UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

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

OR

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

for the fiscal year ended December 31, 2004

OR

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

Commission file number 1-14554

BANCO SANTANDER-CHILE

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

(Exact name of Registrant as specified in its charter)

SANTANDER-CHILE BANK

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

(Translation of Registrant s name into English)

Chile

(Jurisdiction of incorporation)

Bandera 140

Santiago, Chile

Telephone: 011-562 320-2000

(Address of principal executive offices)

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

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

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

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

None

(Title of Class)

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

7.375% Subordinated Notes due 2012

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

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

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

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

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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 the Private Securities Litigation Reform Act of 1995. These statements appear throughout this annual report and include statements regarding our intent, belief or current expectations regarding:

- asset growth and alternative sources of funding
- growth of our fee-based business
- financing plans
- impact of competition
- impact of regulation
- exposure to market risks:
  - interest rate risk
  - foreign exchange risk
  - equity price risk
- projected capital expenditures
- liquidity
- trends affecting:
  - our financial condition
  - our results of operation

expected synergies from the merger

projected costs savings from the merger

merger expenses

integration of our computer system

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

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

changes in capital markets in general that may affect policies or attitudes towards lending to Chile or Chilean companies

the monetary and interest rate policies of the Central Bank

inflation

deflation

unemployment

unanticipated turbulence in interest rates

movements in foreign exchange rates

movements in equity prices or other rates or prices

changes in Chilean and foreign laws and regulations

changes in taxes

competition, changes in competition and pricing environments natural disasters

our inability to hedge certain risks economically

the adequacy of loss allowances

technological changes

changes in consumer spending and saving habits

increased costs

unanticipated increases in financing and other costs or the inability to obtain additional debt or equity financing on attractive terms

changes in, or failure to comply with, banking regulations

our ability to successfully market and sell additional services to our existing customers

disruptions in client service

the success of our post-merger branding strategy

successful implementation of new technologies

loss of market share

an inaccurate or ineffective client segmentation model

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

CERTAIN TERMS AND CONVENTIONS

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

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

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

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

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PRESENTATION OF FINANCIAL INFORMATION

Currency and Accounting Principles

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

Loans

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

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

Outstanding loans and the related percentages of Santander-Chile s loan portfolio made up of corporate and consumer loans in the section entitled *Item 4B: Business Overview* are categorized based on the nature of the borrower. Outstanding loans and related percentages of the loan portfolio of Santander-Chile made up of corporate and consumer loans in the section entitled *Item 5D: Asset and Liability*

Management Selected Statistical Information are categorized in accordance with the reporting requirements of the Superintendency of Banks, which are based on the type and term of loans.

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Shareholder s Equity

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

Effect of Rounding

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

Economic and Market Data

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

Exchange Rates

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

Merger Accounting Treatment

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

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

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

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ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

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

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

	As of and for the Year Ended December 31,					
	2000	2001	2002	2003	2004	2004
	(in millions of constant Ch$ as of December 31, 2004)(1)					(in thousands of U.S.$)(1)(2)
CONSOLIDATED INCOME STATEMENT DATA						
Chilean GAAP:						
Interest revenue	666,285	617,389	1,067,232	628,778	783,663	1,399,823
Interest expense	(417,183)	(348,352)	(529,832)	(318,586)	(315,328)	(563,257)
Net interest revenue	249,102	269,037	537,400	310,192	468,335	836,566
Allowances for loan losses	(49,233)	(49,603)	(94,359)	(103,853)	(128,734)	(229,952)
Total fees and income from services, net	41,987	51,493	105,672	114,613	121,611	217,228
Other operating income, net	17,641	13,326	(14,297)	163,456	19,837	35,434
Loan loss recoveries	9,678	12,076	26,003	34,762	47,980	85,705
Other income and expenses, net	3,292	10,628	(33,062)	36,820	43,922	78,457
Operating expenses	(152,763)	(164,032)	(296,745)	(256,465)	(268,277)	(479,212)
Loss from price-level restatement	(12,387)	(8,114)	(13,474)	(7,893)	(11,983)	(21,404)
Income before income taxes	97,639	122,734	191,135	256,870	244,711	437,117

Income (taxes) benefit	(439)	3,771	(28,382)	(44,762)	(45,916)	(82,018)
Net income	98,225	126,505	162,753	212,108	198,795	355,099
Net income per share	0.99	1.28	0.86	1.13	1.05	0.00188
Net income per American Depositary Share(3)	1,031.56	1,328.55	897.35	1,169.48	1,096.07	1.96
Dividends per share(4)	0.59	0.99	1.28	0.86	1.13	0.00189
Dividends per ADS(4)	610.17	1,031.56	1,328.55	897.35	1,169.48	1.95
Weighted-average shares outstanding (in millions)	98,934.2	98,934.2	188,446.1	188,446.1	188,446.1	
Weighted-average shares outstanding (in millions) US GAAP	188,446.1	188,446.1	188,446.1	188,446.1	188,446.1	
U.S. GAAP:						
Net interest income (5)	449,334	495,866	533,531	312,028	466,406	833,121
Provision for loan losses	(58,602)	(74,104)	(68,436)	(88,688)	(65,990)	(117,875)
Amortization of goodwill	41,505	51,786				
Net income	139,205	164,981	142,902	183,148	198,929	355,338
Net income per Share(6)	0.74	0.88	0.76	.97	1.06	0.00189

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	As of and for the Year Ended December 31,					
	2000	2001	2002	2003	2004	2004
	(in millions of constant Ch$ as of December 31, 2004)(1)					(in thousands of U.S.$)(1)(2)
CONSOLIDATED INCOME STATEMENT DATA						
Net income per ADS (6)	767.51	909.62	787.89	1,009.79	1,096.80	1.96
Weighted-average ADS outstanding (in millions) US GAAP	181.377	181.377	181.377	181.377	181.377	
CONSOLIDATED BALANCE SHEET DATA						
Chilean GAAP:						
Cash and due from banks	549,617	591,823	1,012,044	1,008,473	948,249	1,693,816
Investments (7)	607,954	1,005,950	2,585,765	1,961,075	1,989,486	3,553,735
Loans, net of allowances	4,928,538	5,267,550	7,965,204	7,635,176	8,446,353	15,087,353
Loan loss allowances	(95,117)	(100,625)	(173,448)	(172,398)	(173,286)	(309,533)
Other assets	339,087	336,319	210,962	293,257	418,237	747,076
Total assets (5)	6,425,196	7,201,642	12,063,492	11,191,253	12,070,528	21,561,060
Deposits	3,342,840	3,702,954	6,294,188	5,663,750	6,747,265	12,052,348
Other interest-bearing liabilities	2,105,174	2,412,558	4,056,736	3,474,822	3,164,682	5,652,935
Shareholders equity	543,626	574,124	996,497	1,042,623	1,031,754	1,842,977
U.S. GAAP:						
Total assets	10,875,147	12,407,596	11,728,116	10,828,056	11,828,570	21,128,861
Long-term borrowings	3,168,153	3,859,714	3,199,046	2,456,964	1,805,032	3,224,250
Shareholders equity (8)	1,473,305	1,460,882	1,850,517	1,853,670	1,844,883	3,295,433
Goodwill	577,750	536,213	762,187	762,187	762,187	1,361,462

