.6%)	(1.9%)
Other operating income	27,368	13,105	18,749	43,608	(30.1%)	(57.0%)
<b>Total other operating income</b>	<b>199,236</b>	<b>95,404</b>	<b>112,946</b>	<b>139,596</b>	<b>(15.5%)</b>	<b>(19.1%)</b>
<b>Net operating profit before loan losses</b>	<b>2,941,861</b>	<b>1,408,710</b>	<b>1,363,082</b>	<b>1,342,897</b>	<b>3.3%</b>	<b>1.5%</b>
<b>Provision for loan losses</b>	<b>(843,045)</b>	<b>(403,692)</b>	<b>(316,137)</b>	<b>(253,915)</b>	<b>27.7%</b>	<b>24.5%</b>
<b>Net operating profit</b>	<b>2,098,816</b>	<b>1,005,018</b>	<b>1,046,945</b>	<b>1,088,982</b>	<b>(4.0%)</b>	<b>(3.9%)</b>
<b>Operating expenses</b>						
Personnel salaries and expenses	(627,123)	(300,298)	(280,613)	(250,265)	7.0%	12.1%
Administrative expenses	(382,957)	(183,379)	(166,825)	(147,343)	9.9%	13.2%
Depreciation and amortization	(117,717)	(56,369)	(53,466)	(49,403)	5.4%	8.2%
Impairment	(188)	(90)	(116)	(4,925)	(22.4%)	(97.6%)
Other operating expenses	(124,542)	(59,637)	(64,208)	(45,402)	(7.1%)	41.4%
<b>Total operating expenses</b>	<b>(1,252,527)</b>	<b>(599,773)</b>	<b>(565,228)</b>	<b>(497,338)</b>	<b>6.1%</b>	<b>13.7%</b>
<b>Net Operating income</b>	<b>846,289</b>	<b>405,245</b>	<b>481,717</b>	<b>591,644</b>	<b>(15.9%)</b>	<b>(18.6%)</b>
<b>Other non-operating results</b>						
Income from investments in other companies	558	267	2,140	1,171	(87.5%)	82.7%
<b>Total other non-operating results</b>	<b>558</b>	<b>267</b>	<b>2,140</b>	<b>1,171</b>	<b>(87.5%)</b>	<b>82.7%</b>
<b>Income before tax</b>	<b>846,847</b>	<b>405,512</b>	<b>483,857</b>	<b>592,815</b>	<b>(16.2%)</b>	<b>(18.4%)</b>
Income tax	(92,710)	(44,394)	(77,193)	(85,343)	(42.5%)	(9.5%)
<b>Consolidated Net income for the period</b>	<b>754,137</b>	<b>361,118</b>	<b>406,664</b>	<b>507,472</b>	<b>(11.2%)</b>	<b>(19.9%)</b>
<b>Net income for the period attributable to:</b>						
Equity holders of the Bank	744,477	356,493	401,733	505,393	(11.3%)	(20.5%)
Non-controlling interests	9,660	4,625	4,931	2,079	(6.2%)	137.2%

(1) Amounts stated in U.S. dollars at and for the year ended December 31, 2012 have been translated from Chilean pesos at the exchange rate of Ch\$478.85 = U.S.\$1.00 as of December 31, 2012. See Item 3. Key Information A. Selected Financial Data Exchange Rates for more information on exchange rate. *Results of operations for the years ended December 31, 2012 and 2011.* Consolidated net income for the year ended December 31, 2012 decreased 11.2% to Ch\$361,118 million. Our return on annualized average equity was 16.5% in 2012 compared to 20.4% in 2011.

*Net operating profit before loan losses* was Ch\$1,408,710 million in 2012, an increase of 3.3% compared to 2011. Our net interest income increased 7.2% to Ch\$1,042,734 million in 2012 from Ch\$972,300 million in 2011. The average balance of our interest-earning assets increased by 6.2% in 2012 compared to 2011. Our net interest margin improved 4 basis points to 4.82% in 2012 from 4.78% in 2011. This was mainly due to stricter pricing policy on our loans and an improved funding mix, partially offset by the lower yield earned on UF interest earning assets, which was mainly due to lower UF inflation in the year.

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*Net fees and commission income* decreased 2.6% to Ch\$270,572 million in the year ended December 31, 2012 compared to the same period in 2011. In 2012, the Bank executed a profound overhaul of its Client Relationship Management (CRM) systems and other changes to its commercial team front-office functions. The Bank expects this to improve productivity in the future, but in the short-term, this caused some disruptions in business activity due to training and other factors, which negatively affected fee income in the Commercial banking segment. At the same time, the Bank modified its admission policies for loan origination, which resulted in lower business activity and client growth, especially in the individuals segment. Finally, the negative effects of the establishment of the SERNAC Financiero increased the difficulty of rising fees.

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*Results of financial transactions, net*, which is the sum of trading activities, fair value adjustments and foreign exchange transactions, totaled Ch\$82,299 million in the year ended December 31, 2012, a decrease of 12.6% compared to the same period in 2011. These results include the results of our Treasury Division's trading business and financial transactions with customers as well the results of our Financial Management Division. Client treasury services decreased 1.0% in 2012 compared to 2011 and represented the majority of our financial transaction income. In 2012, the results from Santander Global Connect (SGC) totaled Ch\$52,703 million and decreased 15.8% compared to 2011, as 2011 figures included large one-time operations that were not repeated in 2012. Santander Global Connect is a specialized platform designed to facilitate the sale of derivatives to a broad range of companies in all segments and through the branch network. The results from market-making with client services increased 34.9% in 2012 compared to 2011, totaling Ch\$34,991 million. This was mainly due to growth in tailor-made treasury services sold to specific corporate clients. The results from non-client Treasury Division income totaled a loss of Ch\$5,395 million in 2012 compared to a gain of Ch\$5,642 million in 2011. The non-client Treasury Division figures in 2011 included larger gains from the sale of loans compared to 2012 and the one-time gain of Ch\$5,705 million recorded from the sale of shares in Visa Inc.

*Other operating income* totaled a gain of Ch\$13,105 million in the year ended December 31, 2012, and decreased 30.1% compared to 2011. The main reasons for this decrease were the lower gains from income from assets received in lieu of payments and lower income from the sale of branches. Branches are risk weighted at 100% and, therefore, from a regulatory capital perspective, it is more efficient to rent them than to own them.

*Provisions for loan losses, net of recoveries* totaled Ch\$393,264 million in 2012 and increased 24.4% compared to the amount of provisions recorded in 2011. The increase was mainly due to a rise in net provision expense of consumer loans. Provisions established for the Bank's consumer loans increased by 26.3% to Ch\$201,136 million in 2012 compared to 2011. In June 2012, the Bank updated its allowance model for consumer loans, which mainly impacted the provisions established for renegotiated loans, and resulted in a provision of Ch\$24,753 million. Consumer loan charge-offs also increased by Ch\$ 32,860, or 71.3%, in the year ended December 31, 2012 compared to the corresponding period in 2011. The increase was mainly due to the tightening of renegotiation policies for consumer loans that led to a greater amount of impaired consumer loans entering non-performing status and subsequently being charged-off. The negative effects of the Ley de Dicom, which reduced the effectiveness of the negative credit bureau data used in our credit scoring models, also impacted provisions and charge-offs in 2012.

The ratio of impaired loans to total loans decreased from 7.6% as of December 31, 2011 to 7.1% as of December 31, 2012, as the Bank reduced growth in riskier loan segments, reduced renegotiations and increased charge-offs. The ratio of non-performing loans to total loans rose from 2.9% as of December 31, 2011 to 3.2% as of December 31, 2012. This increase was the result of stricter renegotiation policies; as the Bank charged off more loans, the number of impaired loans, which include non-performing loans and renegotiated loans, fell, but there were fewer loans being moved out of impaired status as due to these stricter policies.

Recoveries on loans previously charged-off decreased 7.8% in the year ended December 31, 2012 compared to the corresponding period in 2011. This was a direct result of a one-time recovery, due to a payment by the Chilean National Housing Association, of Ch\$14,390 million in 2011 in the residential mortgage portfolio. Excluding this figure, recoveries increased 54.0% in 2012 compared to 2011. In 2012 consumer loan recoveries increased 76.5% from the corresponding period in 2011, as the Bank increased charge-offs and reduced renegotiations. Collection efforts were also bolstered, especially in consumer loans, which represents the bulk of the Bank's charge-offs.

As a result of the factors mentioned above, net operating profit decreased 4.0% in 2012 compared to 2011 and totaled Ch\$1,005,018 million.

*Operating expenses* increased 6.1% in 2012 and totaled Ch\$599,773 million compared to the corresponding period in 2011. Personnel salaries and expenses increased by 7.0% from the corresponding period in 2011 mainly due to higher salaries and headcount. Administrative expenses increased 9.9% in the year ended December 31, 2012 compared to the corresponding period in 2011. In 2012, the Bank focused on its Transformation Plan, which is a broad overhaul and improvement of our retail banking activities, especially among Individuals in Commercial banking and SMEs. This also entails greater expenses related to IT projects being carried out to improve productivity. Our efficiency ratio was 42.6% in 2012 and 41.5% in 2011.

*Other operating expenses* were Ch\$59,637 million in 2012, a 7.1% decrease compared to 2011. This decrease was mainly due to: (i) lower provisions and expenses for repossessed assets that totaled Ch\$10,176 million in 2012, compared to Ch\$12,782 million in 2011 and (ii) lower operating charge-offs that totaled Ch\$8,366 million in 2012, compared to Ch\$9,884 million in 2011.

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Our *income tax expense* decreased by 42.5% in the year ended December 31, 2012 compared to the same period in 2011. The effective tax rate paid was 10.9% in 2012 compared to 15.9% in 2011. The lower effective tax rate in 2012 compared to 2011 was due to the decline in the statutory tax rate in Chile in 2012 to 18.5% from 20.0% in 2011. Additionally, in September 2012, the statutory tax rate to be applied in 2013 was permanently increased from 18.5% to 20% and this created a one-time income tax reversal of Ch\$ 16,221 million in 2012, corresponding to the adjustment of deferred tax assets to the higher statutory rate.

*Results of operations for the years ended December 31, 2011 and 2010.* Net income for the year ended December 31, 2011 decreased 19.9% compared to the same period in 2010 to Ch\$406,664 million. Our return on annualized average equity was 20.4% in 2011 compared to 29.0% in 2010.

*Net operating profit before loan losses* was Ch\$1,363,082 million in 2011, an increase of 1.5% compared to 2010. Our net interest income increased 3.5% to Ch\$972,300 million in 2011 from Ch\$939,719 million in 2010. The average balance of our interest-earning assets increased by 16.5% in 2011 compared to 2010. However, our net interest margin decreased 60 basis points to 4.8% in 2011 from 5.4% in 2010 mainly due to higher funding costs. As discussed in further detail below, the rise in the average rate of interest paid on time deposits due to higher short-term interest rates was a result of increased overall funding costs. This was only partially offset by higher volumes, higher asset yields and higher inflation in 2011 compared to 2010.

*Net fees and commission income* increased 5.4% to Ch\$277,836 million in 2011 compared to 2010. Net fees were positively affected by the growth of the Chilean economy and the Bank's marketing and promotion efforts to increase product usage. Fees from credit, debit and ATM cards increased 6.5%, fees from insurance brokerage fees increased by 3.9% and securities brokerage fees increased 15.6% in 2011. These increases were partially offset by a 5.4% decrease in fees from checking accounts and lines of credit. This decline was due to the reduction in the amount of lines of credit and overdraft lines made available to clients, following an increase in provisioning requirements for unused lines of credit under local Chilean Bank GAAP.

*Results of financial transactions, net*, which is the sum of trading activities, fair value adjustments and foreign exchange transactions, totaled Ch\$94,197 million in 2011, a decrease of 1.9% compared to 2010. These results include the results of our Treasury Division's trading business and financial transactions with customers, SGC and our Financial Management Division. The results from the Financial Management Division recorded a loss of Ch\$20,072 million in 2011 compared to a loss of Ch\$597 million in 2010. Throughout 2011, the Bank maintained above-average levels of liquidity, part of which was generated from U.S.-denominated liabilities, as a conservative measure given the uncertainty that surrounded global financial markets. These dollar liabilities are hedged through derivatives (short-term foreign currency swaps), but the short-term interest rate differential between U.S.\$ and Ch\$ has increased and has produced a higher cost registered in financial transactions, net. This higher cost is partially offset by net interest income where the interest earned on the short-term liquid asset is registered and the interest expense of the U.S.-denominated liabilities is also recorded.

The results from SGC, a specialized platform designed to facilitate the sale of derivatives to a broad range of companies in all segments through our branch network and through market-making, increased 15.0% in 2011 from Ch\$54,472 million in 2010. Our proprietary trading results totaled a gain of Ch\$16,022 million in 2011, which represented an increase of 172.5% compared to 2010. This was mainly due to positive results in the foreign exchange market.

*Other operating income* totaled a gain of Ch\$18,749 million in 2011, a 57.0% decrease from Ch\$43,608 million in 2010. This decline was mainly due to the gain from sale of branches recorded in 2010, which did not occur to the same extent as in 2011, as well as lower recoveries of provisions for contingencies and a decrease in insurance payments relating to the earthquake.

*Provision expense, net of recoveries* increased 24.5% in 2011 compared to 2010. Provision for loan losses increased 30.6% to Ch\$254,079 million in 2011 compared to 2010. Provisions for consumer loans increased 27.7% in 2011 compared to 2010. This increase was mainly due to a rise in consumer non-performing loans of 31.6% in the year. This rise was due to the 9.0% year-over-year increase in consumer loans, as well as tighter renegotiation policies in consumer

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lending that led to higher non-performing loans. Provisions for mortgage loans increased 211.0% in 2011 compared to 2010. In June 2011, the Bank modified its provisioning model for residential mortgage loans. As of June 2011, residential mortgage loans are assigned an allowance level based on credit risk profiles, which are determined utilizing a statistical model that considers: (i) the borrower's credit history, (ii) if the client is a new client or an existing client, (iii) if the client is a Bank client or a Santander Banefe client and (iv) if the client has been renegotiated in the banking system. The total impact of this change on loan loss reserves was Ch\$16,258 million in 2011. Provisions in commercial loans increased 24.9% in 2011 compared to 2010. This increase was mainly due to the modification and recalibration of the Bank's provisioning model of commercial loans analyzed on a group basis which are mainly comprised of loans to small and mid-sized companies. Previously, loan loss allowance in this category of loans was mainly determined by the number of days a loan was past-due. Currently, provisions are set according to (i) performing status, (ii) if a client has been renegotiated or not, (iii) if a client is a new client or an existing client, and (iv) if the client has collateral in connection with the loan. The total impact of this change on loan loss reserves was Ch\$16,560 million in 2011.

Charge-offs in 2011 increased 8.9% compared to 2010, totaling Ch\$97,883 million. This increase was mainly due to a 61.7% rise in charge-offs in commercial loans in the same period, led by greater charge-offs in the SME and middle-market segments. Consumer loan charge-offs decreased 17.4% in 2011 compared to 2010 and charge-offs in residential mortgage loans decreased 12.2% in the same period.

Recoveries on loans previously charged-off increased by 17.5% in 2011 compared to 2010. This was due to the 1,061.6% increase in residential mortgage loan loss recoveries, which was a direct result of a one-time recovery of Ch\$14,390 million in the residential mortgage portfolio.

As a result of the factors mentioned above, net operating profit decreased 3.9% in 2011 compared to 2010 and totaled Ch\$1,046,945 million.

*Operating expenses* increased 13.7% in 2011 compared to the corresponding period in 2010. Personnel salaries and expenses increased by 12.1% mainly due to higher headcount, as well as higher severance payments. Administrative expenses increased 13.2%. The main reasons for this rise in administrative expenses were: (i) the 18.3% rise in branch rental expenses to Ch\$22,337 million in 2011 due to the Bank having sold branches in 2010 and 2011 and these branches then being rented to us and (ii) greater business activity, as well as the expenses related to IT projects being carried out to improve productivity. Our efficiency ratio was 41.5% in 2011 compared to 37.0% in 2010.

*Other operating expenses* were Ch\$64,208 million in 2011, a 41.4% increase compared to 2010. The increase in other operating expenses was mainly due to: (i) higher provisions for repossessed assets, which totaled Ch\$10,050 million in 2011 and increased 179.6% from Ch\$3,594 million in 2010; (ii) provisions for contingencies, which totaled Ch\$8,144 million in 2011 and increased 950.9% from Ch\$775 million in 2010 and which were mainly provisions set aside for possible non-credit contingencies such as tax, legal and labor contingencies and other non-specific provisions; and (iii) other expenses, which increased 50.4% mainly as a result of a 104.1% rise in operational charge-offs related to ATMs and other equipment that was damaged or vandalized in 2011. This was offset by lower earthquake related expenses, lower expenses related to repossessed assets and lower credit card expenses.

*Our income tax expense* decreased by 9.5% in the year ended December 31, 2011 compared to 2010. The effective tax rate paid was 15.9% in 2011 compared to 14.4% in 2010. The statutory tax rate in Chile in 2011 reached 20% compared to 17% in 2010. The higher effective tax rate in 2011 is mainly due to this rise in the statutory corporate tax rate. The decline in income tax expense is mainly due to the lower income before taxes.

### Net interest income

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$, except percentages)				
Individuals (Commercial banking)	497,802	453,139	426,558	9.9%	6.2%
Individuals (Santander Banefe)	123,168	117,154	106,942	5.1%	9.5%
Small and mid-sized companies	234,012	207,008	192,825	13.0%	7.4%
Institutional	28,466	26,856	19,675	6.0%	36.5%
Companies	148,433	140,818	126,936	5.4%	10.9%
<b>Total commercial banking</b>	<b>1,031,881</b>	<b>944,975</b>	<b>872,936</b>	<b>9.2%</b>	<b>8.3%</b>



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	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$, except percentages)				
<b>Global banking &amp; markets</b>	<b>57,591</b>	<b>48,942</b>	<b>60,164</b>	<b>17.7%</b>	<b>(18.7%)</b>
Other (1)	(46,738)	(21,617)	6,619	116.2%	%
<b>Net interest income</b>	<b>1,042,734</b>	<b>972,300</b>	<b>939,719</b>	<b>7.2%</b>	<b>3.5%</b>
Average interest-earning assets	21,620,090	20,355,039	17,479,483	4.7%	16.5%
Average non-interest-bearing demand deposits	4,177,432	3,575,544	3,152,513	9.7%	13.4%
Net interest margin (2)	4.8%	4.8%	5.4%		
Average shareholders' equity and average non-interest-bearing demand deposits to total average interest-earning assets	29.4%	27.4%	28.1%		

(1) Consists mainly of net interest income from the Financial Management Division and the cost of funding our fixed income trading portfolio. Each segment obtains funding from its clients. Any surplus deposits are transferred to the Financial Management Division, which in turn makes such excess available to other areas that need funding. The Financial Management Division also sells the funds it obtains in the institutional funding market at a transfer price equal to the market price of the funds.

(2) Net interest margin is net interest income divided by average interest-earning assets.

*For the years ended December 31, 2012 and 2011.* Our net interest income totaled Ch\$1,042,734 million in the year ended December 31, 2012, an increase of 7.2% from Ch\$972,300 million in 2011. Average interest earning assets increased 6.2% in the same period, driven mainly by lending to Companies, SME and Global banking & markets. Net interest margin in 2012 was 4.8% compared to 4.8% in 2011. Net interest margins were positively affected by the average nominal rate we earned on our non-inflation linked interest earning assets. This was mainly due to a stricter pricing policy on our loans. This was partially offset by the lower yield earned on UF interest earning assets, which decreased from 8.4% in 2011 to 7.1% in 2012, mainly due to lower UF inflation in the year.

Average nominal rate earned on interest earning assets	2012	2011
Ch\$	12.2%	11.2%
UF	7.1%	8.4%
Foreign currencies	2.0%	0.8%
<b>Total</b>	<b>8.8%</b>	<b>8.7%</b>

The Bank's funding mix also improved in 2012. The average rate paid on our interest bearing liabilities increased from 5.1% in 2011 to 5.3% in 2012, but average non-interest bearing demand deposits to total average interest earning assets increased from 27.4% in 2011 to 29.4% in 2012. Average non-interest bearing demand deposits increased 16.8% in 2012 compared to 2011 and totaled Ch\$4,177,432 million.

The changes in net interest income by sub-segment in 2012 as compared to 2011 were as follows:

Net interest income from Individuals in Commercial banking increased 9.9%, mainly as a result of the 5.2% increase in loan volumes in this sub-segment and higher loan yields as a direct result of a stricter pricing policy enforced in this sub-segment. This was also due to an improved funding mix.

Net interest income from Individuals in Santander Banefe increased 5.1%, mainly as a result of higher loan prices, partially offset by the 0.7% decrease in loan volumes as a result of the Bank's more conservative stance regarding loan growth in this segment.

Net interest income from Small and mid-sized companies increased 13.0%, mainly as a result of the 10.8% increase in loans to this sub-segment and an improved funding mix.

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Net interest income from Companies increased 5.4%, mainly as a result of the 11.5% increase in loans to this sub-segment due to the positive evolution of the Chilean economy. This was partially offset by increased competition in this sub-segment, which lowered loan yields, but this sub-segment has a less risky loan profile, which was a focus of the Bank in 2012 given the increase in risk in the Individuals sub-segment.

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Loans in the Global banking and markets segment increased 24.3% in 2012 compared to 2011, which led to a 17.7% increase in net interest income in this segment. Net interest income from the Global banking and markets segment decreased 18.7% in the same period as a result of this loan growth driven by a favorable economic environment, but offset by increased price competition.

Other net interest income consists mainly of net interest income from the available for sale investment portfolio and deposits in the Central Bank and the financial cost of supporting our cash position and investment portfolio for trading, the interest income from which is recognized as net income from financial operations and not interest income. The net interest income included as other totaled a loss of Ch\$46,738 million in 2012 compared to a loss of Ch\$21,617 million in 2011. Despite a similar result from hedging, the lower UF inflation rate negatively affected net interest income from this segment. At the same time, in 2012, the Bank reduced its excess cash position, especially in the second half of 2012 as international markets stabilized, which resulted in lower financial investment income. This was mainly executed by pre-paying the Bank's more expensive interest bearing liabilities such as some bonds and foreign bank borrowings.

The following table shows our balances of loans and accounts receivable from customers and interbank loans by segment and sub-segment at the dates indicated.

	2012	As of December 31, 2011	2010	% Change 2012/2011	% Change 2011/2010
<b>Loans by segment</b>					
	(in millions of Ch\$)				
Individuals (Commercial banking)	8,924,389	8,484,493	7,664,070	5.2%	10.7%
Individuals (Santander Banefe)	799,412	804,852	714,899	(0.7%)	12.6%
Small and mid-sized companies	2,836,695	2,560,736	2,373,360	10.8%	7.9%
Institutional	356,465	355,199	332,150	0.4%	6.9%
Companies	4,072,191	3,650,709	3,286,920	11.5%	11.1%
<b>Total Commercial banking</b>	16,989,152	15,855,989	14,371,399	7.1%	10.3%
Global banking & markets	1,858,116	1,494,752	1,293,221	24.3%	15.6%
Other	119,384	84,041	62,662	42.1%	34.1%
<b>Total loans(1)</b>	18,966,652	17,434,782	15,727,282	8.8%	10.9%

(1) Includes interbank loans.

For the years ended December 31, 2011 and 2010. Our net interest income totaled Ch\$972,300 million in the year ended December 31, 2011, an increase of 3.5% from Ch\$939,719 million in 2010. Average interest earning assets increased 16.5% in the same period, driven mainly by lending to individuals, companies and the global banking and markets segment. Net interest margin in 2011 was 4.8% compared to 5.4% in 2010. Net interest margins were negatively affected by the rise in average short-term interest rates. As interest-bearing liabilities generally have shorter terms than interest-earning assets, a rise in short-term rates has a negative effect on our margins. The average nominal rate we paid on our peso-denominated interest-bearing liabilities was 6.3% in 2011 compared to 2.7% in 2010. The average nominal rate we paid on our peso-denominated time deposits was 5.6% in 2011 compared to 2.3% in 2010. As a result, interest expense in 2011 increased 68.3% compared to interest expense in 2010.

The impact of interest rate increases was partially offset by a higher local inflationary environment. In 2011, the value of the UF increased by 3.9% compared to a rise of 2.5% in 2010. As we have more interest-earning assets than liabilities linked to the UF, our net interest income was positively affected by this change in inflationary trends. At the same time, the higher interest rate environment also pushed upward the nominal rate earned over our interest earning assets, albeit to a lesser extent than the rise of our funding costs. The average nominal rate earned over interest earning assets increased to 8.7% in 2011 from 8.1% in 2010.

The changes in net interest income by segment and sub-segment in 2011 as compared to 2010 were as follows:

Net interest income from Individuals in Commercial banking increased 6.2%, mainly as a result of the 10.7% increase in loan volumes in this sub-segment. This was partially offset by higher funding costs due to the rising short-term interest rates throughout 2011.



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Net interest income from Individuals in Santander Banefe increased 9.5%, mainly as a result of the 12.6% increase in loan volumes in this sub-segment. This was partially offset by higher funding costs due to the rising short-term interest rates throughout 2011.

Net interest income from Small and mid-sized companies increased 7.4% mainly as a result of the 7.9% increase in loans to this sub-segment. This was partially offset by the increase in average short-term interest rates, which affected funding costs.

Net interest income from the Companies sub-segment increased 10.9%, mainly as a result of the 11.1% increase in loans to this segment due to the positive evolution of the economy. This was partially offset by the rise in funding costs.

Loans in the Global banking and markets segment increased 15.6% in 2011 compared to 2010. Net interest income from the Global banking and markets segment decreased 18.7% in the same period. This was mainly due to the higher short-term interest rates that affected funding costs and lower loan spreads due to competitive pressures.

Other net interest income consists mainly of net interest income from the available for sale investment portfolio and deposits in the Central Bank and the financial cost of supporting our cash position and investment portfolio for trading, the interest income from which is recognized as net income from financial operations and not interest income. The net interest income included as Other totaled a loss of Ch\$21,617 million in 2011 compared to a gain of Ch\$6,619 million in 2010. As short-term interest rates increased, the financial cost of maintaining these lower yielding assets rose. Simultaneously, the yield obtained on low yielding assets did not rise as the Bank increased its short-term liquidity as a proactive measure given the uncertainty surrounding global financial markets since the second quarter of 2011. The nominal rate earned on the Bank's financial investments decreased from 3.2% in 2010 to 2.5% in 2011. This segment's results also reflect the impact of higher funding costs to finance the Bank's financial investments and cash position.

**Fee and commission income**

For the years ended December 31, 2012 and 2011. Net fees and commission income decreased 2.6% to Ch\$270,572 million in the twelve-month period ended December 31, 2012 compared to the same period in 2011. In 2012, the Bank executed a profound overhaul of its Client Relationship Management (CRM) systems and other changes to its commercial team front-office functions. The Bank expects this to improve productivity in the future, but in the short-term this caused some disruptions in business activity due to training and other factors, which negatively affected fee income in Commercial banking. At the same time, the Bank modified its admission policies for loan origination, which resulted in lower business activity and client growth, especially in individuals. Finally, the negative effects of the creation of the SERNAC Financiero increased the difficulty of rising fees. See Item 3. Key Information D. Risk Factors Chile's banking regulatory and capital markets environment is continually evolving and may change.

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, 2012, 2011 and 2010.

	Year ended December 31,			% Change 2012/2011	% Change 2011/2010
	2012	2011	2010		
	(in millions of Ch\$)				
Collections	56,472	61,803	60,136	(8.6%)	2.8%
Credit, debit and ATM cards	53,934	59,525	55,899	(9.4%)	6.5%
Asset management	33,414	37,618	39,952	(11.2%)	(5.8%)
Insurance brokerage	32,499	34,066	32,783	(4.6%)	3.9%
Checking accounts	28,755	28,725	27,011	0.1%	6.3%
Letters of credit	28,523	24,388	22,852	17.0%	6.7%
Custody and brokerage services	9,585	10,517	9,101	(8.9%)	15.6%
Lines of credit	9,296	11,602	15,603	(19.9%)	(25.6%)
Office banking	1,481	2,267	1,832	(34.7%)	23.7%
Other fees	16,613	7,325	(1,587)	126.8%	-%
<b>Total fees and commission income, net</b>	<b>270,572</b>	<b>277,836</b>	<b>263,582</b>	<b>(2.6%)</b>	<b>5.4%</b>



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Fees from collections decreased by 8.6% in 2012 compared to 2011. This was mainly due to a 19.6% decrease of insurance premiums for loan related insurance as loan origination, especially residential mortgage loan origination, decelerated in 2012. At the same time, in July 2012, new regulations regarding the sale of mandatory insurance for loans was introduced. This affected some of our competitor's insurance rates offered in connection with mortgage loans (mainly fire, earthquake and life), thus impacting the profitability of our mortgage insurance products due to competitive pressures. This was offset by the 23.2% increase of loan collections fees that totaled Ch\$18,666 million, which is a direct result of the Bank's efforts to strengthen its collection efforts.

Fees from credit, debit and ATM cards decreased by 9.4%, reflecting the reduction of clients in the Bank's Santander Banefe sub-segment, as the Bank reduced its exposure to clients with unhealthy financial behavior. This had a negative impact on certain fees, specifically credit card, checking account and line of credit fees, but the Bank expects this to have a positive impact on asset quality in this segment in future periods. In 2012, the Bank, generated 31.6% of all bank monetary purchases.

Fees from our asset management business decreased 11.2% in 2012 compared to 2011. Total funds under management increased 7.3% in 2012 and totaled Ch\$3,155,557 million (U.S.\$6.6 billion), but this rise was mainly concentrated in low-yielding fixed income funds, while funds under management in higher-yielding emerging market equity funds fell during the year.

Insurance brokerage fees decreased by 4.6% in 2012. This was mainly due to lower business volumes in our insurance brokerage subsidiary.

Fees from checking accounts increased 0.1% in 2012 compared to 2011. This increase was due to the 3.7% increase in total checking accounts to 743,450 in 2012, partially offset by competitive pressures on checking account maintenance fees and increased restrictions on the increase of fees following the creation of the SERNAC Financiero.

Fees from letters of credit and other contingent operations increased 17.0% in 2012. This decrease was mainly due to positive performance of our international and foreign trade financing businesses with clients.

Brokerage and custody fees decreased 8.9% in 2012 as compared to 2011. This increase was primarily due to a fall in volumes brokered by our brokerage unit following several large one-time transactions executed in 2011 and not repeated in 2012.

Fees from lines of credit decreased 19.9% in 2012 compared to 2011. This decrease was mainly due to a decrease in lines of credit as the Bank reduced its exposure to clients with unhealthy financial behavior, though the Bank expects this to have a positive impact on asset quality in the Individuals sub-segment in future periods. The decrease was also due to increased restrictions on the increase of fees following the creation of the SERNAC Financiero.

Fees from office banking decreased 34.7% in 2012 compared to 2011, as despite an increase in usage of online banking on behalf of companies, the Bank discounted the price of this product in order to attract cash management and demand deposits from clients.

The rise in other fee income of 126.8% in 2012 compared to 2011 was mainly due to higher fees in our Companies, SMES and Institutional business sub-segments as the Bank focused on increasing banking services and activities with these clients. Fees from foreign currency operations increased 13.0% compared to 2011 and totaled Ch\$3,235 million. Financial advisory services fees increased 28.2% compared to 2011 to Ch\$5,810 million and other net corporate service fees increased 650.7% compared to 2011 to Ch\$7,936 million, due to several investment banking transactions performed in 2012.

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The following table sets forth, for the periods indicated our fee income broken down by segment and sub-segment for the periods indicated:

	Year ended December 31,			% Change 2012/2011	% Change 2011/2010
	2012	2011	2010		
	(in millions of Ch\$)				
Individuals (Commercial banking)	140,430	149,970	159,708	(6.4%)	(6.1%)
Individuals (Santander Banefe)	33,853	37,206	32,133	(9.0%)	15.8%
Small and mid-sized companies	39,024	38,274	34,460	2.0%	11.1%
Institutional	2,466	1,831	2,452	34.7%	(25.3%)
Companies	25,836	24,310	20,215	6.3%	20.3%
<b>Total commercial banking</b>	<b>241,609</b>	<b>251,591</b>	<b>248,968</b>	<b>(4.0%)</b>	<b>1.1%</b>
<b>Global banking and markets</b>	<b>26,315</b>	<b>31,908</b>	<b>23,173</b>	<b>(17.5%)</b>	<b>37.7%</b>
Other	2,648	(5,663)	(8,559)	-%	(33.8%)
<b>Total fees and commission income, net</b>	<b>270,572</b>	<b>277,836</b>	<b>263,582</b>	<b>(2.6%)</b>	<b>5.4%</b>

Fees from Individuals in Commercial banking decreased 6.4% in 2012 compared to 2011. Fees from Individuals in Santander Banefe decreased 9.0% in 2012 compared to 2011. As mentioned, in 2012, the Bank executed a profound overhaul of its Client Relationship Management (CRM) systems and other changes to its commercial team front-office functions. At the same time, the Bank modified its admission policies for loan origination, which resulted in lower business activity and client growth, especially in individuals. Additionally, these fees were impacted by the SERNAC Financiero's restrictions on the increase of fees.

The rise in fees by 2.0% in 2012 from Small and mid-sized companies was mainly due to higher business activity in various products and services.

The 34.7% and 6.3% increases in fees in the Institutional and the Companies sub-segments, respectively, reflect the Bank's increased focus on increasing banking services and activities with these clients in 2012. This included increases in cash management fees, foreign currency operations, financial advisory services and other net corporate service fees.

Fees from the Global banking and markets segment decreased by 17.5%, primarily due to a fall in volumes our brokerage unit and several other large one-time transactions executed in 2011 and not repeated in 2012.

*For the years ended December 31, 2011 and 2010.* Net fees and commission income increased 5.4% to Ch\$277,836 million in the twelve-month period ended December 31, 2011 compared to the same period in 2010.

Fees in the Companies segment increased by 20.3% in 2011 compared to 2010, mainly as a result of the rise in office banking fees as more clients used the on-line banking service.

Fees from Individuals in Commercial banking decreased 6.1% in 2011 compared to 2010, mainly as a result of the decrease in fees for lines of credit. This decrease was due to a reduction in the amount of lines of credit and overdraft lines available to clients for credit risk reasons that resulted from a required increase under Chilean Bank GAAP in provisioning requirements for unused lines of credit.

Fees from Individuals in Santander Banefe increased 15.8% in 2011 compared to 2010, mainly as a result of the increase in credit card fees due to higher usage and an increase in collection fees. In the second half of 2011, the Bank reorganized and augmented its collection unit resulting in greater fee collection.

The rise in fees by 11.1% from Small and mid-sized companies was mainly due to higher fees from our office banking, brokerage and custody and foreign trade related businesses.

Fees from the Institutional segment decreased 25.3% in 2011 compared to 2010 primarily as a result of lower business activity with universities.

Fees from the Global banking and markets segment increased by 37.7% in 2011 compared to 2010, mainly as a result of an increase in fees from investment banking activities, advisory services and brokerage services.





**Table of Contents****Financial transactions, net**

The following table sets forth information regarding our income (loss) from financial transactions for the years ended December 31, 2012, 2011 and 2010.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Net income from financial operations	(64,079)	170,857	38,755	-%	340.9%
Foreign exchange profit (loss), net	146,378	(76,660)	57,233	-%	-%
<b>Total financial transactions, net</b>	<b>82,299</b>	<b>94,197</b>	<b>95,988</b>	<b>(12.6%)</b>	<b>(1.9%)</b>

For the years ended December 31, 2012 and 2011. Total financial transactions, net, which is the sum of trading activities, fair value adjustments in our securities portfolio and foreign exchange transactions, totaled Ch\$82,299 million in the year ended December 31, 2012, a decrease of 12.6% compared to the same period in 2011. These results include the results of our Treasury Division's trading business and financial transactions with customers, as well the results of our Financial Management Division.

Net income from financial operations was a loss of Ch\$64,079 million in 2012 compared to a gain of Ch\$170,857 million in the corresponding period in 2011. In 2012, the Chilean peso appreciated 8.2%, compared to an 11.3% depreciation in 2011. This explains the difference in results from derivatives classified as trading, which totaled a loss of Ch\$104,344 million in 2012 compared to a gain of Ch\$116,877 million in 2011. Derivatives are mainly composed of forward and swap contracts that hedge our spot position in foreign currency. Our spot position includes all assets and liabilities in foreign currency and assets and liabilities in Ch\$ linked to U.S.\$ that are not derivatives. For more details, see Item 11. Quantitative and Qualitative Disclosures About Market Risk E. Market Risks Market risk management Market risk local and foreign financial management. As the Chilean peso appreciates, we usually record a low or negative result from the fair value of derivatives held for trading. As the Chilean peso depreciates, we usually record a high result from the fair value of derivatives held for trading. This is offset by foreign exchange transaction results, which include the mark-to-market of our spot foreign currency position, net of hedge-accounted derivatives.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Derivatives classified as trading	(104,344)	116,877	3,598	-%	3,148.4%
Trading investments	36,338	38,819	31,058	(6.4%)	25.0%
Sale of loans	4,835	9,692	12,397	(50.1%)	(21.8%)
Available-for-sale instruments sales	(1,764)	(3,356)	(8,319)	(47.4%)	(59.7%)
Other results	856	8,825	21	(90.3%)	41,923.8%
<b>Net income (loss) from financial operations</b>	<b>(64,079)</b>	<b>170,857</b>	<b>38,755</b>	<b>-%</b>	<b>340.9%</b>

The lower results from trading investments are mainly due to lower interest income from this portfolio, as 94% of the assets in the portfolio are denominated in UF's and, therefore, when inflation decelerated in 2012, interest income from these assets decreased. The negative result from the available for sale portfolio is mainly due to higher long-term interest rates, which have a negative impact on the realized losses of these financial investments. The interest income from the available for sale portfolio is recorded as net interest income and interest income from the trading portfolio is recorded as income in net income from financial operations.

The income from the sale of loans totaled Ch\$4,835 million in 2012 compared to Ch\$9,692 million in 2011, mainly as a result of lower gains from the sale of loans that have been previously charged-off. The Bank has refocused its collection efforts from selling charged-off loans to in-house collection efforts. These loans were sold to various non-related collection companies and asset managers.

The decrease in other results was mainly due to the gain in 2011 of Ch\$5,705 million recorded from the sale of all of the Bank's shares in Visa Inc, which was included in other results in 2011.

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	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Net profit or loss from foreign currency exchange differences	270,990	(257,986)	273,997	-%	-%
Hedge-accounting derivatives	(120,610)	177,553	(215,721)	-%	-%
Translation gains and losses over assets and liabilities indexed to foreign currencies, net	(4,002)	3,773	(1,043)	-%	-%
<b>Net results from foreign exchange profit (loss)</b>	<b>146,378</b>	<b>(76,660)</b>	<b>57,233</b>	<b>-%</b>	<b>-%</b>

The net result from foreign exchange transactions totaled a gain of Ch\$146,378 million in 2012 compared to a loss of Ch\$76,660 million in 2011, due to the appreciation of the peso in 2012 compared to a depreciation in 2011. Foreign currency exchange differences totaled a net gain of Ch\$270,990 million in 2012 compared to a loss of Ch\$257,986 million in 2011. This increase was mainly the result of the appreciation of the Chilean peso against the U.S. dollar in 2012 compared to a depreciation in 2011. The effects on net income from the change in value of our spot foreign currency position are generally positive if the peso appreciates and negative if the peso depreciates as our spot funding base in foreign currency is larger than our spot asset position in foreign currency. This increase was largely offset by the fair value of foreign exchange derivatives in net gains from trading and fair value, as described above in connection with net income from financial operations. The derivatives included in this line item are mainly cross-currency swaps that hedge the interest rate risk of bonds issued abroad. Excluding interest rate and other derivatives that qualify for hedge accounting, the conversion and fair value of foreign currency derivatives are for the most part recognized as a gain or loss in the net results from fair value and trading and not as foreign exchange transactions. This distorts the results from fair value and trading and foreign exchange transactions. In order to more easily compare the results from financial transactions, net, we present the following table that separates the results by line of business.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Santander Global Connect	52,703	62,625	54,472	(15.8%)	15.0%
Market-making with clients	34,991	25,930	23,837	34.9%	8.8%
<b>Client treasury services</b>	<b>87,694</b>	<b>88,555</b>	<b>78,309</b>	<b>(1.0%)</b>	<b>13.1%</b>
Sale of loans and charged-off loans	4,835	9,692	12,397	(50.1%)	(21.8%)
Proprietary trading	8,213	16,022	5,879	(48.7%)	172.5%
Financial Management Division (1)	(18,443)	(20,072)	(597)	(8.1%)	3,262.1%
<b>Non-client treasury income (loss)</b>	<b>(5,395)</b>	<b>5,642</b>	<b>17,679</b>	<b>-%</b>	<b>(68.1%)</b>
<b>Total financial transactions, net</b>	<b>82,299</b>	<b>94,197</b>	<b>95,988</b>	<b>(12.6%)</b>	<b>(1.9%)</b>

(1) The Financial Management Division manages the structural interest rate risk, the structural position in inflation-indexed assets and liabilities, capital requirements and liquidity levels. The aim of the Financial Management Division is to provide stability and continuity in our net interest income from commercial activities, and to ensure that we comply with internal and regulatory limits regarding liquidity, regulatory capital, reserve requirements and market risk.

Client treasury services decreased 1.0% in 2012 compared to 2011 and represented the majority of our financial transaction income. The results from Santander Global Connect and market-making mainly include the results from the sale of derivatives, foreign exchange and fixed income instruments to our client base. In 2012, the results from Santander Global Connect decreased 15.8% as 2011 figures included large one-time transactions that were not repeated in 2012 in the Global banking and markets segment. The results from market-making with client services increased 34.9% in 2012, mainly due to growth in tailor-made treasury services sold to specific corporate clients. These results may vary year-to-year as some large operations with corporate clients may not be repeated in subsequent years.

The results from non-client treasury income totaled a loss of Ch\$5,395 million in 2012 compared to a gain of Ch\$5,642 million in 2011. The non-client treasury figures in 2011 included larger gains from the sale of loans compared to 2012 and the one-time gain recorded from the sale of shares in Visa Inc. Additionally, in 2012, the Bank reduced its involvement in proprietary trading activities, as this is not a core business unit.

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Finally, in 2012, the net results of our Financial Management Division were negative, since the Bank has more liabilities denominated in foreign currency than assets. These principally U.S. dollar-denominated liabilities are hedged through derivatives (short term foreign currency swaps) with minimal foreign currency exposure, but due to the existence of a short term interest rate differential between U.S. dollars and Chilean pesos, this produces a financial cost registered in financial transactions, net. This higher cost is partially offset by net interest income where the interest earned on the higher-yielding peso- or UF-denominated asset is recorded and the interest expense of the lower-yielding U.S.-denominated liabilities is also recorded.

*For the years ended December 31, 2011 and 2010.* Total financial transactions, net, which is the sum of trading activities, fair value adjustments in our securities portfolio and foreign exchange transactions, totaled Ch\$94,197 million in the year ended December 31, 2011, a decrease of 1.9% compared to the same period in 2010. These results include the results of our Treasury Division's trading business and financial transactions with customers, as well the results of our Financial Management Division.

Net income from financial operations was Ch\$170,857 million in 2011 compared to Ch\$38,755 million in the corresponding period in 2010. In 2011, the Chilean peso depreciated 11.3% compared to a 7.5% appreciation in 2010. This was partially due to the increase from derivatives classified as trading, which totaled Ch\$116,877 million in 2011 compared to Ch\$3,598 million in 2010. Derivatives are mainly composed of forwards and swap contracts that hedge our spot position in foreign currency. Our spot position includes all assets and liabilities in foreign currency and in Ch\$ linked to U.S.\$ that are not derivatives. For more details, see Item 11. Quantitative and Qualitative Disclosures About Market Risk D. Market risk management Market risk local and foreign financial management. As the Chilean peso appreciates, we usually experience a low or negative result from the fair value of derivatives held for trading. As the Chilean peso depreciates, we usually experience a high result from the fair value of derivatives held for trading. This increase was offset by foreign exchange transaction results, which include the mark-to-market of our spot foreign currency position.

The income from the sale of loans totaled Ch\$9,692 million in 2011 and decreased 21.8% compared to Ch\$12,397 million in 2010, mainly as a result of lower gains from the sale of loans that have been previously charged-off. These loans were sold to various non-related collection companies and asset managers.

The higher results from trading investments are mainly due to higher interest income from this portfolio, as 67% of these assets are denominated in UFs and, therefore, when inflation rises, interest income from these assets increases. The negative result from the available for sale portfolio is mainly due to higher interest rates, which has a negative impact on the realized losses of these financial investments. The interest income from the available for sale portfolio is recorded as net interest income and interest income from the trading portfolio is recorded as income in net income from financial operations.

In 2011, we also recorded a gain of Ch\$5,705 million from the sale of all of the Bank's shares in Visa Inc., included in other results.

The net result from foreign exchange transactions totaled a loss of Ch\$76,660 million in 2011 compared to a gain of Ch\$57,233 million in 2010. Foreign currency exchange differences totaled a net loss of Ch\$257,986 million in 2011 compared to a gain of Ch\$273,997 million in 2010. This decrease was mainly the result of the depreciation of the Chilean peso against the U.S. dollar in 2011 compared to an appreciation in 2010. The effects on net income from the change in value of our spot foreign currency position are generally negative if the peso depreciates as our spot funding base in foreign currency is larger than our spot asset position in foreign currency. This decrease was largely offset by the fair value of foreign exchange derivatives in net gains from trading and fair value as described above in net income from financial operations. The derivatives included in this line item are mainly cross-currency swaps that hedge the interest rate risk of bonds issued abroad. Excluding interest rate and other derivatives that qualify for hedge accounting, the conversion and fair value of foreign currency derivatives are for the most part recognized as a gain or loss in the net results from fair value and trading and not as foreign exchange transactions. This distorts the results from fair value and trading and foreign exchange transactions. In order to more easily compare the results from financial transactions, net, we presented above a table separating the results by line of business.

Client treasury services increased 13.1% in 2011 compared to 2010. The results from Santander Global Connect and market-making mainly include the results from the sale of derivatives, foreign exchange and fixed income instruments to our client base. In 2011, the results from Santander Global Connect increased 15.0%. The results from market-making with client services increased 8.8% in 2011, mainly due to growth in tailor-made treasury services sold to specific corporate clients.

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The results from non-client treasury income totaled a gain of Ch\$5,642 million in 2011 and decreased 68.1% compared to 2010. Throughout 2011, the Bank maintained above-average levels of liquidity, part of which was generated from U.S.\$-denominated liabilities, as a conservative measure given the uncertainty surrounding global financial markets. These dollar liabilities were hedged through derivatives (short term foreign currency swaps), but as the short-term interest rate differential between U.S. dollars and Chilean pesos increased, this produced a higher cost recorded in financial transactions, net. This higher cost was partially offset by net interest income where the interest earned on the short-term liquid asset was recorded and the interest expense of the U.S.\$-denominated liabilities are also recorded. This explains the higher net loss recorded from our Financial Management Division. At the same time, the Bank recorded lower gains from the sale of loans and better results from proprietary trading.

**Other operating income**

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(In millions of Ch\$)				
<b>Income from assets received in lieu of payment</b>	<b>2,654</b>	<b>5,629</b>	<b>1,556</b>	<b>(52.9%)</b>	<b>261.8%</b>
<b>Net results from sale of investment in other companies</b>	<b>599</b>	<b>-</b>	<b>-</b>	<b>100.0%</b>	<b>-%</b>
Operational leases	142	305	117	(53.4%)	160.7%
Gain on sale of Bank property, plant and equipment	9,194	11,863	31,246	(22.5%)	(62.0%)
Recovery of generic provisions for contingencies	-	-	7,040	-%	(100.0%)
Insurance coverage for earthquake	262	437	3,175	(40.0%)	(86.2%)
Other	254	515	474	(50.7%)	8.6%
<b>Sub-total other income</b>	<b>9,852</b>	<b>13,120</b>	<b>42,052</b>	<b>(24.9%)</b>	<b>(68.8%)</b>
<b>Total other operating income</b>	<b>13,105</b>	<b>18,749</b>	<b>43,608</b>	<b>(30.1%)</b>	<b>(57.0%)</b>

For the years ended December 31, 2012 and 2011. Total other operating income totaled a gain of Ch\$13,105 million in the year ended December 31, 2012, a 30.1% decrease from the corresponding period in 2011. The main reasons for this decrease were the lower gains from income from assets received in lieu of payments and lower income from the sale of branches. In 2012, the Bank sold eight branches, compared to 17 in 2011, and thus recorded a lower gain from the sale of these offices. Branches are risk weighted at 100% and, therefore, from a regulatory capital perspective, it is more efficient to rent them than to own them.

	Number of	Book value	Selling price	Profit
	branches	(Ch\$ millions)		
As of December 31, 2012	17	6,357	14,921	8,564
As of December 31, 2011	8	6,237	17,330	11,093

The decrease was partially offset by the Ch\$ 599 million profit recognized from the sale of 7.5% of the Bank's shares in Transbank S.A. to Banco BBVA. Transbank is the main credit card processor in Chile.

For the years ended December 31, 2011 and 2010. Total other operating income totaled a gain of Ch\$18,749 million in the year ended December 31, 2011, a 57.0% decrease from the corresponding period in 2010.

The main reason for this decrease was that in 2010, the Bank sold 43 branches and two buildings for a gain of Ch\$31,246 million, which was recognized as income from the sale of property, plant and equipment. These branches are now rented to us. The Bank did not finance this acquisition and the acquirers were unrelated parties. In 2011, the Bank sold only 8 branches, which it now rents.

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Gains from the recovery of provisions not related to any specific risk and non-credit contingencies, such as legal and tax contingencies, decreased to Ch\$0 in 2011 compared to Ch\$7,040 million in 2010. Gains from the recovery of provisions for contingencies in 2010 increased in 2011, mainly due to the reversal of provisions recognized in the early part of 2010 in anticipation of the potential negative impact of various events such as the February 2010 earthquake and tsunami and changes in our collective bargaining agreements; these negative impacts did not materialize to the extent initially estimated.

The Bank also recognized lower insurance claims in 2011 from earthquake damage to branches and other installations. In 2011, these claims totaled Ch\$437 million compared to Ch\$3,175 million in 2010.

**Provision for loan losses**

The following table sets forth, for the periods indicated, certain information relating to our provision for loan losses.

	Year ended December 31,			% Change 2012/2011	% Change 2011/2010
	2012	2011	2010		
	(in millions of Ch\$)				
Provision for loan losses	(286,297)	(254,079)	(194,535)	12.7%	30.6%
Charge-offs (1)	(150,410)	(97,883)	(89,859)	53.7%	8.9%
Recoveries on loans previously charged-off	33,015	35,825	30,479	(7.8%)	17.5%
<b>Provision for loan losses, net</b>	<b>(403,692)</b>	<b>(316,137)</b>	<b>(253,915)</b>	<b>27.7%</b>	<b>24.5%</b>
Year end loans (2)	18,966,652	17,434,782	15,727,282	8.8%	10.9%
Non-performing loans (3)	597,767	511,357	416,739	16.9%	22.7%
Impaired loans (4)	1,338,137	1,323,355	1,480,476	1.1%	(10.6%)
Allowance for loan losses (5)	550,048	488,468	425,447	12.6%	14.8%
Impaired loans / Year end loans (4)	7.06%	7.59%	9.41%		
Non-performing loans / Year end loans (3)	3.15%	2.93%	2.65%		
Allowances for loan losses / Total loans	2.90%	2.80%	2.71%		
Coverage ratio non-performing loans (6)	92.02%	95.52%	102.09%		

(1) Charge-offs are net of the reversal of allowances for loan losses previously established on the loans charged off during the period.

(2) Includes Ch\$69,726 million in 2010, Ch\$87,688 million in 2011 and Ch\$90,573 million in 2012 in interbank loans.

(3) Non-performing loans include the aggregate unpaid principal and accrued but unpaid interest on all loans with at least one installment at least 90 days past-due.

(4) For 2010, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated C1 through D2 and (ii) total loans to single debtors with a loan that is non-performing; and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan, all loans to that debtor. For 2011 and 2012, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated B3 and B4 and all deteriorated debtors and (ii) total loans to single debtors with a loan that is non-performing; and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans, and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor. See Note 10 Loans and Accounts Receivables from Customers of the Audited Consolidated Financial Statements. Renegotiated loans, on which payments are not past-due, are not ordinarily classified as non-performing loans, but do not accrue interest.

(5) Includes Ch\$54 million in 2010, Ch\$11 million in 2011 and Ch\$159 million in 2012 in allowance for loan losses for interbank loans.

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(6) Calculated as allowance for loan losses divided by non-performing loans.

For the years ended December 31, 2012 and 2011. Provisions for loan losses, net of recoveries totaled Ch\$393,264 million in 2012 and increased 24.4% compared to the amount of provisions recorded in 2011.

Provision for loan losses, which includes the full amount of provisions recognized as a result of loan growth and change in risk classification, totaled Ch\$286,297 million in 2012 and increased 12.7% from 2011. The following table breaks down provision for loans losses by loan product for the years ended December 31, 2012, 2011 and 2010.

	2012	2011	2010	% Change	
				2012/2011	2011/2010
	(in millions of Ch\$)				
Interbank loans	(148)	43	(12)	-%	-%
Commercial loans	(78,174)	(77,205)	(61,836)	1.3%	24.9%
Mortgage loans	(3,292)	(19,761)	(6,353)	(83.3%)	211.0%
Consumer loans	(201,136)	(159,303)	(124,775)	26.3%	27.7%
Contingent loans	(3,547)	2,147	(1,559)	-%	-%
<b>Total</b>	<b>(286,297)</b>	<b>(254,079)</b>	<b>(194,535)</b>	<b>12.7%</b>	<b>30.6%</b>

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(1) Provisions established and reversed as a result of variations of the loan portfolio and change in credit risk classification of loans. Provisions established for the Bank's consumer loans increased by 26.3% to Ch\$201,136 million in 2012 compared to 2011. In June 2012, the Bank updated its allowance model for consumer loans, which mainly impacted the provisions established for renegotiated loans, and resulted in a provision of Ch\$24,753 million. Before the June 2012 allowance model update, estimated loss rates were established by the historical behavior of charge-offs net of recoveries for each risk profile. This methodology only considered historical charge-off data for each specific profile and did not include the use of any other statistical information. Since June 2012, the loss rate has been estimated as the product of the Probability of Non-Performance (PNP) and Severity (SEV). PNP and SEV have been established according to the historical behavior of the profiles, and take into account a wider range of variables. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information-Classification of Loan Portfolio Classification of Loan Portfolio-Loans analyzed on a group basis Allowances for consumer loans.

Other external factors also affected provisions and charge-offs for consumer loans in 2012. In May 2011, Chile's third-largest department store retailer, La Polar, experienced serious financial difficulties as a result of previously undisclosed and unsound credit practices that were made public once the financial situation of the firm was no longer sustainable. As was the case with other Chilean department stores, La Polar managed its own private label credit card business, which was fully integrated with its retail functions. In Chile, approximately 30-40% of all consumer loans are originated by non-bank entities, competing directly with our Santander Banefe segment. This event resulted in an increase in 2012 in the default rates in the consumer loan industry as banks and non-bank lenders simultaneously tightened credit policies, making credit less available to clients in this segment.

Additionally, this event also was an important trigger for the passage of the Ley de Dicom. The Dicom database is a privately-run negative credit bureau database that stores an individual's negative credit history for the past five years. This includes all past-due bank obligations, utilities bills and credit with retailers, bounced checks, past-due student loans and other past-due obligations. In February 2012, this Law was enacted and on a one-time basis, permanently eliminated from the Dicom database clients with negative credit history of Ch\$2,400,000 (U.S.\$4,800) or less. Before the Ley de Dicom was passed, 4.8 million names were listed in the Dicom database, and after its enactment, 2.3 million names were removed from the database. We estimate that 34% of all names of individuals originally removed from the Dicom database were back on by December 2012, and, therefore, we believe that the level of reliability of the Dicom database will be eventually restored. As of February 2012, the percentage of our loan portfolio to debtors that owed less than U.S.\$4,800 was 4%. The enactment of the Ley de Dicom resulted in the removal of the names of 282,047 clients of the Bank from the Dicom negative credit bureau database, or the Dicom database, or 8% of our total clients. This also resulted in greater charge offs and provisions in consumer lending. For more information, please see Item 3. Key Information D. Risk Factors Risks Associated with Our Business The effectiveness of our credit risk management is affected by the quality and scope of information available in Chile.

Provision expense for commercial loans increased 1.3% in 2012 compared to 2011. This rise was mainly due to commercial loan growth in the year in the Global banking & markets segment and the Companies and SME sub-segments. This was offset by the update that was performed on the provisioning model for commercial loans analyzed on a group basis in 2011. Before 2011, loan loss allowance for this category of loans was mainly determined by the number of days a loan was past-due. Currently, provisions are set according to (i) performing status, (ii) if a client has been renegotiated or not, (iii) whether the client is a new client or an existing client and (iv) whether the client has collateral in connection with the loan. The total impact of this change on loan loss reserves was Ch\$16,560 million in 2011.

Provisions established for mortgage loans decreased 83.3% in 2012 compared to 2011. In June 2011, the Bank modified its provisioning model for residential mortgage loans. As of June 2011, residential mortgage loans are assigned an allowance level based on credit risk profiles, which are determined utilizing a statistical model that considers: (i) a borrower's credit history, (ii) whether the client is a new client or an existing client, (iii) whether the client is a Bank client or a Banefe client and (iv) whether this client has been renegotiated in the banking system. The total impact of this change on loan loss reserves was Ch\$16,258 in 2011.



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For a description of the provisions related to our residential mortgage loans and commercial loans analyzed on a group basis, please see Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Classification of Loan Portfolio Classification of Loan Portfolio Loans analyzed on a group basis Allowances for residential mortgage loans and Loans analyzed on a group basis Small and mid-sized commercial loans.

The following table shows charge-offs, net of provisions, by type of loan:

Ch\$ millions	Charge-offs (1)			% Change	
	2012	2011	2010	2012/2011	2011/2010
Commercial loans	(56,879)	(40,468)	(25,034)	40.6%	61.7%
Mortgage loans	(14,573)	(11,317)	(8,995)	28.8%	25.8%
Consumer loans	(78,958)	(46,098)	(55,830)	71.3%	(17.4%)
<b>Total</b>	<b>(150,410)</b>	<b>(97,883)</b>	<b>(89,859)</b>	<b>53.7%</b>	<b>8.9%</b>

(1) Charge-offs are net of the reversal of allowances for loan losses previously established on the loans charged off during the period. Charge-offs increased 53.7% in 2012 compared to 2011, totaling Ch\$150,410 million. The ratio of impaired loans to total loans decreased from 7.6% as of December 31, 2011 to 7.1% as of December 31, 2012, as the Bank reduced growth in riskier loan segments, reduced renegotiations and increased charge-offs. Non-performing loans to total loans rose from 2.93% as of December 31, 2011 to 3.15% as of December 31, 2012.

Consumer loan charge-offs increased 71.3% in the year ended December 31, 2012 compared to the corresponding period in 2011. The rise was mainly due to the tightening of renegotiation policies for consumer loans that led to a greater amount of impaired consumer loans entering non-performing status and subsequently being charged-off. The ratio of non-performing consumer loans to total consumer loans rose from 3.6% as of December 31, 2011 to 3.8% as of December 31, 2012. Coverage of consumer non-performing loans was 224.0% as of December 31, 2012 compared to 228.1% as of December 31, 2011. The ratio of impaired consumer loans to total consumer loans decreased from 14.3% as of December 31, 2011 to 12.6% as of December 31, 2012.

The 40.6% rise in commercial loan charge-offs was mainly due to greater charge-offs of SME loans, which has been one of the Bank's fastest-growing sub-segments, but which is also a higher-risk sub-segment. The rise was also due to various large charge-offs in the Companies sub-segment, which impacted commercial loan charge-offs.

The rise in non-performing commercial loans was mainly concentrated in the SME sub-segment. The ratio of non-performing commercial loans over total commercial loans reached 3.1% as of December 31, 2012 compared to 2.7% as of December 31, 2011. The total SME loan book grew 10.8% in 2012 compared to 2011, with growth focused on lending programs to SMEs guaranteed by the Chilean government. These loans have a higher non-performing ratio compared to our average commercial loan book, but a percentage of these loans are directly backed by the government guarantee program for SMEs and, therefore, require less provisions and coverage. This also explains the reduction in the total coverage ratio of total non-performing loans from 95.5% as of December 31, 2011 to 92.0% as of December 31, 2012. The ratio of impaired commercial loans to total loans reached 6.8% as of December 31, 2012 compared to 7.6% as of December 31, 2011.

Charge-offs in residential mortgage loans increased 28.8% in 2012 compared to 2011 due to a moderate deterioration of asset quality in the lower-income segment of our mortgage portfolio. Non-performing mortgage loans increased 4.5% 2012 compared to 2011 as there has been slight deterioration in asset quality in the mortgage portfolio. The Bank has also restricted renegotiations in this product, leading to greater charge-offs. The ratio of non-performing mortgage loans to total loans reached 3.03% as of December 31, 2012 compared to 2.99% as of December 31, 2011. The ratio of impaired mortgage loans to total mortgage loans reached 4.3% as of December 31, 2012 compared to 3.9% as of December 31, 2011.

Recoveries of loans previously charged-off are recognized as income in the line item provision for loan losses within the Audited Consolidated Statement of Income. We only recognize recoveries on loans previously charged off when interest and/or principal are paid in cash in connection with a loan that has already been charged-off in its entirety. Such recoveries do not have an impact on our allowance for loan losses because these recoveries are for loans that have been already charged-off and recognized as a loss in our income statement and are no longer on our balance sheet.



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Recoveries on loans previously charged-off decreased 7.8% in the year ended December 31, 2012 compared to the corresponding period in 2011. This was a direct result of a one-time recovery in 2011 due to a payment by the Chilean National Housing Association of Ch\$14,390 million in the residential mortgage portfolio. Excluding this figure, recoveries increased 54.0% in 2012 compared to 2011. The following table shows recoveries of loans previously charged-off by type of loan.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
<b>Recovery of loans previously charged-off</b>					
Consumer loans	22,015	12,474	22,096	76.5%	(43.5%)
Residential mortgage loans	2,305	16,135	1,389	(85.7%)	1,061.6%
Commercial loans	8,695	7,216	6,994	20.5%	3.2%
<b>Total recoveries</b>	<b>33,015</b>	<b>35,825</b>	<b>30,479</b>	<b>(7.8%)</b>	<b>17.5%</b>

In 2012, consumer loan recoveries increased 76.5% compared to 2011, as the Bank bolstered its collection efforts, especially in consumer loans, which represents the bulk of the Bank's charge-offs.

In some instances, we sell a portfolio of charged-off loans to a third party. Gain (loss) on these charged-off loans is recognized as net income from financial transactions as disclosed in Note 11 Loan Purchases, Sales and Substitutions and Note 30 Net Income from Financial Operations of our Audited Consolidated Financial Statements. In 2012, the Bank resolved to focus less on selling charged-off loans and more on direct recovery efforts, which have a higher recovery rate. The following table sets forth information about our sale of charged-off loans for the year ended December 31, 2012, 2011 and 2010.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
<b>Gains on sale of loans previously charged-off</b>					
Sale of charged-off loans	2,090	7,324	9,824	(71.5%)	(25.4%)

The following table sets forth, for the periods indicated, our net provision expense broken down by business segment:

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Individuals (Commercial banking)	(229,793)	(185,885)	(86,643)	23.6%	114.5%
Individuals (Santander Banefe)	(81,472)	(62,252)	(27,919)	30.9%	123.0%
Small and mid-sized companies (SMEs)	(72,719)	(65,028)	(75,742)	11.8%	(14.1%)
Institutional	(346)	503	(1,229)	-%	-%
Companies	(24,608)	(11,592)	(45,769)	112.3%	(74.7%)
<b>Total Commercial banking</b>	<b>(408,938)</b>	<b>(324,254)</b>	<b>(237,302)</b>	<b>26.1%</b>	<b>36.6%</b>
<b>Global banking &amp; markets</b>	<b>5,334</b>	<b>7,614</b>	<b>(15,495)</b>	<b>(29.9%)</b>	<b>-%</b>
Other	(88)	503	(1,118)	-%	-%
<b>Total provisions, net</b>	<b>(403,692)</b>	<b>(316,137)</b>	<b>(253,915)</b>	<b>27.7%</b>	<b>24.5%</b>

The following table quantifies our direct write-offs to income for each reported period, shows the total amount of recoveries, sales of charged off loans and income from assets received in lieu of payment for the same periods. These direct charge-offs are generated at a level of approximately 52% by our consumer loan portfolio.

Ch\$ million	2012	2011	2010
Direct write-offs	(150,410)	(97,883)	(89,859)
Recoveries of written-off loans*	33,015	21,435*	30,479

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Sales of written-off loans	2,090	7,324	9,824
Income from assets received in lieu of payments	2,654	5,629	1,556
<b>Direct write-offs , net of recoveries, sales of written-off loans and income from assets received in lieu of payments</b>	<b>(112,651)</b>	<b>(63,495)</b>	<b>(48,000)</b>
<b>Total provision expenses</b>	<b>(286,297)</b>	<b>(254,079)</b>	<b>(195,439)</b>
<b>Ratio of Charge-offs, net of allowances applied, recoveries and portfolio sales over total provision expense</b>	<b>39.3%</b>	<b>25.0%</b>	<b>24.7%</b>

\* Excludes Ch\$14,390 one-time recovery relating to loans from the National Association of Savings and Loans (ANAP) dating back to the 1980s.

We believe that our loan loss allowances are currently adequate for all known and estimated incurred losses.

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For the years ended December 31, 2011 and 2010. Provision for loan losses, net of recoveries increased 24.5% in 2011 compared to 2010. Provision for loan losses increased 30.6% to Ch\$254,079 million in 2011 compared to 2010. This increase was mainly due to :

(i) Higher provisions in consumer lending that grew 27.7% in 2011 compared to 2010. This was mainly due to a rise in consumer non-performing loans of 31.6% in the year, which was in turn due to the 9.0% year-over-year increase in consumer loans, as well as tighter renegotiation policies following the La Polar case in consumer lending that led to higher non-performing loans.

(ii) Higher provisions for mortgage loans that increased 211.0% in 2011 compared to 2010. In June 2011, the Bank modified its provisioning model for residential mortgage loans. As of June 2011, residential mortgage loans are assigned an allowance level based on credit risk profiles, which are determined utilizing a statistical model that considers: (i) a borrower's credit history, (ii) whether the client is a new client or an existing client, (iii) whether the client is a Bank client or a Santander Banefe client and (iv) whether the client has been renegotiated in the banking system. The total impact of this change on loan loss reserves was Ch\$16,258 million in 2011.

(iii) Higher provisions in commercial loans that increased 24.9% in 2011 compared to 2010. This was mainly due to the modification and recalibration of the Bank's provisioning model of commercial loans analyzed on a group basis which are mainly comprised of loans to small and mid-sized companies. Previously, loan loss allowance for this category of loans was mainly determined by the number of days a loan was past-due. Currently, provisions are set according to (i) performing status, (ii) if the client has been renegotiated or not, (iii) if the client is a new client or an existing client, and (iv) if the client has collateral in connection with the loan. The total impact of this change on loan loss reserves was Ch\$16,560 million in 2011.

The rise in the ratio of non-performing loans to total loans from 2.65% as of December 31, 2010 to 2.93% as of December 31, 2011 was mainly due to a rise in consumer and residential mortgage non-performing loans of 31.6% and 25.4%, respectively, in the year. This rise was due to the 9.0% and 10.0% year-over-year increase in consumer and residential mortgage loans, respectively, as well as tighter renegotiation that led to a rise in non-performing loans. Total impaired loans decreased 10.6% in 2011 compared to 2010 as the positive economic environment and the 8.9% increase in charge-offs to 2011 compared to 2010, totaling Ch\$97,883 million.

Consumer loan charge-offs decreased 17.4% in 2011 compared to 2010. Direct charge-offs totaled Ch\$187,937 million in 2011 and increased 54.5% compared to 2010. This increase was offset by a higher reversal of provisions already applied to the loans being charged off of Ch\$141,839 million in 2011 compared to Ch\$65,791 million in 2010. The ratio of non-performing consumer loans to total consumer loans rose from 3.00% as of December 31, 2010 to 3.62% as of December 31, 2011. Coverage of consumer non-performing loans was 228.1% as of December 31, 2011 compared to 278.6% as of December 31, 2010. The ratio of impaired consumer loans to total consumer loans decreased from 16.6% as of December 31, 2010 to 14.3% as of December 31, 2011.

The 61.7% rise in charge-offs in commercial loans in 2011 compared to 2010 was mainly due to greater charge-offs in the SME and middle-market segments. Direct charge-offs in 2011 increased 15.2% compared to 2010 and totaled Ch\$67,175 million. At the same time, the reversal of established provisions for these charged-off loans decreased 6.8% to Ch\$34,848 million in 2011 compared to 2010.

Charge-offs in residential mortgage loans decreased 12.2% in 2011 compared to 2010. Direct charge-offs totaled Ch\$12,777 million in 2011 compared to Ch\$14,549 million in 2010. At the same time, the reversal of established provisions for these charged-off loans decreased to Ch\$1,460 million in 2011 from Ch\$5,554 million in 2010, a 73.7% decline.

Recoveries on loans previously charged-off increased by 17.5% in 2011 compared to 2010. This was due to the 1,061.6% increase in residential mortgage loan loss recoveries, which in turn was a direct result of a one-time recovery of Ch\$14,390 million in the residential mortgage portfolio.

**Table of Contents****Operating expenses**

The following table sets forth information regarding our operating expenses in the years ended December 31, 2012, 2011 and 2010.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Personnel salaries and expenses	(300,298)	(280,613)	(250,265)	7.0%	12.1%
Administrative expenses	(183,379)	(166,825)	(147,343)	9.9%	13.2%
Depreciation and amortization	(56,369)	(53,466)	(49,403)	5.4%	8.2%
Impairment	(90)	(116)	(4,925)	(22.4%)	(97.6%)
Other operating expenses	(59,637)	(64,208)	(45,402)	(7.1%)	41.4%
<b>Total operating expenses</b>	<b>(599,773)</b>	<b>(565,228)</b>	<b>(497,338)</b>	<b>6.1%</b>	<b>13.7%</b>
Efficiency ratio(1)	42.6%	41.5%	37.0%		

(1) The efficiency ratio is the ratio of total operating expenses to total operating income. Total operating income consists of net interest income, fee income, financial transactions, net and other operating income.

For the years ended December 31, 2012 and 2011. Operating expenses in the year ended December 31, 2012 increased 6.1% compared to the corresponding period in 2011. The efficiency ratio was 42.6% in 2012 compared to 41.5% in 2011.

The 7.0% increase in personnel salaries and expenses was mainly due to higher salaries and headcount. Total salary expenses, including bonuses increased 8.2% in 2012 compared to 2011, totaling Ch\$255,229 million. Headcount as of December 31, 2012 totaled 11,713, an increase of 1.3% from 2011. Additionally, in April 2012, salaries were increased by the annual CPI index at 3.5% as mandated in the Bank's collective bargaining agreements.

Administrative expenses increased 9.9% in the year ended December 31, 2012 compared to the corresponding period in 2011. In 2012 the Bank focused on its Transformation Plan, which is a broad overhaul and improvement of our retail banking activities, especially among Individuals in Commercial banking and SMEs. The plan also entails greater expenses related to IT projects being carried out to improve productivity. As a result this drove the following increase in administrative expenses: (i) the 17.4% rise in expenses relating to the maintenance and repair of property as the bank refurbished branches; (ii) the 13.0% increase in expenses relating to the IT and communication systems, in line with the Bank's improvements of its CRM systems, phone banking and internet banking services; (iii) the 7.3% increase in expenses relating to data processing and other outsourced computer services also related to various IT upgrades; and (iv) a 10.7% increase in marketing expenses in line with the Bank's objective of improving client image. Additionally the Bank saw a 7.7% rise in branch rental expenses due to the greater number of branches rented following the sale of branches in 2012 and 2011.

Depreciation and amortization expense increased 5.4%, mainly due to higher amortization expenses of intangible assets such as software and other computer systems.

The following table sets forth, for the periods indicated, our personnel salaries, administrative and depreciation and amortization expenses broken down by business segment.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Individuals (Commercial banking)	(283,127)	(251,554)	(224,936)	12.6%	11.8%
Individuals (Santander Banefe)	(66,386)	(70,719)	(66,272)	(6.1%)	6.7%
Small and mid-sized companies	(76,864)	(74,962)	(67,059)	2.5%	11.8%
Institutional	(12,686)	(11,329)	(10,108)	12.0%	12.1%
Companies	(47,756)	(40,680)	(32,623)	17.4%	24.7%

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<b>Total commercial banking</b>	<b>(486,819)</b>	<b>(449,244)</b>	<b>(400,998)</b>	<b>8.4%</b>	<b>12.0%</b>
<b>Global banking and markets</b>	<b>(35,209)</b>	<b>(35,302)</b>	<b>(30,788)</b>	<b>(0.3%)</b>	<b>14.7%</b>
Other	(18,108)	(16,474)	(20,150)	9.9%	(18.2%)
<b>Total personnel salaries, administrative and depreciation and amortization expenses</b>	<b>(540,136)</b>	<b>(501,020)</b>	<b>(451,936)</b>	<b>7.8%</b>	<b>10.9%</b>

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(1) Excludes other operating expenses.

By business segments, the 7.8% increase in costs in 2012 compared to the corresponding period in 2011 was mainly due to the 8.4% increase in costs incurred by Commercial banking. This is mainly due to the Bank's Transformation Plan, which seeks to improve image, client services and the technological front-office platform and CRM systems in the Individuals (Commercial banking) and SMEs sub-segments. This increase was offset by a reduction in costs in Santander Banefe, which is growing at a reduced pace.

The following table sets forth information regarding Other operating expenses in the years ended December 31, 2012, 2011 and 2010.

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Provisions and expenses for assets received in lieu of payment	10,176	12,782	5,986	(20.4%)	113.5%
Credit card expenses	6,362	6,427	6,777	(1.0%)	(5.2%)
Customer services	8,674	8,965	7,756	(3.2%)	15.6%
Operating charge-offs	8,366	9,884	4,843	(15.4%)	104.1%
Life insurance and general product insurance policies	7,211	6,524	5,703	10.5%	14.4%
Additional tax on expenses paid overseas	3,283	3,516	2,174	(6.6%)	61.7%
Provisions for contingencies	7,964	8,144	775	(2.2%)	950.8%
Other	7,601	7,966	11,388	(4.6%)	(30.0%)
<b>Total</b>	<b>59,637</b>	<b>64,208</b>	<b>45,402</b>	<b>(7.1%)</b>	<b>41.4%</b>

Other operating expenses were Ch\$59,637 million in 2012, a 7.1% decrease compared to 2011. This decrease was mainly due to: (i) lower provisions and expenses for repossessed assets that totaled Ch\$10,176 million in 2012 compared to Ch\$12,782 million in 2011 and (ii) lower operating charge-offs that totaled Ch\$8,366 million compared to Ch\$9,884 million in 2011. See Note 36 Other operating income and expenses to our Audited Consolidated Financial Statements for more detail on Other operating expenses.

For the years ended December 31, 2011 and 2010. Operating expenses in the year ended December 31, 2011 increased 13.7% compared to the corresponding period in 2010. The efficiency ratio was 41.5% in 2011 compared to 37.0% in 2010.

The 12.1% increase in personnel salaries and expenses was mainly due to higher salaries and headcount. Headcount as of December 31, 2011 totaled 11,566, an increase of 5.1% from 2010. Total salary expenses increased 15.2% in 2011 to Ch\$181,515 million. The other important rise was in severance expenses, which increased 31.9% in 2011 to Ch\$8,277 million, mainly reflecting severance payments at the management level.

Administrative expenses increased 13.2% in the year ended December 31, 2011 compared to the corresponding period in 2010. The main reasons for this rise in administrative expenses were: (i) the 18.3% rise in branch rental expenses to Ch\$22,337 million in 2011 due to the Bank having sold branches in 2011 and 2010 and then renting these branches and (ii) increased business activity, as well as in the expenses related to IT projects being carried out to improve productivity.

Depreciation and amortization expense increased 8.2% in 2011 compared to 2010, mainly due to higher amortization expenses of intangible assets such as software and other computer systems.

The rise in operating expenses was partially offset by the 97.6% decrease in impairment charges. These charges in 2010 included impairment charges directly related to the earthquake and its effects on our installations, which did not recur in 2011.

By business segments, the 10.9% increase in costs in 2011 compared to the corresponding period in 2010 was mainly due to greater expenses incurred as a result of increased business activity associated with an improved economy,



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the rise in headcount and salaries and the increase in branch rental expenses in all business segments. The decrease in Other operating expenses was mainly due to the decrease in the impairment charges due to the earthquake recognized in 2010.

Other operating expenses were Ch\$64,208 million in 2011, a 41.4% increase compared to the same period in 2010. Other operating expenses include provisions and expenses related to repossessed assets, expenses related to our credit card business, customer service expenses mainly related to our call-center and other expenses such as non-credit charge-offs, the cost of insurance policies (mainly life insurance) for products, and tax paid on interest of foreign debt issued by us. The increase in other operating expenses was mainly due to: (i) 113.5% increase in provisions and expenses for repossessed assets in 2011 compared to 2010; (ii) provisions for contingencies which totaled Ch\$8,144 million, an increase of 950.8% in 2011 compared to 2010, that were mainly provisions set aside for possible non-credit contingencies such as tax, legal and labor contingencies and other non-specific provisions and that increased mainly due to provisions for possible future severance payments and a provision for possible future contingencies related to the Bank's investment in the AFT, the private financial operator of Santiago's mass transport system facing a business restructuring that could negatively affect its profitability; and (iii) 50.4% increase in other expenses, mainly as a result of a 104.1% rise in operational charge-offs related to ATMs and other equipment that was damaged or vandalized in the year. This was offset by lower earthquake-related expenses.

**Income tax expense**

	Year ended December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(in millions of Ch\$)				
Net income before tax	405,512	483,857	592,815	(16.2%)	(18.4%)
Income tax expense	(44,394)	(77,193)	(85,343)	(42.5%)	(9.5%)
Effective tax rate(1)	10.9%	15.9%	14.4%		

(1) The effective tax rate is the income tax expense divided by net income before tax.

*For the years ended December 31, 2012 and 2011.* Our income tax expense decreased by 42.5% in the year ended December 31, 2012 compared to the same period in 2011. The Bank's effective tax rate tends to be below the Chilean statutory rate because for tax purposes the Bank is still required to recognize the effects of price level restatement on equity. The effective tax rate paid was 10.9% in 2012 compared to 15.9% in 2011. The lower effective tax rate in 2012 compared to 2011 was due to the decline in the statutory tax rate in Chile in 2012 to 18.5% from 20.0% in 2011. At the same time, in September 2012, the statutory tax rate to be applied in 2013 was permanently increased from 18.5% to 20.0% and this created a one-time income tax reversal of Ch\$16,221 million in 2012, corresponding to the adjustment of deferred tax assets to the higher statutory rate. In 2013, the effective tax rate is expected to be closer to 18% as the higher statutory tax rate of 20.0% comes into effect. See Note 16 Current and Deferred Taxes of the Audited Consolidated Financial Statements for more detail on income tax expense.

*For the years ended December 31, 2011 and 2010.* Our income tax expense decreased by 9.5% in the year ended December 31, 2011 compared to the same period in 2010. The effective tax rate paid was 15.9% in 2011 compared to 14.4% in 2010. The statutory tax rate in Chile in 2011 reached 20.0% compared to 17.0% in 2010. The higher effective tax rate in 2011 is mainly due to this rise in the statutory corporate tax rate. The decline in income tax expense is mainly due to the lower income before taxes.

**E. 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.

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The following table sets forth our contractual obligations and commercial commitments by time remaining to maturity. As of the date of the filing of this Annual Report, the Bank does not have significant purchase obligations. As of December 31, 2012, the scheduled maturities of our contractual obligations and of other commercial commitments, including accrued interest, were as follows:

Contractual Obligations	Demand	Up to 1 month	Between 1 and 3 months	Between 3 and 12 months	Subtotal up to 1 year (in millions of Ch\$)	Between 1 and 5 years	More than 5 years	Subtotal after 1 year	Total
Obligations under repurchase agreements		275,303	25,534	3,280	304,117				304,117
Checking accounts, time deposits and other time liabilities (1)	5,320,826	4,981,947	2,278,958	1,600,701	14,182,432	133,760	50,993	184,753	14,367,185
Financial derivative contracts	-	71,445	80,484	208,473	360,402	503,036	282,723	785,759	1,146,161
Interbank borrowings	5,820	82,965	185,730	998,877	1,273,392	164,611	-	164,611	1,438,003
Issued debt instruments	-	10,855	168,817	378,080	557,752	2,422,240	1,591,297	4,013,537	4,571,289
Other financial liabilities (2)	70,136	718	733	29,748	101,335	12,425	78,851	91,276	192,611
Subtotal	5,396,782	5,423,233	2,740,256	3,219,159	16,779,430	3,236,072	2,003,864	5,239,936	22,019,366
Contractual interest payments (3)	4,119	24,737	83,096	288,985	400,937	611,737	323,664	935,401	1,336,338
<b>Total</b>	<b>5,400,901</b>	<b>5,447,970</b>	<b>2,823,352</b>	<b>3,508,144</b>	<b>17,180,367</b>	<b>3,847,809</b>	<b>2,327,528</b>	<b>6,175,337</b>	<b>23,355,704</b>

- (1) Includes demand deposits and other demand liabilities, cash items in process of being cleared and time deposits and other time liabilities.
- (2) Mainly includes amounts owed to credit card processors and to the Chilean Production Development Corporation (*Corporación de Fomento de la Producción de Chile*), the state development agency.
- (3) The table above includes future cash interest payments. For variable rate obligations, we assume the same rate as the last rate known. Various of the payment obligations in the table above are variable debt instruments, since they are denominated in UF, for which we have estimated a long-term inflation rate equal to 3%, which is at the center of the Central Bank's long-term inflation target. No exclusions requiring further explanation have been made in this table.

**Operational Leases**

Certain bank premises and equipment are leased under various operating leases. Future minimum rental commitments as of December 31, 2012 under non-cancelable leases are as follows:

	As of December 31, 2012 (in millions of Ch\$)
Due within 1 year	16,266
Due after 1 year but within 2 years	14,845
Due after 2 years but within 3 years	12,960
Due after 3 years but within 4 years	11,443
Due after 4 years but within 5 years	10,465
Due after 5 years	63,035
<b>Total</b>	<b>129,014</b>
<b>Other Commercial Commitments</b>	

As of December 31, 2012, the scheduled maturities of other commercial commitments, including accrued interest, were as follows:

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Other Commercial Commitments	Between 1 and 3 and Between 1 and More than 5				Total
	Up to 1 month	3 months	12 months	5 years	
	(in millions of Ch\$)				
Guarantees	82,428	136,561	312,299	488,770	1,046,114
Confirmed foreign letters of credit	4,786	22,127	40,870	46,095	113,878
Letters of credit issued	52,056	103,153	6,351	37,860	199,420
Pledges and other commercial commitments	23,315	24,201	22,051	65,571	139,059
<b>Total other commercial commitments</b>	<b>162,585</b>	<b>286,042</b>	<b>381,571</b>	<b>638,296</b>	<b>1,498,471</b>

**Table of Contents****Risk-Weighted Assets and Regulatory Capital**

We currently have regulatory capital in excess of the minimum requirement under the current Chilean regulations. According to the General Banking Law, a bank is required to have regulatory capital of at least 8% of its risk-weighted assets, net of required loan loss allowances, and paid-in capital and reserves (*i.e.*, basic capital) of at least 3% of its total assets, net of required loan loss allowances. For these purposes, the regulatory capital of a bank is the sum of: (1) the bank's basic capital; (2) subordinated bonds issued by the bank valued at their placement price for an amount up to 50% of its basic capital, provided that the value of the bonds is required to be decreased by 20% for each year that elapses during the period commencing six years prior to their maturity; and (3) its voluntary allowances for loan losses, for an amount of up to 1.25% of its risk-weighted assets. Santander-Chile does not have goodwill, but if it did, this value would be required to be deducted from regulatory capital. When calculating risk weighted assets, we also include off-balance sheet contingent loans. The merger of Old Santander Chile and Santiago on August 1, 2002 required a special regulatory pre-approval of the SBIF, which was granted on May 16, 2002. The resolution granting this pre-approval imposed a regulatory capital to risk weighted assets ratio of 12% for the merged bank. This requirement was reduced to 11% by the SBIF 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, and the nature of the assets and the existence of collateral securing such assets.

The following table sets forth our consolidated and risk-weighted assets and regulatory capital as of December 31, 2012 and 2011 as required by the SBIF.

	Consolidated assets as of		Risk-weighted assets(3)	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
	(Ch\$ million)			
<b>Asset Balance (Net of allowances)</b>				
Cash and deposits in bank	1,250,414	2,793,701	-	-
Unsettled transactions	520,267	276,454	75,429	45,737
Trading investments	338,287	409,763	21,713	23,817
Investments under resale agreements	6,993	12,928	6,993	12,928
Financial derivative contracts	937,291	1,158,023	830,133	807,233
Interbank loans	90,527	87,541	18,105	17,508
Loans and accounts receivables from customers	18,325,957	16,823,407	16,205,004	14,746,903
Available for sale investments	1,826,158	1,661,311	200,285	99,197
Investments in other companies	7,614	8,728	7,614	8,728
Intangibles assets	87,347	80,739	87,347	80,739
Property, plant and equipment	162,214	153,059	162,214	153,059
Current taxes	10,227	37,253	1,023	3,725
Deferred taxes	186,210	147,754	18,621	14,775
Other assets	656,200	546,470	402,547	426,822
<b>Off-balance sheet assets</b>				
Contingent loans	3,201,028	3,023,330	1,903,368	1,801,971
<b>Total</b>	<b>27,606,734</b>	<b>27,220,461</b>	<b>19,940,396</b>	<b>18,243,142</b>
			<b>Ratio(1) (2)</b>	
	<b>December 31, 2012</b>	<b>December 31, 2011</b>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
	<b>(Ch\$ million)</b>		<b>%</b>	<b>%</b>
Basic capital	2,135,660	2,001,222	7.74	7.35
Regulatory capital	2,735,316	2,687,393	13.72	14.73

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(1) As a percentage of total assets.

(2) As a percentage of risk weighted assets (BIS ratio).

(3) As required by local regulations.

In line with the future adoption of Basel II regulations in Chile, the SBIF has recently discussed increasing the minimum regulatory capital ratio from 8% to 10.5%, which would require an amendment to the General Banking Law. Although we currently have a regulatory capital ratio of 13.7%, this change could require us to inject additional capital into our business in the future. According to initial estimates of the impact of market risk on regulatory capital, published by the SBIF, our regulatory capital to risk-weighted assets, net of loan loss allowance and deductions, including an initial estimate of the adjustments for market risk set forth under Basel II was 12.51% as of November 30, 2012, the latest data available. No assurance can be given that these changes will not have a material impact on our capitalization ratio.

**Financial Investments**

The following table sets forth our investment in Chilean government and corporate securities and certain other financial investments at the dates indicated. 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. Interest income from the trading portfolio is no longer included as interest income, but as income from trading and mark-to-market of securities.

**a) Trading**

	2012	As of December 31, 2011 (in millions of Ch\$)	2010
<b>Central Bank and Government Securities</b>			
Central Bank bonds	267,008	311,503	247,019
Central Bank notes	3,397	60,233	68,985
Other Central Bank and government securities	48,160	15,789	7,123
<b>Subtotal</b>	<b>318,565</b>	<b>387,525</b>	<b>323,127</b>
<b>Other Chilean Securities</b>			
Time deposits in Chilean financial institutions	3,531	-	-
Mortgage bonds of Chilean financial institutions	-	-	-
Chilean financial institutions bonds	-	-	19,628
Chilean corporate bonds	-	-	11,404
Other Chilean securities	-	-	-
<b>Subtotal</b>	<b>3,531</b>	<b>-</b>	<b>31,032</b>
<b>Foreign Financial Securities</b>			
Other foreign financial instruments	-	-	-
<b>Subtotal</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Investments in mutual funds</b>			
Funds managed by related entities	16,191	22,238	25,511
<b>Subtotal</b>	<b>16,191</b>	<b>22,238</b>	<b>25,511</b>
<b>Total</b>	<b>338,287</b>	<b>409,763</b>	<b>379,670</b>

**Table of Contents****b) Available for sale**

	2012	As of December 31, 2011 (in millions of Ch\$)	2010
<b>Central Bank and Government Securities</b>			
Central Bank bonds	712,278	570,573	555,981
Central Bank notes	8,270	563,114	366,210
Central Bank and government securities	296,010	173,839	175,296
<b>Subtotal</b>	<b>1,016,558</b>	<b>1,307,526</b>	<b>1,097,487</b>
<b>Other Chilean Securities</b>			
Time deposits in Chilean financial institutions	756,136	275,022	-
Mortgage bonds of Chilean financial institutions	37,319	66,806	218,112
Chilean financial institution bonds	-	-	-
Chilean corporate bonds	-	-	-
Other Chilean securities	321	319	147,833
<b>Subtotal</b>	<b>793,776</b>	<b>342,147</b>	<b>365,945</b>
<b>Others Financial Securities</b>			
Central Bank and Government Foreign Securities	-	-	-
Other Foreign financial securities	15,824	11,638	10,548
<b>Subtotal</b>	<b>15,824</b>	<b>11,638</b>	<b>10,548</b>
<b>Total</b>	<b>1,826,158</b>	<b>1,661,311</b>	<b>1,473,980</b>

**c) Held-to-maturity**

No financial investments were classified as held-to-maturity as of December 31, 2012, 2011 or 2010.