	As of for the Year Ended December 31,				
	2000	2001	2002	2003	2004
CONSOLIDATED RATIOS					
Chilean GAAP:					
Profitability and Performance					
Net interest margin(9)	4.6%	4.5%	4.8%	3.0%	4.4%
Return on average total assets(10)	1.6%	1.9%	1.3%	1.8%	1.7%
Return on average shareholders equity(11)	19.8%	23.2%	16.2%	22.1%	20.2%
Capital					
Average shareholders equity as a percentage of average total assets	8.1%	8.1%	8.3%	8.1%	8.2%
Total liabilities as a multiple of shareholders equity	10.8	11.5	11.1	9.7	11.7
Credit Quality:					
Substandard loans as a percentage of a total loans(12)	2.4%	2.2%	3.2%	3.6%	3.7%
Allowance for loans losses as percentage of total loans	1.9%	2.1%	2.1%	2.2%	2.0%
Past due loans as a percentage of total loans (13)	1.4%	1.3%	2.1%	2.2%	1.5%
Operating Ratios:					
Operating expenses/operating revenue(14)	49.5%	49.1%	47.2%	43.6%	44.0%
Operating expenses/average total assets	2.5%	2.4%	2.3%	2.2%	2.2%
U.S. GAAP:					
Profitability and Performance:					
Net interest margin(15)	4.4%	4.5%	4.7%	3.0%	4.4%
Return on average total assets(16)	1.2%	1.4%	1.2%	1.6%	1.8%
Return on average shareholders equity(17)	10.1%	11.7%	8.6%	9.9%	10.8%

OTHER DATA

Inflation Rate(18)	4.5%	2.6%	2.8%	1.1%	2.4%
Revaluation (Devaluation) Rate (Ch$/U.S.$) at period end(18)	8.5%	14.6%	8.6%	(15.9%)	(6.6%)

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

Note: n/a = not applicable.

(1) Except per share data, percentages and ratios, share amounts, employee numbers and branch numbers.
(2) Amounts stated in U.S. dollars as of and for the year ended December 31, 2004 have been translated from Chilean pesos at the observed exchange rate of Ch$559.83 = U.S.$1.00 as of December 31, 2004. *See Item 3: Key Information Exchange Rates* for more information on the observed exchange rate.
(3) 1 ADS = 1,039 shares of common stock.
(4) The dividends per share of common stock and per ADS are determined based on the previous year s net income. The dividend per ADS is calculated on the basis of 1,039 shares per ADS.
(5) Net interest income and total assets on a U.S. GAAP basis have been determined by applying the relevant U.S. GAAP adjustments to net interest income and total assets presented in accordance with Article 9 of Regulation S-X. S*ee Note 27 to our Consolidated Financial Statements*.
(6) Net income per share in accordance with U.S. GAAP has been calculated on the basis of the weighted-average number of shares outstanding at the end of the period.
(7) Includes principally Chilean government securities, corporate securities, other financial investments and investment collateral under agreements to repurchase.
(8) Shareholders equity as of December 31 of each year.
(9) Net interest revenue divided by average interest earning assets (as presented in *Item 5: Selected Statistical Information*).
(10) Net income divided by average total assets (as presented in *Item 5: Selected Statistical Information*).
(11) Net income divided by average shareholders equity (as presented in *Item 5: Selected Statistical Information*).
(12) Substandard loans in the old rating system included all loans rated B- or worse. In the new loan risk classification system which took effect in 2004, substandard loans include all consumer and mortgage loans rated B- or worse and for commercial loans all loans rated C1 or worse. *See Item5D-Asset and Liability Mangement-Analysis of Substandard Loans and Past Due loans* .
(13) Past due loans are loans that are 90 days or more overdue.
(14) Operating revenue includes Net interest revenue, Total fees and income from services, net and Other operating income, net.
(15) Net interest margin on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to net interest income presented in accordance with Article 9 of Regulation S-X but calculated on a Chilean GAAP basis. *See 27(y) to our Consolidated Financial Statements*.
(16) Net income divided by average total assets. Average total assets were calculated as an average of the beginning and ending balance for each year, and total assets on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to total assets presented in accordance with Article 9 of Regulation S-X. *See Note 27 to our Audited Consolidated Financial Statements.*
(17) Average shareholders equity was calculated as an average of the beginning and ending balance for each year. Shareholders equity on a U.S. GAAP basis has been determined by applying the relevant U.S. GAAP adjustments to shareholders equity presented in accordance with Article 9 of Regulation S-X. *See Note 27(y) to our Audited Consolidated Financial Statements.*
(18) Based on information published by the Central Bank.
(19) The number of employees presented in this table for the years 2000 and 2001 are those of Santiago only, excluding subsidiaries, because consolidated employee information is not available for all years presented.

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Exchange Rates

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

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

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

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

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

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

	Daily Observed Exchange Rate Ch$ Per U.S.$(1)			
Year	**Low(2)**	**High(2)**	**Average(3)**	**Period End**
2000	501.04	580.37	539.49	572.68
2001	557.13	716.62	634.94	656.20
2002	641.75	756.56	689.24	712.38
2003	593.10	758.21	691.54	599.42

2004	559.21	649.45	609.55	559.83
Month				
December 2004	559.66	597.27	576.17	559.83
January 2005	557.40	586.18	574.12	586.18
February 2005	563.22	585.40	573.58	577.52
March 2005	573.55	591.69	586.48	586.45
April 2005	572.75	588.95	580.46	582.87
May 2005	570.83	583.59	578.31	580.20
June 2005 (through June 23rd)	577.73	592.75	586.83	577.73

Source: Central Bank.

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

Dividends

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

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

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

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

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

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

(1) Million of nominal pesos.
(2) Calculated on the basis of 98,934 million shares for 2002 and 188,446 million shares for 2003-2005.
(3) Calculated on the basis of 1,039 shares per ADS.

B. Capitalization and Indebtedness

Not applicable

C. Reasons for the Offer and Use of Proceeds

Not applicable

D. Risk Factors

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

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

Risks Associated with Our Business

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

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

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

The increase in competition within the Chilean banking industry in recent years has led to, among other things, consolidation in the industry. For example, in January 2002, Banco de Chile and Banco de A. Edwards, the third and fifth largest banks in Chile respectively, merged to become the largest Chilean bank at that time. We expect the trends of increased competition and consolidation to continue and result in the formation of new large financial groups. Consolidation, which can result in the creation of larger and stronger competitors, may adversely affect our financial condition and results of operations by decreasing the net interest margins we are able to generate. In addition, the recently enacted Law No. 19,769 allows insurance companies to participate and compete with us in the residential mortgage and credit card businesses.

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

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

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

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

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

Our results of operations are affected by interest rate volatility.