The following table sets forth an analysis of our investments as of December 31, 2012 by remaining 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 Ch\$, except rates)										
<b>Trading</b>										
<b>Central Bank and Government Securities</b>										
Central Bank notes	3,222	11.0	146	3.0	29	3.0	-	-	3,397	10.8
Central Bank bonds	236,944	5.3	9,859	3.0	20,205	8.9	-	-	267,008	5.5
Other Central Bank and Treasury securities	-	-	48,133	3.0	-	-	27	2.5	48,160	3.0
<b>Subtotal</b>	<b>240,166</b>	<b>-</b>	<b>58,138</b>	<b>-</b>	<b>20,234</b>	<b>-</b>	<b>27</b>	<b>-</b>	<b>318,565</b>	<b>-</b>
<b>Other Chilean Securities</b>										
Mortgage finance bonds	-	-	-	-	-	-	-	-	-	-
Chilean financial institutions bonds	3,531	0.5	-	-	-	-	-	-	3,531	0.5
Chilean corporate bonds	-	-	-	-	-	-	-	-	-	-
<b>Subtotal</b>	<b>3,531</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,531</b>	<b>-</b>
<b>Investment in mutual funds</b>										
Mutual funds administered by related parties	16,191	0.3	-	-	-	-	-	-	16,191	0.3
<b>Subtotal</b>	<b>16,191</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16,191</b>	<b>-</b>
<b>Total</b>	<b>259,888</b>	<b>-</b>	<b>58,138</b>	<b>-</b>	<b>20,234</b>	<b>-</b>	<b>27</b>	<b>-</b>	<b>338,287</b>	<b>-</b>



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	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
<b>Available for sale</b>										
<b>Central Bank and Government Securities</b>										
Central Bank notes	6,625	0.6	1,645	1.4	-	-	-	-	8,270	0.8
Central Bank bonds	92,122	3.8	378,337	5.0	241,819	5.0	-	-	712,278	4.8
Other Central Bank and Treasury securities	239	3.2	124,527	5.1	170,496	5.3	748	5.1	296,010	5.2
<b>Subtotal</b>	<b>98,986</b>	<b>-</b>	<b>504,509</b>	<b>-</b>	<b>412,315</b>	<b>-</b>	<b>748</b>	<b>-</b>	<b>1,016,558</b>	<b>-</b>
<b>Others Financial Securities</b>										
Chilean Corporate Bonds	-	-	-	-	-	-	-	-	-	-
Mortgage Finance Bonds	36	4.6	1,643	3.9	9,403	3.9	26,237	3.6	37,319	3.7
Chilean Financial Institutions Bonds	-	-	-	-	-	-	-	-	-	-
Deposit in Chilean Financial Institutions	756,136	0.6	-	-	-	-	-	-	756,136	0.6
Other Chilean Securities	321	7.5	-	-	-	-	-	-	321	7.5
Central Bank and Government Foreign Securities	-	-	-	-	-	-	-	-	-	-
Others Foreign Securities	10,441	4.8	-	-	5,383	2.4	-	-	15,824	4.0
<b>Subtotal</b>	<b>766,934</b>	<b>-</b>	<b>1,643</b>	<b>-</b>	<b>14,786</b>	<b>-</b>	<b>26,237</b>	<b>-</b>	<b>809,600</b>	<b>-</b>
<b>Total</b>	<b>865,920</b>	<b>-</b>	<b>506,152</b>	<b>-</b>	<b>427,101</b>	<b>-</b>	<b>26,985</b>	<b>-</b>	<b>1,826,158</b>	<b>-</b>
<b>Working Capital</b>										

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 5. Operating and Financial Review and Prospects E. 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.

The following table sets forth the balance of our liquidity portfolio managed by our Financial Management Division in the manner in which it is presented to the Asset and Liability Committee (ALCO) and the Board. The ALCO has determined that our liquidity portfolio must be comprised of cash plus assets that can be readily convertible into cash either through the Central Bank window, overnight deposits or instruments or the local secondary market. The management of the Bank's liquidity portfolio is performed by the Financial Management Division under rules determined by the ALCO.

	December 31, 2012	December 31, 2011
	Ch\$ million	
<b>Balance as of (1):</b>		
Financial investments for trading	338,287	409,763
Available for sale investments	1,826,158	1,661,311
Encumbered assets (net) (2)	(151,620)	(348,961)
Net cash (3)	(195)	27,839
Net interbank deposits (4)	875,537	1,714,013
<b>Total liquidity portfolio</b>	<b>2,888,167</b>	<b>3,463,965</b>



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	December 31, 2012	December 31, 2011
	Ch\$ million	
<b>Average balance as of:</b>		
Financial investments for trading	488,367	576,773
Available for sale investments	2,008,324	2,031,606
Encumbered assets (net) (2)	(72,399)	(94,256)
Net cash (3)	89,849	66,264
Net interbank deposits (4)	501,561	753,016
<b>Total liquidity portfolio</b>	<b>3,015,702</b>	<b>3,333,404</b>

(1) The figures used by the Financial Management Division to calculate liquidity portfolio are performed in accordance with the Bank's local Chilean Bank GAAP financial statements.

(2) Assets encumbered through repurchase agreements are deducted from the liquidity portfolio

(3) Cash minus reserve requirements

(4) Includes overnight deposits in the Central Bank, domestic banks and foreign banks

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 statutory reserve requirements of the Central Bank. Deposits are subject to a statutory reserve requirement of 9% for demand deposits and 3.6% for Chilean peso-, UF- and foreign currency denominated time deposits with a term of less than a year. See Item 4. Information on the Company C. Business Overview Competition 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 than deposits unconditionally payable immediately. This special reserve requirement applies to the amount by which the total of such deposits exceeds 2.5 times the amount of a bank's regulatory capital. Interbank loans are deemed to have a maturity of more than 30 days, even if payable within the following 10 days.

The Central Bank also requires us to comply with the following liquidity limits:

Our total liabilities with maturities of less than 30 days cannot exceed our total assets with maturities of less than 30 days by an amount greater than our capital. This limit must be calculated in local currency and foreign currencies together as one gap.

Our total liabilities with maturities of less than 90 days cannot exceed our total assets with maturities of less than 90 days by more than twice of our capital. This limit must be calculated in local currency and foreign currencies together as one gap.

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

**Cash Flow**

The tables below set 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 of the *Ley de Sociedad Anónimas* regarding loans to related parties and minimum dividend payments. See our Consolidated Statements of Cash Flows in our Audited Consolidated Financial Statements for a detailed breakdown of the Bank's cash flow.



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	Year ended December 31,		
	2012	2011	2010
	Millions of Ch\$		
Net cash provided by (used in) operating activities	(1,153,933)	1,556,890	(64,037)

Our operating activities consumed cash of Ch\$1,153,933 million in 2012. In the fourth quarter of 2011 and first quarter of 2012, the Bank increased its cash position in light of greater market uncertainty abroad. As market conditions improved in the second half of 2012, the ALCO permitted the Financial Management Division to return to more normal levels of liquidity by prepaying costlier liabilities. Loan growth was also a factor in the consumption of cash in operating activities. The cash generated by operating activities in 2011 was Ch\$1,556,890 million and was mainly due to the strong growth in time deposits and other funding sources that outstripped loan growth in the period. In 2010, operating activities consumed cash of Ch\$64,037 million, mainly due to the increase in loans in line with the rise in economic activity partially offset by a rise in deposits and bonds issued.

	Year ended December 31,		
	2012	2011	2010
	Millions of Ch\$		
Net cash used in investment activities	(72,086)	(52,095)	(20,019)

In 2012, cash used in investing activities was Ch\$72,086 million, mainly due to investments in property, equipment and technology as part of investment programs to modernize and improve the efficiency in retail banking activities. In 2011, the cash used in investing activities was Ch\$52,095 million, mainly relating to investments in property, plant and equipment and technology. In 2010, the cash used in investing activities was Ch\$20,019 million mainly relating to investments in property, plant and equipment. This was partially offset by the sale of branches in 2010.

	Year ended December 31,		
	2012	2011	2010
	Millions of Ch\$		
Net cash used in financing activities	(265,258)	(289,416)	(258,756)

In 2012, 2011 and 2010, the net cash used in financing activities can be explained by the Bank's annual dividend payment each year.

**Deposits and Other Borrowings**

The following table sets forth our average balance of liabilities for the years ended December 31, 2012, 2011, 2010, 2009 and 2008, in each case together with the related average nominal interest rates paid thereon.

	2012			2011			2010		
	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
	(millions of Ch\$, except percentages)								
<b>Interest-bearing liabilities</b>									
Savings accounts	102,420	0.4%	2.5%	103,085	0.4%	3.6%	102,732	0.5%	1.2%
Time deposits	9,659,815	38.5%	5.2%	9,107,719	37.7%	4.9%	7,482,544	35.9%	3.0%
Central Bank borrowings	4,469	0.0%	7.7%	3,097	0.0%	6.0%	304,292	1.5%	0.5%
Repurchase agreements	369,338	1.5%	4.5%	249,174	1.0%	3.5%	196,719	0.9%	1.2%
Mortgage finance bonds	131,070	0.5%	7.9%	174,224	0.7%	9.2%	224,436	1.1%	7.8%
Other interest bearing liabilities	5,927,893	23.6%	5.3%	6,128,052	25.4%	5.2%	5,126,595	24.6%	4.5%
<b>Subtotal interest-bearing liabilities</b>	<b>16,195,005</b>	<b>64.5%</b>	<b>5.2%</b>	<b>15,765,351</b>	<b>65.2%</b>	<b>5.1%</b>	<b>13,437,318</b>	<b>64.5%</b>	<b>3.5%</b>

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	Average Balance	2012 % of Total Average Liabilities	Average Nominal Rate	Average Balance (millions of Ch\$, except percentages)	2011 % of Total Average Liabilities	Average Nominal Rate	Average Balance	2010 % of Total Average Liabilities	Average Nominal Rate
<b>Non-interest bearing liabilities</b>									
Non-interest bearing deposits	4,177,432	16.6%		3,575,544	14.8%		3,152,513	15.1%	
Derivatives	1,141,169	4.5%		1,457,638	6.1%		1,323,161	6.3%	
Other non-interest bearing liabilities	1,395,112	5.6%		1,340,699	5.6%		1,192,374	5.7%	
Shareholders equity	2,187,716	8.8%		1,994,487	8.3%		1,752,329	8.4%	
<b>Subtotal non-interest bearing liabilities</b>	<b>8,901,429</b>	<b>35.5%</b>		<b>8,368,368</b>	<b>34.8%</b>		<b>7,420,377</b>	<b>35.5%</b>	
<b>Total liabilities</b>	<b>25,096,434</b>	<b>100.0%</b>		<b>24,133,719</b>	<b>100.0%</b>		<b>20,857,695</b>	<b>100.0%</b>	

Our most important source of funding is our deposits. Average time deposits plus non-interest bearing demand deposits represented 54.5% of our average total liabilities and shareholders equity in 2012. Our current funding strategy is to continue to utilize all sources of funding in accordance with their costs, their availability and our general asset and liability management strategy. Special emphasis is being placed on lengthening the maturities of time deposits with institutional clients and to broaden our customer deposit base and to emphasize core deposit funding. We believe that broadening our deposit base by increasing the number of account holders has created a more stable funding source.

**Composition of Deposits**

The following table sets forth the composition of our deposits and similar commitments at December 31, 2012, 2011, 2010, 2009 and 2008.

	2012	2011	2010	2009	2008
	(in millions of Ch\$)				
<b>Demand deposits and other demand obligations</b>					
Current accounts	4,006,143	3,543,776	3,330,352	2,776,607	2,268,991
Other deposits and demand accounts	455,315	350,519	368,934	303,495	206,347
Other demand obligations	508,561	519,520	537,148	453,432	472,824
<b>Subtotals</b>	<b>4,970,019</b>	<b>4,413,815</b>	<b>4,236,434</b>	<b>3,533,534</b>	<b>2,948,162</b>
<b>Time deposits and other time deposits</b>					
Time deposits	9,008,902	8,816,766	7,154,396	4,219,392	9,476,024
Time saving accounts	101,702	102,831	103,191	98,985	102,951
Other time deposits	1,609	1,517	1,170	2,856,880	177,291
<b>Subtotals</b>	<b>9,112,213</b>	<b>8,921,114</b>	<b>7,258,757</b>	<b>7,175,257</b>	<b>9,756,266</b>
<b>Total deposits and other commitments</b>	<b>14,082,232</b>	<b>13,334,929</b>	<b>11,495,191</b>	<b>10,708,791</b>	<b>12,704,428</b>

**Maturity of Deposits**

The following table sets forth information regarding the currency and maturity of our deposits as of December 31, 2012, expressed in percentages of our total deposits in each currency category. 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 Currencies	Total
Demand deposits	0.01%	0.06%	0.00%	0.02%
Savings accounts	0.02%	6.37%	0.00%	1.08%
Time deposits:	0.00%	0.00%	0.00%	0.00%
Maturing within 3 months	81.55%	58.07%	94.51%	79.31%

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Maturing after 3 but within 6 months	13.49%	12.01%	3.76%	11.97%
Maturing after 6 but within 12 months	4.35%	13.85%	1.73%	5.59%
Maturing after 12 months	0.58%	9.64%	0.00%	2.03%
<b>Total time deposits</b>	<b>99.97%</b>	<b>93.57%</b>	<b>100.00%</b>	<b>98.90%</b>
<b>Total deposits</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

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The following table sets forth information regarding the maturity of our outstanding time deposits in excess of U.S.\$100,000 as of December 31, 2012.

	Ch\$	UF	Foreign Currencies	Total
	(in millions of Ch\$)			
<b>Time deposits:</b>				
Maturing within 3 months	5,217,679	885,769	1,123,672	7,227,120
Maturing after 3 but within 6 months	863,034	183,161	44,680	1,090,875
Maturing after 6 but within 12 months	278,065	211,175	20,586	509,826
Maturing after 12 months	37,581	147,134	39	184,754
<b>Total time deposits</b>	<b>6,396,359</b>	<b>1,427,239</b>	<b>1,188,977</b>	<b>9,012,575</b>
<b>Short-term Borrowings</b>				

The principal categories of our short-term borrowings are repurchase agreements and interbank borrowings. The table below presents the amounts outstanding at each year-end indicated and the weighted-average nominal interest rate for each such year by type of short-term borrowing.

	2012		2011		2010	
	Balance	Weighted-Average Nominal Interest Rate	Balance	Weighted-Average Nominal Interest Rate	Balance	Weighted-Average Nominal Interest Rate
(in millions of Ch\$, except percentages)						
Obligations arising from repurchase agreements	304,117	0.4%	544,381	0.4%	294,725	0.2%
Obligations with the Central Bank	398	0.5%	810	0.5%	1,307	0.5%
Loans from domestic financial institutions	-	-%	-	-%	-	-%
Foreign obligations	1,272,994	0.4%	1,740,254	0.5%	1,458,479	0.8%
<b>Total short-term borrowings</b>	<b>1,577,509</b>	<b>0.4%</b>	<b>2,285,445</b>	<b>0.5%</b>	<b>1,754,511</b>	<b>0.7%</b>

The following table shows the average balance and the average nominal rate for each short-term borrowing category for the years indicated.

	2012		2011		2010	
	Average Balance	Weighted-Average Nominal Interest Rate	Average Balance	Weighted-Average Nominal Interest Rate	Average Balance	Weighted-Average Nominal Interest Rate
(in millions of Ch\$, except percentages)						
Obligations arising from repurchase agreements	369,338	4.2%	249,174	3.5%	294,725	0.2%
Obligations with the Central Bank	4,469	5.2%	3,097	6.0%	1,307	0.5%
Loans from domestic financial institutions	6,171	3.7%	24,912	3.0%	-	-%
Foreign obligations	1,578,051	0.8%	1,812,802	1.3%	1,458,479	0.8%
<b>Total short-term borrowings</b>	<b>1,958,029</b>	<b>1.4%</b>	<b>2,089,985</b>	<b>1.6%</b>	<b>1,754,511</b>	<b>0.7%</b>

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

	Maximum 2012 Month- End Balance	Maximum 2011 Month- End Balance	Maximum 2010 Month- End Balance
	(in millions of Ch\$)		
Obligations arising from repurchase agreements	571,211	544,381	1,180,620
Obligations with the Central Bank	766	1,241	1,740
Loans from domestic financial institutions	70,000	244,071	13,923
Foreign obligations	1,854,398	2,024,146	2,098,648
<b>Total short-term borrowings</b>	<b>2,496,375</b>	<b>2,813,839</b>	<b>3,294,931</b>

**Total Borrowings**

	As of December 31, 2012		
	Long-term	Short-term	Total
	(in millions of Ch\$)		
Central Bank credit lines for renegotiations of loans (a)	-	398	398
Obligations under repurchase agreements	-	304,117	304,117
Mortgage finance bonds (b)	6,863	121,223	128,086
Senior bonds (c)	534,852	3,182,361	3,717,213
Subordinated bonds (d)	16,037	709,953	725,990
Borrowings from domestic financial institutions	-	-	-
Foreign borrowings (e)	164,611	1,272,994	1,437,605
Other obligations (f)	101,335	91,276	192,611
<b>Total borrowings</b>	<b>823,698</b>	<b>5,682,322</b>	<b>6,506,020</b>

	As of December 31, 2011		
	Long-term	Short-term	Total
	(in millions of Ch\$)		
Central Bank credit lines for renegotiations of loans (a)	-	810	810
Obligations under repurchase agreements	-	544,381	544,381
Mortgage finance bonds (b)	152,536	7,707	160,243
Senior bonds (c)	2,851,785	749,340	3,601,125
Subordinated bonds (d)	725,029	136,842	861,871
Borrowings from domestic financial institutions	-	-	-
Foreign borrowings (e)	179,028	1,740,254	1,919,282
Other obligations (f)	120,521	56,078	176,599
<b>Total borrowings</b>	<b>4,028,899</b>	<b>3,235,412</b>	<b>7,264,311</b>

	As of December 31, 2010		
	Long-term	Short-term	Total
	(in millions of Ch\$)		
Central Bank credit lines for renegotiations of loans (a)	-	1,307	1,307
Obligations under repurchase agreements	-	294,725	294,725
Mortgage finance bonds (b)	183,383	10,751	194,134

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Senior bonds (c)	2,763,572	547,107	3,310,679
Subordinated bonds (d)	664,383	21,692	686,075
Borrowings from domestic financial institutions	-	-	-
Foreign borrowings (e)	124,271	1,458,479	1,582,750
Other obligations (f)	122,247	44,042	166,289
<b>Total borrowings</b>	<b>3,857,856</b>	<b>2,378,103</b>	<b>6,235,959</b>



**Table of Contents***(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 1980s. The maturities of the outstanding amounts due under these credit lines, which are considered long-term, are as follows:

	As of December 31, 2012	As of December 31, 2011
	(in millions of Ch\$)	
Due within 1 year	398	810
<b>Total</b>	<b>398</b>	<b>810</b>

*(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 5.95% as of December 31, 2012. The following table sets forth the remaining maturities of our mortgage finance bonds at December 31, 2012.

	As of December 31, 2012
	(in millions of Ch\$)
Due within 1 year	6,863
Due after 1 year but within 2 years	7,595
Due after 2 years but within 3 years	14,752
Due after 3 years but within 4 years	11,026
Due after 4 years but within 5 years	11,923
Due after 5 years	75,927
<b>Total mortgage finance bonds</b>	<b>128,086</b>

*(c) Senior Bonds*

The following table sets forth, at the dates indicated, our issued senior bonds. The bonds are denominated principally in UFs or U.S. dollars, and are principally used to fund assets with similar durations.

	2012	As of December 31, 2011	2010
	(in millions of Ch\$)		
Senior Bonds in UF	2,025,105	2,001,713	1,952,051
Senior Bonds in U.S.\$	1,269,454	1,268,763	936,134
Senior Bonds in CHF\$	90,249	119,394	174,297
Senior Bonds in Ch\$	293,933	211,255	248,197
Senior Bonds in CNY\$	38,472	-	-
<b>Total senior bonds</b>	<b>3,717,213</b>	<b>3,601,125</b>	<b>3,310,679</b>

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The maturities of these bonds are as follows:

	<b>As of December 31, 2012 (in millions of Ch\$)</b>
Due within 1 year	534,852
Due after 1 year but within 2 years	600,723
Due after 2 years but within 3 years	643,791
Due after 3 years but within 4 years	610,817
Due after 4 years but within 5 years	323,474
Due after 5 years	1,003,556
<b>Total bonds</b>	<b>3,717,213</b>

In 2012, the Bank placed bonds for UF 698,000, U.S.\$ 1,085,990,000, Ch\$ 55,600,000,000 and CNY 500,000,000, detailed as follows:

Series	Amount	Term	Issue rate	Issuance date	Issue amount	Maturity date
FD	UF 50,000	5 years	3.00% per annum simple	08-01-2010	UF 3,000,000	08-01-2015
E1	UF 362,000	5 years	3.00% per annum simple	02-01-2011	UF 4,000,000	02-01-2016
E3	UF 6,000	8.5 years	3.50% per annum simple	01-01-2011	UF 4,000,000	07-01-2019
E6	UF 280,000	10 years	3.50% per annum simple	04-01-2012	UF 4,000,000	04-01-2022
<b>Total UF</b>	<b>UF 698,000</b>					
E4	Ch\$ 5,600,000,000	5 years	6.75% per annum simple	06-01-2011	Ch\$ 50,000,000,000	06-01-2016
E5	Ch\$ 25,000,000,000	10 years	6.30% per annum simple	12-01-2011	Ch\$ 25,000,000,000	12-01-2021
E7	Ch\$ 25,000,000,000	5 years	6.75% per annum simple	03-01-2012	Ch\$ 25,000,000,000	03-01-2017
<b>Ch\$ Total</b>	<b>Ch\$ 55,600,000,000</b>					
Senior bonds	U.S.\$ 250,000,000	2 years	Libor (3 months) + 200 bp	02-14-2012	U.S.\$ 250,000,000	02-14-2014
Zero-coupon bond	U.S.\$ 85,990,000	1 year	Libor (3 months) + 100 bp	08-29-2012	U.S.\$ 85,990,000	08-30-2013
Senior bonds	U.S.\$ 750,000,000	10 years	3.875% per annum simple	09-20-2012	U.S.\$ 750,000,000	09-20-2022
<b>U.S.\$ Total</b>	<b>U.S.\$ 1,085,990,000</b>					
CNY Bond	CNY 500,000,000	2 years	3.75% per annum simple	11-26-2012	CNY 500,000,000	11-26-2014
<b>CNY Total</b>	<b>CNY 500,000,000</b>					

During the first quarter of 2012, the Bank performed a partial repurchase of bonds for CHF 45,000,000. During the second half of 2012, the Bank repurchased bonds in the amount of U.S.\$ 53,500,000.

*(d) Subordinated bonds*

The following table sets forth, at the dates indicated, the balances of our subordinated bonds. The following table sets forth, at the dates indicated, our issued subordinated bonds. The bonds are denominated principally in UFs or U.S. dollars, and are principally used to fund the Bank's mortgage portfolio and are considered to be a part of our regulatory capital.

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	2012	As of December 31, 2011 (in millions of Ch\$)	2010
Subordinated bonds denominated in U.S.\$	174,285	316,169	244,957
Subordinated bonds linked to the UF	551,705	545,702	441,118
<b>Total subordinated bonds</b>	<b>725,990</b>	<b>861,871</b>	<b>686,075</b>

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

	As of December 31, 2012 (in millions of Ch\$)
Due within 1 year	16,037
Due after 1 year but within 2 years	182,844
Due after 2 years but within 3 years	9,535
Due after 3 years but within 4 years	5,760
Due after 4 years but within 5 years	-
Due after 5 years	511,814
<b>Total subordinated bonds</b>	<b>725,990</b>

In 2012, the Bank did not issue subordinated bonds.

*(e) Foreign borrowings*

These are short-term and long-term borrowings from foreign banks used to fund our foreign trade business. The maturities of these borrowings are as follows.

	As of December 31, 2012 (in millions of Ch\$)
Due within 1 year	1,272,994
Due after 1 year but within 2 years	164,611
Due after 2 years but within 3 years	-
Due after 3 years but within 4 years	-
Due after 5 years	-
<b>Total loans from foreign financial institutions</b>	<b>1,437,605</b>

*(f) Other obligations*

Other obligations are summarized as follows:

	As of December 31, 2012 MCh\$
Long term obligations	
Due after 1 years but within 2 years	3,897
Due after 2 years but within 3 years	2,501
Due after 3 years but within 4 years	3,090
Due after 4 years but within 5 years	2,937
Due after 5 years	78,851
<b>Long-term financial obligations subtotals</b>	<b>91,276</b>

Short term obligations:

Amounts due to credit card operators	70,410
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Acceptance of letters of credit	1,683
Other long-term financial obligations, short-term portion	29,242
<b>Short-term financial obligations subtotals</b>	<b>101,335</b>
<b>Other financial obligations totals</b>	<b>192,611</b>

**Table of Contents****Other Off-Balance Sheet Arrangements and Commitments**

In the ordinary course of our business, we are party to off-balance sheet transactions. These transactions expose us to credit risk in addition to amounts recognized in the consolidated financial statements. The most important off-balance sheet item is contingent loans. Contingent loans consist of guarantees granted by us in Ch\$, UF and foreign currencies (principally U.S.\$), unused letters of credit and commitments to extend credit 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 the contractual terms. Since a substantial portion of these commitments is expected to expire without being drawn upon, the total amount of commitments does 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 off-balance sheet commitments do not represent an unusual credit risk.

The following table presents the Bank's outstanding contingent loans as of December 31, 2012, 2011 and 2010:

	2012	As of December 31, 2011	2010
	(in millions of Ch\$)		
Issued and documented letters of credit	199,420	184,649	209,532
Confirmed foreign letters of credit	113,878	52,889	85,739
Documented guarantees	1,046,114	920,986	898,751
Other guarantees	139,059	147,081	166,550
<b>Subtotals</b>	<b>1,498,471</b>	<b>1,305,605</b>	<b>1,360,572</b>
Lines of credit with immediate availability	4,933,335	4,673,525	4,832,359
Other irrevocable obligation	63,828	95,150	129,428
<b>Totals</b>	<b>6,495,634</b>	<b>6,074,280</b>	<b>6,322,359</b>

**Asset and Liability Management**

Please refer to Item 11. Quantitative and Qualitative Disclosures about Market Risk for information regarding our policies with respect to asset and liability management.

**Capital Expenditures**

The following table reflects capital expenditures in each of the three years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
	(in millions of Ch\$)		
Land and Buildings	17,177	8,326	7,884
Machinery and Equipment	14,570	8,503	7,781
Furniture, Vehicles, Other(1)	4,991	9,860	3,336
<b>Total</b>	<b>36,738</b>	<b>26,689</b>	<b>19,001</b>

(1) Includes assets ceded under operating leases.

The increase in capital expenditures in 2012 was mainly due to higher investments in IT hardware and software, and to refurbish branches.

**F. Selected Statistical Information**

The following information is included for analytical purposes and should be read in conjunction with our Audited Consolidated Financial Statements, as well as the discussion in this Item 5. Operating and Financial Review and Prospects. The UF is linked to, and is adjusted daily to reflect changes in, the previous month's Chilean consumer price index. See Item 5. Operating and Financial Review and Prospects C. Operating Results Impact of Inflation.



**Table of Contents****Average Balances, 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 on an unconsolidated basis. Such average balances are presented in Chilean pesos, UFs and in foreign currencies (principally U.S. dollars). Figures from our subsidiaries have been calculated on the basis of monthly balances. The average balances of our subsidiaries, except Santander S.A. Agente de Valores, have not been categorized by currency. As such it is not possible to calculate average balances by currency for such subsidiaries on the basis of daily, weekly or monthly balances.

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:

Where:

Rp = real average rate for peso-denominated assets and liabilities (in Ch\$ and UF) for the period;

Rd = real average rate for foreign currency-denominated assets and liabilities for the period;

Np = nominal average rate for peso-denominated assets and liabilities for the period;

Nd = 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.

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):

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.

Foreign exchange gains or losses on foreign currency-denominated assets and liabilities are not included in interest income or expense. Similarly, interest on the available for sale investment portfolio does not include trading or mark-to-market gains or losses on these investments. Interest is not recognized on non-performing loans. Non-performing loans that are past-due for 90 days or less 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 past-due (*i.e.*, non-accrual loans) and restructured loans earning no interest.





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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 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, 2012, 2011 and 2010.

	Year ended December 31,											
	2012				2011				2010			
	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 Ch\$, except for rate data)												
<b>ASSETS</b>												
<b>Interest-earning assets</b>												
<b>Deposits in Central Bank</b>												
Ch\$	528,682	18,346	2.0%	3.5%	497,897	16,005	(1.2%)	3.2%	433,176	6,411	(1.0%)	1.5%
UF			%	%			%	%			%	%
Foreign currencies			%	%			%	%			%	%
<b>Subtotal</b>	<b>528,682</b>	<b>18,346</b>	<b>2.0%</b>	<b>3.5%</b>	<b>497,897</b>	<b>16,005</b>	<b>(1.2%)</b>	<b>3.2%</b>	<b>433,176</b>	<b>6,411</b>	<b>(1.0%)</b>	<b>1.5%</b>
<b>Financial investments</b>												
Ch\$	1,593,870	82,257	3.6%	5.2%	1,704,483	71,129	(0.3%)	4.2%	1,055,225	25,439	(0.1%)	2.4%
UF	132,209	10,961	6.7%	8.3%	220,986	21,971	5.3%	9.9%	545,775	34,602	3.7%	6.3%
Foreign currencies	593,645	636	(9.5%)	0.1%	854,965	(25,201)	3.5%	(2.9%)	652,464	12,892	(8.0%)	2.0%
<b>Subtotal</b>	<b>2,319,724</b>	<b>93,854</b>	<b>0.4%</b>	<b>4.0%</b>	<b>2,780,434</b>	<b>67,899</b>	<b>1.3%</b>	<b>2.5%</b>	<b>2,253,464</b>	<b>72,933</b>	<b>(1.5%)</b>	<b>3.2%</b>
<b>Commercial Loans</b>												
Ch\$	4,874,036	559,194	9.8%	11.5%	4,491,613	409,074	4.5%	9.2%	4,024,823	313,063	5.1%	7.8%
UF	3,746,119	261,493	5.4%	7.0%	3,268,257	272,236	3.7%	8.4%	2,791,495	192,518	4.3%	6.9%
Foreign currencies	1,907,824	53,175	(7.0%)	2.8%	1,662,095	44,586	9.5%	2.7%	932,257	30,479	(6.8%)	3.3%
<b>Subtotal</b>	<b>10,527,979</b>	<b>873,862</b>	<b>5.2%</b>	<b>8.3%</b>	<b>9,421,965</b>	<b>725,896</b>	<b>5.1%</b>	<b>7.8%</b>	<b>7,748,575</b>	<b>536,060</b>	<b>3.4%</b>	<b>6.9%</b>
<b>Consumer loans</b>												
Ch\$	2,735,628	525,209	17.4%	19.2%	2,526,772	539,961	16.2%	21.4%	2,270,711	477,155	18.1%	21.0%
UF	120,620	11,570	8.0%	9.6%	96,286	9,722	5.4%	10.1%	97,905	8,209	5.7%	8.4%
Foreign currencies	16,009		(9.6%)	-%	14,374		6.6%	%	10,446		(9.8%)	%
<b>Subtotal</b>	<b>2,872,257</b>	<b>536,779</b>	<b>16.9%</b>	<b>18.7%</b>	<b>2,637,432</b>	<b>549,683</b>	<b>15.8%</b>	<b>20.9%</b>	<b>2,379,062</b>	<b>485,364</b>	<b>17.5%</b>	<b>20.4%</b>
<b>Mortgage loans</b>												
Ch\$	28,170	2,236	6.4%	7.9%	27,811	2,626	4.8%	9.4%	28,522	2,263	5.3%	7.9%
UF	5,157,859	363,496	5.5%	7.0%	4,800,402	397,408	3.7%	8.3%	4,293,315	301,864	4.4%	7.0%
			-%	-%			%	%			%	%

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Foreign currencies												
<b>Subtotal</b>	<b>5,186,029</b>	<b>365,732</b>	<b>5.5%</b>	<b>7.2%</b>	<b>4,828,213</b>	<b>400,034</b>	<b>3.7%</b>	<b>8.3%</b>	<b>4,321,837</b>	<b>304,127</b>	<b>4.4%</b>	<b>7.0%</b>
<b>Interbank Loans</b>												
Ch\$	214	-	(1.5%)	-%	73,505	3,486	0.3%	4.7%	48,485	934	(0.6%)	1.9%
UF			-%	-%			%	%			%	%
Foreign currencies	129,581	790	(9.0%)	0.6%	5,206		6.6%	%	1,229		(9.8%)	0.0%
<b>Subtotal</b>	<b>129,795</b>	<b>790</b>	<b>(9.0%)</b>	<b>0.6%</b>	<b>78,711</b>	<b>3,486</b>	<b>0.7%</b>	<b>4.4%</b>	<b>49,714</b>	<b>934</b>	<b>(0.8%)</b>	<b>1.9%</b>
<b>Investments under agreements to resell</b>												
Ch\$	2,580	163	4.8%	6.3%	23,993	3,678	10.4%	15.3%	44,969	6,256	11.1%	13.9%
UF	17,900	1,074	4.4%	6.0%	35,009	1,949	1.1%	5.6%	15,898	428	0.2%	2.7%
Foreign currencies			-%	-%			%	%	1,403	22	(8.4%)	1.6%
<b>Subtotal</b>	<b>20,480</b>	<b>1,237</b>	<b>4.5%</b>	<b>6.0%</b>	<b>59,002</b>	<b>5,627</b>	<b>4.9%</b>	<b>9.5%</b>	<b>62,270</b>	<b>6,706</b>	<b>7.9%</b>	<b>10.8%</b>
<b>Threshold</b>												
Ch\$	2	-	(1.5%)	-%			%	%			%	%
UF	-	-	-%	-%			%	%			%	%
Foreign currencies	35,142	353	(8.7%)	1.0%	51,385	105	6.8%	0.2%	231,385	448	(9.6%)	0.2%
<b>Subtotal</b>	<b>35,144</b>	<b>353</b>	<b>(8.7%)</b>	<b>1.0%</b>	<b>51,385</b>	<b>105</b>	<b>6.8%</b>	<b>0.2%</b>	<b>231,385</b>	<b>448</b>	<b>(9.6%)</b>	<b>0.2%</b>
<b>Total interest-earning assets</b>												
Ch\$	9,763,182	1,187,405	10.5%	12.2%	9,346,074	1,045,959	6.5%	11.2%	7,905,911	831,521	7.8%	10.5%
UF	9,174,707	648,594	5.5%	7.1%	8,420,940	703,286	3.7%	8.4%	7,744,388	537,621	4.3%	6.9%
Foreign currencies	2,682,201	54,954	(7.7%)	2.0%	2,588,025	19,490	7.4%	0.8%	1,829,184	43,841	(7.6%)	2.4%
<b>Subtotal</b>	<b>21,620,090</b>	<b>1,890,953</b>	<b>6.1%</b>	<b>8.8%</b>	<b>20,355,039</b>	<b>1,768,735</b>	<b>5.5%</b>	<b>8.7%</b>	<b>17,479,483</b>	<b>1,412,983</b>	<b>4.6%</b>	<b>8.1%</b>

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	Year ended December 31,								
	2012			2011			2010		
	Average Balance	Interest Earned	Average Nominal Real Rate	Average Balance	Interest Earned	Average Nominal Real Rate	Average Balance	Interest Earned	Average Nominal Real Rate
	(in millions of Ch\$, except for rate data)								
<b>ASSETS</b>									
<b>Non-interest earning assets</b>									
<b>Cash</b>									
Ch\$	544,044			448,889			421,903		
UF									
Foreign currencies	17,304			16,275			13,484		
<b>Subtotal</b>	<b>561,348</b>			<b>465,164</b>			<b>435,387</b>		
<b>Allowance for loan losses</b>									
Ch\$	(582,581)			(535,656)			(444,122)		
UF									
Foreign currencies									
<b>Subtotal</b>	<b>(582,581)</b>			<b>(535,656)</b>			<b>(444,122)</b>		
<b>Property, plant and equipment</b>									
Ch\$	174,948			159,813			176,367		
UF				40					
Foreign currencies									
<b>Subtotal</b>	<b>174,948</b>			<b>159,853</b>			<b>176,367</b>		
<b>Derivatives</b>									
Ch\$	1,334,464			1,824,381			1,617,480		
UF				(178,373)			(124,606)		
Foreign currencies	(26,517)			(39,820)			(60,410)		
<b>Subtotal</b>	<b>1,307,947</b>			<b>1,606,188</b>			<b>1,432,464</b>		
<b>Financial investments trading<sup>(1)</sup></b>									
Ch\$	185,018			203,886			90,605		
UF	257,719			436,435			665,607		
Foreign currencies	4			9,791			30,407		
<b>Subtotal</b>	<b>442,741</b>			<b>650,112</b>			<b>786,619</b>		
<b>Other assets</b>									
Ch\$	975,585			979,549			724,156		
UF	69,937			100,291			66,279		
Foreign currencies	526,419			353,179			201,062		
<b>Subtotal</b>	<b>1,571,941</b>			<b>1,433,019</b>			<b>991,497</b>		
<b>Total non-interest earning assets</b>									
Ch\$	2,631,478			3,080,862			2,586,389		
UF	327,656			358,393			607,280		
Foreign currencies	517,210			339,425			184,543		
<b>Total</b>	<b>3,476,344</b>			<b>3,778,680</b>			<b>3,378,212</b>		

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**TOTAL ASSETS**

Ch\$	12,394,660	1,187,405	12,426,936	1,045,959	10,492,300	831,521
UF	9,502,363	648,594	8,779,333	703,286	8,351,668	537,621
Foreign currencies	3,199,411	54,954	2,927,450	19,490	2,013,727	43,841
<b>Total</b>	<b>25,096,434</b>	<b>1,890,953</b>	<b>24,133,719</b>	<b>1,768,735</b>	<b>20,857,695</b>	<b>1,412,983</b>

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	2012			Year ended December 31, 2011				2010			
	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
(in millions of Ch\$, except for rate data)											
<b>ASSETS AND LIABILITIES</b>											
<b>Assets</b>											
Loans	1,015	2	(1.3%)	0.2%	1,092	3	(4.0%)	0.3%	1,103	3	(2.2%)
Other assets	101,405	2,537	1.0%	2.5%	101,993	3,712	(0.8%)	3.6%	101,629	1,231	(1.3%)
Other			-%	-%			-%	-%			%
<b>Total Assets</b>	<b>102,420</b>	<b>2,539</b>	<b>1.0%</b>	<b>2.5%</b>	<b>103,085</b>	<b>3,715</b>	<b>0.8%</b>	<b>3.6%</b>	<b>102,732</b>	<b>1,234</b>	<b>(1.3%)</b>
<b>Liabilities</b>											
Deposits	6,383,384	384,895	4.5%	6.0%	5,187,931	288,282	1.1%	5.6%	3,914,178	89,808	(0.2%)
Other liabilities	1,430,807	109,163	6.0%	7.6%	2,086,118	143,899	2.4%	6.9%	2,107,484	117,230	3.0%
Other	1,845,624	9,048	(9.1%)	0.5%	1,833,670	13,392	7.4%	0.7%	1,460,882	12,997	(9.0%)
<b>Total Liabilities</b>	<b>9,659,815</b>	<b>503,106</b>	<b>2.1%</b>	<b>5.2%</b>	<b>9,107,719</b>	<b>445,573</b>	<b>2.7%</b>	<b>4.9%</b>	<b>7,482,544</b>	<b>220,035</b>	<b>(1.0%)</b>
<b>Other</b>											
Other assets	4,070	218	3.8%	5.4%	2,094	177	3.8%	8.5%	302,807	1,648	(1.9%)
Other liabilities	399	14	2.0%	3.5%	1,003	8	(3.5%)	0.8%	1,485	10	(1.8%)
Other			-%	-%			0.0%	0.0%			%
<b>Total Other</b>	<b>4,469</b>	<b>232</b>	<b>3.6%</b>	<b>5.2%</b>	<b>3,097</b>	<b>185</b>	<b>1.4%</b>	<b>6.0%</b>	<b>304,292</b>	<b>1,658</b>	<b>(1.9%)</b>
<b>Equity</b>											
Equity	360,538	15,326	2.7%	4.3%	214,930	7,922	(0.7%)	3.7%	142,572	937	(1.8%)
Other	-	-	-%	-%	18,564	808	(0.1%)	4.4%	51,516	1,437	0.3%
Other	8,800	73	(8.8%)	0.8%	15,680	31	6.8%	0.2%	2,631	3	(9.7%)
<b>Total Equity</b>	<b>369,338</b>	<b>15,399</b>	<b>2.4%</b>	<b>4.2%</b>	<b>249,174</b>	<b>8,761</b>	<b>(0.2%)</b>	<b>3.5%</b>	<b>196,719</b>	<b>2,377</b>	<b>(1.4%)</b>
<b>Income</b>											
Income			-%	-%			0.0%	0.0%			%
Other income	131,070	11,254	7.0%	8.6%	174,224	16,027	4.6%	9.2%	224,436	17,445	5.1%
Other			-%	-%			0.0%	0.0%			%
<b>Total Income</b>	<b>131,070</b>	<b>11,254</b>	<b>7.0%</b>	<b>8.6%</b>	<b>174,224</b>	<b>16,027</b>	<b>4.6%</b>	<b>9.2%</b>	<b>224,436</b>	<b>17,445</b>	<b>5.1%</b>
<b>Expenses</b>											
Expenses	395,033	39,171	8.3%	9.9%	344,561	64,171	13.6%	18.6%	167,944	30,982	15.6%
Other expenses	2,570,059	157,727	4.6%	6.1%	2,427,992	223,895	4.6%	9.2%	2,086,698	155,009	4.8%
Other	2,962,801	118,791	(5.9%)	4.0%	3,355,499	34,108	7.7%	1.0%	2,871,953	44,524	(8.4%)
<b>Total Expenses</b>	<b>5,927,893</b>	<b>315,689</b>	<b>(0.4%)</b>	<b>5.3%</b>	<b>6,128,052</b>	<b>322,174</b>	<b>6.8%</b>	<b>5.2%</b>	<b>5,126,595</b>	<b>230,515</b>	<b>(2.2%)</b>

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	7,144,040	439,612	4.6%	6.2%	5,750,608	360,555	1.8%	6.3%	4,528,604	123,378	0.2%
	4,233,740	280,695	5.1%	6.6%	4,809,894	388,349	3.5%	8.1%	4,573,248	292,362	3.8%
cies	4,817,225	127,912	(7.2%)	2.7%	5,204,849	47,531	7.6%	0.9%	4,335,466	57,524	(8.6%)
	<b>16,195,005</b>	<b>848,219</b>	<b>1.2%</b>	<b>5.3%</b>	<b>15,765,351</b>	<b>796,435</b>	<b>4.2%</b>	<b>5.1%</b>	<b>13,437,318</b>	<b>473,264</b>	<b>(1.4%)</b>

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	Year ended December 31,								
	2012			2011			2010		
	Average	Interest	Average	Average	Interest	Average	Average	Interest	Average
	Balance	Paid	Real Rate	Balance	Paid	Real Rate	Balance	Paid	Real Rate
			Rate			Rate			Rate
	(in millions of Ch\$, except for rate data)								
<b>NON-INTEREST-BEARING LIABILITIES</b>									
<b>Non-interest bearing demand deposits</b>									
Ch\$	4,150,121			3,546,165			3,132,540		
UF	23,047			17,115			15,226		
Foreign currencies	4,264			12,264			4,747		
<b>Subtotal</b>	<b>4,177,432</b>			<b>3,575,544</b>			<b>3,152,513</b>		
<b>Derivatives</b>									
Ch\$	1,140,913			1,389,878			1,094,480		
UF				35,145			115,981		
Foreign currencies	256			32,615			112,700		
<b>Subtotal</b>	<b>1,141,169</b>			<b>1,457,638</b>			<b>1,323,161</b>		
<b>Other non-interest-bearing liabilities</b>									
Ch\$	621,920			637,053			526,376		
UF	204,532			279,367			350,588		
Foreign currencies	568,660			424,279			315,410		
<b>Subtotal</b>	<b>1,395,112</b>			<b>1,340,699</b>			<b>1,192,374</b>		
<b>Shareholders Equity</b>									
Ch\$	2,187,716			1,994,487			1,752,329		
UF									
Foreign currencies									
<b>Subtotal</b>	<b>2,187,716</b>			<b>1,994,487</b>			<b>1,752,329</b>		
<b>Total non-interest-bearing liabilities and shareholders equity</b>									
Ch\$	8,100,670			7,567,583			6,505,725		
UF	227,579			331,627			481,795		
Foreign currencies	573,180			469,158			432,857		
<b>Subtotal</b>	<b>8,901,429</b>			<b>8,368,368</b>			<b>7,420,377</b>		
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>									
Ch\$	15,244,710	439,612		13,318,191	360,555		11,034,329	123,378	
UF	4,461,319	280,695		5,141,521	388,349		5,055,043	292,362	
Foreign currencies	5,390,405	127,912		5,674,007	47,531		4,768,323	57,524	
<b>Total</b>	<b>25,096,434</b>	<b>848,219</b>		<b>24,133,719</b>	<b>796,435</b>		<b>20,857,695</b>	<b>473,264</b>	



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

The following table allocates, by currency of denomination, changes in our net 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 2012 compared to 2011 and 2011 compared to 2010. 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 2011 to 2012 Due to Changes in				Increase (Decrease) from 2010 to 2011 Due to Changes in			
	Volume	Rate	Rate and Volume	<u>Net Change</u> from 2011 to 2012	Volume	Rate	Rate and Volume	<u>Net Change</u> from 2010 to 2011
<b>ASSETS</b>								
<b>Interest-earning assets</b>								
<b>Deposits in Central Bank</b>								
Ch\$	937	1,369	35	2,341	1,024	7,417	1,153	9,594
UF								
Foreign currencies								
<b>Total</b>	<b>937</b>	<b>1,369</b>	<b>35</b>	<b>2,341</b>	<b>1,024</b>	<b>7,417</b>	<b>1,153</b>	<b>9,594</b>
<b>Financial investments</b>								
Ch\$	(4,824)	17,296	(1,344)	11,128	15,391	18,803	11,496	45,690
UF	(8,824)	(3,571)	1,385	(11,010)	(20,503)	19,606	(11,734)	(12,631)
Foreign currencies	7,717	26,070	(7,950)	25,837	3,967	(32,053)	(10,007)	(38,093)
<b>Total</b>	<b>(5,931)</b>	<b>39,795</b>	<b>(7,909)</b>	<b>25,955</b>	<b>(1,145)</b>	<b>6,356</b>	<b>(10,245)</b>	<b>(5,034)</b>
<b>Commercial loans</b>								
Ch\$	39,470	98,926	11,724	150,120	35,316	55,254	5,441	96,011
UF	40,661	(45,235)	(6,169)	(10,743)	32,163	41,139	6,416	79,718
Foreign currencies	6,650	1,677	262	8,589	24,085	(5,594)	(4,384)	14,107
<b>Total</b>	<b>86,781</b>	<b>55,368</b>	<b>5,817</b>	<b>147,966</b>	<b>91,564</b>	<b>90,799</b>	<b>7,473</b>	<b>189,836</b>
<b>Consumer loans</b>								
Ch\$	44,621	(54,832)	(4,541)	(14,752)	53,415	8,725	666	62,806
UF	2,454	(482)	(124)	1,848	(132)	1,669	(24)	1,513
Foreign currencies								

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	Increase (Decrease) from 2011 to 2012 Due to Changes in				Increase (Decrease) from 2010 to 2011 Due to Changes in			
	Volume	Rate	Rate and Volume	<u>Net Change</u>	Volume	Rate	Rate and Volume	<u>Net Change</u>
				from 2011 to 2012				from 2010 to 2011
<b>Total</b>	<b>47,075</b>	<b>(55,314)</b>	<b>(4,665)</b>	<b>(12,904)</b>	<b>53,283</b>	<b>10,394</b>	<b>642</b>	<b>64,319</b>
<b>Mortgage loans</b>								
Ch\$	33	(418)	(5)	(390)	(56)	428	(9)	363
UF	30,826	(61,248)	(3,490)	(33,912)	34,711	55,027	5,806	95,544
Foreign currencies								
<b>Total</b>	<b>30,859</b>	<b>(61,666)</b>	<b>(3,495)</b>	<b>(34,302)</b>	<b>34,655</b>	<b>55,455</b>	<b>5,797</b>	<b>95,907</b>
<b>Interbank loans</b>								
Ch\$	(3,476)	(3,486)	3,476	(3,486)	481	1,364	707	2,552
UF								
Foreign currencies	4	35	751	790				
<b>Total</b>	<b>(3,472)</b>	<b>(3,451)</b>	<b>4,227</b>	<b>(2,696)</b>	<b>481</b>	<b>1,364</b>	<b>707</b>	<b>2,552</b>
<b>Investments Under Agreements to Resell</b>								
Ch\$	(3,278)	(2,161)	1,924	(3,515)	(2,916)	630	(292)	(2,578)
UF	(954)	144	(65)	(875)	513	458	550	1,521
Foreign currencies					(22)	(22)	22	(22)
<b>Total</b>	<b>(4,232)</b>	<b>(2,017)</b>	<b>1,859</b>	<b>(4,390)</b>	<b>(2,425)</b>	<b>1,066</b>	<b>280</b>	<b>(1,079)</b>
<b>Threshold</b>								
Ch\$			-	-				
UF								
Foreign currencies	(33)	411	(130)	248	(343)			(343)
<b>Total</b>	<b>(33)</b>	<b>411</b>	<b>(130)</b>	<b>248</b>	<b>(343)</b>			<b>(343)</b>
<b>Total interest-earning assets</b>								
Ch\$	73,483	56,694	11,268	141,446	102,655	92,621	19,162	214,438
UF	64,163	(110,392)	(8,463)	(54,692)	46,752	117,899	1,014	165,665
Foreign currencies	14,338	28,193	(7,067)	35,464	27,687	(37,669)	(14,369)	(24,351)
<b>Total</b>	<b>151,984</b>	<b>(25,505)</b>	<b>(4,262)</b>	<b>122,218</b>	<b>177,094</b>	<b>172,851</b>	<b>5,807</b>	<b>355,752</b>

	Increase (Decrease) from 2011 to 2012 Due to Changes in				Increase (Decrease) from 2010 to 2011 Due to Changes in			
	Volume	Rate	Rate and Volume	<u>Net Change</u>	Volume	Rate	Rate and Volume	<u>Net Change</u>
				from 2011 to 2012				from 2010 to 2011
<b>LIABILITIES</b>								
<b>Interest-bearing liabilities</b>								
<b>Savings accounts</b>								
Ch\$		(1)		(1)				

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UF	(34)	(1,135)	(6)	(1,175)	13	2,449	19	2,481
Foreign currencies								
<b>Total</b>	<b>(34)</b>	<b>(1,136)</b>	<b>(6)</b>	<b>(1,176)</b>	<b>13</b>	<b>2,449</b>	<b>19</b>	<b>2,481</b>
<b>Time deposits</b>								
Ch\$	68,323	22,130	6,160	96,613	28,622	128,493	41,359	198,474
UF	(45,061)	14,758	(4,433)	(34,736)	(948)	27,646	(29)	26,669
Foreign currencies	(162)	(3,913)	(269)	(4,344)	3,591	(2,686)	(510)	395
<b>Total</b>	<b>23,100</b>	<b>32,975</b>	<b>1,458</b>	<b>57,533</b>	<b>31,265</b>	<b>153,453</b>	<b>40,820</b>	<b>225,538</b>
<b>Central Bank borrowings</b>								
Ch\$	167	(65)	(61)	41	(1,549)	24,180	(24,102)	(1,471)
UF	(5)	27	(16)	6	(3)	1		(2)
Foreign currencies								
<b>Total</b>	<b>162</b>	<b>(38)</b>	<b>(77)</b>	<b>47</b>	<b>(1,552)</b>	<b>24,181</b>	<b>(24,102)</b>	<b>(1,473)</b>
<b>Repurchase agreements</b>								
Ch\$	5,338	1,241	825	7,404	517	4,287	2,181	6,985
UF	(814)	(814)	820	(808)	(924)	823	(528)	(629)
Foreign currencies	(13)	95	(40)	42	13	3	12	28
<b>Total</b>	<b>4,511</b>	<b>522</b>	<b>1,605</b>	<b>6,638</b>	<b>(394)</b>	<b>5,113</b>	<b>1,665</b>	<b>6,384</b>
<b>Mortgage finance bonds</b>								
Ch\$								
UF	(3,976)	(1,051)	254	(4,773)	(3,898)	3,162	(682)	(1,418)

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	Increase (Decrease) from 2011 to 2012 Due to Changes in				Increase (Decrease) from 2010 to 2011 Due to Changes in			
	Volume	Rate	Rate and Volume	<u>Net Change</u> from 2011 to 2012	Volume	Rate	Rate and Volume	<u>Net Change</u> from 2010 to 2011
<b>Foreign currencies</b>								
<b>Total</b>	<b>(3,976)</b>	<b>(1,051)</b>	<b>254</b>	<b>(4,773)</b>	<b>(3,898)</b>	<b>3,162</b>	<b>(682)</b>	<b>(1,418)</b>
<b>Other interest-bearing liabilities</b>								
Ch\$	9,381	(29,984)	(4,397)	(25,000)	32,498	336	355	33,189
UF	13,215	(75,123)	(4,260)	(66,168)	25,232	37,536	6,118	68,886
Foreign currencies	(4,018)	100,574	(11,873)	84,683	8,397	(16,572)	(2,241)	(10,416)
<b>Total</b>	<b>18,578</b>	<b>(4,533)</b>	<b>(20,530)</b>	<b>(6,485)</b>	<b>66,127</b>	<b>21,300</b>	<b>4,232</b>	<b>91,659</b>
<b>Total interest-bearing liabilities</b>								
Ch\$	83,209	(6,679)	2,527	79,057	60,088	157,296	19,793	237,177
UF	(36,675)	(63,338)	(7,641)	(107,654)	19,472	71,617	4,898	95,987
Foreign currencies	(4,193)	96,756	(12,182)	80,381	12,001	(19,255)	(2,739)	(9,993)
<b>Total</b>	<b>42,341</b>	<b>26,739</b>	<b>(17,296)</b>	<b>51,784</b>	<b>91,561</b>	<b>209,658</b>	<b>21,952</b>	<b>323,171</b>

**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 net interest margins obtained, for each of the years indicated in the table.

	Year ended December 31,		
	2012	2011	2010
(in millions of Ch\$)			
<b>Total average interest-earning assets</b>			
Ch\$	9,763,182	9,346,074	7,905,911
UF	9,174,707	8,420,940	7,744,388
Foreign currencies	2,682,201	2,588,025	1,829,184
<b>Total</b>	<b>21,620,090</b>	<b>20,355,039</b>	<b>17,479,483</b>
<b>Net interest earned (1)</b>			
Ch\$	747,793	685,404	708,143
UF	367,899	314,937	245,259
Foreign currencies	(72,958)	(28,041)	(13,683)
<b>Total</b>	<b>1,042,734</b>	<b>972,300</b>	<b>939,719</b>
<b>Net interest margin (2)</b>			
Ch\$	7.7%	7.3%	9.0%
UF	4.0%	3.7%	3.2%
Foreign currencies	(2.7%)	(1.1%)	(0.7%)
<b>Total</b>	<b>4.8%</b>	<b>4.8%</b>	<b>5.4%</b>

- (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 total average interest-earning assets.

**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 years indicated.

	Year ended December 31,		
	2012	2011	2010
	(Ch\$ million)		
Net income	361,118	406,664	507,472
Net income attributable to shareholders	356,493	401,733	505,393
Average total assets	25,096,434	24,133,719	20,857,695
Average equity	2,187,716	1,994,487	1,752,329
Net income as a percentage of:			
Average total assets	1.4%	1.7%	2.4%
Average equity	16.5%	20.4%	29.0%
Average equity as a percentage of:			
Average total assets	8.7%	8.3%	8.4%
Cash dividend (1)	232,780	261,051	286,294
Dividend payout ratio, based on net income attributable to shareholders (1)	65.3%	65.0%	56.6%

(1) Cash dividend for 2012 represents cash dividend approved by shareholders on April 29, 2013.

The following table presents dividends declared and paid by us in nominal terms in the following years:

Year	Dividend Ch\$ mn (1)	Per share Ch\$/share (2)	Per ADR Ch\$/ADR (3)	% over earnings (4)	% over earnings (5)
2009	213,295	1.13	1,176.00	65	52
2010	258,752	1.37	1,426.63	60	60
2011	286,294	1.52	1,578.48	60	57
2012	261,051	1.39	1,439.09	60	65
2013 (6)	232,780	1.24	494.10	60	65

(1) Millions of nominal pesos.

(2) Calculated on the basis of 188,446 million shares.

(3) Calculated on the basis of 1,039 shares per ADS for the periods from 2009-2012. In 2013, it is calculated on the basis of 400 shares per ADS.

(4) Calculated by dividing dividend paid in the year by net income attributable to shareholders for the previous year under Chilean GAAP.

(5) Calculated by dividing dividend paid in the year by net income attributable to shareholders for the previous year under IFRS.

(6) Dividend for 2012 approved by shareholders on April 29, 2013.

**Loan Portfolio**

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

	2012	2011	As of December 31, 2010	2009	2008
	(in millions of Ch\$)				
<b>Commercial Loans:</b>					
Commercial loans	7,316,417	6,602,372	6,107,117	5,489,595	5,475,455
Foreign trade loans	1,270,423	1,042,024	783,552	636,328	1,459,184
Draft loans	205,355	132,383	67,956	92,911	121,400
Factoring transactions	322,242	188,630	206,140	130,272	323,136
Leasing transactions	1,277,555	1,237,675	1,122,916	964,698	965,094
Other loans and accounts receivable	97,029	84,501	17,948	10,958	11,591
<b>Subtotal</b>	<b>10,489,021</b>	<b>9,287,585</b>	<b>8,305,629</b>	<b>7,324,762</b>	<b>8,355,860</b>

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	2012	2011	As of December 31, 2010	2009	2008
	(in millions of Ch\$)				
<b>Mortgage loans:</b>					
Mortgage mutual loans	46,105	71,878	184,364	175,592	228,722
Mortgage finance bond backed loans	92,204	113,858	138,094	199,139	197,305
Other mortgage mutual loans	5,133,272	4,929,927	4,328,679	3,784,322	3,554,529
<b>Subtotal</b>	<b>5,271,581</b>	<b>5,115,663</b>	<b>4,651,137</b>	<b>4,159,053</b>	<b>3,980,556</b>
<b>Consumer loans:</b>					
Installment consumer loans	1,857,657	1,808,594	1,604,603	1,378,044	1,347,142
Credit card loans	1,054,473	920,852	794,216	586,937	582,593
Consumer leasing contracts	3,688	3,727	3,735	3,835	4,865
Other consumer loans	199,659	210,673	298,236	275,233	314,538
<b>Subtotal</b>	<b>3,115,477</b>	<b>2,943,846</b>	<b>2,700,790</b>	<b>2,244,049</b>	<b>2,249,138</b>
<b>Subtotal Loans to customers</b>	<b>18,876,079</b>	<b>17,347,094</b>	<b>15,657,556</b>	<b>13,727,864</b>	<b>14,585,554</b>
<b>Interbank loans</b>	<b>90,573</b>	<b>87,688</b>	<b>69,726</b>	<b>23,412</b>	<b>95,534</b>
<b>Total</b>	<b>18,966,652</b>	<b>17,434,782</b>	<b>15,727,282</b>	<b>13,751,276</b>	<b>14,681,088</b>

The loan categories are as follows:

**Commercial loans**

*Commercial loans* are long-term and short-term loans, including checking overdraft lines for companies, granted in Chilean pesos, inflation linked, U.S.\$ linked or denominated in U.S.\$. The interest on these loans is fixed or variable and is used primarily to finance working capital or investments. General commercial loans also include factoring operations.

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

*Draft loans* mainly include mortgage loans (fixed and variable rate) that are inflation-indexed long-term loans with monthly payments of principal and interest secured by a real property mortgage. These loans can be endorsed to a third party.

*Factoring transactions* mainly include short-term loans to companies with a fixed monthly nominal rate backed by a company invoice.

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

*Other loans and accounts receivable loans* include other loans and accounts payable.

**Mortgage loans**

*Mortgage mutual loans* mainly include mortgage loans (fixed and variable rate) that are inflation-indexed long-term loans with monthly payments of principal and interest secured by a real property mortgage. These are financed by issuing mortgage bonds.

*Mortgage finance bond backed loans* are inflation-indexed, fixed or variable rate, long-term loans with monthly payments of principal and interest secured by a real property mortgage that are financed with mortgage finance bonds. At the time of approval, these types of mortgage loans cannot be more than 75% 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. Mortgage bonds are our general obligations, and we are liable for all principal and accrued interest on such bonds. In addition, if the issuer of a



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mortgage finance bond becomes insolvent, the General Banking Law's liquidation procedures provide that these types of mortgage loans with their corresponding mortgage bonds shall be auctioned as a unit and the acquirer must continue paying the mortgage finance bonds under the same conditions as the original issuer.

*Other mortgage mutual loans* mainly include mortgage loans (fixed and variable rate) that are inflation-indexed long-term loans with monthly payments of principal and interest secured by a real property mortgage. These are financed by our general borrowings.

**Consumer loans**

*Installment consumer loans* are loans to individuals, granted in Chilean pesos, generally on a fixed rate nominal basis, to finance the purchase of consumer goods or to pay for services.

*Consumer loans through lines of credit* are checking overdraft lines to individuals, granted in Chilean pesos, generally on a fixed rate nominal basis and linked to an individual's checking account.

*Credit card loans* include credit card balances subject to nominal fixed rate interest charges.

*Consumer leasing contracts* are agreements for the financial leasing of automobiles and other property to individuals.

*Other loans and accounts receivable from customers* include draft lines for individuals.

**Non-client loans**

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

**Maturity and Interest Rate Sensitivity of Loans**

The following table sets forth an analysis by type and time remaining to maturity of our loans at December 31, 2012.

	Due in 1 year or less	Due after 1 year through 5 years (in millions of Ch\$)	Due after 5 years	Total balance at December 31, 2012
General commercial loans	3,950,356	2,671,825	1,396,377	8,018,558
Foreign trade loans	1,037,141	105,700	41,711	1,184,552
Leasing contracts	325,516	590,707	358,240	1,274,463
Other outstanding loans	11,448	-	-	11,448
<b>Subtotal commercial loans</b>	<b>5,324,461</b>	<b>3,368,232</b>	<b>1,796,328</b>	<b>10,489,021</b>
Residential loans backed by mortgage bonds	20,993	59,695	32,826	113,514
Other residential mortgage loans	234,709	962,999	3,960,359	5,158,067
<b>Subtotal residential mortgage loans</b>	<b>255,702</b>	<b>1,022,694</b>	<b>3,993,185</b>	<b>5,271,581</b>
Consumer loans	1,432,201	1,534,174	149,102	3,115,477
<b>Subtotal</b>	<b>7,012,364</b>	<b>5,925,100</b>	<b>5,938,615</b>	<b>18,876,079</b>
Interbank loans	90,573	-	0	90,573
<b>Total loans</b>	<b>7,102,937</b>	<b>5,925,100</b>	<b>5,938,615</b>	<b>18,966,652</b>

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The following tables present the interest rate sensitivity of outstanding loans due after one year as of December 31, 2012. See also Item 5. Operating and Financial Review and Prospects C. Operating Results Interest Rates.

	As of December 31, 2012 (in millions of Ch\$)
<b>Variable Rate</b>	
Ch\$	6,393
UF	1,944,807
Foreign currencies	
<b>Subtotal</b>	<b>1,951,200</b>
<b>Fixed Rate</b>	
Ch\$	3,345,927
UF	6,039,808
Foreign currencies	600,077
<b>Subtotal</b>	<b>9,985,812</b>
<b>Total</b>	<b>11,937,012</b>

**Loans by Economic Activity**

The following table sets forth, at the dates indicated, an analysis of our client loan portfolio based on the borrower's principal economic activity and geographic distribution. Loans to individuals for business purposes are allocated to their economic activity.

	Domestic loans (*) as of December 31, (in millions of Ch\$)					Foreign loans (**) as of December 31, (in millions of Ch\$)				
	2012	2011	2010	2009	2008	2012	2011	2010	2009	2008
<b>Commercial loans</b>										
Manufacturing	1,014,777	834,011	838,324	640,395	937,305					
Mining	292,217	266,442	106,119	67,057	323,269					
Electricity, gas and water	337,269	221,039	149,907	144,386	207,542					
Agriculture and livestock	770,558	760,527	679,159	610,909	647,897					
Forestry	120,002	89,353	84,375	71,085	88,554					
Fishing	188,803	144,162	133,930	127,025	170,934					
Transport	511,407	473,414	449,508	362,508	423,856					
Communications	179,544	252,528	214,881	164,077	192,750					
Construction	1,130,194	980,797	839,316	817,293	887,391					
Commerce	2,396,428	1,916,400	1,732,800	1,650,903	2,219,987	90,546	87,041	69,709	23,409	95,534
Services	400,716	384,061	358,314	288,256	395,840					
Other	3,147,133	2,965,498	2,719,013	2,380,871	1,860,535					
<b>Subtotal</b>	<b>10,489,048</b>	<b>9,288,232</b>	<b>8,305,646</b>	<b>7,324,765</b>	<b>8,355,860</b>	<b>90,546</b>	<b>87,041</b>	<b>69,709</b>	<b>23,409</b>	<b>95,534</b>
<b>Mortgage loans</b>	<b>5,271,581</b>	<b>5,115,663</b>	<b>4,651,137</b>	<b>4,159,053</b>	<b>3,980,556</b>					
<b>Consumer loans</b>	<b>3,115,477</b>	<b>2,943,846</b>	<b>2,700,790</b>	<b>2,244,049</b>	<b>2,249,138</b>					
<b>Total</b>	<b>18,876,106</b>	<b>17,347,741</b>	<b>15,657,573</b>	<b>13,727,867</b>	<b>14,585,554</b>	<b>90,546</b>	<b>87,041</b>	<b>69,709</b>	<b>23,409</b>	<b>95,534</b>

(\*) Domestic loans are loans to individuals and companies domiciled in Chile. As of December 31, 2012, these include domestic interbank loans for Ch\$27 million (Ch\$647 million as of December 31, 2011).

(\*\*) Includes foreign interbank loans for Ch\$90,546 million as of December 31, 2012 (Ch\$87,041 million as of December 31, 2011).

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	Total loans as of December 31, (in millions of Ch\$)					% of total loans as of December 31, (in millions of Ch\$)				
	2012	2011	2010	2009	2008	2012	2011	2010	2009	2008
<b>Commercial loans</b>										
Manufacturing	1,014,777	834,011	838,324	640,395	937,305	5.35%	4.78%	5.33%	4.66%	6.39%
Mining	292,217	266,442	106,119	67,057	323,269	1.54%	1.53%	0.67%	0.49%	2.21%
Electricity, gas and water	337,269	221,039	149,907	144,386	207,542	1.78%	1.27%	0.95%	1.05%	1.41%
Agriculture and livestock	770,558	760,527	679,159	610,909	647,897	4.06%	4.36%	4.32%	4.44%	4.40%
Forestry	120,002	89,353	84,375	71,085	88,554	0.63%	0.51%	0.54%	0.52%	0.60%
Fishing	188,803	144,162	133,930	127,025	170,934	1.00%	0.83%	0.85%	0.93%	1.16%
Transport	511,407	473,414	449,508	362,508	423,856	2.70%	2.72%	2.86%	2.64%	2.89%
Communications	179,544	252,528	214,881	164,077	192,750	0.95%	1.45%	1.37%	1.20%	1.31%
Construction	1,130,194	980,797	839,316	817,293	887,391	5.96%	5.63%	5.34%	5.95%	6.04%
Commerce	2,486,974	2,003,441	1,802,509	1,674,312	2,315,521	13.11%	11.49%	11.46%	12.03%	15.78%
Services	400,716	384,061	358,314	288,256	395,840	2.11%	2.20%	2.28%	2.10%	2.70%
Other	3,147,133	2,965,498	2,719,013	2,380,871	1,860,535	16.59%	17.00%	17.29%	17.34%	12.68%
<b>Subtotal</b>	<b>10,579,594</b>	<b>9,375,273</b>	<b>8,375,355</b>	<b>7,348,174</b>	<b>8,451,394</b>	<b>55.78%</b>	<b>53.77%</b>	<b>53.26%</b>	<b>53.35%</b>	<b>57.57%</b>
<b>Mortgage loans</b>	<b>5,271,581</b>	<b>5,115,663</b>	<b>4,651,137</b>	<b>4,159,053</b>	<b>3,980,556</b>	<b>27.79%</b>	<b>29.35%</b>	<b>29.57%</b>	<b>30.30%</b>	<b>27.11%</b>
<b>Consumer loans</b>	<b>3,115,477</b>	<b>2,943,846</b>	<b>2,700,790</b>	<b>2,244,049</b>	<b>2,249,138</b>	<b>16.43%</b>	<b>16.88%</b>	<b>17.17%</b>	<b>16.35%</b>	<b>15.32%</b>
<b>Total</b>	<b>18,966,652</b>	<b>17,434,782</b>	<b>15,727,282</b>	<b>13,751,276</b>	<b>14,681,088</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Table of Contents****Foreign Assets and Loans**

Santander-Chile's Asset and Liability Committee, or ALCO, is responsible for determining the maximum foreign country exposure the Bank is permitted to have. The ALCO has determined that the total foreign country exposure cannot be greater than 1-time regulatory capital. To determine this, each country is classified using a ranking system from 1 to 6 based on the definition promulgated by the SBIF, in which the main consideration is the international rating of each country. The ALCO has also set a higher limit if the foreign exposure is to related parties. As of December 31, 2012, the Bank's foreign exposure, including the estimate of counterparty risk in our derivatives portfolio, was U.S.\$1,275 million, or 2.5% of our assets.

We include additional detail below regarding our exposure to Spain and Italy, given that these countries are rated above 1 and that our exposure to these countries is the largest among the non-1 categories. We have no sovereign exposure to Spain and Italy. As of December 31, 2012, the exposure to Italy and Spain, including the fair value of derivative assets, was as follows:

Country	Classification	Derivative Assets (Fair Value)	Deposits	Loans (millions of U.S.\$)	Financial investments	Total Exposure
Spain	2	235.0*	24.5			259.5
Italy	2	(0.4)	4.6			4.2
<b>Total</b>		<b>234.6</b>	<b>29.1</b>			<b>263.7</b>

(\*) The full amount of this exposure to derivatives must be offset daily with cash collateral and therefore the net credit exposure is U.S.\$0. Our intergroup exposure to Spain is as follows.

Counterparty	Country	Derivative Assets (Fair Value)	Deposits	Loans (millions of U.S.\$)	Financial investments	Total Exposure
Santander Spain**	Spain	235.0*	24.5			259.5

(\*) The full amount of this exposure to derivatives must be offset daily with cash collateral and therefore, the net credit exposure is U.S.\$0.

(\*\*) We include our exposure to Santander Spain's branches in New York and Hong Kong as exposure to Spain. As of December 31, 2012, we had no applicable sovereign exposure, no unfunded exposure, no credit default protection and no current developments.

**Credit Approval****Credit Review Process**

The Risk Division, our credit analysis and risk management group, is largely independent of our 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 credit applications. Various credit approval

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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.

Santander-Chile's governance rules have established the existence of two high-level committees to monitor and control credit risks: the Executive Credit Committee and the Risk Committee. See Item 11. Quantitative and Qualitative Disclosures About Market Risk A. Credit Risk for more information.

The following table lists our committees from which credit approval is required depending on total risk exposure for loans evaluated on an individual basis. Each committee includes commercial personnel, though any committee's decision must be unanimous.

<b>Approved By</b>	<b>Maximum approval (thousands of U.S.\$)</b>
Executive Credit Committee	>40,000
Loan Credit Committee	40,000
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

We also have a department designated to monitor the quality of the loan portfolio on a continuous basis. The purpose of this special supervision is to maintain constant scrutiny over 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 that we are able to detect potentially problematic loans and make a decision on a 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 for those clients in the lowest category of credit watch.

***Credit Approval: Commercial loans***

In preparing a credit proposal for a commercial client whose loans are approved on an individual basis, Santander-Chile's personnel verifies such parameters as debt servicing capacity (typically including 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: Individuals and SMEs***

The majority of loans to individuals and small and mid-sized companies are approved by the Standardized Risk Area through an automated credit scoring system. This system is decentralized, automated and based on multiple parameters, including demographic and relating to credit behavior from external sources and the SBIF. As of December 31, 2012, in consumer lending, 93% of loan application decisions were performed by this credit scoring model. The approval rate was 74% and the percentage of loans approved that were initially rejected by the credit scoring system was 2%. In mortgage lending, the rate of approvals performed by the credit scoring model was 92% of loan applications in 2012, and the approval rate was 79% and the percentage of loan approved that were initially rejected by the credit scoring system was 5%. For commercial loans analyzed on a group basis, 90% of the credit decisions were decided by the credit scoring model and the percentage of loans approved initially rejected by the scoring model was 4%.

Our loan approval process and credit scoring models utilize providers of external information regarding the credit behavior of our existing and new clients. In February 2012, the Ley de Dicom was passed. The Dicom database is a



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privately-run negative credit bureau database that stores an individual's negative credit history for the past five years. This includes all past-due bank obligations, utilities bills and credit with retailers, bounced checks, past-due student loans and other past-due obligations. This law, on a one-time basis, permanently eliminated from the Dicom database clients with negative credit history of Ch\$2,400,000 (U.S.\$4,800) or less. Before the Ley de Dicom was passed, 4.8 million names were listed in the Dicom database, and after its enactment, 2.3 million names were removed from the database. We estimate that 34% of all names of individuals originally removed from the Dicom database were back on by December 2012, and, therefore, we believe that the level of reliability of the Dicom database will be eventually restored. As of February 2012, the percentage of our loan portfolio to debtors that owed less than U.S.\$4,800 was 4%. The enactment of the Ley de Dicom resulted in the removal of the names of 282,047 clients of the Bank from the Dicom, or 8% of our total clients. This also resulted in greater charge offs and provisions in consumer lending. The information contained in the Dicom database is an important input in our credit approval process. The enactment of the Ley de Dicom was addressed in the following manner:

As payment behavior worsened, client profiles in our consumer loan provisioning model were automatically switched, and a greater allowance for loan losses was set aside. The most important element in determining the estimated incurred loss is payment history with the Bank, and this information is still available. Payment history with non-bank institutions has only a minor impact on the determination of our consumer loans loss allowance. Therefore, the enactment of the Ley de Dicom did not result in an insufficient allowance for loan losses and had no significant impact on our loan loss allowance process. However, the enactment of the law no doubt had an impact on asset quality, as it triggered an increase in non-performance, since negative credit history permanently eliminated from the Dicom database cannot be reported again in the database in the future, which is an incentive not to pay any debt permanently eliminated from the database.

The passing of the Ley de Dicom caused us to rethink internally our retail banking strategy by forcing us to emphasize growth in middle-high income clients and restricting growth in middle-low income clients. It also led to important changes to our credit approval policies. Since the Dicom database was an important input to our admission credit scoring models, the passing of the Ley de Dicom affected our ability to evaluate the credit risk of a potential new client, especially those with no registered positive credit behavior in the regulated banking system. The SBIF, also runs a credit database, the SBIF database, which contains information about individual indebtedness levels and payment history in the regulated banking system, but which excludes information on indebtedness to non-banks, such as department stores. In Chile, we estimate that 30%-40% of all consumer credit is given by non-banks, mainly department stores with their own private-label credit cards, credit unions and *cajas de compensación*, which are not-for-profit entities that manage welfare payments in Chile, and payroll loans. Department stores, credit unions and *cajas de compensación*, which are not supervised by the SBIF, do not provide positive information of the indebtedness of their clients, but do report clients to the Dicom database if they have defaulted. Therefore, for the segments of the Bank that competed with the non-banks in the consumer loan market, the credit scoring process for new loan approval became less robust after the enactment of the Ley de Dicom. As a result, we implemented a series of measures in our credit approval models, the most important ones being:

Restrictions on credit approval of prospective non-bank clients: We now only consider for credit approval prospective clients with a direct deposit of their payroll to a Santander bank account and six months of positive credit history reflected in the SBIF database, with the exception of new college graduates from select universities, in whose case the positive credit history requirement is waived.

Reduction in initial loan amounts that can be approved by our credit scoring model for prospective clients until uniform information on credit history with regulated banks and non-banks is available: We expect in 2013 or 2014 for legislation to be passed by the Chilean Congress that will give greater powers to the SBIF to regulate the larger non-bank providers of consumer credit and the development of a unified credit bureau administered by the SBIF, but no assurance can be given as to when and if this will be approved by Congress. However, the enactment of the Ley de Dicom did not prevent the Bank from utilizing older internal databases with similar information for credit scoring and approval, and this mitigated the negative impact on credit scoring internally. These older internal databases have very similar information to the Dicom database, but it still is more difficult for the Bank to know if a client has negative credit history that was eliminated from the Dicom database in February 2012.

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### **Classification of Loan Portfolio**

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); and (iii) commercial loans (including all loans other than consumer loans and residential mortgage loans). The models and methods used to classify our loan portfolio and establish credit loss allowances must follow the following guiding principles, which have been approved by our Board of Directors.

#### *Loans analyzed on an individual basis*

For large loans, the Bank uses internal models to assign a risk category level to each borrower and its respective loans. We consider the following risk factors: industry or sector of the borrower, owners or managers of the borrower, the borrower's financial situation, the borrower's payment capacity and the borrower's payment behavior to calculate the estimated incurred loan loss. Through these categories, we differentiate the normal loan portfolio from the impaired one.

These are our risk categories:

1. Debtors may be classified in risk categories A1, A2, A3 or B if they are current on their payment obligations and show no sign of deterioration in their credit quality. B debtors differ from those in the A categories because of a certain history of late payments. The A categories are distinguished by differed PNP's (as defined below).

2. Debtors may be classified as C1, C2, C3, C4, D1 or D2 if they have loans with us that have been charged off or are administered by our Recovery Unit, or classified as *Precontenciosos* (PRECO or Deteriorated).

For loans classified as A1, A2, A3 and B, we assign a specific provision level on an individual basis to each borrower and, therefore, the amount of loan loss allowance is determined on a case-by-case basis.

Estimated Incurred Loan Loss = Loan Loss Allowance

The estimated incurred loan loss is obtained by multiplying all risk factors defined in the following equation:

$$\text{EIL} = \text{EXP} \times \text{PNP} \times \text{SEV}$$

$$\text{EIL} = \text{Estimated Incurred Loan Loss}$$

$$\text{PNP} = \text{Probability of Non-Performance}$$

$$\text{EXP} = \text{Exposure}$$

$$\text{SEV} = \text{Severity}$$

EIL = Estimated Incurred Loan Loss. The estimated incurred loan loss is how much could be lost in the event a debtor does not perform the obligations under the loan.

PNP = Probability of Non-Performance. This variable, expressed as a percentage, indicates the probability that a client will default within a period of 12 months. This percentage is associated with the internal rating that we give to each client, which is determined by analyzing such parameters as debt servicing capacity (including, usually, projected cash flows), the company's financial history, the solvency and capacity of shareholders and management, and projections for the economic sector in which it operates.

EXP = Exposure. This corresponds to the value of the loans (unpaid principal balance).

SEV = Severity. This is the effective loss rate given default for clients in the same segment, which is determined statistically based on the historical effective losses for us for each segment.



PNP and SEV are reviewed and updated every three years. Additionally, every year, our models, together with PNP and SEV assumptions, are tested by our Credit Risk Department, to ensure that they are appropriate at each reporting

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date so as to make sure any difference between the estimated incurred losses and actual losses is reduced. These tests focus on the validation of the sufficiency of the Bank's allowances, and consist of comparisons between actual write-offs to allowances established by the model, and the coverage of the total allowance to actual write-offs in the most current periods. Individual loan classification and improvements to any customer classification are also presented for approval to our Risk Committee.

For loans classified in the C and D categories, loan loss allowances are based mainly on the fair value of the collateral, adjusted for an estimation of the related expenses (7% on average), that each of these loans have. Allowance percentage for each category is then based on the level of collateral, or the expected future cash flow from the loan. Our internal policies obligate us to update appraisals for collateral values every 24 months which does not vary by loan product. This period can be changed if market conditions in general or for a specific sector warrant an adjustment to appraisal value by the Risk Department which updated appraisal information is factored into our provision for loan loss calculations. We make no adjustments between appraisals to account for changes in fair value. A change in appraisal value may change the risk category or profile of a client leading to the establishment of more provisions or the removal of provisions.

As of December 31, 2012, loans classified in the C and D risk categories had the following associated loan loss allowance levels:

Classification	Allowance percentage
C1	2%
C2	10%
C3	25%
C4	40%
D1	65%
D2	90%

**Loans analyzed on a group basis***Allowances for consumer loans*

Consumers are assigned an allowance level based on credit risk profiles. These risk profiles utilize a more automated statistical model and consider multiple factors, such as the borrower's credit history, including any defaults on obligations to other creditors, demographic, income, the past-due periods on loans from us and other relevant factors. We differentiate between existing and new clients when determining a client's risk profile for consumer loans and also consider whether it has loans that have gone through some type of renegotiation in the past in the financial system. All loans are assigned a provision at the moment they are granted depending on the risk profile of the client consistent with the incurred losses of each profile. See Note 1 Summary of Significant Accounting Policies p) Provisions for loan losses ii. Provisions for group loans in our Audited Consolidated Financial Statements.

Our allowance requirements with respect to consumer loans have evolved over the past three years, as set forth in the tables below.

The following table sets forth the allowances required by our models for consumer loans through September 30, 2010:

Loan type	Risk Profile	Allowance Level(1)			
		Not renegotiated		Renegotiated	
		New Clients	Existing Clients	New Clients	Existing Clients
Consumer	Profile 1	30.5%	21.0%	31.4%	38.4%
	Profile 2	21.7%	17.7%	21.2%	26.4%
	Profile 3	14.9%	9.7%	6.1%	22.1%
	Profile 4	12.3%	6.2%		8.90%
	Profile 5	8.9%	2.9%		2.10%
	Profile 6	5.7%	1.4%		
	Profile 7	2.7%	0.6%		

(1) Percentage of total outstanding.



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The following table sets forth the allowances required by our models for consumer loans from September 30, 2010 until June 2012:

**Bank:**

Loan type	Risk Profile	Allowance Level(1) Not renegotiated		
		New Clients*	Existing Clients	Renegotiated
Consumer	Profile 1	33.78%	10.39%	41.95%
	Profile 2	10.82%	2.01%	26.29%
	Profile 3	6.05%	0.82%	15.63%
	Profile 4	5.70%	0.38%	7.01%
	Profile 5	4.12%	0.22%	3.00%
	Profile 6	2.51%		1.25%
	Profile 7	1.40%		0.50%

Loan type	Days Past Due	Allowance Level Not renegotiated		
		New Clients*	Existing Clients	Renegotiated
Consumer	90-120	44.58%	56.39%	52.82%
	120-150	44.58%	67.33%	62.96%
	150-180	44.58%	75.49%	70.08%

**Santander Banefe:**

Loan type	Risk Profile	Allowance Level(1) Not renegotiated		
		New Clients*	Existing Clients	Renegotiated
Consumer	Profile 1	57.60%	33.24%	51.13%
	Profile 2	22.97%	14.23%	32.79%
	Profile 3	19.40%	7.16%	28.85%
	Profile 4	14.62%	4.10%	19.23%
	Profile 5	10.77%	2.52%	13.31%
	Profile 6	5.88%	1.34%	8.57%
	Profile 7	3.09%	0.94%	4.37%
	Profile 8			2.69%

Loan type	Days Past Due	Allowance Level Not renegotiated		
		New Clients*	Existing Clients	Renegotiated
Consumer	90-120	82.95%	56.36%	53.55%
	120-150	82.95%	68.00%	64.05%
	150-180	82.95%	78.54%	74.72%

(1) Percentage of total outstanding.

\* A client is considered to be new if it has less than 6 months of payment history with the Bank. Therefore, its behavior is very similar and it is rare for a client to receive a loan and not pay from the onset of the relationship; usually, the client starts to default when he or she is already classified as an existing client.



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The following table sets forth the allowances required by our models for consumer loans since June 2012:

**Bank:**

Loan type	Risk Profile	Allowance Level(1) Not renegotiated	
		New Clients	Existing Clients
Performing Consumer	Profile 1	24.5%	20.9%
	Profile 2	14.0%	10.1%
	Profile 3	7.3%	5.0%
	Profile 4	3.4%	2.1%
	Profile 5	2.1%	1.4%
	Profile 6	1.3%	0.9%
	Profile 7	0.8%	0.5%
	Profile 8	0.4%	0.3%

Loan type	Risk Profile	Allowance Level(1)
		Renegotiated
Renegotiated Consumer	Profile 1	29.7%
	Profile 2	21.5%
	Profile 3	10.7%
	Profile 4	6.5%
	Profile 5	4.2%
	Profile 6	3.2%

Loan type	Risk Profile	Allowance Level(1)
		Renegotiated
Renegotiated Consumer with 3 months of non-payment	Profile 1	100.0%
	Profile 2	56.0%
	Profile 3	47.0%
	Profile 4	38.5%

Loan type	Days Past Due	Allowance Level(1) Not renegotiated		
		New Clients	Existing Clients	Renegotiated
Non-performing Consumer	90-120	38.5%	38.5%	41.6%
	120-150	47.0%	47.0%	48.8%
	150-180	55.0%	55.0%	55.9%
	>180		Charged-off	

**Santander Banefe:**

Loan type	Risk Profile	Allowance Level(1) Not renegotiated	
		New Clients	Existing Clients
Performing Consumer	Profile 1	26.7%	22.3%
	Profile 2	14.2%	12.3%
	Profile 3	9.0%	4.4%
	Profile 4	5.8%	2.2%
	Profile 5	3.1%	0.7%
	Profile 6	1.3%	0.2%
	Profile 7		0.1%

Loan type	Risk Profile	Allowance Level(1) Renegotiated
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Renegotiated Consumer	Profile 1	36.6%
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Loan type	Risk Profile	Allowance Level(1)
		Renegotiated
	Profile 2	29.6%
	Profile 3	21.0%
	Profile 4	12.2%
	Profile 5	7.1%
	Profile 6	5.2%

Loan type	Risk Profile	Allowance Level(1)
		Renegotiated
Renegotiated Consumer with 3 months of non-payment	Profile 1	100.0%
	Profile 2	64.7%
	Profile 3	48.9%
	Profile 4	32.1%

Loan type	Past-due Days	Allowance Level(1)		
		Not renegotiated		Renegotiated
		New Clients	Existing Clients	
Non-performing Consumer	90-120	32.1%	32.1%	48.9%
	120-150	37.4%	37.4%	55.8%
	150-180	42.7%	42.7%	64.7%
	>180		Charged-off	

*Allowances for residential mortgage loans*

To determine the estimated incurred loss for residential mortgage loans collectively evaluated for impairment, we mainly analyze the payment behavior of clients, particularly the payment behavior of clients with payments that are 90 days or more past-due, clients with other weaknesses, such as early non-performance (*i.e.*, payments that are past-due, though by less than 90 days), clients with modified loans and clients with renegotiated loans, as well as success in recovery against these clients. We also take into account whether the loans are supported by collateral. In connection with residential mortgage loans, historical net charge-offs are considered in the model to calculate loss rates for loans collectively evaluated for impairment. The risk categories are such that when a client has a past-due balance or has missed some payments, the outcome is that the client will move to a different risk category with a higher loss rate, therefore capturing current trends of the client and, in the aggregate, current trends in the market.