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

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

From December 31, 1999 to December 31, 2004, our aggregate loan portfolio (on an unconsolidated combined basis) grew by 20.5% in nominal terms to Ch$8,600,111 million, while our consumer loan portfolio grew by 56.1% in nominal terms to Ch$906,521 million, excluding lines of credit and calculated in accordance with the loan classification system of the Superintendency of Banks. Because the method of classification of loans used by the Superintendency of Banks for its public information differs in minor respects from that used by us for internal accounting purposes, the foregoing figures may differ from the figures included in our financial statements. The further expansion of our loan portfolio (particularly in the consumer, small and mid-sized companies and real estate segments) can be expected to expose us to a higher level of loan losses and require us to establish higher levels of provisions for loan losses.

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

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

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

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

Risks Relating to Chile

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

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

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

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

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

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

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

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

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

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

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

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

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

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Year	Inflation (CPI)
2000	4.5
2001	2.6
2002	2.8
2003	1.1
2004	2.4

Source: Chilean National Institute of Statistics

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Risks Relating to our ADSs

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

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

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

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

You may be unable to exercise preemptive rights.

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

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

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

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

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ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Overview

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

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

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

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

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

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

Relationship with Banco Santander Central Hispano

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

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

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

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

B. Organizational Structure

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

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

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

Management Team

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

Commercial Structure

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

Operating Structure

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

Sale of Santiago Express Division

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

Capital Expenditures

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

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

C. Business Overview

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

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Retail Banking

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

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

Middle- and upper-income, consisting of individuals with a monthly income of Ch$500,000 (US$893) and above. This segment accounts for 34.6% of our loans as of December 31, 2004.

Lower-middle to middle-income, consisting of individuals with monthly income between Ch$150,000 (US$268) and Ch$500,000 (US$893), which are served through our Banefe division. This segment accounts for 4.6% of our loans as of December 31, 2004.

Small businesses, consisting of small companies with annual sales between Ch$96 million (US$171 thousand) and Ch$800 million (US$1.4 million). As of December 31, 2004, small companies represented approximately 13.0% of our total loans outstanding.

Middle-market companies, consisting of companies with annual sales between Ch$800 million (US$1.4 million) and Ch$3.5 billion (US$6.3 million). As of December 31, 2004, medium-sized companies represented 8.1% of our total loans outstanding.

Wholesale Banking

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

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

Multinationals, consisting of companies with annual sales in excess of Ch$12.5 billion (US$22.3 million). As of December 31, 2004, these clients represented 22.0% of our total loans outstanding.

Large corporations, consisting of companies with annual sales in excess of Ch$3.5 billion (US$6.3 million). As of December 31, 2004, these clients represented 10.7% of our total loans outstanding.

Real estate, consisting mainly of companies in the real estate sector with annual sales in excess of Ch$800 million (US$1.4 million). As of December 31, 2004, these clients represented 5.2% of our total loans outstanding.

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

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

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

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

Operations through Subsidiaries

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

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

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

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

Santander Santiago S.A. Sociedad Securitizadora	99.64	99.64	99.64	99.64
Santander Santiago Corredora de Seguros Santander Ltda.	99.99	99.99	99.99	99.99

Competition

Overview

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

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

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

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

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

Source: Superintendency of Banks (unconsolidated data).

(1) Excluding special-service payment centers.

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

Loans

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

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

Source: Superintendency of Banks (unconsolidated data).

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

Deposits

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

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

Source: Superintendency of Banks (unconsolidated basis).

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

Shareholders equity

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

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

Source: Superintendency of Banks.

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

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Efficiency

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

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

Source: Superintendency of Banks (unconsolidated data).

Return on capital

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

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

Source: Superintendency of Banks (unconsolidated data).

Asset Quality

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

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

Source: Superintendency of Banks (unconsolidated data).

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D. Regulation and Supervision

General

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

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

The Central Bank

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

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

The Superintendency of Banks

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

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

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

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

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

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

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

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

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

Limitations on Types of Activities

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

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

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Deposit Insurance

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

Reserve Requirements

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

first, term liabilities denominated in foreign currency and subject to reserve requirements;

second, if there is any positive difference, demand liabilities denominated in foreign currency and subject to reserve requirements; and

finally, foreign loans subject to reserve requirements. The total amount deductible cannot exceed 70.0% of a bank s effective equity.

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

Minimum Capital

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

Capital Adequacy Requirements

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

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

its subordinated bonds, considered at the issuing price (but decreasing 20.0% for each year during the period commencing six years prior to maturity), but not exceeding 50.0% of its Net Capital Base; and

its voluntary allowances for loan losses, up to 1.25% of risk weighted assets.

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

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

Lending Limits

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

A bank may not extend to any entity or individual (or any one group of related entities), directly or indirectly, unsecured credit in an amount that exceeds 5.0% of the bank s effective equity, or in an amount that exceeds 25.0% of its effective equity if the excess over 5.0% is secured by certain assets with a value equal to or higher than such excess. In the case of foreign export trade financing, the 5.0% ceiling for unsecured credits is raised to 10.0% and the 25.0% ceiling for secured credits to 30.0%. In the case of financing infrastructure projects built through the concession mechanism, the 5.0% ceiling for unsecured credits is raised to 15.0% if secured by a pledge over the concession, or if granted by two or more banks or finance companies which have executed a credit agreement with the builder or holder of the concession;

a bank may not extend loans to another financial institution subject to the General Banking Law in an aggregate amount exceeding 30.0% of its effective equity;

a bank may not directly or indirectly grant a loan whose purpose is to allow an individual or entity to acquire shares of the lender bank;

a bank may not lend, directly or indirectly, to a director or any other person who has the power to act on behalf of the bank; and

a bank may not grant loans to related parties (including holders of more than 1.0% of its shares) on more favorable terms than those generally offered to non-related parties. Loans granted to related parties are subject to the limitations described in the first bullet point above. In addition, the aggregate amount of loans to related parties may not exceed a bank s regulatory capital.

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

Allowance for Loan Losses

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

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

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

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

Models based on the individual analysis of borrowers

Must assign a risk category level to each borrower and its respective loans.

Must consider the following risk factors within the analysis: industry or sector of the borrower, owners or managers of the borrower, their financial situation, their payment capacity and payment behavior.

Must assign one of the following risk categories to each loan and borrower upon finishing the analysis:

Classifications A1, A2 and A3 correspond to borrowers with no apparent credit risk.

Classification B corresponds to borrowers with some credit risk but no apparent deterioration of payment capacity.

Classifications C1, C2, C3, C4, D1 and D2 correspond to borrowers whose loans have deteriorated.

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

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

Models based on group analysis

Suitable for the evaluation of a large number of borrowers whose individual loan amounts are relatively small. These models are intended to be used primarily to analyze loans to individuals and small companies.

Levels of required reserves are to be determined by the Bank, according to the estimated loss that may result from the loans, by classifying the loan portfolio using one or both of the following models:

A model based on the characteristics of the borrowers and their outstanding loans. Borrowers and their loans with similar characteristics will be placed into groups and each group will be assigned a risk level.