Prior to June 2011, residential mortgage loans were assigned an allowance level based on credit risk profiles which were determined utilizing a statistical model that considered a borrower's credit history, including any defaults on obligations to other creditors, as well as the past-due periods on loans from us. Once the rating of the client was determined, the allowance for a mortgage loan was calculated using a risk category, which was directly related to days past-due. The following table sets forth the ratios of the required allowance amount to the aggregate amount of the principal and accrued but unpaid interest on the loan used under the Bank's prior model.

**Previous model**

Residential mortgage loans		Past-due days						
		1-30	31-60	61-120	121-180	181-360	361-720	>720
Mortgage	Profile 1	0.3%	0.5%	1.2%	2.4%	6.8%	14.1%	28.3%
Profile 2	Profile 2	1.5%	1.6%	2.5%	4.4%	6.8%	14.1%	28.3%

As of June 2011, residential mortgage loans are assigned an allowance level based on credit risk profiles, which are determined utilizing a statistical model that considers: (i) the borrower's credit history; (ii) whether the client is a new client or an existing client; (iii) whether the client is a Bank client or a Santander Banefe client; and (iv) whether the client has been renegotiated in the banking system. In connection with residential mortgage loans, historical net charge-offs are considered in the model to calculate loss rates for loans collectively evaluated for impairment. Specific risk profile assignments are updated periodically based on a client's payment history in the Bank and in the banking system as a whole, as well as on its demographic characteristics. Thus, when a client has a past-due balance or has missed some payments, the result is that the client will move to a different risk category with a higher loss rate, thereby capturing, in the case of the particular client, its recent trends, and, in the aggregate, recent market trends.





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The following table sets forth the required loan loss allowance for residential mortgage loans since June 2011 and in 2012. The ratios represent the percentage of required allowance amount to the aggregate amount of the principal and accrued but unpaid interest on the loan.

Residential mortgage loans		Performing	Days over-due			90 days or more
			1-29	30-59	60-89	
Bank client	New client	0.20%	2.7%	3.6%	4.63%	11.0%
	Existing client	0.29%	1.49%	2.97%	3.7%	11.0%
	Renegotiated client	1.75%	1.75%	1.75%	1.75%	11.0%
Santander Banefe	Santander Banefe	0.35%	2.19%	3.64%	4.72%	11.0%
	Renegotiated client	1.75%	1.75%	1.75%	1.75%	11.0%

*Small- and mid-sized commercial loans*

To determine the estimated incurred loss for small- and mid-sized commercial loans collectively evaluated for impairment, we mainly analyze the payment behavior of clients, particularly the payment behavior of clients with payments that are 90 days or more past-due, clients with other weaknesses, such as early non-performance (*i.e.*, payments that are past-due, though by less than 90 days), clients with modified loans and clients with renegotiated loans, as well as success in recovery against these clients. We also take into account whether the loans are supported by collateral. The risk categories are such that when a customer has a past-due balance or has missed some payments, the outcome is that the customer will move to a different risk category with a higher loss rate, therefore capturing current trends of the customer and, in the aggregate, current trends in the market.

Allowances for small- and mid-sized commercial loans collectively evaluated for impairment are permitted for a large number of clients whose individual loan amounts are relatively insignificant. Our allowance models are intended to be used primarily to analyze commercial loans to individuals and small companies. As of November 2011, the estimated incurred loan loss for all small- and mid-sized commercial loans collectively evaluated for impairment (the majority of SMEs and approximately 9.8% of the Bank's loan book) was obtained by multiplying the risk factors defined in the following equation:

$$EIL = EXP \times PNP \times SEV$$

$$EIL = \text{Estimated Incurred Loan Loss}$$

$$PNP = \text{Probability of Non-Performance}$$

$$EXP = \text{Exposure}$$

$$SEV = \text{Severity}$$

EIL = Estimated Incurred Loan Loss. The estimated incurred loan loss is how much could be lost in the event a client does not perform the obligations under the loan.

PNP = Probability of Non-Performance. This variable, expressed as a percentage, indicates the probability that a client will default within the next 12 months. This percentage is associated with the risk categories that we give to each client, which is determined by analyzing such parameters as debt servicing capacity (including, usually, projected cash flows), the company's financial history, the solvency and capacity of shareholders and management, and projections for the economic sector in which it operates.

EXP = Exposure. This corresponds to the value of the loan (unpaid principal balance).

SEV = Severity. This is the effective loss rate given default for clients in the same segment, which is determined statistically based on the historical effective losses for us for each segment.

In order to calculate the estimated incurred loan loss for all commercial loans collectively evaluated for impairment, the Bank sub-divided the portfolio in the following way:



**Table of Contents****Allowance Level****Small- and mid-sized commercial loans collectively evaluated for impairment****Loan type**

Non-renegotiated, w/o mortgage		Non-renegotiated, w/o mortgage		Non-renegotiated, with mortgage	
collateral, new client, %		collateral, existing client, %		collateral, %	
Profile 1	37.20%	Profile 1	37.20%	Profile 1	10.60%
Profile 2	31.93%	Profile 2	18.11%	Profile 2	4.42%
Profile 3	31.93%	Profile 3	18.11%	Profile 3	4.42%
Profile 4	13.25%	Profile 4	4.45%	Profile 4	0.68%
Profile 5	5.09%	Profile 5	2.06%	Profile 5	0.17%
Profile 6	1.50%	Profile 6	0.52%	Profile 6	0.11%
Profile 7	0.55%	Profile 7	0.35%	Profile 7	0.02%
Profile 8	0.35%				
Profile 9	0.05%				
<b>Renegotiated, %</b>					
Profile 1	29.20%				
Profile 2	19.42%				
Profile 3	19.42%				
Profile 4	10.28%				
Profile 5	3.75%				
Profile 6	1.13%				
Profile 7	0.13%				

**Analysis of Santander-Chile's Loan Classification**

The following tables provide statistical data regarding the classification of our loans analyzed on an individual basis as of December 31, 2012, 2011 and 2010.c

Category	December 31,											
	2012				2011				2010			
	Individual	Percentage	Allowance	Percentage	Individual	Percentage	Allowance	Percentage	Individual	Percentage	Allowance	Percentage
<b>business</b>	<b>MCh\$</b>	<b>(*)</b> <b>%</b>	<b>MCh\$</b>	<b>(**)</b> <b>%</b>	<b>MCh\$</b>	<b>(*)</b> <b>%</b>	<b>MCh\$</b>	<b>(**)</b> <b>%</b>	<b>MCh\$</b>	<b>(*)</b> <b>%</b>	<b>MCh\$</b>	<b>(**)</b> <b>%</b>
<b>A1</b>	2,114,853	11.2	1,306	0.2	1,510,801	8.7	397	0.1	1,387,941	8.8%	92	0.0%
<b>A2</b>	4,119,414	21.7	14,853	2.7	3,927,846	22.5	6,113	1.3	3,212,577	20.4%	1,158	0.3%
<b>A3</b>	1,037,593	5.5	26,279	4.8	818,039	4.7	6,763	1.4	645,961	4.1%	1,309	0.3%
<b>B</b>	287,897	1.5	23,095	4.2	269,260	1.5	8,146	1.7	315,980	2.0%	2,544	0.6%
<b>C1</b>	45,104	0.2	902	0.2	28,888	0.2	578	0.1	20,300	0.1%	302	0.1%
<b>C2</b>	30,796	0.2	3,080	0.6	26,896	0.2	2,690	0.6	59,169	0.4%	4,389	1.0%
<b>C3</b>	34,685	0.2	8,672	1.6	47,494	0.3	11,873	2.4	56,430	0.4%	10,250	2.4%
<b>C4</b>	28,246	0.1	11,298	2.1	40,879	0.2	16,352	3.3	57,153	0.4%	16,914	4.0%
<b>D1</b>	36,545	0.2	23,754	4.3	36,163	0.2	23,506	4.8	47,900	0.3%	23,100	5.4%

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<b>D2</b>	46,246	0.2	41,622	7.6	40,600	0.2	36,280	7.4	54,921	0.3%	36,556	8.6%
<b>Subtotal</b>	<b>7,781,379</b>	<b>41.0</b>	<b>154,861</b>	<b>28.3</b>	<b>6,746,866</b>	<b>38.7</b>	<b>112,698</b>	<b>23.1</b>	<b>5,858,332</b>	<b>37.2%</b>	<b>96,614</b>	<b>22.7%</b>

(\*) Percentage of total loans.

(\*\*) Percentage of total allowance.

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

Non-performing loans include the aggregate principal and accrued but unpaid interest of any loan with one installment that is at least 90 days past-due, and do not accrue interest.

Impaired loans as of December 31, 2008 include: (i) all non-performing loans, (ii) all renegotiated consumer loans and (iii) all commercial loans that are at risk of default. For 2009 and 2010, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated C1 through D2 and (ii) total loans to single debtors with a loan that is non-performing; and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan, all loans to that debtor. For 2011 and 2012, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated B3 and B4 and all deteriorated debtors and (ii) total loans to single debtors with a loan that is non-performing; and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans, and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor. See Note 10 Loans and Accounts Receivables from Customers of the Audited Consolidated Financial Statements. Renegotiated loans, on which payments are not past-due, are not ordinarily classified as non-performing loans, but do not accrue interest.

The term for charging-off loans must now be calculated from the beginning of arrears (*i.e.*, one installment is at least 90 days past-due) and once this term is reached, the entire loan is charged-off. The following table shows the principal types of loans and their respective terms for charge-offs as stipulated by the new accounting standards:

Type of contract	Term
<b>Leasing Operations</b>	
Consumer leasing	6 months
Other non-mortgage leasing operations	12 months
Property leasing (commercial or residential)	36 months
<b>Other Operations</b>	
Consumer loans with or without collateral	6 months
Other operations without collateral	24 months
Commercial loans with collateral	36 months
Mortgage leasing (household and business)	48 months

We may write off any loan (commercial or consumer) before the first installment becomes past-due only in accordance with special procedures established by the SBIF. In certain circumstances, we must write off an past-due loan (commercial or consumer) sooner than the terms set forth above. Loans are written off against the loan loss reserve to the extent of any required allowances 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 past-due for at least 90 days and, with respect to mortgage loans, once they are past-due for at least 120 days. Legal collection proceedings are always commenced within one year of such loans becoming past-due, unless we determine 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.

The following table sets forth all of our past-due loans, non-performing loans, and impaired loans as of December 30, 2012, 2011, 2010, 2009 and 2008.

	2012	2011	2010	2009	2008
	(in millions of Ch\$, except percentages)				
Non-performing loans (1)	597,767	511,357	416,739	409,067	383,458
Impaired loans (2)	1,338,137	1,323,355	1,480,476	1,485,737	870,259
Allowance for loan losses (3)	550,048	488,468	425,447	349,527	274,240

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Total loans (4)	18,966,652	17,434,782	15,727,282	13,751,276	14,681,088
Allowance for loan losses / loans	2.90%	2.80%	2.71%	2.54%	1.87%
Non-performing loans as a percentage of total loans	3.15%	2.93%	2.65%	2.97%	2.61%
Loan loss allowance as a percentage of non-performing loans	92.02%	95.52%	102.09%	85.44%	71.52%

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- (1) Non-performing loans include the aggregate principal and accrued but unpaid interest of any loan with one installment that is at least 90 days past-due, and do not accrue interest.
  
- (2) Impaired loans as of December 31, 2008 include: (i) all non-performing loans, (ii) all renegotiated consumer loans and (iii) all commercial loans that are at risk of default. For 2009 and 2010, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated C1 through D2 and (ii) total loans to single debtors with a loan that is non-performing, and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor are considered impaired. For 2011 and 2012, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated B3 and B4 and all deteriorated debtors and (ii) total loans to single debtors with a loan that is non-performing, and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor are considered impaired. See Note 10 Loans and Accounts Receivables from Customers of the Audited Consolidated Financial Statements. Renegotiated loans, on which payments are not past-due, are not ordinarily classified as non-performing loans, but do not accrue interest.
  
- (3) Includes allowance for interbank loans.
  
- (4) Includes interbank loans.



**Table of Contents****Analysis of Impaired and Non-Performing Loans**

The following table analyzes our impaired loans. Impaired loans in 2011 and 2012 include: (i) all loans to a single client that are evaluated on a group basis, including performing loans, that have a loan classified as non-performing, (ii) all renegotiated consumer loans and (iii) all commercial loans at risk of default. See Note 10 Loans and Accounts Receivables from Customers (a) Loans and accounts receivable from customers in the Audited Consolidated Financial Statements.

	2012	2011	2010	2009	2008
	(Ch\$ million)				
Total loans	18,966,652	17,434,782	15,727,282	13,751,276	14,681,088
Allowance for loan losses	550,048	488,468	425,447	349,527	274,240
Impaired loans(1)	1,338,137	1,323,355	1,480,476	1,485,737	870,259
Impaired loans as a percentage of total loans	7.06%	7.59%	9.41%	10.80%	5.93%
Amounts non-performing	597,767	511,357	416,739	409,067	383,458
To the extent secured(2)	306,782	264,355	214,786	206,271	187,239
To the extent unsecured	290,985	247,002	201,953	202,796	196,219
Amounts non-performing as a percentage of total loans	3.15%	2.93%	2.65%	2.97%	2.61%
To the extent secured(2)	1.62%	1.52%	1.37%	1.50%	1.28%
To the extent unsecured	1.53%	1.41%	1.28%	1.47%	1.34%
Loans loss allowances as a percentage of:					
Total loans	2.90%	2.80%	2.71%	2.54%	1.87%
Total amounts non-performing	92.02%	95.52%	102.10%	85.40%	71.52%
Total amounts non-performing-unsecured	189.03%	197.76%	210.67%	172.35%	139.76%

(1) Impaired loans as of December 31, 2008 include: (i) all non-performing loans, (ii) all renegotiated consumer loans and (iii) all commercial loans that are at risk of default. For 2009 and 2010, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated C1 through D2 and (ii) total loans to single debtors with a loan that is non-performing, and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor are considered impaired. For 2011 and 2012, impaired loans include: (A) for loans whose allowance is determined on an individual basis, (i) all loans to a debtor that are rated B3 and B4 and all deteriorated debtors and (ii) total loans to single debtors with a loan that is non-performing, and (B) for loans whose loan loss allowance is determined on a group basis, (i) total loans to a debtor, when a loan to that debtor is non-performing or has been renegotiated, excluding performing residential mortgage loans and (ii) if the loan that is non-performing or renegotiated is a residential mortgage loan all loans to that debtor are considered impaired. See Note 10 Loans and Accounts Receivables from Customers in the Audited Consolidated Financial Statements. Renegotiated loans, on which payments are not past-due, are not ordinarily classified as non-performing loans, but do not accrue interest.

(2) Security generally consists of mortgages on real estate, pledges of marketable securities, letters of credit or cash.

A break-down of the loans included in the previous table, which have been classified as impaired, including renegotiated loans, is as follows:

Impaired loans	Commercial	Residential mortgage	Consumer	Total
<b>As of December 31, 2012</b>				
Non-performing loans	320,461	159,802	117,504	597,767
Commercial loans at risk of default (1)	298,868			298,868
Other impaired loans consisting mainly of renegotiated loans (2)	96,793	69,228	275,481	441,502
<b>Total</b>	<b>716,122</b>	<b>229,030</b>	<b>392,985</b>	<b>1,338,137</b>

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<b>Impaired loans</b>	<b>Commercial</b>	<b>Residential mortgage</b>	<b>Consumer</b>	<b>Total</b>
<b>As of December 31, 2011</b>				
Non-performing loans	251,881	152,911	106,565	511,357
Commercial loans at risk of default (1)	285,930			285,930

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Impaired loans	Commercial	Residential mortgage	Consumer	Total
<b>As of December 31, 2012</b>				
Other impaired loans consisting mainly of renegotiated loans (2)	164,158	46,785	315,125	526,068
<b>Total</b>	<b>701,969</b>	<b>199,696</b>	<b>421,690</b>	<b>1,323,355</b>

Impaired loans	Commercial	Residential mortgage	Consumer	Total
<b>As of December 31, 2010</b>				
Non-performing loans	213,872	121,911	80,956	416,739
Commercial loans at risk of default (1)	444,129			444,129
Other impaired loans consisting mainly of renegotiated loans (2)	230,810	20,735	368,063	619,608
<b>Total</b>	<b>888,811</b>	<b>142,646</b>	<b>449,019</b>	<b>1,480,476</b>

Impaired loans	Commercial	Residential mortgage	Consumer	Total
<b>As of December 31, 2009</b>				
Non-performing loans	195,163	130,119	83,785	409,067
Commercial loans at risk of default (1)	405,513			405,513
Other impaired loans consisting mainly of renegotiated loans (2)	273,662	2,029	395,466	671,157
<b>Total</b>	<b>874,338</b>	<b>132,148</b>	<b>479,251</b>	<b>1,485,737</b>

Impaired loans	Commercial	Residential mortgage	Consumer	Total
<b>As of December 31, 2008</b>				
Non-performing loans	170,478	120,586	109,878	400,942
Commercial loans at risk of default (1)	217,041			217,041
Other impaired loans consisting mainly of renegotiated loans (2)	19,697	274	232,305	252,276
<b>Total</b>	<b>407,216</b>	<b>120,860</b>	<b>342,183</b>	<b>870,259</b>

(1) Total loans to a debtor, whose allowance level is determined on an individual basis with a risk of defaulting.

(2) Renegotiated loans for loans whose loan loss allowance is analyzed on a group basis.

**Renegotiated Loans**

In certain instances, we renegotiate loans that have one or more principal or interest payments past-due. The type of concession we most often afford when renegotiating a loan is a reduction in interest payment or, on rare occasions, forgiveness of principal. We estimate that 0.2% of renegotiated loans relates to the forgiveness of principal, and the remaining 99.8% relates to reduction of interest payments. Any amount of principal forgiven is charged off directly to income as of the date the loan is renegotiated, if not already covered by an allowance for loan loss. Renegotiated loans, on which payments are not past-due, are not ordinarily classified as non-performing, but do not accrue interest, and they are considered to be impaired for the life of the loan, both for disclosure purposes and in our determination of our allowances for loan losses, and never moved out of renegotiated status. The effects of the amount of interest to be accrued were not material to Loans and receivables from customers, net on our Consolidated Statement of Financial Position.

The following table shows the success rate, for the periods indicated, for renegotiated consumer and residential mortgage loans. The success rate for consumer loans is defined for each reported period as: (i) the total amount of loans renegotiated in that period minus the amount of such

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renegotiated loans that are classified as non-performing loans as of December 31, 2011 or 2012, as applicable, minus the amount of such renegotiated loans that have been charged off as of December 31, 2011 or 2012, as applicable, divided by (ii) the total amount of such renegotiated loans. The success rate for residential mortgage loans is defined for each reported period as: (i) the total amount of loans renegotiated in that period minus the amount of such renegotiated loans that are classified as non-performing loans as of December 31, 2011 or 2012, as applicable, divided by (ii) the total amount of such renegotiated loans. A charge-off of a residential mortgage loan is not generally included in measuring the success rate of mortgage renegotiations since the period to charge-off a mortgage loan is 48 months after an installment is past-due.

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Period of renegotiation	Success rate	Success rate
	Consumer Loans	Residential mortgage loans
1Q 2011	50.4%	100.0%
2Q 2011	55.1%	100.0%
3Q 2011	53.4%	91.6%
4Q 2011	56.6%	100.0%
1Q 2012	65.7%	88.0%
2Q 2012	77.6%	96.1%
3Q 2012	96.9%	99.2%
4Q 2012	100.0%	100.0%

From time to time, we modify loans that are not classified as non-performing if a client is confronting a financial difficulty, such as unemployment or another temporary situation. These loans are not classified as renegotiated for disclosure purposes, but are considered as renegotiated for our provisioning models. The following table provides information regarding loans collectively evaluated for impairment that are classified as modified:

Modified loans(1) (Ch\$m)	2012	2011	2010
Commercial loans collectively evaluated for impairment	114,949	81,810	86,986
Residential mortgage loans	263,454	257,854	271,727
Consumer loans	324,666	380,036	458,543
<b>Total modified loans</b>	<b>703,069</b>	<b>719,700</b>	<b>817,256</b>

(1) Modified loans include loans collectively evaluated for impairment that were not classified as non-performing in which certain concessions were made to the client. The main type of concession given by the Bank is a reduction of interest, with forgiveness of principal occurring on rare occasions.

The modified loans included in the table above represent the full balance of all modified loans regardless of the date of modification. When a loan is marked as modified, we continue to classify it as modified until the loan is paid in full. Our provisioning models currently consider a modified loan to be modified the life of the loan. Modified loans are included in the same pool of loans together with renegotiated loans for the life of the loan and are subsegmented into risk categories and provisioned according to such risk categories.

**Analysis of Loan Loss Allowances**

The following table provides the details of the roll-forwards in 2012, 2011, 2010, 2009 and 2008 of our allowance for loan losses, including removal of allowances due to charge-offs, allowances established, allowances released, gross provision expense and opening and closing balance:

	2012				Contingent loans	Provision expense in income statement
	Interbank loans (4)	Individual allowances	Group allowances	Total		
	(in millions of Ch\$)					
<b>As of January 1, 2012</b>	<b>11</b>	<b>112,687</b>	<b>375,770</b>	<b>488,468</b>		
<b>Removal of allowances due to charge-offs (1)</b>		(21,011)	(200,159)	(221,170)		
Allowances established (2)	548	83,742	282,120	366,410	9,670	376,080
Allowances released (3)	(400)	(20,716)	(62,544)	(83,660)	(6,123)	(89,783)
<b>Gross provision expense</b>	<b>148</b>	<b>63,026</b>	<b>219,576</b>	<b>282,750</b>	<b>3,547</b>	<b>286,297</b>
<b>Balances as of December 31, 2012</b>	<b>159</b>	<b>154,702</b>	<b>395,187</b>	<b>550,048</b>		

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- (1) Represents the gross amount of loan loss allowances removed due to charge-offs.
- (2) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.
- (3) Represents the gross 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 loans paid.
- (4) See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivables from Customers (d) Allowances of the Audited Consolidated Financial Statements for additional information on loan loss allowances for interbank loans and customer loans, respectively.

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	2011					Provision expense in income statement
	Interbank loans (4)	Individual allowances	Group allowances	Total (in millions of Ch\$)	Contingent loans	
<b>As of January 1, 2011</b>	<b>54</b>	<b>96,560</b>	<b>328,833</b>	<b>425,447</b>		
<b>Removal of allowances due to charge-offs (1)</b>		(15,059)	(178,146)	(193,205)		
Allowances established (2)	464	72,927	284,495	357,886	4,767	362,653
Allowances released(3)	(507)	(41,741)	(59,412)	(101,660)	(6,914)	(108,574)
<b>Gross provision expense</b>	<b>(43)</b>	<b>31,186</b>	<b>225,083</b>	<b>256,226</b>	<b>(2,147)</b>	<b>254,079</b>
<b>Balances as of December 31, 2011</b>	<b>11</b>	<b>112,687</b>	<b>375,770</b>	<b>488,468</b>		

(1) Represents the gross amount of loan loss allowances removed due to charge-offs.

(2) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.

(3) Represents the gross 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 loans paid.

(4) See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivables from Customers (d) Allowances of the Audited Consolidated Financial Statements for additional information on loan loss allowances for interbank loans and customer loans, respectively.

	2010					Provision expense in income statement
	Interbank loans (4)	Individual allowances	Group allowances	Total (in millions of Ch\$)	Contingent loans	
<b>As of January 1, 2010</b>	<b>42</b>	<b>78,297</b>	<b>271,188</b>	<b>349,527</b>		
<b>Removal of allowances due to charge-offs (1)</b>		(8,470)	(109,490)	(117,960)		
Allowances established (2)	131	37,561	183,905	221,597	3,714	225,311
Allowances released (3)	(119)	(10,828)	(16,770)	(27,717)	(2,155)	(29,872)
<b>Gross provision expense</b>	<b>12</b>	<b>26,733</b>	<b>167,135</b>	<b>193,880</b>	<b>1,559</b>	<b>195,439</b>
<b>Balances as of December 31, 2010</b>	<b>54</b>	<b>96,560</b>	<b>328,833</b>	<b>425,447</b>		

(1) Represents the gross amount of loan loss allowances removed due to charge-offs.

(2) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.

(3) Represents the gross 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 loans paid.

(4)

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See See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivables from Cutomers (d) Allowances of the Audited Consolidated Financial Statements for additional information on loan loss allowances for interbank loans and customer loans, respectively.



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2009

	Interbank loans (4)	Individual allowances	Group allowances	Total (in millions of Ch\$)	Contingent loans	Provision expense in income statement
<b>As of January 1, 2009</b>	<b>35</b>	<b>54,091</b>	<b>220,114</b>	<b>274,240</b>		
<b>Removal of allowances due to charge-offs (1)</b>		(3,522)	(88,008)	(91,530)		
Allowances established (2)	7	33,363	160,745	194,115	1,380	195,495
Allowances released (3)		(5,635)	(21,663)	(27,298)	(72)	(27,370)
<b>Gross provision expense</b>	<b>7</b>	<b>27,728</b>	<b>139,082</b>	<b>166,817</b>	<b>1,308</b>	<b>168,125</b>
<b>Balances as of December 31, 2009</b>	<b>42</b>	<b>78,297</b>	<b>271,188</b>	<b>349,527</b>		

- (1) Represents the gross amount of loan loss allowances removed due to charge-offs.
- (2) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.
- (3) Represents the gross 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 loans paid.
- (4) See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivables from Customers (d) Allowances of the Audited Consolidated Financial Statements for additional information on loan loss allowances for interbank loans and customer loans, respectively.

2008

	Interbank loans (4)	Individual allowances	Group allowances	Total (in millions of Ch\$)	Contingent loans	Provision expense in income statement
<b>As of January 1, 2008</b>	<b>35</b>	<b>35,104</b>	<b>195,300</b>	<b>230,439</b>		
<b>Removal of allowances due to charge-offs (1)</b>		(2,296)	(96,795)	(99,091)		
Allowances established (2)		24,008	126,797	150,805	2,808	153,613
Allowances released (3)		(2,725)	(5,188)	(7,913)	(2,401)	(10,314)
<b>Gross provision expense</b>		<b>21,283</b>	<b>121,609</b>	<b>142,892</b>	<b>407</b>	<b>143,299</b>
<b>Balances as of December 31, 2008</b>	<b>35</b>	<b>54,091</b>	<b>220,114</b>	<b>274,240</b>		

- (1) Represents the gross amount of loan loss allowances removed due to charge-offs.
- (2) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.
- (3) Represents the gross 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 loans paid.

(4) See Note 9 Interbank Loans and Note 10 Loans and Accounts Receivable from Customers (d) Allowances of the Audited Consolidated Financial Statements for additional information on loan loss allowances for interbank loans and customer loans, respectively.

The following table shows recoveries of loans previously charged-off by type of loan:

	2012	Year ended December 31,			2008	2012/2011	% Change		2009/2008
		2011	2010	2009			2011/2010	2010/2009	
		(in millions of Ch\$)							
Consumer loans	22,015	12,474	22,096	28,268	26,718	76.5%	(43.5%)	(21.8%)	5.8%
Residential mortgage loans	2,305	16,135	1,389	2,560	1,932	(85.7%)	1,061.6%	(45.7%)	32.5%

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	Year ended December 31,					% Change			
	2012	2011	2010	2009	2008	2012/2011	2011/2010	2010/2009	2009/2008
Commercial loans	8,695	7,216	6,994	8,446	9,244	20.5%	3.2%	(17.2%)	(8.6%)
<b>Total recoveries</b>	<b>33,015</b>	<b>35,825</b>	<b>30,479</b>	<b>39,274</b>	<b>37,894</b>	<b>(7.8%)</b>	<b>17.5%</b>	<b>(22.4%)</b>	<b>3.6%</b>

As of December 31, 2012, 2011, 2010, 2009 and 2008, the loans charged-off, the amount of loan loss allowances applied as a result of the charge-off, the resulting charge-off to income included in provision expense, net, the amount of loan loss recoveries and the charge-offs net of recoveries were as follows:

For the year ended December 31, 2012 (Ch\$m)	Commercial	Residential	Consumer	Total*
	loans	Mortgage loans	loans	
Loans charged-off	(94,215)	(17,508)	(259,857)	(371,580)
Loan loss allowances applied	37,336	2,935	180,899	221,170
<b>Charge-off</b>	<b>(56,879)</b>	<b>(14,573)</b>	<b>(78,958)</b>	<b>(150,410)</b>
Loan loss recoveries	8,695	2,305	22,015	33,015
<b>Charge-offs, net of recoveries</b>	<b>(48,184)</b>	<b>(12,268)</b>	<b>(56,943)</b>	<b>(117,395)</b>
Average loans	10,527,979	5,186,029	2,872,257	18,586,265
<b>Ratio of net charge-offs to average loans</b>	<b>0.5%</b>	<b>0.2%</b>	<b>2.0%</b>	<b>0.6%</b>

\* Includes interbank loans.

For the year ended December 31, 2011 (Ch\$m)	Commercial	Residential	Consumer	Total*
	loans	Mortgage loans	loans	
Loans charged-off	(90,373)	(12,777)	(187,938)	(291,088)
Loan loss allowances applied	49,905	1,460	141,840	193,205
<b>Charge-off</b>	<b>(40,468)</b>	<b>(11,317)</b>	<b>(46,098)</b>	<b>(97,883)</b>
Loan loss recoveries	7,216	16,135	12,474	35,825
<b>Charge-offs, net of recoveries</b>	<b>(33,252)</b>	<b>4,818</b>	<b>(33,624)</b>	<b>(62,058)</b>
Average loans	9,421,965	4,828,213	2,637,432	16,887,610
<b>Ratio of net charge-offs to average loans</b>	<b>0.4%</b>	<b>(0.1%)</b>	<b>1.3%</b>	<b>0.4%</b>

\* Includes interbank loans.

For the year ended December 31, 2010 (Ch\$m)	Commercial	Residential	Consumer	Total*
	loans	Mortgage loans	loans	
Loans charged-off	(70,807)	(14,550)	(121,558)	(206,915)
Loan loss allowances applied	46,614	5,555	65,791	117,960
<b>Charge-off</b>	<b>(24,193)</b>	<b>(8,995)</b>	<b>(55,767)</b>	<b>(88,955)</b>
Loan loss recoveries	6,994	1,389	22,096	30,479
<b>Charge-offs, net of recoveries</b>	<b>(17,199)</b>	<b>(7,606)</b>	<b>(33,671)</b>	<b>(58,476)</b>
Average loans	7,748,575	4,321,837	2,379,062	14,449,474
<b>Ratio of net charge-offs to average loans</b>	<b>0.2%</b>	<b>0.2%</b>	<b>1.4%</b>	<b>0.4%</b>

\* Includes interbank loans.

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For the year ended December 31, 2009 (Ch\$mn)	Commercial loans	Residential Mortgage loans	Consumer loans	Total*
Loans charged-off	(47,801)	(10,683)	(239,730)	(298,214)
Loan loss allowances applied	25,949	1,044	64,537	91,530
<b>Charge-off</b>	<b>(21,852)</b>	<b>(9,639)</b>	<b>(175,193)</b>	<b>(206,684)</b>
Loan loss recoveries	8,446	2,560	28,268	39,274
<b>Charge-offs, net of recoveries</b>	<b>(13,406)</b>	<b>(7,079)</b>	<b>(146,925)</b>	<b>(167,410)</b>
Average loans	7,500,933	3,952,462	2,142,274	13,595,669
<b>Ratio of net charge-offs to average loans</b>	<b>0.2%</b>	<b>0.2%</b>	<b>6.9%</b>	<b>1.2%</b>

\* Includes interbank loans.

For the year ended December 31, 2008 (Ch\$mn)	Commercial loans	Residential Mortgage loans	Consumer loans	Total*
Loans charged-off	(27,421)	(4,304)	(236,405)	(268,130)
Loan loss allowances applied	15,983	1,473	81,635	99,091
<b>Charge-off</b>	<b>(11,438)</b>	<b>(2,831)</b>	<b>(154,770)</b>	<b>(169,039)</b>
Loan loss recoveries	9,244	1,932	26,718	37,894
<b>Charge-offs, net of recoveries</b>	<b>(2,194)</b>	<b>(899)</b>	<b>(128,052)</b>	<b>(131,145)</b>
Average loans	7,323,810	3,652,020	1,957,133	12,932,963
<b>Ratio of net charge-offs to average loans</b>	<b>0.0%</b>	<b>0.0%</b>	<b>6.5%</b>	<b>1.0%</b>

\* Includes interbank loans.

**Table of Contents****Allocation of the Loan Loss Allowances**

The following tables set forth, as of December 31 of each of the five years listed below, the proportions of our required minimum loan loss allowances that were attributable to our commercial, consumer and residential mortgage loans at each such date.

	As of December 31, 2012				As of December 31, 2011				As of December 31, 2010			
	Total Allowance	loans in category	total loans	Allowance amount as a percentage of total allocated allowances	Total Allowance	loans in category	total loans	Allowance amount as a percentage of total allocated allowances	Total Allowance	loans in category	total loans	Allowance amount as a percentage of total allocated allowances
				Ch\$ million				Ch\$ million				Ch\$ million
<b>Commercial loans</b>												
Commercial loans	199,841	2.7%	1.1%	36.3%	161,289	2.4%	0.9%	33.0%	132,775	2.2%	0.8%	31.2%
Foreign trade loans	18,535	1.5%	0.1%	3.4%	19,764	1.9%	0.1%	4.1%	18,888	2.4%	0.1%	4.4%
Checking accounts debtors	3,033	1.5%	0.0%	0.5%	3,384	2.6%	0.0%	0.7%	4,350	6.4%	0.0%	1.0%
Factoring transactions	3,683	1.1%	0.0%	0.7%	1,861	1.0%	0.0%	0.4%	2,083	1.0%	0.0%	0.5%
Leasing transactions	23,426	1.8%	0.1%	4.3%	19,266	1.6%	0.1%	3.9%	14,742	1.3%	0.1%	3.5%
Other loans and accounts receivable	2,122	2.2%	0.0%	0.4%	4,238	5.0%	0.0%	0.9%	9,664	53.8%	0.1%	2.3%
<b>Subtotals</b>	<b>250,640</b>	<b>2.4%</b>	<b>1.3%</b>	<b>45.6%</b>	<b>209,802</b>	<b>2.3%</b>	<b>1.2%</b>	<b>43.0%</b>	<b>182,502</b>	<b>2.2%</b>	<b>1.2%</b>	<b>42.9%</b>
<b>Residential mortgage loans</b>												
Loans with letters of credit	493	0.5%	0.0%	0.1%	707	0.6%	0.0%	0.1%	446	0.3%	0.0%	0.1%
Mortgage mutual loans	936	2.0%	0.0%	0.2%	1,241	1.7%	0.0%	0.2%	11,319	6.1%	0.1%	2.7%
Other mortgage mutual loans	34,561	0.7%	0.2%	6.3%	33,685	0.7%	0.2%	6.9%	5,567	0.1%	0.0%	1.3%
<b>Subtotals</b>	<b>35,990</b>	<b>0.7%</b>	<b>0.2%</b>	<b>6.6%</b>	<b>35,633</b>	<b>0.7%</b>	<b>0.2%</b>	<b>7.2%</b>	<b>17,332</b>	<b>0.4%</b>	<b>0.1%</b>	<b>4.1%</b>
<b>Consumer loans</b>												
Installment consumer loans	218,474	11.8%	1.2%	39.7%	193,874	10.7%	1.1%	39.7%	176,219	11.0%	1.1%	41.4%
Credit card balances	38,719	3.7%	0.2%	7.0%	43,922	4.8%	0.3%	9.0%	36,156	4.6%	0.2%	8.5%
Consumer leasing contracts	160	4.3%	0.0%	0.0%	109	2.9%	0.0%	0.0%	121	3.2%	0.0%	0.0%
Other consumer loans	5,906	3.0%	0.0%	1.1%	5,117	2.4%	0.0%	1.1%	13,063	4.4%	0.1%	3.1%
<b>Subtotals</b>	<b>263,259</b>	<b>8.5%</b>	<b>1.4%</b>	<b>47.8%</b>	<b>243,022</b>	<b>8.3%</b>	<b>1.4%</b>	<b>49.8%</b>	<b>225,559</b>	<b>8.4%</b>	<b>1.4%</b>	<b>53.0%</b>
Totals loans to clients	549,889	2.9%	2.9%	100.0%	488,457	2.8%	2.8%	100.0%	425,393	2.7%	2.7%	100.0%
Interbank	159	0.2%	0.0%	0.0%	11	0.0%	0.0%	0.0%	54	0.1%	0.0%	0.0%
<b>Totals</b>	<b>550,048</b>	<b>2.9%</b>	<b>2.9%</b>	<b>100.0%</b>	<b>488,468</b>	<b>2.8%</b>	<b>2.8%</b>	<b>100.0%</b>	<b>425,447</b>	<b>2.7%</b>	<b>2.7%</b>	<b>100.0%</b>



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	As of December 31, 2009				As of December 31, 2008			
	Total Allowance	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Allowance amount as a percentage of total allocated allowances	Total Allowance	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Allowance amount as a percentage of total allocated allowances
		Ch\$ million				Ch\$ million		
<b>Commercial loans</b>								
Commercial loans	124,275	2.3%	0.9%	35.6%	84,297	1.5%	0.6%	30.7%
Foreign trade loans	23,027	3.6%	0.2%	6.6%	12,588	0.9%	0.1%	4.6%
Draft loans	3,570	3.8%	0.0%	1.0%	3,574	2.9%	0.0%	1.3%
Factoring transactions	2,386	1.8%	0.0%	0.7%	1,855	0.6%	0.0%	0.7%
Leasing transactions	7,839	0.8%	0.1%	2.2%	6,473	0.7%	0.0%	2.4%
Other loans and accounts receivable	5,342	48.7%	0.0%	1.5%	5,342	46.1%	0.0%	1.9%
<b>Subtotals</b>	<b>166,439</b>	<b>2.3%</b>	<b>1.2%</b>	<b>47.6%</b>	<b>114,129</b>	<b>1.4%</b>	<b>0.8%</b>	<b>41.6%</b>
<b>Residential mortgage loans</b>								
Loans with letters of credit	576	0.3%	0.0%	0.2%	968	0.4%	0.0%	0.4%
Mortgage mutual loans	9,040	4.5%	0.1%	2.6%	4,400	2.2%	0.0%	1.6%
Other mortgage mutual loans	6,918	0.2%	0.1%	2.0%	7,262	0.2%	0.0%	2.6%
<b>Subtotals</b>	<b>16,534</b>	<b>0.4%</b>	<b>0.1%</b>	<b>4.8%</b>	<b>12,630</b>	<b>0.3%</b>	<b>0.1%</b>	<b>4.6%</b>
<b>Consumer loans</b>								
Installment consumer loans	130,532	9.5%	0.9%	37.3%	106,313	7.9%	0.7%	38.8%
Credit card balances	24,433	4.2%	0.2%	7.0%	28,162	4.8%	0.2%	10.3%
Consumer leasing contracts	9	0.2%	0.0%	0.0%	-	-	-	-
Other consumer loans	11,538	4.2%	0.1%	3.3%	12,971	4.1%	0.1%	4.7%
<b>Subtotals</b>	<b>166,512</b>	<b>7.4%</b>	<b>1.2%</b>	<b>47.6%</b>	<b>147,446</b>	<b>6.6%</b>	<b>1.0%</b>	<b>53.8%</b>
<b>Totals loans to clients</b>	<b>349,485</b>	<b>2.5%</b>	<b>2.5%</b>	<b>100.0%</b>	<b>274,205</b>	<b>1.9%</b>	<b>1.9%</b>	<b>100.0%</b>
Interbank	42	0.2%	0.0%	0.0%	35	0.0%	0.0%	0.0%
<b>Totals</b>	<b>349,527</b>	<b>2.5%</b>	<b>2.5%</b>	<b>100.0%</b>	<b>274,240</b>	<b>1.9%</b>	<b>1.9%</b>	<b>100.0%</b>

Based on information available regarding our borrowers, 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****ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. Directors and Senior Management****Directors**

We are managed by our Board of Directors, which, in accordance with our by-laws, consists of 11 directors and two alternates who are elected at our ordinary shareholders' meetings. Except as noted below, the current members of the Board of Directors were elected by the shareholders in the ordinary shareholders' meeting held on April 26, 2011. Members of the Board of Directors are elected for three-year terms. Except as noted below, the term of each of the current board members expires in April of 2014. 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. 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 the majority of 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:

<b>Directors</b>	<b>Position</b>	<b>Committees</b>	<b>Term Expires</b>
Mauricio Larraín Garcés	Chairman and  Director	Asset and Liability Committee  Executive Credit Committee  Human Resources Committee  Marketing, Communications and Institutional Image Committee  Strategy Committee	April 2014
Jesús Maria Zabalza Lotina	First Vice Chairman and  Director	University Committee Strategy Committee	April 2014
Oscar von Chrismar Carvajal	Second Vice Chairman and  Director	Asset and Liability Committee  Clients and Service Quality Committee  Executive Credit Committee  Human Resources Committee  Market Committee  Marketing, Communications and Institutional Image Committee  Risk Committee	April 2014



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Víctor Arbulú Crousillat	Director	Strategy Committee	April 2014
Marco Colodro Hadjes	Director	Audit Committee	April 2014
		Asset and Liability Committee	
		Executive Credit Committee	
		Market Committee	
Vittorio Corbo Lioi	Director	Risk Committee	April 2014
		Asset and Liability Committee	
		Market Committee	
Roberto Méndez Torres	Director	Risk Committee	April 2014
		Clients and Service Quality Committee	
		Executive Credit Committee	
		Marketing, Communications and Institutional Image Committee	
		Risk Committee	
		Strategy Committee	
Carlos Olivos Marchant	Director	University Committee	April 2014
		Audit Committee	

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<b>Directors</b>	<b>Position</b>	<b>Committees</b>	<b>Term Expires</b>
Lucía Santa Cruz Sutil	Director	Marketing, Communications and Institutional Image Committee	April 2014
Lisandro Serrano Spoerer	Director	University Committee Analysis and Resolution Committee	April 2014
Roberto Zahler Mayanz	Director	Audit Committee Asset and Liability Committee	April 2014
Juan Pedro Santa María Pérez	Alternate  Director	Market Committee Analysis and Resolution Committee  Audit Committee (secretary)  Executive Credit Committee  Risk Committee	April 2014
Raimundo Monge Zegers	Alternate  Director	Transparency Committee Asset and Liability Committee  Risk Committee  Strategy Committee  Transparency Committee	April 2014

*Mauricio Larraín Garcés* is our Chairman. He is a member of the Asset and Liability Committee, the Executive Credit Committee, the Human Resources Committee, the Marketing Committee, the Strategy Committee, and the University Committee. He is also President of Santander Chile Holding S.A. and Universia Chile S.A. He is also a Director of the Asociación de Bancos e Instituciones Financieras de Chile and Inversiones Volcán Choshuenco S.A. He is also a member of the Council of Paz Ciudadana and was a former President of ICARE. He is General Director of ESE Business School from Universidad de Los Andes. Mr. Larraín began working at Santander-Chile in 1989. Previously, he was Intendente (Director) of the SBIF, Manager of External Debt at Banco Central de Chile and a Senior Finance Specialist at the World Bank in Washington. He holds degrees in Law from Universidad Católica de Chile and from Harvard University.

*Jesús María Zabalza Lotina* became a Director and Vice-Chairman of the Board on October 28, 2008. He currently is a Director of Grupo Santander's Latin America Division and a Board member of Banco Santander Mexico and Banco Santander Puerto Rico. He is a member of the Strategy Committee. Mr. Zabalza is a patron of the Fundación Padre Garralda. Previously, Mr. Zabalza was Director of Retail Banking in Madrid at Banco BBVA. He was also on the Board of La Caixa, Telefónica Factoring S.A., Adeslas y Terra. Mr. Zabalza holds a degree in Industrial Engineering from the University of Bilbao.

*Oscar von Chrismar Carvajal* became Executive Vice-Chairman of the Board on January 1, 2010 after having served as the chief executive officer of Santander-Chile since August 2003. Mr. Von Chrismar is a member of the Asset and Liability Committee, Clients and Service Quality Committee, Executive Credit Committee, Human Resources Committee, Market Committee, Marketing Committee, Risk Committee, and the Strategy Committee. Prior to assuming the chief executive officer post, he was the Manager of Global Banking. Prior to the merger, he was the former chief executive officer of Old Santander-Chile since September 1997, after being General Manager of Banco Santander-Peru since September 1995. Mr. von Chrismar is also a board member of Banco Santander Argentina and Banco Santander Peru. He is also the Alternate Director of Universia Chile S.A. Prior to that, Mr. von Chrismar was the manager of the Finance Division of Santander-Chile, a position that he had held since joining Santander-Chile in 1990. Mr. von Chrismar holds an Engineering degree from the Universidad de Santiago de Chile.

*Víctor Arbulú Crousillat* became a Director on May 6, 1999. He is a member of the Audit Committee and has been designated as a Financial Expert. 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 Latin America. Mr. Arbulú also worked for the Inter-American Development Bank. Mr. Arbulú holds a degree in Engineering and a Masters in Business Administration.

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*Marco Colodro Hadjes* became a Director on April 19, 2005. Mr. Colodro is a member of the Asset and Liability Committee, Executive Credit Committee, Market Committee, and the Risk Committee. Mr. Colodro was President of the Board of Telefónica Chile and a Director of Codelco. He is a former chairman of TVN (national television network) and former vice chairman of Banco del Estado (state bank). He was also owner of Agencia de Valores Alfa S.A. Prior to that, he was Foreign Trade Director at the Central Bank of Chile. Mr. Colodro holds a degree in Economics from the Universidad de Chile, and has done post-graduate studies at the École Pratique des Hautes Etudes of the University of Paris.

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*Vittorio Corbo Lioi* is one of Chile's leading economists. In 2003, Mr. Corbo was named President of Chile's Central Bank. Following the end of his tenure there, Mr. Corbo has been named to various boards and is currently a Senior Investigator at the Centro de Estudio Públicos (CEP), a local think tank. Mr. Corbo is a Director of Santander Spain and Banco Santander Mexico. Between 1991 and 1995 Mr. Corbo was an economic advisor to the Bank, and a member of the Board of Santander-Chile between 1995 and 2003. Mr. Corbo is a member of the Asset and Liability Committee, the Market Committee and the Risk Committee. Mr. Corbo has a Business Administration Degree from the Universidad de Chile and a Ph.D. in Economics from MIT.

*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 Clients and Service Quality Committee, the Executive Credit Committee, the Marketing Committee, the Risk Committee, the Strategy Committee and the University Committee. 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 GfK and on the Board of the Chilean and German Chamber of Commerce. He is also a Director of Enx S.A. and Vice-Chairman of Universia S.A. Mr. Méndez is also a member of the Council of Paz Ciudadana and was a former President of ICARE. He graduated with a degree in Business Administration from Universidad Católica de Chile, and holds an MBA and a Ph.D. from the Graduate School of Business at Stanford University.

*Carlos Olivos Marchant* is Director since 2007 and has been a Board member since the merger with Banco Santiago was consummated in 2002. He is Chairman of the Audit Committee. He was a member of the Board of Banco Santiago since 1987 until the date of the merger, and was Chairman of that board between May 1999 until the merger. He is a partner in the law firm Guerrero, Olivos, Novoa y Errazuriz. Mr. Olivos holds a law degree from the Universidad de Chile and a Masters of Jurisprudence from New York University School of Law.

*Lucía Santa Cruz Sutil* became a Director on August 19, 2003. Ms. Santa Cruz was a member of our Audit Committee until May 2010. She is a member of the Marketing Committee and the University Committee. Ms. Santa Cruz holds a degree in History and a Masters Degree in Philosophy from Oxford University. She is the Dean of the College of Liberal Arts of the Universidad Adolfo Ibañez. Ms. Santa Cruz is also a Director of Universia Chile S.A. She is also on the Board of Compañía de Seguros Generales y de Vida La Chilena Consolidada, 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.

*Lisandro Serrano Spoerer* was elected to the Board in January 2011. He is a member of the Analysis and Resolution Committee and the Audit Committee. He is currently Dean of the Universidad Gabriel Mistral and Professor of Law and Tax at the Law School. He is also a member of the Regulation Committee of the Santiago Stock Exchange and the Self-Regulation Committee of the Chilean Electronic Stock Exchange. Previously, he worked at PricewaterhouseCoopers from 1977 to 2003 where he was a partner in the tax division and later a Principal partner. He was also member of the board of the Hong Kong & Shanghai Bank branch in Chile. Mr. Serrano holds a degree in law and an MBA from the Pontificia Universidad Católica de Chile.

*Roberto Zahler Mayanz* became a Director on August 31, 1999. He is a member of the Asset and Liability Committee and the Market Committee. Currently, he is President of Zahler & Co, a consulting firm. He is also a member of the CLAAF or the Latin American Committee for Financial Affairs. He was formerly President of the Board of Siemens Chile and Director of Air Liquide-Chile. He was also a visiting professor at the IMF's Research Department. Between 1991 and 1996, he was President of the Central Bank of Chile and Vice-President from 1989 to 1991. He also serves as a consultant for the World Bank, the IDB, the IMF and the International Bank of Settlements. Mr. Zahler has also provided technical assistance to various Central Banks and Finance Ministries in most countries of Latin America, Indonesia and Kosovo. Mr. Zahler holds a degree in Business Administration from the Universidad de Chile and a Masters in Economics from the University of Chicago.

*Juan Pedro Santa María Pérez* became an Alternate Director on July 24, 2012 after having served as Corporate Legal Director for Grupo Santander Chile and Legal Counsel for Santander-Chile. He is also a Director at Santander Asset Management S.A. Mr. Santa María joined Santander-Chile in 2002, after the merger with Banco Santiago. Previous to that he was Legal Counsel for Banco Santiago and Banco O'Higgins. He has also been President of the Legal Committee of the *Asociación de Bancos e Instituciones Financieras de Chile* for over 20 years and President Pro-Tempore of the Financial Law Committee of the Federación Latinoamericana de Bancos (FELABAN). Mr. Santa María holds a degree in Law from the Pontificia Universidad Católica de Chile.

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*Raimundo Monge Zegers* became an Alternate Director on April 29, 2003. He is currently a member of the Asset and Liability Committee, the Risk Committee, the Strategy Committee and the Transparency Committee. He is Corporate Director of Strategic and Financial Planning for Grupo Santander-Chile and is CEO of Santander-Chile Holding S.A. He is also President of Santander S.A. Sociedad Securitizadora and Santander Factoring S.A. He is a Director of Aurum S.A. and Bansa Santander S.A. Mr. Monge has a degree in business from the Universidad Católica de Chile and an MBA from the University of California, Los Angeles.

**Senior Management**

Our senior managers are as follows:

<b>Senior Manager</b>	<b>Position</b>	<b>Date Appointed</b>
Claudio Melandri	Chief Executive Officer	January 1, 2010
Miguel Mata	Chief Financial Officer	November 1, 2011
Gabriel Montoya	Financial Controller	April 1, 2009
José Manuel Manzano	Chief Risk Officer	March 1, 2012
Javier Montero	Corporate Director of Internal Audit	May 1, 2010
Fred Meller	Global Banking and Markets	January 1, 2011
Fernando Cloppet	Manager Commercial Banking	March 1, 2012
Francisco Murillo	Manager Human Resources & Administration	March 1, 2012
Felipe Contreras	Chief Accounting Officer	October 1, 2008
Pablo Correa	Manager Corporate Communications	March 1, 2012
Juan Fernández	Manager Clients and Service Quality	June 1, 2011
Luis Camarena	Manager Credit Risk	March 1, 2012
Cristian Florence	General Counsel	September 3, 2012

*Claudio Melandri* became the Chief Executive Officer of Santander-Chile in January 2010 after being our Retail Banking Manager since February 21, 2008. He started his career at Santander-Chile in 1990 becoming a regional branch manager and manager of Santander-Chile's branch network. He was also a Vice-President at Banco Santander Venezuela from 2005 to 2007. In 2007, he was appointed Corporate Director of Human Resources of Banco Santander-Chile. He is also a Director of Santander Chile Holding S.A. and Universia Chile S.A.. Mr. Melandri has a Business Degree from the Universidad Tecnológica Metropolitana in Chile.

*Miguel Mata* became the Chief Financial Officer for Santander-Chile on November 2011. Prior to that he served in several staff positions related to Business Strategy. Mr. Mata joined Santander-Chile in 2002 when Santander-Chile merged with Banco Santiago. Previously he was Financial Controller for Banco Santiago. He has been working in the banking industry since 1990, when he joined Banco O Higgins, one of the predecessors of Banco Santiago. He is also a Director of Santander S.A. Corredores de Bolsa. Mr. Mata holds a degree in Engineering from Universidad Católica de Chile.

*Gabriel Montoya* was appointed Financial Controller of Santander-Chile in April 2009 and has been working for Santander Spain and its affiliates since 1997. Between 2005 and 2009, Mr. Montoya was Director of the MIS America Project and was responsible for implementing management information systems in Chile, Mexico, Puerto Rico, Argentina and Brazil. Previous to that Mr. Montoya was Financial Controller of Santander Puerto Rico, Head of Financial Control for the Americas Division of Santander and various other management positions in Santander Colombia. Mr. Montoya has a Business Administration Degree from Universidad del Rosario and an Executive Administration Diploma from the Universidad de los Andes, both in Colombia.

*José Manuel Manzano* became Chief Risk Officer in March 2012. Prior to that he was Corporate Director of Risk since July 2007, and Corporate Director of Human Resources for Santander-Chile since October 31, 2002. Previously, he served as Manager of Human Resources for Old Santander-Chile since 1999. He was also General Manager of Santander Fund Management and Managing Director of Bancassurance. He is also a Director of Santander Chile Holding S.A., Santander Asset Management S.A. and Santander S.A. Sociedad Securitizadora. Mr. Manzano holds an MBA and a degree in Business from Universidad Católica de Chile.

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*Javier Montero* is the Corporate Director of Internal Auditing, a position he has held since May 1, 2010. Prior to that he was Manager of Internal Auditing in the Financial Risk Department at Santander-Chile since 2006. Mr. Montero has worked for Grupo Santander since 2000 in the Internal Auditing Division of Grupo Santander. Mr. Montero has a Business Degree and an Auditing degree from Universidad San Pablo in Madrid.

*Fred Meller* became Manager of Global Banking & Market in January 2011. Prior to that he was Manager of Market Making for Europe and UK for Santander Spain. Previously, he served as Treasurer for Santander-Chile since 2008. He was also General Manager of Santander Agente de Valores and Director of Deposito Central de Valores Chile. Mr. Meller is also President of Santander S.A. Corredores de Bolsa. Mr. Meller holds a degree in Business Administration from Universidad Central de Chile.

*Fernando Copplet* became Manager of Commercial Banking in March 2012. Prior to that he was Director of Retail Banking Development for Latin America in Grupo Santander. Prior to that he was Corporate Director of Commercial Banking at Santander Puerto Rico and Manager of the Branch network of Santander Rio in Argentina. He joined Banco Rio in 1987. Mr. Copplet is also Director of Santander Factoring S.A. and Santander Consumer Chile S.A.. Mr. Copplet holds a degree in Foreign Trade from FAEC-UCES institute in Argentina.

*Francisco Murillo* was appointed Manager of Human Resources and Administration on March 1, 2012. Prior to that he was Manager of Retail Banking of Santander-Chile since May 1, 2010. Mr. Murillo has worked in Grupo Santander Chile since 1993. Previously he served as Corporate Director of Human Resources, Corporate Director of Santander Asset Management and President of Bansander AFP. He was also the former CEO and Chief Investment Officer of Bansander AFP. Mr. Murillo is President of Santander Asset Management S.A. Administradora General de Fondos, President of Santander Asset Management Chile S.A., Director of Santander Chile Holding S.A. and Director of Santander Factoring S.A.. Mr. Murillo has a Business Degree from the Universidad Adolfo Ibañez.

*Felipe Contreras* was named Chief Accounting Officer of Santander-Chile in October 2008. He has worked for 14 years in our Accounting Department, most recently as Manager of the Consolidation and Reporting Departments, overseeing our Chilean, U.S. and Spanish GAAP reporting requirements. He was in charge of our recent transition to International Financial Reporting Standards. Mr. Contreras is a Public Accountant from the University of Santiago and is currently a candidate to a Masters in Advanced Finance from the Universidad Adolfo Ibañez.

*Pablo Correa* became Manager of Corporate Communications and Public Policy in March 2012. Prior to that he was Capital Markets Coordinator in the Ministry of Finance. Prior to that he was Chief Economist of Santander-Chile from 2006 until 2010 and an advisor to the Minister of Finance and the IBD from 2005 to 2006. Mr. Correa has an economics Degree from Universidad Católica de Chile and a Masters degree from the Harvard Kennedy School of Government.

*Juan Fernández* is our manager of Quality and Client Service since June 2011. Previously he was our Administration and Operations Manager. He is the former Manager of Administration and Cost Control of Old Santander-Chile, a position he held from April 1999 until August 2002, when the merger with Santiago was consummated. Mr. Fernández is also Director of Santander Factoring S.A., Isban Chile S.A., Santander Consumer Chile S.A. and Santander S.A. Corredores de Bolsa. Previously Mr. Fernández served as Manager for Accounting and Administration of Old Santander-Chile since January 1993. Prior to that, Mr. Fernández held positions at Banchile Agencia de Valores y Subsidiarias, and at JPMorgan in Santiago and Madrid.

*Luis Camarena* became Manager of Credit Risk in March 2012. Previously he was Vice President of Risk at Banco Santander Colombia since January 2011. Prior to that, he served as Executive Director of Risk of Wholesale Banking and Executive Director of Wholesale Banking at Banco Santander México since 2002. He has also worked at Banca Serfin in México, where he served at different positions since 1988. Mr. Camarena holds a degree in Business Administration from the Universidad Iberoamericana de México.

*Cristian Florence* is our General Counsel, a position he has held since September 2012. Prior to that he served as Chief Lawyer at Santander-Chile. Mr. Florence joined Santander-Chile in 2002 when Santander-Chile merged with Banco Santiago. He started working in the banking industry in 1991, when he joined Centrobanco, a predecessor of Banco O Higgins and Banco Santiago serving at several positions in the law departments. Mr. Florence is also a Director of Administrador Financiero de Transantiago S.A.. He has a degree in Law from the Universidad Gabriela Mistral and a Master of Laws (LLM) from the same university.

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### **B. Compensation**

For the year ended December 31, 2012, the aggregate amount of compensation paid by us to all of our directors was Ch\$1,034 million, in monthly stipends. For the year ended December 31, 2012, the aggregate amount of compensation paid by us to all of our executive officers and our management members was Ch\$29,965 million (U.S.\$62.6 million). At our annual shareholder meeting to be held on April 29, 2013, shareholders will be asked to approve a monthly stipend per director of UF 230 (U.S.\$10,977), UF 460 (U.S.\$21,954) for the Chairman of the Board and UF 345 (U.S.\$16,466) for the Vice-Chairman of the Board. This amount will be increased by UF 30 per month (U.S.\$1,432) if a Board member is named to one or more committees of the Board. The additional amount will be UF 60 (U.S.\$2,863) for the President of a committee and UF 45 (U.S.\$2,148) for the Vice-President of a committee. Shareholders will also be asked to approve the Audit Committee 2013 remuneration for its members. The remuneration is a 33% additional compensation over the monthly stipend received by a regular board member, or UF 77 (U.S.\$3,675), totaling a monthly stipend of UF 307 (U.S.\$14,651). This remuneration is in line with the new Chilean corporate governance law. In addition, we pay certain directors professional service fees for the consulting services that they render to us in their fields of expertise. For the year ended December 31, 2012, payments to our directors for consulting fees totaled Ch\$632 million (U.S.\$1.3 million).

Santander-Chile and its affiliates have designed variable-compensation plans for their employees, based on performance targets and objectives, the achievement of which are evaluated and paid on a quarterly and/or annual basis. There are also multi-year variable-compensation plans designed to retain and motivate executives, whose compensation depends on the achievement of overall group-wide and individual targets over the course of a time period exceeding one year.

#### **Long-term incentive policy**

##### ***Stock-based benefits***

Santander-Chile and its subsidiaries have designed variable-compensation plans for their employees, based on performance targets and objectives, the achievement of which are evaluated and paid on a quarterly and/or annual basis. There are also multi-year variable-compensation plans designed to retain and motivate executives, whose compensation depends on the achievement of overall wide and individual targets over the course of a time period exceeding one year.

##### ***Stock performance plan***

This consists of a multi-year incentive plan with compensation in Santander Spain's shares. The plan's beneficiaries are our Executive Directors, other members of our senior management and other Bank employees designated by Santander Spain's Board of Directors or, by delegation from Santander Spain, our Executive Committee. The shares are distributed if the following conditions are met:

The share price reaches the top 10 as compared to 30 other global banks.

Earnings per share reach the top 10 as compared to 30 other global banks.

The Bank has achieved its commercial and financial budget objectives in the last two years.

The executive has achieved his/her personal goals during the last two years and has continued to work at the Bank until the end of the program.

This plan involves share cycles delivered to beneficiaries. Each cycle lasts three years, such that, each year, a new cycle will begin and, from 2007 on, another will end. The aim is to establish a proper sequence between the end of the incentive program linked to the previous plan and the cycles under this plan.

a) In June 2008 and 2010, respectively, the beginning of the third-cycle (PI11) and fourth-cycle (PI12) incentive plans was approved by Santander Spain. These new plans consist of three-year cycles and are linked to the fulfillment of the predetermined objectives described above. In 2010, the beginning of the plan (PI13) was approved. In 2011 the beginning of fifth cycle incentive plan (PI14) was approved. This new cycle has a standard term of three years and began to impact on the Consolidated Statements of Income in 2010. In 2012, no new plan was approved.





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For each cycle and beneficiary who remains employed at the Bank throughout the plan's term, the shareholders determine a maximum number of shares that may be granted. The objectives to be fulfilled, which will determine the number of shares to be granted, were defined by comparing the Santander Spain's performance with that of a reference group of financial institutions. These objectives are linked to two parameters: Total Shareholder Return (TSR) and Increase in Earnings per Share (EPS), each of which has a 50% weighting in the determination of the percentage of shares to be granted.

The final number of shares to be granted in each cycle is determined by the degree of fulfillment of the objectives on the third anniversary of each cycle (with the exception of the first cycle, for which the second anniversary is used), and the shares will be delivered within seven months from the date the cycle ends. The TSR and the growth of EPS for Santander and the reference financial institutions will be calculated at that time, which will yield 50% of the amount of shares to be granted according to the following scale and based on the relative position of Santander Spain.

The achievement of objectives chart for the PI10, and PI11 plans is as follows:

Santander Spain's position in the TSR Ranking	Maximum percentage of shares earned	Santander Spain's position in the EPS growth ranking	Maximum percentage of shares earned
1 <sup>st</sup> to 6 <sup>th</sup>	50.0%	1 <sup>st</sup> to 6 <sup>th</sup>	50.0%
7 <sup>th</sup>	43.0%	7 <sup>th</sup>	43.0%
8 <sup>th</sup>	36.0%	8 <sup>th</sup>	36.0%
9 <sup>th</sup>	29.0%	9 <sup>th</sup>	29.0%
10 <sup>th</sup>	22.0%	10 <sup>th</sup>	22.0%
11 <sup>th</sup>	15.0%	11 <sup>th</sup>	15.0%
12 <sup>th</sup> and above	0.0%	12 <sup>th</sup> and above	0.0%

For the PI12 and PI13 plans only TSR is measured:

Santander Spain's position in the TSR Ranking	Maximum percentage of shares earned
1 <sup>st</sup> to 5 <sup>th</sup>	100.00%
6 <sup>th</sup>	82.50%
7 <sup>th</sup>	65.00%
8 <sup>th</sup>	47.50%
9 <sup>th</sup>	30.00%
10 <sup>th</sup> and above	0.00%

For the PI14 plan only TSR is measured:

Santander Spain's position in the TSR Ranking	Maximum percentage of shares earned
1 <sup>st</sup> to 5 <sup>th</sup>	100.00%
6 <sup>th</sup>	86.05%
7 <sup>th</sup>	72.00%
8 <sup>th</sup>	58.00%
9 <sup>th</sup>	44.00%
10 <sup>th</sup>	30.00%
11 <sup>th</sup> to 17 <sup>th</sup>	0.00%

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If Santander Spain is within the first quartile (including the 25th percentile) for each of the measures considered (TSR and EPS growth), the maximum percentage of shares will be earned; if it is at the median (including the 50th percentile), 30% of the maximum percentage of shares will be earned; and if it is below the median, all the share distributions will be voided.

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b) As of December 31, 2012, the above-mentioned objectives for the I12 Plan were fulfilled and plans I13 and I14 are still valid. These plans have a cost of MCh\$ 1,747 by ceded equity instruments, which was charged to income for the specific period in which beneficiaries provided services to Santander-Chile. This program had no diluting effects over non-controlling interest. This fair value was calculated as described:

The fair value of the 50% which is linked to the TSR was determined by Santander Spain on the basis of the Monte Carlo valuation model with 10,000 simulations run to determine the TSR for each of the reference group companies, considering the above-mentioned variables. The results (each of which represents the distribution of a number of shares) are classified in descending order through the calculation of the weighted average, and this amount is discounted at the risk-free interest rate.

	PI11	PI12	PI13	PI14
	%	%	%	%
Expected volatility (*)	19.31	42.36	49.65	51.35
Historical annual dividend return	3.47	4.88	6.34	6.06
Risk-free interest rate	4.83	2.04	3.33	4.07

(\*) Determined on the basis of the historical volatility over the course of the plan (two or three years).

In view of the high correlation between the TSR and EPS, it can reasonably be concluded that the TSR value is also valid for EPS in a high percentage of cases. Accordingly, it was determined that the fair value of the portion of the plans linked to Santander Spain's relative EPS position, for example the remaining 50% of the shares granted, was the same as the 50% corresponding to TSR. Since this valuation does not refer to market conditions, the number of shares expected to be granted will be re-examined and adjusted on a per-annum basis.

Below is a table which provides a detail of the foregoing:

	Number of shares	Exercise price	Group of employees	Number of individuals	Date of commencement of the benefit	Date of termination of benefit
Options granted (Plan I11)	1,057,204	-	Manager	161	07-01-2008	06-30-2011
			Other non-managerial positions	53	07-01-2008	06-30-2011
Options granted (Plan I11)	71,042	-	Manager	157	07-01-2009	06-30-2012
Options granted (Plan I12)	327,882	-	Other non-managerial positions	76	07-01-2009	06-30-2012
Options granted (Plan I12)	36,848	-	Manager			
<b>Plans in force on December 31, 2009</b>	<b>1,492,976</b>					
<b>2010 Flow</b>						
Options granted (Plan I11)	557,772	-	Manager	167	07-01-2008	06-30-2011
			Other non-managerial positions	47	07-01-2008	06-30-2011
Options granted (Plan I11)	31,171	-	Manager	170	07-01-2009	06-30-2012
Options granted (Plan I12)	564,339	-	Other non-managerial positions	63	07-01-2009	06-30-2012
Options granted (Plan I12)	43,787	-	Manager	166	07-01-2010	06-30-2013
Options granted (Plan I13)	310,902	-	Other non-managerial positions	68	07-01-2010	06-30-2013
Options granted (Plan I13)	65,148	-	Manager			
<b>Plans in force on December 31, 2010</b>	<b>3,066,095</b>					
<b>2011 Flow</b>						
Options granted (Plan I11)	315,716	-	Manager	174	07-01-2008	06-30-2011
			Other non-managerial positions	47	07-01-2008	06-30-2011
Options granted (Plan I11)	16,868	-	Manager	157	07-01-2009	06-30-2012
Options granted (Plan I12)	591,686	-	Other non-managerial positions	77	07-01-2009	06-30-2012
Options granted (Plan I12)	79,631	-	Manager	166	07-01-2011	06-30-2013
Options granted (Plan I13)	650,474	-				

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Options granted (Plan I13)	136,303	-	Other non-managerial positions	68	07-01-2011	06-30-2013
Options granted (Plan I14)	268,318	-	Manager	147	07-01-2012	06-30-2014
Options granted (Plan I14)	27,185	-	Other non-managerial positions	82	07-01-2012	06-30-2014
Options exercised (Plan I11)	(1,930,691)	-	Manager	174	07-01-2008	06-30-2011

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	Number of shares	Exercise price	Group of employees	Number of individuals	Date of commencement of the benefit	Date of termination of benefit
Options exercised (Plan I11)	(119,082)	-	Other non-managerial positions	47	07-01-2008	06-30-2011
<b>Plans in force on December 31, 2011</b>	<b>3,102,503</b>					
<b>2012 Flow</b>						
Options granted (Plan I12)	601,101	-	Manager	157	07-01-2009	06-30-2012
Options granted (Plan I12)	63,254	-	Other non-managerial positions	77	07-01-2009	06-30-2012
Options granted (Plan I13)	501,456	-	Manager	166	07-01-2010	06-30-2013
Options granted (Plan I13)	129,076	-	Other non-managerial positions	114	07-01-2010	06-30-2013
Options granted (Plan I14)	508,144	-	Manager	147	07-01-2011	06-30-2014
Options granted (Plan I14)	46,810	-	Other non-managerial positions	82	07-01-2011	06-30-2014
Options exercised (Plan I12)	(2,085,008)	-	Manager	157	07-01-2009	06-30-2012
Options exercised (Plan I12)	(223,520)	-	Other non-managerial positions	77	07-01-2009	06-30-2012
<b>Plans in force on December 31, 2012</b>	<b>2,643,816</b>					
Plan I13	1,793,359					
Plan I14	850,457					

**PENSION PLANS:**

During the second half of 2009, the Bank granted an additional benefit to its principal executives, consisting of a pension plan whose purpose is to endow them with funds for a better supplementary pension upon their retirement. For this purpose, the Bank will match the voluntary contributions made by the beneficiaries for their future pensions with an equivalent contribution. While for the beneficiary there is no limit on the voluntary contributions, the limit on the Bank's matching contribution is equal to 6% of the beneficiary's total gross base salary minus 1.02 times the maximum amount the beneficiary is legally allowed to contribute to his or her pension plan. The Bank may increase or decrease this cap for each beneficiary depending on the evolution of his or her professional careers. The executives will be entitled to receive this benefit only when they fulfill all of the following conditions:

Aimed at Group management

The general requisite to apply for this benefit is that the employee must be working at the Bank at age 60.

The Santander Group will take on insurance (pension fund) on the employee's behalf for which it will pay a premium contribution periodically.

The Santander Group will be responsible for granting the benefits directly.

If the working relationship between the beneficiary and the respective company ends before the designated beneficiaries fulfill these conditions, the beneficiaries will have no rights under this benefit plan. In the event of the beneficiary's death or total or partial disability, the designated beneficiaries will be entitled to receive this benefit. The Bank will make the contributions to this benefit plan on the basis of mixed collective insurance policies whose beneficiary is the Bank. The life insurance company with whom such policies are executed is not an entity linked or related to the Bank or any other Santander Group company.

During the second half of 2009, the Bank made a contribution of Ch\$4,726 million to this pension plan, and a contribution of Ch\$267 million to this pension plan. The rights owned by the Bank for the plan at year-end total Ch\$5,170 million. The rights owned by the Bank for the plan at year-end 2011 totaled Ch\$5,508 million, and Ch\$5,584 million at year-end 2012.



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The amount of defined benefit agreements has been quantified by the Bank, based on the following criteria:

1. Calculation method:

Use of the projected unit credit method which considers each working year as generating an additional amount of rights over benefits and values each unit separately. It is calculated in function of the fund contributions considered as a main variable, factors associated with the legal annual pension limit, seniority, age and yearly income for each unit valued individually.

2. Updated actuarial assumptions:

Actuarial assumptions with respect to demographic and financial variables are non-biased and mutually compatible with each other. The most significant actuarial assumptions considered in the calculations were:

	Post employment plans	Post employment plans
	2012	2011
Mortality table	RV-2004	RV-2004
Disability table	PDT 1985	PDT 1985
Turnover rates	5.0%	5.0%

Assets related to the pension fund contributed by the Bank into the insurance company with respect to defined benefit plans are presented as net of associated commitments. The period's activity for post-employment benefits is as follows:

	2012	2011
	Ch\$mn	Ch\$mn
Plan assets	5,584	5,508
Commitments for defined-benefit plans for active personnel	(2,612)	(2,160)
Incurred by inactive personnel	-	-
Minus:		
Unrealized actuarial (gain) losses	-	-
Balances at the period end	2,972	3,348

The period's flow for post-employment benefits is as follows:

	As of December 31	
	2012	2011
	Ch\$mn	Ch\$mn
<b>a ) Fair value of plan assets</b>		
Balance at beginning of period	5,508	5,170
Expected yield of insurance contracts	326	403
Employer contributions	(250)	(65)
Actuarial (gain) losses	-	-
Premiums paid	-	-
Benefits paid	-	-

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Fair value of plan assets at end of year	5,584	5,508
<b>b) Present value of obligations</b>		
Present value of obligations at beginning of the period	(2,160)	(953)
Net incorporation of Group companies	-	-
Service cost	(452)	(1,207)
Interest cost	-	-
Curtailement/settlement effect	-	-
Benefits paid	-	-
Past service cost	-	-



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	As of December 31	
	2012 Ch\$mn	2011 Ch\$mn
Actuarial (gain) losses	-	-
Other	-	-
<b>Present value of obligations at end of the year</b>	<b>(2,612)</b>	<b>(2,160)</b>
<b>Net balance at year-end</b>	<b>2,972</b>	<b>3,348</b>

Expected rate of return on plan assets and reimbursement rights:

	2012	2011
Expected rate of return on plan's assets	UF + 2.50% annual	UF + 2.50% annual
Expected rate of return on reimbursement rights	UF + 2.50% annual	UF + 2.50% annual

Plan expenses:

	2011 MCh\$	2010 MCh\$
Current period service cost	452	1,207
Interest cost	-	-
Expected return on plan assets	(326)	(403)
Expected return on insurance contracts linked to the Plan:	-	-
Extraordinary allocations	-	-
Actuarial (gains)/losses recorded in the period	-	-
Past service cost	-	-
Other	-	-
<b>Total</b>	<b>126</b>	<b>804</b>

**C. Board Practices****Audit Committee**

Board member	Position in Committee
Carlos Olivos	Chairman
Víctor Arbulú Crousillat	First Vice Chairman and Financial Expert
Lisandro Serrano	Second Vice Chairman

The Audit Committee (*Comité de Directores y Auditoría*) is comprised of three members of the Board of Directors. The Committee Secretary is the alternate director Juan Pedro Santa María. The Chief Executive Officer, General Auditor and other persons from the Bank can be invited to the meetings if necessary and are present on specific matters. This 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. This committee also performs functions of a remuneration committee as established in Chilean Law, and reviews annually the salary and bonus programs for the executive officers of the Bank. The external auditors are recommended by this committee to our Board of Directors and appointed by our shareholders at the annual shareholders meeting.



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This committee is also responsible for:

Presenting to the Board of Directors a list of candidates for the selection of an external auditor.

Presenting to the Board of 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.

Overseeing and coordinating the Bank's operational risk policies

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 regarding the effectiveness and reliability of the internal control systems and procedures.

Analyzing the information systems performance, and 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.

Investigating suspicious and fraudulent activities (including conflicts).

Analyzing the reports of the inspection visits, instructions and presentations of the SBIF.

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 effects.

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Examining on an annual basis the compensation plans of high level executives and managers.

### **Asset and Liability Committee (ALCO)**

The ALCO includes the Chairman of the Board and five additional members of the Board, the Chief Executive Officer, the Corporate Financial Controller, the Manager of the Financial Management Division, the Manager of Market Risk, the Manager of the Treasury Division, and other senior members of management. The ALCO meets monthly. All limits reviewed by the ALCO are measured and prepared by the Market Risk Department. The non-Board members of the ALCO meet weekly to review liquidity, funding, capital and market risk related matters.

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice-Chairman
Vittorio Corbo	Second Vice-Chairman
Marco Colodro	Member
Roberto Zahler	Member
Raimundo Monge	Member

The main functions of the ALCO are:

Making the most important decisions regarding interest rate risk, funding, capital and liquidity levels.

Review of the Bank's main gaps (foreign currency and inflation gap).

Review of the evolution of the most relevant local and international markets and monetary policies.

**Table of Contents****Market Committee**

The Market Committee includes the Vice-Chairman of the Board, three additional members of the Board, the Chief Executive Officer, the Manager of Global Banking and Markets, the Manager of the Treasury Division, the Manager of the Financial Management Division, the Manager of Market Risk, the Financial Controller and other senior members of management.

<b>Board member</b>	<b>Position in Committee</b>
Oscar von Chrismar	Chairman
Roberto Zahler	Vice-Chairman
Vittorio Corbo	Second Vice-Chairman
Mauricio Larraín	Member
Marco Colodro	Member

The Market Committee is responsible for:

Establishing a strategy for the Bank's trading portfolio.

Establishing the Bank's policies, procedures and limits with respect to its trading portfolio. The Bank's Market Risk Department measures all risks and limits and reports these to the Market Committee.

Reviewing the evolution of the most relevant local and international markets and monetary policies.

**Executive Credit Committee**

The Executive Credit Committee is comprised of the following Board members:

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice-Chairman
Marco Colodro	Second Vice-Chairman
Roberto Méndez	Member

In addition, this committee also includes: the Corporate Director of Risk, the CEO, the Corporate Legal Counsel, the Manager of Global Banking, the Corporate Director of Human Resources and Administration (this is a newly-created position) and two senior members of the Credit Risk department, who present the loans being reviewed. The Executive Credit Committee meets weekly and performs the following main functions:

Reviews the main client exposures by: economic sector, geography, type of risk and segment.

Supervises and review the main credit risk indicators (NPLs, coverage, impaired loans, etc.).

Takes notes, analyzes and follows up on the observations and recommendations of the regulatory bodies and the external and internal auditors on credit-risk-related issues.

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Reviews the loan positions reviewed by the Senior Credit Committee above U.S.\$10 million and approves those loan positions greater than U.S.\$40 million.

**Table of Contents****Risk Committee**

<b>Board member</b>	<b>Position in Committee</b>
Oscar von Chrismar	Chairman
Marco Colodro	Member
Vittorio Corbo	Member
Roberto Méndez	Member
Raimundo Monge	Member
Juan Pedro Santa María	Member

The Risk Committee is responsible for revising and following all risks that may affect us, including reputational risk, allowing for an integral risk management. This committee serves as the governing body through which the Board supervises the CRO. It also evaluates the reasonability of the systems for measurement and control of risks. This Committee includes the Vice Chairman of the Board and five Board members. This committee is in addition to the Board Risk Committee, which is comprised of the Vice-Chairman of the Bank and four independent board members.

**Marketing, Communications and Institutional Image Committee**

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Roberto Méndez	Vice-Chairman
Lucía Santa Cruz	Second Vice-Chairman
Oscar Von-Chrismar	Member

The Marketing, Communications and Institutional Image Committee is comprised of the Chairman of the Board and three additional Board members, the CEO, the Manager of Retail Banking, the Manager of Human Resources, the Manager of Corporate Communications, the Manager of Marketing and other senior managers. This committee reviews and confirms all matters related to products, corporate image and communications.

**University Committee**

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Roberto Méndez	Vice-Chairman
Lucía Santa Cruz	Second Vice-Chairman

The University Committee is comprised of the Chairman of the Board and two additional Board members. The committee reviews our support for higher education and integrates this with the growth of the Institutional business segment and retail banking for college graduates.

**Strategy Committee**

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice Chairman
Jesús Zabalza	Member
Roberto Méndez	Member
Raimundo Monge	Member

The Strategy Committee is in charge of our strategic planning process and follow-up, as well as the identification of broad business opportunities and threats. The Strategy Committee is comprised of the Chairman of the Board and four additional Board members.

**Clients and Service Quality Committee**

<b>Board member</b>	<b>Position in Committee</b>
Oscar von Chrismar	Chairman
Roberto Méndez	Vice Chairman

The Clients and Service Quality Committee is in charge of overseeing all major issues related to quality and client service.



**Table of Contents****Transparency Committee**

<b>Board member</b>	<b>Position in Committee</b>
Juan Pedro Santa María	Chairman
Raimundo Monge	Vice Chairman

The Transparency Committee is comprised of two Board members. The Transparency Committee dictates guidelines on communications and available information to clients on relation to new and existing products and offers, in order to comply with internal and regulatory standards relative to information transparency to clients.

**Human Resources Committee**

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar Von-Chrismar	Member

The Human Resources Committee is comprised of two Board members, the CEO, the Manager of Human Resources and Administration, the Manager of Human Resources and other senior managers. The Human Resources Committee dictates guidelines on management and general human resources policies, including incentive, selection, promotion and training policies.

**D. Employees**

As of December 31, 2012, on a consolidated basis, we had 11,713 employees, 8,903 of whom were bank employees, 393 of whom were employees of our subsidiaries and 2,417 were employees of Special Purpose Entities. We have traditionally enjoyed good relations with our employees and their unions. Of the total headcount of us and our subsidiaries, 7,820 or 66.8% were unionized. In May 2010, a new collective bargaining agreement was signed, which went into effect on January 1, 2011 and which expires on December 31, 2014, though it may be renegotiated ahead of schedule with the consent of management and the union. We generally apply the terms of our collective bargaining agreement to unionized and non-unionized employees. The following chart summarizes the number of employees employed by the bank.

<b>Employees</b>	<b>As of December 31, 2012</b>
Executives	710
Professionals	5,203
Administrative	5,800
Total	11,713

**E. Share Ownership**

No director or executive officer owns more than 1% of the shares of Santander-Chile. As of December 31, 2012, the following directors and executives held shares in Santander-Chile:

<b>Directors</b>	<b>Shares</b>
Mauricio Larraín Garcés	568
Carlos Olivos Marchant	2,982,630
<b>Senior Managers</b>	
Fernando Zavala	1,123,074
Juan Fernández	35,536

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 of Santander-Chile to them.



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

Santander Spain controls Santander-Chile through its holdings in Teatinos Siglo XXI Inversiones S.A. and Santander Chile Holding S.A., which are controlled subsidiaries. Santander Spain has control over 67.18% of our shares and actual participation, excluding non-controlling shareholders that participate in Santander Chile Holding, S.A. of 67.01%.

Shareholder	Number of Shares	Percentage
Santander Chile Holding S.A.	66,822,519,695	35.46%
Teatinos Siglo XXI Inversiones S.A.	59,770,481,573	31.72%

Santander Spain 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. Santander Spain holds ordinary shares to which no special voting rights are attached. Each share represents one vote and there are no shareholders with different voting rights.

The number of outstanding shares of Santander-Chile (of which there is only one class, being ordinary shares) at December 31, 2012, was 188,446,126,794 shares, without par value. Santander-Chile's shares are listed for trading on the Chilean Stock Exchanges and on the NYSE in connection with the registration of ADRs. The market capitalization of Santander-Chile at December 31, 2012 on the Chilean stock exchange was Ch\$6,354,403 million and U.S.\$13,422 million on the NYSE. At December 31, 2012, Santander-Chile had 12,176 holders of its ADRs registered in Chile, including JP Morgan as Depository (the Depository) of Santander-Chile's ADS Program. As of December 31, 2012, there were a total of 26 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.

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

**B. Related Party Transactions**

The Chilean Companies Law requires that our transactions with related parties be on a market basis, that is, on similar terms to those customarily prevailing in the market. We are required to compare the terms of any such transaction to those prevailing in the market at the date the transaction is to be entered into. Directors of companies that violate this provision are liable for losses resulting from such violations.

In addition, under the Chilean Companies Law, a company may not enter into a transaction with related parties unless (i) such transaction has received the prior approval of the company's Board of Directors and (ii) the terms of such transaction are consistent with the terms of transactions of a similar type prevailing in the market. If it is not possible to make this determination, the board may appoint two independent evaluators. The evaluators' final conclusions must be made available to shareholders and directors for a period of 20 business days, during which shareholders representing 5% or more of the issued voting shares may request the board to call a shareholders' meeting to resolve the matter, with the agreement of two thirds of the issued voting shares required for approval. For purposes of this regulation, the law considers the amount of a proposed transaction to be material if (1) it exceeds 1% of the company's net worth (provided that it also exceeds 20,000UF) or (2) it exceeds 20,000 UF.

All resolutions approving such transactions must be reported to the company's shareholders at the next annual shareholders' meeting. Violations of this provision may result in administrative or civil liability to the corporation, the shareholders and/or third parties who suffer losses as a result of such violation.

**Loans granted to related parties**

In addition to subsidiaries and associated entities, the Bank's related parties include the key personnel of the Bank's executive staff (members of the Bank's Board of Directors and the Senior Managers of Santander-Chile and its subsidiaries, together with their close relatives), as well as the entities over which the key personnel could exert significant influence or control.



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The Bank also considers the companies that are part of the Santander Group worldwide as related parties, given that all of them have a common parent, *i.e.*, Santander Spain.

The table below shows loans and accounts receivable and contingent loans with related parties. For more information, see Note 37 Transactions with Related Parties in our Audited Consolidated Financial Statements appearing elsewhere in this Annual Report:

	As of December 31,												
	2012				2011				2010				
	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other	
MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Loans and accounts receivables</b>													
Commercial loans	46,790	668	2,910	57,723	39,708	663	2,234	62,512	36,966	670	2,478	14,015	
Mortgage loans			15,089				15,657				15,157		
Consumer loans			1,513				1,808				2,182		
<b>Loans and accounts receivables</b>	<b>46,790</b>	<b>668</b>	<b>19,512</b>	<b>57,723</b>	<b>39,708</b>	<b>663</b>	<b>19,699</b>	<b>62,512</b>	<b>36,966</b>	<b>670</b>	<b>19,817</b>	<b>14,015</b>	
Provision for loan losses	(329)	(3)	(39)	(9)	(54)	(1)	(39)	(23)	(112)	(1)	(87)	(14)	
<b>Net loans</b>	<b>46,461</b>	<b>665</b>	<b>19,473</b>	<b>57,714</b>	<b>39,654</b>	<b>662</b>	<b>19,660</b>	<b>62,489</b>	<b>36,854</b>	<b>669</b>	<b>19,730</b>	<b>14,001</b>	
Guarantees	9		17,909	1,349	25,311		18,244	1,241	7,641		18,649	1,359	
<b>Contingent loans</b>													
Personal guarantees													
Letters of credit	25,697				187				2,964				
Guarantees	34,897		1,443		12,778			569	12,307				84
<b>Contingent loans</b>	<b>60,594</b>		<b>1,443</b>		<b>12,965</b>			<b>569</b>	<b>15,271</b>				<b>84</b>
Provisions for contingent loans	(15)		(2)		(63)			(1)	(1)				
<b>Net contingent loans</b>	<b>60,579</b>		<b>1,441</b>		<b>12,902</b>			<b>568</b>	<b>15,270</b>				<b>84</b>

As of December 31,

	As of December 31,											
	2012				2011				2010			
	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other
MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Opening balances as of January 1,	52,673	663	19,698	63,081	52,237	670	19,817	14,099	147,843	914	17,339	108,631
Loans granted	78,586	21	6,132	10,927	40,471	24	5,260	62,528	11,954	256	6,901	11,600
Loans payments	(23,875)	(16)	(6,318)	(14,842)	(40,035)	(31)	(5,379)	(13,546)	(107,560)	(500)	(4,423)	(106,132)

<b>Balances as of</b>												
<b>December 31</b>	<b>107,384</b>	<b>668</b>	<b>19,512</b>	<b>59,166</b>	<b>52,673</b>	<b>663</b>	<b>19,698</b>	<b>63,081</b>	<b>52,237</b>	<b>670</b>	<b>19,817</b>	<b>14,099</b>

Loans (a) were made in the ordinary course of business, (b) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons, and (c) did not involve more than the normal collection risk.

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

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 regulatory capital, or secured loans in an amount that exceeds 25.0% of its regulatory capital. 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. This ceiling is raised to 15.0% for loans granted to finance public works under the concessions system contemplated in the Decree 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;

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;

a bank may not extend loans to another bank in an aggregate amount exceeding 30.0% of its regulatory capital;

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;

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; and

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 regulatory capital.

We are not aware of any loans to any related parties exceeding the above lending limits.

The largest related party loan, which matures on March 23, 2015 and has an annual rate of U.S.\$ + 1.31%, was rendered by the Bank to Telefónica Chile S.A. for Ch\$28,045 million (U.S.\$58.6 million).