A model based on the behavior of a group of loans. Loans with analogous past payment histories and similar characteristics will be placed into groups and each group will be assigned a risk level.

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Additional Reserves

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

Obligations Denominated in Foreign Currencies

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

A bank s risk adjusted net asset (liability) foreign currency position cannot exceed 20% of its Net Capital Base;

Under Central Bank regulations applicable since August 31, 1999, (1) the aggregate amount of our net foreign currency liabilities having an original maturity of less than 30 days cannot exceed our Net Capital Base and (2) the aggregate amount of our net foreign currency liabilities having an original maturity of less than 90 days cannot exceed twice our Net Capital Base; and

After June 30, 2000, the interest rate mismatches of our foreign currency liabilities may not exceed 8.0% of our Net Capital Base.

Capital Markets

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

Legal Provisions Regarding Banking Institutions with Economic Difficulties

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

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Dissolution and Liquidation of Banks

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

Investments in Foreign Securities

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

Rating Agency	Short Term	Long Term
Moody s	P2	Baa3
Standard and Poor s	A3	BBB-
Fitch IBCA	F2	BBB-

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

Rating Agency	Short Term	Long Term
Moody s	P2	Ba3
Standard and Poor s	A3	BB-
Fitch IBCA	F2	BB-

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

Rating Agency	Short Term	Long Term
Moody s	P1	Aa3
Standard and Poor s	A1+	AA-
Fitch IBCA	F1+	AA-

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

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

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E. Property, Plants and Equipment

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

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

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

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

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

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The main software systems used by us are:

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

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Item 5. Operating and Financial Review and Prospects

A. Critical Accounting Policies

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

a) Interest revenue and expense recognition;

b) Foreign currency and derivative activities;

c) Financial investments;

d) Premises and equipment; and

e) Allowance for loan losses.

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

Interest revenue and expense recognition

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

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

Foreign currency and derivative activities

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

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

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

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Financial investments

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

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

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

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

Premises and equipment

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

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

Allowance for loan losses

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

New Regulations

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

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

Goodwill and Intangible Assets with Indefinite Useful Lives

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

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

Differences between Chilean and United States Generally Accepted Accounting Principles

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

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

B. Operating Results

Chilean Economy

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

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

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

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Impact of Inflation

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

The Bank s asset and liabilities are denominated in Chilean nominal pesos, Unidades de Fomento (UF), which are inflation indexed pesos, and foreign currencies. The Bank generally has generally more UF-denominated financial assets than UF-denominated financial liabilities. This means that the Bank is funding assets denominated in Unidades de Fomento with nominal pesos. Therefore, when inflation is positive this results in a gain for the Bank s net interest income.

We maintain a substantial amount of non interest bearing peso-denominated demand deposits. Because such deposits are not sensitive to inflation, any decline in the rate of inflation adversely affects our net interest margin on assets funded with such deposits and any increase in the rate of inflation increases the net interest margin on such assets.

This positive effect of inflation on net income is partially offset by the loss from price level restatement. Chilean GAAP requires that financial statements be restated to reflect the full effects of loss in the purchasing power of the Chilean peso on the financial position and results of operations of reporting entities. The Bank must adjust its capital, fixed assets and other assets for the variations in price levels. Since the Bank s capital is generally larger than the sum of fixed and other assets, when inflation is positive the Bank records a loss from price level restatement.

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

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

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

UF-denominated Assets and Liabilities. The Unidad de Fomento (UF) is revalued in monthly cycles. On every day in the period beginning the tenth day of the current month through the ninth day of the succeeding month, the nominal peso value of the UF is indexed up (or down in the event of deflation) in order to reflect each day a proportional amount of the prior calendar month s change in the CPI. One UF was equal to Ch$16,744.12, Ch$16,920.00 and Ch$17,317.05 at December 31, 2002, 2003 and 2004, respectively. The effect of any changes in the nominal peso value of our UF-denominated assets and liabilities is reflected in our results of operations as an increase (or decrease, in the event of deflation) in interest revenue and expense, respectively. Our net interest revenue will be positively affected by an inflationary environment to the extent that our average UF-denominated assets exceed our average UF-denominated liabilities. Our net interest revenue will be negatively affected by inflation in any period in which our average UF-denominated liabilities exceed our average UF-denominated assets. Our average UF-denominated assets exceeded our average UF-denominated liabilities by Ch$1,035,806 million, Ch$1,176,903 million and Ch$1,214,637 million during the years-ended December 31, 2002, 2003 and December 31, 2004, respectively. *See Item 5D: Asset and Liability Management Selected Statistical Information Average Balance Sheets and Interest Rate Data.*

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

Interest Rates

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

Foreign Exchange Fluctuations

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

Our results of operations may be affected by fluctuations in the exchange rates between the Chilean peso and the U.S. dollar, despite our policy and Chilean regulations relating to the general avoidance of material exchange rate mismatches. Entering into forward exchange transactions enables us to avoid such material exchange rate mismatches. Santander-Chile also sets an absolute limit on the size of Santander-Chile s net foreign currency position. As of December 31, 2004, this was equal to US$200 million. This limit is a useful measure in limiting Santander-Chile s exposure to foreign exchange risk. The limit on the size of the net foreign currency position is determined by the Assets and Liabilities Committee (ALCO) and is calculated and monitored by the Market Risk and Control Department. The Bank also uses a VaR model to limit foreign currency risk. In the years ended December 31, 2002, 2003 and 2004, the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch$11,790 million, Ch$60,249 million and Ch$(34,518) million, respectively. Given the restriction on foreign currency mismatches, the net effect on results of fluctuations in the exchange rate between Chilean pesos and U.S. dollars is not clear.

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

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

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Introduction

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

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

Income before income taxes	191,135	256,870	244,711	437,117	34.4%	(4.7%)
Income taxes	(28,382)	(44,762)	(45,916)	(82,018)	57.7%	2.6%
Net income	162,753	212,108	198,795	355,099	30.3%	(6.3%)

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

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

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

Net interest revenue

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

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

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

2003 and 2004. Our net interest revenue for the year-ended December 31, 2004 increased 51.0% from the same period in 2003, mainly reflecting an increase in our net interest margin from 3.0% to 4.4%, which was principally due to an increase in the yield of dollar-denominated and dollar-indexed interest-earning assets. In the year-ended December 31, 2004, the nominal rate earned on dollar assets reached 1.7%, compared to (4.1%) in the same period of 2003. In 2004, the exchange rate appreciated 6.6% compared to 15.9% in 2003. The gain or loss in book value of dollar indexed interest earning assets is recorded as interest income and therefore, an appreciation of the peso may result in a negative nominal or real rate earned over these assets. In 2003, the stated negative nominal rate resulted from the appreciation of the peso in that period that exceeded the stated interest rate on dollar-denominated or indexed interest-earning assets. In 2004, the appreciation of the peso was inferior to the stated interest rate resulting in a positive nominal rate in the period, resulting in a higher yield earned on dollar denominated and dollar indexed interest-earning assets. The gain or loss in book value of such assets due to exchange rate movements is recorded as interest income.

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

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

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

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

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

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

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

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

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

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

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

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

Provision for loan losses

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

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

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

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

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

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

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

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

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Fee income

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

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

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

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

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

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

The rise in fee income from these products was offset in part by decreases in fee income from checking accounts, automatic teller card fees and payment agency services. The 8.2% decrease in fee income from checking accounts and the 40.0% decrease in ATM card fees were mainly due to a decrease in the average number of accounts resulting from customer service challenges. These challenges arose in connection with integration of the operations of Old Santander-Chile and Santiago and from our current promotional policy, which was adopted in 2004, of waiving certain checking account fees as an incentive to increase the client base and promote increased product usage. As a result of this promotional policy, our customer base has begun to rebound. The total number of checking accounts in retail banking has risen 13.4% between year-end 2003 and year-end 2004. The decrease in fees from payment agency services mainly reflects the sale of our subsidiary *Cobranzas y Recaudaciones Limitada* (C y R) in October 2003, which generated Ch$3,391 million in fees in the first nine months of 2003.

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

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

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

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

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

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

Other operating income (expenses), net

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

The lower gain from foreign exchange transactions was offset in part by a 30.1% increase in unrealized gains on financial investments and realized gains from trading. These gains reflected the increase in the value of our investment securities portfolios resulting from declining interest rates. At December 31, 2004 the 10-year Chilean Central Bank bond was yielding 3.23% in real terms compared to 4.27% as of December 31, 2003. Net gain from trading and mark-to-market of securities in the year-ended December 31, 2004 also included a one-time gain of Ch$17,019 million arising from the sale of a single, large substandard loan and a one-time pre-tax loss of Ch$6,307 million arising from the pre-payment of US$170 million in various senior bonds, which were issued at higher rates of interest than those currently prevailing in the market. These bonds were replaced with lower cost funding which compensates for this one-time loss.

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

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

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

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

Other income and expenses, net

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

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

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

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

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

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

Operating expenses

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

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

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

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

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

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Strengthening of Santander Banefe: This involved the opening of 11 branches in 2004, re-launching of Santander Banefe brand, enlarging the sales force and increasing marketing expenses.

Credit card project: Strengthening of credit card business by increasing expenditures in marketing, financing discounts on various products and improving the credit card technological platform.

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

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

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

Loss from price level restatement

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

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

Income tax

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

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

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C. Liquidity and Capital Resources

Sources of Liquidity

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

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

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

(1) Excludes demand accounts, saving accounts

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

Other Commercial Commitments	Due within 1 year	Due after 1 year but within 3 years	Due after 3 years but within 6 years	Due after 6 years	Total 2004
	(in millions of constant Ch$ as of December 2004)				
Letter of Credit	193,820	1,284			195,104
Guarantees	363,393	6,486	694		370,573

Other commercial commitments	63,691	80,189	162,917		306,797
Total other commercial commitments	620,904	87,959	163,611		872,474

(i) Capital

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

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

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

(ii) Reserves

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

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

	As of December 31,	
	2003	2004
	(in millions of constant Ch$ of December 31, 2004 except for percentages)	
Net capital base	830,515	832,959
3% of total assets net of provisions	(336,205)	(363,177)
Excess over minimum required equity	494,310	469,782

Net capital base as a percentage of the total assets, net of provisions	**7.4%**	**6.9%**
Effective equity	1,107,269	1,231,077
12% of the risk-weighted assets	(909,676)	(991,510)
Excess over minimum required equity	197,593	239,567
Effective equity as a percentage of the risk-weighted assets	**14.6%**	**14.9%**

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(iii) Financial Investments

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

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

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

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

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

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

Unused sources of liquidity

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

2005 improved the outlook for the Bank s long-term deposit rating from Stable to Positive.

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

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Standard &Poor s	**Rating**
LT Foreign Issuer Credit	A
LT Local Issuer Credit	A
ST Foreign Issuer Credit	A-1
ST Local Issuer Credit	A-1
Outlook	Stable

Fitch	**Rating**
Foreign Currency LT Debt	A
Local Currency LT Debt	A+
Foreign Currency ST Debt	F1
Local Currency ST Debt	F1
Outlook	Stable

Working capital

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

Liquidity Management

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

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

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

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

The sum of the liabilities with a maturity of less than 90 days cannot exceed the sum of the assets with a maturity of less than 90 days by more than 2 times a bank s capital. This limit must be calculated in local currency and foreign currencies together as one gap.

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

Cash Flow

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

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

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

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

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

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

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

Deposits and Other Borrowings

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

	Year ended December 31,								
	2002			2003			2004		
	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate	Average Balance	% of Total Average Liabilities	Average Nominal Rate
	(in millions of constant Ch$ as of December 31, 2004, except for percentages)								
Savings accounts	170,125	1.4%	4.0%	164,172	1.4%	1.6%	132,861	1.2%	2.0%
Time deposits	5,018,982	40.1%	4.7%	4,061,772	34.2%	3.1%	4,021,088	35.3%	3.0%
Central Bank borrowings	43,697	0.3%	6.7%	32,612	0.3%	5.0%	36,564	0.3%	4.5%
Repurchase agreements	550,232	4.4%	5.4%	670,605	5.7%	0.0%	623,175	5.5%	2.8%
Mortgage finance bonds	1,770,566	14.1%	8.7%	1,540,953	13.0%	7.1%	1,261,013	11.1%	8.2%
Other interest bearing liabilities	1,495,254	11.9%	6.8%	1,514,724	12.8%	5.3%	1,319,176	11,6%	5.2%
Subtotal interest bearing liabilities	**9,048,856**	**72.2%**	**5.9%**	**7,984,838**	**67.3%**	**4.0%**	**7,393,877**	**65.0%**	**4.3%**

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

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

Composition of Deposits and Other Commitments

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

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

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

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Maturity of Deposits

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

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

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

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

Short-term Borrowings

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

As of December 31,

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

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

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

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

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

Total Borrowings

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

	December 31, 2003		
	Long-term	Short-term	Total

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

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

a) Credit lines for renegotiations of loans

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

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

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

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

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(b) Mortgage finance bonds

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

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

(c) Other borrowings: bonds

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

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

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

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

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

The maturities of these bonds are as follows:

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

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d) Subordinated bonds

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

(1) On July 17, 1997, Santiago issued subordinated bonds abroad, denominated in U.S. dollars, for a total of US$300 million. The bonds carried a nominal interest rate of 7.0% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.

(2) On January 16, 2003, we completed the process of voluntary exchange of our new subordinated notes which will mature in 2012. A total of US$221,961,000 in principal of the previous issue was offered and accepted by the Bank at the moment of the exchange. The bonds carry a nominal interest rate of 7.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.