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The table below shows assets and liabilities with related parties:

	2012				As of December 31, 2011				2010			
	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other	Companies of the Group	Associated companies	Key personnel	Other
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Assets</b>												
Cash and deposits in banks	5,357				178,567				34,104			
Trading investments												
Investments under resale agreements												
Financial derivative contracts	526,734				506,880				541,737			
Available for sale investments												
Other assets	4,339				4,617				22,072			
<b>Liabilities</b>												
Deposits and other demand liabilities	65,386	2,563	2,286	17,211	5,057	4,009	1,425	16,782	9,905	6,014	1,311	4,128
Investments under repurchase agreements	92,862				137,191				47,636			
Time deposits and other time liabilities	97,449	373	2,842	39,193	248,206	368	3,627	41,732	320,622		1,657	48,749
Financial derivative contracts	387,903				396,538				317,601			
Issued debt instruments	67,368				1,683				9,392			
Other financial liabilities	103,207				58,848				153,913			
Other liabilities	1,241				1,339				2,782			



**Table of Contents****Other transactions with related parties**

During the years ended December 31, 2012, 2011 and 2010, the Bank had the following significant income (expenses) from services provided to (by) related parties:

	2012				2011				2010			
	Companies of the Group MCh\$	Associated companies MCh\$	Key personnel MCh\$	Other MCh\$	Companies of the Group MCh\$	Associated companies MCh\$	Key personnel MCh\$	Other MCh\$	Companies of the Group MCh\$	Associated companies MCh\$	Key personnel MCh\$	Other MCh\$
<b>Income (expense) recorded</b>												
Income and expenses from interests and readjustments	(11,660)	54	948	(2,819)	(17,892)	54	1,289	(3,683)	(10,093)	55	1,279	7
Income and expenses from fees and services	(1,191)	59	114	214	387	38	110	196	70,359	48	102	93
Net income from financial and foreign exchange operations(*)	241,424		(1)	107	(38,744)		5	392	86,457		(4)	4,098
Other operating revenues and expenses	643				519				(4,866)			
Key personnel compensation and expenses			(30,999)				(32,773)				(29,879)	
Administrative and other expenses	(23,121)	(20,461)			(13,303)	(25,509)			(20,738)	(21,777)		
<b>Totals</b>	<b>206,095</b>	<b>(20,348)</b>	<b>(29,938)</b>	<b>(2,498)</b>	<b>(69,033)</b>	<b>(25,417)</b>	<b>(31,369)</b>	<b>(3,095)</b>	<b>121,119</b>	<b>(21,674)</b>	<b>(28,502)</b>	<b>4,198</b>

\* Reflects derivative contracts that hedge Santander Group positions in Chile.

Only transactions with related parties equal to or greater than UF 5,000 are included individually in the table above. Transactions with related parties between UF 1,000 and up to UF 5,000 are included in other transactions with related parties. All transactions were conducted at arm's length.

**C. Interests of Experts and Counsel**

Not applicable.

**Table of Contents****ITEM 8. FINANCIAL INFORMATION****A. Consolidated Statements and Other Financial Information  
Financial Information**

See Item 18. Financial Statements.

**Legal Proceedings**

We are subject to certain claims and are party to certain legal and arbitration proceedings in 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. For the years ended December 31, 2012 and 2011, the Disclosure Committee of Santander-Chile has defined a significant legal proceeding as that implying an estimated incurred loss greater than an established cut-off amount. This cut-off amount is calculated as 16% of the following amount: 5% of average net income for the past two years, reduced by 30% for prudence. As of December 31, 2012, this cut-off totaled Ch\$2,704 million (U.S.\$5.7 million). As of December 31, 2012, there were no legal proceedings exceeding that amount. 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.

Upon the recommendation of our legal advisors, we estimate that our aggregate liability if all legal proceedings were determined adversely to us could result in significant losses not estimated by us. As of December 31, 2012, we have set aside Ch\$428 million (U.S.\$0.9 million) as provisions for these legal actions. These provisions are presented under the Other provisions line item in our financial statements.

**Dividends and dividend policy**

See Item 3. Key Information A. Selected Financial Data Dividends.

**B. Significant Changes**

None.

**ITEM 9. THE OFFER AND LISTING****A. Historical Trading Information**

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 Exchange Common Stock		NYSE ADS(2)	
	High (Ch\$ per share(1))	Low	High (U.S.\$ per ADS)	Low
<b>Annual Price History</b>				
2008	24.86	16.51	55.3	41.76
2009	31.00	18.23	54.6	28.16
2010	47.37	30.74	64.78	31.22
2011	43.65	31.94	99.44	59.40

2012

41.01

31.4

33.96

26.10

144

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	Santiago Stock Exchange Common Stock		NYSE ADS(2)	
	High	Low	High	Low
	(Ch\$ per share(1))		(U.S.\$ per ADS)	
<b>Quarterly Price History</b>				
<b>2010</b>				
1st Quarter	34.99	30.74	38.84	31.22
2nd Quarter	36.36	31.03	46.69	34.01
3rd Quarter	47.37	34.73	57.94	44.97
4th Quarter	45.20	41.61	64.78	52.64
<b>2011</b>				
1st Quarter	43.65	35.63	70.63	60.59
2nd Quarter	42.23	39.80	71.88	59.40
3rd Quarter	42.93	34.53	99.44	66.73
4th Quarter	38.80	31.94	97.02	91.28
1st Quarter	41.00	31.40	33.96	26.10
2nd Quarter	40.73	34.74	33.75	27.60
3rd Quarter	37.97	32.47	30.83	27.23
4th Quarter	34.86	31.40	29.44	26.10
<b>Monthly Price History</b>				
Oct-12	34.86	32.82	29.44	27.19
Nov-12	32.18	31.4	27.35	26.10
Dec-12	33.93	32.05	28.49	26.82
Jan-13	35.89	33.79	30.36	28.63
Feb-13	36.23	33.87	30.59	28.60
Mar-13	35.19	33.41	29.84	28.34
Apr-13 (through April 26, 2013)	33.49	31.31	28.31	26.31

**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 400 shares of common stock. ADRs have been issued pursuant to the Deposit Agreement, dated as of August 4, 2008, among Santander-Chile, the Depositary and all holders from time to time of ADRs. On October 22, 2012, this agreement was amended and the number of shares per ADS was changed from 1,039 to 400 shares. As of December 31, 2012, 87,777,652 ADSs were outstanding (equivalent to 35,111,060,871 shares of common stock or 18.63% of the total number of issued shares of common stock).

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

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**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

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 SBIF on October 27, 1977. The Bank's by-laws were approved by Resolution No. 103 of the SBIF on September 22, 1977. In January 1997, Santiago merged with Banco O'Higgins with Santiago as the surviving entity. In 1999, Santiago became a controlled subsidiary of Santander Spain.

On May 24, 2007, we changed our by-laws as our official name to Banco Santander-Chile (formerly: Banco Santander Chile) and that the Bank may also use the following names: Banco Santander Santiago, Santander Santiago, Banco Santander, or Santander (formerly only: Banco Santander Santiago and Santander Santiago).

Shareholder rights in a Chilean bank that is also an open stock (public) corporation are governed by (1) 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, (2) the General Banking Law and (3) to the extent not inconsistent with the General Banking Law, by the provisions of Chilean Companies Law applicable to open stock corporations, except for certain provisions that are expressly excluded. Article 137 of the Chilean Companies Law provides that all provisions of the Chilean Companies Law take precedence over any contrary provision in a corporation's *estatutos*. Both the Chilean Companies 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 Companies Law. In the case of banks, compliance with these laws is supervised by the SBIF. These two laws provide for disclosure requirements, restrictions on insider trading and price manipulation and protection of non-controlling 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 Companies 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.

Santander-Chile is a bank providing a broad range of commercial and retail banking services, as well as a variety of financial services. Our objects and purposes can be found in Article 4 of our *estatutos*.

**Board of Directors**

The Board of Directors has 11 regular members and 2 alternate members, elected by shareholder vote at General Shareholders' Meetings. The directors may be either shareholders or non-shareholders of the Company. There is no age limit for directors.

A director remains in office for three years and may be reelected indefinitely. If for any reason, the General Shareholders' Meeting where the newly appointments of directors are to be made is 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 a Meeting at the earliest possible time in order to effect the appointments.

The directors are entitled to compensation for the performance of their duties. The amount of their compensation is determined annually by the General Shareholders' Meeting. In addition, payments in the form of wages, fees, travel accounts, expense accounts, dues as representatives of the Board of Directors and other cash



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payments, payments in kind or royalties of any sort whatsoever, may be paid to certain directors for the performance of specific duties or tasks in addition to their functions as directors imposed upon them specifically by the General Shareholders Meeting. Any special compensation is authorized or approved at 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 of the directors receiving special compensation.

Without prejudice to any other incapacity or incompatibility established by law, the following may not be directors: (a) those persons who have been sentenced or are being tried, either as principals or accessories, for crimes punishable with a penalty of temporary or permanent suspension from or incapacity to hold public office; (b) those persons who have been declared bankrupt and have not been rehabilitated; (c) members of the House of Representatives and the Senate; (d) directors or employees of any other financial institution; employees appointed by the President of the Republic and employees or officers of (i) the State, (ii) any public service, public institution, semi-public institution, autonomous entity or state-controlled company (any such entity a Public Entity ) or (iii) any enterprise, corporation or public or private entity in which the State or a Public Entity has a majority interest, has made capital contributions, or is represented or participating, provided that persons holding positions in teaching activities in any of the above entities may be directors; and (f) the Bank's employees, which shall not prevent a director from holding on a temporary basis and for a term not to exceed ninety days the position of General Manager. Chief Executive Officers may not be elected as directors.

For purposes of the appointment of directors, each shareholder shall have the right to one vote per share for purposes of appointing a single person, or to distribute his votes in between candidates as he may deem convenient, and the persons obtaining the largest number of votes in the same and single process shall be awarded positions, until all positions have been filled. 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 oral votes of shareholders attending, following the order of the list of attendance being taken.

Each shareholder shall be entitled, however, to cast his vote by means of a ballot signed by him, stating whether he signs for his own account or as a representative. This entitlement notwithstanding, in order to expedite the voting process, the Chairman of the Bank or the Superintendency, as the case may be, is entitled to order that the vote be taken alternatively or by oral vote or by means of ballots. At the time of polling, the Chairman may instruct that the votes be read aloud, in order for those in attendance to count for themselves the number of votes issued and verify the outcome of the voting process.

The Secretary tabulates the votes and the Chairman announces those who have obtained the largest majorities until all the director positions have been filled. The Secretary places the documents evidencing the outcome of the count, 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 orally, 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.

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 SBIF 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.

If a director ceases to be able to perform his or her duties, whether by reason of conflict of interest, limitation, legal incapacity or bankruptcy, impossibility, resignation or any other legal cause, the vacancy shall be filled as follows: (a) the positions of regular directors shall be filled by an alternate director; and (b) the positions of alternate directors vacated upon the application of (a) above, and the positions of regular directors if a regular director's position cannot be filled pursuant to clause (a) because both alternate members have already become regular members, shall be filled by the Board of Directors on its first meeting after the vacancy occurs. Board members appointed pursuant to clause (b) will remain in the position until the next General Shareholders Meeting, where the appointment may be ratified, in which case, the replacement director will remain in his or her position until the expiration of the term of the director he or she replaced.

The alternate directors may temporarily replace regular directors in case of their absence or temporary inability to attend a board meeting, or in a definitive manner in case of vacancy. The alternate board members are always entitled to attend and speak at board meetings. They will be entitled to vote at such meetings only when a regular member is absent and such alternate member acts as the absent member's replacement.



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During the first meeting following the General Shareholders Meeting, the Board of Directors shall elect in separate votes from among its members, a Chairman, a First Vice Chairman and a Second Vice Chairman. In the event of a tie, the appointment shall be decided by lottery.

The Board of Directors meet, in ordinary sessions at least once a month, held on pre-set dates and times determined by the Board. Extraordinary meetings are held whenever called by the Chairman, whether at his own will or upon the request of three or more directors, so long as the Chairman determines in advance that 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 determination. The extraordinary meetings may only address those matters specifically included in the agenda for the extraordinary meeting, except that, if the meeting is attended by all the directors in office, they may agree otherwise by a unanimous vote. 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 of the directors at least three days prior to the date set for the meeting.

The quorum for the Board of Directors Meeting is six of its members. 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.

Directors having a vested interest in a negotiation, act, contract or transaction that is not related to the bank business, either as principal or as representative of another person, shall communicate such fact to the other directors. If the respective resolutions are approved by the Board, it shall be in accordance to the prevailing fair market conditions and director's interest must be disclosed at the next General Shareholders Meeting.

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 determines that the minutes for a meeting are inaccurate or incomplete, he is entitled to record an objection before actually signing the minutes. The resolutions adopted may be carried out prior to the approval of 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.

The directors are personally liable for all of the acts they effect in the performance of their duties. Any director who wishes to disclaim responsibility for any act or resolution of the Board of Directors must to record his opposition in the minutes, and the Chairman must report the opposition at the following General Shareholders Meeting.

The Board of Directors will represent the Bank in and out of court and, for the performance of the Bank's business, a 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 to 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 of Directors may delegate part of its authority 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.

## **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 that does not require an extraordinary shareholders meeting. The last ordinary annual meeting of our shareholders was held on April 29, 2013. 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 SBIF. 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

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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 SBIF and the Chilean Stock Exchanges. Currently, we publish our official notices in the El 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;

an amendment of the term of existence, if any, and the early dissolution of the bank;

a change in corporate domicile;

a decrease of corporate capital previously approved by the SBIF, provided it is not reduced below the legal minimum capital;

a decrease in the number of directors previously approved by the SBIF;

the approval of contributions and appraisal of properties other than cash, in those cases where it is permitted by the General Banking Act;

the amendment of authority of the general shareholders' meeting or the restriction of the authority of the Board of Directors;

the transfer of 50.0% or more of the corporate assets, regardless of whether it includes liabilities, or the implementation or amendment of any business plan that contemplates the transfer of 50.0% or more of the corporate assets;

a change in the manner of distribution of profits established in the by-laws;

any non-cash distribution in respect of the shares;

the repurchase of shares of stock in the Bank; or

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 if they determine that the terms and conditions of those transactions are not favorable to the interests of the bank or if two independent assessments of those transactions requested by the Board materially differ from each other.

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

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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 bank 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 bank'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 bank'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.

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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 as 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 shareholders' meeting 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 business 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 is entitled to attend and vote at a shareholders' meeting has one vote for every share subscribed. Each share represents one vote and there are no special classes of shares with different rights. Our by-laws do not include any condition that is more significant than required by law to change the right of shareholders.

### **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).

Article 22 of the 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.

In the event of any loss of capital, 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 ratio of risk-weighted assets to regulatory capital or total assets.

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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.

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 Item 10. B. Memorandum and Articles of Association Preemptive Rights and Increases of Share Capital. A dividend entitlement lapses after 5 years and the funds go to the Chilean Treasury.

In the event of our liquidation, the holders of fully paid shares would participate equally and pro rata, in proportion to the number of paid-in shares held by them, in the assets available after payment of all creditors. The holders of fully paid shares would not be required to contribute additional capital to the Bank in the event of our liquidation.

In accordance with the General Banking Law, our shareholders do not have appraisal rights.

## **Ownership Restrictions**

Under Article 12 of the Chilean Securities Market Law and the regulations of the SBIF, 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, 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 54A 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.

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 provide that the following transactions must be carried out through a tender offer:

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an offer which allows a person to take control of a publicly traded company, unless (i) 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 and (ii) those shares are acquired (a) through a capital increase, (b) as a consequence of a merger, (c) by inheritance or (d) through a forced sale; and

an offer for a controlling percentage of the shares of a listed company if such person intends to take control of the parent company (whether listed or not) of such listed company, to the extent that the listed company represents 75.0% or more of the consolidated net worth of the parent company.

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In addition, Article 69*bis* of the Companies Law requires that whenever a controlling shareholder acquires two thirds of the voting shares of a listed company, such controlling shareholder must offer to purchase the remaining shares from the non-controlling shareholders in a tender offer.

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 in which it gained control of the publicly traded company, a number of shares equal to or greater 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 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 (either directly or through other entities or persons) pursuant to a joint action agreement, to direct the majority of the votes at the shareholders' meetings of the corporation, 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 of persons with an agreement to act jointly that holds, 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, controls a stake equal to or greater than the percentage controlled by such person or group of persons;

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 (either directly or pursuant to a joint action agreement); or

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 exists between:

a principal and its agents;

spouses and relatives within certain degrees of kinship;

entities within the same business group; and

an entity and its controller or any of the members of the controller.

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

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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 in the acquisition of 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 together with that controller;

all the entities that the Superintendency of Securities and Insurance declares 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 the business group has a material participation as a lender or guarantor;

any member of a group of controlling entities of a company mentioned in the first two bullets above and there are grounds to include it in the business group; or

the company is controlled by a member of a group of controlling entities 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 SBIF, 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 SBIF considers a number of factors enumerated in the General Banking Law, including the financial stability of the purchasing party.

According to Article 35*bis* of the General Banking Law, the prior authorization of the SBIF is required 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 existing control of a bank by a controlling shareholder of that bank.

This prior authorization is only required when the acquiring bank or the resulting group of banks would own a significant market share in loans, defined by the SBIF to be more than 15.0% of all loans in the Chilean banking system. The intended purchase, merger or expansion may be denied by the SBIF; or, if the acquiring bank or resulting group would own a market share in loans determined to be more than 20.0% of all loans in the Chilean banking system, the purchase, merger, or expansion may be conditioned on one or more of the following:



the bank or banks maintaining regulatory capital higher than 8.0% and up to 14.0% of risk-weighted assets;

the technical reserve established in Article 65 of the General Banking Law being applicable when deposits exceed one and a half times the resulting bank's paid-in capital and reserves; or

the margin for interbank loans be reduced to 20.0% of the resulting bank's regulatory capital.

If the acquiring bank or resulting group would own a market share in loans determined by the SBIF to be more than 15% but less than 20%, the authorization will be conditioned on the bank or banks maintaining a regulatory capital not lower than 10% of their risks weighted assets for the period specified by the SBIF, which may not be less than one year. The calculation of the risk weighted assets is based on a five category risk classification system applied to a bank's assets that is based on the Basel Committee recommendations.

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According to the General Banking Law, a bank may not grant loans to related parties on terms more favorable than those generally offered to non-related parties. Article 84 No. 2 of the General Banking Law and the regulations issued by the SBIF creates 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 SBIF, Chilean banks that issue ADSs are required to inform the SBIF if any person, directly or indirectly, acquires ADSs 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 that, individually or with other people, directly control a bank and who individually own more than 10.0% of its shares must send to the SBIF reliable information on their financial situation in the form and in the opportunity set forth in Resolution No. 3,156 of the SBIF.

There are no limitations for non-resident or foreign shareholders to hold or exercise voting rights on the securities.

**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 number of shares sufficient 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 ADRs. 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 corporation 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.

**C. Material Contracts**

During the past two years, Santander-Chile was not a party to any contract outside its ordinary course of business that was material to the Santander Group as a whole.

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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 3. Key Information A. 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 amended. Since April 18, 2001, all exchange controls in Chile have been eliminated.

Previously, Chilean law mandated that holders of shares of Chilean companies that were not residents of Chile register as foreign investors under one of the foreign investment regimes contemplated by Chilean law in order to receive 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 Depository, 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. However, this did not affect the current Foreign Investment Contract, which was signed prior to April 19, 2001, and which 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, including its clauses referring to the prior exchange rules including the now extinct Chapter XXVI of the Compendium.

**E. Taxation**

The following discussion summarizes certain material Chilean tax and United States federal income tax consequences to beneficial owners arising from the ownership and disposition of our common stock or ADSs. The summary does not purport to be a comprehensive description of all potential Chilean tax and United States federal income tax considerations that may be relevant to a decision to own or dispose of our common stock or ADSs and is not intended as tax advice to any particular investor. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Chile and the United States. There is currently no income tax treaty between the United States and Chile. However, the U.S. government and the government of Chile signed on February 4, 2010 the Proposed 2010 Income Tax Treaty between the United States of America and the Republic of Chile (the Proposed U.S.-Chile Treaty), which is now subject to ratification by the U.S. Senate. If the Proposed U.S.-Chile Treaty becomes effective, U.S. investors should consult their tax advisers as to the applicability of the treaty in their particular circumstances.

**Material Tax Consequences of Owning Shares of Our Common Stock or ADSs*****Chilean Taxation***

The following is a summary of certain Chilean tax consequences of the ownership and disposition of shares of our 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 own or dispose of shares of our common stock or ADSs and does not purport to address the tax consequences applicable to all categories of investors, some of whom may be subject to special rules. Holders of shares of our common stock or ADSs are advised to consult their tax advisers concerning the Chilean and other tax consequences of the ownership and disposition of shares of our common stock 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.

For purposes of this summary, the term Foreign Holder means either (1) in the case of an individual, a person who is not resident or domiciled in Chile; or (2) in the case of a legal entity, a legal entity that is not domiciled in Chile, unless the shares of our common stock or ADSs are assigned to a branch or a permanent establishment of such entity in Chile. For purposes of Chilean taxation, (a) an individual holder is resident in Chile if he or she has

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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 and (b) an individual is domiciled in Chile if he or she resides in Chile with the actual or presumptive intent of staying in Chile.

*Taxation of Dividends*

Cash dividends paid by us with respect to shares of our common stock held by a Foreign Holder, including shares represented by ADSs, will be subject to a 35% Chilean withholding tax, which is withheld and paid over by us (the *Withholding Tax*). If we have 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 our oldest retained earnings.

The effective rate of Withholding Tax to be imposed on dividends paid by us will vary depending upon the amount of First Category Tax paid by us on the earnings underlying the dividends. The statutory rate for the First Category Tax attributed to earnings generated during the fiscal year 2008, 2009 and 2010 was 17.0%. The rates for 2011, 2012 and 2013 and onwards are 20%, 18.5% and 20%, respectively. The example below illustrates the effective Chilean Withholding Tax burden on a cash dividend received by a Foreign Holder, assuming a Withholding Tax statutory rate of 35%, a statutory First Category Tax rate of 20% and a distribution of all of the net proceeds available after payment of the First Category Tax.

Taxable income	U.S.\$ 100
First Category Tax (20% of U.S.\$100)	(20)
Net proceeds available	80
Dividend payment	80
Withholding Tax (35% of the sum of the dividend (U.S.\$80) and the available First Category Tax credit (U.S.\$20))	(35)
First Category Tax credit	(20)
Payable Withholding Tax	(15)
Net dividend received	65 (80-15)
	18.75%
Effective dividend withholding tax rate	(15/80)

Dividend distributions made in kind would be subject to the same Chilean tax rules as cash dividends. Stock dividends received by the Foreign Holder are not subject to Chilean taxation. The distributions of preemptive rights relating to shares of common stock will not be subject to Chilean taxation.

If the Proposed U.S.-Chile Treaty becomes effective, U.S. investors should consult their tax advisers as to the applicability of the treaty in their particular circumstances.

*Taxation of Capital Gains*

Gain realized on the sale, exchange or other disposition by a Foreign Holder of 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. Title XXIV of the Chilean Securities Market Law regulates the public offering of foreign securities in Chile. In this regard, article 11 of the Chilean Income Tax Law provides that income will not be considered located in Chile when it comes from foreign securities or certificates of deposit of securities (CDVs) issued in Chile representative of securities by foreign issuers of securities. Also, the securities authorized by the Chilean Securities and Insurance Supervisor (SVS) for trading under Title XXIV will not be considered located in Chile, provided they are backed by at least 90% of foreign securities or assets. The deposit and withdrawal of shares of common stock in exchange for ADSs 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 both to an income tax on capital gains, which is assessed at the same rate as the First Category Tax (currently imposed at a rate of 20%) and the Withholding Tax (the former being creditable against the latter) if (1) the Foreign

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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. In certain other cases where the Foreign Holder of shares of common stock has some connection with Chile, gain on the disposition of shares of common stock will be subject only to the tax on capital gains as a sole tax (currently imposed at a rate of 20%).

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The sale of shares of common stock by a Foreign Holder to an individual or entity non-resident or domiciled in Chile is subject to a provisional withholding. Such a provisional withholding will be equal to (i) 5% of the amount, without any deduction, paid to, credited to or put at the disposal of the Foreign Holder if the transaction is subject to the First Category Tax as sole tax, unless the gain subject to taxation can be determined, in which case the withholding is equal to 20% on the gain, or (ii) 20% of the amount, without any deduction, paid to, credited to or put at the disposal of the Foreign Holder if the transaction is subject to the First Category Tax and the Chilean Withholding Tax, with a credit of the First Category Tax already paid. For income tax purposes, the capital gain shall be the difference between the sales price and the acquisition cost of the stock. 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.

In the case where ADSs were exchanged for shares and the subsequent sale of the shares is made on a day that is different than the date on 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 holder on a Chilean Stock Exchange, either on the same day on 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, because we have included this clause in the form of ADRs attached to the deposit agreement, the capital gain that may be generated if the shares received in exchange for ADSs were sold within two days prior to the date on which the exchange is recorded will not be subject to taxation.

The distribution and exercise of preemptive rights relating to the shares of common stock will not be subject to Chilean taxation. Cash 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 Withholding Tax (the former being creditable against the latter to the extent described above).

In certain cases and provided certain requirements are met, capital gains realized on the sale of actively traded stock of Chilean public companies may be exempt from Chilean income taxes. Our stock is currently considered an actively traded stock in the Santiago Stock Exchange, and Foreign Holders of the stock may qualify for an income tax exemption. Foreign Holders are urged to consult with their own tax advisers to determine whether an exemption applies to them.

If the Proposed U.S.-Chile Treaty becomes effective, it may further restrict the amount of Chilean tax, if any, imposed on gains derived from the sale or exchange of shares of common stock by U.S. residents eligible for the benefits of the treaty. If the Proposed U.S.-Chile Tax Treaty becomes effective, U.S. investors should consult their tax advisers as to the applicability of the treaty in their particular circumstances.

*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 our 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, we will provide to Foreign Holders appropriate documentation evidencing the payment of Withholding Taxes. For further information, the investor should contact: Robert Moreno, [rmorenoh@santander.cl](mailto:rmorenoh@santander.cl).

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Dividends payable to holders of ADSs are net of foreign currency conversion expenses of the Depositary and will be subject to the Withholding Tax currently at the rate of 35% (subject to credits in certain cases as described above).

### ***U.S. Federal Income Tax Considerations***

The following is a discussion of material U.S. federal income tax consequences of owning and disposing of shares of our common stock or ADSs to U.S. holders described below, 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 hold such common stock or ADSs. The discussion applies only if you hold shares of our common stock or ADSs as capital assets for U.S. federal income tax purposes. It does not address all aspects of U.S. federal income taxation that may be relevant to you in light of your particular circumstances, including the alternative minimum tax and the Medicare contribution tax, nor does it describe all tax consequences that may be relevant to U.S. holders subject to special rules, such as:

certain financial institutions;

insurance companies;

dealers and traders in securities who use a mark-to-market method of tax accounting;

persons holding shares or ADSs as part of a hedge, straddle, conversion transaction, integrated transaction or similar 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;

tax-exempt entities, including individual retirement accounts or Roth IRAs ;

persons holding shares of our common stock or ADSs that own or are deemed to own ten percent or more of our voting stock;

persons who acquired shares of our common stock or ADSs pursuant to the exercise of any employee stock option plan or otherwise as compensation; or

persons whose shares or ADSs are held in connection with a trade or business conducted outside the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes owns shares of our common stock or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and upon the activities of the partnership. Partnerships owning shares of our common stock or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of owning and disposing of the shares of our common stock or ADSs.

As used herein, a U.S. holder is a person that for U.S. federal income tax purposes is a beneficial owner of shares of our common stock or ADSs and is:

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a citizen or individual 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, a state thereof or the District of Columbia; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

This discussion is based on the Internal Revenue Code of 1986, as amended (the Code ), administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, all as of the date hereof. 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



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performed in accordance with its terms. In addition, this discussion does not address U.S. state, local and non-U.S. tax consequences. Please consult your tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of shares or ADSs in your particular circumstances.

In general, if you own ADSs, you will be treated as the owner 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 American depositary shares are released prior to delivery of shares to the depositary ( pre-release ) or intermediaries in the chain of ownership between U.S. holders of American depositary shares and the issuer of the security underlying the American depositary shares may be taking actions that are inconsistent with the claiming of foreign tax credits for holders of American depositary shares. These actions would also be inconsistent with the claiming of the favorable tax rates, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the creditability of Chilean taxes and the availability of the favorable tax rates for dividends received by certain non-corporate holders, each described below, could be affected by actions that may be taken by such parties or intermediaries.

This discussion assumes that we are not, and will not become, a passive foreign investment company, as described below.

*Taxation of Distributions*

Distributions paid on shares of our common stock or ADSs, other than certain pro rata distributions of common shares or rights, will be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. holders as dividends. Subject to applicable limitations and the discussion above regarding concerns expressed by the U.S. Treasury, certain dividends paid by qualified foreign corporations to certain non-corporate U.S. holders may be taxable at rates applicable to long-term capital gains. A foreign corporation is treated as a qualified foreign corporation with respect to dividends paid on stock that is readily tradable on a securities market in the United States, such as the NYSE where our ADSs are traded. You should consult your tax advisers to determine whether the favorable rates may apply to dividends you receive and whether you are subject to any special rules that limit your ability to be taxed at the favorable rates. The amount of the dividend will include any amounts withheld by us or our paying agent in respect of Chilean taxes at the effective rate (after credit for First Category Taxes) as described above under Material Tax Consequences of Owning Shares of Our Common Stock or ADSs Taxation of Dividends above. 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.

Dividends will be included in your income on the date of your (or in the case of ADSs, the depositary's) receipt of the dividend. The amount of any dividend income paid in Chilean pesos will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt 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 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 the dividend is converted into U.S. dollars after the date of receipt.

Subject to applicable limitations that may vary depending upon your circumstances and the discussion above regarding concerns expressed by the U.S. Treasury, Chilean taxes withheld from cash dividends on shares of our common stock or ADSs, reduced by the credit for any First Category Tax, as described above under Chilean Taxation, generally will be creditable against your U.S. federal income tax liability. If, however, the Proposed U.S.-Chile Treaty becomes effective, any Chilean income taxes withheld from dividends on shares or ADSs in excess of the rate provided by the treaty will not be creditable by a U.S. holder who is eligible for the benefits of the treaty. The rules governing foreign tax credits are complex and you should consult your tax advisers to determine whether you are subject to any special rules that limit your ability to make effective use of foreign tax credits. 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. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all foreign taxes paid or accrued in the taxable year.

**Table of Contents***Sale or 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 of our common stock or ADSs generally will be capital gain or loss, and will be long-term capital gain or loss if you held the shares of our common stock 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 of our common stock or ADSs disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. If a Chilean tax is withheld on the sale or disposition of the shares of our common stock or ADSs, your amount realized will include the gross amount of the proceeds of such sale or disposition before deduction of the Chilean tax. See *Chilean Taxation Taxation of Capital Gains* for a description of when a disposition may be subject to taxation by Chile. Such gain or loss generally will be U.S.-source gain or loss for foreign tax credit purposes. Consequently, you may not be able to credit any Chilean tax imposed on the disposition of shares of our common stock or ADSs against your taxable income unless you have other foreign-source income in the appropriate foreign tax credit category. If the Proposed U.S.-Chile Treaty becomes effective, however, a U.S. holder who is eligible for the benefits of the treaty and whose gain from the sale of shares is not exempt from Chilean tax under such treaty may elect to treat disposition gain that is subject to Chilean tax as foreign-source gain and claim a credit in respect of the tax. You should consult your tax advisers as to whether the Chilean tax on gains may be creditable against your U.S. federal income tax on foreign-source income from other sources. Alternatively, instead of claiming a credit, you may elect to deduct otherwise creditable taxes in computing your income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all foreign taxes paid or accrued in the taxable year.

*Passive Foreign Investment Company Rules*

Based on proposed Treasury regulations (the *Proposed Regulations*), which are proposed to be effective for taxable years beginning after December 31, 1994, we believe that we were not a passive foreign investment company (a PFIC) for U.S. federal income tax purposes for the year ended December 31, 2012. However, since the Proposed Regulations may not be finalized in their current form and 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 a PFIC for any taxable year. If we were a PFIC for any taxable year during which you held an ADS or a share of our common stock, certain adverse tax consequences could apply to you.

If we were a PFIC for any taxable year during which you held shares of our common stock or ADSs, gain recognized by you on a sale or other disposition (including certain pledges) of a share of our common stock or an ADS would generally be allocated ratably over your holding period for the share of our common stock or ADS. The amounts allocated to the taxable year of the sale or other disposition and to any year before we 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, for that taxable year, and an interest charge would be imposed on the resulting tax liability for that taxable year. Similar rules would apply to any distribution in respect of shares of our common stock or ADSs that exceeds 125% of the average of the annual distributions on shares of our common stock or ADSs received by you during the preceding three years or your holding period, whichever is shorter. Certain elections may be available that would result in alternative treatments of the shares of our common stock or ADSs (including, with respect to our ADSs, a mark-to-market election). In addition, if we were a PFIC for a taxable year in which we pay a dividend or the prior taxable year, the favorable rates discussed above with respect to dividends paid to non-corporate holders would not apply.

If we were to be treated as a PFIC in any taxable year, a U.S. holder may be required to file reports with the Internal Revenue Service containing such information as the Treasury Department may require.

*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 may be subject to backup withholding, unless you are a corporation or other exempt recipient or in the case of backup withholding, you provide a correct taxpayer identification number and certify that you are not subject to backup withholding.

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

Certain U.S. holders may be required to report information relating to stock of a non-U.S. person, subject to certain exceptions (including an exception for stock held in custodial accounts maintained by a U.S. financial institution). You should consult your tax advisers regarding any reporting obligations you may have with respect to shares of our common stock or ADSs.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts**

Not applicable.

### **H. Documents on Display**

The documents concerning us which are referred to in this Annual Report may be inspected at our offices at Bandera 140 Santiago, Chile. We are 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 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. 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 website 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 NYSE, 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.

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**A. Credit risk:**

All issues regarding risk in the Bank are the responsibility of the Bank's Risk Department. The Risk Department reports to the CEO but has full independence, and no risk decisions can be made without its approval. All risks (credit, market and operational) are approved and measured by the Risk Department and reported simultaneously to local management and to Santander Spain's Risk Department, which follows global risk levels. The frequency of reporting depends on the nature of the risk. In general, market risks are measured daily and other risks are reviewed weekly. Below is an organizational chart of the Risk Department:

Within this structure, the Board and senior management interact extensively with the Risk Department. Below is a description of how this interaction functions.

Santander-Chile's governance rules have established the existence of two high-level committees to monitor and control credit risks: the Executive Credit Committee and the Risk Committee.

**1. Executive Credit Committee**

The Executive Credit Committee is comprised of the following Board members:

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice-Chairman
Marco Colodro	Second Vice-Chairman
Roberto Méndez	Member

In addition, this committee also includes: the Corporate Director of Risk, the CEO, the Corporate Legal Counsel, the Manager of Global Banking, the Corporate Director of Human Resources and Administration (this is a newly-created position) and two senior members of the Credit Risk Department, who present the loans being reviewed. The Executive Credit Committee meets weekly and performs the following main functions:

Reviews the main client exposures by: economic sector, geography, type of risk and segment.

Supervises and reviews the main credit risk indicators (non-performing loans, coverage, impaired loans, etc.).

Takes notes, analyzes and follows up on the observations and recommendations of the regulatory bodies and the external and internal auditors on credit-risk-related issues.

Reviews the loan positions reviewed by the Senior Credit Committee above U.S.\$10 million and approves those loan positions greater than U.S.\$40 million.

The Credit Risk Department must present to the Board on a monthly basis. In this presentation, all loans above U.S.\$5 million that were granted in the previous month must be reviewed. In addition, any other topic or subject of importance regarding credit risk is also presented (for example, a proposal to change a provisioning model must be presented and approved by the Board). Finally, at least once a year, the Credit Risk Department presents a report to assure the Board that our loan loss allowances are adequate for all known and estimated incurred losses.

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### **2. Risk Committee**

The Risk Committee is comprised of the CEO, the Corporate Director of Risk, the Managing Director of Commercial Banking, the Managers of the various business segments, the Managers of Admission, Follow-up and Recoveries and the Financial Controller. The Risk Committee meets weekly and performs the following functions:

Reviews the evolution and maintenance of the expected quality of the various loan books by business segment with a focus on loan growth, non-performing loans (different stages of non-performance), loan loss allowance levels, evolution of charge-offs, review of clients in special situations, performance against the budget and performance of credit risk initiatives adopted throughout the year.

Takes notes, analyzes and follows up on the observations and recommendations of the regulatory bodies and the impact these will have on results and product strategies.

Opens debates between the Bank's risk and commercial areas on credit-risk-related issues.

### **3. Role of Santander Spain's Global Risk Department: Credit Risk**

In matters regarding Credit Risk, Santander Spain's Global Risk Department has the following role:

All credit risks greater than U.S.\$40 million (U.S.\$60 million for financial institutions), after being approved locally, are reviewed by Santander Spain. This additional review ensures that no global exposure limit is being breached.

In standardized risks, the consumer and mortgage scoring models are developed locally but are reviewed and approved by Santander Spain's Global Risk Department.

For each scoring model, a monthly Risk Report is prepared, which is reviewed locally and is also sent to Santander Spain's Global Risk Department. This report includes the evolution of basic credit risk parameters such as: loan amounts, non-performance, charge offs and provisions.

Monthly, the Controller of the Risk Department sends a report to Santander Spain's Global Risk Department covering all the main indicators regarding credit risk and the evolution of credit risk as compared to the budgeted levels.

### **B. 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 in 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;

trading in the local equity market, which subjects us to potential losses caused by fluctuations of the stock market; 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.

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The main decisions that relate to market risk for the Bank and the limits regarding market risk are made in the Asset and Liability Committee and the Market Committee. The measurement and oversight of market risks is performed by the Market Risk Department. Below is a list of the main reports produced by the Market Risk Department and who they are addressed to:

<b>Report</b>	<b>Unit</b>	<b>Objective</b>	<b>Addressed to:</b>	<b>Periodicity</b>
Daily Global Report	Market risks	Obtain a global vision of the market, positions, risks, sensitivity, vision are alerts of the trading and non-trading positions	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Stress Test	Market risks	Stress test report over the Bank's trading and ALCO books	Market Risk (local and global), Senior (Monthly Management, Internal Auditors	Monthly
Sensitivity Analysis	Market risks	Sensitivity analysis of the ALCO book	Market Risk (local and global), Senior Daily Management, Internal Auditors	Daily
Fixed income positions	Market risks	Fixed income positions and general information	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Interest rate gap	Market risks	Interest rate gap sensitivity and limit levels	Market Risk (local and global), Senior Management, Internal Auditors	Monthly
Liquidity gap	Market risks	Liquidity levels and limits	Market Risk (local and global), Senior Management, Internal Auditors	Monthly
Market report	Market risks	Main market indicators and evolution	Market Risk (local and global), Senior Management, Internal Auditors	Daily
VaR	Market risks	VaR position and limits	- Market risk (local and global) and Senior Management	Daily
Trading Portfolio Limits	Market risks	Trading book evolution, instruments and limits	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Largest depositors	Market risks	Largest 20 and largest 50 depositors	- Market risk (local and global) and Senior Management	Weekly
Follow-up report	Market risks	summary of Market risk information for Senior Management	Market Risk (local and global), Senior Monthly Management (local and global), Internal Auditors	Monthly
Liquidity stress-test	Market risks	Liquidity stress test simulation	Market Risk (local and global), Senior Management, Internal Auditors	Quarterly
Interest rate risk	Market risks	Interest rate risk report, limits and estimates of results from interest rate risk	- Market risk (local and global), Manager of Global banking and markets, Manager of Treasury, Manager of Market Making and Prop Trading	Daily
Backtesting	Market risks	Backtesting of VaR estimates to actual results	Market Risk (local and global), Senior Management, Internal Auditors	Weekly
PNL Treasury	Market risks	Treasury income statement	- Market risk (local and global), Manager of Global banking and markets, Manager of Treasury, Manager of Market Making and Prop Trading	Daily

Santander-Chile's governance rules have established the existence of two high-level committees that, among other things, function to monitor and control market risks: the Asset and Liability Committee and the Market Committee.

**1. Asset and Liability Committee**

The ALCO meets monthly. All limits reviewed by the ALCO are measured and prepared by the Market Risk Department. The non-Board members of the ALCO meet weekly to review liquidity, funding, capital and market risk related matters.





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The main functions of the ALCO are:

Making the most important decisions regarding interest rate risk, funding, capital and liquidity levels. The main limits set and monitored by the ALCO (and measured by the Market Risk Department) are:

Risk	Measure
<b>Interest rates</b>	Sensitivity Capital Sensibilidad NIM Regulatory market risk limits
<b>Liquidity</b>	Regulatory limit 30 Days Regulatory limit 90 Days Internal liquidity limit
<b>Capital</b>	BIS ratio BIS ratio with market risk Bis ratio with market and operational risk
<b>Foreign exposures</b>	Intergroup exposure: Derivatives, deposits, loans Foreign assets: Derivatives, Deposits, Loans

Review of the Bank's main gaps (foreign currency and inflation gap).

Review of the evolution of the most relevant local and international markets and monetary policies.

**2. Market Committee**

The Market Committee is responsible for:

Establishing a strategy for the Bank's trading portfolio.

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Establishing the Bank's policies, procedures and limits with respect to its trading portfolio. The Bank's Market Risk Department measures all risks and limits and reports these to the Market Committee.

Reviewing the evolution of the most relevant local and international markets and monetary policies.

### **3. *Role of Santander Spain's Global Risk Division: Market Risk***

In matters regarding Market Risk, the role of Santander Spain's Global Risk Department is to define certain global policies, guidelines and procedures regarding market risk. The information produced by our local Market Risk Department is standardized for the whole group in order to facilitate a consolidation of risks being taken on a global basis. They review daily the consumption of limits and provide valuable input on the evolution of markets, especially regarding the Eurozone.

### **C. Operational risk:**

All issues regarding operational risks in the Bank fall under Operational Risk Department that reports to the Risk Department. Below is an organization chart of this department.

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All operational risks are measured in this Department and reported simultaneously to local management and the Board through various channels.

***1. Audit Committee***

Monthly, the Director of Risk and the Manager of Operational Risk inform the Audit Committee of the most important events regarding operational risks. In addition, the Audit Committee also has the role of establishing the main policies and strategies regarding operational risk. The periodic reviews performed by the different operational risk committees are submitted to the Audit Committee, where senior level executive and the board are informed of these events.

***2. Integral Risk and Internal Control Committee***

The Integral Risk and Internal Control Committee was created as the governing body through which members of the Board, the CRO and senior executives review, among other matters, operational risk topics. See below for more detail of this committee.

***3. Role of Santander Spain's Global Risk Division: Operational Risk***

In matters regarding operational risk, Santander Spain's Global Risk Department's role is to define certain global policies, guidelines and procedures regarding operational risk. The Corporate Operational Risk Committee is the main body in which the different units of Santander discuss and review the major operational risk events and policies.

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**D. Integral Risk and Internal Control Committee, Board Risk Committee and Chief Risk Officer**

In 2012, in order to further strengthen the Board's control over risks, the position of Chief Risk Officer ( CRO ) was created with direct reporting to the Board. The functions of the CRO are to:

Propose to the Board the general guidelines and risk limits to be assumed by the Bank.

Coordinate the requirements of regulators and the Bank's internal and external auditors.

Identify possible emerging risks and changes in the risk profiles being assumed by the Bank.

The Board also monitors and reviews risks through the following two committees, the Integral Risk and Internal Control Committee and the Risk Committee, the latter of which is composed exclusively of Board members:

***1. Integral Risk and Internal Control Committee***

The Integral Risk and Internal Control Committee was created as the governing body through which members of the Board, the CRO and senior executives review the main risks the Bank faces on an integrated basis and the main body through which risks are discussed with and communicated to senior level executives, Board members and the CEO. The main risks reviewed, discussed and analyzed are:

Credit risk

Market risk

Operational risk

Solvency risk (BIS)

Legal risks

Compliance risks

Reputational risks

The members of this committee are:

<b>Role</b>	<b>Member</b>	<b>Title</b>
President	Claudio Melandi	CEO
1 <sup>st</sup> Vice President	Oscar Von Chismar	2 <sup>nd</sup> Vice-President
2 <sup>nd</sup> Vice President	José Manuel Manzano	Chief Risk Officer

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Secretary	Gabriel Montoya	Financial Controller
Member	Marco Colodro	Board Member
Member	Miguel Mata	Chief Financial Officer
Member	Cristian Florence	General Counsel
Member	Juan Fernández	Manager Quality & Transparency
Member	Luis Camarena	Corporate Director of Risk
Member	Francisco Murillo	Corporate Director of Human Resources
Member	Cristian Cáceres	Internal Control (SOX)
Member	Angel Rebolledo	Manager of Administration & Systems
Member	Oswaldo Alvez	Manager Market Risk
Member	Fernando Cloppet	Corporate Director of Commercial Banking
Member	Fred Meller	Corporate Director Global Banking & Markets

**Table of Contents****2. Risk Committee**

Board member	Position in Committee
Oscar von Chrismar	Chairman
Marco Colodro	Member
Vittorio Corbo	Member
Roberto Méndez	Member
Raimundo Monge	Member
Juan Pedro Santa María	Member

The Risk Committee is responsible for revising and following all risks that may affect us, including reputation risk, allowing for an integral risk management. This committee serves as the governing body through which the Board supervises the CRO. It also evaluates the reasonability of the systems for measurement and control of risks. This Committee includes the Vice Chairman of the Board and five Board members. Furthermore, the Board Risk Committee was created, and is comprised of the Vice-Chairman of the Bank and four independent board members.

**E. Market Risks*****Impact of inflation***

Our assets and liabilities are denominated in Chilean pesos, UF and foreign currencies. The Bank no longer recognizes inflation accounting and has eliminated price-level restatement in line with IFRS, but inflation impacts our results of operations as some loan and deposit products are contracted in UF. The UF is revalued in monthly cycles. Each day in the period beginning on 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 a proportionate amount of the change in the Chilean Consumer Price Index during the prior calendar month. One UF equaled Ch\$22,840.75 at December 31, 2012, Ch\$22,294.03 at December 31, 2011 and Ch\$ 21,455.55 at December 31, 2010. High levels of inflation in Chile could adversely affect the Chilean economy and could have an adverse effect on our business, financial condition and results of operations. Negative inflation rates also negatively impact our results. In 2012 CPI inflation was 1.5%, in 2011 CPI inflation was 4.4%, and in 2010 CPI inflation was 3.0%. 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, due to the current structure of our assets and liabilities (*i.e.*, a significant portion of our loans are indexed to the inflation rate, but there are no corresponding features in deposits or other funding sources that would increase the size of our funding base), 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. In summary:

*UF-denominated assets and liabilities.* In 2012, UF inflation was 2.45%, in 2011, UF inflation was 3.91%, and in 2010, UF inflation was 2.45%. The effect of any changes in the nominal peso value of our UF-denominated interest earning assets and interest bearing liabilities is reflected in our results of operations as an increase (or decrease, in the event of deflation) in interest income and expense, respectively. Our net interest income will be positively affected by an inflationary environment to the extent that our average UF-denominated interest earning assets exceed our average UF-denominated interest bearing liabilities. Our net interest income will be negatively affected in a deflationary environment if our average UF-denominated interest earning assets exceed our average UF-denominated interest bearing liabilities. Our net interest income will be negatively affected by inflation in any period in which our average UF-denominated interest bearing liabilities exceed our average UF-denominated interest earning assets. Our average UF-denominated interest earning assets exceeded our average UF-denominated interest bearing liabilities by Ch\$4,940,967 million in 2012, Ch\$3,611,046 million in 2011 and Ch\$3,171,140 million in 2010. See Item 5. Operating and Financial Review and Prospects F. Selected Statistical Information Average Balances, Income Earned from Interest-Earning Assets and Interest Paid on Interest-Bearing Liabilities. In general, the Bank has more UF-denominated financial assets than UF-denominated financial liabilities. In the year ended December 31, 2012, the interest earned on interest earning assets denominated in UF decreased 7.8% compared to the same figure in 2011 as UF inflation decreased. The nominal interest paid on these liabilities decreased 27.7% in 2012 compared to 2011 as inflation decelerated and the Bank also reduced the quantity of interest bearing liabilities linked to the UF.

*Inflation and interest rate hedge.* A key component of our asset and liability policy is the management of interest rate risk. The Bank's assets generally have a longer maturity than our liabilities. As the Bank's mortgage portfolio grows, the maturity gap tends to rise as these loans, which are contracted in UF, have a longer maturity than the average maturity of our funding

base. As most of our long term financial

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instruments and mortgage loans are contracted in UF and most of our deposits are in nominal pesos, the rise in mortgage lending increases the Bank's exposure to inflation and to interest rate risk. The size of this gap is limited by internal and regulatory guidelines in order to avoid excessive potential losses due to strong shifts in interest rates. In order to keep this duration gap below regulatory limits, the Bank issues long term bonds denominated in UF or interest rate swaps. The financial cost of the bonds and the efficient part of these hedges is recorded as net interest income. In 2012, the gain from the swaps taken in order to hedge mainly for inflation and interest rate risk and included in net interest income totaled a loss of Ch\$57,118 million, compared to a loss of Ch\$58,775 million in 2011 and a loss of Ch\$2,008 million in 2010.

Inflation sensitive income	As of December 31,			% Change	% Change
	2012	2011	2010	2012/2011	2011/2010
	(In million of Chilean pesos)				
Interest earned on UF assets(1)	648,594	703,286	537,621	(7.8%)	30.8%
Interest paid on UF liabilities(1)	(280,695)	(388,349)	(292,362)	(27.7%)	32.8%
Hedging results	(57,118)	(58,775)	(2,008)	(2.8%)	2,827.0%
<b>Net gain</b>	<b>310,781</b>	<b>256,162</b>	<b>243,251</b>	<b>21.3%</b>	<b>5.3%</b>

(1) Excludes results from hedging.

*Peso-denominated assets and liabilities.* Interest rates prevailing in Chile during any period primarily reflect the inflation rate during the period and the expectations of future inflation. The sensitivity of our peso-denominated interest earning assets and interest bearing liabilities to changes to such prevailing rates varies. (See Item 5. Operating and Financial Review and Prospects C. Operating Results Interest Rates ). 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 would adversely affect our net interest margin on inflation indexed assets funded with such deposits, and any increase in the rate of inflation would increase the net interest margin on such assets. The ratio of the average of such demand deposits and average shareholder's equity to average interest-earning assets was 29.3%, 27.2% and 27.9% for the years ended December 31, 2012, 2011 and 2010, respectively.

**Interest rate sensitivity**

Interest rates earned and paid on our assets and liabilities reflect, to a certain degree, inflation, expectations regarding inflation, changes 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 are generally re-priced sooner 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 rates since generally our UF-denominated assets exceed our UF-denominated liabilities. (See Item 5. Operating and Financial Review and Prospects C. Operating Results Impact of Inflation Peso-denominated assets and liabilities. ) An increase in long term rates has a positive effect on our net interest margin, because our interest earning assets generally have longer terms than our interest bearing liabilities. In addition, because our peso-denominated liabilities have relatively short re-pricing 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 period's inflation, customers often switch funds from UF-denominated deposits to peso-denominated deposits, which generally bear higher interest rates, thereby adversely affecting our net interest margin.



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As of December 31, 2012, the breakdown of maturities of assets and liabilities is as follows:

	On-Demand	Up to 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	More than 5 years	Total
<b>Interest-earning assets:</b>							
Cash and deposits in banks	1,250,414						1,250,414
Cash items in process of collection	520,267						520,267
Trading investments		19,565	2,597	237,726	58,138	20,261	338,287
Investment under resale agreements		6,993					6,993
Financial derivative contracts		58,311	77,728	216,832	571,315	369,026	1,293,212
Interbank loans	60,654		29,919				90,573
Loans	1,123,417	1,156,145	1,736,942	2,995,860	5,925,100	5,938,615	18,876,079
Available for sale investments		112,173	234,566	519,181	506,152	454,086	1,826,158
<b>Total interest-earning assets</b>	<b>2,954,752</b>	<b>1,353,187</b>	<b>2,081,752</b>	<b>3,969,599</b>	<b>7,060,705</b>	<b>6,781,988</b>	<b>24,201,983</b>
<b>Interest-bearing liabilities:</b>							
Deposits and other demand liabilities	4,970,019						4,970,019
Cash items in process of being cleared	284,953						284,953
Obligations under repurchase agreements		275,303	25,534	3,280			304,117
Time deposits and other time liabilities	65,854	4,981,947	2,278,958	1,600,701	133,760	50,993	9,112,213
Financial derivative contracts		71,445	80,484	208,473	503,036	282,723	1,146,161
Interbank borrowings	5,820	82,965	185,730	998,877	164,611		1,438,003
Issued debt instruments		10,855	168,817	378,080	2,422,240	1,591,297	4,571,289
Other financial liabilities	70,136	718	733	29,748	12,425	78,851	192,611
<b>Total interest-bearing liabilities</b>	<b>5,396,782</b>	<b>5,423,233</b>	<b>2,740,256</b>	<b>3,219,159</b>	<b>3,236,072</b>	<b>2,003,864</b>	<b>22,019,366</b>

The following table sets forth our average daily balance of liabilities for the years ended December 31, 2012, 2011 and 2010, in each case together with the related average nominal interest rates paid thereon.

	2012			2011			2010		
	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
				(millions of Ch\$, except percentages)					
Savings accounts	102,420	0.4%	2.5%	103,085	0.4%	3.6%	102,732	0.5%	1.2%
Time deposits	9,659,815	38.5%	5.2%	9,107,719	37.7%	4.9%	7,482,544	35.9%	3.0%
Central Bank borrowings	4,469	0.0%	7.7%	3,097	0.0%	6.0%	304,292	1.5%	0.5%
Repurchase agreements	369,338	1.5%	4.5%	249,174	1.0%	3.5%	196,719	0.9%	1.2%
Mortgage finance bonds	131,070	0.5%	7.9%	174,224	0.7%	9.2%	224,436	1.1%	7.8%
Other interest bearing liabilities	5,927,893	23.6%	5.3%	6,128,052	25.4%	5.2%	5,126,595	24.6%	4.5%
Subtotal interest bearing liabilities	16,195,005	64.5%	5.2%	15,765,351	65.2%	5.1%	13,437,318	64.5%	3.5%
<b>Non-interest bearing liabilities</b>									
Non-interest bearing deposits	4,177,432	16.6%		3,575,544	14.8%		3,152,513	15.1%	3,575,544
Derivatives	1,141,169	4.5%		1,457,638	6.1%		1,323,161	6.3%	1,457,638
Other non-interest bearing liabilities	1,395,112	5.6%		1,340,699	5.6%		1,192,374	5.7%	1,340,699
Shareholders equity	2,187,716	8.8%		1,994,487	8.3%		1,752,329	8.4%	1,994,487
	8,901,429	35.5%		8,368,368	34.8%		7,420,377	35.5%	8,368,368

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Subtotal non-interest bearing liabilities							
Total liabilities	25,096,434	100.0%	24,133,719	100.0%	20,857,695	100.0%	24,133,719

**Table of Contents****Foreign exchange fluctuations**

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 and may be subject to significant fluctuations in the future. The Central Bank exchange rate appreciated in 2012 by 8.2%, so despite strong growth of internal demand, CPI inflation decreased to 1.5% in 2012 from 4.4% in 2011. See Item 3. Key Information A. Selected Financial Data Exchange Rates.

A significant portion of our assets and liabilities are 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 and 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 relative to foreign currencies (principally the U.S. dollar).

Our current strategy is not to maintain a significant difference between the balances of our assets and liabilities in foreign currencies. In 2012, 2011 and 2010, the Bank's spot position in foreign currency held more liabilities than assets in foreign currencies, mainly U.S dollars as a result of an ample supply of U.S.\$ deposits from companies that receive export revenues, foreign correspondent bank loans and bonds issued abroad. This difference is usually hedged using forwards and cross-currency swaps. In general, the Bank is not permitted, due to guidelines set by the ALCO, to open a meaningful gap in foreign currency. Therefore, all foreign currency risk is included in the trading portfolio and is measured using VaR. The translation gain or loss over assets and liabilities (excluding derivatives held for trading) is included as foreign exchange transactions in the income statement. The translation and mark-to-market of foreign currency derivatives held for trading is recognized as a gain or loss in the net results from mark-to-market and trading. The composition on our assets and liabilities at December 31, 2012 by foreign currency was as follows:

**Non-Trading U.S.\$ portfolio (in**

millions of U.S.\$)

<b>Assets</b>		<b>Liabilities</b>	
Loans	3,895	Client deposits	3,026
Fixed assets	750	Long-term market funding	5,334
Financial investments	1,008	Short-term market funding	1,264
Derivatives	4,313	Other liabilities	342
<b>Total</b>	<b>9,966</b>	<b>Total</b>	<b>9,966</b>

Including the trading portfolio, as of December 31, 2012, the net difference between assets and liabilities in foreign currency was a net liability position of U.S.\$52 million and the average difference between assets and liabilities in foreign currency in 2012 was a net liability position of U.S.\$1 million. Both figures include derivatives used to hedge foreign currency risk. Below is a graph that illustrates the net daily foreign currency position in 2012.

**Table of Contents****Liquidity risk management**

The Financial Management Division receives information from all the business units on the liquidity profile of their financial assets and liabilities, as well as breakdowns of other projected cash flows stemming from future businesses. On the basis of that information, the Financial Management Division maintains a portfolio of liquid short term assets, comprised mainly of liquid investments, loans and advances to other banks, to make sure the Bank has sufficient liquidity. The business units' liquidity needs are met through short term transfers from the Financial Management Division to cover any short term fluctuations and long term financing to address all the structural liquidity requirements.

The Bank monitors its liquidity position every day, determining the future flows of its outlays and revenues. In addition, stress tests are performed at the close of each month, for which a variety of scenarios encompassing both normal market conditions and conditions of market fluctuation are used. The liquidity policy and procedures are subject to review and approval by the Bank's Board. Periodic reports are generated by the Market Risk Department, providing a breakdown of the liquidity position of the Bank and its subsidiaries, including any exceptions and the corrective measures adopted, which are regularly submitted to the ALCO for review.

The Bank relies on customer (retail) and institutional deposits, obligations to banks, debt instruments, and time deposits as its main sources of funding. Although most obligations to banks, debt instruments and time deposits mature in over a year, customer (retail) and institutional deposits tend to have shorter maturities and a large proportion of them are payable within 90 days. The short term nature of these deposits increases the Bank's liquidity risk, and hence, the Bank actively manages this risk by continual supervision of the market trends and price management.

Liquidity risk 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. The following table sets forth the balance of our liquidity portfolio managed by our Financial Management Division in the manner in which it is presented to the Asset and Liability Committee (ALCO) and the Board. The ALCO has determined that our liquidity portfolio must be comprised of cash plus assets that can be readily convertible into cash either through the Chilean Central Bank window, overnight deposits or instruments or the local secondary market. The management of the Bank's liquidity portfolio is performed by the Financial Management Division under rules determined by the ALCO.

<b>Balance as of(1):</b>	<b>December 31, 2012</b>	<b>December 31, 2011</b>
	<b>Ch\$ million</b>	
Financial investments for trading	338,287	409,763
Available for sale investments	1,826,158	1,661,311
Encumbered assets (net)(2)	(151,620)	(348,961)
Net cash (3)	(195)	27,839
Net interbank deposits (4)	875,537	1,714,013
<b>Total liquidity portfolio</b>	<b>2,888,167</b>	<b>3,463,965</b>
<b>Average balance as of:</b>		
Financial investments for trading	488,367	576,773
Available for sale investments	2,008,324	2,031,606
Encumbered assets (net)(2)	(72,399)	(94,256)
Net cash (3)	89,849	66,264
Net interbank deposits (4)	501,561	753,016
<b>Total liquidity portfolio</b>	<b>3,015,702</b>	<b>3,333,403</b>

(1) The figures used by the Financial Management Division to calculate liquidity portfolio are those in accordance with the Bank's Chilean Bank GAAP financial statements.

(2) Assets encumbered through repurchase agreements are deducted from the liquidity portfolio

(3) Cash minus reserve requirements

(4) Includes overnight deposits in Central Bank, domestic banks and foreign banks

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The Bank must also comply with the following regulatory limits imposed by the SBIF and the Central Bank:

The sum of the liabilities with a maturity of less than 30 days may not exceed the sum of the assets with a maturity of less than 30 days by more than an amount greater than our capital. This limit must be calculated in local currency and foreign currencies together as one gap. At December 31, 2012 the percentage of (i) our liabilities with a maturity of less than 30 days in excess of our assets with a maturity of less than 30 days to (ii) our capital and reserves was 51%.

The sum of the liabilities in foreign currency with a maturity of less than 30 days may not exceed the sum of the assets in foreign currency with a maturity of less than 30 days by more than an amount greater than our capital. At December 31, 2012 the percentage of (i) our liabilities with a maturity of less than 30 days in foreign currency in excess of our assets in foreign currency with a maturity of less than 30 days to (ii) our capital and reserves was 3%.

The sum of the liabilities with a maturity of less than 90 days may not exceed the sum of the assets with a maturity of less than 90 days by more than 2 times our capital. This limit must be calculated in local currency and foreign currencies together as one gap. At December 31, 2012 the percentage of (i) our liabilities with a maturity of less than 90 days in excess of our assets with a maturity of less than 90 days to (ii) our capital and reserves was 29%.

***Market risk management***

The Bank's internal management of market risk is based chiefly on the procedures and standards of Santander Spain, which are in turn based on analysis of management of three principal components:

trading portfolio;

local financial management portfolio; and

foreign financial management portfolio.

The trading portfolio is comprised chiefly of investments valued at fair market value and free of any restriction on their immediate sale, which are often bought and sold by the Bank with the intention of selling them in the short term to benefit from short term price fluctuations. The trading portfolio also includes the Bank's exposure to foreign currency. The financial management portfolios include all the financial investments not considered to be part of trading portfolio.

***Market risk management of trading portfolio***

The Bank applies VaR methodologies to measure the market risk of its trading portfolio. The Bank has a consolidated commercial position comprised of fixed income investments and foreign currency trading. This portfolio is comprised mostly of Central Bank bonds, mortgage bonds, locally issued, low risk corporate bonds and foreign currencies, mainly US dollars. At the end of each year, the trading portfolio included no stock portfolio investments.

For the Bank, the VaR estimate is made under the historical simulation methodology, which consists of observing the behavior of the profits and losses that would have occurred in the current portfolio if the market conditions for a given historical period had been in force, in order to infer the maximum loss on the basis of that information, with as given degree of confidence. The methodology has the advantage of precisely reflecting the historical distribution of the market variables and not requiring any assumptions regarding the distribution of specific probabilities. All the VaR measures are intended to determine the distribution function for a change in the value of a given portfolio, and once that distribution is known, to calculate the percentile related to the necessary degree of confidence, which will be equal to the value at risk by virtue of those parameters. As calculated by the Bank, the VaR is an estimate of the maximum expected loss of market value for a given portfolio over a 1 day horizon, with a 99.00% confidence level. It is the maximum 1 day loss that the Bank could expect to experience in a given portfolio, with a

99.00% confidence level. In other words, it is the loss that the Bank would expect to

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experience only 1.0% of the time. The VaR provides a single estimate of market risk which is not comparable from one market risk to another. Returns are calculated through the use of a 2 year time window or at least 520 data points obtained since the last reference date for calculation of the VaR going backward in time.

We do not calculate three separate VaRs. We calculate a single VaR for the entire trading portfolio, which in addition is segregated by risk type. The VaR software performs a historical simulation and calculates a Profit and Loss Statement (P&L) for 520 data points (days) for each risk factor (fixed income, foreign currency and variable income.) The P&L of each risk factor is added together and a consolidated VaR is calculated with 520 points or days of data. At the same time a VaR is calculated for each risk factor based on the individual P&L calculated for each individual risk factor. Furthermore, a weighted VaR is calculated in the manner described above, but which gives a greater weighting to the 30 most recent data points. The larger of the two VaRs is the one that is reported. In 2012, 2011 and 2010, we used the same VaR model and there has been no change in methodology or assumptions for subsequent periods.

The Bank uses the VaR estimates to provide a warning when the statistically estimated incurred losses in its trading portfolio would exceed prudent levels, and hence, there are certain predetermined limits.

### *Limitations of the VaR model*

When applying a calculation methodology, no assumptions are made regarding the probability distribution of the changes in the risk factors; the historically observed changes are used for the risk factors on which each position in the portfolio will be valued.

It is necessary to define a valuation function  $f_j(x_i)$  for each instrument  $j$ , preferably the same one used to calculate the market value and income of the daily position. This valuation function will be applied in each scenario to generate simulated prices for all the instruments in each scenario.

In addition, the VaR methodology is subject to the following limitations:

Changes in market rates and prices may not be independent and identically distributed random variables, and may not have a normal distribution; In particular, the assumption of normal distribution may underestimate the probability of extreme market movements;

The historical data used by the Bank may not provide the best estimate of the joint distribution of changes in the risk factors in the future, and any modification of the data may be inadequate; In particular, the use of historical data may fail to capture the risk of potential extreme and adverse market fluctuations, regardless of the time period used;

A 1 day time horizon may not fully capture the market risk positions which cannot be liquidated or covered in a single day; It would not be possible to liquidate or cover all the positions in a single day;

The VaR is calculated at the close of business, but trading positions may change substantially in the course of the trading day;

The use of a 99% degree of confidence does not take account of, or make any statement about, the losses that could occur outside of that degree of confidence; and

A model such as the VaR does not capture all the complex effects of the risk factors over the value of the positions or portfolios, and accordingly, it could underestimate potential losses.

At no time in 2012, 2011 or 2010 did the Bank exceed the VaR limits in respect of the three components which comprise the trading portfolio: fixed income investments, variable income investments and foreign currency investments. We perform back-testing daily and generally find that trading losses exceed our VaR estimate approximately one out of every 100 trading days. At the same time, we set a limit to the maximum VaR that we are willing to accept over our trading portfolio. In 2012, the Bank remained within the maximum limit it had set for VaR, including those



instances in which the actual VaR exceeded the estimate.

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The high, low, and average levels for each component and each year below were as follows:

<b>Consolidated</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>(in millions of U.S.\$)</b>		
<b>VaR:</b>			
High	4.62	11.02	11.18
Low	0.96	2.39	3.53
Average	2.33	6.07	7.25
<b>Fixed income investments:</b>			
High	4.99	11.18	11.37
Low	0.95	2.54	3.63
Average	2.24	6.09	7.21
<b>Variable income investments:</b>			
High	0.07	0.23	0.18
Low	0.00	0.00	0.02
Average	0.00	0.07	0.09
<b>Foreign currency investments:</b>			
High	3.23	3.87	3.91
Low	0.03	0.09	0.48
Average	0.66	0.90	1.68

*Market risk local and foreign financial management*

The Bank's financial management portfolio includes most of the Bank's non-trading assets and liabilities, including the credit/loan portfolio. For these portfolios, investment and financing decisions are strongly influenced by the Bank's commercial strategies.

The Bank uses a sensitivity analysis to measure the market risk of local and foreign currency (not included in the trading portfolio). The Bank performs a simulation of scenarios, which will be calculated as the difference between the present value of the flows in the chosen scenario (a curve with a parallel movement of 100 bp in all its segments) and their value in the base scenario (current market). All the inflation-indexed local currency (UF) positions are adjusted by a sensitivity factor of 0.57, which represents a 57 basis point change in the rate curve for the real rates and a 100 basis point change for the nominal rates. The same scenario is performed for the net foreign currency positions and the interest rates in US dollars. The Bank has also established limits in regard to the maximum loss which these interest rate movements could impose on the capital and net financial income budgeted for the year.

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.  $2ab = 0$ .

*Limitations of the sensitivity models*

The most important assumption is the use of a 100 basis point change in the yield curve (57 basis points for the real rates). The Bank uses a 100 basis point change because sudden changes of that magnitude are considered realistic. The Santander Spain Global Risk Department has established comparable limits by country, to be able to compare, monitor and consolidate the market risk by country in a realistic and orderly way. In addition, the sensitivity simulation methodology should be interpreted with consideration for the following limitations:

The simulation of scenarios assumes that the volumes remain in the Bank's Consolidated General Balance Sheet and are always renewed at maturity, thereby omitting the fact that certain credit risk and prepayment considerations may affect the maturity of certain positions.

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This model assumes an identical change along the entire length of the yield curve and takes no account of the different movements for different maturities.

The model takes no account of the sensitivity of volumes which results from interest rate changes.

The limits to losses of budgeted financial income are calculated on the basis of the financial income foreseen for the year, which may not be actually earned, meaning that the real percentage of financial income at risk may be higher than the expected one.

The following tables show our financial management portfolio as of December 31, 2012, 2011 and 2010:

	2012		2011		2010	
	Effect on net interest income	Effect on equity	Effect on net interest income	Effect on equity	Effect on net interest income	Effect on equity
Financial management portfolio local currency (in millions of Ch\$)						
Loss limit	37,300	167,530	22,380	167,530	37,300	152,300
High	26,233	100,175	19,823	107,745	16,849	126,306
Low	13,885	85,546	590	71,805	2,974	86,573
Average	20,054	92,312	9,053	93,328	10,317	109,133
Financial management portfolio foreign currency (in millions of U.S.\$)						
Loss limit	40.0	44.0	44.0	44.0	46.0	74.0
High	24.3	14.7	22.8	16.0	25.8	11.9
Low	3.7	4.5	3.0	1.2	0.4	0.3
Average	12.8	11.7	14.1	7.8	14.6	3.1
Financial management portfolio consolidated (in millions of Ch\$)						
Loss limit	39,200	167,530	37,300	167,530	37,300	152,300
High	26,437	100,201	21,149	107,845	20,129	126,309
Low	17,037	85,566	7,032	71,863	7,010	86,575
Average	21,165	92,457	13,004	93,417	12,993	109,156

### Market risk Regulatory method

The following table illustrates our market risk exposure according to the Chilean regulatory method, as of December 31, 2012. This information is sent to the SBIF on a quarterly basis. Our maximum exposure to long-term interest rate fluctuations is set at 35% of regulatory capital and is approved by the board of directors.

Regulatory Market Risk	As of December 31, 2012 (Ch\$ million)
<b>Market risk of trading portfolio (EMR)</b>	
Interest rate risk of trading portfolio	55,443
Foreign currency risk of trading portfolio	2,212
Risk from interest rate options	84,593
Risk from foreign currency options	36
<b>Total market risk of trading portfolio</b>	<b>142,284</b>
10% x Risk-weighted assets	2,015,410



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<b>Regulatory Market Risk</b>	<b>As of December 31, 2012</b> <b>(Ch\$ million)</b>
Subtotal	2,157,694
Limit = Regulatory Capital	2,756,279
<b>Available margin</b>	<b>598,585</b>
<b>Non-trading portfolio market risk</b>	
Short-term interest rate risk	76,760
Inflation risk	73,670
Long-term interest rate risk	481,887
<b>Total market risk of non-trading portfolio</b>	<b>632,317</b>
<b>Regulatory limit of exposure to short-term interest rate and inflation risk</b>	
Short-term exposure to interest rate risk	76,760
Exposure to inflation risk	73,670
Limit: 20% of (net interest income + net fee income sensitive to interest rates)	207,134
<b>Available margin</b>	<b>56,704</b>
<b>Regulatory limit of exposure to long-term interest rate risk</b>	
Long-term exposure to interest rate risk	481,887
35% of regulatory capital	964,698
<b>Available margin</b>	<b>482,811</b>
<b>Volume limits</b>	

We have also developed volume limits, which place a cap on the actual size of the different portfolios being monitored.

*Fixed Income: Volume Equivalent.* This system is considered to be an additional limit to the size of our consolidated fixed income trading portfolio. This measure seeks to conform the different instruments in our fixed income trading portfolio and convert the portfolio into a single instrument with a duration of one year. Santander Chile limits the size of this volume equivalent portfolio. The equivalent volume is calculated by the Market Risk and Department and limits are set by the ALCO with respect to the size of the volume equivalent portfolio.

*Net Foreign Currency Trading Position: Maximum Net Position.* We also set an absolute limit on the size of Santander-Chile's consolidated net foreign currency trading position, which is equivalent to the maximum differential allowed between assets and liabilities in foreign currencies, including hedging of this gap. The limit on the size of the net foreign currency position is determined by the Market Committee and is calculated and monitored by the Market Risk Department. At December 31, 2012, this was equal to U.S.\$200 million. This limit in various other currencies is as follows:

<b>Currency</b>	<b>Limit (in millions of U.S.\$)</b>
U.S. dollars	200
Euros	75
Yen	30
Real	20
Mexican peso	20
Colombian peso	20
Other European currencies	20
Other Latin American currencies	10
Other currencies	5
<b>Total Limit</b>	<b>200</b>

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At December 31, 2012, 2011 and 2010, derivatives are valued at market price on the balance sheet and the net unrealized gain (loss) on derivatives is classified as a separate line item on the income statement. In prior periods, the notional amounts were carried off the balance sheet. Banks must mark to market derivatives. A derivative financial instrument held for trading purposes must be marked to market and the unrealized gain or loss recognized in the income statement. The SBIF recognizes three kinds of hedge accounting: (i) cash flow hedges, (ii) fair value hedges and (iii) hedging of foreign investments.

When a cash flow hedge exists, the fair value movements on the part of the hedging instrument that is effective are recognized in equity. Any ineffective portion of the fair value movement on the hedging instrument is recognized in the income statement.

When a fair value hedge exists, the fair value movements on the hedging instrument and the corresponding fair value movements on the hedged item are recognized in the income statement. Hedged items in the balance sheet are presented at their market value.

When a hedge of foreign investment exposure exists (*i.e.* investment in a foreign branch), the fair value movements on the part of the hedging instrument that is effective are recognized in equity. Any ineffective portion of the fair value movement on the hedging instrument is recognized in the income statement.

We classify some of our derivative financial instruments as being held for trading, due to the guidelines from the SBIF. However, substantially all of our derivatives are not actually used for speculative purposes or trading. We use derivatives to hedge our exposure to foreign exchange, interest rate and inflation risks. We had the following derivative financial instruments portfolio as of December 31, 2012, 2011 and 2010:

	As of December 31, 2012			Fair Value	
	Within 3 months	Notional amounts After 3 months but within one year	After one year (Ch\$ million)	Assets	Liabilities
<b>Fair value hedge derivative instruments</b>					
Currency forwards					
Interest rate swaps	95,200	397,092	395,471	12,647	4,054
Cross currency swaps	25,396	14,975	671,942	12,716	4,361
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					
Other Derivatives					
<b>Subtotal</b>	<b>120,596</b>	<b>412,067</b>	<b>1,067,413</b>	<b>25,363</b>	<b>8,415</b>
<b>Cash Flow hedge derivative instruments</b>					
Currency forwards	13,704				298
Interest rate swaps					
Cross currency swaps	268,693	666,668	689,045	1,851	52,589
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					

Other Derivatives

<b>Subtotal</b>	<b>282,397</b>	<b>666,668</b>	<b>689,045</b>	<b>1,851</b>	<b>52,887</b>
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	As of December 31, 2012			Fair Value	
	Within 3 months	Notional amounts		Assets	Liabilities
		After 3 months but within one year	After one year (Ch\$ million)		
<b>Derivative instruments for trading</b>					
Currency forwards	17,560,012	7,109,216	563,301	159,624	187,304
Interest rate swaps	4,578,678	9,882,478	13,752,690	204,800	230,380
Cross currency swaps	1,126,961	3,215,654	11,639,636	899,174	665,100
Call currency options	413,452	8,032		567	1,485
Call interest rate options	3,917	14,458	12,481	24	20
Put currency options	402,234	1,928		1,777	516
Put interest rate options					
Interest rate future					
Other Derivatives	19,415			32	54
<b>Subtotal</b>	<b>24,104,669</b>	<b>20,231,766</b>	<b>25,968,108</b>	<b>1,265,998</b>	<b>1,084,859</b>
<b>Total</b>	<b>24,507,662</b>	<b>21,310,501</b>	<b>27,724,566</b>	<b>1,293,212</b>	<b>1,146,161</b>

	As of December 31, 2011			Fair Value	
	Within 3 months	Notional amounts		Assets	Liabilities
		After 3 months but within one year	After one year (Ch\$ million)		
<b>Fair value hedge derivative instruments</b>					
Currency forwards					
Interest rate swaps		368,885	444,845	22,374	35
Cross currency swaps	30,989		277,469	20,498	869
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					
Other Derivatives					
<b>Subtotal</b>	<b>30,989</b>	<b>368,885</b>	<b>722,314</b>	<b>42,872</b>	<b>904</b>
<b>Cash Flow hedge derivative instruments</b>					
Currency forwards					
Interest rate swaps					
Cross currency swaps	284,875	1,234,882	394,050	94,544	713
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					
Other Derivatives					
<b>Subtotal</b>	<b>284,875</b>	<b>1,234,882</b>	<b>394,050</b>	<b>94,544</b>	<b>713</b>



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	As of December 31, 2011			Fair Value	
	Notional amounts			Assets	Liabilities
	Within 3 months	After 3 months but within one year	After one year (Ch\$ million)		
<b>Derivative instruments for trading</b>					
Currency forwards	14,305,612	8,473,390	604,935	264,574	217,022
Interest rate swaps	5,527,118	11,459,132	13,716,043	264,084	302,327
Cross currency swaps	1,405,419	2,511,430	10,688,479	934,045	769,203
Call currency options	36,180	23,502		740	560
Call interest rate options	5,855	18,773	29,672	68	256
Put currency options	14,416	17,503		750	1,017
Put interest rate options					
Interest rate future					
Other Derivatives	102,084	1,694		219	400
<b>Subtotal</b>	<b>21,396,684</b>	<b>22,505,424</b>	<b>25,039,129</b>	<b>1,464,480</b>	<b>1,290,785</b>
<b>Total</b>	<b>21,712,548</b>	<b>24,109,191</b>	<b>26,155,493</b>	<b>1,601,896</b>	<b>1,292,402</b>

	As of December 31, 2010			Fair Value	
	Notional amounts			Assets	Liabilities
	Within 3 months	After 3 months but within one year	After one year (Ch\$ million)		
<b>Fair value hedge derivative instruments</b>					
Currency forwards					
Interest rate swaps			702,306	5,827	6,464
Cross currency swaps	28,090	229,296	387,024	5,296	28,730
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					
Other Derivatives					
<b>Subtotal</b>	<b>28,090</b>	<b>229,296</b>	<b>1,089,330</b>	<b>11,123</b>	<b>35,194</b>
<b>Cash Flow hedge derivative instruments</b>					
Currency forwards					
Interest rate swaps					
Cross currency swaps	147,872	999,792	379,859	494	120,563
Call currency options					
Call interest rate options					
Put currency options					
Put interest rate options					
Interest rate future					
Other Derivatives					
<b>Subtotal</b>	<b>147,872</b>	<b>999,792</b>	<b>379,859</b>	<b>494</b>	<b>120,563</b>

<b>Derivative instruments for trading</b>					
Currency forwards	10,374,003	6,830,128	792,254	283,722	348,152
Interest rate swaps	2,671,634	7,607,192	13,475,904	204,786	250,812

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	As of December 31, 2010			Fair Value	
	Notional amounts			Assets	Liabilities
	Within 3 months	After 3 months but	After one year (Ch\$ million)		
		within one year			
Cross currency swaps		1,081,609		2,783,653	10,061,745
Call currency options	20,724	29,247	936	272	233
Call interest rate options	34,076	16,690	59,676	82	1,269
Put currency options	6,364	4,906		230	385
Put interest rate options					
Interest rate future					
Other Derivatives	165,208			122	149
<b>Subtotal</b>	<b>14,353,618</b>	<b>17,271,816</b>	<b>24,390,515</b>	<b>1,612,761</b>	<b>1,488,222</b>
<b>Total</b>	<b>14,529,580</b>	<b>18,500,904</b>	<b>25,859,704</b>	<b>1,624,378</b>	<b>1,643,979</b>

**Other subsidiaries**

For VaR measurements and scenario simulations, our consolidated trading and consolidated non-trading portfolios do not consolidate the asset liability structure of the following subsidiaries:

Santander S.A. Corredores de Bolsa

Santander Asset Management S.A. Administradora General de Fondos

Santander S.A. Sociedad Securitizadora

Santander Corredores de Seguros Ltda.

Santander Servicios de Recaudación y Pagos 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 1.1% of our total consolidated assets.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES****A. Debt Securities**

Not applicable.

**B. Warrants and Right**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares**

Our Depository is JPMorgan Chase Bank, N.A., with its principal executive office located at 1 Chase Manhattan Plaza, Floor 58, New York, New York, 10005-1401.

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Each ADS represents the right to receive 400 shares of Common Stock without par value.

Fees charged to investors as outlined in the deposit agreement are the following:

Category of Service	Depository Actions	Associated Fee
(a) Depositing or substituting the underlying shares	Each person to whom ADSs are issued, including against deposits of shares, in respect of share distributions, rights and other distributions, <sup>1</sup> pursuant to a stock dividend or stock split declared by the Bank, pursuant to a merger, exchange of securities or other transaction or event affecting the ADSs.	\$5.00 for each 100 ADSs (or portion thereof) delivered or surrendered.
(b) Receiving or distributing dividends	Distribution of dividends.	\$0.02 per ADS.
(c) Selling or Exercising Rights	Distribution or sale of securities	An amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities.
(d) Transferring an ADR	Transfer of ADRs.	\$1.50 per ADR.
(e) Withdrawing an underlying security	Acceptance of ADRs surrendered for withdrawal of deposited securities.	\$5.00 for each 100 ADSs (or portion thereof) evidenced by the ADRs surrendered.
(f) Expenses of the Depository	Expenses incurred on behalf of holders in connection with: <ul style="list-style-type: none"> <li>i) Stock transfer or other taxes and other governmental charges (including any penalties and/or interest).</li> <li>ii) Cable, telex and facsimile transmission and delivery.</li> <li>iii) Expenses of the Depository in connection with the conversion of foreign currency into US dollars (which are paid out of such foreign currency).</li> <li>iv) Such fees and expenses as are incurred by the Depository (including without limitation expenses incurred on behalf of holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the Depository's or its Custodian's compliance with applicable law, rule or regulation.</li> </ul>	Expenses payable at the sole discretion of the depository.

<sup>1</sup> The Depository may sell (by public or private sale) sufficient securities and property received in respect of such share distributions, rights and other distributions prior to such deposit to cover such charge.

**Direct and Indirect Payments**

The Depository, has agreed to reimburse certain of our reasonable expenses related to our ADR program and incurred by us in connection with the program. Under certain circumstances, including termination of the program, we are required to repay to the Depository amounts reimbursed in prior periods.

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The reimbursements include direct payments (legal and accounting fees incurred in connection with preparation of Form 20-F and ongoing SEC compliance and listing requirements, listing fees, investor relations expenses, advertising and public relations expenses and fees payable to service providers for the distribution of hard copy materials to beneficial ADR holders in the Depositary Trust Company, such as information related to shareholders' meetings and related voting instruction cards); and indirect payments (third-party expenses paid directly and fees waived).

In 2012, the Depositary made direct payments and reimbursements to us in the amount of U.S.\$287,535 for expenses related to investor relations.



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**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**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

As of December 31, 2012, the Bank, under the supervision and with the participation of the Bank's management, including its Disclosure Committee, the President, the Chief Executive Officer, the Chief Financial Officer and the Financial Controller, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(f) under the Exchange Act). There are, as described below, inherent limitations to the effectiveness of any control system, including disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can provide only reasonable assurance of achieving their control objectives.

Based on such evaluation, the Bank's Disclosure Committee, the President, the Chief Executive Officer, the Chief Financial Officer and the Financial Controller concluded that the Bank's disclosure controls and procedures were effective in ensuring that information relating to the Bank, including its consolidated subsidiaries, required to be disclosed in the reports it files under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) accumulated and communicated to the management, including its Disclosure Committee and principal financial officers as appropriate to allow timely decisions regarding required disclosure.

**Management's Report on Internal Control Over Financial Reporting**

The Bank's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. The Bank's internal control over financial reporting is a process designed by, or under the supervision of, the Bank's principal executive and principal financial officers and effected by the Bank's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS-IASB and includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Bank;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS-IASB, and that our receipts and expenditures are being made only in accordance with authorizations of the Bank's management and directors; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting, no matter how well designed may not prevent or detect misstatements, due to the possibility that a control can be circumvented or overridden or that misstatements due to error or fraud may occur that are not detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Under the supervision and with the participation of the Bank's management, including the Disclosure Committee, the President, the Chief Executive Officer, the Chief Financial Officer and the Financial Controller, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in the Enterprise-Wide Risk Management - Integrated Framework.

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Based on this assessment, our management concluded that, as of December 31, 2012, our internal control over financial reporting was effective based on those criteria.

Our internal control over financial reporting as of December 31, 2012 has been audited by an independent registered public accounting firm, as stated in its report, which follows below.

**Changes in Internal Control Over Financial Reporting**

There has been no change in the Bank's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

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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 internal control over financial reporting of Banco Santander Chile and subsidiaries (the Bank) as of December 31, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Bank's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Bank's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Bank maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), the consolidated financial statements as of and for the year ended December 31, 2012 of the Bank and our report dated April 30, 2013 expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the translation of Chilean peso amounts into U.S. dollar amounts in conformity with the basis stated in Note 1e. and that such U.S. dollar amounts are presented solely for the convenience of readers in the United States of America.

/s/ Deloitte

Santiago, Chile

April 30, 2013

**Table of Contents****ITEM 16. [RESERVED]****ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our Board of Directors has determined that one of the members of our Audit Committee, Víctor Arbulú Crousillat, meets the requirements of an audit committee financial expert in accordance with SEC rules and regulations, in that he has an understanding of IFRS-IASB and financial statements, the ability to assess the general application of IFRS-IASB 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 four 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.

All four members of our Audit Committee are considered to be independent according to applicable NYSE criteria. Víctor Arbulú Crousillat is relying on the exemption provided by Rule 10A-3(b)(1)(iv)(B), which allows an otherwise independent director to serve on both the audit committee of the issuer and the Board of Directors of an affiliate.

**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. We will provide to any person without charge, upon request, a copy of our code of ethics. Please email [rmorenoh@santander.cl](mailto:rmorenoh@santander.cl) to request a copy. Our code of ethics is available on our website, which does not form part of this Annual Report on Form 20-F, at [www.santander.cl](http://www.santander.cl) under the heading *Información Corporativa*.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Amounts paid to the auditors for statutory audit and other services were as follows:

	2012	2011
	(in millions of Ch\$)	
Audit Fees		
- Statutory audit	494	325
- Audit-related regulatory reporting	255	148
Tax Fees		
- Compliance		
- Advisory Services	67	89
All Other Fees	219	442
<b>Total</b>	<b>1,035</b>	<b>1,004</b>

**Statutory audit:** Consists of fees billed for professional services rendered in connection with the audit of our consolidated financial statements that are provided by Deloitte Auditores y Consultores Limitada 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 were specifically related to the performance of the audit and review of our filings under the Securities 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.

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### **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

In 2012, neither Santander-Chile nor any of its affiliates purchased any of Santander-Chile's equity securities.

### **ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

### **ITEM 16G. CORPORATE GOVERNANCE**

#### **Summary Comparison of Corporate Governance Standards and NYSE Listed Company Standards**

Our corporate governance standards, dictated by Chilean corporate law, differ from the standards followed by U.S. companies under the New York Stock Exchange (NYSE) listing standards in a number of ways. Consequently, you will not have the same protections afforded to shareholders of companies that are subject to all NYSE corporate governance requirements. The following is a non-exhaustive summary of a few key differences:

Whether a company's executive officers may serve as its directors – the NYSE standards do not prohibit a U.S. company's executive officer from also serving as a director, whereas our corporate governance standards prohibits this.

Whether the shareholders must be given an opportunity to vote on equity-compensation plans – the NYSE standards require that shareholders be allowed to vote on all equity compensation plans of a U.S. company, whereas our corporate governance standards only require that shareholders be allowed to vote on director compensation.

The adoption and disclosure of corporate governance guidelines – the NYSE standards require all U.S. companies listed on the NYSE to adopt the NYSE corporate governance guidelines, whereas we follow the corporate governance guidelines established under Chilean law.

As more than 50% of our voting power is held by another company, Santander Spain, we would be permitted to elect for certain exemptions under NYSE corporate governance standards if we were a U.S. company. 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 we would not be required to follow these standards if we were a U.S. company, we have not summarized the differences, if any, between these provisions and our own corporate governance procedures.

#### **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 Spain, 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.

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Segregation of functions in order to assure adequate management 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.

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



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

Equal treatment for all shareholders: one share equals to one vote.

Monthly publication of the Bank's results by the SBIF.

Quarterly report of a detailed analysis of Bank results published by us at least 30 days after the close of each interim quarter and 40 days after close of the full year.

Quarterly conference call open to the public.

All information relevant to the public available immediately on the web page [www.santander.cl](http://www.santander.cl).

Ample and periodic coverage of the Bank by international and local stock analysts.

The Bank has five credit risk ratings by five independent rating agencies, domestic and international.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**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 part of this Annual Report.

**ITEM 19. EXHIBITS**

**a) Index to Financial Statements**

Review report of independent registered public accounting firm F-3

Audited consolidated financial statements:

Consolidated Statements of Financial Position as of December 31, 2012, 2011 and 2010 F-4

Consolidated Statements of Income for each of the three years in the period ended December 31, 2012, 2011 and 2010 F-5

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<u>Consolidated Statements of Changes in Equity for each of the three years in the period ended December 31, 2012, 2011 and 2010</u>	F-7
<u>Consolidated Statements of Cash Flow for each of the three years in the period ended December 31, 2012, 2011 and 2010</u>	F-8
<u>Notes to audited consolidated financial statements</u>	F-9

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<b>Exhibit Number</b>	<b>Description</b>
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) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-4554) filed with the Commission on June 30, 2005).
1B.2	Amended and Restated By-Laws ( <i>estatutos</i> ) of Santander-Chile (English Version) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-4554) filed with the Commission on June 30, 2005).
2A.1	Form of Amended and Restated Deposit Agreement, dated August 4, 2008, among Banco Santander-Chile, JPMorgan Chase Bank, N.A. (as depository) and Holders of American Depositary Receipts (incorporated by reference to our Registration Statement on Form F-6 (Registration No. 333-152664) filed with the Commission on July 31, 2008).
2A.2	Form of Foreign Investment Contract among Banco Santiago, JPMorgan Chase Bank, N.A. 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 Old 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).
2A.4	Form of Amended and Restated Deposit Agreement, dated October 22, 2012 among Banco Santander-Chile, JPMorgan Chase Bank, N.A. (as depository) and Holders of American Depositary Receipts (incorporated by reference to our Registration Statement on Form F-6 (Registration No. 333-184234) filed with the Commission on October 2, 2012).
2B.1	Agreement for the Issuance of Bonds dated November 26, 1996 between Old Santander-Chile and Banco Security (accompanied by an English translation) (incorporated by reference to Old 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.2	Indenture dated December 9, 2004 between Santander-Chile and Deutsche Bank Trust Company Americas, as trustee, providing for issuance of securities in series (incorporated by reference to Banco Santiago's Annual Report on Form 20-F for the fiscal year ended December 31, 2005 (File No. 1-4554) filed with the Commission on April 12, 2006).
2B.3	Indenture dated March 16, 2001, as amended on May 30, 2003, October 22, 2004, May 3, 2005, and September 20, 2005 between Santander-Chile and Banco de Chile, as trustee, relating to issuance of UF14 million senior notes (copy to be furnished upon request).

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- 8.1 List of Subsidiaries (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-4554) filed with the Commission on June 30, 2005).
- 11.1 Code of Conduct for Executive Personnel of Banco Santander-Chile and Subsidiaries (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-4554) filed with the Commission on June 30, 2005).
- 11.2 Code of Conduct for all Grupo Santander Personnel (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-4554) filed with the Commission on June 30, 2005).
- 12.1 Section 302 Certification by the Chief Executive Officer.
- 12.2 Section 302 Certification by the Chief Financial Officer.
- 12.3 Section 302 Certification by the Financial Controller.
- 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.

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**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/ Cristian Florence  
Name: Cristian Florence  
Title: General Counsel

Date: April 30, 2013

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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 statements of financial position of Banco Santander Chile and subsidiaries (the Bank) as of December 31, 2012, and 2011, and the corresponding consolidated statements of income, comprehensive income, changes in equity, and cash flow for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). 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, such consolidated financial statements present fairly, in all material respects, the financial position of Banco Santander Chile and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS-IASB).

Our audits also comprehended the translation of Chilean peso amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 1e. The translation into U.S. dollars has been made solely for the convenience of readers in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), the Bank's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 30, 2013 expressed an unqualified opinion on the Bank's internal control over financial reporting.

/s/ Deloitte

April 30, 2013

Santiago, Chile

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Deloitte Touche Tohmatsu Limited es una compañía privada limitada por garantía constituida en Inglaterra & Gales bajo el número 07271800, y su domicilio registrado: Hill House, 1 Little New Street, London, EC4A 3TR, Reino Unido.





**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

		As of December 31,		
		2012	2012	2011
	NOTE	ThUS\$	MCh\$	MCh\$
<b>ASSETS</b>				
Cash and deposits in banks	5	2,611,285	1,250,414	2,793,701
Cash items in process of collection	5	1,086,493	520,267	276,454
Trading investments	6	706,457	338,287	409,763
Investments under resale agreements	7	14,604	6,993	12,928
Financial derivative contracts	8	2,700,662	1,293,212	1,601,896
Interbank loans, net	9	188,815	90,414	87,677
Loans and accounts receivable from customers, net	10	38,271,254	18,326,190	16,858,637
Available for sale investments	12	3,813,633	1,826,158	1,661,311
Held to maturity investments	12	-	-	-
Investments in associates and other companies	13	15,901	7,614	8,728
Intangible assets	14	182,410	87,347	80,739
Property, plant, and equipment	15	338,757	162,214	153,059
Current taxes	16	21,357	10,227	37,253
Deferred taxes	16	379,405	181,678	136,521
Other assets	17	1,375,949	658,873	550,326
<b>TOTAL ASSETS</b>		<b>51,706,982</b>	<b>24,759,888</b>	<b>24,668,993</b>
<b>LIABILITIES</b>				
Deposits and other demand liabilities	18	10,379,073	4,970,019	4,413,815
Cash items in process of being cleared	5	595,078	284,953	89,486
Obligations under repurchase agreements	7	635,099	304,117	544,381
Time deposits and other time liabilities	18	19,029,368	9,112,213	8,921,114
Financial derivative contracts	8	2,393,570	1,146,161	1,292,402
Interbank borrowings	19	3,003,034	1,438,003	1,920,092
Issued debt instruments	20	9,546,390	4,571,289	4,623,239
Other financial liabilities	20	402,237	192,611	176,599
Current taxes	16	1,096	525	1,498
Deferred taxes	16	19,931	9,544	5,315
Provisions	22	400,535	191,796	187,557
Other liabilities	23	712,695	341,274	398,977
<b>TOTAL LIABILITIES</b>		<b>47,118,106</b>	<b>22,562,505</b>	<b>22,574,475</b>
<b>EQUITY</b>				
<b>Attributable to the Bank's shareholders:</b>		<b>4,517,319</b>	<b>2,163,118</b>	<b>2,060,717</b>
Capital	25	1,861,341	891,303	891,303
Reserves	25	2,039,388	976,561	802,528
Valuation adjustments	25	(7,896)	(3,781)	2,832
<b>Retained earnings</b>		<b>624,486</b>	<b>299,035</b>	<b>364,054</b>
Retained earnings of prior years	25	103,352	49,490	82,841
Income for the year	25	744,477	356,493	401,733

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Minus: Provision for mandatory dividends	25	(223,343)	(106,948)	(120,520)
<b>Non-controlling interest</b>	27	<b>71,557</b>	<b>34,265</b>	<b>33,801</b>
<b>TOTAL EQUITY</b>		<b>4,588,876</b>	<b>2,197,383</b>	<b>2,094,518</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>51,706,982</b>	<b>24,759,888</b>	<b>24,668,993</b>

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**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF INCOME**

For the years ended

	NOTE	2012 ThUS\$	December 31, 2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>OPERATING INCOME</b>					
Interest income	28	3,948,946	1,890,953	1,768,735	1,412,983
Interest expense	28	(1,771,367)	(848,219)	(796,435)	(473,264)
<b>Net interest income</b>		<b>2,177,579</b>	<b>1,042,734</b>	<b>972,300</b>	<b>939,719</b>
Fee and commission income	29	752,693	360,427	363,041	338,183
Fee and commission expense	29	(187,647)	(89,855)	(85,205)	(74,601)
<b>Net fee and commission income</b>		<b>565,046</b>	<b>270,572</b>	<b>277,836</b>	<b>263,582</b>
Net income from financial operations (net trading income)	30	(133,819)	(64,079)	170,857	38,755
Foreign exchange profit (loss), net	31	305,687	146,378	(76,660)	57,233
Other operating income	36	27,368	13,105	18,749	43,608
<b>Net operating profit before loans losses</b>		<b>2,941,861</b>	<b>1,408,710</b>	<b>1,363,082</b>	<b>1,342,897</b>
Provision for loan losses	32	(843,045)	(403,692)	(316,137)	(253,915)
<b>NET OPERATING PROFIT</b>		<b>2,098,816</b>	<b>1,005,018</b>	<b>1,046,945</b>	<b>1,088,982</b>
Personnel salaries and expenses	33	(627,123)	(300,298)	(280,613)	(250,265)
Administrative expenses	34	(382,957)	(183,379)	(166,825)	(147,343)
Depreciation and amortization	35	(117,717)	(56,369)	(53,466)	(49,403)
Impairment	35	(188)	(90)	(116)	(4,925)
Other operating expenses	36	(124,542)	(59,637)	(64,208)	(45,402)
<b>Total operating expenses</b>		<b>(1,252,527)</b>	<b>(599,773)</b>	<b>(565,228)</b>	<b>(497,338)</b>
<b>OPERATING INCOME</b>		<b>846,289</b>	<b>405,245</b>	<b>481,717</b>	<b>591,644</b>
Income from investments in other companies	13	558	267	2,140	1,171
<b>Income before tax</b>		<b>846,847</b>	<b>405,512</b>	<b>483,857</b>	<b>592,815</b>
Income tax expense	16	(92,710)	(44,394)	(77,193)	(85,343)
<b>NET INCOME FOR THE YEAR</b>		<b>754,137</b>	<b>361,118</b>	<b>406,664</b>	<b>507,472</b>

Attributable to:

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Bank shareholders (Equity holders of the Bank)		744,477	356,493	401,733	505,393
Non-controlling interest	27	9,660	4,625	4,931	2,079
Earnings per share attributable to Bank shareholders: (expressed in Chilean pesos)					
Basic earnings	25	0.004	1.892	2.132	2.682
Diluted earnings	25	0.004	1.892	2.132	2.682

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**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

For the years ended

			December 31,		
	NOTE	2012 ThUS\$	2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>CONSOLIDATED NET INCOME FOR THE YEAR</b>		<b>754,137</b>	<b>361,118</b>	<b>406,664</b>	<b>507,472</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
Available for sale investments	12	(27,274)	(13,060)	21,639	10,708
Cash flow hedge	25	10,277	4,921	(11,564)	15,120
<b>Other comprehensive (loss) income before income tax</b>		<b>(16,997)</b>	<b>(8,139)</b>	<b>10,075</b>	<b>25,828</b>
Income tax related to other comprehensive income	16	3,283	1,572	(1,880)	(4,273)
<b>Total other comprehensive (loss) income</b>		<b>(13,714)</b>	<b>(6,567)</b>	<b>8,195</b>	<b>21,555</b>
<b>CONSOLIDATED COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>740,423</b>	<b>354,551</b>	<b>414,859</b>	<b>529,027</b>
Attributable to:					
Bank shareholders (Equity holders of the Bank)		730,668	349,880	409,745	527,017
Non-controlling interest	27	9,755	4,671	5,114	2,010

**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

For the years ended December 31, 2012, 2011 and 2010

	ACCUMULATED OTHER COMPREHENSIVE											
	RESERVES		INCOME			RETAINED EARNINGS						
	Capital	Reserves and other retained earnings	Effects of merger of companies under common control	Available for sale investments	Cash flow hedge	Income tax	Retained earnings of prior years	Income for the period	Provision for mandatory dividends	Total attributable to Bank shareholders	Non-controlling interest	Total Equity
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Equity as of December 31, 2009</b>	<b>891,303</b>	<b>494,164</b>	<b>(2,224)</b>	<b>(29,132)</b>	<b>(3,162)</b>	<b>5,490</b>	<b>1,575</b>	<b>431,557</b>	<b>(129,467)</b>	<b>1,660,104</b>	<b>29,799</b>	<b>1,689,903</b>
Distribution of income from previous period	-	-	-	-	-	-	431,557	(431,557)	-	-	-	-
<b>Equity as of January 1, 2010</b>	<b>891,303</b>	<b>494,164</b>	<b>(2,224)</b>	<b>(29,132)</b>	<b>(3,162)</b>	<b>5,490</b>	<b>433,132</b>	<b>-</b>	<b>(129,467)</b>	<b>1,660,104</b>	<b>29,799</b>	<b>1,689,903</b>
Increase or decrease of capital and reserves	-	-	-	-	-	-	-	-	-	-	-	-
Dividend distributions/withdrawals made	-	-	-	-	-	-	(258,752)	-	129,467	(129,285)	-	(129,285)
Other changes in equity	-	119,727	-	-	-	-	(119,777)	-	-	(50)	-	(50)
Provisions for mandatory dividends	-	-	-	-	-	-	-	-	(151,618)	(151,618)	-	(151,618)
Subtotals	-	<b>119,727</b>	-	-	-	-	<b>(378,529)</b>	-	<b>(22,151)</b>	<b>(280,953)</b>	-	<b>(280,953)</b>
Other comprehensive income	-	-	-	10,791	15,120	(4,287)	-	-	-	21,624	(69)	21,555
Income for the period	-	-	-	-	-	-	-	505,393	-	505,393	2,079	507,472
Subtotals	-	-	-	<b>10,791</b>	<b>15,120</b>	<b>(4,287)</b>	-	<b>505,393</b>	-	<b>527,017</b>	<b>2,010</b>	<b>529,027</b>
<b>Equity as of December 31, 2010</b>	<b>891,303</b>	<b>613,891</b>	<b>(2,224)</b>	<b>(18,341)</b>	<b>11,958</b>	<b>1,203</b>	<b>54,603</b>	<b>505,393</b>	<b>(151,618)</b>	<b>1,906,168</b>	<b>31,809</b>	<b>1,937,977</b>
Distribution of income from previous period	-	-	-	-	-	-	505,393	505,393	-	-	-	-
<b>Equity as of January 1, 2011</b>	<b>891,303</b>	<b>613,891</b>	<b>(2,224)</b>	<b>(18,341)</b>	<b>11,958</b>	<b>1,203</b>	<b>559,996</b>	<b>-</b>	<b>(151,618)</b>	<b>1,906,168</b>	<b>31,809</b>	<b>1,937,977</b>
Increase or decrease of capital and	-	-	-	-	-	-	-	-	-	-	-	-

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reserves													
Dividends distributions / Withdrawals made	-	-	-	-	-	-	(286,294)	-	151,618	(134,676)	(3,122)	(137,798)	
Other changes in equity	-	190,861	-	-	-	-	(190,861)	-	-	-	-	-	
Provisions for mandatory dividends	-	-	-	-	-	-	-	-	(120,520)	(120,520)	-	(120,520)	
<b>Subtotals</b>	<b>-</b>	<b>190,861</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(477,155)</b>	<b>-</b>	<b>31,098</b>	<b>(255,196)</b>	<b>(3,122)</b>	<b>(258,318)</b>	
Other comprehensive income	-	-	-	21,418	(11,564)	(1,842)	-	-	-	8,012	183	8,195	
Income for the period	-	-	-	-	-	-	-	401,733	-	401,733	4,931	406,664	
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21,418</b>	<b>(11,564)</b>	<b>(1,842)</b>	<b>-</b>	<b>401,733</b>	<b>-</b>	<b>409,745</b>	<b>5,114</b>	<b>414,859</b>	
<b>Equity as of December 31, 2011</b>	<b>891,303</b>	<b>804,752</b>	<b>(2,224)</b>	<b>3,077</b>	<b>394</b>	<b>(639)</b>	<b>82,841</b>	<b>401,733</b>	<b>(120,520)</b>	<b>2,060,717</b>	<b>33,801</b>	<b>2,094,518</b>	
<b>Equity as of December 31, 2011</b>	<b>891,303</b>	<b>804,752</b>	<b>(2,224)</b>	<b>3,077</b>	<b>394</b>	<b>(639)</b>	<b>82,841</b>	<b>401,733</b>	<b>(120,520)</b>	<b>2,060,717</b>	<b>33,801</b>	<b>2,094,518</b>	
Distribution of income from previous period	-	-	-	-	-	-	401,733	(401,733)	-	-	-	-	
<b>Equity as of January 1, 2012</b>	<b>891,303</b>	<b>804,752</b>	<b>(2,224)</b>	<b>3,077</b>	<b>394</b>	<b>(639)</b>	<b>484,574</b>	<b>-</b>	<b>(120,520)</b>	<b>2,060,717</b>	<b>33,801</b>	<b>2,094,518</b>	
Increase or decrease of capital and reserves	-	-	-	-	-	-	-	-	-	-	-	-	
Dividends distributions / Withdrawals made	-	-	-	-	-	-	(261,051)	-	120,520	(140,531)	(4,207)	(144,738)	
Other changes in equity	-	174,033	-	-	-	-	(174,033)	-	-	-	-	-	
Provision for mandatory dividends	-	-	-	-	-	-	-	-	(106,948)	(106,948)	-	(106,948)	
<b>Subtotals</b>	<b>-</b>	<b>174,033</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(435,084)</b>	<b>-</b>	<b>13,572</b>	<b>(247,479)</b>	<b>(4,207)</b>	<b>(251,686)</b>	
Other comprehensive income	-	-	-	(13,118)	4,921	1,584	-	-	-	(6,613)	46	(6,567)	
Income for the period	-	-	-	-	-	-	-	356,493	-	356,493	4,625	361,118	
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(13,118)</b>	<b>4,921</b>	<b>1,584</b>	<b>-</b>	<b>356,493</b>	<b>-</b>	<b>349,880</b>	<b>4,671</b>	<b>354,551</b>	
<b>Equity as of December 31, 2012</b>	<b>891,303</b>	<b>978,785</b>	<b>(2,224)</b>	<b>(10,041)</b>	<b>5,315</b>	<b>945</b>	<b>49,490</b>	<b>356,493</b>	<b>(106,948)</b>	<b>2,163,118</b>	<b>34,265</b>	<b>2,197,383</b>	

Period	Total attributable to Bank shareholders		Allocated to	Percentage	Number of	Dividend per share
			dividends	distributed	shares	(in pesos)
	MCh\$	MCh\$	MCh\$	%		
Year 2011 (Shareholders Meeting April 2012)	435,084	174,033	261,051	60	188,446,126,794	1.385
Year 2010 (Shareholders Meeting April 2011)	477,155	190,861	286,294	60	188,446,126,794	1.519





**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOW**

For the years ended

		December 31,			
		2012	2012	2011	2010
	NOTE	ThUS\$	MCh\$	MCh\$	MCh\$
<b>A - CASH FLOWS FROM OPERATING ACTIVITIES</b>					
<b>CONSOLIDATED INCOME BEFORE TAX</b>					
		<b>846,847</b>	<b>405,512</b>	<b>483,857</b>	<b>592,815</b>
<b>Debits (credits) to income that do not represent cash flows</b>		<b>(1,788,275)</b>	<b>(856,316)</b>	<b>(883,431)</b>	<b>(910,920)</b>
Depreciation and amortization	35	117,717	56,369	53,466	49,403
Impairment of property, plant, and equipment	15	188	90	116	4,925
Provision for loan losses	32	911,991	436,707	351,962	284,394
Mark to market of trading investments		(20,837)	(9,978)	(5,331)	6,940
Income from investments in other companies	13	(558)	(267)	(2,140)	(1,171)
Net gain on sale of assets received in lieu of payment	36	(5,542)	(2,654)	(5,629)	(1,556)
Provisions for assets received in lieu of payment	36	15,759	7,546	-	-
Net gain on sale of investments in other companies	36	(1,251)	(599)	-	-
Net gain on sale of property, plant and equipment	36	(19,200)	(9,194)	(11,863)	(31,225)
Charge off of assets received in lieu of payment	36	-	-	-	-
Net interest income	28	(2,177,580)	(1,042,734)	(972,300)	(939,719)
Net fee and commission income	29	(565,045)	(270,572)	(277,836)	(263,582)
Debits (credits) to income that do not represent cash flows		38,267	18,324	24,181	(427)
Changes in assets and liabilities due to deferred taxes	16	(82,184)	(39,354)	(38,057)	(18,902)
<b>Increase/decrease in operating assets and liabilities</b>		<b>(1,468,371)</b>	<b>(703,129)</b>	<b>1,956,464</b>	<b>254,068</b>
Increase of loans and accounts receivables from customers, net		(2,590,429)	(1,240,427)	(1,498,982)	(1,929,692)
Increase of foreign investments		(194,992)	(93,372)	(217,424)	778,084
Proceeds from maturity of resale agreements (assets)		12,394	5,935	158,057	156,965
Increase of Interbank loans		(6,234)	(2,985)	(17,869)	(46,302)
Decrease of assets received or awarded in lieu of payment		97,030	46,463	51,061	29,204
Increase of debits in customers checking accounts		965,578	462,367	213,424	553,745
Increase of time deposits and other time liabilities		408,343	195,535	1,652,579	83,500
Increase obligations with domestic banks		-	-	-	(26,301)
Increase (decrease) of other demand liabilities or time obligations		195,965	93,838	(36,043)	149,155
Increase (decrease) of obligations with foreign banks		(1,005,904)	(481,677)	336,614	(436,582)
Decrease of obligations with Central Bank of Chile		(860)	(412)	(497)	(543)
Increase (decrease) due to repurchase agreements (liabilities)		(501,752)	(240,264)	249,656	(819,880)
Increase by other financial liabilities		33,438	16,012	10,310	4,992
Net increase of other assets and liabilities		(1,389,145)	(665,192)	(416,375)	(510,652)
Redemption of letters of credit		(95,708)	(45,830)	(86,747)	(94,281)
Senior bond issuances		1,301,988	623,457	590,250	1,459,072
Redemption of senior bonds and payments of interest		(1,059,557)	(507,369)	(283,570)	(225,315)
Issuance of subordinated bonds		-	-	111,458	116,871
Redemption of subordinated bonds and payments of interest		(283,765)	(135,881)	(34,879)	(35,613)
Interest received		3,990,245	1,910,729	1,787,128	1,384,762
Interest paid		(1,819,213)	(871,130)	(813,125)	(516,441)
Dividends received from investments in other companies	13	1,871	896	795	1,081
Fees and commissions received	29	752,693	360,427	363,041	338,183
Fees and commissions paid	29	(187,647)	(89,855)	(85,205)	(74,601)
Income tax paid	16	(92,710)	(44,394)	(77,193)	(85,343)
<b>Net cash flow (used in) provided by operating activities</b>		<b>(2,409,799)</b>	<b>(1,153,933)</b>	<b>1,556,890</b>	<b>(64,037)</b>



**Table of Contents****Banco Santander Chile and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOW**

For the years ended

		December 31,			
	NOTE	2012 ThUS\$	2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>B - CASH FLOWS FROM INVESTMENT ACTIVITIES:</b>					
Purchases of property, plant, and equipment	15	(76,722)	(36,738)	(26,689)	(19,001)
Sales of property, plant, and equipment	15	13,727	6,573	8,645	27,317
Purchases of investments in other companies	13	(128)	(61)	-	(4)
Sales of investments in other companies	13	837	401	-	-
Purchase of intangibles assets	14	(88,256)	(42,261)	(34,051)	(28,331)
<b>Net cash flow used in investment activities</b>		<b>(150,542)</b>	<b>(72,086)</b>	<b>(52,095)</b>	<b>(20,019)</b>
<b>C - CASH FLOW FROM FINANCING ACTIVITIES:</b>					
<b>From shareholders financing activities</b>		<b>(545,162)</b>	<b>(261,051)</b>	<b>(286,294)</b>	<b>(258,752)</b>
Dividends paid		(545,162)	(261,051)	(286,294)	(258,752)
<b>From non-controlling-interest financing activities</b>		<b>(8,786)</b>	<b>(4,207)</b>	<b>(3,122)</b>	<b>(4)</b>
Dividends and/or withdrawals paid	25	(8,786)	(4,207)	(3,122)	(4)
<b>Net cash flow used in financing activities</b>		<b>(553,948)</b>	<b>(265,258)</b>	<b>(289,416)</b>	<b>(258,756)</b>
<b>D NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR</b>					
		<b>(3,114,289)</b>	<b>(1,491,277)</b>	<b>1,215,379</b>	<b>(342,812)</b>
<b>E EFFECTS OF FOREIGN EXCHANGE RATE FLUCTUATIONS</b>					
		<b>(7,652)</b>	<b>(3,664)</b>	<b>(71,151)</b>	<b>(56,865)</b>
<b>F - INITIAL BALANCE OF CASH AND CASH EQUIVALENTS</b>					
		<b>6,224,640</b>	<b>2,980,669</b>	<b>1,836,441</b>	<b>2,236,118</b>
<b>FINAL BALANCE OF CASH AND CASH EQUIVALENTS</b>	<b>5</b>	<b>3,102,699</b>	<b>1,485,728</b>	<b>2,980,669</b>	<b>1,836,441</b>

December 31,

**Reconciliation of provisions for the Consolidated****Statements of Cash Flow**

	2012 ThUS\$	2012 MCh\$	2011 MCh\$	2010 MCh\$
Provisions for loan losses for cash flow purposes	911,991	436,707	351,962	284,394
Recovery of loans previously charged off	(68,946)	(33,015)	(35,825)	(30,479)
<b>Provision for loan losses - net</b>	<b>843,045</b>	<b>403,692</b>	<b>316,137</b>	<b>253,915</b>

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**Banco Santander Chile and Subsidiaries****Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****CORPORATE INFORMATION**

Banco Santander Chile (formerly Banco Santiago) is a corporation (sociedad anónima bancaria) organized under the laws of the Republic of Chile, headquartered at Bandera #140, Santiago, which provides a broad range of general banking services to its customers, from individuals to major corporations. Banco Santander Chile and its affiliates (collectively referred to herein as the Bank or Banco Santander Chile) offer commercial and consumer banking services, as well as other services, including factoring, collection, leasing, securities and insurance brokerage, mutual and investment fund management, and investment banking.

A Special Meeting of Shareholders of Banco Santiago was held on July 18, 2002, the minutes of which were notarized as a public deed on July 19, 2002 at the Notarial Office of Santiago before Notary Nancy de la Fuente Hernández, and it was agreed to merge Banco Santander Chile with Banco Santiago by merging the former into the latter, which acquired the former's assets and liabilities. It was likewise agreed to dissolve Banco Santander Chile in advance and change the name of Banco Santiago to Banco Santander Chile. This change was authorized by Resolution No.79 of the Superintendency of Banks and Financial Institutions (SBIF), adopted on July 26, 2002, published in the Official Journal on August 1, 2002 and registered on page 19,992 under number 16,346 for the year 2002 in the Registry of Commerce of the Curator of Real Estate of Santiago.

In addition to the amendments to the bylaws discussed above, the bylaws have been amended on multiple occasions, the last time at the Special Shareholders Meeting of April 24, 2007, the minutes of which were notarized as a public deed on May 24, 2007 at the Notarial Office of Nancy de la Fuente Hernández. This amendment was approved pursuant to Resolution No.61 of June 6, 2007 of the Superintendency of Banks and Financial Institutions. An extract thereof and the resolution were published in the Official Journal of June 23, 2007 and registered in the Registry of Commerce for 2007 on page 24,064 under number 17,563 of the aforementioned Curator.

Banco Santander Spain controls Banco Santander-Chile through its holdings in Teatinos Siglo XXI Inversiones Ltda. and Santander-Chile Holding S.A., which are controlled subsidiaries by Banco Santander Spain. As of December 31, 2012 Banco Santander Spain owns or controls directly and indirectly 99.5% of the Santander-Chile Holding S.A. and 100% of Teatinos Siglo XXI Inversiones Ltda. This gives Banco Santander Spain control over 67.18% of the Bank's shares.

**a) Basis of preparation**

These Consolidated Financial Statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

For purposes of these financial statements we use certain terms and conventions. References to US\$ , U.S. dollars and dollars are to United States dollars, references to EUR are to European Economic Community Euro, references to CNY are to Chinese Yuan or renminbi, references to CHF are to Swiss franc, 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) for the previous month.

The UF is revalued in monthly cycles. Each day in the period beginning on 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 a proportionate amount of the change in the Chilean Consumer Price Index during the prior calendar month. One UF equaled Ch\$ 22,294.03 as of December 31, 2011 and Ch\$22,840.75 as of December 31, 2012. In 2012, UF inflation was 2.5% compared to 3.9% in 2011. The effect of any changes in the nominal peso value of our UF-denominated interest earning assets and interest bearing liabilities is reflected in our results of operations as an

increase (or decrease, in the event of deflation) in interest income and expense, respectively.

**b) Basis of preparation for the Consolidated Financial Statements**

The Consolidated Financial Statements consolidate the separate (individual) financial statements of the Bank and the companies that participate in the consolidation as of December 31, 2012 and 2011; and include the adjustments, reclassifications and eliminations needed to comply with the accounting policies and valuation criteria established by the IFRS as issued by IASB.

**Table of Contents****Banco Santander Chile and Subsidiaries****Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:****i. Subsidiaries**

Subsidiaries are defined as entities over which the Bank has the ability to exercise control, which is generally but not exclusively reflected by the direct or indirect ownership of at least 50% of the investee's voting rights, or even if this percentage is lower or zero, when the Bank is granted control pursuant to agreements with the investee's shareholders. Control is the power to govern the financial and operating policies of an entity, so as to benefit from its activities.

The financial statements of subsidiaries are consolidated with those of the Bank. Accordingly, all the balances and transactions between the consolidated companies are eliminated through the consolidation process.

In addition, third parties' share in the Consolidated Bank's equity are presented as Non-controlling interests in the Consolidated Statements of Financial Position. Their share in the income for the year is presented as Attributable to non-controlling interests in the Consolidated Statements of Income.

The following companies are considered Subsidiaries over which the Bank has the ability to exercise control and are therefore within the scope of consolidation:

Subsidiaries	Percentage Share As of December 31,								
	2012			2011			2010		
	Direct	Indirect	Total	Direct	Indirect	Total	Direct	Indirect	Total
	%	%	%	%	%	%	%	%	%
Santander Corredora de Seguros Limitada	99.75	0.01	99.76	99.75	0.01	99.76	99.75	0.01	99.76
Santander S.A. Corredores de Bolsa	50.59	0.41	51.00	50.59	0.41	51.00	50.59	0.41	51.00
Santander Asset Management S.A. Administradora									
General de Fondos	99.96	0.02	99.98	99.96	0.02	99.98	99.96	0.02	99.98
Santander Agente de Valores Limitada	99.03	-	99.03	99.03	-	99.03	99.03	-	99.03
Santander S.A. Sociedad Securitizadora	99.64	-	99.64	99.64	-	99.64	99.64	-	99.64
Santander Servicios de Recaudación y Pagos Limitada	99.90	0.10	100.00	99.90	0.10	100.00	99.90	0.10	100.00

**ii. Special Purpose Entities**

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Pursuant to IFRS, the Bank must continuously analyze its scope of consolidation. The key criterion for such analysis is the degree of control held by the Bank over a given entity, not the percentage of ownership interest in such entity's equity.

In particular, as set forth by International Accounting Standard 27 Consolidated and Separate Financial Statements (IAS 27) and by the Standing Interpretations Committee 12 Consolidation Special Purpose Entities (SIC 12), the Bank must determine the existence of Special Purpose Entities (SPEs), which must be included in its scope of consolidation. The following are the main criteria for SPEs that should be included in the scope of consolidation:

The SPEs' activities have essentially been conducted on behalf of the company that presents the consolidated financial statements and in response to its specific business needs.

The necessary decision making authority is held to obtain most of the benefits from these entities' activities, as well as the rights to obtain most of the benefits or other advantages from such entities.

The entity essentially retains most of the risks inherent to the ownership or residual interest of the SPEs or its assets, for the purpose of obtaining the benefits from its activities.

This assessment is based on methods and procedures which consider the risks and rewards retained by the Bank, for which all the relevant factors, including the guarantees furnished or the losses associated with collection of the related assets retained by the Bank, are taken into account. As a consequence of this assessment, the Bank concluded that it exercised control over the following entities, which are included within the scope of consolidation:

- Santander Gestión de Recaudación y Cobranza Limitada (collection services)
- Multinegocios S.A. (management of sales force)
- Servicios Administrativos y Financieros Limitada (management of sales force)
- Fiscalex Limitada (collection services)
- Multiservicios de Negocios Limitada (call center)
- Bansa Santander S.A. (management of repossessed asset and leasing properties)



**Table of Contents****Banco Santander Chile and Subsidiaries****Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:****iii. Associates**

Associates are those entities over which the Bank exercises significant influence, usually because it holds 20% or more of the entity's voting power. Investments in associates are accounted for using the equity method.

The following companies are considered Associates in which the Bank accounts for its participation using the equity method:

Associates*	Percent ownership share		
	As of December 31,		
	%	%	%
	2012	2011	2010
Redbanc S.A.	33.43	33.43	33.43
Transbank S.A.	25.00	32.71	32.71
Centro de Compensación Automatizado	33.33	33.33	33.33
Sociedad Interbancaria de Depósito de Valores S.A.	29.28	29.28	29.28
Cámara Compensación de Alto Valor S.A.	14.44	12.65	12.65
Administrador Financiero del Transantiago S.A.	20.00	20.00	20.00
Sociedad Nexus S.A.	12.90	12.90	12.90

(\*) see additional details in Note 13 Purchase of Shares

In the case of Sociedad Nexus S.A. and Cámara Compensación de Alto Valor S.A., Banco Santander Chile has a representative on the Board of Directors. Accordingly, the Bank has concluded that it exerts significant influence over those entities.

**iv. Share or rights in other companies**

The Bank and its subsidiaries have certain investments in share because they are required to obtain the right to operate according to its line of business the ownership interest in these companies is less than 1%. These holdings are shown at purchase value.

**c) Non-controlling interest**

Non-controlling interest represents the portion of gains and losses and net assets not attributable, directly or indirectly, to the Bank. It is presented as Attributable to non-controlling interest separately in the Consolidated Statements of Income, and separately from shareholders equity in the Consolidated Statements of Financial Position.

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In the case of Special Purpose Entities (SPEs), 100% of their income and equity is presented as Non-controlling interest, since the Bank only has control but not actual ownership thereof.

### **d) Operating segments**

The Bank discloses separate information for each operating segment that:

- i. has been identified;
- ii. exceeds the quantitative thresholds required for a segment.

Operating segments with similar economic characteristics often have a similar long-term financial performance. Two or more segments can be combined only if aggregation is consistent with the basic policies of the International Financial Reporting Standards 8 Operating Segments (IFRS 8) and the segments have similar economic characteristics and are similar in each of the following respects:

- i. the nature of the products and services;
- ii. the nature of the production processes;
- iii. the type or class of customers that use their products and services;
- iv. the methods used to distribute their products or services; and
- v. if applicable, the nature of the regulatory environment, for example, banking, insurance, or public utilities.

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**Banco Santander Chile and Subsidiaries**

**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

The Bank reports separately on each operating segment that exceeds any of the following quantitative thresholds:

- i. Its reported revenue, from both external customers and intersegment sales or transfers, is 10% or more of the combined internal and external revenue of all operating segments.
- ii. The absolute amount of its reported profit or loss is 10% or more of the greater in absolute amount of: (i) the combined reported profit of all the operating segments that did not report a loss and; (ii) the combined reported loss of all the operating segments that reported a loss.
- iii. Its assets represent 10% or more of the combined assets of all operating segments.

Operating segments that do not meet any of the quantitative thresholds may be treated as segments to be reported, in which case the information must be disclosed separately if management believes it would be useful to users of the financial statements.

Information about other business activities and operating segments not separately reported is combined and disclosed in the Other segments category.

The Bank's segments were determined under the following definitions:

An operating segment is a component of an entity:

- i. that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses from transactions with other components of the same entity);
- ii. whose operating results are regularly reviewed by the entity's chief executive officer, who makes decisions about resources allocated to the segment and assess its performance; and
- iii. for which discrete financial information is available.

**e) Functional and presentation currency**

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According to International Accounting Standard No. 21 The Effects of Changes in Foreign Exchange Rates (IAS 21), the Chilean peso, which is the currency of the primary economic environment in which the Bank operates and the currency which influences its costs and revenues structure, has been defined as the Bank's functional and presentation currency.

Accordingly, all balances and transactions denominated in currencies other than the Chilean Peso are treated as foreign currency.

For presentation purposes we had translated million Chilean pesos (MCh\$) into thousand US dollars (ThUS\$) using the rate as indicated in f) below, for the Consolidated Statement of Financial Position, Consolidated Statement of Income, Consolidated Statement of Comprehensive Income and for the Consolidated Statement of Cash Flow for the period ended as of December 31, 2012.

### **f) Foreign currency transactions**

The Bank grants loans and accepts deposits in amounts denominated in foreign currencies, mainly the U.S. dollar. Assets and liabilities denominated in foreign currencies and only held by the Bank are translated to Chilean pesos based on the market rate published by Reuters at 1:30 p.m. on the last business day of every month; the rate used was Ch\$478.85 per US\$1 as of December 31, 2012 (Ch\$520.35 per US\$1 as of December 31, 2011 for the Bank and Ch\$521.46 per US\$1 for subsidiaries who used the observed exchange rate informed by the Central Bank of Chile until 2011). The Bank, after an assessment, concludes that there are no significant differences arising from the use of that exchange rate as of December 31, 2011 in comparison with the Reuters rate at that date.

The amounts of net foreign exchange profits and losses include recognition of the effects that exchange rate fluctuations have on assets and liabilities denominated in foreign currencies and the profits and losses on foreign exchange spot and forward transactions undertaken by the Bank.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**g) Definitions and classification of financial instruments**

**i. Definitions**

A financial instrument is any contract that gives rise to a financial asset of one entity, and a financial liability or equity instrument of another entity.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

A Financial derivative is a financial instrument whose value changes in response to the changes in an observable market variable (such as an interest rate, a foreign exchange rate, a financial instrument's price, or a market index, including credit ratings), whose initial investment is very small compared with other financial instruments having a similar response to changes in market factors, and which is generally settled at a future date.

Hybrid financial instruments are contracts that simultaneously include a non-derivative host contract together with a financial derivative, known as an embedded derivative, which is not separately transferable and has the effect that some of the cash flows of the hybrid contract vary in a way similar to a stand-alone derivative.

**ii. Classification of financial assets for measurement purposes**

The financial assets are initially classified into the various categories used for management and measurement purposes.

Financial assets are included for measurement purposes in one of the following categories:

- Portfolio of trading investments (at fair value through profit and loss): this category includes the financial assets acquired for the purpose of generating profits in the short term from fluctuations in their prices. This category includes the portfolio of trading investments and financial derivative contracts not designated as hedging instruments.
- Available for sale investment portfolio: debt instruments not classified as held-to-maturity investments, Credit investments (loans and accounts receivable from customers or interbank loans) or Financial assets at fair value through profit or loss. Available for sale (AFS) investments are initially recorded at cost, which includes transaction costs that are directly attributable to the acquisition. AFS instruments are subsequently measured at fair value, or based on appraisals made with the use of internal models when appropriate. Unrealized gains or

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losses arising from changes in fair value are recorded as a debit or credit in Other Comprehensive Income under the heading Other comprehensive income within equity. When these investments are disposed of or become impaired, the cumulative gains or losses previously recognized in Other comprehensive income are transferred to the Consolidated Statement of Income under Net income from financial operations.

- Held to maturity instruments portfolio: this category includes debt securities traded on an active market, with a fixed maturity, and with fixed or determinable payments, for which the Bank has both the intent and a proven ability to hold to maturity. Held to maturity investments are recorded at their amortized cost plus interest earned, less any impairment losses established when their carrying amount exceeds the present value of estimated future cash flows, using the effective interest method.
- Credit investments (loans and accounts receivable from customers or interbank loans): this category includes financing granted to third parties, based on their nature, regardless of the class of borrower and the form of financing. Includes loans and accounts receivable from customers, interbank loans, and financial lease transactions in which the Bank acts as lessor. Loans and accounts receivable are measured at amortised cost using the effective interest method.

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**Banco Santander Chile and Subsidiaries**

**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**iii. Classification of financial assets for presentation purposes**

Financial assets are classified by their nature into the following line items in the consolidated financial statements:

- Cash and deposits in banks: This line includes cash balances, checking accounts and on-demand deposits with the Central Bank of Chile and other domestic and foreign financial institutions.
- Cash items in process of collection: This item includes the values of executed transactions which contractually defer the payment of purchase-sale transactions or the delivery of the foreign currency acquired.
- Trading investments: This item includes financial instruments held-for-trading and investments in mutual funds which must be adjusted to their fair value in the same way as instruments acquired for trading.
- Investment under resale agreements: This item includes the balances of purchase of financial instruments under resale agreements.
- Financial derivative contracts: Financial derivative contracts with positive fair values are presented in this item. It includes both independent contracts as well as derivatives that should and can be separated from a host contract, whether they are for trading or hedging, as shown in Note 8 to the Consolidated Financial Statements.
  - Trading derivatives: Includes the fair value of derivatives which do not qualify for hedge accounting, including embedded derivatives separated from hybrid financial instruments.
  - Hedging derivatives: Includes the fair value of derivatives designated as hedging instruments in hedge accounting, including the embedded derivatives separated from the hybrid financial instruments designated as hedging instruments in hedge accounting.
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Interbank loans: This item includes the balances of transactions with domestic and foreign banks, including the Central Bank of Chile, other than those reflected in the preceding items.

- Loans and accounts receivables from customers: These loans are non-derivative financial assets for which fixed or determined amounts are charged, that are not listed on an active market and which the Bank does not intend to sell immediately or in the short term. When the Bank is the lessor in a lease, and it substantially transfers the risks and benefits incidental to the leased asset, the transaction is presented in loans and accounts receivable from customers.
- Investment instruments: These are classified into two categories; held-to-maturity investments, and available-for-sale investments. The held-to-maturity investment category includes only those instruments for which the Bank has the ability and intent to hold them until their maturity. The remaining investments are treated as available for sale.

#### **iv. Classification of financial liabilities for measurement purposes**

The financial liabilities are initially classified into the various categories used for management and measurement purposes.

Financial liabilities are included, for measurement purposes, in one of the following categories:

- Financial liabilities held for trading (at fair value through profit or loss): financial liabilities issued to generate short-term profits from fluctuations in their prices, financial derivatives not deemed to qualify for hedge accounting and financial liabilities arising from firm commitment of financial assets purchased under repurchase agreements or borrowed ( short positions ).
- Financial liabilities at amortized cost: financial liabilities, regardless of their class and maturity, not included in any of the aforementioned categories which arise from the borrowing activities of financial institutions.



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**Banco Santander Chile and Subsidiaries**

**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**v. Classification of financial liabilities for presentation purposes**

The financial liabilities are classified by their nature into the following line items in the consolidated statements of financial position:

- Deposits and other demand liabilities: This item includes all on-demand obligations except for term savings accounts, which are not considered on-demand instruments in view of their special characteristics. Obligations whose payment may be required during the period are deemed to be on-demand obligations. Operations which become callable the day after the closing date are not treated as on-demand obligations.
- Cash items in process of being cleared: This item includes the balances of asset purchases that are not settled on the same day and for sales of foreign currencies not delivered.
- Obligations under repurchase agreements: This item includes the balances of sales of financial instruments under repurchase and loan agreements. According to actual applicable regulation, the Bank does not record instruments acquired under repurchase agreements in its own portfolio.
- Time deposits and other demand liabilities: This item shows the balances of deposit transactions in which a term at the end of which they become callable has been stipulated.
- Financial derivative contracts: This item includes financial derivative contracts with negative fair values (i.e. against the Bank), whether they are for trading or hedge accounting, as set forth in Note 8.
  - Trading derivatives: Includes the fair value of derivatives which do not qualify for hedge accounting, including embedded derivatives separated from hybrid financial instruments.
  - Hedging derivatives: Includes the fair value of the derivatives designated as hedging instruments, including embedded derivatives separated from hybrid financial instruments and designated as hedging instruments.

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- Interbank borrowings: This item includes obligations due to other domestic banks, foreign banks, or the Central Bank of Chile, which were not classified in any of the previous categories.
- Debt instruments issued: This encompasses three items, obligations under letters of credit, subordinated bonds and senior bonds placed in the local and foreign market.
- Other financial liabilities: This item includes credit obligations to persons other than domestic banks, foreign banks, or the Central Bank of Chile, for financing purposes or operations in the normal course of business.

### **h) Valuation of financial assets and liabilities and recognition of fair value changes**

In general, financial assets and liabilities are initially recorded at fair value, which, in the absence of evidence to the contrary, is deemed to be the transaction price. Financial instruments not measured at fair value through profit or loss include transaction costs. Subsequently, and at the end of each reporting period, they are measured pursuant to the following criteria:

#### **i. Valuation of financial assets**

Financial assets are measured according to their fair value, gross of any transaction costs that may be incurred for their sale, except for loans and accounts receivable.

The fair value of a financial instrument on a given date is the amount for which it could be bought or sold on that date between knowledgeable, willing parties in an arm's length transaction. The most objective and common reference for the fair value of a financial instrument is the price that would be paid on an active, transparent, and deep market (quoted price or market price).

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**Banco Santander Chile and Subsidiaries**

**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

If there is no market price for a given financial instrument, its fair value is estimated based on the price established in recent transactions involving similar instruments and, in the absence thereof, of valuation techniques commonly used by the international financial community, considering the specific features of the instrument to be valued and, particularly, the various classes of risk associated with it.

All derivatives are recorded in the Consolidated Statements of Financial Position at the fair value from their trade date. If their fair value is positive, they are recorded as an asset, and if their fair value is negative, they are recorded as a liability. The fair value on the trade date is deemed, in the absence of evidence to the contrary, to be the transaction price. The changes in fair value of derivatives from the trade date are recorded in Net income from financial operations in the Consolidated Statements of Income.

Specifically, the fair value of financial derivatives included in the portfolios of financial assets or liabilities held for trading is deemed to be their daily quoted price. If, for exceptional reasons, the quoted price cannot be determined on a given date, the fair value is determined by using similar methods to those used to measure over the counter (OTC) derivatives. The fair value of OTC derivatives is the sum of the future cash flows resulting from the instrument, discounted to present value at the date of valuation ( present value or theoretical close ) using valuation techniques commonly used by the financial markets: net present value (NPV) and option pricing models, among other methods. Also, within the fair value of derivatives are included Credit Valuation Adjustment (CVA), all with the objective that the fair value of each instrument includes the credit risk of its counterparty.

Loans and accounts receivable from customers and Held-to-maturity investments are measured at amortized cost using the effective interest method. Amortized cost is the acquisition cost of a financial asset or liability, plus or minus, as appropriate, prepayments of principal and the cumulative amortization (recorded in the consolidated income statement) of the difference between the initial cost and the maturity amount as calculated under the effective interest rate method. For financial assets, amortized cost also includes any reductions for impairment or uncollectibility. For loans and accounts receivable designated as hedged items in fair value hedges, the changes in their fair value related to the risk or risks being hedged is recorded in Net income from financial operations .

The effective interest rate is the discount rate that exactly matches the initial amount of a financial instrument to all its estimated cash flows over its remaining life. For fixed-rate financial instruments, the effective interest rate coincides with the contractual interest rate established on the acquisition date plus, where applicable, the fees and transaction costs that, because of their nature, are a part of the financial return. For floating-rate financial instruments, the effective interest rate coincides with the rate of return prevailing until the next benchmark interest reset date.

Equity instruments whose fair value cannot be determined in a sufficiently objective manner and financial derivatives that have those instruments as their underlying assets and are settled by delivery of those instruments are measured at acquisition cost, adjusted, where appropriate, by any related impairment loss.

The amounts at which the financial assets are recorded represent, in all material respects, the Bank's maximum exposure to credit risk at each reporting date. The Bank has also received collateral and other credit enhancements to mitigate its exposure to credit risk, which consist mainly of mortgage guarantees, equity instruments and personal securities, assets leased out under leasing and rental agreements, assets acquired under repurchase agreements, securities loans and derivatives.

**ii. Valuation of financial liabilities**

In general, financial liabilities are measured at amortized cost, as defined above, except for those financial liabilities designated as hedged items or hedging instruments and financial liabilities held for trading, which are measured at fair value.

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**Banco Santander Chile and Subsidiaries**

**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**iii. Valuation techniques**

Financial instruments at fair value, determined on the basis of price quotations in active markets, include government debt securities, private sector debt securities, equity shares, short positions, and fixed-income securities issued.

In cases where price quotations cannot be observed, the Management makes its best estimate of the price that the market would set using its own internal models. In most cases, these models use data based on observable market parameters as significant inputs and, in very specific cases, they use significant inputs not observable in market data. Various techniques are employed to make these estimates, including the extrapolation of observable market data.

The best evidence of the fair value of a financial instrument on initial recognition is the transaction price, unless the value of the instrument can be obtained from other market transactions performed with the same or similar instruments or can be measured by using a valuation technique in which the variables used include only observable market data, mainly interest rates.

The main techniques used as of December 31, 2012 and 2011 by the Bank's internal models to determine the fair value of the financial instruments are as follows:

- i. In the valuation of financial instruments permitting static hedging (mainly forwards and swaps), the present value method is used. Estimated future cash flows are discounted using the interest rate curves of the related currencies. The interest rate curves are generally observable market data.
- ii. In the valuation of financial instruments requiring dynamic hedging (mainly structured options and other structured instruments), the Black-Scholes model is normally used. Where appropriate, observable market inputs are used to obtain factors such as the bid-offer spread, exchange rates, volatility, correlation indexes and market liquidity.
- iii. In the valuation of certain financial instruments exposed to interest rate risk, such as interest rate futures, caps and floors, the present value method (futures) and the Black-Scholes model (plain vanilla options) are used. The main inputs used in these models are observable market data, including the related interest rate curves, volatilities, correlations and exchange rates.

The fair value of the financial instruments arising from the aforementioned internal models considers contractual terms and observable market data, which include interest rates, credit risk, exchange rates, quoted market price of shares, volatility and prepayments, among others. The valuation models are not significantly subjective, since these methodologies can be adjusted and evaluated, as appropriate, through the internal calculation of fair value and the subsequent comparison with the related actively traded price.

**iv. Recording results**

As a general rule, changes in the carrying amount of financial assets and liabilities are recorded in the Consolidated Statements of Income, distinguishing between those arising from the accrual of interest, which are recorded under interest income or interest expense as appropriate, and those arising for other reasons, which are recorded at their net amount under Net income from financial operations .

In the case of trading investments, the fair value adjustments, interest income, indexation adjustment and foreign exchange, are included in the Consolidated Statements of Income under Net income from financial operations.

Adjustments due to changes in fair value from:

- Available-for-sale instruments are recorded in Other comprehensive income and accumulated under the heading Other comprehensive income within Equity.
- When the AFS instruments are disposed of or are determined to be impaired, the cumulative gain or loss previously accumulated as Other comprehensive income is reclassified to the Consolidated Statements of Income.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**v. Hedging transactions**

The Bank uses financial derivatives for the following purposes:

- i. to sell to customers who request these instruments in the management of their market and credit risks,
- ii. in the management of the risks of the Bank entities' own positions and assets and liabilities ( hedging derivatives ), and
- iii. to obtain profits from changes in the price of these derivatives ( trading derivatives ).

All financial derivatives that do not qualify for hedge accounting are accounted for as trading derivatives.

A derivative qualifies for hedge accounting if all the following conditions are met:

- 1) The derivative hedges one of the following three types of exposure:
  - a) Changes in the value of assets and liabilities due to fluctuations, among others, in the interest rate and/or exchange rate to which the position or balance to be hedged is subject ( fair value hedge ).
  - b) Changes in the estimated cash flows arising from financial assets and liabilities, commitments and highly probable forecasted transactions ( cash flow hedge ).
  - c) The net investment in a foreign operation ( hedge of a net investment in a foreign operation ).
- 2) It is effective in offsetting exposure inherent in the hedged item or position throughout the expected term of the hedge, which means that:

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- a) At the date of arrangement the hedge is expected, under normal conditions, to be highly effective ( prospective effectiveness ).
  - b) There is sufficient evidence that the hedge was actually effective during the life of the hedged item or position ( retrospective effectiveness ).
- 3) There must be adequate documentation evidencing the specific designation of the financial derivative to hedge certain balances or transactions and how this effective hedge was expected to be achieved and measured, provided that this is consistent with the Bank's management of its own risks.

The changes in the value of financial instruments qualifying for hedge accounting are recorded as follows:

- a) In fair value hedges, the gains or losses arising on both hedging instruments and the hedged items (attributable to the type of risk being hedged) are recorded directly in the Consolidated Statements of Income.
- b) In fair value hedges of interest rate risk on a portfolio of financial instruments, gains or losses that arise in measuring hedging instruments are recorded directly in the Consolidated Statements of Income, whereas gains or losses due to changes in fair value of the hedged item (attributable to the hedged risk) are recorded in the Consolidated Statements of Income with an offset to Net income from financial operations .
- c) In cash flow hedges, the effective portion of the change in value of the hedging instrument is recorded in Other Comprehensive Income under the heading Cash flow hedge within equity component Other comprehensive income , until the hedged transaction occurs, thereafter being recorded in the Consolidated Statements of Income, unless the hedged transaction results in the recognition of non-financial assets or liabilities, in which case it is included in the cost of the non-financial asset or liability.
- d) The differences in valuation of the hedging instrument corresponding to the ineffective portion of the cash flow hedging transactions are recorded directly in the Consolidated Statements of Income under Net Income from financial operations .



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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

If a derivative designated as a hedging instrument no longer meets the requirements described above due to expiration, ineffectiveness or for any other reason, the derivative is classified as a trading derivative. When fair value hedging is discontinued, the fair value adjustments to the carrying amount of the hedged item arising from the hedged risk are amortized to gain or loss from that date.

When cash flow hedges are discontinued, any cumulative gain or loss of the hedging instrument recognized in other comprehensive income under Other comprehensive income (from the period when the hedge was effective) remains recorded in equity until the hedged transaction occurs, at which time it is recorded in the Consolidated Statement of Income, unless the transaction is no longer expected to occur, in which case any cumulative gain or loss is recorded immediately in the Consolidated Statements of Income.

**i. Derivatives embedded in hybrid financial instruments**

Derivatives embedded in other financial instruments or in other host contracts are accounted for separately as derivatives if their risks and characteristics are not closely related to those of the host contracts, provided that the host contracts are not classified as Other financial assets (liabilities) at fair value through profit or loss or as Portfolio of trading investments.

**ii. Offsetting of financial instruments**

Financial asset and liability balances are offset, i.e., reported in the Consolidated Statements of Financial Position at their net amount, only if there is a legally enforceable right to offset the recorded amounts and the Banks intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**iii. Derecognition of financial assets and liabilities**

The accounting treatment of transfers of financial assets depends on the extent and the manner in which the risks and rewards associated with the transferred assets are transferred to third parties:

- i. If the Bank transfers substantially all the risks and rewards of ownership to third parties, as in the case of unconditional sales of financial assets, sales under repurchase agreements at fair value at the date of repurchase, sales of financial assets with a purchased call option or written put option deeply out of the money, utilization of assets in which the transferor does not retain subordinated debt nor grants any credit enhancement to the new holders, and other similar cases, the transferred financial asset is removed from the Consolidated Statements of Financial Position and any rights or obligations retained or created in the transfer are simultaneously recorded.

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- ii. If the Bank retains substantially all the risks and rewards of ownership associated with the transferred financial asset, as in the case of sales of financial assets under repurchase agreements at a fixed price or at the sale price plus interest, securities lending agreements under which the borrower undertakes to return the same or similar assets, and other similar cases, the transferred financial asset is not derecognized from the Consolidated Statements of Financial Position and continues to be measured by the same criteria as those used before the transfer. However, the following items are recorded:
- An associated financial liability for an amount equal to the consideration received; this liability is subsequently measured at amortized cost.
  - Both the income from the transferred (but not removed) financial asset as well as any expenses incurred on the new financial liability.
- iii. If the Bank neither transfers nor substantially retains all the risks and rewards of ownership associated with the transferred financial asset as in the case of sales of financial assets with a purchased call option or written put option that is not deeply in or out of the money, securitization of assets in which the transferor retains a subordinated debt or other type of credit enhancement for a portion of the transferred asset, and other similar cases the following distinction is made:

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**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

1. If the transferor does not retain control of the transferred financial asset: the asset is removed from the Consolidated Statements of Financial Position and any rights or obligations retained or created in the transfer are recorded.
2. If the transferor retains control of the transferred financial asset: it continues to be recorded in the Consolidated Statements of Financial Position for an amount equal to its exposure to changes in value and a financial liability associated with the transferred financial asset is recorded. The net carrying amount of the transferred asset and the associated liability is the amortized cost of the rights and obligations retained, if the transferred asset is measured at amortized cost, or the fair value of the rights and obligations retained, if the transferred asset is measured at fair value.

Accordingly, financial assets are only removed from the Consolidated Statements of Financial Position when the rights over the cash flows they generate have terminated or when all the inherent risks and rewards of ownership have been substantially transferred to third parties. Similarly, financial liabilities are only derecognized from the Consolidated Statements of Financial Position when the obligations specified in the contract are discharged or cancelled or the contract has matured.

**i) Recognizing income and expenses**

The most significant criteria used by the Bank to recognize its revenues and expenses are summarized as follows:

**i. Interest revenue, interest expense, and similar items**

Interest revenue and expense are recorded on an accrual basis using the effective interest method.

However, when a given operation or transaction is past due by 90 days or more, when it originated from a refinancing or renegotiation, or when the Bank believes that the debtor poses a high risk of default, the interest and adjustments pertaining to these transactions are not recorded directly in the Consolidated Statement of Income unless they have been actually received.

This interest and these adjustments are generally referred to as *suspended* and are recorded in suspense accounts which are not part of the Consolidated Statements of Financial Position. Instead, they are reported as part of the complementary information thereto and as memorandum accounts. This interest is recognized as income, when collected.

The resumption of interest income recognition of previously impaired loans only occurs when such loans became current (i.e., payments were received such that the loans are contractually past-due for less than 90 days) or they are no longer classified under the C3, C4, D1 or D2 categories (for loans individually evaluated for impairment).

Dividends received from companies classified as *Investments in other companies* are recorded as income when the right to receive them arises.

**ii. Commissions, fees, and similar items**

Fee and commission income and expenses are recognized in the Consolidated Statement of Income using criteria that vary according to their nature. The main criteria are:

- Fee and commission income and expenses relating to financial assets and liabilities measured at fair value through profit or loss are recognized when they are paid.
- Those arising from transactions or services that are performed over a period of time are recognized over the life of these transactions or services.
- Those relating to services provided in a single act are recognized when the single act is performed.

**iii. Non-financial income and expenses**

These are recognized for accounting purposes on an accrual basis.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**iv. Loan arrangement fees**

Fees that arise as a result of the origination of a loan, mainly application and analysis-related fees, are accrued and recorded in the Consolidated Statements of Income over the term of the loan.

Regarding fees arising as a result of new products, the Bank immediately records within the Consolidated Statements of Income the portion that corresponds to direct costs related to loan origination.

**j) Impairment**

**i. Financial assets:**

A financial asset, other than that a fair value through profit and loss, is evaluated on each financial statement reporting date to determine whether objective evidence of impairment exists.

A financial asset or group of financial assets will be impaired if, and only if, objective evidence of impairment exists as a result of one or more events that occurred after initial recognition of the asset ( event causing the loss ), and this event or events have an impact on the estimated future cash flows of a financial asset or group of financial assets.

An impairment loss relating to financial assets recorded at amortized cost is calculated as the difference between the carrying amount of the asset and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

An impairment loss relating to a financial asset available for sale is calculated based on a significant or prolonged decline in its fair value.

Individually significant financial assets are individually tested to determine their impairment. The remaining financial assets are evaluated collectively in groups that share similar credit risk characteristics.

All impairment losses are recorded in Consolidated Statements of Income. Any cumulative loss relating to a financial asset available for sale previously recorded in equity is transferred to profit or loss.

The reversal of an impairment loss only occurs if it can be objectively related to an event occurring after the initial impairment loss was recorded. This reversal is always recorded in income.

**ii. Non-financial assets:**

The Bank's non-financial assets, excluding investment properties, are reviewed at reporting date to determine whether they show signs of impairment (i.e. its carrying amount exceeds its recoverable amount). If such evidence exists, the amount to be recovered from the assets is then estimated.

In connection with other assets, impairment losses recorded in prior periods are assessed at each reporting date in search of any indication that the loss has decreased or disappeared and should be reversed. The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years

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**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:****k) Property, plant, and equipment**

This category includes buildings, land, furniture, vehicles, computer hardware and other fixtures owned by the consolidated entities or acquired under finance leases. Assets are classified according to their use as follows:

**i. Property, plant and equipment for own use**

Property, plant and equipment for own use (including, among other things, tangible assets received by the consolidated entities in full or partial satisfaction of financial assets representing accounts receivable from third parties which are intended to be held for continuing own use and tangible assets acquired under finance leases) are accounted for at acquisition cost less the related accumulated depreciation and, if applicable, any impairment losses (net carrying amount higher than recoverable amount).

Depreciation is calculated using the straight line method over the acquisition cost of assets less their residual value, assuming that the land on which buildings and other structures stand has an indefinite life and, therefore, is not subject to depreciation.

The Bank must apply the following useful lives for the tangible assets that comprise its assets:

ITEM	Useful life  (Months)
Land	-
Paintings and works of art	-
Assets retired for disposal	-
Carpets and curtains	36
Computers and hardware	36
Vehicles	36
Computational systems and software	36
ATMs	60
Machines and equipment in general	60
Office furniture	60
Telephone and communication systems	60

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Security systems	60
Rights over telephone lines	60
Air conditioning systems	84
Installations in general	120
Security systems (acquisitions up to October 2002)	120
Buildings	1,200

The consolidated entities assess at each reporting date whether there is any indication that the carrying amount of any of their tangible assets exceeds its recoverable amount. If this is the case, the carrying amount of the asset is reduced to its recoverable amount and future depreciation charges are adjusted in proportion to the revised carrying amount and to the new remaining useful life, if the useful life needs to be revised.

Similarly, if there is an indication of a recovery in the value of a tangible asset, the consolidated entities record the reversal of the impairment loss recorded in prior periods and adjust the future depreciation charges accordingly. In no circumstance may the reversal of an impairment loss on an asset increase its carrying amount above the one it would have had if no impairment losses had been recorded in prior years.

The estimated useful lives of the items of property, plant and equipment held for own use are reviewed at least at the end of each reporting period to detect significant changes therein. If changes are detected, the useful lives of the assets are adjusted by correcting the depreciation charge to be recorded in the Consolidated Statements of Income in future years on the basis of the new useful lives.

Maintenance expenses relating to tangible assets (property, plant and equipment) held for own use are recorded as an expense in the period in which they are incurred.



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### **NOTE 01**

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

#### **ii. Assets leased out under operating leases**

The criteria used to record the acquisition cost of assets leased out under operating leases, to calculate their depreciation and their respective estimated useful lives, and to record the impairment losses thereof, are consistent with those described in relation to property, plant and equipment held for own use.

#### **1) Leasing**

##### **i. Finance leases**

Finance leases are leases that substantially transfer all the risks and rewards incidental to ownership of the leased asset to the lessee.

When the consolidated entities act as the lessor of an asset, the sum of the present value of the lease payments receivable from the lessee, including the exercise price of the lessee's purchase option at the end of the lease term, which is equivalent to one additional lease payment and so is reasonably certain to be exercised, is recognized as lending to third parties and is therefore included under Loans and accounts receivables from customers in the Consolidated Statements of Financial Position.

When the consolidated entities act as lessees, they show the cost of the leased assets in the Consolidated Statements of Financial Position based on the nature of the leased asset, and simultaneously record a liability for the same amount (which is the lower of the fair value of the leased asset and the sum of the present value of the lease payments payable to the lessor plus, if appropriate, the exercise of the purchase option). The depreciation policy for these assets is consistent with that for property, plant and equipment for own use.

In both cases, the finance income and finance expenses arising from these contracts are credited and debited, respectively, to Interest income and Interest expense in the Consolidated Statement of Income so as to achieve a constant rate of return over the lease term.

##### **ii. Operating leases**

In operating leases, ownership of the leased asset and substantially all the risks and rewards incidental thereto remain with the lessor.

When the consolidated entities act as the lessor, they present the acquisition cost of the leased assets under Property, plant and equipment. The depreciation policy for these assets is consistent with that for similar items of property, plant and equipment held for own use and revenues from operating leases is recorded on a straight line basis under Other operating income in the Consolidated Statements of Income.

When the consolidated entities act as the lessees, the lease expenses, including any incentives granted by the lessor, are charged on a straight line basis to Administrative expenses in the Consolidated Statements of Income.

##### **iii. Sale and leaseback transactions**

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For sale at fair value and operating leasebacks, the gain or loss generated is recorded at the time of sale. In the case of finance leasebacks, the gain or loss generated is amortized over the lease term.

### **m) Factored receivables**

Factored receivables are valued at the amount disbursed by the Bank in exchange for invoices or other commercial instruments representing the credit which the transferor assigns to the Bank. The price difference between the amounts disbursed and the actual face value of the credits is recorded as interest income in the Consolidated Statement of Income through the effective interest method over the financing period.

When the assignment of these instruments involves no liability for the assignee, the Bank assumes the risks of insolvency of the parties responsible for payment.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**n) Intangible assets**

Intangible assets are identified as non-monetary assets (separately identifiable from other assets) without physical substance which arise as a result of a legal transaction (contractual terms) or are developed internally by the consolidated entities. They are assets whose cost can be estimated reliably and from which the consolidated entities have control and consider it probable that future economic benefits will be generated.

Intangible assets are recorded initially at acquisition or production cost and are subsequently measured at cost less any accumulated amortization and any accumulated impairment losses.

Internally developed computer software

Internally developed computer software is recorded as an intangible asset if, among other requirements (basically the Bank's ability to use or sell it), it can be identified and its ability to generate future economic benefits can be demonstrated. The estimated useful life for software is 3 years.

Intangible assets are amortized on a straight-line basis over their estimated useful life, which has been defined as 36 months.

Expenditure on research activities is recorded as an expense in the year in which it is incurred and cannot be subsequently capitalized.

**o) Cash and cash equivalents**

For the preparation of the cash flow statement, the indirect method was used, beginning with the Bank's consolidated pre-tax income and incorporating non-cash transactions, as well as income and expenses associated with cash flows, which are classified as investment or financing activities.

For the preparation of the cash flow statement, the following items are considered:

- i. Cash flows: Inflows and outflows of cash and cash equivalents, such as deposits with the Central Bank of Chile, deposits in domestic banks, and deposits in foreign banks.
- i. Operating activities: Principal revenue-producing activities performed by banks and other activities that cannot be classified as investing or financing activities.
- ii. Investing activities: The acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.

iii. Financing activities: Activities that result in changes in the size and composition of the equity and liabilities that are not operating activities.

**p) Provisions for loan losses**

The Bank records its allowances for loan losses following its internal models for the recording of incurred debt. These models have been approved by the Board.

To establish impairment losses, the Bank carries out an evaluation of outstanding loans and accounts receivable from customers, as detailed below:

- Individual assessment of debtors, when the debtor is recorded as individually significant, that is to say, they have significant debt levels and for those that, even if they do not have these levels, could be classified in a group of financial assets with similar credit risk features and who, due to the size, complexity or level of exposure require detailed information.
- Group assessment of debtors, when there is no evidence of impairment for individually assessed debtors significant or not the Bank groups debtors with similar risk credit features and assesses them by impairment. Debtors individually assessed by impairment and for whom a loss due to impairment has been recorded are not included in the group assessment of impairment.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

The models used to establish the allowance for loan losses in the portfolio are described as follows:

**i. Provisions for individual loans**

For large loans, the Bank uses internal models to assign a risk category level to each borrower and its respective loans. The Bank considers the following risk factors: industry or sector of the borrower, owners or managers of the borrower, the borrower's financial situation, the borrower's payment capacity and the borrower's payment behavior to calculate the estimated incurred loan loss.

Through these categories, the Bank differentiates the normal portfolio from the impaired one.

These are the Bank's risk categories:

1. Debtors may be classified in risk categories A1, A2, A3 or B (if they are current on their payment obligations and show no sign of deterioration in their credit quality). B is different from the A categories by a certain history of late payments. The A categories are distinguished by different PNPs (as defined below).
2. Debtors classified as C1, C2, C3, C4, D1 or D2 include debtors whose loans with us have been charged off or administered by our Recovery Unit, or classified as Precontenciosos (PRECO or deteriorated).

For loans classified as A1, A2, A3 and B, we assign a specific provision level on an individual basis to each borrower and, therefore, the amount of loan loss allowance is determined on a case by case basis.

Estimated Incurred Loan Loss = Loan Loss Allowance

The estimated incurred loss is obtained by multiplying all risk factors defined in the following equation:

$$\begin{aligned}
 \text{EIL} &= \text{EXP} \times \text{PNP} \times \text{SEV} \\
 \text{EIL} &= \text{Estimated Incurred Loan Loss} \\
 \text{EXP} &= \text{Exposure} \\
 \text{PNP} &= \text{Probability of Non-Performance} \\
 \text{SEV} &= \text{Severity}
 \end{aligned}$$

EIL = Estimated Incurred Loan Loss. The estimated incurred loan loss is how much could be lost in the event a debtor does not perform the obligations under the loan.

EXP = Exposure. This corresponds to the value of commercial loans.

PNP = Probability of Non-Performance. This variable, expressed as a percentage, indicates the probability that a debtor will default in a period of 12 months. This percentage is associated with the internal rating that we give to each debtor, which is determined by analyzing such parameters as debt servicing capacity (including, usually, projected cash flows), the company's financial history, the solvency and capacity of shareholders and management, and projections for the economic sector in which it operates.

SEV = Severity. This is the effective loss rate given default for debtors in the same segment, which is determined statistically based on the historical effective losses for us for each segment.

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**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

PNP and SEV are reviewed and updated every 3 years. Every year, models together with PNP and SEV assumptions, are tested by the Bank's Credit Risk Department, to ensure that they are appropriate at each reporting date so as to make sure any difference between the estimated incurred losses and real losses is reduced.

These tests focus on the validation of the sufficiency of the Bank's allowances, and consist of comparisons between actual write-offs to allowances established by the model, and the coverage of the total allowance to actual write-offs in the most current periods. Individual loan classification and improvements to any customer classification are also presented for approval to our Risk Committee.

For loans classified in the C and D categories, loan loss allowances are based mainly on the level of collateral, adjusted for an estimation of the related expenses (7% on average), that each of these loans have. Allowance percentage for each category is then based on the level of collateral, or the expected future cash flow from the loan. As of December 31, 2012, loans classified in the C and D risk categories had the following associated loan loss allowance levels:

<b>Classification</b>	<b>Allowance percentage</b>
C1	2%
C2	10%
C3	25%
C4	40%
D1	65%
D2	90%

**ii. Provisions for group loans**

The Bank uses the concept of estimation of incurred debt to quantify the allowances levels over the group-evaluated portfolios. Incurred debt is the expected provision expense that will appear one year away from the balance date of the transaction's credit risk, considering the counterpart risk and the guarantees associated to each transaction.

Following the Bank's definition, the Bank uses group evaluation to approach transactions that have similar credit risk features, which indicate the debtor's payment capacity of the entire debt, capital and interests, pursuant to the contract's terms. In addition, this allows us to assess a high number of transactions with low individual amounts, whether they belong to individuals or small sized companies. Therefore, debtors and loans with similar features are grouped together and each group has a risk level assigned to it.

These models are meant to be used mainly to analyze loans granted to individuals (including consumer loans, credit lines, mortgage loans and commercial loans) and commercial loans to SMEs.

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Allowances are established using these models, taking into account the historical Impairment and other known circumstances at the time of evaluation. After this, a historical loss rate is assigned to each portfolio profile constituting each segment.

Allowances for group-evaluated loans are established based on the credit risk of the profile to which the loan belongs, within the established segments for the type of loan. The method for assigning a profile is established based on a statistical building method, establishing a relation through a logistic regression various variables, such as payment behavior in the Bank, payment behavior outside the Bank, various sociodemographic data, among others, and a response variable that determines a client's risk level, which in this case is 90 days of non-performance (The chosen features are relevant when calculating future cash flows per group of assets). Afterwards, common profiles are established related to a logical order and with differentiate default rates, applying the real historical loss the Bank has had with that portfolio.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

The different risk categories are constructed and updated periodically based on the payment behavior of the client's profile to which they belong, as well as his or her sociodemographic characteristics. Therefore, when a customer has past due balance or has missed some payments, the outcome is that the customer will move to a different segment with a higher loss rate, therefore capturing current trends for each risk profile.

Allowances quantification, once the customers have been classified, is the product of three factors: exposure (EXP), Probability of Non-Performance (PNP) and Severity (SEV).

EXP = Exposure. This corresponds to the value of commercial loans.

PNP = Probability of Non-Performing. This variable, expressed as a percentage, indicates the probability that a debtor will default next year. This percentage is associated with the internal score that we give to each debtor, which is determined by analyzing such parameters as debt servicing capacity (including, usually, projected cash flows), the company's financial history, the solvency and capacity of shareholders and management, and projections for the economic sector in which it operates. The internal rating can be different from ratings obtained from external third parties.

SEV = Severity. This is the effective loss rate given default for debtors in the same segment, which is determined statistically based on the historical effective losses for us for each segment.

PNP and SEV are reviewed and updated every 3 years. Every year, models together with PNP and SEV assumptions, are tested by the Bank's Credit Risk Department, to ensure that they are appropriate at each reporting date so as to make sure any difference between the estimated incurred losses and real losses is reduced.

The estimated incurred loss rates for consumer loans correspond to charge-offs net of recoveries. The methodology establishes the period in which the estimated incurred loss for each risk profile emerges. Once the loss has been considered to have been incurred, the estimated incurred loss rates are applied to the corresponding risk profile to obtain the net charge-off level associated with this period. The loss rates applied to each risk profile are based only on the historical net charge-off data for that specific profile within one of the four groups of consumer loans. No other statistical or other information other than net charge-offs is used to determine the loss rates.

To determine the estimated incurred loss for commercial and mortgage loans collectively evaluated for impairment, we mainly analyze the payment behavior of clients, particularly the payment behavior of clients with payments that are more than 90 days overdue, clients with other weaknesses, such as early non-performance (i.e., payments that are past-due, though by less than 90 days), clients with modified loans and clients with renegotiated loans, as well as success in recovery against these clients. We also take into account whether the loan is supported by collateral.

In connection with mortgage loans, historical net charge-offs are considered in the model to calculate loss rates for loans collectively evaluated for impairment. The risk categories are such that when a customer has a past-due balance or has missed some payments, the outcome is that the

customer will move to a different risk category with a higher loss rate, therefore capturing current trends of the customer and, when aggregate, current trends in the market.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:****iii. Charge-offs**

Charge-offs refers to derecognition in the Consolidated Statements of Financial Position of assets corresponding to a loan. This includes a portion of a loan that might not be past due in the case of a loan paid in installments or in a leasing operation (no partial charges offs).

Charge-offs are always recorded with a charge to credit risk allowances. Any payments received on the charged-off accounts will be recorded in the Consolidated Statements of Income as recovery of loans charged-off.

Loan and accounts receivable charge-offs are recorded on overdue, past due, and current installments based on the past due deadlines presented below.

Type of loan	Term
Consumer loans with or without collateral	6 months
Other transactions without collateral	24 months
Commercial loans with collateral	36 months
Mortgage loans	48 months
Consumer leasing	6 months
Other non-mortgage leasing transactions	12 months
Mortgage leasing (household and business)	36 months

**iv. Recovery of loans previously charged off and accounts receivable from clients**

Recovery of previously charged off loans and accounts receivable from clients are recorded in the Consolidated Statements of Income as a reduction of provision for loan losses.

**v. Changes in accounting estimates**

In 2012, and as a response to the ongoing improvement and monitoring process of the allowance models, the Bank updated its allowance model for consumer loans. Until June 2012, estimated loss rates were established by the historical behavior of charge-offs net of recoveries for each risk profile. This methodology only considered historical debt data for each specific profile and did not include the use of any other statistical information. Since June 2012, loss rate has been estimated as the product of the Probability of Non-Performance (PNP) and Severity (SEV);

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established according to the historical behavior of the profiles and based on a historical analysis properly supported. These changes had an effect on Consolidated Statement of Income for Ch\$ 24,753 million. The effect of these improvements was considered as a change of estimate, according to International Accounting Standards No. 8 Accounting Policies, Changes in Accounting Estimates and Errors ; therefore, the effect was reported on the Consolidated Statement.

In 2011, the Bank recalibrated its models for mortgage and commercial loans provisions, which caused an effect over the profit and loss for Ch\$ 16,258 million and Ch\$ 16,560 million, respectively. The effects of these improvements were accounted as a change of estimate according to the IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors , and were recorded in the Consolidated Financial Statements.

According to the Bank s Management, it is impracticable to determine the effects of these changes in accounting estimate for future periods.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**q) Provisions, contingent assets, and contingent liabilities**

Provisions are liabilities of uncertain timing or amount. Provisions are recognized in the Consolidated Statements of Financial Position when the Bank:

- i. has a present obligation (legal or constructive) as a result of past events, and
- ii. it is probable that an outflow of resources will be required to settle these obligations and the amount of these resources can be reliably measured.

Contingent assets or contingent liabilities are any potential rights or obligations arising from past events whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events that are not wholly within control of the Bank.

The following are classified as contingent in the supplementary information:

- i. Guarantees and bonds: Encompasses guarantees, bonds, standby letters of credit and guarantees of payment from buyers in factored receivables.
- ii. Confirmed foreign letters of credit: Encompasses letters of credit confirmed by the Bank.
- iii. Documentary letters of credit: Includes documentary letters of credit issued by the Bank, which have not yet been negotiated.
- iv. Documented guarantees: Guarantees with promissory notes.
- v. Interbank guarantee: Guarantees issued.
- vi.

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Unrestricted credit lines: The unused amount of credit lines that allow customers to draw without prior approval by the Bank (for example, using credit cards or overdrafts in checking accounts).

vii. Other credit commitments: Amounts not yet disbursed under committed loans, which must be disbursed at an agreed future date when events contractually agreed upon with the customer occur, such as in the case of lines of credit linked to the progress of a construction or similar projects.

viii. Other contingent credits: Includes any other kind of commitment by the Bank which may exist and give rise to lending when certain future events occur. In general, this includes unusual transactions such as pledges made to secure the payment of loans among third parties or derivative contracts made by third parties that may result in a payment obligation and are not covered by deposits.

The Consolidated Financial Statements reflect all significant provisions for which it is estimated that the probability of having to meet the obligation is more likely than not.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

Provisions are quantified using the best available information on the consequences of the event giving rise to them and are reviewed and adjusted at the end of each year and are used to address the specific liabilities for which they were originally recognized. Partial or total reversals are recognised when such obligations cease to exist or are reduced.

Provisions are classified according to the obligation covered as follows:

- Provision for employee salaries and expenses
  
- Provision for mandatory dividends
  
- Allowance for contingent credit risks
  
- Provision for contingencies

**r) Deferred income taxes and other deferred taxes**

The Bank records, when appropriate, deferred tax assets and liabilities for the estimated future tax effects attributable to differences between the carrying amount of assets and liabilities and their tax bases. The measurement of deferred tax assets and liabilities is based on the tax rate, according to the applicable tax laws, using the tax rate that applies to the period when the deferred asset and liability will be settled. The future effects of changes in tax legislation or tax rates are recorded in deferred taxes beginning on the date on which the law approving such changes is published.

The effects of deferred taxes because of temporary differences between the tax basis and the carrying amount balances are recorded on an accrual basis, according to IAS 12.

**s) Use of estimates**

The preparation of the financial statements requires Management to make estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

In certain cases, generally accepted accounting policies 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 exchanged, or a liability settled, between knowledgeable parties, in an arm's length transaction. Where available, quoted market prices in active markets have been used as the basis for measurement. Where quoted market prices in active

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markets are not available, the Bank has estimated such values based on the best information available, including the use of modeling and other valuation techniques.

The Bank has established allowances to cover incurred losses, and, therefore, to estimate the allowances, these must be regularly evaluated taking into consideration factors such as changes in the nature and volume of the loan portfolio, trends in forecasted portfolio quality, credit quality and economic conditions that may adversely affect the borrowers' payment capacity. Increases in the allowances for loan losses are reflected as "Provision for loan losses" in the Consolidated Statement of Income. Loans are charged-off when management determines that a loan or a portion thereof is uncollectible. Charge-offs are recorded as a reduction of the provisions for loan losses.

The relevant estimates and assumptions are regularly reviewed by the Bank's Management to quantify certain assets, liabilities, revenues, expenses, and commitments. Revised accounting estimates are recorded in the period in which the estimate is revised and in any affected future period.

These estimates, made on the basis of the best available information, mainly refer to:

- Impairment losses of certain assets (Notes 8, 9, 10, and 35)
  
- The useful lives of tangible and intangible assets (Notes 14, 15, and 35)
  
- The fair value of assets and liabilities (Notes 6, 7, 8, 12, and 39)
  
- Commitments and contingencies (Note 24)
  
- Current and deferred taxes (Note 16)



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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**t) Non-current assets held for sale**

Non-current assets (or a group which includes assets and liabilities for disposal) expected to be recovered mainly through sales rather than through continued use are classified as held for sale. Immediately prior to this classification, assets (or elements of a disposable group) are re-measured in accordance with the Bank's policies. The assets (or disposal group) are measured at the lower of carrying amount or fair value minus cost of sales.

Any impairment loss on disposal is first allocated to goodwill and then to the remaining assets and liabilities on a pro rata basis, except no losses are recorded in financial assets, deferred assets, employee benefit plan assets, and investment property, which are still evaluated according to the Bank's accounting policies. Impairment losses on the initial classification of held-for-sale assets, and profits and losses from the revaluation are recorded in income. Reversals of impairment losses are recorded to extent they do not result in a higher carrying amount than that originally recorded for Non-current assets held for sale.

As of December 31, 2012 and 2011, the Bank has not classified any non-current assets as held for sale.

**Assets received or awarded in lieu of payment**

Assets received or awarded in lieu of payment of loans and accounts receivable from clients are recognized at their fair value (as determined by an independent appraisal). A price is agreed upon by the parties through negotiation, or, when the parties do not reach an agreement, at the amount at which the Bank is awarded those assets at a judicial auction. In the latter case, an independent appraisal is performed. The excess of the outstanding loan balance over the fair value, is charged to net income for the period, under Provision for loan losses. Any excess of the fair value over the outstanding loan balance, less costs to sell of the collateral, is returned to the client.

These assets are subsequently adjusted to their net realizable value less cost to sell (assuming a forced sale). The difference between the fair value of the asset and the estimated net realizable value less cost is charged to net income for the period, under Other Operating Expenses. The result obtained in the sale of the asset is subsequently recorded under Other Operating Income.

Independent appraisals are obtained at least every 18 months and fair values are adjusted accordingly. No adjustments have been made between appraisals considering the stability of the real estate market in Chile during past years and the expected stability of the real estate market in the coming years.

At least once a year, the Bank performs the necessary analysis to update these assets' cost to sale. According to the Bank's survey, as of December 31, 2012 the average cost to sale (the cost of maintaining and selling the asset) was estimated at 4.5% of the appraised value (5.2% as of December 31, 2011).

**u) Earnings per share**

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Basic earnings per share are determined by dividing the net income attributable to the Bank's shareholders for the year by the weighted average number of shares outstanding during the year.

Diluted earnings per share are determined in the same way as basic earnings per share, but the weighted average number of outstanding shares is adjusted to take into account the potential diluting effect of stock options, warrants, and convertible debt.

As of December 31, 2012 and 2011, the Bank did not have any instruments that generated diluting effects.

### **v) Temporary acquisition (assignment) of assets**

Purchases (sales) of financial assets under non-optional resale (repurchase) agreements at a fixed price (repos) are recorded in the Consolidated Statements of Financial Position based on the nature of the debtor (creditor) under Deposits in the Central Bank of Chile, Deposits in financial institutions or Loans and accounts receivable from customers (Central Bank of Chile deposits, Deposits from financial institutions or Customer deposits).

Differences between the purchase and sale prices are recorded as financial interest over the term of the contract.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**w) Assets under management and investment funds managed by the Bank**

Assets owned by third parties and managed by certain companies that are within the Bank's scope of consolidation (Santander Asset Management S.A., Administradora General de Fondos and Santander S.A. Sociedad Securitizadora) are not included in the Consolidated Statements of Financial Position. Management fees are included in Fee and commission income in the Consolidated Statement of Income.

**x) Provision for mandatory dividends**

As of December 2012 and 2011, the Bank recorded a provision for mandatory dividends. This provision is made pursuant to Article 79 of the Corporations Act, with which the Bank's internal policy also accords. Under Article No 79 of the Corporations Act, at least 30% of net income for the period should be distributed, except in the case of a contrary resolution adopted at the respective shareholders' meeting by unanimous vote of the outstanding shares. This provision is recorded, as a deducting item, in Retained earnings Provisions for mandatory dividends in the Consolidated Statement of Changes in Equity.

**y) Employee benefits**

**i. Post-employment benefits Defined benefit plans:**

According to current collective bargaining and other labor agreements, the Bank has undertaken to supplement the benefits granted by the public systems corresponding to certain employees and to their beneficial right holders, for retirement, permanent disability or death, outstanding salaries and compensations, contributions to pension funds for active employees and post-employment social benefits.

**Features of the Plan:**

The main features of the Post-Employment Benefits Plan sponsored by Banco Santander Chile are:

- a. Aimed at the Group's management.
- b. The general requisite to apply is that the employee must be carrying out his duties when turning 60 years old.
- c. The Bank will take on insurance (pension fund) on the employee's behalf, for which it will pay regularly the respective premium (contribution).

d. The Bank will be directly responsible for granting benefits.

The Bank recognizes under line item Provisions in the Consolidated Statements of Financial Position (or in assets under Other assets, depending on the funded status of the plan) the present value of its post-employment defined benefit obligations, net of the fair value of the plan assets and of the net recognized cumulative actuarial gains or losses, disclosed in the valuation of these obligations, which are deferred using corridor approach, net of the past service cost, which is deferred over time as explained below.

Plan assets are defined as that will be used to settle the obligations and that meet the following requirements:

- They are not owned by the consolidated entities, but by a legally separate third party not related to the Bank.
- They are available only to pay or fund post-employment benefits and cannot be returned to the consolidated entities except when the assets remaining in the plan are sufficient to meet all the obligations of the plan and of the entity in relation to the benefits due to current or former employees or to reimburse employee benefits already paid by the Bank.

Actuarial gains and losses are defined as those arising from the differences between previous actuarial assumptions and what has actually occurred, and from changes in the actuarial assumptions used. For the plans, the Bank applies the corridor approach criterion, whereby it recognizes in the Consolidated Statements of Income, the amount resulting from dividing by five the higher of the net value of the accumulated actuarial gains and/or losses not recognized at the beginning of each period and exceeding 10% of the present value of the obligations or 10% of the fair value of the assets at the beginning of the period.

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#### **NOTE 01**

##### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

Past services cost which arises from changes made to existing post-employment benefits or from the introduction of new benefits is recognized in the Consolidated Statement of Income on a straight line basis over the period beginning on the date on which the new commitments arose to the date on which the employee has an irrevocable right to receive the new benefits.

Post-employment benefits are recognized in the Consolidated Statements of Income as follows:

- Current service cost, defined as the increase in the present value of the obligations arising as a consequence of the services provided by the employees during the period under the Personnel salaries and expenses item.
- Interest cost, defined as the increase in the present value of the obligations as a consequence of the passage of time which occurs during the period. When the obligations are shown in liabilities in the Consolidated Statements of Financial Position net of the plan assets, the cost of the liabilities recognized in the Consolidated Statement of Income under Personnel salaries and expenses reflects exclusively the obligations recorded as liabilities.
- The expected return on the plan's assets and the gains and losses on their value, less any cost arising from their management and the taxes to which they are subject.
- The actuarial gains and losses calculated using the corridor approach and the unrecognized past services cost, generally amendments made for benefits to be received for past services, are recorded under Personnel salaries and expense in the Consolidated Statements of Income.

##### **ii. Severance Provision:**

Severance provisions for years of employment are recorded only when they actually occur or upon the availability of a formal and detailed plan in which the fundamental modifications to be made are identified, provided that such plan has already started to be implemented or its principal features have been publicly announced, or objective facts about its execution are known.

##### **iii. Share-based compensation:**

The allocation of equity instruments to executives of the Bank and its subsidiaries as a form of compensation for their services, when those instruments are provided at the end of a specific period of employment, is recorded as an expense in the Consolidated Statements of Income under the Personnel salaries and expenses item, as the relevant executives provide their services over the course of the period.

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These benefits do not generate diluting effects, since they are based on shares of Banco Santander S.A. (the parent company of Banco Santander Chile, headquartered in Spain).

### **z) Reclassification of items.**

Banco Santander Chile has reclassified some items in the Consolidated Financial Statements to provide relevant, reliable, comparable and understandable information.

These reclassifications have no significant impact on the Consolidated Financial Statements.