(3) On October 30, 1998, Old Santander-Chile issued subordinated bonds abroad, denominated in U.S. dollars, for a total of US$200 million. The bonds carry a nominal interest rate of 6.5% per annum, semi-annual interest payments and one repayment of principal after a term of 7 years.

(4) The Series C and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans having a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.5% and 6.0%, respectively with interest and principal payments due semi-annually.

(5) The Series C, D and E Bonds outstanding as of December 31, 2004 are intended for the financing of loans having a maturity of greater than one year. They are linked to the UF index and carry an annual interest rate of 7.0% with interest and principal payments due semi-annually.

(6) On December 9, 2004, the Bank issued subordinated bonds denominated in U.S. dollars, for a total of US$300 million. These bonds carry a nominal interest rate of 5.375% per annum, semi-annual interest payments and one repayment of principal after a term of 10 years.

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

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

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e) Foreign borrowings

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

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

f) Other obligations

Other obligations are summarized as follows:

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

Total other obligations	39,782

Other Off-Balance Sheet Arrangements and Commitments

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Foreign currency and interest rate contracts:

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

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

(b) Contracts expressed in the UF index:

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

Operational leases

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

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

D. Asset and Liability Management

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

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

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

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

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

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

Interest Rate Sensitivity

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

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

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

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

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

Exchange Rate Sensitivity

The regulations of the Central Bank do not permit the difference, whether positive or negative, between a bank s assets and liabilities denominated in foreign currencies (including assets and liabilities denominated in U.S. dollars but payable in pesos, as well as those denominated in pesos and adjusted by the variation of the U.S. dollars exchange rate) to exceed 20% of the bank s paid-in capital and reserves;

provided that if its assets are higher than its liabilities, it may exceed 20% in an amount equal to its allowances and reserves in foreign currency (excluding those that correspond to profits to be remitted abroad). In the years ended December 31, 2002, 2003 and 2004 the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch$11,790 million, Ch$60,249 million and Ch$(34,518) million, respectively.

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

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

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

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

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

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

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

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Capital Expenditures

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

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

Selected Statistical Information

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

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

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

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

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.

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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.

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

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

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

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

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

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

	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate
	(in millions of constant Ch$ as of December 31, 2004, except for rate data)											
ASSETS INTEREST EARNING ASSETS												
Interbank deposits												
Ch$	31,212	1,879	3.0%	6.0%	32,492	1,156	2.6%	3.6%	8,792	323	1.2%	3.7%
UF	39,228	1,612	1.1%	4.1%	2,099	53	1.6%	2.5%	2,366	107	2.0%	4.5%
Foreign currency												
Total	70,440	3,491	1.9%	5.0%	34,591	1,209	2.5%	3.5%	11,158	430	1.3%	3.9%
Financial investments												
Ch$	349,725	18,157	2.2%	5.2%	335,396	12,069	2.6%	3.6%	481,596	13,469	0.3%	2.8%
UF	857,080	69,080	5.0%	8.1%	694,570	36,698	4.3%	5.3%	703,548	48,703	4.3%	6.9%
Foreign currency	1,196,616	102,138	14.4%	8.5%	1,254,980	(111,100)	(24.0%)	(8.9%)	1,147,315	26,953	(6.7%)	2.3%
Total	2,403,421	189,375	9.3%	7.9%	2,284,946	(62,333)	(11.5%)	(2.7%)	2,332,459	89.125	(1.9%)	3.8%
Loans												
Ch$	2,251,146	363,885	12.8%	16.2%	2,436,390	343,849	13.0%	14.1%	2,601,330	335,771	10.2%	12.9%
UF	2,951,918	271,977	6.1%	9.2%	2,543,235	178,003	6.0%	7.0%	2,647,970	206,052	5.2%	7.8%
Foreign currency	1,127,334	49,025	10.0%	4.3%	629,590	14,010	(14.8%)	2.2%	572,681	13,857	(6.7%)	2.4%
Total	6,330,398	684,887	9.2%	10.8%	5,609,215	535,862	6.7%	9.6%	5,821,981	555,680	6.2%	9.5%
Mortgage loans												
Ch$									546	34	3.7%	6.2%
UF	1,608,301	172,312	7.5%	10.7%	1,587,679	138,759	7.7%	8.7%	1,249,238	124,622	7.3%	10.0%
Foreign currency												
Total	**1,608,301**	**172,312**	**7.5%**	**10.7%**	**1,587,679**	**138,759**	**7.7%**	**8.7%**	**1,249,784**	**124,656**	**7.3%**	**10.0%**
Contingent loans												

Ch$	66,259	1,713	(0.4%)	2.6%	48,729	1,271	1.6%	2.6%	74,051	1,433	(0.5%)	1.9%
UF	213,688	1,919	(2.0%)	0.9%	182,398	1,827	0.0%	1.0%	183,770	1,746	(1.5%)	1.0%
Foreign currency	407,746	2,634	6.1%	0.6%	455,186	745	(16.5%)	0.2%	715,406	906	(8.8%)	0.1%
Total	687,693	6,266	3.0%	0.9%	686,313	3,843	(10.8%)	0.6%	973,227	4,085	(6.8%)	0.4%
Past due loans												
Ch$	46,651	10,900	19.8%	23.4%	75,017	11,438	14.2%	15.2%	61,316	9,686	13.0%	15.8%
UF	81,970		(2.9%)	0.0%	105,436		(0.9%)	0.0%	84,088	0	(2.4%)	0.0%
Foreign currency	6,195		5.4%	0.0%	8,725		(16.6%)	0.0%	2,430	0	(8.9%)	0.0%
Total	134,816	10,900	5.4%	8.1%	189,178	11,438	4.3%	6.0%	147,834	9,686	3.9%	6.6%
Total interest earning assets												
Ch$	2,744,993	396,534	11.2%	14.4%	2,928,024	369,783	11.6%	12.6%	3,227,631	360,716	8.5%	11.2%
UF	5,752,185	516,900	5.9%	9.0%	5,115,417	355,340	5.9%	6.9%	4,870,980	381,230	5.2%	7.8%
Foreign currency	2,737,891	153,797	11.4%	5.6%	2,348,481	(96,345)	(20.1%)	(4.1%)	2,437,832	41,716	(7.3%)	1.7%
Total	11,235,069	1,067,231	8.5%	9.5%	10,391,922	628,778	1.6%	6.1%	10,536,443	783,662	3.3%	7.4%

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	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate	Average Balance	Interest Earned	Average Real Rate	Average Nominal Rate
	(in millions of constant Ch$ as of December 31, 2004, except for rate data)											
NON-INTEREST EARNING ASSETS												
Cash												
Ch$	960,956				688,198				604,655			
UF												
Foreign currency	30,584				19,172				15,398			
Total	991,540				707,370				620,053			
Allowance for loan losses												
Ch$	(159,820)				(173,698)				(167,182)			
UF												
Foreign currency												
Total	(159,820)				(173,698)				(167,182)			
Bank premises and equipment, net assets												
Ch$	232,586				229,471				209,240			
UF												
Foreign currency												
Total	232,586				229,471				209,240			
Other assets												
Ch$	46,195				302,268				365,044			
UF	91,310				27,097				20,517			
Foreign currency	89,376				384,552				442,597			
Total	226,881				713,917				828,158			
Total non-interest earning assets												
Ch$	1,079,917				1,046,239				1,011,757			
UF	91,310				27,097				20,517			
Foreign currency	119,960				403,724				457,995			
Total	1,291,187				1,477,060				1,490,269			
TOTAL ASSETS												
Ch$	3,824,910	396,534			3,974,263	369,783			4,239,388	360,716		