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**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

**aa) Application of new and revised International Financial Reporting Standards**

**i. New and revised IFRS standards effective in current year**

The following accounting pronouncements have been issued by SBIF and the IASB, which have been fully incorporated by the Bank and are detailed as follows:

**Amendments to IAS 12: Deferred Tax recovery of Underlying Assets** - The amendments to IAS 12 provide an exemption to the general principle set out in IAS 12 Income Taxes that the measurements of deferred tax should reflect the manner in which an entity expects to recover the carrying amount of an asset. Specifically, the amendments establish a rebuttable presumption that the carrying amount of an investment property measured using the fair value model in IAS 40 Investment Property will be recovered entirely through sale. The amendments were issued in response to concerns that application of IAS 12's general approach can be difficult or subjective for investment property measured at fair value because it may be that the entity intends to hold the asset for an indefinite or indeterminate period of time, during which it anticipates both rental income and capital appreciation.

Under the amendments, unless the presumption is rebutted, the measurement of the deferred tax liability or deferred tax asset is required to reflect the tax consequences of recovering the carrying amount of the investment property entirely through sale. The sale presumption is rebutted if the investment property is depreciable and the investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Following the application of the amendments, entities holding investment property accounted for using the fair value model in accordance with IAS 40 in jurisdictions where tax is not imposed on sale of the investment property will no longer recognize deferred tax on any temporary differences arising from fair value gains or losses (unless the presumption is rebutted). This is because there would be no tax consequences expected to arise from recovering the carrying amount entirely through sale, regardless of whether the entity intends to use the property to generate rental income for a period of time prior to sale. These modifications will be mandatorily applied for annual periods beginning on or after January 1, 2012. Early adoption is allowed. These amendments did not have any impact on our consolidated financial statements.

**ii. New and revised IFRS issued but not yet effective**

**IFRS 9, Financial Instruments (as revised in 2010)** IFRS 9 (as originally issued in 2009) introduces new requirements for the classification and measurement of financial assets.

Under IFRS 9, all recognized financial assets that are currently within the scope of IAS 39 Financial Instruments: Recognition and Measurement will be subsequently measured at either amortized cost or fair value. A debt instrument that (i) is held within a business model whose objective is to collect the contractual cash flows and (ii) has contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are generally measured at amortized cost. All other debt instruments must be measured at fair value through profit or loss (FVTPL). A fair value option is available (provided that certain specified conditions are met) as an alternative to amortized cost measurement.

All equity investments within the scope of IAS 39 are to be measured in the statement of financial position at fair value, with the gains and losses recognized in profit or loss. If an equity investment is not held for trading, an irrevocable election can be made at initial recognition to measure the investment at fair value through other comprehensive income (FVTOCI), with only dividend income generally recognized in profit or loss.

In 2010, a revised version of IFRS 9 was issued. The revised version of IFRS 9 mainly adds the requirements for the classification and measurement of financial liabilities and derecognition requirements. One major change from IAS 39 relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under IFRS 9, for financial liabilities that are designated as FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in the fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as FVTPL is presented in profit or loss.



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### **NOTE 01**

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

In December 2011, the IASB issued Amendments to IFRS 9 and IFRS 7. The amendments defer the mandatory effective date of IFRS 9 from January 1, 2013 to January 1, 2015, with early application permitted. The amendments also modify the transitional requirements from IAS 39 to IFRS 9.

At the date of publication of these financial statements, phases two and three of the financial instruments project, being the impairment of financial assets and hedge accounting phases respectively, are still a work in progress. The IASB is also considering limited improvements to IFRS 9 regarding the classification and measurement of financial instruments.

Early adoption is permitted. Management, pursuant to SBIF, will not adopt this regulation early. Moreover, it will not be applied until the SBIF establishes it as mandatory for all banks.

#### **New and revised IFRS on consolidation, joint arrangements, associates and disclosures**

In 2011, the IASB issued a package of five standards on consolidation, joint arrangements, associates and disclosures, including IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011).

Each of the five standards is effective for annual periods beginning on or after January 1, 2013, with early application permitted. In general, if an entity wishes early application, it should apply all of the five standards early at the same time.

#### ***IFRS 10 Consolidated Financial Statements***

IFRS 10 replaces the part of IAS 27 Consolidated and Separate Financial Statements that deals with consolidated financial statements and SIC-12 Consolidation – Special Purpose Entities.

Headline changes brought about by IFRS 10 are as follows:

Under IFRS 10, there is only one basis for consolidation for all entities, and that basis is control. This change removes the perceived inconsistency between the previous version of IAS 27 and SIC-12 – the former used control concept whilst the latter placed greater emphasis on risk and rewards.

A more robust definition of control has been developed in IFRS 10 in order to address unintentional weaknesses of the definition of control set out in the previous version of IAS 27. The definition of control in IFRS 10 includes three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) ability to use its power over the investee to affect the amount of the investor's returns.

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- IFRS 10 requires an investor to focus on activities that significantly affect the returns of an investee ( relevant activities ) in assessing whether it has control over the investee (not merely financial and operating policies as set out in the previous version of IAS 27).
- IFRS 10 replaces the term benefits with the term returns so as to clarify that an investor s returns could potentially be positive, negative or both.
- IFRS 10 makes it clear that there must be a linkage between power and returns from the investee .
- IFRS 10 requires that, in assessing control, only substantive rights (i.e. rights that their holder has the practical ability to exercise) are considered. For a right to be substantive, the right needs to be currently exercisable at the time when decisions about the relevant activities need to be made.

IFRS 10 adds application guidance to assist in assessing whether an investor controls an investee in complex scenarios, including:

- Application guidance on when an investor that has less than 50 percent of the voting rights of an investee has control over the investee (commonly referred to as de facto control ).
- Application guidance on whether a decision maker is acting as a principal or an agent for another party. A decision maker that has decision-making authority over the relevant activities of an investee does not have control over the investee when it is merely an agent.

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**NOTE 01****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

- Application guidance on when a particular set of assets and liabilities of an investee (i.e. a portion of an investee) can be deemed as a separate entity for the purposes of determining whether that portion is a subsidiary of the investor. IFRS 10 states that a portion of an investee is treated as a separate entity for consolidation purposes when that portion is economically ring-fenced from the rest of the investee. IFRS 10 does not contain bright lines as to when an investor should or should not consolidate an investee.

Overall, the application of IFRS 10 requires significant judgment on a number of aspects.

IFRS 10 requires investors to reassess whether or not they have control over their investees on transition to IFRS 10. In general, IFRS 10 requires retrospective application, with certain limited transitional provisions.

Regarding the requirements for the preparation of consolidated financial statements, most of the requirements have been moved unchanged from the previous version of IAS 27 to IFRS 10.

Management has evaluated the possible impact and believes these new standard will have no significant impact on the Bank's Consolidated Financial Statements.

***IFRS 11 Joint Arrangements***

IFRS 11 replaces IAS 31 *Interests in Joint Ventures and SIC-13 Jointly Controlled Entities - Non-Monetary Contributions by Venturers*.

IFRS 11 deals with how a joint arrangement should be classified where two or more parties have joint control. There are two types of joint arrangements under IFRS 11: joint operations and joint ventures. These two types of joint arrangements are distinguished by parties' rights and obligations under the arrangements.

<b>Type of joint arrangement</b>	<b>Features</b>	<b>Accounting under IFRS 11</b>
Joint venture	Joint venturers have rights to the net assets of the arrangement.	Equity method of accounting proportionate consolidation is not allowed.
Joint operation	Joint operators have rights to the assets and obligations for the liabilities of the arrangement.	Each joint operator recognizes its share of the assets, liabilities, revenues and expenses.

Under IFRS 11, the existence of a separate vehicle is no longer a sufficient condition for a joint arrangement to be classified as a joint venture whereas, under IAS 31, the establishment of a separate legal vehicle is the key factor in determining the existence of a jointly controlled entity.

Therefore, upon application of IFRS 11, the following change may occur:

**IAS 31**

**IFRS 11**

Jointly controlled entity accounted for using equity method

Joint operation

Jointly controlled entity accounted for using proportionate consolidation

Joint venture (must be accounted for using the equity method of accounting)

IFRS 11 requires retrospective application with specific transitional provisions.

Management has evaluated the possible impact and believes these new standard will have no significant impact on the Bank's Consolidated Financial Statements.

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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

***IFRS 12 Disclosure of Interests in Other Entities***

IFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates or unconsolidated structured entities.

IFRS 12 establishes disclosure objectives and specifies minimum disclosures that entities must provide to meet those objectives. The objective of IFRS 12 is that an entity should disclose information that helps users of financial statements evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial statements.

The disclosure requirements set out in IFRS 12 are more extensive than those in the current standards.

Management has evaluated the possible impact and believes these new standard will have no significant impact on the Bank's Consolidated Financial Statements.

***Amendments to IFRS 10, IFRS 11 and IFRS 12 Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance***

The amendments clarify certain transitional guidance on the application of IFRS 10, IFRS 11 and IFRS 12 for the first time. The major clarifications are as follows:

The amendments explain that the date of initial application of IFRS 10 means the beginning of the annual period in which IFRS 10 is applied for the first time.

The amendments clarify how a reporting entity should adjust comparative period(s) retrospectively if the consolidation conclusion reached at the date of initial application under IFRS 10 is different from that under IAS 27/SIC-12.

When the control over an investee was lost during the comparative period (e.g. as a result of a disposal), the amendments confirm there is no need to adjust the comparative figures retrospectively (even though a different consolidation conclusion might have been reached under IAS 27/SIC-12 and IFRS 10).

When a reporting entity concludes, on the basis of the requirements of IFRS 10, that it should consolidate an investee that was not previously consolidated, IFRS 10 requires the entity to apply acquisition accounting in accordance with IFRS 3 Business Combinations

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to measure assets, liabilities and non-controlling interests of the investee at the date when the entity obtained control of the investee (based on the requirements of IFRS 19). The amendments clarify which version of IFRS 3 should be used in different scenarios.

The amendments provide additional transitional relief by limiting the requirement to present adjusted comparative information to the period immediately before the date of initial application. They also eliminate the requirements to present comparative information for disclosures related to unconsolidated structured entities for any period before the first annual period in which IFRS 12 is applied.

The effective date of the amendments is the same as the effective date of IFRS 10, IFRS 11 and IFRS 12 (January 1, 2013).

Management has evaluated the possible impact and believes these amendments will have no significant impact on the Bank's Consolidated Financial Statements.

**IAS 27 (2011), Separate Financial Statements** - IAS 27 Consolidated and Separate Financial Statements was modified by IFRS 10 but keeps the current guidelines for separate financial statements. Management has evaluated the possible impact and believes these amendments will have no significant impact on the Bank's Consolidated Financial Statements.

**IAS 28 (2011), Investments in Associates and Joint Ventures** IAS 28 Investments in Associates was modified to comply with changes related to the issuance of IFRS 10 and IFRS 11. Management has evaluated the possible impact and believes these amendments will have no significant impact on the Bank's Consolidated Financial Statements.

**IFRS 13, Fair Value Measurement** IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value.

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**Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

IFRS 13 defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those required by the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

IFRS 13 is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. IFRS 13 should be applied prospectively as of the beginning of the annual period in which it is initially applied. The disclosure requirements of IFRS 13 need not be applied in comparative information provided for periods before initial application of the Standard. Management is currently evaluating the potential impact this amendment will have on the Bank's financial statements.

**Amendment to IAS 1, Presentation of Items of Other Comprehensive Income** The amendments to IAS 1 introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to IAS 1, the statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and the income statement is renamed as a statement of profit or loss. The amendments to IAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to IAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. Management has evaluated this amendment and concluded it will not have a significant impact in Bank's financial statements.

**Amendment to IAS 19, Employee Benefits** The amendments to IAS 19 change the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in fair value of plan assets when they occur, and hence eliminate the corridor approach permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. The amendments require all actuarial gains and losses to be recognized immediately through other comprehensive income in order for the net pension asset or liability recognized in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus.

Another significant change to IAS 19 relates to the presentation of changes in defined benefit obligations and plan assets with changes being split into three components:

Service cost recognized in profit or loss and includes current and past service cost as well as gains or losses on settlements.

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Net interest recognized in profit or loss and calculated by applying the discount rate at the beginning of the reporting period to the net defined benefit liability or asset at the beginning of each reporting period.

Remeasurement recognized in other comprehensive income and comprises actuarial gains and losses on the defined benefit obligation, the excess of the actual return on plan assets over the change in plan assets due to the passage of time and the changes, if any, due to the impact of the asset ceiling.

As a result, the profit or loss will no longer include an expected return on plan assets; instead, imputed finance income is calculated on the plan assets and is recognized as part of the net interest cost in profit or loss. Any actual return above or below the imputed finance income on plan assets is recognized as part of remeasurement in other comprehensive income.

The amendments to IAS 19 are effective for annual periods beginning on or after January 1, 2013 and require retrospective application with certain exceptions. Management has evaluated this amendment and concluded it will not have a significant impact in Bank's financial statements.

**Amendment to IAS 32 and IFRS 7, Offsetting Financial Assets and Financial Liabilities and the related disclosures** The amendments to IAS 32 clarify existing application issues relating to the offsetting requirements. Specifically, the amendments clarify the meaning of currently has a legally enforceable right of set-off and simultaneous realization and settlement. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014, with retrospective application required.



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**NOTE 01**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued:**

Management believes this new regulation will be adopted in the Bank's Consolidated Financial Statements for the period beginning on January 1, 2014. Management is currently evaluating the possible impact this might have.

The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement. The amendments to IFRS 7 are required for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods. The disclosures should be provided retrospectively for all comparative periods. This new regulation will be adopted in the Bank's Consolidated Financial Statements for the period beginning on January 1, 2013. Management has evaluated this amendment and concluded it will not have a significant impact.

**IFRIC 20, Stripping Costs in the Production Phase of a Surface Mine** IFRIC 20 applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine ( production stripping costs ). Under the interpretation, the costs from this waste removal activity ( stripping ) which provide improved access to ore is recognized as a non-current asset ( stripping activity asset ) when certain criteria are met, whereas the costs of normal ongoing operational stripping activities are accounted for in accordance with IAS 2 Inventories. The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset, and classified as tangible or intangible according to the nature of the existing asset of which it forms a part.

The interpretation is effective for annual periods beginning on or after January 1, 2013. An entity should apply this interpretation to production stripping costs incurred on or after the beginning of the earliest period presented, with certain transitional provisions. This new interpretation will have no impact on our financial statements since our business activities do not consider the mining of natural resources.

**NOTE 02**

**ACCOUNTING CHANGES**

As of December 31, 2012, there are no accounting changes from previous year to be disclosed.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 03****SIGNIFICANT EVENTS**

As of December 31, 2012, the following significant events have occurred and had an impact on the Bank's operations or the Consolidated Financial Statements:

**a) The Board**

A Shareholders Meeting of Banco Santander Chile was held on April 24, 2012, chaired by Mr. Mauricio Larraín Garcés (Chairman), and attended by Jesús María Zabalza Lotina (First Vice President), Oscar von Chrismar Carvajal (Second Vice President), Víctor Arbulú Crousillat, Lisandro Serrano Spoerer, Marco Colodro Hadjes, Vittorio Corbo Lioi, Carlos Olivos Marchant, Roberto Méndez Torres, Lucía Santa Cruz Sutil, Roberto Zahler Mayanz, and Raimundo Monge Zegers (Alternate Director). Also, the CEO Claudio Melandri Hinojosa and CAO Felipe Contreras Fajardo attended the meeting.

In Extraordinary Board Session No. 103 held on May 24, 2012, Mr. Juan Manuel Hoyos Martínez de Irujo resigned from his position as Alternate Director.

In the Extraordinary Board Session No. 436 held on August 28, 2012, Mr. Juan Pedro Santa María Pérez resigned from his position as Alternate Director.

**Use of income and distribution of dividends**

According to the information presented in the shareholders meeting, 2011 net income (designated in the financial statements as Income attributable to equity holders of the Bank) amounted to Ch\$ 435,084 million. The Board approved the distribution of 60% of such net income which divided by the amount of shares issued corresponds to a Ch\$ \$1.385 dividend per share, which was payable starting on April 25, 2012. In addition, the Board approved that 40% of the remaining profit be destined to increase the Bank's reserves.

**b) Issuance of bonds during 2012**

In 2012, the Bank issued senior bonds in the amounts of USD 1,085,990,000; UF 4,000,000; Ch\$ 25,000,000,000 and CNY 500,000,000. The detail for 2012 is included in Note 20.

**b.1) 2012 Senior Bonds**

Series	Amount	Term	Issue rate	Issuance date	Maturity date
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Senior bonds	USD	250,000,000	2 years	Libor (3 months) + 200 bp	02-14-2012	02-14-2014
Zero-coupon bond	USD	85,990,000	1 year	Libor (3 months) + 100 bp	08-29-2012	08-30-2013
Senior bonds	USD	750,000,000	10 years	3.875% per annum simple	09-20-2012	09-20-2022
<b>Total</b>	<b>USD</b>	<b>1,085,990,000</b>				
E6	UF	4,000,000	10 years	3.5% per annum simple	04-01-2012	04-01-2022
<b>Total</b>	<b>UF</b>	<b>4,000,000</b>				
E7	Ch\$	25,000,000,000	5 years	6.75% per annum simple	03-01-2012	03-01-2017
<b>Total</b>	<b>Ch\$</b>	<b>25,000,000,000</b>				
CNY Bond	CNY	500,000,000	2 years	3.75% per annum simple	11-26-2012	11-26-2014
<b>Total</b>	<b>CNY</b>	<b>500,000,000</b>				

### b.2) 2012 Subordinated bonds

In 2012, the Bank has not issued subordinated bonds.

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**Banco Santander Chile and Subsidiaries**

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 03**

**SIGNIFICANT EVENTS, continued:**

**c) Building sales**

During the third quarter of 2012, the Bank sold 17 offices, recording a MCh\$ 8,564 gain. See the details of these transactions in Note 36.

**d) Sales and purchases of Shares**

**Purchases:**

In August 2012, Banco Santander Chile acquired 144 shares from Sociedad Operadora de la Cámara de Compensación de pagos de Alto Valor S.A. See the details of this transaction in Note 13.

**Sales:**

In July 2012, Banco Santander Chile sold 3,628,154 shares from the support corporation Transbank S.A. See the details of this transaction in Note 13.

**e) Assignment of loans previously charged off**

In 2012, Banco Santander Chile signed assignment agreements of loans previously charged off with Fondo de Inversiones Cantábrico. As of December 31, 2012, the Bank has made portfolio sales to this institution for MCh\$ 2,608. See the details of these transactions in Note 11.

**f) Sales of current mortgage loans**

In 2012, Banco Santander Chile signed assignment agreements of mortgage loans with Metlife Chile Seguros de Vida S.A. As of December 31, 2012, the Bank has made portfolio sales to this institution for MCh\$ 18,587. See the details of these transactions in Note 11.

**g) Sales of current commercial loans**

In 2012, Banco Santander Chile signed assignment agreements of current loans. As of December 31, 2012, the Bank has made portfolio sales to this institution for MCh\$ 7,655. See the details of these transactions in Note 11.

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### **Banco Santander Chile and Subsidiaries**

#### **Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

#### **NOTE 04**

##### **BUSINESS SEGMENTS**

The Bank manages and measures the performance of its operations by business segment. The information disclosed in this note is not necessarily comparable to that of other financial institutions, since it is based on Management's internal information system.

Inter-segment transactions are conducted under normal arm's length commercial terms and conditions. Each segment's assets, liabilities, and income include items directly attributable to the segment to which they can be allocated on a reasonable basis.

The Bank has the following six business segments:

##### **Individuals**

###### **a. Santander Banefe**

Serves individuals with monthly incomes from Ch\$ 150,000 to Ch\$ 400,000, who receive services through Santander Banefe. This segment gives customers a variety of services, including consumer loans, credit cards, auto loans, mortgage loans, debit cards, savings products, mutual funds, and insurance.

###### **b. Commercial banking**

Serves individuals with monthly incomes below Ch\$ 400,000. This segment gives customers a variety of services, including consumer loans, credit cards, auto loans, mortgage loans, debit cards, savings products, mutual funds, and insurance.

##### **Small and mid-sized companies (SMEs)**

Serves small companies with annual sales below Ch\$ 1,200 million. This segment gives customers a variety of products, including commercial loans, government-guaranteed loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, savings products, mutual funds, and insurance.

##### **Institutional**

Serves institutions such as universities, government entities, local and regional governments. This segment provides a wide variety of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, transactional services, treasury services, financial consulting, savings products, mutual funds, and insurance.

##### **Companies**

The Companies segment is composed of Commercial Banking and Company Banking, with sub-segments of medium-sized companies (Companies), real estate companies (Real estate) and large corporations are found:

**a. Companies**

Serves companies with annual sales exceeding Ch\$ 1,200 million and up to Ch\$ 10,000 million. This segment provides a wide variety of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, transactional services, treasury services, financial consulting, savings products, mutual funds, and insurance.

**b. Real estate**

This segment includes all the companies engaged in the real estate industry who carry out projects to sell properties to third parties and all builders with annual sales exceeding Ch\$ 800 million with no ceiling. These clients are offered not only the traditional banking services but also specialized services to finance projects, chiefly residential projects, with the aim of expanding sales of mortgage loans.

**c. Large corporations**

Serves companies with annual sales exceeding Ch\$ 10,000 million. This segment provides a wide variety of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, transactional services, treasury services, financial consulting, savings products, mutual funds, and insurance.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 04**

**BUSINESS SEGMENTS, continued**

**Global Banking and Markets**

The Global Banking and Markets segment is comprised of:

**a. Corporate**

Foreign multinational corporations or Chilean corporations with sales over Ch\$10,000 million. This segment provides a wide variety of products, including commercial loans, leasing, factoring, foreign trade, credit cards, mortgage loans, checking accounts, transactional services, treasury services, financial consulting, savings products, mutual funds, and insurance.

**b. Treasury**

The Treasury Division provides sophisticated financial products, mainly to companies in the Wholesale Banking area and the Companies segment. These include products such as short-term financing and fund raising, brokerage services, derivatives, securitization, and other tailor-made products. The Treasury division also manages our trading positions.

**Corporate Activities ( Other )**

This segment includes Financial Management, which perform global foreign exchange structural position functions, involving the parent company's structural interest risk and liquidity risk. The latter, through bonds issuances. This segment also manages the Bank's personal funds, capital allocation by unit, and the financing of investments made. The foregoing usually results in a negative contribution to income.

In addition, this segment encompasses all the intra-segment income and all the activities not assigned to a given segment or product with customers.

The segments' accounting policies are the same as those described in the summary of accounting policies. The Bank earns most of its income in the form of interest income, fee and commission income and income from financial operations. To evaluate a segment's financial performance, the Chief Operating Decision Maker (CODM) bases his assessment on the segment's interest income, fee and commission income, and expenses.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 04****BUSINESS SEGMENTS, continued**

Below are the tables showing the Bank's results by business segment, for the periods ending as of December 31, 2012 and 2011 in addition to the corresponding balances of loans and accounts receivable from customers as of December 31, 2012 and 2011:

	As of December 31, 2012						Segment's net contribution
	Loans and accounts receivable from customers (1)	Net interest income	Net fee and commission income	ROF (2)	Provisions	Support expenses (3)	
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Segments</b>							
<b>Individuals</b>	<b>9,723,801</b>	<b>620,970</b>	<b>174,283</b>	<b>7,790</b>	<b>(311,265)</b>	<b>(349,513)</b>	<b>142,265</b>
Santander Banefe	799,412	123,168	33,853	102	(81,472)	(66,386)	9,265
Commercial Banking	8,924,389	497,802	140,430	7,688	(229,793)	(283,127)	133,000
<b>Small and mid-sized companies (SMEs)</b>	<b>2,836,695</b>	<b>234,012</b>	<b>39,024</b>	<b>4,903</b>	<b>(72,719)</b>	<b>(76,864)</b>	<b>128,356</b>
Institutional	356,465	28,466	2,466	615	(346)	(12,686)	18,515
<b>Companies</b>	<b>4,072,191</b>	<b>148,433</b>	<b>25,836</b>	<b>11,062</b>	<b>(24,608)</b>	<b>(47,756)</b>	<b>112,967</b>
Companies	1,632,276	70,962	13,863	5,118	(21,598)	(24,521)	43,824
Large Corporations	1,668,828	56,045	8,679	5,623	(3,705)	(17,989)	48,653
Real estate	771,087	21,426	3,294	321	695	(5,246)	20,490
<b>Commercial Banking</b>	<b>16,989,152</b>	<b>1,031,881</b>	<b>241,609</b>	<b>24,370</b>	<b>(408,938)</b>	<b>(486,819)</b>	<b>402,103</b>
<b>Global Banking and Markets</b>	<b>1,858,116</b>	<b>57,591</b>	<b>26,315</b>	<b>66,804</b>	<b>5,334</b>	<b>(35,209)</b>	<b>120,835</b>
Corporate	1,851,127	65,838	29,336	815	5,334	(13,909)	87,414



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Treasury	6,989	(8,247)	(3,021)	65,989	-	(21,300)	33,421
<b>Other</b>	<b>119,384</b>	<b>(46,738)</b>	<b>2,648</b>	<b>(8,875)</b>	<b>(88)</b>	<b>(18,108)</b>	<b>(71,161)</b>
<b>Total</b>	<b>18,966,652</b>	<b>1,042,734</b>	<b>270,572</b>	<b>82,299</b>	<b>(403,692)</b>	<b>(540,136)</b>	<b>451,777</b>
Other operating income							13,105
Other operating expenses							(59,637)
Income from investments in other companies							267
Income tax							(44,394)
<b>Net income for the year</b>							<b>361,118</b>

- (1) Corresponds to Loans and accounts receivable from customers plus the interbank loans balance, without deducting their allowance for loan losses.
- (2) Corresponds to the sum of net income from financial operations and foreign exchange gain.
- (3) Corresponds to the sum of personnel salaries and expenses, administrative expenses, depreciation, amortization, and impairment.

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**NOTE 04****BUSINESS SEGMENTS, continued**

	As of December 31, 2011						
	Loans and accounts receivables from customers  (1)  MCh\$	Net interest income  MCh\$	Net fee and commission income  MCh\$	ROF  (2)  MCh\$	Provisions   MCh\$	Support expenses  (3)  MCh\$	Segment net contribution  MCh\$
<b>Segments</b>							
<b>Individuals</b>	<b>9,289,345</b>	<b>570,293</b>	<b>187,176</b>	<b>9,095</b>	<b>(248,137)</b>	<b>(322,273)</b>	<b>196,154</b>
Santander Banefe	804,852	117,154	37,206	275	(62,252)	(70,719)	21,664
Commercial Banking	8,484,493	453,139	149,970	8,820	(185,885)	(251,554)	174,490
<b>Small and mid-sized companies (SMEs)</b>	<b>2,560,736</b>	<b>207,008</b>	<b>38,274</b>	<b>9,577</b>	<b>(65,028)</b>	<b>(74,962)</b>	<b>114,869</b>
<b>Institutional</b>	<b>355,199</b>	<b>26,856</b>	<b>1,831</b>	<b>859</b>	<b>503</b>	<b>(11,329)</b>	<b>18,720</b>
<b>Companies</b>	<b>3,650,709</b>	<b>140,818</b>	<b>24,310</b>	<b>13,427</b>	<b>(11,592)</b>	<b>(40,680)</b>	<b>126,283</b>
Companies	1,583,895	65,499	12,785	7,134	(10,080)	(22,698)	52,640
Large Corporations	1,470,447	56,467	8,594	5,669	(1,212)	(13,496)	56,022
Real estate	596,367	18,852	2,931	624	(300)	(4,486)	17,621
<b>Commercial Banking</b>	<b>15,855,989</b>	<b>944,975</b>	<b>251,591</b>	<b>32,958</b>	<b>(324,254)</b>	<b>(449,244)</b>	<b>456,026</b>
<b>Global Banking and Markets</b>	<b>1,494,752</b>	<b>48,942</b>	<b>31,908</b>	<b>68,530</b>	<b>7,614</b>	<b>(35,302)</b>	<b>121,692</b>
Corporate	1,479,838	64,845	30,745	1,368	7,614	(13,790)	90,782
Treasury	14,914	(15,903)	1,163	67,162	-	(21,512)	30,910
<b>Other</b>	<b>84,041</b>	<b>(21,617)</b>	<b>(5,663)</b>	<b>(7,291)</b>	<b>503</b>	<b>(16,474)</b>	<b>(50,542)</b>
<b>Total</b>	<b>17,434,782</b>	<b>972,300</b>	<b>277,836</b>	<b>94,197</b>	<b>(316,137)</b>	<b>(501,020)</b>	<b>527,176</b>

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Other operating income	18,749
Other operating expenses	(64,208)
Income from investments in other companies	2,140
Income tax	(77,193)
<b>Net income for the year</b>	<b>406,664</b>

- (1) Corresponds to loans and accounts receivable from customers plus interbank loans balance, without deducting their allowance for loan losses.
- (2) Corresponds to the sum of net income from financial operations and foreign exchange gain.
- (3) Corresponds to the sum of personnel salaries and expenses, administrative expenses, depreciation, amortization, and impairment.

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**NOTE 04****BUSINESS SEGMENTS, continued**

	As of December 31, 2010						
Loans and accounts receivables from customers (1)	Net interest income	Net fee and commission income	ROF (2)	Provisions	Support expenses (3)	Segment s net contribution	
MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Segments</b>							
<b>Individuals</b>	<b>8,378,969</b>	<b>533,500</b>	<b>191,841</b>	<b>5,027</b>	<b>(114,562)</b>	<b>(291,208)</b>	<b>324,598</b>
Santander Banefe	714,899	106,942	32,133	15	(27,919)	(66,272)	44,899
Commercial Banking	7,664,070	426,558	159,708	5,012	(86,643)	(224,936)	279,699
<b>Small and mid-sized companies (PYMEs)</b>	<b>2,373,360</b>	<b>192,825</b>	<b>34,460</b>	<b>7,168</b>	<b>(75,742)</b>	<b>(67,059)</b>	<b>91,652</b>
Institutional	332,150	19,675	2,452	1,974	(1,229)	(10,108)	12,764
<b>Companies</b>	<b>3,286,920</b>	<b>126,936</b>	<b>20,215</b>	<b>15,047</b>	<b>(45,769)</b>	<b>(32,623)</b>	<b>83,806</b>
Companies	1,353,400	57,077	11,298	7,150	(18,922)	(15,796)	40,807
Large Corporations	1,410,578	52,678	6,121	7,129	(27,983)	(12,784)	25,161
Real estate	522,942	17,181	2,796	768	1,136	(4,043)	17,838
<b>Commercial Banking</b>	<b>14,371,399</b>	<b>872,936</b>	<b>248,968</b>	<b>29,216</b>	<b>(237,302)</b>	<b>(400,998)</b>	<b>512,820</b>
<b>Global Banking and Markets</b>	<b>1,293,221</b>	<b>60,164</b>	<b>23,173</b>	<b>56,364</b>	<b>(15,495)</b>	<b>(30,788)</b>	<b>93,418</b>
Corporate	1,293,221	69,786	24,452	1,445	(15,495)	(11,592)	68,596
Treasury	-	(9,622)	(1,279)	54,919	-	(19,196)	24,822
<b>Other</b>	<b>62,662</b>	<b>6,619</b>	<b>(8,559)</b>	<b>10,408</b>	<b>(1,118)</b>	<b>(20,150)</b>	<b>(12,800)</b>
<b>Total</b>	<b>15,727,282</b>	<b>939,719</b>	<b>263,582</b>	<b>95,988</b>	<b>(253,915)</b>	<b>(451,936)</b>	<b>593,438</b>

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Other operating income	43,608
Other operating expenses	(45,402)
Income from investments in other companies	1,171
Income tax	(85,343)
<b>Net income for the year</b>	<b>507,472</b>

- (1) Corresponds to loans and accounts receivable from customers plus interbank loans balance, without deducting their allowance for loan losses.
- (2) Corresponds to the sum of net income from financial operations and foreign exchange gain.
- (3) Corresponds to the sum of personnel salaries and expenses, administrative expenses, depreciation, amortization, and impairment.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 05****CASH AND CASH EQUIVALENTS**

a) The detail of balances included under cash and cash equivalents is as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
<b>Cash and deposits in banks</b>		
Cash	435,687	369,585
Deposits in the Central Bank of Chile	520,031	2,142,550
Deposits in domestic banks	4,057	465
Deposits in foreign banks	290,639	281,101
<b>Subtotals</b>	<b>Cash and deposits in banks</b>	
	<b>1,250,414</b>	<b>2,793,701</b>
Cash items in process of collection, net	235,314	186,968
<b>Cash and cash equivalents</b>	<b>1,485,728</b>	<b>2,980,669</b>

The level of funds in cash and at the Central Bank of Chile, which is included in the Deposits in the Central Bank of Chile line, reflects regulations governing the reserves that the Bank must maintain on average on a monthly basis.

**b) Cash items in process of collection and in process of being cleared:**

Cash items in process of collection and in process of being cleared are transactions in which only settlement remains pending, which will increase assets or decrease liabilities funds in the Central Bank of Chile or in foreign banks, normally within the next 24 to 48 business hours from the end of each period. These transactions are presented according to the following detail:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
<b>Assets</b>		
Documents held by other banks (documents to be exchanged)	238,714	188,907
Funds receivable	281,553	87,547
<b>Subtotals</b>	<b>520,267</b>	<b>276,454</b>
<b>Liabilities</b>		
Funds payable	284,953	89,486
<b>Subtotals</b>	<b>284,953</b>	<b>89,486</b>
<b>Cash in process of collection, net</b>	<b>235,314</b>	<b>186,968</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 06****TRADING INVESTMENTS**

The detail of the instruments deemed as financial trading investments is as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
<b>Chilean Central Bank and Government securities:</b>		
Chilean Central Bank Bonds	267,008	311,503
Chilean Central Bank Notes	3,397	60,233
Other Chilean Central Bank and Government securities	48,160	15,789
<b>Subtotals</b>	<b>318,565</b>	<b>387,525</b>
<b>Other Chilean securities:</b>		
Time deposits in Chilean financial institutions	3,531	-
Mortgage finance bonds of Chilean financial institutions	-	-
Chilean financial institution bonds	-	-
Chilean corporate bonds	-	-
Other Chilean securities	-	-
<b>Subtotals</b>	<b>3,531</b>	<b>-</b>
<b>Foreign financial securities:</b>		
Foreign Central Banks and Government securities	-	-
Other foreign financial instruments	-	-
<b>Subtotals</b>	<b>-</b>	<b>-</b>
<b>Investments in mutual funds:</b>		
Funds managed by related entities	16,191	22,238
Funds managed by others	-	-
<b>Subtotals</b>	<b>16,191</b>	<b>22,238</b>



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<b>Total</b>	<b>338,287</b>	<b>409,763</b>
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As of December 31, 2012 in the Chilean Central Bank and Government securities item there are no securities sold with repurchase agreement to clients and financial institutions (MCh\$ 27,017 as of December 31, 2011).

As of December 31, 2012 and 2011 under Other Chilean securities there are no securities sold with repurchase agreement to clients and financial institutions.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 07****INVESTMENTS UNDER RESALE AGREEMENTS AND OBLIGATIONS UNDER REPURCHASE AGREEMENTS****a) Rights arising from purchase agreements**

The Bank purchases financial instruments agreeing to resell them at a future date. As of December 31, 2012 and 2011, rights associated with instruments acquired with resale agreements are as follows:

	As of December 31,							
	2012			2011				
	More than 3			From 1		More than 3		
	From 1 day	months and		day and	months and			
and less than 3 months	less than 1 year	More than 1 year	less than 3 months	less than 1 year	More than 1 year	Total	Total	
MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Chilean Government and Central Bank securities</b>								
Chilean Central Bank Bonds	6,993	-	-	6,993	12,928	-	-	12,928
Chilean Central Bank Notes	-	-	-	-	-	-	-	-
Other Chilean Central Bank and Government securities	-	-	-	-	-	-	-	-
Chilean Central Bank Bonds	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>6,993</b>	<b>-</b>	<b>-</b>	<b>6,993</b>	<b>12,928</b>	<b>-</b>	<b>-</b>	<b>12,928</b>
<b>Instruments from other domestic institutions:</b>								
Time deposits in Chilean financial institutions	-	-	-	-	-	-	-	-
Mortgage finance bonds of Chilean financial institutions	-	-	-	-	-	-	-	-
Chilean financial institution bonds	-	-	-	-	-	-	-	-
Chilean corporate bonds	-	-	-	-	-	-	-	-
Other Chilean securities	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Foreign financial securities:</b>								
Foreign government or central banks securities	-	-	-	-	-	-	-	-
Other foreign financial instruments	-	-	-	-	-	-	-	-
<b>Subtotals</b>	-	-	-	-	-	-	-	-
<b>Investments in mutual funds:</b>								
Funds managed by related entities	-	-	-	-	-	-	-	-
Funds managed by others	-	-	-	-	-	-	-	-
<b>Subtotals</b>	-	-	-	-	-	-	-	-
<hr/>								
<b>Total</b>	<b>6,993</b>	-	-	<b>6,993</b>	<b>12,928</b>	-	-	<b>12,928</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 07****INVESTMENTS UNDER RESALE AGREEMENTS AND OBLIGATIONS UNDER REPURCHASE AGREEMENTS, continued:****b) Obligations under repurchase agreements**

The Bank raises funds by selling financial instruments and committing itself to buy them back at future dates, plus interest at a predetermined rate. As of December 31, 2012 and 2011, obligations related to instruments sold under repurchase agreements are as follows:

	As of December 31,							
	2012			2011				
	From 1 day	More than 3		From 1 day	More than 3			
	to less than 3 months MCh\$	months and less than 1 year MCh\$	More than 1 year MCh\$	Total MCh\$	to less than 3 months MCh\$	months and less than 1 year MCh\$	More than 1 year MCh\$	Total MCh\$
<b>Chilean Government and Central Bank securities</b>								
Chilean Central Bank Bonds	155,869	-	-	155,869	27,638	-	-	27,638
Chilean Central Bank Notes	33	-	-	33	270,591	-	-	270,591
Other Chilean Central Bank and Government securities	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>155,902</b>	<b>-</b>	<b>-</b>	<b>155,902</b>	<b>298,229</b>	<b>-</b>	<b>-</b>	<b>298,229</b>
<b>Instruments from other domestic institutions:</b>								
Time deposits in Chilean financial institutions	144,935	3,280	-	148,215	243,548	2,584	-	246,132
Mortgage finance bonds of Chilean financial institutions	-	-	-	-	18	2	-	20
Chilean financial institution bonds	-	-	-	-	-	-	-	-

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Chilean corporate bonds	-	-	-	-	-	-	-	-
Other Chilean securities	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>144,935</b>	<b>3,280</b>	<b>-</b>	<b>148,215</b>	<b>243,566</b>	<b>2,586</b>	<b>-</b>	<b>246,152</b>
<b>Foreign financial securities:</b>								
Foreign government or central banks securities	-	-	-	-	-	-	-	-
Other foreign financial instruments	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Investments in mutual funds:</b>								
Funds managed by related entities	-	-	-	-	-	-	-	-
Funds managed by others	-	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>300,837</b>	<b>3,280</b>	<b>-</b>	<b>304,117</b>	<b>541,795</b>	<b>2,586</b>	<b>-</b>	<b>544,381</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 07****INVESTMENTS UNDER RESALE AGREEMENTS AND OBLIGATIONS UNDER REPURCHASE AGREEMENTS, continued:**

- c) The detail by portfolio of collateral associated with repurchase agreements as of December 31, 2012 and 2011, valued at market rate, is as follows:

	As of December 31,					
	2012		Available		2011	
	Available for sale portfolio MCh\$	Trading portfolio MCh\$	Total Instruments with agreement MCh\$	for sale portfolio MCh\$	Trading portfolio MCh\$	Total Instruments with agreement MCh\$
<b>Chilean Central Bank and Government securities:</b>						
Chilean Central Bank Bonds	156,307	-	156,307	27,688	-	27,688
Chilean Central Bank Notes	33	-	33	245,635	27,017	272,652
Other Chilean Central Bank and Government securities	-	-	-	-	-	-
<b>Subtotals</b>	<b>156,340</b>	<b>-</b>	<b>156,340</b>	<b>273,323</b>	<b>27,017</b>	<b>300,340</b>
<b>Other Chilean securities:</b>						
Time deposits in Chilean financial institutions	148,277	-	148,277	246,205	-	246,205
Mortgage finance bonds of Chilean financial institutions	-	-	-	19	-	19
Chilean financial institution bonds	-	-	-	-	-	-
Chilean corporate bonds	-	-	-	-	-	-
Other Chilean securities	-	-	-	-	-	-
<b>Subtotals</b>	<b>148,277</b>	<b>-</b>	<b>148,277</b>	<b>246,224</b>	<b>-</b>	<b>246,224</b>
<b>Foreign financial securities:</b>						
Foreign Central Banks and Government securities	-	-	-	-	-	-
Other foreign financial instruments	-	-	-	-	-	-
<b>Subtotals</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Investments in mutual funds:**

Funds managed by related entities	-	-	-	-	-	-
Funds managed by others	-	-	-	-	-	-
<b>Subtotals</b>	-	-	-	-	-	-
<hr/>						
<b>Total</b>	<b>304,617</b>	<b>-</b>	<b>304,617</b>	<b>519,547</b>	<b>27,017</b>	<b>546,564</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING**

a) As of December 31, 2012 and 2011, the Bank holds the following portfolio of derivative instruments:

	As of December 31, 2012				Fair value	
	Notional amount			Total MCh\$	Assets MCh\$	Liabilities MCh\$
	Up to 3 months MCh\$	More than 3 months to 1 year MCh\$	More than 1 year MCh\$			
<b>Fair value hedge derivatives</b>						
Currency forwards	-	-	-	-	-	-
Interest rate swaps	95,200	397,092	395,471	887,763	12,647	4,054
Cross currency swaps	25,396	14,975	671,942	712,313	12,716	4,361
Call currency options	-	-	-	-	-	-
Call interest rate options	-	-	-	-	-	-
Put currency options	-	-	-	-	-	-
Put interest rate options	-	-	-	-	-	-
Interest rate futures	-	-	-	-	-	-
Other derivatives	-	-	-	-	-	-
<b>Subtotals</b>	<b>120,596</b>	<b>412,067</b>	<b>1,067,413</b>	<b>1,600,076</b>	<b>25,363</b>	<b>8,415</b>
<b>Cash flow hedge derivatives</b>						
Currency forwards	13,704	-	-	13,704	-	298
Interest rate swaps	-	-	-	-	-	-
Cross currency swaps	268,693	666,668	689,045	1,624,406	1,851	52,589
Call currency options	-	-	-	-	-	-
Call interest rate options	-	-	-	-	-	-
Put currency options	-	-	-	-	-	-
Put interest rate options	-	-	-	-	-	-
Interest rate futures	-	-	-	-	-	-
Other derivatives	-	-	-	-	-	-



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	<b>Subtotals</b>	<b>282,397</b>	<b>666,668</b>	<b>689,045</b>	<b>1,638,110</b>	<b>1,851</b>	<b>52,887</b>
<b>Trading derivatives</b>							
Currency forwards	17,560,012	7,109,216	563,301	25,232,529	159,624	187,304	
Interest rate swaps	4,578,678	9,882,478	13,752,690	28,213,846	204,800	230,380	
Cross currency swaps	1,126,961	3,215,654	11,639,636	15,982,251	899,174	665,100	
Call currency options	413,452	8,032	-	421,484	567	1,485	
Call interest rate options	3,917	14,458	12,481	30,856	24	20	
Put currency options	402,234	1,928	-	404,162	1,777	516	
Put interest rate options	-	-	-	-	-	-	
Interest rate futures	-	-	-	-	-	-	
Other derivatives	19,415	-	-	19,415	32	54	
	<b>Subtotals</b>	<b>24,104,669</b>	<b>20,231,766</b>	<b>25,968,108</b>	<b>70,304,543</b>	<b>1,265,998</b>	<b>1,084,859</b>
<b>Total</b>	<b>24,507,662</b>	<b>21,310,501</b>	<b>27,724,566</b>	<b>73,542,729</b>	<b>1,293,212</b>	<b>1,146,161</b>	

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**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING, continued:**

	As of December 31, 2011				Fair value	
	Up to 3 months MCh\$	Notional amount		Total MCh\$	Assets MCh\$	Liabilities MCh\$
		More than 3	More than			
		months to 1 year MCh\$	1 year MCh\$			
<b>Fair value hedge derivatives</b>						
Currency forwards	-	-	-	-	-	-
Interest rate swaps	-	368,885	444,845	813,730	22,374	35
Cross currency swaps	30,989	-	277,469	308,458	20,498	869
Call currency options	-	-	-	-	-	-
Call interest rate options	-	-	-	-	-	-
Put currency options	-	-	-	-	-	-
Put interest rate options	-	-	-	-	-	-
Interest rate futures	-	-	-	-	-	-
Other derivatives	-	-	-	-	-	-
<b>Subtotals</b>	<b>30,989</b>	<b>368,885</b>	<b>722,314</b>	<b>1,122,188</b>	<b>42,872</b>	<b>904</b>
<b>Cash flow hedge derivatives</b>						
Currency forwards	-	-	-	-	-	-
Interest rate swaps	-	-	-	-	-	-
Cross currency swaps	284,875	1,234,882	394,050	1,913,807	94,544	713
Call currency options	-	-	-	-	-	-
Call interest rate options	-	-	-	-	-	-
Put currency options	-	-	-	-	-	-
Put interest rate options	-	-	-	-	-	-
Interest rate futures	-	-	-	-	-	-
Other derivatives	-	-	-	-	-	-
<b>Subtotals</b>	<b>284,875</b>	<b>1,234,882</b>	<b>394,050</b>	<b>1,913,807</b>	<b>94,544</b>	<b>713</b>
<b>Trading derivatives</b>						

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Currency forwards	14,305,612	8,473,390	604,935	23,383,937	264,574	217,022
Interest rate swaps	5,527,118	11,459,132	13,716,043	30,702,293	264,084	302,327
Cross currency swaps	1,405,419	2,511,430	10,688,479	14,605,328	934,045	769,203
Call currency options	36,180	23,502	-	59,682	740	560
Call interest rate options	5,855	18,773	29,672	54,300	68	256
Put currency options	14,416	17,503	-	31,919	750	1,017
Put interest rate options	-	-	-	-	-	-
Interest rate futures	-	-	-	-	-	-
Other derivatives	102,084	1,694	-	103,778	219	400
<b>Subtotals</b>	<b>21,396,684</b>	<b>22,505,424</b>	<b>25,039,129</b>	<b>68,941,237</b>	<b>1,464,480</b>	<b>1,290,785</b>
<b>Total</b>	<b>21,712,548</b>	<b>24,109,191</b>	<b>26,155,493</b>	<b>71,977,232</b>	<b>1,601,896</b>	<b>1,292,402</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING, continued****b) Hedge accounting****Fair value hedge:**

The Bank uses cross-currency swaps, interest rate swaps, and call money swaps to hedge its exposure to changes in fair value of hedged items attributable to interest rates. The aforementioned hedging instruments change the effective cost of long-term issuances from a fixed interest rate to a variable interest rate, decreasing the duration and modifying the sensitivity to the shortest segments of the curve.

Below is a detail of the hedged elements and hedge instruments under fair value hedges as of December 31, 2012 and 2011, classified by term to maturity:

	As of December 31, 2012				Total
	Within 1 year	Between 1 and 3 years	Between 3 and 6 years	Over 6 years	
	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Hedged item</b>					
Corporate bonds	10,295	-	-	-	10,295
Senior bonds	-	300,769	4,568	582,226	887,563
Subordinated bonds	-	143,655	-	-	143,655
Short-term loans	25,000	-	-	-	25,000
Time deposits	497,368	-	-	27,409	524,777
Mortgage finance bonds	-	-	-	3,995	3,995
Yankee bond	-	-	-	4,791	4,791
<b>Total</b>	<b>532,663</b>	<b>444,424</b>	<b>4,568</b>	<b>618,421</b>	<b>1,600,076</b>
<b>Hedging instrument</b>					
Cross currency swap	40,371	300,769	4,568	366,605	712,313
Interest rate swap	39,295	143,655	-	28,731	211,681
Call money swap	452,997	-	-	223,085	676,082
<b>Total</b>	<b>532,663</b>	<b>444,424</b>	<b>4,568</b>	<b>618,421</b>	<b>1,600,076</b>

	As of December 31, 2011				Total MCh\$
	Within 1 year	Between 1 and 3 years	Between 3 and 6 years	Over 6 years	
	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Hedged item</b>					
Corporate bonds	-	11,188	-	-	11,188
Senior bonds	364,245	-	326,129	148,484	838,858
Subordinated bonds	-	158,124	-	-	158,124
Short-term loans	-	25,000	-	-	25,000
Time deposits	35,629	25,050	-	-	60,679
Mortgage finance bonds	-	-	-	28,339	28,339
Yankee bond	-	-	-	-	-
<b>Total</b>	<b>399,874</b>	<b>219,362</b>	<b>326,129</b>	<b>176,823</b>	<b>1,122,188</b>
<b>Hedging instrument</b>					
Cross currency swap	30,989	183,174	65,956	28,339	308,458
Interest rate swap	364,245	11,188	260,173	-	635,606
Call money swap	4,640	25,000	-	148,484	178,124
<b>Total</b>	<b>399,874</b>	<b>219,362</b>	<b>326,129</b>	<b>176,823</b>	<b>1,122,188</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING, continued****Cash flow hedges:**

The Bank uses cross currency swaps to hedge the risk from variability of cash flows attributable to changes in the interest rates of bonds and interbank loans at a variable rate. To cover the inflation risk in some items, we use both forwards as well as currency swaps. Both the cash flows of the cross currency swaps as well as over forwards equal the cash flows of the hedged items, and modify uncertain cash flows.

Below is the nominal amount of the hedged items as of December 31, 2012 and 2011, and an associated maturity analysis:

	As of December 31, 2012				Total MCh\$
	Within 1 year MCh\$	Between 1 and 3 years MCh\$	Between 3 and 6 years MCh\$	Over 6 years MCh\$	
<b>Hedged item</b>					
Interbank loans	754,673	165,204	-	-	919,877
Bonds	57,102	106,942	-	28,265	192,309
Time deposits and other time liabilities	51,008	-	-	-	51,008
Variable rate bonds	52,780	239,425	93,232	-	385,437
Available for sale investments (deposits)	33,502	11,328	-	-	44,830
Mortgage loans	-	44,649	-	-	44,649
<b>Total</b>	<b>949,065</b>	<b>567,548</b>	<b>93,232</b>	<b>28,265</b>	<b>1,638,110</b>
<b>Hedging instrument</b>					
Cross currency swap	935,361	567,548	93,232	28,265	1,624,406
Forward	13,704	-	-	-	13,704
<b>Total</b>	<b>949,065</b>	<b>567,548</b>	<b>93,232</b>	<b>28,265</b>	<b>1,638,110</b>

	As of December 31, 2011				Total
	Within	Between 1 and	Between 3 and	Over	

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	1 year MCh\$	3 years MCh\$	6 years MCh\$	6 years MCh\$	MCh\$
<b>Hedged item</b>					
Interbank loans	1,142,238	147,329	-	-	1,289,567
Bonds	377,519	246,721	-	-	624,240
<b>Total</b>	<b>1,519,757</b>	<b>394,050</b>	<b>-</b>	<b>-</b>	<b>1,913,807</b>
<b>Hedging instrument</b>					
Cross currency swap	1,519,757	394,050	-	-	1,913,807
<b>Total</b>	<b>1,519,757</b>	<b>394,050</b>	<b>-</b>	<b>-</b>	<b>1,913,807</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING, continued**

Below is an estimate of the periods in which the cash flows are expected to be produced:

b.1) Forecast cash flows of hedged items and its corresponding hedging instruments for interest rate risk:

	As of December 31, 2012				Total MCh\$
	Within 1 year	Between 1 and	Between 3 and	Over 6	
	MCh\$	3 years MCh\$	6 years MCh\$	years MCh\$	
<b>Hedged item</b>					
Inflows	-	-	-	-	-
Outflows	(13,675)	(6,515)	(577)	-	(20,767)
<b>Net flows</b>	<b>(13,675)</b>	<b>(6,515)</b>	<b>(577)</b>	<b>-</b>	<b>(20,767)</b>
<b>Hedging instrument</b>					
Inflows	13,675	6,515	577	-	20,767
Outflows	(32,129)	(9,782)	(845)	-	(42,756)
<b>Net flows</b>	<b>(18,454)</b>	<b>(3,267)</b>	<b>(268)</b>	<b>-</b>	<b>(21,989)</b>

	As of December 31, 2011				Total MCh\$
	Within 1 year	Between 1 and	Between 3 and	Over 6	
	MCh\$	3 years MCh\$	6 years MCh\$	years MCh\$	
<b>Hedged item</b>					



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Inflows	-	-	-	-	-
Outflows	(26,147)	(9,791)	-	-	(35,938)
<b>Net flows</b>	<b>(26,147)</b>	<b>(9,791)</b>	<b>-</b>	<b>-</b>	<b>(35,938)</b>
<b>Hedging instrument</b>					
Inflows	26,147	9,791	-	-	35,938
Outflows	(44,257)	(13,692)	-	-	(57,949)
<b>Net flows</b>	<b>(18,110)</b>	<b>(3,901)</b>	<b>-</b>	<b>-</b>	<b>(22,011)</b>

b.2) Forecast cash flows of hedged items and its corresponding hedging instruments for inflation risk:

	As of December 31, 2012				Total MCh\$
	Within 1 year	Between 1 and 3 years	Between 3 and 6 years	Over 6 years	
	MCh\$	MCh\$	MCh\$	MCh\$	
<b>Hedged item</b>					
Inflows	24,089	20,802	-	-	44,891
Outflows	(2,938)	(2,658)	(2,301)	(2,991)	(10,888)
<b>Net flows</b>	<b>21,151</b>	<b>18,144</b>	<b>(2,301)</b>	<b>(2,991)</b>	<b>34,003</b>
<b>Hedging instrument</b>					
Inflows	2,938	2,658	2,301	2,991	10,888
Outflows	(24,089)	(20,802)	-	-	(44,891)
<b>Net flows</b>	<b>(21,151)</b>	<b>(18,144)</b>	<b>2,301</b>	<b>2,991</b>	<b>(34,003)</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 08****DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING, continued**

As of December 31, 2011, the Bank does not have any cash flow hedge by inflation risk.

- c) The income generated by cash flow hedges whose effect was recorded in the Consolidated Statements of Changes in Equity as of December 31, 2012 and 2011, is shown below:

	As of December 31,	
	2012 MCh\$	2011 MCh\$
Bonds	(1,925)	(1,892)
Interbank loans	2,943	2,286
Time deposits and other time liabilities	(551)	-
Variable rate bonds	4,393	-
Available for sale investments (deposits)	321	-
Mortgage loans	134	-
<b>Net flows</b>	<b>5,315</b>	<b>394</b>

Since the variable flows for both the hedged element and the hedging element mirror each other, the hedges are nearly 100% effective, which means that the fluctuations of value attributable to rate components are almost completely offset. As of December 2012 and 2011, Ch\$ 46 million gain and Ch\$ 23 million loss respectively, were recognized in profit and loss for the ineffective portions.

During the period, the Bank did not register in its cash flow hedge accounting portfolio forecast transactions.

- d) Below are the reclassification adjustments of cash flow hedges from other comprehensive income to profit and loss during the period:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Bond hedging derivatives	(863)	(121)
Interbank loans hedging derivatives	1,458	(346)
<b>Cash flow hedge net income</b>	<b>595</b>	<b>(467)</b>

e) Hedges of net investment hedges in foreign operations:

As of December 31, 2012 and 2011, the Bank does not present foreign net investment hedges in its hedge accounting portfolio.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 09****INTERBANK LOANS**

a) At the end of the 2012 and 2011 reporting periods, the balances in the Interbank loans item are as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	
	<b>MCh\$</b>	<b>2011</b>
		<b>MCh\$</b>
<b>Domestic Interbank loans</b>		
Loans and advances to banks	-	-
Deposits in the Central Bank of Chile	-	-
Non-transferable Chilean Central Bank Bonds	-	-
Other Central Bank of Chile loans	-	-
Interbank loans - Domestic	27	647
Overdrafts in checking accounts	-	-
Non-transferable domestic bank loans	-	-
Other domestic bank loans	-	-
Provisions and impairment for domestic bank loans	-	-
<b>Foreign Interbank loans</b>		
Interbank loans - Foreign	90,546	87,041
Overdrafts in checking accounts	-	-
Non-transferable foreign bank deposits	-	-
Other foreign bank loans	-	-
Provisions and impairment for foreign bank loans	(159)	(11)
<b>Total</b>	<b>90,414</b>	<b>87,677</b>

b) The amount in each period for provisions and impairment of interbank loans, which are included in the Provisions for loan losses item, is shown below:

	2012		As of December 31,		2011	Total MCh\$
	Domestic banks MCh\$	Foreign banks MCh\$	Total MCh\$	Domestic banks MCh\$		
<b>As of January 1</b>						
Charge-offs	-	11	11	-	54	54
Provisions established	-	-	-	-	-	-
Provisions released	-	548	548	405	59	464
	-	(400)	(400)	(405)	(102)	(507)
<b>Total</b>	<b>-</b>	<b>159</b>	<b>159</b>	<b>-</b>	<b>11</b>	<b>11</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLE FROM CUSTOMERS****a) Loans and accounts receivable from customers**

As of December 31, 2012 and 2011, the composition of the loan portfolio is as follows:

As of December 31, 2012	Assets before allowances			Allowances established			Loans and accounts receivable from customers, net MCh\$
	Normal portfolio MCh\$	Impaired loans MCh\$	Total MCh\$	Individual allowances MCh\$	Group allowances MCh\$	Total MCh\$	
<b>Commercial loans</b>							
Commercial loans	6,728,698	587,719	7,316,417	116,151	83,690	199,841	7,116,576
Foreign trade loans	1,231,932	38,491	1,270,423	17,614	921	18,535	1,251,888
Checking accounts debtors	194,750	10,605	205,355	514	2,519	3,033	202,322
Factoring transactions	318,651	3,591	322,242	2,899	784	3,683	318,559
Leasing transactions	1,219,902	57,653	1,277,555	17,439	5,987	23,426	1,254,129
Other loans and accounts receivable	78,966	18,063	97,029	85	2,037	2,122	94,907
<b>Subtotals</b>	<b>9,772,899</b>	<b>716,122</b>	<b>10,489,021</b>	<b>154,702</b>	<b>95,938</b>	<b>250,640</b>	<b>10,238,381</b>
<b>Mortgage loans</b>							
Loans with mortgage finance bonds	88,643	3,561	92,204	-	493	493	91,711
Mortgage mutual loans	43,690	2,415	46,105	-	936	936	45,169
Other mortgage mutual loans	4,910,218	223,054	5,133,272	-	34,561	34,561	5,098,711
Leasing transactions	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>5,042,551</b>	<b>229,030</b>	<b>5,271,581</b>	<b>-</b>	<b>35,990</b>	<b>35,990</b>	<b>5,235,591</b>
<b>Consumer loans</b>							
Installment consumer loans	1,502,346	355,311	1,857,657	-	218,474	218,474	1,639,183
Credit card balances	1,023,776	30,697	1,054,473	-	38,719	38,719	1,015,754
Leasing transactions	3,433	255	3,688	-	160	160	3,528
Other consumer loans	192,937	6,722	199,659	-	5,906	5,906	193,753

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<b>Subtotals</b>	<b>2,722,492</b>	<b>392,985</b>	<b>3,115,477</b>	<b>-</b>	<b>263,259</b>	<b>263,259</b>	<b>2,852,218</b>
<hr/>							
<b>Total</b>	<b>17,537,942</b>	<b>1,338,137</b>	<b>18,876,079</b>	<b>154,702</b>	<b>395,187</b>	<b>549,889</b>	<b>18,326,190</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued**

As of December 31, 2011	Assets before allowances			Allowances established			Loans and accounts receivable from customers, net MCh\$
	Normal portfolio MCh\$	Impaired loans MCh\$	Total MCh\$	Individual allowances MCh\$	Group allowances MCh\$	Total MCh\$	
<b>Commercial loans</b>							
Commercial loans	6,037,507	564,865	6,602,372	79,487	81,802	161,289	6,441,083
Foreign trade loans	988,024	54,000	1,042,024	18,705	1,059	19,764	1,022,260
Checking accounts debtors	121,962	10,421	132,383	287	3,097	3,384	128,999
Factoring transactions	186,147	2,483	188,630	1,039	822	1,861	186,769
Leasing transactions	1,185,930	51,745	1,237,675	13,099	6,167	19,266	1,218,409
Other loans and accounts	66,046	18,455	84,501	70	4,168	4,238	80,263
<b>Subtotals</b>	<b>8,585,616</b>	<b>701,969</b>	<b>9,287,585</b>	<b>112,687</b>	<b>97,115</b>	<b>209,802</b>	<b>9,077,783</b>
<b>Mortgage loans</b>							
Loans with mortgage finance bonds	109,790	4,068	113,858	-	707	707	113,151
Mortgage mutual loans	68,844	3,034	71,878	-	1,241	1,241	70,637
Other mortgage mutual loans	4,737,333	192,594	4,929,927	-	33,685	33,685	4,896,242
Leasing transactions	-	-	-	-	-	-	-
<b>Subtotals</b>	<b>4,915,967</b>	<b>199,696</b>	<b>5,115,663</b>	<b>-</b>	<b>35,633</b>	<b>35,633</b>	<b>5,080,030</b>
<b>Consumer loans</b>							
Installment consumer loans	1,425,369	383,225	1,808,594	-	193,874	193,874	1,614,720
Credit card balances	889,303	31,549	920,852	-	43,922	43,922	876,930
Leasing transactions	3,551	176	3,727	-	109	109	3,618
Other consumer loans	203,933	6,740	210,673	-	5,117	5,117	205,556
<b>Subtotals</b>	<b>2,522,156</b>	<b>421,690</b>	<b>2,943,846</b>	<b>-</b>	<b>243,022</b>	<b>243,022</b>	<b>2,700,824</b>



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<b>Total</b>	<b>16,023,739</b>	<b>1,323,355</b>	<b>17,347,094</b>	<b>112,687</b>	<b>375,770</b>	<b>488,457</b>	<b>16,858,637</b>
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued****b) Portfolio characteristics:**

As of December 31, 2012 and 2011, the portfolio before provisions has the following detail by customer's economic activity:

	Domestic loans (*)		Foreign interbank loans (**)		Total loans		Distribution percentage	
	As of December 31		As of December 31		As of December 31		As of December 31	
	2012	2011	2012	2011	2012	2011	2012	2011
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	%	%
<b>Commercial loans</b>								
Manufacturing	1,014,777	834,011	-	-	1,014,777	834,011	5.35	4.78
Mining	292,217	266,442	-	-	292,217	266,442	1.54	1.53
Electricity, gas, and water	337,269	221,039	-	-	337,269	221,039	1.78	1.27
Agriculture and livestock	770,558	760,527	-	-	770,558	760,527	4.06	4.36
Forest	120,002	89,353	-	-	120,002	89,353	0.63	0.51
Fishing	188,803	144,162	-	-	188,803	144,162	1.00	0.83
Transport	511,407	473,414	-	-	511,407	473,414	2.70	2.72
Communications	179,544	252,528	-	-	179,544	252,528	0.95	1.45
Construction	1,130,194	980,797	-	-	1,130,194	980,797	5.96	5.63
Commerce	2,396,428	1,916,400	90,546	87,041	2,486,974	2,003,441	13.11	11.49
Services	400,716	384,061	-	-	400,716	384,061	2.11	2.20
Other	3,147,133	2,965,498	-	-	3,147,133	2,965,498	16.59	17.00
			-	-				
<b>Subtotals</b>	<b>10,489,048</b>	<b>9,288,232</b>	<b>90,546</b>	<b>87,041</b>	<b>10,579,594</b>	<b>9,375,273</b>	<b>55.78</b>	<b>53.77</b>
<b>Mortgage loans</b>	<b>5,271,581</b>	<b>5,115,663</b>	<b>-</b>	<b>-</b>	<b>5,271,581</b>	<b>5,115,663</b>	<b>27.79</b>	<b>29.35</b>
<b>Consumer loans</b>	<b>3,115,477</b>	<b>2,943,846</b>	<b>-</b>	<b>-</b>	<b>3,115,477</b>	<b>2,943,846</b>	<b>16.43</b>	<b>16.88</b>

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<b>Total</b>	<b>18,876,106</b>	<b>17,347,741</b>	<b>90,546</b>	<b>87,041</b>	<b>18,966,652</b>	<b>17,434,782</b>	<b>100.00</b>	<b>100.00</b>
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(\*) Includes domestic interbank loans for Ch\$ 27 million as of December 31, 2012 (Ch\$ 647 million as of December 31, 2011), see Note 09.

(\*\*) Includes foreign interbank loans for Ch\$ 90,546 million as of December 31, 2012 (Ch\$ 87,041 million as of December 31, 2011), see Note 09.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued****c) Impaired Portfolio**

i) As of December 31, 2012 and 2011, the composition of the impaired portfolio is as follows:

	2012			As of December 31,				Total
	Commercial	Mortgage	Consumer	Total	Commercial	Mortgage	Consumer	
	MCh\$	MCh\$	MCh\$		MCh\$	MCh\$	MCh\$	
Individual impaired portfolio	298,868	-	-	298,868	285,930	-	-	285,930
Non-performing loans	320,461	159,802	117,504	597,767	251,881	152,911	106,565	511,357
Other impaired portfolio	96,793	69,228	275,481	441,502	164,158	46,785	315,125	526,068
<b>Total</b>	<b>716,122</b>	<b>229,030</b>	<b>392,985</b>	<b>1,338,137</b>	<b>701,969</b>	<b>199,696</b>	<b>421,690</b>	<b>1,323,355</b>

ii) The impaired portfolio with or without guarantee as of December 31, 2012 and 2011 is as follows:

	2012			As of December 31,				Total
	Commercial	Mortgage	Consumer	Total	Commercial	Mortgage	Consumer	
	MCh\$	MCh\$	MCh\$		MCh\$	MCh\$	MCh\$	
Secured debt	377,169	208,616	51,549	637,334	376,864	183,657	58,335	618,856
Unsecured debt	338,953	20,414	341,436	700,803	325,105	16,039	363,355	704,499
<b>Total</b>	<b>716,122</b>	<b>229,030</b>	<b>392,985</b>	<b>1,338,137</b>	<b>701,969</b>	<b>199,696</b>	<b>421,690</b>	<b>1,323,355</b>

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iii) The portfolio of non-performing loans as of December 31, 2012 and 2011 is as follows:

	2012			As of December 31,				
	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Total MCh\$	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Total MCh\$
Secured debt	154,675	143,814	8,293	306,782	116,201	138,234	9,920	264,355
Unsecured debt	165,786	15,988	109,211	290,985	135,680	14,677	96,645	247,002
<b>Total</b>	<b>320,461</b>	<b>159,802</b>	<b>117,504</b>	<b>597,767</b>	<b>251,881</b>	<b>152,911</b>	<b>106,565</b>	<b>511,357</b>

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<b>Balances as of January 1, 2011</b>	<b>96,560</b>	<b>85,942</b>	<b>17,332</b>	<b>225,559</b>	<b>425,393</b>
Allowances established (1)	72,927	72,601	27,406	184,488	357,422
Allowances released (2)	(41,741)	(26,582)	(7,645)	(25,185)	(101,153)
Allowances removed due to loans charge-offs (3)	(15,059)	(34,846)	(1,460)	(141,840)	(193,205)
<b>Balances as of December 31, 2011</b>	<b>112,687</b>	<b>97,115</b>	<b>35,633</b>	<b>243,022</b>	<b>488,457</b>

Changes in allowance balance during 2010	Commercial		Mortgage	Consumer	Total
	loans		loans	loans	
	Individual	Group	Group	Group	
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$

<b>Balances as of January 1, 2010</b>	<b>78,297</b>	<b>88,142</b>	<b>16,534</b>	<b>166,512</b>	<b>349,485</b>
Allowances established (1)	37,561	44,627	7,305	131,973	221,466
Allowances released (2)	(10,828)	(8,683)	(952)	(7,135)	(27,598)
Allowances removed due to loan charge-off (3)	(8,470)	(38,144)	(5,555)	(65,791)	(117,960)
<b>Balances as of December 31, 2010</b>	<b>96,560</b>	<b>85,942</b>	<b>17,332</b>	<b>225,559</b>	<b>425,393</b>

- (1) Represents gross allowances made in respect of increased risk of loss during the period and loan growth.
- (2) Represents the gross 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 loans paid.
- (3) Represents the gross amount of loan loss allowances removed due to charge-off.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued**

e) The following table shows recoveries by type of loan.

	December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
Commercial loans	8,695	7,216	6,994
Consumer loans	22,015	12,474	22,096
Residential mortgage loans	2,305	16,135	1,389
<b>Total</b>	<b>33,015</b>	<b>35,825</b>	<b>30,479</b>

Recoveries of loans previously charged off are recognized as income in the line item Provision for loans losses. We only recognize as a recovery interest and/or principal paid in cash in connection with a loan that has already been charged-off in its entirety. Such recoveries do not have an impact on our allowance for loan losses as these recoveries are for loans that have been already charged-off and recognized as a loss in our income statement and are no longer on-balance sheet.

f) **Allowances established on customer and interbank loans**

	As of December 31,		
	2012	2011	2010
Allowances established - customer loans (letter d)	365,862	357,422	220,963
Allowances established - Interbank loans (Note 9)	548	464	131
<b>Allowances established on customer and interbank loans</b>	<b>366,410</b>	<b>357,886</b>	<b>221,094</b>





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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued****g) Current and overdue portfolio by their impaired and non-impaired status.**

	As of December 31, 2012											
	Non-impaired			Impaired					Portfolio total			
	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Non- impaired total MCh\$	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Impaired total MCh\$	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Total portfolio MCh\$
Current portfolio	9,500,231	4,725,955	2,511,869	16,738,055	273,481	43,502	160,480	477,463	9,773,712	4,769,457	2,672,349	17,215,518
Overdue for 1-29 days	195,667	202,142	132,475	530,284	63,868	18,391	60,055	142,314	259,535	220,533	192,530	672,598
Overdue for 30-89 days	77,001	114,454	78,148	269,603	75,659	34,240	68,316	178,215	152,660	148,694	146,464	447,818
Overdue for 90 days or more	-	-	-	-	303,114	132,897	104,134	540,145	303,114	132,897	104,134	540,145
<b>Total portfolio before provisions</b>	<b>9,772,899</b>	<b>5,042,551</b>	<b>2,722,492</b>	<b>17,537,942</b>	<b>716,122</b>	<b>229,030</b>	<b>392,985</b>	<b>1,338,137</b>	<b>10,489,021</b>	<b>5,271,581</b>	<b>3,115,477</b>	<b>18,876,079</b>
Overdue loans (less than 90 days) presented as portfolio	2.79%	6.28%	7.74%	4.56%	19.48%	22.98%	32.67%	23.95%	3.93%	7.00%	10.88%	5.94%

percentage

Overdue loans (90 days or more) represented as portfolio percentage	-	-	-	-	42.33%	58.03%	26.50%	40.37%	2.89%	2.52%	3.34%	2.86%
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**Reconciliation of Overdue loans (90 days or more) with Non-performing loans (\*)**

	As of December 31, 2012			
	Commercial	Mortgage	Consumer	Total
Overdue loans (90 days or more)	303,114	132,897	104,134	540,145
Loans with not overdue (90 days or more) but classified as non-performing loans	17,347	26,905	13,370	57,622
<b>Non-performing loans</b>	<b>320,461</b>	<b>159,802</b>	<b>117,504</b>	<b>597,767</b>

(\*) The differences occur because the loans classified as non-performing never change their status regardless if such overdue amounts were paid.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 10****LOANS AND ACCOUNTS RECEIVABLES FROM CUSTOMERS, continued****Current and overdue portfolio by their impaired and non-impaired status, continued**

	As of December 31, 2011												
	Non-impaired				Impaired				Portfolio total				Total portfolio
	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Non-impaired total MCh\$	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$	Impaired total MCh\$	Commercial MCh\$	Mortgage MCh\$	Consumer MCh\$		
Current portfolio	8,404,128	4,632,605	2,336,453	15,373,186	337,536	32,089	184,057	553,682	8,741,664	4,664,694	2,520,510	15,926,868	
Overdue for 1-29 days	124,374	165,142	113,237	402,753	49,682	10,298	58,590	118,570	174,056	175,440	171,827	521,323	
Overdue for 30-89 days	57,114	118,220	72,466	247,800	76,263	36,847	84,118	197,228	133,377	155,067	156,584	445,028	
Overdue for 90 days or more	-	-	-	-	238,488	120,462	94,925	453,875	238,488	120,462	94,925	453,875	
<b>Total portfolio before provisions</b>	<b>8,585,616</b>	<b>4,915,967</b>	<b>2,522,156</b>	<b>16,023,739</b>	<b>701,969</b>	<b>199,696</b>	<b>421,690</b>	<b>1,323,355</b>	<b>9,287,585</b>	<b>5,115,663</b>	<b>2,943,846</b>	<b>17,347,094</b>	
Overdue loans (less than 90 days) presented as portfolio percentage	2.11%	5.76%	7.36%	4.06%	17.94%	23.61%	33.84%	23.86%	3.31%	6.46%	11.16%	5.57%	
Overdue loans (90 days or more)	-	-	-	-	33.97%	60.32%	22.51%	34.30%	2.57%	2.35%	3.22%	2.62%	

days or  
more)  
presented  
as portfolio  
percentage

**Reconciliation of Overdue loans (90 days or more) with Non-performing loans (\*)**

	As of December 31, 2011			
	Commercial	Mortgage	Consumer	Total
Overdue loans (90 days or more)	238,488	120,462	94,925	453,875
Loans with not overdue (90 days or more) but classified as non-performing loans	13,393	32,449	11,640	57,482
<b>Non-performing loans</b>	<b>251,881</b>	<b>152,911</b>	<b>106,565</b>	<b>511,357</b>

(\*) The differences occur because the loans classified as non-performing never change their status regardless if such overdue amounts were paid.

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**NOTE 11****PURCHASES AND SALES OF LOANS****a) Sales of loans****i) As of December 31, 2012 the following loan sale transactions had been made:**

Loans	Book value MCh\$	As of December 31, 2012		Gain/(loss) MCh\$
		Selling price MCh\$	Reserve fund MCh\$	
		Charged-off (1)	-	
Current mortgage (2)	17,808	18,587	-	779
Current commercial (3)	5,689	7,655	-	1,966

**(1) Sale of previously charged-off loans**

In 2012, Banco Santander Chile signed assignment agreements of loans previously charged off with Fondo de Inversiones Cantábrico. These were the sales:

Date of contract	Nominal portfolio sale		Nominal portfolio sale MCh\$	Selling price MCh\$
	Commercial MCh\$	Consumer MCh\$		
	01-24-2012	603		
02-21-2012	411	12,946	13,357	868
03-20-2012	412	13,226	13,638	887
<b>Total</b>	<b>1,426</b>	<b>38,699</b>	<b>40,125</b>	<b>2,608</b>

The gain on sale was MCh\$ 2,090. This amount was recorded as income from Sale of previously charged-off loans under Income from financial transactions. See Note 30.

**(2) Sales of current mortgage loans**

In 2012, Banco Santander Chile signed assignment agreements of mortgage loans with Metlife Chile Seguros de Vida S.A. These were the sales:

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<b>Date of contract</b>	<b>Book value MCh\$</b>	<b>Selling price (*) MCh\$</b>	<b>Gain/(loss) MCh\$</b>
01-19-2012	9,032	9,349	317
02-02-2012	7,849	8,250	401
08-13-2012	927	988	61
<b>Total</b>	<b>17,808</b>	<b>18,587</b>	<b>779</b>

(\*) Sales of current mortgage loans totaled MCh\$ 18,587; this amount equals UF 813,764.87 and was recorded under Income from financial transactions . See Note 30.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 11****PURCHASES AND SALES OF LOANS, continued****(3) Sales of current commercial loans**

In 2012, Banco Santander Chile signed assignment agreements of current loans related to funding higher education. As of December 31, the following portfolio sales have been carried out:

Date of contract	Book value MCh\$	Selling price (*) MCh\$	Gain/(loss) MCh\$
12-27-2012	5,689	7,655	1,966
<b>Total</b>	<b>5,689</b>	<b>7,655</b>	<b>1,966</b>

(\*) Sales of current commercial loans totaled Ch\$ 7,655 million; this amount equals UF 335,130.58 and was recorded under Income from financial transactions. See Note 30.

ii) In 2011 the following loan sales transactions were conducted:

Loans	As of December 31, 2011			Gain/(loss) MCh\$
	Book value MCh\$	Selling price MCh\$	fund MCh\$	



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Charged-off (1)	-	8,180	856	7,324
Current (2)	6,630	8,998	-	2,368

**(1) Sales of charged-off loans**

In 2011, Banco Santander Chile signed assignment agreements of loans previously charged off with Fondo de Inversiones Cantábrico. As of December 31, the following portfolio sales have been carried out:

Date of contract	Nominal portfolio sale		Nominal portfolio sale	Selling price
	Commercial	Consumer		
	MCh\$	MCh\$	MCh\$	MCh\$
01-20-2011	888	8,222	9,110	592
02-23-2011	774	6,802	7,576	492
03-23-2011	969	6,958	7,927	507
04-26-2011	768	6,386	7,154	465
05-25-2011	990	6,611	7,601	494
06-22-2011	805	7,676	8,481	551
07-26-2011	930	9,207	10,137	659
08-24-2011	2,351	10,221	12,572	817
09-22-2011	664	14,745	15,409	1,002
10-27-2011	716	12,702	13,418	872
11-22-2011	476	10,898	11,374	739
12-26-2011	762	14,462	15,224	990
<b>Total</b>	<b>11,093</b>	<b>114,890</b>	<b>125,983</b>	<b>8,180</b>

The portfolio sales result was Ch\$ 7,324 million. This amount was recorded as income from sale of previously charged-off loans.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 11****PURCHASES AND SALES OF LOANS, continued****(2) Sales of current loans**

In 2011, Banco Santander Chile signed assignment agreements of current loans related to financing higher education. As of December 31, the following portfolio sales have been carried out:

<b>Date of contract</b>	<b>Book value MCh\$</b>	<b>Selling price (*) MCh\$</b>	<b>Gain/(loss) MCh\$</b>
As of December 31, 2011	6,630	8,998	2,368
<b>Total</b>	<b>6,630</b>	<b>8,998</b>	<b>2,368</b>

(\*) Sales of current mortgage loans totaled Ch\$ 8,998 million; this amount roughly equals UF 405,925.69.

**b) Purchase of portfolios**

i) **In 2012, there were no purchase of loans.**

**ii) In 2011 the following loan purchases were conducted:**

In 2011, Banco Santander Chile purchased allocation portfolios (loans granted to Chilean companies) from Banco Santander S.A (Parent Company) and other companies under common control for a total of approximately USD 971.0 million, detailed as follows:

- Purchased from Banco Santander S.A. (Parent Company) located in Spain. The purchase amount totaled USD 318.5 million (Ch\$ 166,065 million); such value corresponds to the fair value of the loans, established by independent third parties.
- Purchased from Banco Santander U.K. (corporation under common control), located in England. The purchase amount totaled USD 526.4 million (Ch\$ 274,496 million); such value corresponds to the fair value of the loans, established by independent third parties.

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- Purchased from Banco Santander New York (corporation under common control), located in the USA. The purchase amount totaled USD 126.1 million (Ch\$ 65,770 million); such value corresponds to the fair value of the loans, established by independent third parties.
- As of December 31, 2011 the book value of current operations was approximately USD 406.6 million (Ch\$ 211,574 million).

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 12****AVAILABLE FOR SALE INSTRUMENTS**

As of December 31, 2012 and 2011, the detail of the instruments deemed as available for sale investments is as follows:

	As of December 31,	
	2012 MCh\$	2011 MCh\$
<b>Chilean Central Bank and Government securities</b>		
Chilean Central Bank Bonds	712,278	570,573
Chilean Central Bank Notes	8,270	563,114
Other Chilean Central Bank and Government securities	296,010	173,839
<b>Subtotals</b>	<b>1,016,558</b>	<b>1,307,526</b>
<b>Other Chilean securities</b>		
Time deposits in Chilean financial institutions	756,136	275,022
Mortgage finance bonds of Chilean financial institutions	37,319	66,806
Chilean financial institution bonds	-	-
Chilean corporate bonds	-	-
Other Chilean securities	321	319
<b>Subtotals</b>	<b>793,776</b>	<b>342,147</b>
<b>Foreign financial securities:</b>		
Foreign Central Banks and Government securities	-	-
Other foreign financial securities	15,824	11,638
<b>Subtotals</b>	<b>15,824</b>	<b>11,638</b>
<b>Total</b>	<b>1,826,158</b>	<b>1,661,311</b>

*Chilean Central Bank and Government securities* include instruments sold to customers and financial institutions under repurchase agreements totaling Ch\$ 156,340 million and Ch\$ 273,323 million as of December 31, 2012 and 2011, respectively.

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*Other Chilean securities* include instruments sold to customers and financial institutions under repurchase agreements totaling Ch\$ 148,277 million and Ch\$ 246,224 million as of December 31, 2012 and 2011, respectively.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 12****AVAILABLE FOR SALE INSTRUMENTS, continued:**

As of December 31, 2012 available for sale investments included unrealized net losses of Ch\$ 10,017 million, recorded as a Valuation adjustment in Equity, distributed between Ch\$ 10,041 million losses attributable to Bank shareholders and Ch\$ 24 million profit attributable to non-controlling interest.

As of December 31, 2011 available for sale investments included unrealized net profits of Ch\$ 3,043 million, recorded as a Valuation adjustment in Equity, distributed between Ch\$ 3,077 million of profits attributable to Bank shareholders and Ch\$ 34 million of losses attributable to non-controlling interest.

Realized profit and losses are established using the sales procedure minus costs (specific identification method) of the investments identified for sale. Additionally, any unrealized gain or losses recorded is reversed against income statement.

Gross profits and losses realized on the sale of available for sale investments as of December 31, 2012 and 2011, are as follows:

	<b>As of December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>MCh\$</b>	<b>MCh\$</b>	<b>MCh\$</b>
Sale of available for sale investments generating realized profits	4,886,706	3,883,812	6,653,426
Realized profits	2,574	4,959	20,832
Sale of available for sale investments generating realized losses	665,779	1,359,177	3,831,670
Realized losses	503	7,922	19,224

The Bank reviewed the unrealized instruments with loss as of December 31, 2012 and 2011 and concludes they were not significant or prolonged. This review consisted of evaluating the economic reasons for any declines, the credit ratings of the securities issuers and the Bank's intention and ability to hold the securities until the unrealized loss is recovered. Based on this analysis, the Bank believes that there were no other than temporary impairments in its investment portfolio, since most of the decline in fair value of these securities was caused by market conditions which the Bank considers not be significant or prolonged. All of the instruments that have unrealized losses as of December 31, 2012

and 2011, were in a continuous unrealized loss position for less than one year.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 12****AVAILABLE FOR SALE INSTRUMENTS, continued:**

The unrealized gains and losses arising from available for sale investments as of December 31, 2012 and 2011 are as follows:

**As of December 31, 2012:**

	Less than 12 months				More than 12 months				Total			
	Carrying	Unrealized	Unrealized	Unrealized	Carrying	Unrealized	Unrealized	Carrying	Unrealized	Unrealized	Unrealized	
	amount MCh\$	Fair value MCh\$	profit MCh\$	loss MCh\$	amount MCh\$	Fair value MCh\$	profit MCh\$	loss MCh\$	amount MCh\$	Fair value MCh\$	profit MCh\$	loss MCh\$
<b>Chilean Central Bank and Government securities</b>												
Chilean Central Bank Bonds	720,198	712,278	362	(8,282)	-	-	-	-	720,198	712,278	362	(8,282)
Chilean Central Bank Notes	8,408	8,270	-	(138)	-	-	-	-	8,408	8,270	-	(138)
Other Chilean Central Bank and Government securities	297,863	296,010	521	(2,374)	-	-	-	-	297,863	296,010	521	(2,374)
<b>Subtotals</b>	<b>1,026,469</b>	<b>1,016,558</b>	<b>883</b>	<b>(10,794)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,026,469</b>	<b>1,016,558</b>	<b>883</b>	<b>(10,794)</b>
<b>Other Chilean securities</b>												
Time deposits in Chilean financial institutions	755,903	756,136	498	(265)	-	-	-	-	755,903	756,136	498	(265)
Mortgage finance bonds of Chilean financial institutions	37,925	37,319	71	(677)	-	-	-	-	37,925	37,319	71	(677)
Chilean financial institution bonds	-	-	-	-	-	-	-	-	-	-	-	-
Chilean corporate bonds	-	-	-	-	-	-	-	-	-	-	-	-
Other Chilean securities	320	321	1	-	-	-	-	-	320	321	1	-
<b>Subtotals</b>	<b>794,148</b>	<b>793,776</b>	<b>570</b>	<b>(942)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>794,148</b>	<b>793,776</b>	<b>570</b>	<b>(942)</b>
<b>Foreign financial securities:</b>												
	-	-	-	-	-	-	-	-	-	-	-	-



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Foreign Central Banks and Government securities												
Other foreign financial securities	15,558	15,824	266	-	-	-	-	-	15,558	15,824	266	-
<b>Subtotals</b>	<b>15,558</b>	<b>15,824</b>	<b>266</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,558</b>	<b>15,824</b>	<b>266</b>	<b>-</b>
<b>Total</b>	<b>1,836,175</b>	<b>1,826,158</b>	<b>1,719</b>	<b>(11,736)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,836,175</b>	<b>1,826,158</b>	<b>1,719</b>	<b>(11,736)</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 12****AVAILABLE FOR SALE INSTRUMENTS, continued:**

As of December 31, 2011:

	Less than 12 months				More than 12 months				Total			
	Carrying	Unrealized	Unrealized		Carrying	Unrealized	Unrealized		Carrying	Unrealized	Unrealized	
	amount	Fair value	profit	loss	amount	Fair value	profit	loss	amount	Fair value	profit	loss
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Chilean Central Bank and Government securities</b>												
Chilean Central Bank Bonds	571,340	570,573	2,397	(3,164)	-	-	-	-	571,340	570,573	2,397	(3,164)
Chilean Central Bank Notes	563,293	563,114	303	(482)	-	-	-	-	563,293	563,114	303	(482)
Other Chilean Central Bank and Government securities	170,802	173,839	3,054	(17)	-	-	-	-	170,802	173,839	3,054	(17)
<b>Subtotals</b>	<b>1,305,435</b>	<b>1,307,526</b>	<b>5,754</b>	<b>(3,663)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,305,435</b>	<b>1,307,526</b>	<b>5,754</b>	<b>(3,663)</b>
<b>Other Chilean securities</b>												
Time deposits in Chilean financial institutions	274,959	275,022	66	(3)	-	-	-	-	274,959	275,022	66	(3)
Mortgage finance bonds of Chilean financial institutions	66,341	66,806	1,123	(658)	-	-	-	-	66,341	66,806	1,123	(658)
Chilean financial institution bonds	-	-	-	-	-	-	-	-	-	-	-	-
Chilean corporate bonds	-	-	-	-	-	-	-	-	-	-	-	-
Other Chilean securities	315	319	4	-	-	-	-	-	315	319	4	-
<b>Subtotals</b>	<b>341,615</b>	<b>342,147</b>	<b>1,193</b>	<b>(661)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>341,615</b>	<b>342,147</b>	<b>1,193</b>	<b>(661)</b>
<b>Foreign financial securities:</b>												
Foreign Central Banks and Government securities	-	-	-	-	-	-	-	-	-	-	-	-
Other foreign financial securities	11,218	11,638	420	-	-	-	-	-	11,218	11,638	420	-
<b>Subtotals</b>	<b>11,218</b>	<b>11,638</b>	<b>420</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,218</b>	<b>11,638</b>	<b>420</b>	<b>-</b>

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<b>Total</b>	<b>1,658,268</b>	<b>1,661,311</b>	<b>7,367</b>	<b>(4,324)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,658,268</b>	<b>1,661,311</b>	<b>7,367</b>	<b>(4,324)</b>
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 13****INVESTMENTS IN OTHER COMPANIES**

- a) The Consolidated Statements of Financial Position reflects investments in other companies amounting to Ch\$ 7,614 million as of December 31, 2012, Ch\$ 8,728 million as of December 31, 2011 and Ch\$ 7,275 million as of December 31, 2010, as shown in the following table:

Company	Ownership interest			Investment (*) Income for the year					
				Investment value			ended		
	<u>As of December 31,</u>			<u>As of December 31,</u>			<u>December 31,</u>		
	2012	2011	2010	2012	2011	2010	2012	2011	2010
	%	%	%	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Centro de Compensación Automatizado	33.33	33.33	33.33	548	432	351	116	105	47
Redbanc S.A.(1)	33.43	33.43	33.43	1,374	1,929	1,633	(199)	323	136
Transbank S.A.(2)	25.00	32.71	32.71	1,607	2,092	2,067	306	391	366
Sociedad Interbancaria de Depósito de Valores S.A.	29.28	29.28	29.28	501	461	451	86	58	125
Sociedad Nexus S.A.	12.90	12.90	12.90	1,106	941	941	278	114	114
Administrador Financiero del Transantiago S.A. (3)	20.00	20.00	20.00	1,215	1,742	776	(527)	966	304
Cámara de Compensación de Alto Valor S.A. (4)	14.14	12.65	12.65	678	526	451	114	91	55
<b>Subtotals</b>				<b>7,029</b>	<b>8,123</b>	<b>6,670</b>	<b>174</b>	<b>2,048</b>	<b>1,147</b>
<b>Shares or rights in other companies</b>									
Bladex	-	-	-	136	136	136	13	10	10
Bolsas de Comercio	-	-	-	417	417	417	80	82	-
Others	-	-	-	32	52	52	-	-	14
<b>Total</b>	-	-	-	<b>7,614</b>	<b>8,728</b>	<b>7,275</b>	<b>267</b>	<b>2,140</b>	<b>1,171</b>

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- 1) Losses arising from these investments were mainly due to the charge-off of accounts receivable from Banco Estado that were billed for brand usage, and were under arbitration procedures. On May 31, 2012, the arbitrating judge determined that this amount in 2012 was not in accordance with the contractual terms, and therefore that account receivable was charged-off, with a Ch\$ 1,176 million impact on income in 2012.
  - 2) In July 2012, Banco Santander Chile sold 3,628,154 shares of the Sociedad de apoyo Transbank S.A, decreasing its share ownership from 32.71% to 25%. The transaction amount totaled MCh\$ 1,000 and the investment's accounting value was Ch\$ 401 million, creating a Ch\$ 599 million profit, recorded under other income. See Note 36.
  - 3) Losses arising from this investment were mainly due to the end of the renegotiation process with the Ministry of Transport and Telecommunications of its current service contract. Their signed a complementary contract of Mutual Termination of Contract for the Providing of complementary financial administration services of the Santiago Public Transportation System resources. Due to the latter, AFT had to adjust its income, charging profit and loss in 2012 for Ch\$ 7,177 million.
  - 4) In August 2012, Banco Santander Chile bought 144 shares from Cámara de Compensación de pagos de Alto Valor S.A through Banco Scotiabank Chile, increasing its share ownership from 12.65% to 14.44%. The purchase value was Ch\$ 61 million.
- (\*) Investments in associates and other companies do not have market prices.

b) Summary of financial information of associates for 2012, 2011 and 2010, is as follows:

### As of and for the years ended December 31,

	2012				2011				2010			
	Assets MCh\$	Liabilities MCh\$	Equity MCh\$	Net income MCh\$	Assets MCh\$	Liabilities MCh\$	Equity MCh\$	Net income MCh\$	Assets MCh\$	Liabilities MCh\$	Equity MCh\$	Net income MCh\$
Centro de Compensación Automatizado	2,014	405	1,263	346	1,586	334	937	315	1,416	378	897	141
Redbanc S.A.	15,973	11,863	4,706	(596)	15,009	9,529	4,515	965	10,990	6,226	4,357	407
Transbank S.A.	316,881	310,576	5,076	1,224	277,424	271,150	5,080	1,194	213,486	207,280	5,087	1,118
Sociedad Interbancaria de Depósito de Valores S.A.	1,714	4	1,415	295	1,576	53	1,179	344	1,392	-	963	429
Sociedad Nexus S.A.	14,439	8,027	4,256	2,156	14,534	8,122	5,250	1,162	12,733	6,321	5,532	880
Administrador Financiero del Transantiago S.A.	81,017	74,940	8,714	(2,637)	70,023	61,309	3,883	4,831	51,092	47,213	2,360	1,519
Cámara de Compensación de Alto Valor S.A.	5,109	772	3,631	706	4,498	703	3,073	722	3,859	512	2,910	437
<b>Total</b>	<b>437,147</b>	<b>406,587</b>	<b>29,061</b>	<b>1,494</b>	<b>384,650</b>	<b>351,200</b>	<b>23,917</b>	<b>9,533</b>	<b>294,968</b>	<b>267,930</b>	<b>22,106</b>	<b>4,931</b>

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**NOTE 13****INVESTMENTS IN OTHER COMPANIES, continued:**

c) Restrictions over the ability of associated companies to transfer funds to investors.

There are no restrictions regarding the capacity of associates to transfer funds, whether in cash dividends or refund of loans or advance payments to the Bank.

d) Activity with respect to investments in other companies during 2012, 2011 and 2010 is as follows:

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
<b>Opening book value</b>	<b>8,728</b>	<b>7,275</b>	<b>7,417</b>
Acquisition of equity (*)	61	-	4
Sale of equity (**)	(401)	-	-
Participation in income	267	2,140	1,171
Dividends received (***)	(690)	(795)	(1,081)
Other equity adjustments	(351)	108	(236)
<b>Total</b>	<b>7,614</b>	<b>8,728</b>	<b>7,275</b>

(\*) See a)(4) above

(\*\*) See a)(2) above

(\*\*\*) Does not include those dividends received by investments accounted for using cost of acquisition method, for Ch\$ 206 million.

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**NOTE 14****INTANGIBLE ASSETS**

a) As of December 31, 2012 and 2011, the composition of the item is as follows:

	Years of useful life	Average remaining useful life	Net opening		2012	
			balance		Gross balance MCh\$	Accumulated amortization MCh\$
			January 1, 2012 MCh\$			
Licenses	3	2	2,496	9,329	(6,708)	2,621
Software development	3	2	78,243	224,671	(139,945)	84,726
<b>Total</b>			<b>80,739</b>	<b>234,000</b>	<b>(146,653)</b>	<b>87,347</b>

  

	Years of useful Life	Average remaining useful life	Net opening		2011	
			balance		Gross balance MCh\$	Accumulated amortization MCh\$
			January 1, 2011 MCh\$			
Licenses	3	2	2,108	8,085	(5,589)	2,496
Software development	3	1.8	75,882	184,133	(105,890)	78,243
<b>Total</b>			<b>77,990</b>	<b>192,218</b>	<b>(111,479)</b>	<b>80,739</b>

b) The activity in intangible assets during 2012 and 2011 is as follows:

b.1) Gross balance

Gross balances	Software development		Total MCh\$
	Licenses MCh\$	(acquired) MCh\$	
<b>Balances as of January 1, 2012</b>	8,085	184,133	192,218
Acquisitions	1,244	41,018	42,262
Disposals	-	(480)	(480)
Other	-	-	-
<b>Balances as of December 31, 2012</b>	<b>9,329</b>	<b>224,671</b>	<b>234,000</b>
<b>Balances as of January 1, 2011</b>	6,229	150,090	156,319
Acquisitions	1,856	32,195	34,051
Disposals	-	(409)	(409)
Other	-	2,257	2,257
<b>Balances as of December 31, 2011</b>	<b>8,085</b>	<b>184,133</b>	<b>192,218</b>

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**NOTE 14****INTANGIBLE ASSETS, continued****b.2) Accumulated amortization**

Accumulated amortization	Software		Total MCh\$
	Licenses MCh\$	development (acquired) MCh\$	
<b>Balances as of January 1, 2012</b>	<b>(5,589)</b>	<b>(105,890)</b>	<b>(111,479)</b>
Amortization for the period	(1,119)	(34,055)	(35,174)
Other changes	-	-	-
<b>Balances as of December 31, 2012</b>	<b>(6,708)</b>	<b>(139,945)</b>	<b>(146,653)</b>
<b>Balances as of January 1, 2011</b>	<b>(4,121)</b>	<b>(74,208)</b>	<b>(78,329)</b>
Amortization for the period	(1,468)	(31,625)	(33,093)
Other changes	-	(57)	(57)
<b>Balances as of December 31, 2011</b>	<b>(5,589)</b>	<b>(105,890)</b>	<b>(111,479)</b>

c) As of December 31, 2012 and 2011, the Bank does not have any restrictions on intangible assets. Additionally, intangible assets have not been pledged as security for liabilities.



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**NOTE 15****PROPERTY, PLANT, AND EQUIPMENT**

a) As of December 31, 2012 and 2011, the composition of the item is as follows:

	Net opening		2012	
	balance	Gross	Accumulated	
	January 1, 2012 MCh\$	balance MCh\$	depreciation MCh\$	Net balance MCh\$
Land and buildings	118,493	167,760	(47,335)	120,425
Equipment	22,570	66,170	(37,545)	28,625
Ceded under operating leases	4,071	4,477	(542)	3,935
Other	7,925	28,957	(19,728)	9,229
<b>Total</b>	<b>153,059</b>	<b>267,364</b>	<b>(105,150)</b>	<b>162,214</b>

	Net opening		2011	
	balance	Gross	Accumulated	
	January 1, 2011 MCh\$	balance MCh\$	depreciation MCh\$	Net balance MCh\$
Land and buildings	126,550	156,950	(38,457)	118,493
Equipment	20,346	51,781	(29,211)	22,570
Ceded under operating leases	1,802	4,477	(406)	4,071
Other	6,287	24,081	(16,156)	7,925
<b>Total</b>	<b>154,985</b>	<b>237,289</b>	<b>(84,230)</b>	<b>153,059</b>



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**NOTE 15****PROPERTY, PLANT, AND EQUIPMENT, continued:**

b) The activity in property, plant, and equipment during 2012 and 2011 is as follows:

**b.1) Gross balance**

	Land and buildings MCh\$	Equipment MCh\$	Ceded under operating leases MCh\$	Other MCh\$	Total MCh\$
<b>Balances as of January 1, 2012</b>	<b>156,950</b>	<b>51,781</b>	<b>4,477</b>	<b>24,081</b>	<b>237,289</b>
Additions	17,177	14,570	-	4,991	36,738
Disposals (i)	(6,367)	(91)	-	(115)	(6,573)
Impairment due to damage (ii)	-	(90)	-	-	(90)
Transfers	-	-	-	-	-
Other	-	-	-	-	-
<b>Balances as of December 31, 2012</b>	<b>167,760</b>	<b>66,170</b>	<b>4,477</b>	<b>28,957</b>	<b>267,364</b>

(i) As stated in Note 36 Other operating income and expenses, in 2012 Banco Santander Chile sold 17 branches which, at the time of sale, had a net book value of Ch\$ 6,357 million.

(ii) Banco Santander Chile recognized on its financial statements as of December 31, 2012 a Ch\$ 90 million impairment charge from damage to ATMs. Compensation received from insurance totaled Ch\$ 262 million, which is presented in the other operating income line (Note 36).

Land and	Equipment	Ceded under	Other	Total
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	buildings MCh\$	MCh\$	operating leases MCh\$	MCh\$	MCh\$
<b>Balances as of January 1, 2011</b>	<b>155,821</b>	<b>42,757</b>	<b>1,840</b>	<b>18,943</b>	<b>219,361</b>
Additions	8,326	8,503	5,741	4,119	26,689
Disposals (i)	(8,508)	(132)	-	(5)	(8,645)
Impairment due to damage (ii)	-	(116)	-	-	(116)
Transfers	1,311	769	(3,104)	1,024	-
Other	-	-	-	-	-
<b>Balances as of December 31, 2011</b>	<b>156,950</b>	<b>51,781</b>	<b>4,477</b>	<b>24,081</b>	<b>237,289</b>

(i) As stated in Note 36 Other operating income and expenses , in 2011 the Bank sold 8 branches which, at the time of sale, had a net book value of approximately Ch\$ 6,237 million.

(ii) Banco Santander Chile recognized on its financial statements as of December 31, 2011 a Ch\$ 116 million impairment charge from damage to ATMs. Compensation received from insurance totaled Ch\$ 437 million, which is presented in the other operating income line (Note 36).

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**NOTE 15****PROPERTY, PLANT, AND EQUIPMENT, continued:****b.2) Accumulated depreciation**

2012	Land and buildings MCh\$	Equipment MCh\$	Ceded under operating leases MCh\$	Other MCh\$	Total MCh\$
<b>Balances as of January 1, 2012</b>	(38,457)	(29,211)	(406)	(16,156)	(84,230)
Depreciation charges in the period	(9,100)	(8,351)	(136)	(3,608)	(21,195)
Sales and disposals in the period	222	17	-	36	275
Other	-	-	-	-	-
<b>Balances as of December 31, 2012</b>	(47,335)	(37,545)	(542)	(19,728)	(105,150)

2011	Land and buildings MCh\$	Equipment MCh\$	Ceded under operating leases MCh\$	Other MCh\$	Total MCh\$
<b>Balances as of January 1, 2011</b>	(29,271)	(22,411)	(38)	(12,656)	(64,376)
Depreciation charges in the period	(10,011)	(6,845)	-	(3,517)	(20,373)
Sales and disposals in the period	419	45	-	17	481
Transfers	406	-	(406)	-	-
Other	-	-	38	-	38
<b>Balances as of December 31, 2011</b>	(38,457)	(29,211)	(406)	(16,156)	(84,230)

**c) Operating leases Lessor**

As of December 31, 2012 and 2011, the future minimum lease inflows under non-cancellable operating leases are as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Due within 1 year	626	1,151
Due after 1 year but within 2 years	1,163	1,165
Due after 2 years but within 3 years	502	605
Due after 3 years but within 4 years	294	582
Due after 4 years but within 5 years	258	293
Due after 5 years	2,148	2,337
<b>Total</b>	<b>4,991</b>	<b>6,133</b>

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**NOTE 15****PROPERTY, PLANT, AND EQUIPMENT, continued:****d) Operating leases – Lessee**

Certain of the Bank's premises and equipment are leased under various operating leases. Future minimum rental payments under non-cancellable leases are as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Due within 1 year	16,266	15,089
Due after 1 year but within 2 years	14,845	13,521
Due after 2 years but within 3 years	12,960	12,373
Due after 3 years but within 4 years	11,443	10,781
Due after 4 years but within 5 years	10,465	9,347
Due after 5 years	63,035	63,686
<b>Total</b>	<b>129,014</b>	<b>124,797</b>

e) As of December 31, 2012 and 2011, the Bank has no financial leases which cannot be unilaterally rescinded.

f) As of December 31, 2012 and 2011, the Bank does not have any restrictions over property, plant, and equipment. Additionally, property, plant, and equipment have not been pledged as security for liabilities. Also, the Bank has no debt regarding property, plant, and equipment as of those dates.

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**NOTE 16****CURRENT AND DEFERRED TAXES****a) Current taxes**

At the end of each reporting period in 2012 and 2011 the Bank recognized an income tax provision, which was determined based on the currently applicable tax legislation. This provision was recorded net of recoverable taxes, as shown as follows:

	As of December 31,	
	2012 MCh\$	2011 MCh\$
<b>Summary of current tax liabilities (assets)</b>		
Current tax (assets)	(10,227)	(37,253)
Current tax liabilities	525	1,498
<b>Total tax payable (recoverable)</b>	<b>(9,702)</b>	<b>(35,755)</b>
<b>(Assets) liabilities current taxes detail (net)</b>		
Income tax, tax rate 20%	83,381	101,853
Minus:		
Provisional monthly payments (PPM)	(84,940)	(138,329)
Credit for training expenses	(1,505)	(1,366)
Land taxes leasing	(2,939)	(1,467)
Grant credits	(2,534)	(1,140)
Other	(1,165)	4,694
<b>Total tax payable (recoverable)</b>	<b>(9,702)</b>	<b>(35,755)</b>

**b) Effect on income**

The effect of tax expense on income during the periods from January 1 to December 31, 2012 and 2011 is comprised of the following items:

As of December 31,

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	2012 MCh\$	2011 MCh\$
<b>Income tax expense</b>		
Current tax	83,381	101,853
<b>Credits (debits) for deferred taxes</b>		
Origination and reversal of temporary differences	(39,354)	(25,425)
<b>Subtotals</b>	<b>44,027</b>	<b>76,428</b>
Tax for rejected expenses (Article No.21)	70	716
Other	297	49
<b>Net charges for income tax expense</b>	<b>44,394</b>	<b>77,193</b>

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**NOTE 16****CURRENT AND DEFERRED TAXES, continued:****c) Effective tax rate reconciliation**

The reconciliation between the statutory income tax rate and the effective rate applied in determining tax expenses as of December 31, 2012 and 2011 is as follows:

	As of December 31,			
	2012		2011	
	Tax rate	Amount	Tax rate	Amount
	%	MCh\$	%	MCh\$
Income tax using statutory rate	20.00	81,102	20.00	96,771
Permanent differences	(2.77)	(11,227)	(1.82)	(8,790)
35% one-time tax(*)	(0.23)	(936)	0.15	716
Effect of change in tax rate	(4.00)	(16,221)	(1.06)	(5,108)
Real estate taxes	(2.05)	(8,324)	(1.32)	(6,393)
Other	-	-	-	(3)
<b>Effective rates and expenses for income tax</b>	<b>10.95</b>	<b>44,394</b>	<b>15.95</b>	<b>77,193</b>

(\*) According to article 21, 3rd paragraph of Chilean Tax Law, certain expenses are not deductible and are subject to a one-time tax rate of 35%.

Law No. 20,455 from 2010 increased the statutory tax rate to be applied during 2011 and 2012 to 20% and 18.5%, respectively. Due to this, a Ch\$5,108 million income was recorded in 2011, corresponding to the adjustment of temporary differences to be reversed during those years. Law No. 20,630 published in the Official Newspaper on September 27, 2012 increased the tax rate from 18.5% to 20%, permanently, for transactions accounted for from January 1, 2012 onward. This generated income of Ch\$ 16,221 million, corresponding to the adjustment arising from temporary differences.

**d) Effect of deferred taxes on comprehensive income**

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Below is a summary of the separate effect of deferred tax on Equity, showing the asset and liability balances, during the periods between January 1, 2012 and December 31, 2012 and January 1, 2011 and December 31, 2011, which include the following items:

	As of	
	December 31, 2012	2011
	MCh\$	MCh\$
<b>Deferred tax assets</b>		
Available for sale investments	2,004	143
Cash flow hedges	389	-
<b>Total deferred tax assets affecting other comprehensive income</b>	<b>2,393</b>	<b>143</b>
<b>Deferred tax liabilities</b>		
Available for sale investments	(1)	(705)
Cash flow hedges	(1,452)	(72)
<b>Total deferred tax liabilities affecting other comprehensive income</b>	<b>(1,453)</b>	<b>(777)</b>
<b>Net deferred tax balances in equity</b>	<b>940</b>	<b>(634)</b>
Deferred taxes in equity attributable to Bank shareholders	945	(639)
Deferred taxes in equity attributable to non-controlling interests	(5)	5

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**NOTE 16****CURRENT AND DEFERRED TAXES, continued:****e) Effect of deferred taxes on income**

In 2012 and 2011, the Bank has recorded deferred tax assets and liabilities in its financial statements as follows.

	As of December 31,	
	2012 MCh\$	2011 MCh\$
<b>Deferred tax assets</b>		
Interest and adjustments	7,854	1,936
Non-recurring charge-offs	12,046	7,028
Assets received in lieu of payment	730	621
Exchange rate adjustments	43	1,890
Property, plant and equipment	3,654	5,906
Allowance for loan losses	92,074	66,667
Provision for expenses	17,903	15,961
Derivatives	54	27
Leased assets	39,168	31,244
Subsidiaries tax losses	5,232	4,229
Other	527	869
<b>Total deferred tax assets</b>	<b>179,285</b>	<b>136,378</b>
<b>Deferred tax liabilities</b>		
Valuation of investments	(6,555)	(2,301)
Depreciation	(261)	(178)
Prepaid expenses	-	(1,303)
Other	(1,275)	(756)
<b>Total deferred tax liabilities</b>	<b>(8,091)</b>	<b>(4,538)</b>

**f) Summary of deferred tax assets and liabilities**

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The summary of deferred taxes is presented below, with their cumulative effect both on equity and income:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
<b>Deferred tax assets</b>		
Recognized through other comprehensive income	2,393	143
Recognized through profit or loss	179,285	136,378
<b>Total deferred tax assets</b>	<b>181,678</b>	<b>136,521</b>
<b>Deferred tax liabilities</b>		
Recognized through other comprehensive income	(1,453)	(777)
Recognized through profit or loss	(8,091)	(4,538)
<b>Total deferred tax liabilities</b>	<b>(9,544)</b>	<b>(5,315)</b>

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**NOTE 17****OTHER ASSETS**

Other assets items are as follows:

	As of December 31,	
	2012 MCh\$	2011 MCh\$
<b>Assets for leasing (*)</b>	<b>42,891</b>	<b>105,150</b>
<b>Assets received or awarded in lieu of payment (**)</b>		
Assets received in lieu of payment	17,731	15,619
Assets awarded at judicial sale	9,974	10,226
Provisions for assets received in lieu of payment or awarded	(3,091)	(2,628)
<b>Subtotals</b>	<b>24,614</b>	<b>23,217</b>
<b>Other assets</b>		
Guarantee deposits	256,854	149,583
Gold investments	464	466
VAT credit	10,337	8,953
Income tax recoverable	28,274	6,849
Prepaid expenses	50,870	70,927
Assets recovered from leasing for sale	3,335	2,693
Pension plan assets (Note 38)	2,972	3,348
Accounts and notes receivable	82,378	64,667
Notes receivable through brokerage and simultaneous transactions	89,314	66,406
Other assets	66,570	48,067
<b>Subtotals</b>	<b>591,368</b>	<b>421,959</b>
<b>Total</b>	<b>658,873</b>	<b>550,326</b>

(\*) Assets available to be granted under the financial leasing agreements.



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(\*\*) Assets received in lieu of payment correspond to assets received as payment of overdue debts. The assets acquired must at no time exceed, in the aggregate, assets that represent 20% of the Bank's effective equity. These assets currently represent 0.58% (0.81% as of December 31, 2011) of the Bank's effective equity.

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**NOTE 18****TIME DEPOSITS AND OTHER TIME LIABILITIES**

As of December 31, 2012 and 2011, the composition of the item is as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
<b>Deposits and other demand liabilities</b>		
Checking accounts	4,006,143	3,543,776
Other deposits and demand accounts	455,315	350,519
Other demand liabilities	508,561	519,520
<b>Total</b>	<b>4,970,019</b>	<b>4,413,815</b>
<b>Time deposits and other time liabilities</b>		
Time deposits	9,008,902	8,816,766
Time savings account	101,702	102,831
Other time liabilities	1,609	1,517
<b>Total</b>	<b>9,112,213</b>	<b>8,921,114</b>

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**NOTE 19****INTERBANK BORROWINGS**

As of December 31, 2012 and 2011, interbank borrowings are as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
<b>Loans from financial institutions and the Central Bank of Chile</b>		
Other obligations with Central Bank of Chile	398	810
	<b>398</b>	<b>810</b>
<b>Loans from domestic financial institutions</b>		
	-	-
<b>Loans from foreign financial institutions</b>		
Standard Chartered Bank, New York	279,966	362,041
Wachovia Bank N.A., Miami	204,184	189,894
Citibank N.A., New York	187,036	208,967
Bank of America	139,570	177,182
Bank of Montreal Toronto	112,236	122,014
Mizuho Corporate Bank	95,290	104,374
Commerzbank A.G. - Frankfurt	88,801	113,704
The Toronto Dominion Bank Toronto	74,486	85,994
Sumitomo Mitsui Banking Corporation	67,105	72,935
Banco Santander Montevideo	57,532	-
J.P. Morgan Chase Bank N.A., New York	48,176	127,762
Royal Bank of Scotland London	40,784	39,122
Commerzbank N.A. Miami	14,368	36,451
Banco Santander Hong Kong	4,283	2,585
Discount Bank Montevideo	3,835	-
UBS A.G.	3,786	-
Bank of China	1,510	326
Banca Antoniana Popolare Venetto	746	-
Bancolumbia S.A. (Panamá)	709	-
Unicredit Banca d Impresa	544	-
U.S. Bank	513	344
Banca Commerciale Italiana S.P.	494	289
Unicredito Italiano, New York	410	13,207
Turkiye Halk Bankasi	403	-
Banco Santander Madrid	660	-

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Banco General S.A.	349	-
Banco Popolare di Novara	308	-
Banco do Brasil S.A. London	285	67,820
Banco Español de Crédito	281	-
ING Bank N.V. Amsterdam	257	5,241
Deutsche Bank A.G., New York	245	14,126
Banco Bradesco S.A.	245	-
Banca Nazionale del Lavoro S.P.	216	-
Banco Sofisa	212	-
Banca Popolare di Vicenza SCPA	208	-
Landesbank Baden - Wuerttemberg	-	119,999
Intesa San Paolo SPA U.S.A.	-	33,920
Branch Banking and Trust Co.	-	14,926
ABN Ambro Bank N.V., Amsterdam	-	1,175
Banco de Occidente	-	750
BBVA Banco Francés S.A.	-	745
State Bank of India	-	358
Bank of Tokyo Mitsubishi	-	297
Others	7,572	2,734
<b>Subtotals</b>	<b>1,437,605</b>	<b>1,919,282</b>
<b>Total</b>	<b>1,438,003</b>	<b>1,920,092</b>

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**Table of Contents****Banco Santander Chile and Subsidiaries****Notes to the Consolidated Financial Statements**

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 19****INTERBANK BORROWINGS, continued:****a) Obligations with Central Bank of Chile**

Debts to the Central Bank of Chile include credit lines for the renegotiation of loans and other borrowings with Central Bank of Chile. These credit lines were provided by the Central Bank of Chile for the renegotiation of loans due to the need to refinance debt as a result of the economic recession and crisis of the banking system in the early 1980s.

The outstanding amounts owed to the Central Bank of Chile under these credit lines are as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Line of credit for renegotiation of obligations to the Central Bank of Chile	398	810
<b>Totals Line of credit for renegotiation of obligations to the Central Bank of Chile</b>	<b>398</b>	<b>810</b>

**b) Loans from domestic financial institutions**

As of December 31, 2012 and 2011, the Bank does not have any loan from domestic financial institutions

**c) Foreign obligations**

These obligations' maturities are as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Due within 1 year	1,272,994	1,740,254
Due after 1 year but within 2 years	164,611	87,102
Due after 2 years but within 3 years	-	91,926
Due after 3 years but within 4 years	-	-

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Due after 4 years but within 5 years	-	-
Due after 5 years	-	-
<b>Total loans from foreign financial institutions</b>	<b>1,437,605</b>	<b>1,919,282</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 20****ISSUED DEBT INSTRUMENTS AND OTHER FINANCIAL LIABILITIES**

As of December 31, 2012 and 2011, the composition of the item is as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
<b>Other financial liabilities</b>		
Obligations to public sector	96,185	100,299
Other domestic obligations	93,653	75,260
Foreign obligations	2,773	1,040
	<b>Subtotals</b>	<b>192,611</b>
		<b>176,599</b>
<b>Issued debt instruments</b>		
Mortgage finance bonds	128,086	160,243
Senior bonds	3,717,213	3,601,125
Subordinated bonds	725,990	861,871
	<b>Subtotals</b>	<b>4,571,289</b>
		<b>4,623,239</b>
<b>Total</b>	<b>4,763,900</b>	<b>4,799,838</b>

Debts classified as current are either demand obligations or will mature in one year or less. All other debts are classified as non-current. The Bank's debts, both current and non-current, are summarized below:

	As of December 31, 2012		Total
	Non-current	Current	
	MCh\$	MCh\$	MCh\$

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Mortgage finance bonds	6,863	121,223	128,086
Senior bonds	534,852	3,182,361	3,717,213
Subordinated bonds	16,037	709,953	725,990
<b>Issued debt instruments</b>	<b>557,752</b>	<b>4,013,537</b>	<b>4,571,289</b>
<hr/>			
<b>Other financial liabilities</b>	<b>101,335</b>	<b>91,276</b>	<b>192,611</b>
<hr/>			
<b>Total</b>	<b>659,087</b>	<b>4,104,813</b>	<b>4,763,900</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 20****ISSUED DEBT INSTRUMENTS AND OTHER FINANCIAL LIABILITIES, continued:**

	As of December 31, 2011		
	Non-current MCh\$	Current MCh\$	Total MCh\$
Mortgage finance bonds	7,707	152,536	160,243
Senior bonds	749,340	2,851,785	3,601,125
Subordinated bonds	136,842	725,029	861,871
<b>Issued debt instruments</b>	<b>893,889</b>	<b>3,729,350</b>	<b>4,623,239</b>
<b>Other financial liabilities</b>	<b>56,078</b>	<b>120,521</b>	<b>176,599</b>
<b>Total</b>	<b>949,967</b>	<b>3,849,871</b>	<b>4,799,838</b>

**a) Mortgage finance bonds**

Their main amounts are amortized on a quarterly basis. The range of maturities of these bonds is between five and twenty years. Mortgage finance bonds are indexed to UF and create a yearly interest rate of 5.95% as of December 2012 (5.7% as of December 2011).

	As of December 31,	
	2012 MCh\$	2011 MCh\$
Due within 1 year	6,863	7,707

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Due after 1 year but within 2 years	7,595	7,535
Due after 2 years but within 3 years	14,752	10,333
Due after 3 years but within 4 years	11,026	21,122
Due after 4 years but within 5 years	11,923	14,010
Due after 5 years	75,927	99,536
<b>Total mortgage bonds</b>	<b>128,086</b>	<b>160,243</b>

**b) Senior bonds**

The following table shows senior bonds by currency:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Santander bonds in UF	2,025,105	2,001,713
Santander bonds in USD	1,269,454	1,268,763
Santander bonds in CHF	90,249	119,394
Santander bonds in Ch\$	293,933	211,255
Santander bonds in CNY	38,472	-
<b>Total senior bonds</b>	<b>3,717,213</b>	<b>3,601,125</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 20****ISSUED DEBT INSTRUMENTS AND OTHER FINANCIAL LIABILITIES, continued:****i. Placement of senior bonds:**

In 2012, the Bank placed bonds for UF 698,000, USD 1,085,990,000, Ch\$ 55,600,000,000 and CNY 500,000,000, detailed as follows:

Series	Amount	Term	Issue rate	Issuance date	Issued amount	Maturity date
FD	UF 50,000	5 years	3.00% per annum simple	08-01-2010	UF 3,000,000	08-01-2015
E1	UF 362,000	5 years	3.00% per annum simple	02-01-2011	UF 4,000,000	02-01-2016
E3	UF 6,000	8.5 years	3.50% per annum simple	01-01-2011	UF 4,000,000	07-01-2019
E6	UF 280,000	10 years	3.50% per annum simple	04-01-2012	UF 4,000,000	04-01-2022
<b>Total UF</b>	<b>UF 698,000</b>				<b>UF</b>	
E4	Ch\$ 5,600,000,000	5 years	6.75% per annum simple	06-01-2011	Ch\$ 50,000,000,000	06-01-2016
E5	Ch\$ 25,000,000,000	10 years	6.30% per annum simple	12-01-2011	Ch\$ 25,000,000,000	12-01-2021
E7	Ch\$ 25,000,000,000	5 years	6.75% per annum simple	03-01-2012	Ch\$ 25,000,000,000	03-01-2017
<b>Ch\$ Total</b>	<b>Ch\$ 55,600,000,000</b>				<b>Ch\$</b>	
Senior bonds	USD 250,000,000	2 years	Libor (3 months) + 200 bp	02-14-2012	USD 250,000,000	02-14-2014
Zero-coupon bond	USD 85,990,000	1 year	Libor (3 months) + 100 bp	08-29-2012	USD 85,990,000	08-30-2013
Senior bonds	USD 750,000,000	10 years	3.875% per annum simple	09-20-2012	USD 750,000,000	09-20-2022
<b>USD Total</b>	<b>USD 1,085,990,000</b>				<b>USD</b>	
CNY Bond	CNY 500,000,000	2 years	3.75% per annum simple	11-26-2012	CNY 500,000,000	11-26-2014
<b>CNY Total</b>	<b>CNY 500,000,000</b>					

During first quarter 2012, the Bank performed a partial repurchase of bonds for CHF 45,000,000.

During second semester 2012, the Bank repurchased a bond for USD 53,500,000.

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In 2011 the Bank placed bonds for UF 5,694,000, USD 635,000,000 and Ch\$ 36,900,000,000, detailed as follows:

Series	Amount	Term	Issue rate	Issuance date	Issued amount	Maturity date
Floating rate bond	USD 500,000,000	5 years	Libor (3 months) + 160 bp	01-19-2011	USD 500,000,000	01-19-2016
Floating rate bond	USD 135,000,000	6 months	Libor (3 months) + 80 bp	11-29-2011	USD 135,000,000	01-29-2012
<b>USD Total</b>	<b>USD 635,000,000</b>					
E1	UF 896,000	5 years	3.00% per annum simple	02-01-2011	UF 4,000,000	02-01-2016
E2	UF 3,048,000	7.5 years	3.50% per annum simple	01-01-2011	UF 4,000,000	07-01-2018
E3	UF 1,750,000	8.5 years	3.50% per annum simple	01-01-2011	UF 4,000,000	07-01-2019
<b>Total UF</b>	<b>UF 5,694,000</b>					
E4	Ch\$ 36,900,000,000	5 years	6.75% per annum simple	06-01-2011	Ch\$ 50,000,000,000	06-01-2016
<b>Ch\$ Total</b>	<b>Ch\$ 36,900,000,000</b>					

In 2011, a total payment of the Bond Series BSTDH20799 was carried out in July and a total payment of Bond Series BSTDR0207 took place in August. Also, a partial payment of the fixed rate bond for CHF 133,000,000 was done.

### ii. Nominal bonds to be placed:

As of December 31, 2012 the balance for each bond series to be placed, is as follows

Series	Amount	Term	Issue rate	Issuance date	Maturity date
FD	UF 110,000	5 years	3.00% per annum simple	08-01-2010	08-01-2015
E1	UF 2,742,000	5 years	3.00% per annum simple	02-01-2011	02-01-2016
E2	UF 952,000	7.5 years	3.50% per annum simple	01-01-2011	07-01-2018
E3	UF 2,244,000	8.5 years	3.50% per annum simple	01-01-2011	07-01-2019
E6	UF 3,720,000	10 years	3.50% per annum simple	04-01-2012	04-01-2022
<b>Total</b>	<b>UF 9,768,000</b>				
E4	Ch\$ 7,500,000,000	5 years	6.75% per annum simple	06-01-2011	06-01-2016
<b>Total</b>	<b>Ch\$ 7,500,000,000</b>				

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 20****ISSUED DEBT INSTRUMENTS AND OTHER FINANCIAL LIABILITIES, continued:**

The maturities of senior bonds are as follows:

	As of December 31,	
	2012 MCh\$	2011 MCh\$
Due within 1 year	534,852	749,340
Due after 1 year but within 2 years	600,723	460,200
Due after 2 years but within 3 years	643,791	408,723
Due after 3 years but within 4 years	610,817	656,201
Due after 4 years but within 5 years	323,474	488,425
Due after 5 years	1,003,556	838,236
<b>Total senior bonds</b>	<b>3,717,213</b>	<b>3,601,125</b>

**c) Subordinated bonds**

	As of December 31,	
	2012 MCh\$	2011 MCh\$
Subordinated bonds denominated in USD	174,285	316,169
Subordinated bonds denominated in UF	551,705	545,702
<b>Total subordinated bonds</b>	<b>725,990</b>	<b>861,871</b>

**i. Placement of subordinated bonds**

During 2012 the Bank has not issued any subordinated bonds on the local market.

In 2011, the Bank placed subordinated bonds on the local market for UF 5,100,000, detailed as follows:

Series	Amount	Term	Issue rate	Issuance		Maturity date
				date	Issued amount	
G3	UF 3,000,000	25 years	3.90% per annum simple	07-01-2012	3,000,000	07-01-2035
G5	UF 2,100,000	20 years	3.90% per annum simple	04-01-2011	4,000,000	04-01-2031
<b>Total UF</b>	<b>UF 5,100,000</b>					

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 20****ISSUED DEBT INSTRUMENTS AND OTHER FINANCIAL LIABILITIES, continued:**

The maturities of subordinated bonds are as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Due within 1 year	16,037	136,842
Due after 1 year but within 2 years	182,844	-
Due after 2 years but within 3 years	9,535	179,327
Due after 3 years but within 4 years	5,760	10,567
Due after 4 years but within 5 years	-	29,616
Due after 5 years	511,814	505,519
<b>Total subordinated bonds</b>	<b>725,990</b>	<b>861,871</b>

**d) Other financial liabilities**

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Non-current portion:		
Due after 1 year but within 2 years	3,897	29,575
Due after 2 years but within 3 years	2,501	2,866
Due after 3 years but within 4 years	3,090	3,489
Due after 4 years but within 5 years	2,937	3,095
Due after 5 years	78,851	81,496
<b>Non-current portion subtotals</b>	<b>91,276</b>	<b>120,521</b>
Current portion:		
Amounts due to credit card operators	70,410	50,840

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Acceptance of letters of credit	1,683	704	
Other long-term financial obligations, short-term portion	29,242	4,534	
	<b>Current portion subtotals</b>	<b>101,335</b>	<b>56,078</b>
<hr/>			
<b>Total other financial liabilities</b>	<b>192,611</b>	<b>176,599</b>	

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 21****MATURITY OF ASSETS AND LIABILITIES**

As of December 31, 2012 and 2011, the detail of maturities of assets and liabilities is as follows:

As of December 31, 2012	Demand MCh\$	Up to 1 month MCh\$	Between 1 and 3 months MCh\$	Between 3 and 12 months MCh\$	Subtotal Up to 1 year MCh\$	Between 1 and 5 years MCh\$	More than 5 years MCh\$	Subtotal More than 1 year MCh\$	Total MCh\$
<b>Assets</b>									
Cash and deposits in banks	1,250,414	-	-	-	1,250,414	-	-	-	1,250,414
Cash items in process of collection	520,267	-	-	-	520,267	-	-	-	520,267
Trading investments	-	19,565	2,597	237,726	259,888	58,138	20,261	78,399	338,287
Investments under repurchase agreements	-	6,993	-	-	6,993	-	-	-	6,993
Financial derivative contracts	-	58,311	77,728	216,832	352,871	571,315	369,026	940,341	1,293,212
Interbank loans (*)	60,654	-	29,919	-	90,573	-	-	-	90,573
Loans and accounts receivables from customers (**)	1,123,417	1,156,145	1,736,942	2,995,860	7,012,364	5,925,100	5,938,615	11,863,715	18,876,079
Available for sale investments	-	112,173	234,566	519,181	865,920	506,152	454,086	960,238	1,826,158
Held to maturity investments	-	-	-	-	-	-	-	-	-
<b>Total assets</b>	<b>2,954,752</b>	<b>1,353,187</b>	<b>2,081,752</b>	<b>3,969,599</b>	<b>10,359,290</b>	<b>7,060,705</b>	<b>6,781,988</b>	<b>13,842,693</b>	<b>24,201,983</b>
<b>Liabilities</b>									
Deposits and other demand liabilities	4,970,019	-	-	-	4,970,019	-	-	-	4,970,019
Cash items in process of being cleared	284,953	-	-	-	284,953	-	-	-	284,953
Obligations under repurchase agreements	-	275,303	25,534	3,280	304,117	-	-	-	304,117

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Time deposits and other time liabilities	65,854	4,981,947	2,278,958	1,600,701	8,927,460	133,760	50,993	184,753	9,112,213
Financial derivative contracts	-	71,445	80,484	208,473	360,402	503,036	282,723	785,759	1,146,161
Interbank borrowings	5,820	82,965	185,730	998,877	1,273,392	164,611	-	164,611	1,438,003
Issued debt instruments	-	10,855	168,817	378,080	557,752	2,422,240	1,591,297	4,013,537	4,571,289
Other financial liabilities	70,136	718	733	29,748	101,335	12,425	78,851	91,276	192,611
<b>Total liabilities</b>	<b>5,396,782</b>	<b>5,423,233</b>	<b>2,740,256</b>	<b>3,219,159</b>	<b>16,779,430</b>	<b>3,236,072</b>	<b>2,003,864</b>	<b>5,239,936</b>	<b>22,019,366</b>

(\*) Interbank loans are presented on a gross basis. The amount of allowances is Ch\$ 159 million.

(\*\*) Loans and accounts receivables from customers are presented on a gross basis. Allowances amounts, according to type of loan, are detailed as follows: Commercial Ch\$ 250,640 million, mortgage Ch\$ 35,990 million, and consumer Ch\$ 263,259 million.

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**NOTE 21****MATURITY OF ASSETS AND LIABILITIES, continued:**

As of December 31, 2011	Demand MCh\$	Up to 1 month MCh\$	Between 1	Between 3	Subtotal up to 1 year MCh\$	Between 1	More than 5 years MCh\$	Subtotal	Total MCh\$
			and 3 months MCh\$	and 12 months MCh\$		and 5 years MCh\$		more than 1 year MCh\$	
<b>Assets</b>									
Cash and deposits in banks	2,793,701	-	-	-	2,793,701	-	-	-	2,793,701
Cash items in process of collection	276,454	-	-	-	276,454	-	-	-	276,454
Trading investments	-	27,909	40,608	272,544	341,061	44,857	23,845	68,702	409,763
Investments under repurchase agreements	-	12,928	-	-	12,928	-	-	-	12,928
Financial derivative contracts	-	63,090	167,558	295,674	526,322	684,260	391,314	1,075,574	1,601,896
Interbank loans (*)	36,785	50,903	-	-	87,688	-	-	-	87,688
Loans and accounts receivables from customers (**)	492,635	1,510,419	1,277,005	2,653,577	5,933,636	5,697,193	5,716,265	11,413,458	17,347,094
Available for sale investments	-	607,472	190,642	180,451	978,565	403,577	279,169	682,746	1,661,311
Held to maturity investments	-	-	-	-	-	-	-	-	-
<b>Total assets</b>	<b>3,599,575</b>	<b>2,272,721</b>	<b>1,675,813</b>	<b>3,402,246</b>	<b>10,950,355</b>	<b>6,829,887</b>	<b>6,410,593</b>	<b>13,240,480</b>	<b>24,190,835</b>
<b>Liabilities</b>									
Deposits and other demand liabilities	4,413,815	-	-	-	4,413,815	-	-	-	4,413,815
Cash items in process of being cleared	89,486	-	-	-	89,486	-	-	-	89,486
Obligations under repurchase agreements	-	463,083	78,712	2,586	544,381	-	-	-	544,381

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Time deposits and other time liabilities	105,463	4,415,765	2,509,308	1,496,193	8,526,729	371,736	22,649	394,385	8,921,114
Financial derivative contracts	-	64,290	158,204	209,746	432,240	513,944	346,218	860,162	1,292,402
Interbank borrowings	194,451	7,750	470,749	1,068,014	1,740,964	179,128	-	179,128	1,920,092
Issued debt instruments	-	3,788	15	890,086	893,889	2,286,059	1,443,291	3,729,350	4,623,239
Other financial liabilities	50,840	761	980	3,497	56,078	39,025	81,496	120,521	176,599
<b>Total liabilities</b>	<b>4,854,055</b>	<b>4,955,437</b>	<b>3,217,968</b>	<b>3,670,122</b>	<b>16,697,582</b>	<b>3,389,892</b>	<b>1,893,654</b>	<b>5,283,546</b>	<b>21,981,128</b>

(\*) Interbank loans are presented on a gross basis. The amount of allowances is Ch\$ 11 million.

(\*\*) Loans and accounts receivables from customers are presented on a gross basis. Allowances amounts, according to type of loan, are detailed as follows: Commercial Ch\$ 209,802 million, mortgage Ch\$ 35,633 million, and consumer Ch\$ 243,022 million.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 22****PROVISIONS**

a) As of December 31, 2012 and 2011, the composition is as shown below:

	As of December 31, 2011	
	2012 MCh\$	2011 MCh\$
Provisions for personnel salaries and expenses.	47,574	42,974
Provisions for mandatory dividends	106,948	120,520
Provisions for contingent loans	7,036	3,489
Provisions for contingencies	30,238	20,574
<b>Total</b>	<b>191,796</b>	<b>187,557</b>

b) Below is the activity in provisions during the 2012 and 2011 periods:

	Personnel salaries and expenses MCh\$	Provisions for contingent loans MCh\$	Provisions for Contingencies MCh\$	Mandatory dividends MCh\$	Total MCh\$
<b>Balances as of January 1, 2012</b>	42,974	3,489	20,574	120,520	187,557
Provisions established	39,151	9,670	26,846	106,948	182,615
Application of provisions	(34,551)	(6,123)	(12,469)	(120,520)	(173,663)
Provisions released	-	-	(5,257)	-	(5,257)
Reclassifications	-	-	544	-	544
<b>Balances as of December 31, 2012</b>	<b>47,574</b>	<b>7,036</b>	<b>30,238</b>	<b>106,948</b>	<b>191,796</b>
<b>Balances as of January 1, 2011</b>	36,016	5,636	16,151	151,618	209,421
Provisions established	35,452	4,767	22,625	120,520	183,364
Application of provisions	(28,494)	(6,914)	(4,352)	(151,618)	(191,378)
Provisions released	-	-	(15,198)	-	(15,198)
Reclassifications	-	-	1,348	-	1,348
Other	-	-	-	-	-
<b>Balances as of December 31, 2011</b>	<b>42,974</b>	<b>3,489</b>	<b>20,574</b>	<b>120,520</b>	<b>187,557</b>



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**NOTE 22****PROVISIONS, continued**

c) Provisions for personnel salaries and expenses.

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Provision for seniority compensation	1,299	1,510
Provision for stock-based personnel benefits	1,986	1,139
Provision for performance bonds	23,667	21,788
Provision for vacations	18,802	17,196
Provision for other personnel benefits	1,820	1,341
<b>Total</b>	<b>47,574</b>	<b>42,974</b>

d) Movements in Seniority compensation:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Balances as of January 1,	1,510	1,882
Increase in provisions	2,069	1,432
Payments made	(2,280)	(1,804)
Prepayments	-	-
Provisions released	-	-
Other	-	-
<b>Balances as of December 31,</b>	<b>1,299</b>	<b>1,510</b>

e) Movements in provision for performance bonds:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$

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Balances as of January 1,	21,788	17,107
Provisions established	22,737	21,980
Application of provisions	(20,858)	(17,299)
Provisions released	-	-
Other	-	-
<b>Balances as of December 31,</b>	<b>23,667</b>	<b>21,788</b>

f) Movements in provision for personnel vacation:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Balances as of January 1,	17,196	14,534
Provisions established	13,019	12,040
Application of provisions	(11,413)	(9,378)
Provisions released	-	-
Other	-	-
<b>Balances as of December 31,</b>	<b>18,802</b>	<b>17,196</b>

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**NOTE 23****OTHER LIABILITIES**

The other liabilities item is as follows:

	As of December 31,	
	2012	2011
	MCh\$	MCh\$
Accounts and notes payable	89,034	70,555
Unearned income	426	948
Cash collaterals received (threshold)	179,820	271,980
Notes payable through brokerage and simultaneous transactions	-	8,725
Other payable obligations	59,824	29,564
Other liabilities	12,170	17,205
<b>Total</b>	<b>341,274</b>	<b>398,977</b>

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**NOTE 24****COMMITMENTS AND CONTINGENCIES****a) Lawsuits and legal proceedings**

At the issuance date of these financial statements, the Bank and its affiliates were subject to certain legal actions in the normal course of their business. As of December 31, 2012, the Bank and its subsidiaries have provisions for this item for Ch\$ 428 million (Ch\$ 784 million as of December 31, 2011) which are under Contingency provisions in the Consolidated Statements of Financial Position. In addition, there are other lawsuits for UF 27,056.90, mainly the litigation between Santander Corredores de Seguros Limitada for leasing assets.

**b) Contingent loans**

The following table shows the Bank's contractual obligations to issue loans.

	As of December 31,	
	2012 MCh\$	2011 MCh\$
Letters of credit issued	199,420	184,649
Foreign letters of credit confirmed	113,878	52,889
Guarantees	1,046,114	920,986
Personal guarantees	139,059	147,081
<b>Subtotals</b>	<b>1,498,471</b>	<b>1,305,605</b>
Available on demand credit lines	4,933,335	4,673,525
Other irrevocable credit commitments	63,828	95,150
<b>Total</b>	<b>6,495,634</b>	<b>6,074,280</b>

**c) Held securities**

The Bank holds securities in the normal course of its business as follows:

	As of December 31,	
	2012 MCh\$	2011 MCh\$

<b>Third party operations</b>		
Collections	287,128	212,784
Assets from third parties managed by the Bank and its affiliates (1)	821,080	752,662
<b>Subtotals</b>	<b>1,108,208</b>	<b>965,446</b>
<b>Custody of securities</b>		
Securities held in custody	227,554	250,291
Securities held in custody deposited in other entity	573,129	557,493
Issued securities held in custody	14,931,587	10,636,123
<b>Subtotals</b>	<b>15,732,270</b>	<b>11,443,907</b>
<b>Total</b>	<b>16,840,478</b>	<b>12,409,353</b>

(1) In 2012, portfolios managed by private banking were classified as third party resources managed by the Bank and its subsidiaries so, at the end of the year, balance was Ch\$ 821,045 million (Ch\$ 752,627 million in 2011).

**d) Guarantees**

Banco Santander Chile has a comprehensive officer fidelity insurance policy, No. 2700659, with the Chilena Consolidada de Seguros insurance company, for an amount of USD 5,000,000, which jointly covers both the Bank and its affiliates from July 1, 2012 to June 30, 2013.

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**NOTE 24**

**CONTINGENCIES AND COMMITMENTS, continued:**

**e) Contingent loans and liabilities**

To satisfy its clients' needs, the Bank took on several contingent loans and liabilities, yet these could not be recognized in the Consolidated Statements of Financial Position; these contain loan risks and they are, therefore, part of the Bank's global risk.

**Santander Asset Management S.A. Administradora General de Fondos**

- i) In conformity with General Standard No.125, the company designated Banco Santander Chile as the representative of the beneficiaries of the guarantees established by each of the managed funds, in compliance with Articles 226 and onward of Law No.18,045.
- ii) In addition to these guarantees for creating mutual funds, there are other guarantees for a guaranteed return on certain mutual funds, totaling Ch\$ 67,703 million, and time deposits totaling Ch\$ 10,286 million and for UF 1,644,198.2617 as a guaranty of Private Investment Funds (P.I.F.) as of December 31, 2012.

**Santander Agente de Valores Limitada**

- i) To ensure correct and full performance of all its obligations as an Agent, in conformity with the provisions of Articles No.30 and onward of Law No. 18,045 on the Securities Market, the Company provided a guarantee in the amount of UF 4,000 through Insurance Policy No. 212114948, underwritten by the Compañía de Seguros de Crédito Continental S.A., which matures on December 19, 2013.

**Santander S.A. Corredores de Bolsa**

- i) The Company has given guarantees to the Bolsa de Comercio de Santiago for a current value of Ch\$ 21,884 million to cover simultaneous transactions.
- ii) In addition, the Company has issued a guarantee to CCLV Contraparte Central S.A. (formerly known as Cámara de Compensación) in cash, for a total Ch\$ 3,180 million and an additional guarantee entered at the Electronical Stock Market for Ch\$ 953 million as of December 31, 2012.

iii) As of December 31, 2012, the following legal proceedings are in process:

- Complaint procedures at the 27<sup>th</sup> Civil Court of Santiago, labeled Nahum con Santander Investment S.A. Corredores de Bolsa predecessor of Santander S.A. Corredores de Bolsa, File No. 16.703-2010 for Ch\$ 200 million. Regarding its current state, the ruling granted the appeal and it is currently pending the revision of the Court of Appeals. There are no provisions accounted since they are not considered necessary given that the case is in its preliminary stages.
  
- Case of Inverfam S.A. vs. Santander Investment S.A. Corredores de Bolsa predecessor of Santander S.A. Corredores de Bolsa, followed in Santiago First Civil Court, File No. 32.543-2011; a claim for indemnity damages from the loss of some securities destined to Optimal Funds which were affected by the Madoff case, that amount to Ch\$ 107 million, approximately. We are currently waiting for a conciliatory meeting.

**Santander Corredora de Seguros Limitada**

- i) In accordance with Circular No.1,160 of the Chilean Securities and Insurance Supervisor, the Company has an insurance policy in connection with its obligations as an intermediary in insurance contracts.
  
- ii) The Company purchased a guarantee policy (No.10022204), and professional liability policy (No.10022208) for its insurance brokers, from the Seguros Generales Consorcio Nacional de Seguros S.A. The policies have a UF 500 and UF 60,000 coverage, respectively, and are valid from April 15, 2012 through April 14, 2013.
  
- iii) There are lawsuits for UF 27,056, which correspond mainly to goods given in leasing. Our lawyers have estimated a loss of Ch\$51 million. The estimated loss amount is registered under provisions.

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**NOTE 25****EQUITY****a) Capital**

As of December 31, 2012 and 2011 the Bank had 188,446,126,794 shares outstanding, all of which are subscribed for and paid in full. All shares have the same rights, and have no preferences or restrictions.

The activity with respect to shares during 2012, 2011 and 2010 was as follows:

	SHARES		
	2012	As of December 31, 2011	2010
Issued as of January 1,	188,446,126,794	188,446,126,794	188,446,126,764
Issue of paid shares	-	-	-
Issue of outstanding shares	-	-	-
Stock options exercised	-	-	-
<b>Issued as of</b>	<b>188,446,126,794</b>	<b>188,446,126,794</b>	<b>188,446,126,794</b>

As of December 31, 2012 and 2011 the Bank does not have any of its own shares in treasury, nor do any of the consolidated companies.

As of December 31, 2012 the shareholder composition was as follows:

Corporate Name or Shareholder's Name	Shares	ADRs	Total	% of Equity holding
Teatinos Siglo XXI Inversiones S.A	59,770,481,573	-	59,770,481,573	31.72
Santander Chile Holding S.A.	66,822,519,695	-	66,822,519,695	35.46
J.P. Morgan Chase Bank	-	35,111,060,871	35,111,060,871	18.63
BNP Paribas Arbitrage	173,328,889	-	173,328,889	0.09
MBI Arbitrage Fondo de Inversion	495,766,248	-	495,766,248	0.26
Banks and stock brokers on behalf of third parties	12,473,837,817	-	12,473,837,817	6.62
AFP on behalf of third parties	6,346,809,483	-	6,346,809,483	3.37
Other minority holders	3,839,358,209	3,412,964,009	7,252,322,218	3.85
<b>Total</b>			<b>188,446,126,794</b>	<b>100.00</b>



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**NOTE 25****EQUITY, continued**

As of December 31, 2011 the shareholder composition was as follows:

Corporate Name or Shareholder's Name	Shares	ADRs	Total	% of Equity holding
Teatinos Siglo XXI Inversiones Limitada (*)	59,770,481,573	-	59,770,481,573	31.72
Santander Chile Holding S.A.	66,822,519,695	-	66,822,519,695	35.46
J.P. Morgan Chase Bank	-	39,287,497,122	39,287,497,122	20.85
Inversiones Antares S.A.	170,363,545	-	170,363,545	0.09
Banks and stock brokers on behalf of third parties	10,132,511,637	-	10,132,511,637	5.38
AFP on behalf of third parties	5,751,493,833	-	5,751,493,833	3.05
Other minority holders	3,827,146,677	2,684,112,712	6,511,259,389	3.45
<b>Total</b>			<b>188,446,126,794</b>	<b>100.00</b>

(\*) In 2011, Teatinos Siglo XXI Inversiones Limitada sold 9.73% of its shares in Banco Santander Chile. This sale took place in February and December, with sales of 1.91% and 7.82%, respectively.

As of December 31, 2010 the shareholder composition was as follows:

Corporate Name or Shareholder's Name	Shares	ADRs	Total	% of Equity holding
Teatinos Siglo XXI Inversiones Limitada	78,108,391,607	-	78,108,391,607	41.45
Santander Chile Holding S.A.	66,822,519,695	-	66,822,519,695	35.46
J.P. Morgan Chase Bank	-	29,892,971,334	29,892,971,334	15.86
Inversiones Antares S.A.	250,363,545	-	250,363,545	0.13
Antonio Hitschfeld Bollman	100,000,000	-	100,000,000	0.05
Banks and stock brokers on behalf of third parties	8,277,713,845	-	8,277,713,845	4.39
Other minority holders	3,997,968,278	996,198,490	4,994,166,768	2.66
<b>Total</b>			<b>188,446,126,794</b>	<b>100.00</b>

American Depository Receipts (ADR) are certificates issued by a U.S. commercial bank to be traded on the U.S. securities markets.



**b) Reserves**

In 2012, due to the April s Shareholders Meeting, the Bank agreed to capitalize as reserves 40% of the profits from 2011; which equals Ch\$ 174,033 million (Ch\$ 190,861 million in 2011), determined according to statutory audited financial statements.

**c) Dividends**

The distribution of dividends is detailed in the chart of the Consolidated Statements of Changes in Equity.

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**NOTE 25****EQUITY, continued****d) As of December 31, diluted earnings and basic earnings were as follows:**

	2012	As of December 31, 2011	2010
	MCh\$	MCh\$	MCh\$
<b>a) Basic earnings per share</b>			
Total attributable to Bank shareholders	356,493	401,733	505,393
Weighted average number of outstanding shares	188,446,126,794	188,446,126,794	188,446,126,794
Basic earnings per share (in Ch\$)	1.892	2.132	2.682
<b>b) Diluted earnings per share</b>			
Total attributable to Bank shareholders	356,493	401,733	505,393
Weighted average number of outstanding shares	188,446,126,794	188,446,126,794	188,446,126,794
Adjusted number of shares	188,446,126,794	188,446,126,794	188,446,126,794
Diluted earnings per share (in Ch\$)	1.892	2.132	2.682

As of December 31, 2012, 2011 and 2010 there are no potential shares with dilutive effect.

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**NOTE 25****EQUITY, continued****e) Other comprehensive income of available for sale investments and cash flow hedges:**

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
<b>Available for sale investments</b>			
As of January 1,	3,043	(18,596)	(29,304)
Gain (losses) on remeasuring available for sale investments, before tax	(15,131)	18,676	12,316
Reclassification adjustments on available for sale investments, before tax	-	-	-
Realized losses	2,071	2,963	(1,608)
<b>Subtotals</b>	<b>(13,060)</b>	<b>21,639</b>	<b>10,708</b>
<b>Totals as of December 31,</b>	<b>(10,017)</b>	<b>3,043</b>	<b>(18,596)</b>
<b>Cash flow hedges</b>			
As of January 1,	394	11,958	(3,162)
Gains (losses) on remeasuring cash flow hedges, before tax	4,326	(12,031)	15,120
Reclassification adjustments on cash flow hedges, before tax	595	467	-
Amounts removed from equity and included in carrying amount of non-financial asset (liability) which acquisition or incurrence was hedged as a highly probable transition	-	-	-
<b>Subtotals</b>	<b>4,921</b>	<b>(11,564)</b>	<b>15,120</b>
<b>Totals as of December 31,</b>	<b>5,315</b>	<b>394</b>	<b>11,958</b>
Other comprehensive income, before taxes	(4,702)	3,437	(6,638)
<b>Income tax related to other comprehensive income components</b>			
Income tax relating to available for sale investments	2,003	(562)	3,570
Income tax relating to cash flow hedges	(1,063)	(72)	(2,324)
<b>Totals as of December 31,</b>	<b>940</b>	<b>(634)</b>	<b>1,246</b>
<b>Other comprehensive income, net of tax</b>	<b>(3,762)</b>	<b>2,803</b>	<b>(5,392)</b>
Attributable to:			
Bank shareholders (Equity holders of the Bank)	(3,781)	2,832	(5,180)
Non-controlling interest	19	(29)	(212)

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**NOTE 26****CAPITAL REQUIREMENTS (BASEL)**

Pursuant to the Chilean General Banking Law, the Bank must maintain a minimum ratio of effective equity to risk-weighted consolidated assets of 8% net of required provisions, and a minimum ratio of basic equity to consolidated total assets of 3%, net of required provisions. However, as a result of the Bank's merger in 2002, the SBIF has determined that the Bank's combined effective equity cannot be lower than 11% of its risk-weighted assets. Effective net equity is defined for these purposes as basic equity (capital and reserves) plus subordinated bonds, up to a maximum of 50% of basic equity.

Assets are allocated to different risk categories, each of which is assigned a weighting percentage according to the amount of capital required to be held for each type of asset. For example, cash, deposits in banks and financial instruments issued by the Central Bank of Chile have a 0% risk weighting, meaning that it is not necessary to hold equity to back these assets according to current regulations. Property, plant and equipment have a 100% risk weighting, meaning that a minimum capital equivalent to 11% of these assets must be held. All derivatives traded off the exchanges are also assigned a risk weighting, using a conversion factor applied to their notional values, to determine the amount of their exposure to credit risk. Off-balance-sheet contingent credits are also included for weighting purposes, as Credit equivalents.

According to Chapter 12-1 of the SBIF's Recopilación Actualizada de Normas [Updated Compilation of Rules] effective January 2010, the SBIF changed existing regulation with the enforcement of Chapter B-3 from the Compendium of Accounting Standards, with changed the risk exposure of contingent allocations from 100% exposition to the following:

Type of contingent loan	Exposure
a) Pledges and other commercial commitments	100%
b) Foreign letters of credit confirmed	20%
c) Letters of credit issued	20%
d) Guarantees	50%
e) Interbank guarantee letters	100%
f) Available lines of credit	50%
g) Other loan commitments	
- Higher Education Loans Law No. 20,027	15%
- Other	100%
h) Other contingent loans	100%

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**NOTE 26****CAPITAL REQUIREMENTS (BASEL), continued:**

The levels of basic capital and effective net equity at the close of each period are as follows:

	Consolidated assets (*)		Risk-weighted assets (***)	
	As of December 31,		As of December 31,	
	2012	2011	2012	2011
	MCh\$	MCh\$	MCh\$	MCh\$
<b>Balance-sheet assets (net of allowances)</b>				
Cash and deposits in banks	1,250,414	2,793,701	-	-
Cash items in process of collection	520,267	276,454	75,429	45,737
Trading investments	338,287	409,763	21,713	23,817
Investments under repurchase agreements	6,993	12,928	6,993	12,928
Financial derivative contracts (**)	937,291	1,158,023	830,133	807,233
Interbank loans	90,527	87,541	18,105	17,508
Loans and accounts receivable from customers	18,325,957	16,823,407	16,205,004	14,746,903
Available for sale investments	1,826,158	1,661,311	200,285	99,197
Investments in other companies	7,614	8,728	7,614	8,728
Intangible assets	87,347	80,739	87,347	80,739
Property, plant, and equipment	162,214	153,059	162,214	153,059
Current taxes	10,227	37,253	1,023	3,725
Deferred taxes	186,210	147,754	18,621	14,775
Other assets	656,200	546,470	402,547	426,822
<b>Off-balance-sheet assets</b>				
Contingent loans	3,201,028	3,023,330	1,903,368	1,801,971
<b>Total</b>	<b>27,606,734</b>	<b>27,220,461</b>	<b>19,940,396</b>	<b>18,243,142</b>

(\*) Figures are presented as required by local regulations

(\*\*) Financial derivative contracts are presented at their Credit Equivalent Risk value as established in Chapter 12-1 of the RAN.

(\*\*\*) Risk-weighted assets are calculated according to Chapter 12-1 of the Recopilación Actualizada de Normas RAN (updated compilation of rules) issued by the SBIF.

The levels of basic capital and effective net equity at the close of each period are as follows:

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	As of December 31,		Ratio	
	2011		As of December 31,	2011
	2012		2012	
	MCh\$	MCh\$	%	%
Basic capital	2,135,660	2,001,222	7.74	7.35
Effective net equity	2,735,316	2,687,393	13.72	14.73

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**NOTE 27****NON-CONTROLLING INTEREST**

This item reflects the net amount of the subsidiaries and special purpose entities net equity attributable to equity instruments which do not belong to the Bank either directly or indirectly, including the part that has been attributed to income for the period.

The non-controlling interest in the subsidiaries and the special purpose entities as of December 31, 2012 is summarized as follows:

As of December 31, 2012	Non- controlling %	Equity MCh\$	Income MCh\$	Available for sale		Deferred tax MCh\$	Other comprehensive income	
				Income MCh\$	Investments MCh\$		Total other comprehensive income MCh\$	Comprehensive income MCh\$
<b>Subsidiaries:</b>								
Santander Agente de Valores Limitada	0.97	656	84	1	-	1	85	
Santander S.A. Sociedad Securitizadora	0.36	3	-	-	-	-	-	
Santander S.A. Corredores de Bolsa	49.00	25,646	2,423	57	(12)	45	2,468	
Santander Asset Management S.A. Administradora General de Fondos	0.02	10	4	-	-	-	4	
Santander Corredora de Seguros Limitada	0.24	148	4	-	-	-	4	
<b>Subtotals</b>		<b>26,463</b>	<b>2,515</b>	<b>58</b>	<b>(12)</b>	<b>46</b>	<b>2,561</b>	
<b>Special Purpose Entities:</b>								
Bansa Santander S.A.	100.00	2,127	1,098	-	-	-	1,098	
Santander Gestión de Recaudación y Cobranzas Limitada	100.00	2,505	171	-	-	-	171	
Multinegocios S.A.	100.00	244	93	-	-	-	93	
Servicios Administrativos y Financieros Limitada	100.00	1,411	328	-	-	-	328	
Servicios de Cobranzas Fiscalex Limitada	100.00	216	64	-	-	-	64	
Multiservicios de Negocios Limitada	100.00	1,299	356	-	-	-	356	
<b>Subtotals</b>		<b>7,802</b>	<b>2,110</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,110</b>	
<b>Total</b>		<b>34,265</b>	<b>4,625</b>	<b>58</b>	<b>(12)</b>	<b>46</b>	<b>4,671</b>	

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 27****NON CONTROLLING INTERESTS continued:**

The non-controlling interest in equity and the subsidiaries and special purpose entities income as of December 31, 2011 is summarized as follows:

As of December 31, 2011	Other comprehensive income					Total other comprehensive income MCh\$	Comprehensive income MCh\$
	Non-controlling %	Equity MCh\$	Income MCh\$	Available for sale investments MCh\$	Deferred tax MCh\$		
<b>Subsidiaries:</b>							
Santander Agente de Valores Limitada	0.97	571	68	15	(3)	12	80
Santander S.A. Sociedad Securitizadora	0.36	3	-	-	-	-	-
Santander S.A. Corredores de Bolsa	49.00	27,378	4,077	206	(35)	171	4,248
Santander Asset Management S.A. Administradora General de Fondos	0.02	13	6	-	-	-	6
Santander Corredora de Seguros Limitada	0.24	143	7	-	-	-	7
<b>Subtotals</b>		<b>28,108</b>	<b>4,158</b>	<b>221</b>	<b>(38)</b>	<b>183</b>	<b>4,341</b>
<b>Special Purpose Entities:</b>							
Bansa Santander S.A.	100.00	1,029	(613)	-	-	-	(613)
Santander Gestión de Recaudación y Cobranzas Limitada	100.00	2,335	616	-	-	-	616
Multinegocios S.A.	100.00	150	17	-	-	-	17
Servicios Administrativos y Financieros Limitada	100.00	1,083	426	-	-	-	426
Servicios de Cobranzas Fiscalex Limitada	100.00	152	37	-	-	-	37
Multiservicios de Negocios Limitada	100.00	944	290	-	-	-	290
<b>Subtotals</b>		<b>5,693</b>	<b>773</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>773</b>
<b>Total</b>		<b>33,801</b>	<b>4,931</b>	<b>221</b>	<b>(38)</b>	<b>183</b>	<b>5,114</b>



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**NOTE 27****NON CONTROLLING INTERESTS continued:**

The non-controlling interest in equity and the subsidiaries and special purpose entities income as of December 31, 2010 is summarized as follows:

As of December 31, 2010	Non- controlling %	Equity MCh\$	Income MCh\$	Available for sale investments MCh\$	Deferred tax MCh\$	Other comprehensive income	
						Total other comprehensive income MCh\$	Comprehensive income MCh\$
<b>Subsidiaries:</b>							
Santander Agente de Valores Limitada	0.97	489	23	34	(6)	28	51
Santander S.A. Sociedad Securitizadora	0.36	3	-	-	-	-	-
Santander S.A. Corredores de Bolsa	49.00	26,245	3,727	(117)	20	(97)	3,630
Santander Asset Management S.A. Administradora General de Fondos	0.02	14	6	-	-	-	6
Santander Corredora de Seguros Limitada	0.24	135	8	-	-	-	8
<b>Subtotals</b>		<b>26,886</b>	<b>3,764</b>	<b>(83)</b>	<b>14</b>	<b>(69)</b>	<b>3,695</b>
<b>Special Purpose Entities:</b>							
Bansa Santander S.A.	100.00	1,643	(738)	-	-	-	(738)
Santander Gestión de Recaudación y Cobranzas Limitada	100.00	1,720	(1,650)	-	-	-	(1,650)
Multinegocios S.A.	100.00	133	37	-	-	-	37
Servicios Administrativos y Financieros Limitada	100.00	657	322	-	-	-	322
Servicios de Cobranzas Fiscalex Limitada	100.00	117	65	-	-	-	65
Multiservicios de Negocios Limitada	100.00	653	279	-	-	-	279
<b>Subtotals</b>		<b>4,923</b>	<b>(1,685)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,685)</b>
<b>Total</b>		<b>31,809</b>	<b>2,079</b>	<b>(83)</b>	<b>14</b>	<b>(69)</b>	<b>2,010</b>

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**NOTE 28****INTEREST AND ADJUSTMENTS**

This item refers to interest earned in the period from the financial assets whose return, whether implicitly or explicitly, is determined by applying the effective interest rate method, regardless of the value at fair value, as well as the reclassifications of products as a consequence of hedge accounting.

- a) For the years ended December 31, 2012, 2011 and 2010 the composition of income from interest and inflation adjustments, not including income from hedge accounting, is as follows:

Items	2012				As of December 31, 2011				2010				Total MCh\$
	Interest MCh\$	Inflation adjustments MCh\$	fees MCh\$	Total MCh\$	Interest MCh\$	Inflation adjustments MCh\$	fees MCh\$	Total MCh\$	Interest MCh\$	Inflation adjustments MCh\$	fees MCh\$	Total MCh\$	
Repurchase agreements	4,796	(10)	-	4,786	5,448	(2)	-	5,446	2,041	105	-	2,146	
Interbank loans	790	-	-	790	3,486	-	-	3,486	934	-	-	934	
Commercial loans	698,925	78,762	4,924	782,611	596,171	121,704	4,462	722,337	473,559	65,972	3,089	542,620	
Mortgage loans	227,994	123,297	11,401	362,692	205,288	181,966	10,524	397,778	188,940	101,979	5,415	296,334	
Consumer loans	613,543	2,804	2,797	619,144	544,671	3,093	2,977	550,741	481,860	1,533	2,899	486,292	
Investment instruments	95,732	2,011	-	97,743	89,823	9,371	-	99,194	47,512	13,194	-	60,706	
Other interest income	19,880	3,037	-	22,917	7,569	4,281	-	11,850	6,176	1,026	-	7,202	
<b>Interest income</b>	<b>1,661,660</b>	<b>209,901</b>	<b>19,122</b>	<b>1,890,683</b>	<b>1,452,456</b>	<b>320,413</b>	<b>17,963</b>	<b>1,790,832</b>	<b>1,201,022</b>	<b>183,809</b>	<b>11,403</b>	<b>1,396,234</b>	

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 28****INTEREST INCOME AND EXPENSE, continued:**

b) For the years ended December 31, 2012, 2011 and 2010, the composition of interest and adjustments expense, excluding expense from hedge accounting, is as follows:

Items	2012				As of December 31, 2011				2010			
	Interest MCh\$	Inflation adjustments MCh\$	Prepaid		Interest MCh\$	Inflation adjustments MCh\$	Prepaid		Interest MCh\$	Inflation adjustments MCh\$	Prepaid	
			fees MCh\$	Total MCh\$			fees MCh\$	Total MCh\$			fees MCh\$	Total MCh\$
Demand deposits	(3,601)	(535)	-	(4,136)	(1,283)	(658)	-	(1,941)	(511)	(378)	-	(889)
Repurchase agreements	(10,707)	9	-	(10,698)	(8,603)	(184)	-	(8,787)	(2,164)	(215)	-	(2,379)
Time deposits and liabilities	(456,348)	(45,743)	-	(502,091)	(351,009)	(86,772)	-	(437,781)	(169,875)	(51,784)	-	(221,659)
Interbank loans	(26,182)	(14)	-	(26,196)	(26,006)	(41)	-	(26,047)	(29,872)	(33)	-	(29,905)
Issued debt instruments	(172,138)	(64,006)	-	(236,144)	(170,756)	(98,374)	-	(269,130)	(132,415)	(55,124)	-	(187,539)
Other financial liabilities	(4,884)	(881)	-	(5,765)	(5,019)	(1,485)	-	(6,504)	(4,941)	(988)	-	(5,929)
Other interest expense	(2,366)	(3,435)	-	(5,801)	(2,372)	(7,195)	-	(9,567)	(109)	(6,098)	-	(6,207)
<b>Interest expense total</b>	<b>(676,226)</b>	<b>(114,605)</b>	<b>-</b>	<b>(790,831)</b>	<b>(565,048)</b>	<b>(194,709)</b>	<b>-</b>	<b>(759,757)</b>	<b>(339,887)</b>	<b>(114,620)</b>	<b>-</b>	<b>(454,507)</b>

c) For the years ended December 31, 2012, 2011 and 2010, the composition of net interest income is as follows:

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Items	For the years ended December 31,		
	2012 MCh\$	2011 MCh\$	2010 MCh\$
Interest income	1,890,683	1,790,832	1,396,234
Interest expense	(790,831)	(759,757)	(454,507)
<b>Interest income</b>	<b>1,099,852</b>	<b>1,031,075</b>	<b>941,727</b>
Income from hedge accounting (net)	(57,118)	(58,775)	(2,008)
<b>Total net interest income</b>	<b>1,042,734</b>	<b>972,300</b>	<b>939,719</b>

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**NOTE 29****FEES AND COMMISSIONS**

This item includes the amount of fees and commissions accrued and paid during the year, except for those which are an integral part of the financial instrument's effective interest rate:

	As of December 31,		
	2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>Fees and commissions income</b>			
Fees and commissions for lines of credits and overdrafts	9,296	11,602	15,603
Fees and commissions for guarantees and letters of credit	28,523	24,388	22,852
Fees and commissions for card services	127,437	122,900	107,047
Fees and commissions for management of accounts	28,755	28,725	27,011
Fees and commissions for collections and payments	56,472	61,803	60,136
Fees and commissions for intermediation and management of securities	11,272	13,072	10,882
Fees and commissions for investments in mutual funds or others	33,414	37,618	39,952
Insurance brokerage fees	32,499	34,066	32,783
Office banking	13,507	11,884	9,435
Other fees earned	19,252	16,983	12,482
	<b>360,427</b>	<b>363,041</b>	<b>338,183</b>

**Total**

	As of December 31,		
	2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>Fees and commissions expense</b>			
Compensation for card operation	73,503	63,375	51,148
Fees and commissions for securities transactions	1,687	2,555	1,781
Office banking	12,026	9,617	7,603
Other fees	2,639	9,658	14,069
	<b>89,855</b>	<b>85,205</b>	<b>74,601</b>

**Total**

270,572          277,836          263,582

**Net fees and commissions income**

The fees earned in transactions with letters of credit are recorded in the line item Interest income in the Consolidated Statements of Income.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 30****NET INCOME FROM FINANCIAL OPERATIONS**

This item includes the adjustments for changes in financial instruments, except for interest attributable to the application of the effective interest rate method for adjustments to asset values, as well as the income earned in purchases and sales of financial instruments.

As of December 31, 2012, 2011 and 2010, the detail of net income from financial operations is as follows:

	<b>For the years ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>MCh\$</b>	<b>MCh\$</b>	<b>MCh\$</b>
<b>Net income from financial operations</b>			
Trading derivatives	(104,344)	116,877	3,598
Trading investments	36,338	38,819	31,058
Sale of loans and accounts receivables from customers			
Current portfolio (Note 11)	2,745	2,368	2,573
Charged-off portfolio (Note 11)	2,090	7,324	9,824
Available for sale investments	(1,764)	(3,356)	(8,319)
Other income from financial operations (*)	856	8,825	21
<b>Total</b>	<b>(64,079)</b>	<b>170,857</b>	<b>38,755</b>

(\*) In 2011, Banco Santander Chile sold all of its shares in Visa Inc. Their book value was Ch\$ 1, generating a Ch\$ 5,705 million profit.

**NOTE 31****NET FOREIGN EXCHANGE INCOME**

This item includes the income earned from foreign currency trading, differences arising from converting monetary items in a foreign currency to the functional currency, and those generated by non-monetary assets in a foreign currency at the time of their sale.

As of December 31, 2012, 2011 and 2010, the detail of foreign exchange income is as follows:

	<b>For the years ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>MCh\$</b>	<b>MCh\$</b>	<b>MCh\$</b>
<b>Currency exchange differences</b>			
Net profit (loss) from currency exchange differences	270,990	(257,986)	273,997
Hedging derivatives:	(120,610)	177,553	(215,721)

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Income from inflation-indexed assets in foreign currency	(5,574)	4,632	(3,176)
Income from inflation-indexed liabilities in foreign currency	1,572	(859)	2,133
<b>Total</b>	<b>146,378</b>	<b>(76,660)</b>	<b>57,233</b>

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**NOTE 32****PROVISION FOR LOAN LOSSES**

a) The 2012, 2011 and 2010 activity for provisions for loan losses recorded in the Consolidated Statements of Income is as follows:

As of December 31, 2012	Loans and accounts receivable from customers					Contingent loans		Total
	Interbank loans Individual	Commercial loans		Mortgage loans Group	Consumer loans		Group	
		Individual	Group		Group	Individual		
		MCh\$	MCh\$		MCh\$	MCh\$		
<b>Charged-off loans, net of provisions</b>	-	<b>(5,470)</b>	<b>(51,409)</b>	<b>(14,573)</b>	<b>(78,958)</b>	-	-	<b>(150,410)</b>
Provisions established	(548)	(83,742)	(31,772)	(10,741)	(239,607)	(5,036)	(4,634)	(376,080)
<b>Total provisions and charge-offs</b>	<b>(548)</b>	<b>(89,212)</b>	<b>(83,181)</b>	<b>(25,314)</b>	<b>(318,565)</b>	<b>(5,036)</b>	<b>(4,634)</b>	<b>(526,490)</b>
Provisions released	400	20,716	16,624	7,449	38,471	2,017	4,106	89,783
Recovery of loans previously charged off	-	1,991	6,704	2,305	22,015	-	-	33,015
<b>Net charge to income</b>	<b>(148)</b>	<b>(66,505)</b>	<b>(59,853)</b>	<b>(15,560)</b>	<b>(258,079)</b>	<b>(3,019)</b>	<b>(528)</b>	<b>(403,692)</b>

Charged-off loans, net of provisions:

As of December 31, 2012	Loans and accounts receivable from customers					Total
	Commercial loans		Mortgage loans Group	Consumer loans	Group	
	Individual	Group				
	MCh\$	MCh\$				
Charged-off loans	26,481	67,734	17,508	259,857	371,580	
Provisions used	(21,011)	(16,325)	(2,935)	(180,899)	(221,170)	
<b>Charged-off loans, net of provisions</b>	<b>5,470</b>	<b>51,409</b>	<b>14,573</b>	<b>78,958</b>	<b>150,410</b>	

As of December 31, 2011	Loans and accounts receivable from customers						Total	
	Interbank loans Individual	Commercial loans		Mortgage loans Group	Consumer loans Group	Contingent loans		
		Individual	Group			Individual		Group
		MCh\$	MCh\$			MCh\$		MCh\$
<b>Charged-off loans, net of provisions</b>	-	<b>(5,470)</b>	<b>(51,409)</b>	<b>(14,573)</b>	<b>(78,958)</b>	-	-	<b>(150,410)</b>

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	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Charged-off loans, net of provisions</b>	-	(8,141)	(32,327)	(11,317)	(46,098)	-	-	(97,883)
Provisions established	(464)	(72,927)	(72,601)	(27,406)	(184,488)	(807)	(3,960)	(362,653)
<b>Total provisions and charge-offs</b>	<b>(464)</b>	<b>(81,068)</b>	<b>(104,928)</b>	<b>(38,723)</b>	<b>(230,586)</b>	<b>(807)</b>	<b>(3,960)</b>	<b>(460,536)</b>
Provisions released	507	41,741	26,582	7,645	25,185	2,818	4,096	108,574
Recovery of loans previously charged off (*)	-	-	7,216	16,135	12,474	-	-	35,825
<b>Net charge to income</b>	<b>43</b>	<b>(39,327)</b>	<b>(71,130)</b>	<b>(14,943)</b>	<b>(192,927)</b>	<b>2,011</b>	<b>136</b>	<b>(316,137)</b>

(\*) During the last quarter, the Ministry for Housing and Urban Development (MINVU) made payments to pay charge-off mortgage loans belonging to the National Association of Saving and Loans (ANAP) for Ch\$ 14,390 million.

Charged-off loans, net of provisions:

As of December 31, 2011	Loans and accounts receivable from customers				
	Commercial loans		Mortgage loans	Consumer loans	
	Individual	Group	Group	Group	
	MCh\$	MCh\$	MCh\$	MCh\$	Total MCh\$
Charged-off loans	23,200	67,173	12,777	187,938	291,088
Provisions used	(15,059)	(34,846)	(1,460)	(141,840)	(193,205)
<b>Charged-off loans, net of provisions</b>	<b>8,141</b>	<b>32,327</b>	<b>11,317</b>	<b>46,098</b>	<b>97,883</b>

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**NOTE 32****PROVISION FOR LOAN LOSSES**

As of December 31, 2010	Loans and accounts receivable from customers							Total	
	Interbank loans	Commercial loans		Mortgage loans	Consumer loans	Contingent loans			
		Individual	Individual	Group	Group	Group	Individual		Group
		MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$		MCh\$
<b>Charged-off loans, net of provisions</b>	-	(4,071)	(20,122)	(8,995)	(55,767)	-	-	(88,955)	
Provisions established	(131)	(37,561)	(44,627)	(7,305)	(131,973)	(3,416)	(298)	(225,311)	
<b>Total provisions and charge-offs</b>	<b>(131)</b>	<b>(41,632)</b>	<b>(64,749)</b>	<b>(16,300)</b>	<b>(187,740)</b>	<b>(3,416)</b>	<b>(298)</b>	<b>(314,266)</b>	
Provisions released	119	10,828	8,683	952	7,135	1,936	219	29,872	
Recovery of loans previously charged off	-	-	6,994	1,389	22,096	-	-	30,479	
<b>Net charge to income</b>	<b>(12)</b>	<b>(30,804)</b>	<b>(49,072)</b>	<b>(13,959)</b>	<b>(158,509)</b>	<b>(1,480)</b>	<b>(79)</b>	<b>(253,915)</b>	

Charged-off loans, net of provisions:

As of December 31, 2010	Loans and accounts receivable from customers				
	Commercial loans		Mortgage loans	Consumer loans	Total
	Individual	Group	Group	Group	
	MCh\$	MCh\$	MCh\$	MCh\$	
Charged-off loans	12,541	58,266	14,550	121,558	206,915
Provisions used	(8,470)	(38,144)	(5,555)	(65,791)	(117,960)
<b>Charged-off loans, net of provisions</b>	<b>4,071</b>	<b>20,122</b>	<b>8,995</b>	<b>55,767</b>	<b>88,955</b>

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**NOTE 33****PERSONNEL SALARIES AND EXPENSES****a) Composition of personnel salaries and expenses**

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
Personnel compensation	188,563	173,540	157,578
Bonuses or gratifications	66,666	62,450	62,958
Stock-based benefits	1,747	2,261	2,042
Seniority compensation	8,966	8,424	6,275
Pension plans	452	1,207	941
Training expenses	2,423	2,176	1,616
Day care and kindergarten	2,487	2,367	1,960
Health funds	3,571	2,940	2,671
Welfare fund	397	447	440
Other personnel expenses	25,026	24,801	13,784
<b>Total</b>	<b>300,298</b>	<b>280,613</b>	<b>250,265</b>

**b) Share-based compensation:**

Banco Santander Chile and Subsidiaries, regarding salaries, have designed variable compensation plans for their employees, linked to the achievement of goals and objectives, which is evaluated and rewarded on a quarterly and/or yearly basis. In addition, there are multi-year variable compensation plans aimed at keeping and motivating sellers. Their payment depends on the extent to which goals are achieved. Goals are individual and for a group, and measured in more than one year.

**Long-term incentive policy**

The Committee of Directors of Shareholders approved a long-term incentive plan. This plan focuses on the Santander Group's executive directors and certain executive employees in Spain and other Santander Group companies.

**Stock performance plan**

It includes a multi-year incentive plan compensated in Banco Santander S.A. shares (Parent Company in Spain). The beneficiaries are Executive Directors, other Senior management members and other employees determined by the Directors Committee from the Parent Company or its deputy, the Executive Committee. These shares will be distributed if the following criteria are met:

- i. The share price reaches the top 10 as compared to 30 other global banks.
- ii. Earnings per share reach the top 10 as compared to 30 other global banks.
- iii. The Bank has achieved its commercial and financial budget objectives in the last two years.
- iv. The executive has achieved his/her personal targets during the last two years and has continued to work at the Bank until the end of the program.

This plan involves share cycles delivered to beneficiaries. Each cycle lasts three years therefore, each year a new cycle will begin and, since 2007 onwards, another cycle will end. The aim is to establish a proper sequence between the end of the incentive program linked to the previous plan and the following cycles of this plan.

- a) In June 2008 and 2010 the beginning of the third-cycle (PI11) and fourth-cycle (PI12) incentive plans was approved by the Parent Company. These new plans consist of three-year cycles and are linked to the fulfillment of the predetermined objectives. In 2010, the beginning of the plan (PI13) was approved. In 2011 the beginning of fifth cycle incentive plan (PI14) was approved. This new cycle has a standard term of three years and it has begun to impact on the Consolidated Statements of Income in 2010. In 2012, no new plan was approved.

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**NOTE 33****PERSONNEL SALARIES AND EXPENSES, continued**

For each cycle and beneficiary who remains employed at the Bank throughout the plan's term, the shareholders determine a maximum number of shares that may be granted. The objectives to be fulfilled, which will determine the number of shares to be granted, were defined by comparing the Santander Group's performance with that of a reference group of financial institutions. These objectives are linked to two parameters: Total Shareholder Return (TSR) and Increase in Earnings per Share (EPS), each of which has a 50% weighting in the determination of the percentage of shares to be granted.

The final number of shares to be granted in each cycle is determined by the degree of fulfillment of the objectives on the third anniversary of each cycle (with the exception of the first cycle, for which the second anniversary is used), and the shares will be delivered within seven months from the date the cycle ends. The TSR and the growth of EPS for Santander and the reference financial institutions will be calculated at that time, which will yield 50% of the percentage of shares to be granted according to the following scale and based on the relative position of Banco Santander S.A. (Parent Company in Spain).

The achievement of objectives chart for the I10, and I11 plans is as follows:

Santander's position in the TSR Ranking	Maximum percentage of shares earned	Santander's position in the EPS growth ranking	Maximum percentage of shares earned
1 <sup>st</sup> to 6 <sup>th</sup>	50.0%	1 <sup>st</sup> to 6 <sup>th</sup>	50.0%
7 <sup>th</sup>	43.0%	7 <sup>th</sup>	43.0%
8 <sup>th</sup>	36.0%	8 <sup>th</sup>	36.0%
9 <sup>th</sup>	29.0%	9 <sup>th</sup>	29.0%
10 <sup>th</sup>	22.0%	10 <sup>th</sup>	22.0%
11 <sup>th</sup>	15.0%	11 <sup>th</sup>	15.0%
12 <sup>th</sup> and more	0.0%	12 <sup>th</sup> and more	0.0%

For the I12 and I13 plans only TRS is measured:

Santander's position in the TSR Ranking	Maximum percentage of shares earned
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1 <sup>st</sup> to 5 <sup>th</sup>	100.00%
6 <sup>th</sup>	82.50%
7 <sup>th</sup>	65.00%
8 <sup>th</sup>	47.50%
9 <sup>th</sup>	30.00%
10 <sup>th</sup> and more	0.00%

For the I14 plan only TRS is measured:

<b>Santander's position in the TSR Ranking</b>	<b>Maximum percentage of shares earned</b>
1 <sup>st</sup> to 5 <sup>th</sup>	100.00%
6 <sup>th</sup>	86.05%
7 <sup>th</sup>	72.00%
8 <sup>th</sup>	58.00%
9 <sup>th</sup>	44.00%
10 <sup>th</sup>	30.00%
11 <sup>th</sup> to 17 <sup>th</sup>	0.00%

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**NOTE 33****PERSONNEL SALARIES AND EXPENSES, continued**

If Banco Santander, S.A. is within the first quartile (including the 25<sup>th</sup> percentile) for each of the measures considered (TSR and EPS growth), the maximum percentage of shares will be earned; if it is at the median (including the 50<sup>th</sup> percentile), 30% of the maximum percentage of shares will be earned. If Banco Santander S.A. (Parent Company located in Spain) is below the median, all the share distributions will be voided.

b) As of December 31, 2012 the abovementioned objectives for the I12 Plan were fulfilled and plans I13 and I14 are still valid. These plans have a cost of MCh\$ 1,747 by ceded equity instruments, which was charged to income for the specific period in which beneficiaries provided services to Banco Santander Chile. This program had no diluting effects over non-controlling interest. This fair value was calculated as described:

The fair value of the 50% which is linked to the TSR was determined by Santander Group on the basis of the Monte Carlo valuation model with 10,000 simulations run to determine the TSR for each of the reference Group companies, considering the aforementioned variables. The results (each of which represents the distribution of a number of shares) are classified in descending order through the calculation of the weighted average, and this amount is discounted at the risk-free interest rate.