UF	5,843,495	516,900	5,142,514	355,340	4,891,497	381,230
Foreign currency	2,857,851	153,797	2,752,205	(96,345)	2,895,827	41,716
Total	12,526,256	1,067,231	11,868,982	628,778	12,026,712	783,662

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	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate
	(in millions of constant Ch$ as of December 31, 2004, except for rate data)											
LIABILITIES AND SHAREHOLDERS EQUITY												
INTEREST BEARING LIABILITIES												
Savings accounts												
Ch$									153	3	(0.5%)	2.0%
UF	170,125	6,889	1.1%	4.0%	164,172	2,575	0.6%	1.6%	132,708	2,588	(0.5%)	2.0%
Foreign currency												
Total	170,125	6,889	1.1%	4.0%	164,172	2,575	0.6%	1.6%	132,861	2,591	(0.5%)	2.0%
Time deposits												
Ch$	2,404,686	115,175	1.8%	4.8%	2,043,428	73,416	2.6%	3.6%	1,799,420	49,204	0.2%	2.7%
UF	1,749,650	106,382	3.0%	6.1%	1,200,048	43,064	2.6%	3.6%	1,427,689	62,253	1.8%	4.4%
Foreign currency	864,646	12,824	7.0%	1.5%	818,296	8,856	(15.7%)	1.1%	793,979	10,419	(7.7%)	1.3%
Total	5,018,982	234,381	3.1%	4.7%	4,061,772	125,336	(1.1%)	3.1%	4,021,088	121,876	(0.8%)	3.0%
Central Bank borrowings												
Ch$	9,011	416	1.6%	4.6%	6,216	165	1.7%	2.7%	17,108	371	(0.3%)	2.2%
UF	34,686	2,490	4.1%	7.2%	26,396	1,479	4.6%	5.6%	19,456	1,268	3.9%	6.5%
Foreign currency												
Total	43,697	2,906	3.6%	6.7%	32,612	1,644	4.0%	5.0%	36,564	1,639	2.0%	4.5%
Repurchase agreements												
Ch$	173,932	8,517	1.9%	4.9%	181,588	8,176	3.5%	4.5%	276,436	16,440	3.4%	5.9%
UF	265,296	17,203	3.4%	6.5%	242,741	(9,960)	(5.0%)	(4.1%)	9,322	(761)	(10.4%)	(8.2%)
Foreign currency	111,004	3,958	9.2%	3.6%	246,276	1,859	(16.0%)	0.8%	337,417	1,560	(8.4%)	0.5%
Total	550,232	29,678	4.1%	5.4%	670,605	75	(6.7%)	0.0%	623,175	17,239	(3.2%)	2.8%
Mortgage finance bonds												
Ch$												
UF	1,770,566	153,754	5.6%	8.7%	1,540,953	109,230	6.1%	7.1%	1,261,013	103,647	5.6%	8.2%
Foreign currency												
Total	1,770,566	153,754	5.6%	8.7%	1,540,953	109,230	6.1%	7.1%	1,261,013	103,647	5.6%	8.2%

Other interest bearing liabilities												
Ch$	133,851	3,303	(0.5%)	2.5%	66,676	1,737	1.6%	2.6%	58,179	1,237	(0.3%)	2.1%
UF	554,578	58,972	7.5%	10.6%	471,713	44,419	8.4%	9.4%	272,666	31,525	8.9%	11.6%
Foreign currency	806,825	39,948	10.75%	5.0%	976,335	33,570	(13.8%)	3.4%	988,331	35,573	(5.6%)	3.6%
Total	1,495,254	102,223	8.5%	6.8%	1,514,724	79,726	(6.2%)	5.3%	1,319,176	68,335	(2.4%)	5.2%
Total interest bearing liabilities												
Ch$	2,721,480	127,411	1.7%	4.7%	2,297,908	83,494	2.7%	3.6%	2,151,296	67,255	0.6%	3.1%
UF	4,544,901	345,690	4.5%	7.6%	3,646,023	190,807	4.2%	5.2%	3,122,854	200,520	3.8%	6.4%
Foreign currency	1,782,475	56,730	8.8%	3.2%	2,040,907	44,285	(14.8%)	2.2%	2,119,727	47,552	(6.8%)	2.2%
Total	9,048,856	529,831	4.5%	5.9%	7,984,838	318,586	(1.1%)	4.0%	7,393,877	315,327	(0.1%)	4.3%

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	Year ended December 31,											
	2002				2003				2004			
	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate	Average Balance	Interest Paid	Average Real Rate	Average Nominal Rate
	(in millions of constant Ch$ of December 31, 2004, except for rate data)											
NON-INTEREST BEARING LIABILITIES												
Non-interest bearing demand deposits												
Ch$	1,706,603				1,708,097				1,753,616			
UF												
Foreign currency												
Total	1,706,603				1,708,097				1,753,616			
Contingent obligations												
Ch$	66,259				48,729				74,051			
UF	213,688				182,398				183,770			
Foreign currency	407,981				455,595				716,520			
Total	687,928				686,722				974,341			
Other non-interest bearing Liabilities												
Ch$	481				1,018,616				896,481			
UF	49,100				137,190				370,236			
Foreign currency	26,325				(625,494)				(343,697)			
Total	75,906				530,312				923,020			
Shareholders equity												
Ch$	1,006,963				959,013				981,858			
UF												
Foreign currency												
Total	1,006,963				959,013				981,858			
Total non-interest bearing liabilities and shareholders equity												
Ch$	2,780,306				3,734,455				3,706,006			
UF	262,788				319,588				554,006			
Foreign currency	434,306				(169,899)				372,823			
Total	3,477,400				3,884,144				4,632,835			
TOTAL LIABILITIES AND SHAREHOLDERS												

EQUITY						
Ch$	5,501,786	127,411	6,032,363	83,494	5,857,302	67,255
UF	4,807,689	345,690	3,965,611	190,807	3,676,860	200,520
Foreign currency	2,216,781	56,730	1,871,008	44,285	2,492,550	47,552
Total	12,526,256	529,831	11,868,982	318,586	12,026,712	315,327