	PI11	PI12	PI13	PI14
	%	%	%	%
Expected volatility (*)	19.31	42.36	49.65	51.35
Historical annual dividend return	3.47	4.88	6.34	6.06
Risk-free interest rate	4.83	2.04	3.33	4.07

(\*) Determined on the basis of the historical volatility over the course of the period (two or three years).

In view of the high correlation between the TSR and EPS, it can reasonably be concluded that the TSR value is also valid for EPS in a high percentage of cases. Accordingly, it was determined that the fair value of the portion of the plans linked to the Bank's relative EPS position, for example the remaining 50% of the shares granted, was the same as the 50% corresponding to TSR. Since this valuation does not refer to market conditions, the number of shares expected to be granted will be re-examined and adjusted on a per-annum basis.



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**NOTE 33****PERSONNEL SALARIES AND EXPENSES, continued**

Below is a table which provides a detail of the compensation plans:

	Number of shares	Exercise price	Group of employees	Number of individuals	Date of commencement of the benefit	Date of termination of benefit
Options granted Plan I11	1,057,204	-	Manager	161	07-01-2008	06-30-2011
Options granted Plan I11	71,042	-	Other non-managerial positions	53	07-01-2008	06-30-2011
Options granted Plan I12	327,882	-	Manager	157	07-01-2009	06-30-2012
Options granted Plan I12	36,848	-	Other non-managerial positions	76	07-01-2009	06-30-2012
<b>Plans in force as of December 31, 2009</b>	<b>1,492,976</b>					
<b>2010 Flow</b>						
Options granted Plan I11	557,772	-	Manager	167	07-01-2008	06-30-2011
Options granted Plan I11	31,171	-	Other non-managerial positions	47	07-01-2008	06-30-2011
Options granted Plan I12	564,339	-	Manager	170	07-01-2009	06-30-2012
Options granted Plan I12	43,787	-	Other non-managerial positions	63	07-01-2009	06-30-2012
Options granted Plan I13	310,902	-	Manager	166	07-01-2010	06-30-2013
Options granted Plan I13	65,148	-	Other non-managerial positions	68	07-01-2010	06-30-2013
<b>Plans in force as of December 31, 2010</b>	<b>3,066,095</b>					
<b>2011 Flow</b>						
Options granted Plan I11	315,716	-	Manager	174	07-01-2008	06-30-2011
Options granted Plan I11	16,868	-	Other non-managerial positions	47	07-01-2008	06-30-2011
Options granted Plan I12	591,686	-	Manager	157	07-01-2009	06-30-2012
Options granted Plan I12	79,631	-	Other non-managerial positions	77	07-01-2009	06-30-2012
Options granted Plan I13	650,474	-	Manager	166	07-01-2011	06-30-2013
Options granted Plan I13	136,303	-	Other non-managerial positions	68	07-01-2011	06-30-2013
Options granted Plan I14	268,318	-	Manager	147	07-01-2012	06-30-2014
Options granted Plan I14	27,185	-	Other non-managerial positions	82	07-01-2012	06-30-2014
Options exercised Plan I11	(1,930,691)	-	Manager	174	07-01-2008	06-30-2011
Options exercised Plan I11	(119,082)	-	Other non-managerial positions	47	07-01-2008	06-30-2011
<b>Plans in force as of December 31, 2011</b>	<b>3,102,503</b>					
<b>2012 Flow</b>						
Options granted Plan I12	601,101	-	Manager	157	07-01-2009	06-30-2012

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Options granted Plan I12	63,254	-	Other non-managerial positions	77	07-01-2009	06-30-2012
Options granted Plan I13	501,456	-	Manager	166	07-01-2010	06-30-2013
Options granted Plan I13	129,076	-	Other non-managerial positions	114	07-01-2010	06-30-2013
Options granted Plan I14	508,144	-	Manager	147	07-01-2011	06-30-2014
Options granted Plan I14	46,810	-	Other non-managerial positions	82	07-01-2011	06-30-2014
Options exercised Plan I12	(2,085,008)	-	Manager	157	07-01-2009	06-30-2012
Options exercised Plan I12	(223,520)	-	Other non-managerial positions	77	07-01-2009	06-30-2012
<b>Plans in force as of December 31, 2012</b>	<b>2,643,816</b>					
Plan I13	1,793,359					
Plan I14	850,457					

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**NOTE 34****ADMINISTRATIVE EXPENSES**

As of December 31, 2012, 2011 and 2010, the composition of the item is as follows:

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
<b>General administrative expenses</b>			
Maintenance and repair of property, plant and equipment	14,290	12,171	11,165
Office lease	24,113	22,386	18,875
Equipment lease	367	198	156
Insurance payments	2,420	2,562	1,740
Office supplies	5,796	6,354	6,693
IT and communication expenses	24,873	22,005	21,092
Lighting, heating, and other utilities	4,086	4,739	5,504
Security and valuables transport services	11,929	11,122	10,185
Representation and personnel travel expenses	5,101	4,548	4,024
Judicial and notarial expenses	8,609	7,203	6,466
Fees for technical reports	3,968	2,870	4,171
Fees for professional services	3,428	2,990	648
Other general administrative expenses	4,589	2,920	2,564
<b>Outsourced services</b>			
Data processing	26,581	26,073	20,066
Other	14,781	12,487	10,017
<b>Board expenses</b>			
Board members compensation	1,034	1,002	894
Board expenses	39	309	-
<b>Marketing expenses</b>			
Marketing expenses	16,899	15,262	14,228
<b>Taxes, payroll taxes, and contributions</b>			
Real state contributions	1,615	1,742	1,655
Patents	1,961	1,708	1,663
Other taxes	15	31	28
Contributions to SBIF	6,885	6,143	5,509
<b>Total</b>	<b>183,379</b>	<b>166,825</b>	<b>147,343</b>

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**NOTE 35****DEPRECIATION, AMORTIZATION AND IMPAIRMENT**

a) The amounts of depreciation, amortization and impairment charges during the 2012, 2011 and 2010 periods are detailed below:

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
<b>Depreciation and amortization</b>			
Depreciation of property, plant, and equipment	(21,195)	(20,373)	(22,175)
Amortizations of Intangible assets	(35,174)	(33,093)	(27,228)
<b>Total depreciation and amortization</b>	<b>(56,369)</b>	<b>(53,466)</b>	<b>(49,403)</b>
Impairment of property, plant, and equipment	(90)	(116)	(4,925)
<b>Total</b>	<b>(56,459)</b>	<b>(53,582)</b>	<b>(54,328)</b>

As of December 31, 2012, the costs for Property, plant, and equipment impairment total Ch\$ 90 million, mainly due to damage to ATMs (Ch\$ 116 million as of December 31, 2011).

b) The movement in the accumulated depreciation and amortization balances for 2012, 2011 and 2010 is as follows:

	Depreciation and amortization		
	2012		
	Property, plant, and equipment MCh\$	Intangible assets MCh\$	Total MCh\$
<b>Balances as of January 1, 2012</b>	<b>(84,230)</b>	<b>(111,479)</b>	<b>(195,709)</b>
Depreciation and amortization charges in the period	(21,195)	(35,174)	(56,369)
Sales and disposals in the period	275	-	275
Other	-	-	-
<b>Balances as of December 31, 2012</b>	<b>(105,150)</b>	<b>(146,653)</b>	<b>(251,803)</b>

	Depreciation and amortization		
	2011		
	Property, plant,	Intangible assets	Total MCh\$

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	and equipment MCh\$	MCh\$	
<b>Balances as of January 1, 2011</b>	<b>(64,376)</b>	<b>(78,329)</b>	<b>(142,705)</b>
Depreciation and amortization charges in the period	(20,373)	(33,093)	(53,466)
Sales and disposals in the period	481	-	481
Other	38	(57)	(19)
<b>Balances as of December 31, 2011</b>	<b>(84,230)</b>	<b>(111,479)</b>	<b>(195,709)</b>

**Depreciation and amortization**

	2010		
	Property, plant, and equipment MCh\$	Intangible assets MCh\$	Total MCh\$
<b>Balances as of January 1, 2010</b>	<b>(42,979)</b>	<b>(51,101)</b>	<b>(94,080)</b>
Depreciation and amortization charges in the period	(22,175)	(27,228)	(49,403)
Sales and disposals in the period	778	-	778
Other	-	-	-
<b>Balances as of December 31, 2010</b>	<b>(64,376)</b>	<b>(78,329)</b>	<b>(142,705)</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 36****OTHER OPERATING INCOME AND EXPENSES**

a) Other operating expenses are comprised of the following components:

	2012 MCh\$	As of December 31, 2011 MCh\$	2010 MCh\$
<b>Income from assets received in lieu of payment</b>			
Income from sale of assets received in lieu of payment	2,654	5,629	1,556
<b>Subtotals</b>	<b>2,654</b>	<b>5,629</b>	<b>1,556</b>
<b>Income from sale of investments in other companies</b>			
Gain on sale of investments in other companies	599	-	-
<b>Subtotals</b>	<b>599</b>	<b>-</b>	<b>-</b>
<b>Other income</b>			
Leases	142	305	117
Income from sale of property, plant and equipment (1)	9,194	11,863	31,246
Recovery of provisions for contingencies	-	-	7,040
Compensation from insurance companies due to damages	262	437	3,175
Other	254	515	474
<b>Subtotals</b>	<b>9,852</b>	<b>13,120</b>	<b>42,052</b>
<b>Total</b>	<b>13,105</b>	<b>18,749</b>	<b>43,608</b>

(1) As of December 31, 2012 and 2011 the sale of branches is detailed as follows:

As of December 31, 2012	Number of offices	Book value MCh\$	Selling price MCh\$	Profit MCh\$
August	2	361	1,045	684
September	9	4,578	9,485	4,907
October	4	704	1,274	570
December	2	714	3,117	2,403
<b>Total</b>	<b>17</b>	<b>6,357</b>	<b>14,921</b>	<b>8,564</b>

As of December 31, 2011	Number of offices	Book value MCh\$	Selling price MCh\$	Profit MCh\$
March	1	48	165	117

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November	6	5,504	13,556	8,052
December	1	685	3,609	2,924
<b>Total</b>	<b>8</b>	<b>6,237</b>	<b>17,330</b>	<b>11,093</b>

In July 2012, the profit from selling Transbank S.A. shares was Ch\$ 599 million (see Note 13).

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**NOTE 36****OTHER OPERATING INCOMES AND EXPENSES, continued:**

b) Other operating expenses are detailed as follows:

	As of December 31,		
	2012 MCh\$	2011 MCh\$	2010 MCh\$
<b>Provisions and expenses for assets received in lieu of payment</b>			
Provisions for assets received in lieu of payment	7,546	10,050	3,594
Expenses for maintenance of assets received in lieu of payment	2,630	2,732	2,392
<b>Subtotals</b>	<b>10,176</b>	<b>12,782</b>	<b>5,986</b>
<b>Credit card expenses</b>			
Credit card expenses	974	1,955	3,102
Credit card memberships	5,388	4,472	3,675
<b>Subtotals</b>	<b>6,362</b>	<b>6,427</b>	<b>6,777</b>
<b>Customer services</b>	<b>8,674</b>	<b>8,965</b>	<b>7,756</b>
<b>Other expenses</b>			
Operating charge-offs (1)	8,366	9,884	4,843
Life insurance and general product insurance policies	7,211	6,524	5,703
Additional tax on expenses paid overseas	3,283	3,516	2,174
Provisions for contingencies	7,964	8,144	775
Other	7,601	7,966	11,388
<b>Subtotals</b>	<b>34,425</b>	<b>36,034</b>	<b>24,883</b>
<b>Total</b>	<b>59,637</b>	<b>64,208</b>	<b>45,402</b>

(1) Includes Ch\$ 1,566 million paid to our customers as compensation for the delay in fund transferring that took place on October 31, 2012.



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### **Banco Santander Chile and Subsidiaries**

### **Notes to the Consolidated Financial Statements**

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### **NOTE 37**

#### **TRANSACTIONS WITH RELATED PARTIES**

In addition to Affiliates and associated entities, the Bank's related parties include its key personnel from the executive staff (members of the Bank's Board and the Managers of Banco Santander Chile and its Affiliates, together with their close relatives), as well as the entities over which the key personnel could exercise significant influence or control.

The Bank also considers the companies that are part of the Santander Group worldwide as related parties, given that all of them have a common parent, i.e., Banco Santander S.A. (located in Spain).

Article 89 of the Ley de Sociedades Anónimas (Public Companies Act), which is also applicable to banks, provides that any transaction with a related party must be made under equitable conditions similar to those that customarily prevail in the market.

Moreover, Article 84 of the Ley General de Bancos (General Banking Act) establishes limits for loans that can be granted to related parties and prohibits lending to the Bank's directors, managers, or representatives.

Transactions between the Bank and its related parties are specified below. To facilitate comprehension, we have divided the information into four categories:

#### **Santander Group Companies**

This category includes all the companies that are controlled by the Santander Group around the world, and hence, it also includes the companies over which the Bank exercises any degree of control (Affiliates and special-purpose entities).

#### **Associated companies**

This category includes the entities over which the Bank, in accordance with section b) of Note 1 to these Financial Statements, exercises a significant degree of influence and which generally belong to the group of entities known as business support companies.

#### **Key personnel**

This category includes members of the Bank's Board and the managers of Banco Santander Chile and its Affiliates, together with their close relatives.

#### **Other**

This category encompasses the related parties that are not included in the groups identified above and which are, in general, entities over which the key personnel could exercise significant influence or control.

The terms for transactions with related parties are equivalent to those which prevail in transactions made under market conditions or to which the corresponding considerations in kind have been attributed.



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**NOTE 37****TRANSACTIONS WITH RELATED PARTIES, continued:****a) Loans to related parties:**

Below are loans and receivables, and contingent loans, corresponding to related entities:

	2012				As of December 31, 2011				2010			
	Companies		Key personnel	Other	Companies		Key personnel	Other	Companies		Key personnel	Other
	of the	Associated			of the	Associated			of the	Associated		
	Group MCh\$	companies MCh\$	MCh\$	MCh\$	Group MCh\$	companies MCh\$	MCh\$	MCh\$	Group MCh\$	companies MCh\$	MCh\$	MCh\$
<b>Loans and accounts receivables</b>												
Commercial loans	46,790	668	2,910	57,723	39,708	663	2,234	62,512	36,966	670	2,478	14,015
Mortgage loans	-	-	15,089	-	-	-	15,657	-	-	-	15,157	-
Consumer loans	-	-	1,513	-	-	-	1,808	-	-	-	2,182	-
<b>Loans and accounts receivables</b>	<b>46,790</b>	<b>668</b>	<b>19,512</b>	<b>57,723</b>	<b>39,708</b>	<b>663</b>	<b>19,699</b>	<b>62,512</b>	<b>36,966</b>	<b>670</b>	<b>19,817</b>	<b>14,015</b>
Allowance for loan losses	(329)	(3)	(39)	(9)	(54)	(1)	(39)	(23)	(112)	(1)	(87)	(14)
<b>Net loans</b>	<b>46,461</b>	<b>665</b>	<b>19,473</b>	<b>57,714</b>	<b>39,654</b>	<b>662</b>	<b>19,660</b>	<b>62,489</b>	<b>36,854</b>	<b>669</b>	<b>19,730</b>	<b>14,001</b>
Guarantees	9	-	17,909	1,349	25,311	-	18,244	1,241	7,641	-	18,649	1,359
<b>Contingent loans</b>												
Personal guarantees	-	-	-	-	-	-	-	-	-	-	-	-
Letters of credit	25,697	-	-	-	187	-	-	-	2,964	-	-	-
Guarantees	34,897	-	-	1,443	12,778	-	-	569	12,307	-	-	84
<b>Contingent loans</b>	<b>60,594</b>	<b>-</b>	<b>-</b>	<b>1,443</b>	<b>12,965</b>	<b>-</b>	<b>-</b>	<b>569</b>	<b>15,271</b>	<b>-</b>	<b>-</b>	<b>84</b>
Allowance for contingent loans	(15)	-	-	(2)	(63)	-	-	(1)	(1)	-	-	-

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Net contingent loans 60,579 - - 1,441 12,902 - - 568 15,270 - - 84  
 The activity of loans to related parties during the years 2012 and 2011 is shown below:

As of December 31,

	2012				2011				2010			
	Companies		Associated	Key	Companies		Associated	Key	Companies		Associated	Key
	of the Group	companies	personnel	Other	of the Group	companies	personnel	Other	of the Group	companies	personnel	Other
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Opening balances as of January 1,	52,673	663	19,698	63,081	52,237	670	19,817	14,099	147,843	914	17,339	108,631
Loans granted	78,586	21	6,132	10,927	40,471	24	5,260	62,528	11,954	256	6,901	11,600
Loans payments	(23,875)	(16)	(6,318)	(14,842)	(40,035)	(31)	(5,379)	(13,546)	(107,560)	(500)	(4,423)	(106,132)
<b>Balances as of December 31</b>	<b>107,384</b>	<b>668</b>	<b>19,512</b>	<b>59,166</b>	<b>52,673</b>	<b>663</b>	<b>19,698</b>	<b>63,081</b>	<b>52,237</b>	<b>670</b>	<b>19,817</b>	<b>14,099</b>

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**NOTE 37****TRANSACTIONS WITH RELATED PARTIES, continued:****b) Assets and liabilities with related parties**

As of December 31,

	2012				2011				2010			
	Companies of the Group MCh\$	Associated company MCh\$	Key personnel MCh\$	Other MCh\$	Companies of the Group MCh\$	Associated company MCh\$	Key personnel MCh\$	Other MCh\$	Companies of the Group MCh\$	Associated company MCh\$	Key personnel MCh\$	Other MCh\$
<b>Assets</b>												
Cash and deposits in banks	5,357	-	-	-	178,567	-	-	-	34,104	-	-	-
Trading investments	-	-	-	-	-	-	-	-	-	-	-	-
Investments under repurchase agreements	-	-	-	-	-	-	-	-	-	-	-	-
Financial derivative contracts	526,734	-	-	-	506,880	-	-	-	541,737	-	-	-
Available for sale investments	-	-	-	-	-	-	-	-	-	-	-	-
Other assets	4,339	-	-	-	4,617	-	-	-	22,072	-	-	-
<b>Liabilities</b>												
Deposits and other demand liabilities	65,386	2,563	2,286	17,211	5,057	4,009	1,425	16,782	9,905	6,014	1,311	4,128
Obligations under repurchase agreements	92,862	-	-	-	137,191	-	-	-	47,636	-	-	-
Time deposits and other time liabilities	97,449	373	2,842	39,193	248,206	368	3,627	41,732	320,622	-	1,657	48,749
	387,903	-	-	-	396,538	-	-	-	317,601	-	-	-

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Financial derivative contracts

Issued debt instruments	67,368	-	-	-	1,683	-	-	-	9,392	-	-	-
Other financial liabilities	103,207	-	-	-	58,848	-	-	-	153,913	-	-	-
Other liabilities	1,241	-	-	-	1,339	-	-	-	2,782	-	-	-

c) Income (expenses) recorded due to transaction with related parties

For the years ended December 31,

	2012				2011				2010			
	Companies				Companies				Companies			
	of the	Associated	Key		of the	Associated	Key		of the	Associated	Key	
	Group	companies	personnel	Other	Group	companies	personnel	Other	Group	companies	personnel	Other
MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
<b>Income (expense) recorded</b>												
Income and expenses from interest and inflation adjustments	(11,660)	54	948	(2,819)	(17,892)	54	1,289	(3,683)	(10,093)	55	1,279	7
Income and expenses from fees and services	(1,191)	59	114	214	387	38	110	196	70,359	48	102	93
Net income from financial operations and foreign exchange transactions (*)	241,424	-	(1)	107	38,744	-	5	392	86,457	-	(4)	4,098
Other operating revenues and expenses	643	-	-	-	519	-	-	-	(4,866)	-	-	-
Key personnel compensation and expenses	-	-	(30,999)	-	-	-	(32,773)	-	-	-	(29,879)	-
Administrative and other expenses	(23,121)	(20,461)	-	-	(13,303)	(25,509)	-	-	(20,738)	(21,777)	-	-
<b>Total</b>	<b>206,095</b>	<b>(20,348)</b>	<b>(29,938)</b>	<b>(2,498)</b>	<b>8,455</b>	<b>(25,417)</b>	<b>(31,369)</b>	<b>(3,095)</b>	<b>121,119</b>	<b>(21,674)</b>	<b>(28,502)</b>	<b>4,198</b>

(\*) It corresponds to derivative contracts used to financially cover exchange risk of assets and liabilities that cover positions of the Bank and its subsidiaries.

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**NOTE 37****TRANSACTIONS WITH RELATED PARTIES, continued:****d) Payments to Board members and key management personnel**

The compensation received by the key management personnel, including Board members and all executives holding Manager positions, shown in the Personnel salaries and expenses and/or Administrative expenses items of the Consolidated Statements of Income, corresponds to the following categories:

	As of December 31,		
	2012	2011	2010
	MCh\$	MCh\$	MCh\$
Personnel compensation	16,880	16,155	14,801
Board members' salaries and expenses	1,034	1,002	894
Bonuses or gratifications	10,255	10,292	10,038
Compensation in stock	1,508	1,765	1,372
Training expenses	138	108	77
Seniority compensation	12	1,580	1,104
Health funds	289	272	242

Other personnel expenses	431	392	410
Pension plans	452	1,207	941
<b>Total</b>	<b>30,999</b>	<b>32,773</b>	<b>29,879</b>

**e) Composition of key personnel**

As of December 31, 2012 and 2011, the composition of the Bank's key personnel is as follows:

Position	No. of executives		
	2012	2011	2010
Director	13	13	13
Division manager	19	18	18
Department manager	85	88	82
Manager	63	62	68
<b>Total key personnel</b>	<b>180</b>	<b>181</b>	<b>181</b>

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**NOTE 37****TRANSACTIONS WITH RELATED PARTIES, continued:****f) Stock-based benefits**

The following table details the activity in stock-based benefits paid to the key personnel of the Bank and its Affiliates. The detail for each of these benefit plans is described in section b) of Note 33.

	Number of Shares	Exercise price	Group of employees	Number of people	Date of commencement of the benefit	Date of termination of benefit
Options granted (Plan I11)	1,057,204	-	Manager	161	07-01-2008	06-30-2011
Options granted (Plan I12)	327,882	-	Manager	157	07-01-2009	06-30-2012
<b>Plans in force on December 31, 2009</b>	<b>1,385,086</b>					
<b>2010 Flow</b>						
Options granted (Plan I11)	557,772	-	Manager	167	07-01-2008	06-30-2011
Options granted (Plan I12)	564,339	-	Manager	170	07-01-2009	06-30-2012
Options granted (Plan I13)	310,902	-	Manager	166	07-01-2010	06-30-2013
<b>Plans in force on December 31, 2010</b>	<b>2,818,099</b>					
<b>2011 Flow</b>						
Options granted (Plan I11)	315,716	-	Manager	174	07-01-2008	06-30-2011
Options granted (Plan I12)	591,686	-	Manager	157	07-01-2009	06-30-2012
Options granted (Plan I13)	650,474	-	Manager	166	07-01-2010	06-30-2013
Options granted (Plan I14)	268,318	-	Manager	147	07-01-2011	06-30-2014
Options exercised (Plan I11)	(1,930,692)	-	Manager	174	07-01-2008	06-30-2011
<b>Plans in force on December 31, 2011</b>	<b>2,713,601</b>					
<b>2012 Flow</b>						
Options granted (Plan I12)	601,101	-	Manager	157	07-01-2009	06-30-2012
Options granted (Plan I13)	501,456	-	Manager	166	07-01-2010	06-30-2013
Options granted (Plan I14)	508,144	-	Manager	147	07-01-2011	06-30-2014
Options exercised (Plan I12)	(2,085,008)	-	Manager	157	07-01-2009	06-30-2012
<b>Plans in force on December 31, 2012</b>	<b>2,239,294</b>					
Plan I13	1,462,832					
Plan I14	776,462					

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### **NOTE 38**

#### **PENSION PLANS**

For this purpose, the Bank will match the voluntary contributions made by the beneficiaries for their future pensions with an equivalent contribution. The executives will be entitled to receive this benefit only when they fulfill the following conditions:

- i. Aimed at the Group's management
- ii. The general requisite to apply for this benefit is that the employee must be carrying out his/her duties when turning 60 years old.
- iii. The Santander Group will take on insurance (pension fund) on your behalf that it will pay (contribution) periodically.
- iv. The Santander Group will be responsible for granting the benefits directly.

If the working relationship between the manager and the respective company ends, before s/he fulfills the abovementioned requirements, s/he will have no rights under this benefit plan.

In the event of the executive's death or total or partial disability, s/he will be entitled to receive this benefit.

The Bank will make the contributions to this benefit plan on the basis of mixed collective insurance policies whose beneficiary is the Bank. The life insurance company with whom such policies are executed is not an entity linked or related to the Bank or any other Santander Group company.

Assets related to the plan by the end of the 2012 period total Ch\$ 5,584 million (Ch\$ 5,508 million in 2011).

The amount of the defined benefit plans has been quantified by the Bank, based on the following criteria:

#### **1. Calculation method:**

Use of the credit unit projected method which considers each working year as generating an additional unit of rights over benefits and values each unit separately. It is calculated in function of the fund contributions considered as main parameter, factors associated with the legal annual pension limit, seniority, age and yearly income for each unit valued individually.

#### **2. Updated actuarial hypothesis:**

Actuarial presuppositions with respect to demographic and financial variables are non-biased and mutually compatible with each other. The most significant actuarial hypotheses considered in the calculations were:

	<b>Post- employment plans</b>	<b>Post- employment plans</b>
	<b>2012</b>	<b>2011</b>
Mortality charts	RV-2004	RV-2004
Termination of contract rates	5.0%	5.0%
Impairment chart	PDT 1985	PDT 1985

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**NOTE 38****PENSION PLANS, continued:**

Assets related to the pension fund contributed by the Bank into the Seguros Euroamérica insurance company with respect to defined benefit plans are presented as net of associated commitments

The period's activity for post-employment benefits is as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Plan assets	5,584	5,508
<b>Commitments for defined-benefit plans</b>		
For active personnel	(2,612)	(2,160)
Incurred by inactive personnel	-	-
Minus:		
Unrealized actuarial (gain) losses	-	-
<b>Balances at the year end</b>	<b>2,972</b>	<b>3,348</b>

The period's flow for post-employment benefits is as follows:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
<b>a ) Fair value of plan assets</b>		
Balance at beginning of year	5,508	5,170
Expected yield of insurance contracts	326	403
Employer contributions	(250)	(65)
Actuarial (gain) losses	-	-
Premiums paid	-	-
Benefits paid	-	-

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<b>Fair value of plan assets at year end</b>	<b>5,584</b>	<b>5,508</b>
<b>b ) Present value of obligations</b>		
Present value of obligations at beginning of the year	(2,160)	(953)
Net incorporation of Group companies	-	-
Service cost	(452)	(1,207)
Interest cost	-	-
Curtailement/settlement effect	-	-
Benefits paid	-	-
Past service cost	-	-
Actuarial (gain) losses	-	-
Other	-	-
<b>Present value of obligations at year end</b>	<b>(2,612)</b>	<b>(2,160)</b>
<b>Net balance at year end</b>	<b>2,972</b>	<b>3,348</b>

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**NOTE 38****PENSION PLANS, continued:**

Plan expected profit:

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
Expected yield from the plan's assets	UF + 2.50% annual	UF + 2.50% annual
Yield expected from the reimbursement rights	UF + 2.50% annual	UF + 2.50% annual
Plan associated expenses:		

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Current period service expenses	452	1,207
Interest cost	-	-
Expected yield from the plan's assets	(326)	(403)
Expected yield of insurance contracts linked to the Plan:	-	-
Extraordinary allocations	-	-
Actuarial (earn)/losses recorded in the period	-	-
Past service cost	-	-
Other	-	-
<b>Total</b>	<b>126</b>	<b>804</b>

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**NOTE 39****FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES**

Fair value is defined as the amount at which a financial instrument (asset or liability) could be delivered or settled, respectively, on a given date between two independent knowledgeable parties who act freely and prudently (i.e., not in a forced or liquidation sale). The most objective and customary reference for the fair value of an asset or liability is the quoted price that would be paid for it on a transparent organized market ( estimated fair value ).

For financial instruments with no available market prices, fair values have been estimated by using recent transactions in analogous instruments, and in the absence thereof, the present values or other valuation techniques based on mathematical valuation models sufficiently accepted by the international financial community. In the use of these models, consideration is given to the specific particularities of the asset or liability to be valued, and especially to the different kinds of risks associated with the asset or liability.

These techniques are inherently subjective and are significantly influenced by the assumptions used, including the discount rate, the estimates of future cash flows and prepayment expectations. Hence, the fair value estimated for an asset or liability may not coincide exactly with the price at which that asset or liability could be delivered or settled on the date of its valuation, and may not be justified in comparison with independent markets.

**Determination of fair value of financial instruments**

Below is a comparison between the value at which the Bank's financial assets and liabilities are recorded and their fair value as of December 31, 2012 and 2011:

	As of December 31,			
	2012		2011	
	Recorded amount MCh\$	Financial fair value MCh\$	Recorded amount MCh\$	Financial fair value MCh\$
<b>Assets</b>				
Cash and deposits in banks	1,250,414	1,250,414	2,793,701	2,793,701
Cash items in process of collection	520,267	520,267	276,454	276,454
Trading investments	338,287	338,287	409,763	409,763
Investments under resale agreements	6,993	6,993	12,928	12,928
Financial derivative contracts	1,293,212	1,293,212	1,601,896	1,601,896
Loans and accounts receivable from customers and interbank loans (net)	18,416,604	20,682,904	16,946,314	18,296,667
Available for sale investments	1,826,158	1,826,158	1,661,311	1,661,311
<b>Liabilities</b>				
Deposits and interbank borrowings	15,520,235	15,495,714	15,255,021	14,631,032
Cash items in process of being cleared	284,953	284,953	89,486	89,486
Obligations under repurchase agreements	304,117	304,117	544,381	544,381
Financial derivative contracts	1,146,161	1,146,161	1,292,402	1,292,402

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Issued debt instruments and other financial liabilities 4,763,900 5,300,998 4,799,838 5,238,471

In addition, the fair value estimates presented above do not attempt to estimate the value of the Bank's profits generated by its business activity, nor its future activities, and accordingly, they do not represent the Bank's value as a going concern. Below is a detail of the methods used to estimate the financial instruments' fair value:

### **a) Cash and deposits in banks**

The recorded value of cash and interbank loans approximates its estimated fair value in view of these instruments' short-term nature.

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**NOTE 39**

**FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES, continued:**

**b) Cash in process of collection, trading instruments, available for sale investment instruments, resale agreements, and securities loans**

The estimated fair value of these financial instruments was determined through the use of market values or quotes by an available dealer, or the prices quoted on the market for similar financial instruments. Investments maturing in less than one year are valued at their recorded value because they are in view of their short terms deemed to have a fair value that does not significantly diverge from their recorded value. Following is a detailed explanation of valuation methods or techniques and related assumptions used to value our Level 2 available for sale securities:

**Mortgage finance bonds, corporate notes, time deposits and pension bonds** (financial instrument issued by the Chilean State underwritten by remaining funds in the old social security system):

The valuation technique is the discounted cash flow method. Rates (IRR) are obtained according to the following criteria:

If on the day of the valuation, there are one or more sales/purchases in the Santiago Stock Exchange for a given instrument, the quoted price is the weighted average of that day.

In the absence of such sales/purchases, the reported rate as presented by the external service is calculated using a base IRR from a similar instrument plus a Spread Model based on historical spreads for such similar instrument.

**Constant Maturity Swap (CMS), Forward FX and Inflation Derivatives, Cross Currency Swap (CCS), Interest Rate Swap (IRS):**

The valuation technique is the discounted cash flow method. The interest rates (local and foreign) and foreign exchange rates are obtained according to the following criteria:

With published market prices (interest rates and foreign exchange rates) a valuation curve is constructed using the bootstrapping method and then this curve is used to value the various derivatives (CMS, Forward FX and Inflation, CCC and IRS)

**FX Options**

The valuation technique for these instruments is the Black-Scholes model, adjusted for volatility smile. Prices (volatility) are provided by BGC Partners Inc. (a global brokerage company primarily servicing the wholesale financial and real estate markets) according to the following criteria:

With the published market prices, surface volatility is built in through interpolation and then these volatilities are used to value the *options*.

**c) Loans and accounts receivable from customers and interbank loans**

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The fair values of commercial loans, mortgages loans, credit cards and consumer loans are estimates made by performing a cash flow discount analysis, using the interest rates that are currently offered for loans with terms similar to those of clients having a similar credit quality. The fair value of loans past-due for 90 days or more is estimated by using a discounted market value analysis. For floating-rate loans whose interest rates change frequently (monthly or quarterly) and which are not subject to any significant change of credit risk, the estimated fair values are based on the carrying amounts.

### **d) Deposits**

Disclosed fair value of deposits that do not produce interests and saving accounts is the amount payable at reporting date and, therefore, equals the recorded amount. Fair value of time deposits is calculated by a discounted cash flow calculation that applies current interest rates from a market monthly maturity calendar.

### **e) Short and long term issued debt instruments**

Fair value of these instruments is calculated by a discounted cash flow (DCF) analysis based on market rates and using these for each of the portfolio's terms.

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**NOTE 39**

**FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES, continued:**

**f) Financial derivative contracts**

The estimated fair value of financial derivative contracts was calculated using the prices quoted on the market for financial instruments having similar characteristics.

The fair value of interest rate swaps represents the estimated amount that the Bank expects to receive or pay to rescind the contracts or agreements, bearing in mind the term structures of the interest rate curve, the underlying asset's volatility and the counterpart's credit risk.

If there are no quoted prices on the market (either direct or indirect) for any derivative instrument, the respective fair value estimates have been calculated by using models and valuation techniques such as Black-Scholes, Hull, and Monte Carlo simulations, taking into consideration the relevant inputs/outputs such as volatility of options, observable correlations between underlying assets, counterpart's credit risk, implicit price volatility, the velocity with which the volatility reverts to its average value, and the straight-line relationship (correlation) between the value of a market variable and its volatility, among others.

**Measurement of fair value and hierarchy**

IAS 39 provides a hierarchy of reasonable value which separates the inputs and/or valuation technique assumptions used to measure the fair value of financial instruments. The hierarchy reflects the significance of the inputs used in making the measurement. The three levels of the hierarchy of fair values are the following:

Level 1: In quoted prices on active markets for identical assets and liabilities.

Level 2: Inputs other than the quoted prices included in Level 1 that are observable for assets or liabilities, either directly or indirectly.

Level 3: Inputs for the asset or the liability that are not based on observable market data.

The hierarchy level within which the fair value measurement is categorized in its entirety is determined based on the lowest level of input that is significant to fair value the measurement in its entirety.

The best evidence of a financial instrument's fair value at the initial time is the transaction price (Level 1).

In cases where quoted market prices cannot be observed, Management makes its best estimate of the price that the market would set using its own internal models which in most cases use data based on observable market parameters as significant input (Level 2) and, in very specific cases, significant inputs not observable in market data (Level 3).

Financial instruments at fair value and determined by quotations published in active markets (Level 1) include:

- Chilean Government and Department of Treasury bonds

In the case instruments that cannot be totally observed in the market, price is established based on other observable prices (Level 2).

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**NOTE 39****FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES, continued:**

The following financial instruments are classified under Level 2:

Type of financial instrument	Model used in valuation	Description
Mortgage and private bonds	Present value model	<p>IRR are provided according to the following criterion: If, at the valuation day, there are one or more valid transactions at the Santiago Stock Exchange for a given nemotechnic, the reported rate is the weighted average by the amount of observed rates.</p> <p>In case there are no valid transactions for a given financial instrument on valuation day, the reported rate is IRR base from a reference structure, plus a spread model based on historical spread for the same item or similar ones.</p>
Time deposits	Present value model	<p>IRR are obtained according to the following criterion:</p> <p>If, at the valuation day, there are one or more valid transactions at the Santiago Stock Exchange for a given nemotechnic, the reported rate is the weighted average by the amount of observed rates.</p> <p>In case there are no valid transactions for a given nemotechnic on valuation day, the reported rate is IRR base from a reference structure, plus a spread model based on issuer curves.</p>
Constant Maturity Swaps (CMS), FX and Inflation Forward (Fwd) , Cross Currency Swaps (CCS), Interest Rate Swap (IRS)	Present value model	<p>IRR are obtained according to this criterion:</p> <p>With published market prices, a valuation curve is created by the bootstrapping method and is then used to value different derivative instruments.</p>
FX Options	Black-Scholes	<p>Formula adjusted by volatility <i>smile</i> Prices (volatility) are obtained according to this criterion:</p>

With published market prices, a volatility surface is created by interpolation and then these volatilities are used to value options.

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**NOTE 39****FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES, continued:**

In limited occasions significant inputs not observable in market data are used (Level 3). To carry out this estimate, several techniques are used, including extrapolation of observable market data or a mix of observable data.

The following financial instruments are classified under Level 3:

Type of financial instrument	Model used in valuation	Description
Caps/Floors/Swaptions	Black Normal Model for Cap/Floors and Swaptions	There is no observable input of implicit volatility.
UF options	Black Scholes	There is no observable input of implicit volatility.
Cross currency swap with window	Hull-White	Hybrid HW model for rates and Brownian motion for FX. There is no observable input of implicit volatility.
CCS (special contracts)	Implicit Forward Rate Agreement (FRA)	Start Fwd unsupported by MUREX (platform) due to the UF forward estimate.
Cross currency swap, Interest rate swap, Call money swap in Tasa Activa Bancaria (Active Bank Rate) TAB,	Other	Validation obtained by using the interest curve and interpolating at flow maturities, but TAB is not a directly observable variable and is not correlated to any market input.
Bonds (in our case, low liquidity bonds)		Valuated by using similar instrument prices plus an adjustment rate by liquidity.

The following table presents the assets and liabilities that are measured at fair value on a recurrent basis, as of December 31, 2012 and 2011:

December 31, 2012	Fair value measurement			
	MCh\$	Level 1 MCh\$	Level 2 MCh\$	Level 3 MCh\$
<b>Assets</b>				

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Trading investments	338,287	334,756	3,531	-
Available for sale investments	1,826,158	1,020,904	803,895	1,359
Derivatives	1,293,212	-	1,231,422	61,790
<b>Total</b>	<b>3,457,657</b>	<b>1,355,660</b>	<b>2,038,848</b>	<b>63,149</b>

<b>Liabilities</b>				
Derivatives	1,146,161	-	1,145,055	1,106
<b>Total</b>	<b>1,146,161</b>	<b>-</b>	<b>1,145,055</b>	<b>1,106</b>

December 31, 2011	Fair value measurement			
	MCh\$	Level 1 MCh\$	Level 2 MCh\$	Level 3 MCh\$
<b>Assets</b>				
Trading investments	409,763	409,763	-	-
Available for sale investments	1,661,311	1,305,876	353,466	1,969
Derivatives	1,601,896	-	1,520,382	81,514
<b>Total</b>	<b>3,672,970</b>	<b>1,715,639</b>	<b>1,873,848</b>	<b>83,483</b>
<b>Liabilities</b>				
Derivatives	1,292,402	-	1,291,033	1,369
<b>Total</b>	<b>1,292,402</b>	<b>-</b>	<b>1,291,033</b>	<b>1,369</b>

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**NOTE 39**

**FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES, continued:**

The following table presents the Bank's activity for assets and liabilities measured at fair value on a recurrent basis using unobserved significant entries (Level 3) as of December 31, 2012 and 2011:

	Assets MCh\$	Liabilities MCh\$
<b>As of January 1, 2012</b>	<b>83,483</b>	<b>(1,369)</b>
<b>Total realized and unrealized profits (losses):</b>		
Included in statement of income	(19,724)	263
Included in comprehensive income	(610)	-
Purchases, issuances, and allocations (net)	-	-
<b>As of December 31, 2012</b>	<b>63,149</b>	<b>(1,106)</b>
	<b>(20,334)</b>	<b>263</b>
<b>Profits or losses included in income for 2012 that are attributable to change in unrealized profits (losses) related to assets or liabilities as of December 31, 2012</b>		

	Assets MCh\$	Liabilities MCh\$
<b>As of January 1, 2011</b>	<b>104,308</b>	<b>(5,422)</b>
<b>Total realized and unrealized profits (losses):</b>		
Included in statement of income	(22,525)	4,053
Included in comprehensive income	1,700	-
Purchases, issuances, and allocations (net)	-	-
<b>As of December 31, 2011</b>	<b>83,483</b>	<b>(1,369)</b>
	<b>(20,825)</b>	<b>4,053</b>

**Total profits or losses included in income for 2011 that are attributable to change in unrealized profits (losses) related to assets or liabilities as of December 31, 2011**

The realized and unrealized profits (losses) included in income for 2012 and 2011, in the assets and liabilities measured at fair value on a recurrent basis through unobservable market data (Level 3) are recorded in the Statement of Income in the line item.

The potential effect as of December 31, 2012 and 2011 on the valuation of assets and liabilities valued at fair value on a recurrent basis through unobservable significant entries (Level 3), generated by changes in the principal assumptions if other reasonably possible assumptions that are less or more favorable were used, is not considered by the Bank to be significant.

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**NOTE 40**

**RISK MANAGEMENT**

**Introduction and general description**

The Bank, due to its activities with financial instruments, is exposed to several type of risks. The main risks related to financial instruments that apply to the Bank are as follows:

- **Market risks:** these arise from holding financial instruments whose value may be affected by fluctuations in market conditions, generally including the following types of risk:
  - a. Foreign exchange risk: this arises as a consequence of exchange rate fluctuations among currencies.
  - b. Interest rate risk: this arises as a consequence of fluctuations in market interest rates.
  - c. Price risk: this arises as a consequence of changes in market prices, either due to factors specific to the instrument itself or due to factors that affect all the instruments negotiated in the market.
  - d. Inflation risk: this arises as a consequence of changes in Chile's inflation rate, whose effect would be mainly applicable to financial instruments denominated in UFs.
  
- **Credit risk** is the risk of one of the parties to a financial instrument failing to meet its contractual obligations for reasons of insolvency or inability of the individuals or legal entities in question, causing a financial loss on the other party.
  
- **Liquidity risk** is the possibility that an entity may be unable to meet its payment commitments, or that in order to meet them, it may have to raise funds on onerous terms or damage its image and reputation.
  
- **Operating risk** is a risk arising from human errors, system errors, fraud or external events which may damage the Bank's reputation, may have legal or regulatory implications, or cause financial losses

This note includes information on the Bank's exposure to these risks and on its objectives, policies, and processes involved in their measurement and management.

**Risk management structure**

All issues regarding risk in the Bank are the responsibility of the Bank's Risk Department. The Risk Department reports to the CEO but has full independence, and no risk decisions can be made without its approval. All risks (credit, market and operational) are approved and measured by the Risk Department and reported simultaneously to local management and to Santander Spain's Risk Department, which follows global risk levels. The frequency of reporting depends on the nature of the risk. In general, market risks are measured daily and other risks are reviewed weekly. Below is an organizational chart of the Risk Department:



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**NOTE 40****RISK MANAGEMENT, continued:**

Within this structure, the Board and senior management interact extensively with the Risk Department. Below is a description of how this interaction functions.

**A. Credit risk management structure:**

Santander Chile's governance rules have established the existence of two high-level committees to monitor and control credit risks.

1. Executive Credit Committee

The Executive Credit Committee is comprised of the following Board members:

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice-Chairman
Vittorio Corbo	Second Vice-Chairman
Marco Colodro	Member
Roberto Zahler	Member
Raimundo Monge	Member

In addition, this committee also includes: the Corporate Director of Risk, the CEO, the Corporate Legal Counsel, the Manager of Global Banking, the Corporate Director of Human Resources and Administration (this is a newly-created position) and two senior members of the Credit Risk department, who present the loans being reviewed. The Executive Credit Committee meets weekly and performs the following main functions:

- Reviews the main client exposures by: economic sector, geography, type of risk and segment.
- Supervises and review the main credit risk indicators (NPLs, coverage, impaired loans, etc.).
- Takes notes, analyzes and follows up on the observations and recommendations of the regulatory bodies and the external and internal auditors on credit-risk-related issues.
- Reviews the loan positions reviewed by the Senior Credit Committee above US\$10 million and approves those loan positions greater than US\$40 million.

The Credit Risk Department must present to the Board on a monthly basis. In this presentation all loans above US\$5 million that were granted in the previous month must be reviewed. In addition, any other theme or subject of importance regarding credit risk is also presented (for example a proposal to change a provisioning model must be presented and approved by the Board). Finally, at least once a year, the Credit Risk

Department presents a report to assure the Board that our loan loss allowances are adequate for all known and estimated incurred losses.

2. Credit Risk Committee

The Credit Risk Committee is comprised of the CEO, the Corporate Director of Risk, the Managing Director of Commercial Banking, the Managers of the various business segments, the Managers of Admission, Follow-up and Recoveries and the Financial Controller. The Risk Committee meets weekly and performs the following functions:

- Reviews the evolution and maintenance of the expected quality of the various loan books by business segment with a focus on loan growth, non-performing loans (different stages of non-performance), loan loss allowance levels, evolution of charge-offs, review of clients in special situations, performance against the budget and performance of credit risk initiatives adopted throughout the year.
- Takes notes, analyzes and follows up on the observations and recommendations of the regulatory bodies and the impact these will have on results and product strategies.
- Opens debates between the risk and commercial areas on credit risk related issues.

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 40****RISK MANAGEMENT, continued:***Role of Santander Spain's Global Risk Department: Credit Risk*

In matters regarding Credit Risk, Santander Spain's Global Risk Department has the following role:

- All credit risks greater than US\$40 million (US\$60 million for financial institutions) after being approved locally are reviewed by Santander Spain. This additional review also ensures that no global exposure limit is being breached.
- In standardized risks, the consumer and mortgage scoring models are developed locally but are reviewed and approved by Santander Spain's Global Risk Department.
- For each scoring model, a Monthly Risk Report is prepared, which is reviewed locally and is also sent to Santander Spain's Global Risk Department. This report includes the evolution of basic credit risk parameters such as: loan amounts, nonperformance, charge offs and provisions.
- Monthly, the Controller of the Risk Department sends a report to Santander Spain's Global Risk Department covering all the main indicators regarding credit risk and the evolution of credit risk as compared to the budgeted levels.

**B. Market risk management structure:**

The main decisions that relate to market risk for the Bank and the limits regarding market risk are made in the Asset and Liability Committee and the Market Committee. The measurement and oversight of market risks is performed by the Market Risk Department. Below is a list of the main reports produced by the Market Risk Department and who they are addressed to:

Report	Unit	Objective	Addressed to:	Periodicity
Daily Global Report	Market risks	Give a global vision of the market, positions, risks, sensitivity, vision and alerts of the trading and non-trading positions	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Stress Test	Market risks	Stress test report over the Bank's trading and ALCO books	Market Risk (local and global), Senior Management, Internal Auditors	Monthly
Sensitivity Analysis	Market risks	Sensitivity analysis of the ALCO book	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Fixed income positions	Market risks	Fixed income positions and general information	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Interest rate gap	Market risks	Interest rate gap sensitivity and limit levels	Market Risk (local and global), Senior Management, Internal Auditors	Monthly
Liquidity gap	Market risks	Liquidity levels and limits	Market Risk (local and global), Senior Management, Internal Auditors	Monthly
Market report	Market risks	Main market indicators and evolution	Market Risk (local and global), Senior Management, Internal Auditors	Daily
VaR	Market risks	VaR position and limits		Daily

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			- Market risk (local and global) and Senior Management	
Trading Portfolio Limits	Market risks	Trading book evolution, instruments and limits	Market Risk (local and global), Senior Management, Internal Auditors	Daily
Largest depositors	Market risks	Largest 20 and largest 50 depositors	- Market risk (local and global) and Senior Management	Weekly
Follow-up report	Market risks	summary of Market risk information for Senior Management	Market Risk (local and global), Senior Management (local and global), Internal Auditors	Monthly
Liquidity stress-test	Market risks	Liquidity stress test simulation	Market Risk (local and global), Senior Management, Internal Auditors	Quarterly
Interest rate risk	Market risks	Interest rate risk report, limits and estimates of results from interest rate risk	- Market risk (local and global), Manager of Global banking and markets, Manager of Treasury, Manager of Market Making and Prop Trading	Daily
Backtesting	Market risks	Backtesting of VaR estimates to actual results	Market Risk (local and global), Senior Management, Internal Auditors	Weekly
PNL Treasury	Market risks	Treasury income statement	- Market risk (local and global), Manager of Global banking and markets, Manager of Treasury, Manager of Market Making and Prop Trading	Daily

Santander Chile's governance rules have established the existence of two high-level committees that, among other things, function to monitor and control market risks.



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**NOTE 40****RISK MANAGEMENT, continued:**1. Asset and Liability Committee

The Asset and Liabilities Management Committee includes the Chairman of the Board and five additional members of the Board, the Chief Executive Officer, the Corporate Financial Controller, the Manager of the Financial Management Division, the Manager of Market Risk, the Manager of the Treasury Division, and other senior members of management. The ALCO meets monthly. All limits reviewed by the ALCO are measured and prepared by the Market Risk Department. The non-Board members of the ALCO meet weekly to review liquidity, funding, capital and market risk related matters.

<b>Board member</b>	<b>Position in Committee</b>
Mauricio Larraín	Chairman
Oscar von Chrismar	Vice-Chairman
Vittorio Corbo	Second Vice-Chairman
Marco Colodro	Member
Roberto Zahler	Member
Raimundo Monge	Member

The main functions of the ALCO are:

- Making the most important decisions regarding interest rate risk, funding, capital and liquidity levels. The main limits set and monitored by the ALCO (and measured by the Market Risk Department) are:
- Review of the Bank's main gaps (foreign currency and inflation gap).
- Review of the evolution of the most relevant local and international markets and monetary policies.

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**NOTE 40**

**RISK MANAGEMENT, continued:**

2. Market Committee

The Market Committee includes the Vice-Chairman of the Board, three additional members of the Board, the Chief Executive Officer, the Manager of Global Banking and Markets, the Manager of the Treasury Division, the Manager of the Financial Management Division, the Manager of Market Risk, the Financial Controller and other senior members of management.

<b>Board member</b>	<b>Position in Committee</b>
Oscar von Chrismar	Chairman
Roberto Zahler	Vice-Chairman
Vittorio Corbo	Second Vice-Chairman
Mauricio Larraín	Member
Marco Colodro	Member

The Market Committee is responsible for:

- Establishing a strategy for the Bank's trading portfolio.
- Establishing the Bank's policies, procedures and limits with respect to its trading portfolio. The Bank's Market Risk Department measures all risks and limits and reports these to the Market Committee.
- Reviewing the evolution of the most relevant local and international markets and monetary policies.

*Role of Santander Spain's Global Risk Division: Market Risk*

In matters regarding Market Risk, the role of Santander Spain's Global Risk Department is to define certain global policies, guidelines and procedures regarding market risk. The information produced by our local Market Risk Department is standardized for the whole group in order to facilitate a consolidation of risks being taken on a global basis. They review daily the consumption of limits and provide valuable input on the evolution of markets, especially regarding the Eurozone.

**C. Operational risk management structure:**

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All issues regarding operational risks in the Bank fall under Operational Risk Department that reports to the Risk Department. Below is an organization chart of this department.

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**NOTE 40****RISK MANAGEMENT, continued:**

All operational risks are measured in this Department and reported simultaneously to local management and the Board through various channels.

1. Audit Committee

Monthly, the Director of Risk and the Manager of Operational Risk inform the Audit Committee of the most important events regarding operational risks. In addition, the Audit Committee also has the role of establishing the main policies and strategies regarding operational risk. The periodic reviews performed by the different operational risk committees are submitted to the Audit Committee, where senior level executive and the board are informed of these events.

The Audit Committee is comprised of the following Board members:

<b>Board member</b>	<b>Position in Committee</b>
Carlos Olivos	Chairman
Víctor Arbulú Crousillat	First Vice Chairman and Financial Expert
Lisandro Serrano	Second Vice Chairman
Juan Pedro Santa Maria	Secretary

2. Integral Risk and Internal Control Committee

The Integral Risk and Internal Control Committee was created as the governing body through which members of the Board, the CRO and senior executives review, among other matters, operational risk topics. See below for more detail of this committee.

*Role of Santander Spain's Global Risk Division: Operational Risk*

In matters regarding operational risk, Santander Spain's Global Risk Department's role is to define certain global policies, guidelines and procedures regarding operational risk. The Corporate Operational Risk Committee is the main body in which the different units of Santander discuss and review the major operational risk events and policies.



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**NOTE 40**

**RISK MANAGEMENT, continued:**

*D. Integral Risk and Internal Control Committee, Board Risk Committee and Chief Risk Officer (CRO):*

In 2012, in order to further strengthen the Board's control over risks, the position of Chief Risk Officer was created with direct reporting to the Board. The functions of the CRO will be to:

- Propose to the Board the general guidelines and risk limits to be assumed by the Bank.
- Coordinate the requirements of regulators and the Bank's internal and external auditors.
- Identify possible emerging risks and changes in the risk profiles being assumed by the Bank.

1. Integral Risk and Internal Control Committee

The Integral Risk and Internal Control Committee was created as the governing body through which members of the Board, the CRO and senior executives review the main risks the Bank faces on an integrated basis and the main body through which risks are discussed with and communicated to senior level executives, Board members and the CEO. The main risks reviewed, discussed and analyzed are:

- Credit risk
- Market risk
- Operational risk
- Solvency risk (BIS)
- Legal risks
- Compliance risks
- Reputational risks

The members of this committee are:

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ROLE	Member	Title
President	Claudio Melandri	CEO
1st vice-President	Oscar von Chrismar	2nd vice-Chairman of the board
2nd vice-President	José Manuel Manzano	Chief Risk Officer
Secretary	Gabriel Montoya	Financial Controller
Member	Marco Colodro	Board Member
Member	Miguel Mata	Chief Financial Officer
Member	Cristian Florence	General Counsel
Member	Juan Fernández	Manager Quality & Transparency
Member	Luis Camarena	Corporate Director of Risk
Member	Francisco Murillo	Corporate Director of Human Resources and Administration
Member	Cristián Cáceres	Internal Control (SOX)
Member	Angel Rebolledo	Manager of Administration & Systems
Member	Oswaldo Alvarez	Manager Market Risk
Member	Fernando Cloppet	Corporate Director of Commercial Banking
Member	Fred Meller	Corporate Director Global Banking & Markets

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 40****RISK MANAGEMENT, continued:**2. Risk Committee

The Risk Committee is comprised of the following Board members:

<b>Board member</b>	<b>Position in Committee</b>
Oscar von Chrismar	Chairman
Marco Colodro	Member
Vittorio Corbo	Member
Roberto Méndez	Member
Raimundo Monge	Member
Juan Pedro Santa María	Member

The Risk Committee is responsible for revising and following all risks that may affect us, including reputation risk, allowing for an integral risk management. This committee serves as the governing body through which the Board supervises the CRO. It also evaluates the reasonability of the systems for measurement and control of risks. This Committee includes the Vice Chairman of the Board and five Board members. Furthermore, the Board Risk Committee was created, and is comprised of the Vice-Chairman of the Bank and four independent board members.

**Credit risk**

Credit risk: this is the risk of one of the parties to a financial instrument failing to meet its contractual obligations for reasons of insolvency or inability of the individuals or legal entities in question, causing a financial loss on the other party. To manage credit risks, the Bank consolidates all elements and components of credit risk exposure (e.g. individual delinquency risk, innate risk of a business line or segment, and/or geographical risk).

***Mitigation of credit risk for loans and accounts receivable***

The Board has delegated the duty of credit risk management to the ALCO and CEC, as well as to the Bank's risk departments, whose roles are summarized below:

- Formulation of credit policies, by consulting with the business units, meeting requirements of guarantees, credit evaluation, risk rating and submission of reports, documentation and legal procedures in compliance with the regulatory, legal and internal requirements of the Bank.
- Establish the structure to approve and renew credit applications. The Bank structures credit risks by assigning limits to the concentration of that risk in terms of individual debtors, debtors groups, industry segment and country. Approval levels are assigned to the correspondent officials of the business unit (commercial, consumer, SMEs) to be controlled permanently by management. In addition, those limits are



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revised constantly. Teams in charge of risk evaluation at branch level interact on a regular basis with customers; however, for large operations, the head office risk teams and even the CEC, work directly with customers to assess credit risks and prepare risk requests. Moreover, Banco Santander Spain participates in the process to approve larger credits; for example, to customers or economical groups with debts over USD 40 million.

- Limit concentrations of exposure to customers or counterparts, in geographic areas or industries (for accounts receivable or loans), and by issuer, credit rating, and liquidity (for investments).
- Develop and maintain the Bank's credit risk classifications, for the purpose of classifying risks according to the degree of exposure to financial loss that is faced by the respective financial instruments, with the aim of focusing risk management specifically on the associated risks.
- Review and evaluate credit risk. Review and evaluate credit risk. Management's risk divisions are largely independent of the Bank's commercial division and evaluate all credit risks in excess of the specified limits, prior to loan approvals for customers or prior to the acquisition of specific investments. Renewals and revisions of loans are subject to similar processes.

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**NOTE 40**

**RISK MANAGEMENT, continued:**

When preparing a credit application for a corporate customer, the Bank verifies several parameters such as debt service capacity (generally including future cash flows), customer's financial record and/or projections for their economic area. The risk division is closely involved in this process. All applications include an analysis of the customer's strengths and drawbacks, a classification and a recommendation. Credit limits are not established over customers' outstanding balances but on the direct and indirect credit risk of the financial group. For example, a corporation would be evaluated together with subsidiaries and affiliates.

Consumer loans are evaluated and approved by their respective risk divisions (individual, PYME), and the evaluation process is based on an evaluation system known as Garra (Hook) (Banco Santander) and Syseva (Santander Banefe). Both of these processes are decentralized, automated, and based on a scoring system that includes the credit risk policies adopted by the Bank's Board. The loan application process is based on a collection of information to determine the customer's financial condition and payment capacity. The parameters used to evaluate an applicant's credit risk include several variables, such as: income level, duration of current employment, indebtedness and credit bureau reports.

- Provide advice, orientation and specialized knowledge to the business units in order to promote the Bank's best practices in credit risk management.

***Mitigation of credit risk of other financial assets (investments, derivatives, commitments)***

As a part of the acquisition process of financial investments and financial instruments, the Bank examines the probability of uncollectibility from issuers or counterparties, using internal and external evaluations, such as risk evaluators that are independent from the Bank.

The Bank is also governed by a strict and conservative policy which ensures that the issuers of its investments and the counterparties in derivative transactions are highly reputable.

In addition, the Bank operates with a variety of instruments which imply credit risk, but are not reflected in the Consolidated Statement of Financial Position, such as: guarantees and bonds, documentary letters of credit, performance bonds, and commitments to grant loans.

Guarantees and bonds imply an irrevocable payment obligation. If a guaranteed customer fails to meet their obligations to third parties secured by the Bank, the Bank will make the relevant payments; hence, these transactions imply the same credit risk exposure as an ordinary loan.

Documentary letters of credit are commitments documented by the Bank on behalf of customers, which are secured by the shipped merchandise to which they relate, and hence, have a lower risk than direct indebtedness. Performance bonds are contingent commitments which become enforceable only if the customer fails to carry out the work agreed upon with a third party and secured by such performance bonds.

In the case of loan commitments, the Bank is potentially exposed to losses for an amount equivalent to the amount unused of the commitment. However, the expected loss amount is lower than the commitment's unused amount. The Bank controls the maturity term of credit lines since generally, long-term obligations have a larger credit risk than short-term ones.

*Maximum credit risk exposure*

For financial assets recorded in the Consolidated Statements of Financial Position, risk exposure equals their book amount. For ceded financial bonds, maximum exposure to credit risk equals the maximum amount the Banks would have to pay if the bond is executed.

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**NOTE 40****RISK MANAGEMENT, continued:**

Below is the distribution by financial asset of the Bank's maximum exposure to credit risk as of December 31, 2012 and 2011, without deduction of collateral or credit improvements received:

		As of December 31,	
		2012	
		Amount of	2011
		exposure	Amount of
	Note	MCh\$	exposure
			MCh\$
Cash and deposits in banks	5	1,250,414	2,793,701
Cash items in process of collection	5	520,267	276,454
Trading investments	6	338,287	409,763
Investments under repurchase agreements	7	6,993	12,928
Financial derivative contracts	8	1,293,212	1,601,896
Loans and accounts receivable from customers and interbank loans (net)	9 and 10	18,416,604	16,946,314
Available for sale investments	12	1,826,158	1,661,311
Off-balance commitments:			
Letters of credit issued	24	199,420	184,649
Foreign letters of credit confirmed	24	113,878	52,889
Guarantees	24	1,046,114	920,986
Available credit lines	24	4,933,335	4,673,525
Personal guarantees	24	139,059	147,081
Other irrevocable credit commitments	24	63,828	95,150
<b>Total</b>		<b>30,147,569</b>	<b>29,776,647</b>

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 40****RISK MANAGEMENT, continued:**

The following table shows loan portfolio information as set forth in our internal scoring policy, described in Note 01 p) Provisions for individual loans as of December 31, 2012 and 2011:

Category	December 31,				2011			
	Individual	Percentage	Allowance	Percentage	Individual	Percentage	Allowance	Percentage
<b>Individualized</b>								
<b>business</b>								
	MCh\$	%	MCh\$	%	MCh\$	%	MCh\$	%
<b>A1</b>	2,114,853	11.15	1,306	0.24	1,510,801	8.67	397	0.08
<b>A2</b>	4,119,414	21.72	14,853	2.70	3,927,846	22.53	6,113	1.25
<b>A3</b>	1,037,593	5.47	26,279	4.78	818,039	4.69	6,763	1.38
<b>B</b>	287,897	1.52	23,095	4.20	269,260	1.54	8,146	1.67
<b>C1</b>	45,104	0.24	902	0.16	28,888	0.17	578	0.12
<b>C2</b>	30,796	0.16	3,080	0.56	26,896	0.15	2,690	0.55
<b>C3</b>	34,685	0.18	8,672	1.58	47,494	0.27	11,873	2.43
<b>C4</b>	28,246	0.15	11,298	2.05	40,879	0.23	16,352	3.35
<b>D1</b>	36,545	0.19	23,754	4.32	36,163	0.21	23,506	4.81
<b>D2</b>	46,246	0.24	41,622	7.57	40,600	0.23	36,280	7.43
<b>Subtotal</b>	<b>7,781,379</b>	<b>41.02</b>	<b>154,861</b>	<b>28.16</b>	<b>6,746,866</b>	<b>38.69</b>	<b>112,698</b>	<b>23.07</b>
	<b>Group</b>				<b>Group</b>			
	MCh\$	Percentage	Allowance	Percentage	MCh\$	Percentage	Allowance	Percentage
		%	MCh\$	%		%	MCh\$	%
<b>Commercial</b>								
Normal portfolio	2,380,961	12.55	33,821	6.15	2,212,368	12.69	36,394	7.45
Default portfolio	417,254	2.20	62,117	11.29	416,039	2.39	60,721	12.43
<b>Subtotal</b>	<b>2,798,215</b>	<b>14.75</b>	<b>95,938</b>	<b>17.44</b>	<b>2,628,407</b>	<b>15.08</b>	<b>97,115</b>	<b>19.88</b>
<b>Mortgage</b>								
Normal portfolio	5,042,551	26.59	17,485	3.18	4,915,967	28.20	17,962	3.68
Default Portfolio	229,030	1.21	18,505	3.36	199,696	1.15	17,671	3.62
<b>Subtotal</b>	<b>5,271,581</b>	<b>27.80</b>	<b>35,990</b>	<b>6.54</b>	<b>5,115,663</b>	<b>29.35</b>	<b>35,633</b>	<b>7.30</b>
<b>Consumer</b>								
Normal portfolio	2,722,492	14.36	126,493	23.00	2,522,156	14.46	93,243	19.09
Default Portfolio	392,985	2.07	136,766	24.86	421,690	2.42	149,779	30.66
<b>Subtotal</b>	<b>3,115,477</b>	<b>16.43</b>	<b>263,259</b>	<b>47.86</b>	<b>2,943,846</b>	<b>16.88</b>	<b>243,022</b>	<b>49.75</b>
<b>Total portfolios</b>	<b>18,966,652</b>	<b>100.00</b>	<b>550,048</b>	<b>100.00</b>	<b>17,434,782</b>	<b>100.00</b>	<b>488,468</b>	<b>100.00</b>



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**NOTE 40****RISK MANAGEMENT, continued:**

Regarding the individual evaluation portfolio, the different categories correspond to:

- A Categories or Normal Portfolios. Constituted by debtors with a payment capacity that allows them to fulfill their financial obligations and commitments and who, according to their financial situation, are not likely to change this condition in the short term.
- B Categories or Substandard Portfolio. Includes debtors with financial difficulties or whose payment capacity has been diminished and about whom the Bank has considerable doubts about the total reimbursement of the capital and interest within the agreed terms, showing they are slightly tight regarding their financial obligations in the short term.
- C and D Categories or Default Portfolio. Constituted by those debtors the Bank consider remote reimbursement since they have an impaired or null payment capacity.

Regarding group evaluation portfolios, all of the operations compounding them are evaluated together.

See Note 32 for the detail of the Bank's impaired loans and their provisions. Also, see Note 21 for a detail of the maturity of the Bank's financial assets.

***Exposure to credit risk in foreign derivative contracts***

As of December 31, 2012, the Bank's foreign exposure including the counterpart risk in the derivative instruments portfolio was USD 1,275 or 2.4% of assets. In the table below, exposure to derivative instruments is calculated by using the equivalent credit risk; which equals the replacement carrying amount plus the maximum potential value, considering the cash collateral that minimizes exposure.

Below, there are additional details regarding our exposure to Spain and Italy, since they are classified above 1 and where most of our exposure to categories other than 1 is. We have no sovereign exposures to Spain or Italy. Below we detail exposure to Italy and Spain as of December 31, 2012, considering fair value of derivative instruments.

Country	Classification	Derivative instruments	Deposits	Loans	Financial investments	Exposure
		(market adjusted)				Total (*)
		MUSD	MUSD	MUSD	MUSD	MUSD

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Spain	2	19.22	24.47	0.00	0.00	43.69
Italy	2	73.51	4.59	0.00	0.00	78.10
<b>Total</b>		<b>92.73</b>	<b>29.06</b>	<b>0.00</b>	<b>0.00</b>	<b>121.79</b>

(\*) The total amount of this exposure to derivative instruments must be compensated daily with collateral and, therefore, the net credit exposure is USD 0.

Our exposure to Spain within the group is as follows:

Counterpart	Country (**)	Classification	Derivative instruments (market adjusted)	Deposits	Loans	Financial investments	Exposure Total (*)
			MUSD	MUSD	MUSD	MUSD	MUSD
Banco Santander Spain	Spain	2	19.22	24.47	0.2	0.0	0.0

(\*) The total amount of this exposure to derivative instruments must be compensated daily with collateral and, therefore, the net credit exposure is USD 0.

(\*\*) We have included our exposure to Santander branches in New York and Hong Kong as exposure to Spain.



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**NOTE 40****RISK MANAGEMENT, continued:*****Impairment of other financial instruments***

As of December 31, 2012 and 2011, the Bank had no significant impairment of its financial assets other than loans and accounts receivable

***Security interests and credit improvements***

The maximum exposure to credit risk is reduced in some cases by security interests, credit improvements, and other actions which mitigate the Bank's exposure. Based on the foregoing, the creation of security interests are a necessary but not a sufficient condition for granting a loan; accordingly, the Bank's acceptance of risks requires the verification of other variables and parameters, such as the ability to pay or generate funds in order to mitigate the risk being taken on.

Procedures for management and valuation of securities are compiled in the internal policies of risk management. Said policies set the basic policies for credit risk management, including the management of securities received in customers' operations. In this sense, the risk management model includes valuating the existence of adequate and sufficient guarantees that allow recovering the credit when the debtor's circumstances prevent them from fulfilling their obligations.

The procedures used for the valuation of security interests conform to best market practices, which provide for the use of appraisals for mortgage securities, market prices for stock securities, value of the interest for investment funds, etc. All collateral received must be properly documented and registered in the appropriate registry, and must be approved by the Bank's legal divisions.

In addition, the Bank has classification tools that allow it to group the credit quality of transactions or customers. To study how this probability varies, the Bank has historical record databases that keep the internally generated information. Classification tools vary according to the analyzed customer (commercial, consumer, SMEs, etc.).

Below is the detail of security interests provided to the Bank as of December 31, 2012 and 2011.

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
<b>Non-impaired financial assets:</b>		
Properties/mortgages	11,462,572	8,285,570
Investments and others	869,036	716,735
<b>Impaired financial assets:</b>		
Properties/mortgages	1,145,721	622,723
Investments and others	105,903	102,906
<b>Total</b>	<b>13,583,232</b>	<b>9,727,934</b>



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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

**NOTE 40**

**RISK MANAGEMENT, continued:**

**Liquidity risk**

Liquidity risk is the risk that the Bank may have difficulty meeting the obligations associated with its financial obligations.

***Liquidity risk management***

The Bank is continually exposed to demands for cash arising from multiple banking transactions such as payments from checking accounts, payments on time deposits, payments of guarantees, disbursements for derivative transactions, etc. As is inherent in banking activity, the Bank does not hold enough cash to cover the balance of these positions, since experience shows that only a minimal amount of these funds will be withdrawn, which amount can be foreseen with a high degree of certainty.

The Bank's approach to liquidity management is to ensure, to the extent possible, that it has enough liquidity to fulfill its obligations to maturity, in normal circumstances and stress conditions, without assuming unacceptable debts or risking the Bank's reputation. The Board establishes limits in a minimal part of available funds close to maturity to fulfill said payments and over a minimum level of interbank operations and other loan facilities that should be available to cover transfers at unexpected demand levels. This is constantly reviewed. On the other hand, the Bank must comply with the regulation limits established by the SBIF for maturity mismatches.

These limits affect the asymmetries of future flows of income and outlays on an individual basis. They are:

- i. mismatches of up to 30 days for all currencies, up to the amount of basic capital;
- ii. mismatches of up to 30 days for foreign currencies, up to the amount of basic capital; and
- iii. mismatches of up to 90 days for all currencies, twice the basic capital.

The Financial Management Division receives information from all business units about the liquidity profile of its financial assets and liabilities in addition to details from other future cash flows that arise from future businesses. Based on this information, the Financial Management Division keeps a short-term liquid assets portfolio, mainly composed of liquid investments, interbank loans and advanced payments, to guarantee that the Bank has enough liquidity. Liquidity needs of business units are fulfilled through short-term transfers from Treasury to cover any short-term variation and long-term financing to address all structural liquidity requirements.

The Bank monitors its liquidity position daily to establish future flows of inflow and outflow. At each month's closing, stress tests are carried out for which a variety of scenarios are used, from normal market conditions to fluctuations. Liquidity policy and procedures are subjected to review and approval of the Bank's Board. There are periodical reports detailing the Bank's and its subsidiaries' liquidity position, including any exception and adopted correcting measures, which are also reviewed periodically by the ALCO.

The Bank relies on customer (retail) and institutional deposits, obligations to banks, debt instruments, and time deposits as its main sources of funding. Although most obligations to banks, debt instruments and time deposits have maturities of more than one year, customer (retail) and institutional deposits tend to have shorter maturities and a large proportion of them are payable within 90 days. The short-term nature of these

deposits increases the Bank's liquidity risk, and hence, the Bank actively manages this risk through continual supervision of the market trends and price management.

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**NOTE 40****RISK MANAGEMENT, continued:**

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.

The following table sets forth the balance of our liquidity portfolio managed by our Financial Management Division in the manner in which it is presented to the Asset and Liability Committee (ALCO) and the Board. The ALCO has determined that our liquidity portfolio must be comprised of cash plus assets that can be readily convertible into cash either through the Chilean Central Bank window, overnight deposits or instruments or the local secondary market. The management of the Bank's liquidity portfolio is performed by the Financial Management Division under rules determined by the ALCO.

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>MCh\$</b>	<b>MCh\$</b>
Financial investments for trading	338,287	409,763
Available for sale investments	1,826,158	1,661,311
Encumbered assets (net) (1)	(151,620)	(348,961)
Net cash (2)	(195)	27,839
Net Interbank deposits (3)	875,537	1,714,013
<b>Total liquidity portfolio</b>	<b>2,888,167</b>	<b>3,463,965</b>

(1) Assets encumbered through repurchase agreements are deducted from the liquidity portfolio

(2) Cash minus reserve requirements

(3) Includes overnight deposits in Central Bank, domestic banks and foreign banks

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**NOTE 40****RISK MANAGEMENT, continued:****Exposure to liquidity risk**

One of the key measures the Bank uses for its liquidity risk management is providing net liquid assets to customers' deposits. To do this, net liquid assets must include cash, cash equivalents and debt investments with an active and liquid market, minus interbank deposits, issued fixed rate securities, loans and other securities that mature next month. A similar, yet not identical measure is used as a calculation to measure the Bank's default with the liquidity limit established by the SBIF, in which the Bank establishes the mismatch between its assets and liabilities according to maturity based on estimated behavior. Mismatch proportion to 30 days regarding capital and 90 days regarding 2 times the capital is shown below:

	As of December 31,	
	2012	2011
	%	%
30 days	51.00	21.00
30 days foreign currency	3.00	17.00
90 days	29.00	53.00

Below is the breakdown by maturity of the assets and liabilities balances of the Bank as of December 31, 2012 and 2011, also considering those off-balance commitments:

As of December 31, 2012	Demand	Up to 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	More than 5 years	Total
Maturity of assets (Note 21)	2,954,752	1,353,187	2,081,752	3,969,599	7,060,705	6,781,988	24,201,983
Maturity of liabilities (Note 21)	(5,396,782)	(5,423,233)	(2,740,256)	(3,219,159)	(3,236,072)	(2,003,864)	(22,019,366)
Net maturity	(2,442,030)	(4,070,046)	(658,504)	750,440	3,824,633	4,778,124	2,182,617
<b>Off-balance commitments:</b>							
Personal guarantees	-	(23,315)	(24,201)	(22,051)	(65,571)	(3,921)	(139,059)
Foreign letters of credit confirmed	-	(4,786)	(22,127)	(40,870)	(46,095)	-	(113,878)
Letters of credit issued	-	(52,056)	(103,153)	(6,351)	(37,860)	-	(199,420)
Guarantees	-	(82,428)	(136,561)	(312,299)	(488,770)	(26,056)	(1,046,114)
<b>Net maturity, including commitments</b>	<b>(2,442,030)</b>	<b>(4,232,631)</b>	<b>(944,546)</b>	<b>368,869</b>	<b>3,186,337</b>	<b>4,748,147</b>	<b>684,146</b>

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As of December 31, 2011	Demand	Up to 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	More than 5 years	Total
	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$	MCh\$
Maturity of assets (Note 21)	3,599,575	2,272,721	1,675,813	3,402,246	6,829,887	6,410,593	24,190,835
Maturity of liabilities (Note 21)	(4,854,055)	(4,955,437)	(3,217,968)	(3,670,122)	(3,389,892)	(1,893,654)	(21,981,128)
Net maturity	(1,254,480)	(2,682,716)	(1,542,155)	(267,876)	3,439,995	4,516,939	2,209,707
<b>Off-balance commitments:</b>							
Personal guarantees	(195)	(22,058)	(31,783)	(27,934)	(59,849)	(5,262)	(147,081)
Foreign letters of credit confirmed	-	(21,653)	(19,091)	(377)	(11,768)	-	(52,889)
Letters of credit issued	(28)	(58,637)	(85,747)	(1,552)	(38,685)	-	(184,649)
Guarantees	(135)	(77,553)	(120,989)	(314,486)	(383,712)	(24,111)	(920,986)
<b>Net maturity, including commitments</b>	<b>(1,254,838)</b>	<b>(2,862,617)</b>	<b>(1,799,765)</b>	<b>(612,225)</b>	<b>2,945,981</b>	<b>4,487,566</b>	<b>904,102</b>

The tables above show cash flows without deducting financial assets and liabilities over estimated maturity base. Future cash flows from these instruments might vary significantly compared to this analysis. For example, we expect that demand deposits remain stable or grow steadily and we do not expect to execute all unrecognized loan obligations. In addition, the above detail excludes available credit lines since they do not have contract-defined maturities.

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### **Banco Santander Chile and Subsidiaries**

### **Notes to the Consolidated Financial Statements**

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### **NOTE 40**

#### **RISK MANAGEMENT, continued:**

#### **Market risk**

Market risk arises as a consequence of the market activity, by means of financial instruments whose value can be affected by market variations, reflected in different assets and financial risk factors. The risk can be diminished by means of hedging through other products (assets/liabilities or derivative instruments) or undoing the open transaction/position. The goal of market risk management is to manage and control market risk exposure within acceptable parameters.

There are four major risk factors that affect market prices: interest rates, exchange type, prices, and inflation. In addition and for certain positions, it is necessary to consider other risks as well, such as spread risk, base risk, commodity risk, volatility or correlation risk.

#### ***Market risk management***

The Bank's internal management of market risk is based mainly on the procedures and standards of Santander Spain, which are in turn based on analysis of three principal components:

- trading portfolio;
- domestic financial management portfolio; and
- foreign financial management portfolio.

The trading portfolio is comprised mainly of investments valued at fair value and free of any restriction on their immediate sale, which are often bought and sold by the Bank with the intent of selling them in the short term in order to benefit from short-term price fluctuations. The financial management portfolios include all the financial investments not considered a part of trading portfolio.

The ALCO is generally responsible for monitoring the Bank's market risk. The Bank's Financial Management Division is responsible for formulating detailed management policies and applying them to the Bank's operations, in conformity with the guidelines adopted by the ALCO and the Global Risk Department of Banco Santander Spain.

The department's functions in connection with financial management portfolios include the following;

- i. applying the Value at Risk (VaR) techniques to measure interest rate risk,
- ii. adjusting the trading portfolios to market and measure the daily income and loss from commercial activities,
- iii. comparing the real VAR with the established limits,
- iv. establishing procedures to prevent losses in excess of predetermined limits, and
- v. furnishing information on the trading activities to the ALCO, other members of the Bank's management and the Global Risk Department of Santander Spain.



The department's functions in connection with financial management portfolios include the following:

- i. performing sensitivity simulations (as explained below) to measure interest rate risk for activities denominated in local currency and the potential loss forecasted by these simulations, and
- ii. providing daily reports thereon to the ALCO, other members of the Bank's management, and the Global Risk Department of Santander - Spain.

***Market risk - trading portfolio***

The Bank applies VaR methods to measure the market risk of its trading portfolio. The Bank has a consolidated commercial position that is made up of fixed income investments, currency trade and a minimum position of share investments. This portfolio is mostly made of Chilean Central Bank bonds, mortgage bonds and corporate bonds issued locally at low risk. As of the date of these financial statements, the trading portfolio did not show investments in another portfolio.

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**NOTE 40****RISK MANAGEMENT, continued:**

For the Bank, VaR estimate is done through the historical simulation method which consists in observing the behavior of profit and loss that might have taken place with the current portfolio if the market conditions of a given time had been present so to, based on that information, infer maximum loss with a determined confidence level. This method has the advantage of reflecting precisely the historical distribution of market values and not requiring any distribution assumption for specific probability. All VaR measures are destined to establish the distribution function for the value change in a given portfolio and, once this distribution is known, to calculate the percentile related to the necessary confidence level, which will match the risk value in virtue of those parameters. According to what the Bank calculated, the VaR is an estimate of the maximum expected loss of value market of a given portfolio in one day, with 99.00% confidence. It is the maximum loss in one day the Bank could expect in a given portfolio with a confidence level of 99.00%. In other words, it is the loss the Bank would have to deal only 1.0% of the time. VaR provides a single estimation of the market risk that cannot be compared between market risks. Returns are calculated using a time window of 2 years or, at least, 520 data points gathered since the reference date in the past to calculate VaR.

The Bank does not calculate three separate VaR. Only one VaR is calculated for the entire trading portfolio which, in addition, is separated into risk types. The VaR program carries out a historical simulation and calculates a G&P Statement for 520 data points (days) for each risk factor (fixed income, currency and variable income). Each risk factor's G&P is added and a consolidated VaR is calculated with 520 data points or days. In addition, the VaR is calculated for each risk factor based on the individual G&P calculated for each. Moreover, a weighted VaR is calculated following the above mentioned method but giving a larger weight to the 30 most recent data points. The highest VaR is reported. In 2011 and 2010, we were still using the same VaR model and the methodology has not changed.

The Bank uses VaR estimates to issue a warning in case the statistically estimated losses for the trading portfolio exceed the cautionary levels and, therefore, there are certain predetermined levels.

**Limitations of the VaR model**

When applying a calculation methodology, no assumptions are made regarding the probability distribution of the changes in the risk factors; the historically observed changes are used for the risk factors on which each position in the portfolio will be valued.

It is necessary to define a valuation function  $f_j(x_i)$  for each instrument  $j$ , preferably the same one used to calculate the market value and income of the daily position. This valuation function will be applied in each scenario to generate simulated prices for all the instruments in each scenario.

In addition, the VaR methodology should be interpreted taking into consideration the following limitations:

- Changes in market rates and prices may not be independent and identically distributed random variables, and may not have a normal distribution. In particular, the assumption of normal distribution may underestimate the probability of extreme market movements;

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- The historical data used by the Bank may not provide the best estimate of the joint distribution of changes in the risk factors in the future, and any modification of the data may be inadequate. In particular, the use of historical data may fail to capture the risk of potential extreme and adverse market fluctuations, regardless of the time period used;
- A 1-day time horizon may not fully capture the market risk positions which cannot be liquidated or covered in a single day. It would not be possible to liquidate or cover all the positions in a single day;
- The VaR is calculated at the close of business, but trading positions may change substantially in the course of the trading day;
- The use of a 99% level of confidence does not take account of, or make any statement about, the losses that could occur outside of that degree of confidence; and
- A model such as the VaR does not capture all the complex effects of the risk factors over the value of the positions or portfolios, and accordingly, it could underestimate potential losses.

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**NOTE 40****RISK MANAGEMENT, continued:**

In 2012 and 2011, the Bank did not, at any time, exceed the VaR limits related to the three elements of the trading portfolio: fixed income investments, variable income investments or foreign currency investments.

The Bank carries out back-testings on a daily basis and, generally, we discover that trading losses exceed the estimated VaR almost one out hundred business days. Also, a maximum VaR limit was established that can be applied over the trading portfolio. Both in 2012 and 2011, the Bank has kept within the maximum limit it established for the VaR, even when the real VaR exceeded estimations.

High, low and average levels for each component and year were as follows:

VaR	2012	2011
	MUSD	MUSD
<b>Consolidated:</b>		
High	4.62	11.02
Low	0.96	2.39
Average	2.33	6.07
<b>Fixed-income investments:</b>		
High	4.99	11.18
Low	0.95	2.54
Average	2.24	6.09
<b>Variable-income investments:</b>		
High	0.07	0.23
Low	0.00	0.00
Average	0.00	0.07
<b>Foreign currency investments:</b>		
High	3.23	3.87
Low	0.03	0.09
Average	0.66	0.90

***Market risk - local and foreign financial management***

The Bank's financial management portfolio includes most of the Bank's non-trading assets and liabilities, including the credit/loan portfolio. For these portfolios, investment and financing decisions are strongly influenced by the Bank's commercial strategies.

The Bank uses a sensitivity analysis to measure market risk for domestic and foreign currencies (not included in the trading portfolio). The Bank carries out a simulation of scenarios that will be calculated as the difference between current flows in the chosen scenario (curve with a parallel movement of 100pb in all its sections) and its value in the base scenario (current market). All positions in domestic currency indexed to inflation (UF) are adjusted by a sensitivity factor of 0.57 which represents a change in the curve of 57 base points in all real rates and 100 base points in

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nominal rates. The same scenario is carried out for net positions in foreign currency and interest rates in USD. In addition, the Bank has established limits regarding maximum loss this kind of movements in interest rates can have over capital and net financial income budgeted for the year.

To establish the consolidated limit, we add the foreign currency limit to the domestic currency limit both for net financial loss limit as well as for the capital and reserves loss limit, using the following formula:

Consolidated limit = square root of  $a^2 + b^2 + 2ab$

a: domestic currency limit

b: foreign currency limit

Since we assume the correlation is 0;  $2ab = 0$ .

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**NOTE 40****RISK MANAGEMENT, continued:**Limitations of the sensitivity models

The most important assumption is using an exchange rate of 100 base points based on yield curve (57 base points for real rates). The Bank uses a 100 base points exchange since sudden changes of this magnitude are considered realistic. Santander Spain's Global Risk Department has also established comparable limits by country, so as to compare, control and consolidate market risk by country in a realistic and orderly fashion.

In addition, the sensitivity simulation methodology should be interpreted taking into consideration the following limitations:

- The simulation of scenarios assumes that the volumes remain in the Bank's Consolidated Statements of Financial Position and are always renewed at maturity, thereby omitting the fact that certain credit risk and prepayment considerations may affect the maturity of certain positions.
- This model assumes an identical change along the entire length of the yield curve and takes no account of the different movements for different maturities.
- The model takes no account of the sensitivity of volumes which results from interest rate changes.
- The limits to losses of budgeted financial income are calculated based on the financial income foreseen for the year, which may not be actually earned, meaning that the real percentage of financial income at risk may be higher than the expected one.

Market risk - Financial management portfolio - December 31, 2012 and 2011

	2012		2011
	Effect		Effect
Effect on financial income	on capital	Effect on financial income	on capital

**Financial management portfolio - local currency (MCh\$)**

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Loss limit	37,300	167,530	22,380	167,530
High	26,233	100,175	19,823	107,745
Low	13,885	85,546	590	71,805
Average	20,054	92,312	9,053	93,328
<b>Financial management portfolio foreign currency (in MUSD)</b>				
Loss limit	40.0	40.0	44.0	44.0
High	24.3	14.7	22.8	16.0
Low	3.7	4.5	3.0	1.2
Average	12.8	11.7	14.1	7.8
<b>Financial management portfolio consolidated (in MCh\$)</b>				
Loss limit	39,200	167,530	37,300	167,530
High	26,437	100,201	21,149	107,845
Low	17,037	85,566	7,032	71,863
Average	21,165	92,457	13,004	93,417

**Operating risk**

Operating risk is the risk of direct or indirect losses stemming from a wide variety of causes related to the Bank's processes, personnel, technology and infrastructure, as well as external factors other than credit, market, or liquidity, such as those related to legal or regulatory requirements. Operating risks arise from all the Bank's operations.

The Bank's objective is to manage operating risk in order to mitigate economic losses and damage to the Bank's reputation through a flexible internal control structure.

The Bank's management has the main responsibility to develop and apply controls to face operating risks. This responsibility is supported by the global development of the Bank's standards for operating risk management in the following areas:

- Requirements for adequate segregation of duties, including independent authorization of transactions
- Requirements for reconciliation and supervision of transactions

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**NOTE 40**

**RISK MANAGEMENT, continued:**

- Compliance with the applicable legal and regulatory requirements
- Documentation of controls and procedures
- Requirements for periodic evaluation of applicable operating risks and improvement of the controls and procedures to address the risks that are identified
- Requirements for disclosure of operating losses and the proposed corrective measures
- Development of contingency plans
- Training and professional development
- Adoption of ethical business standards
- Reduction or mitigation of risks, including acquisition of insurance policies if they are effective

Compliance with the Bank's standards is supported by a program of periodic reviews conducted by the Bank's internal audit unit, whose results are internally submitted to the management of the business unit that was examined and to the CDA.

**Risk Concentration**

The Bank operates mainly in Chile, so most of its financial instruments are concentrated in that country. See Note 10 of the financial statements for a detail of the concentration of the Bank's loans and accounts receivable by industry.

**NOTE 41**

**SUBSEQUENT EVENTS**

Between January 1, 2013 and the date on which these Consolidated Financial Statements were issued (April 30, 2013), no other events have occurred which could significantly affect their interpretation.

**FELIPE CONTRERAS FAJARDO**

**Accounting Manager**

**CLAUDIO MELANDRI HINOJOSA**

**Chief Executive Officer**



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