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

	Increase (Decrease) from 2002 to 2003 Due to Changes in				Increase (Decrease) from 2003 to 2004 Due to Changes in			
	Volume	Rate	Rate and Volume	Net Change from 2002 to 2003	Volume	Rate	Rate and Volume	Net Change from 2003 to 2004
	(in millions of constant Ch$ as of December 31, 2004)							
INTEREST EARNING ASSETS								
Interbank deposits								
Ch$	77	(769)	(32)	(724)	(843)	38	(28)	(833)
UF	(1,525)	(623)	589	(1,559)	7	42	5	54
Foreign currency	0	0	0	0	0	0	0	0
Total	(1,448)	(1,392)	557	(2,283)	(836)	80	(23)	(779)
Financial investments								
Ch$	(744)	(5,574)	228	(6,090)	5,261	(2,689)	(1,172)	1,400
UF	(13,098)	(23,796)	4,512	(32,382)	474	11,383	147	12,004
Foreign currency	4,982	(208,074)	(10,149)	(213,241)	9,531	140,582	(12,061)	138,052
Total	(8,860)	(237,444)	(5,409)	(251,713)	15,266	149,276	(13,086)	151,456
Loans								
Ch$	29,944	(46,180)	(3,800)	(20,036)	23,278	(29,368)	(1,988)	(8,078)
UF	(37,655)	(65,371)	9,050	(93,976)	7,330	19,899	819	28,048
Foreign currency	(21,646)	(23,941)	10,570	(35,017)	(1,266)	1,224	(111)	(153)
Total	(29,357)	(135,492)	15,820	(149,029)	29,342	(8,245)	(1,280)	19,817
Mortgage loans								
Ch$							34	34
UF	(2,209)	(31,751)	407	(33,553)	(29,579)	19,626	(4,184)	(14,137)
Foreign currency								
Total	(2,209)	(31,751)	407	(33,553)	(29,579)	19,626	(4,150)	(14,103)
Contingent loans								
Ch$	(453)	14	(4)	(443)	660	(328)	(170)	162
UF	(281)	222	(33)	(92)	14	(95)	(1)	(82)
Foreign currency	306	(1,966)	(229)	(1,889)	426	(169)	(97)	160

Total	(428)	(1,730)	(266)	(2,424)	1,100	(592)	(268)	240
Past due loans								
Ch$	6,628	(3,787)	(2,303)	538	(2,089)	412	(75)	(1,752)
UF	0	0	0	0	0	0	0	0
Foreign currency	0	0	0	0	0	0	0	0
Total	6,628	(3,787)	(2,303)	538	(2,089)	412	(75)	(1,752)
Total interest earning assets								
Ch$	35,452	(56,296)	(5,911)	(26,755)	37,838	(42,550)	(4,354)	(9,066)
UF	(54,768)	(121,319)	14,525	(161,562)	(16,980)	45,021	(2,151)	25,890
Foreign currency	(16,358)	(233,981)	192	(250,147)	(3,666)	136,531	5,195	138,060
Total	(35,674)	(411,596)	8,806	(438,464)	17,192	139,002	(1,310)	154,884

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

UF	(64,468)	(111,453)	21,034	(154,887)	(27,379)	43,308	(6,214)	9,715
Foreign currency	12,530	(18,794)	(6,181)	(12,445)	1,710	1,498	58	3,266
Total	(70,653)	(159,705)	19,109	(211,249)	(30,996)	33,150	(5,412)	(3,258)

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Interest Earning Assets: Net Interest Margin

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

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

(1) Net interest earned is defined as interest revenue earned less interest expense incurred.
(2) Net interest margin is defined as net interest earned divided by average interest earning assets.
(3) Pursuant to Chilean GAAP, Santander-Chile also includes contingent loans as interest earning assets. *See Item 5D: Asset and Liability Management Loan Portfolio Contingent Loans.*

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Return on Equity and Assets; Dividend Payout

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

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

Loan Portfolio

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

	As of December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch$ as of December 31, 2004)				
Commercial loans:					
General commercial loans	1,973,484	2,127,336	3,000,858	2,574,666	3,151,927
Foreign trade loans	261,083	405,540	551,565	443,327	494,527
Interbank loans	15,414	22,361	4,268	146,573	130,983
Leasing contracts	262,394	282,308	437,222	442,654	502,221
Other outstanding loans	773,059	637,366	956,117	849,129	1,337,177
Subtotal commercial loans	3,285,434	3,474,911	4,950,030	4,456,349	5,616,835
Mortgage loans:					
Residential	473,003	504,337	926,325	920,375	341,687
Commercial	559,880	604,780	713,359	610,491	579,342
Subtotal mortgage loans	1,032,883	1,109,117	1,639,684	1,530,866	921,029

Consumer loans	318,743	325,819	734,046	796,465	1,079,913
Past due loans	67,732	70,613	172,617	174,313	131,068
Subtotal	4,704,792	4,980,460	7,496,377	6,957,993	7,748,845
Contingent loans(1)	318,862	387,715	642,275	849,581	870,794
Total loans(2)	5,023,654	5,368,175	8,138,652	7,807,574	8,619,639

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

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

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The loan categories are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Loans by Economic Activity

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

	As of December 31,			
	2003		2004	
	Loan Portfolio	% of Loan Portfolio	Loan Portfolio	% of Loan Portfolio
	(in millions of constant Ch$ as of December 31, 2004,			

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

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

Subtotal	1,548,473	22.2%	1,454,708	18.8%
Consumer Credit	808,831	11.6%	1,090,080	14.1%
Residential Mortgage Loans	1,432,843	20.6%	1,805,859	23.3%
Total	6,957,993	100.0%	7,748,845	100.0%

Foreign Country Outstanding

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

Credit Review Process

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

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

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

Credit Approval: Corporate

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

Credit Approval: Retail Banking

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

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

Approved By	**Maximum approval in Thousands of US$**
Executive Credit Committee	40,000
Senior Committee	20,000

Business Segment Committee	8,000-10,000
Large Companies	10,000
Real estate sector	10,000
Medium-sized companies	8,000
Regional Committee	5,000
Branch committee	300
Companies	300
Mortgage	120
Persons	30

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

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

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

Credit Approval: Banefe

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

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

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

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

	Range in US$ Excludes mortgage loans

Risk Division Manager	Over 12,500
Assistant Risk Division Managers	6,250-12,500
Zone Manager	3,125-6,250
Branch Assistant Manager	1,550-3,125
Credit Analyst	1,170-1,550
Commercial Executive	0-1,170

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Classification of Loan Portfolio

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

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

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

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

Models based on the individual analysis of borrowers

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

- Must assign a risk category level to each borrower and its respective loans.
- Must consider the following risk factors within the analysis: industry or sector of the borrower, owners or managers of the borrower, their financial situation, their payment capacity and payment behavior.
- Must assign one of the following risk categories to each loan and borrower upon finishing the analysis:
  - Classifications A1, A2 and A3 correspond to borrowers with no apparent credit risk.

Classification B corresponds to borrowers with some credit risk but no apparent deterioration of payment capacity.

Classifications C1, C2, C3, C4, D1 and D2 correspond to borrowers whose loans have deteriorated.

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

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

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

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Models based on group analysis

Under the new system, models based on group analysis:

Must be suitable for the evaluation of a large number of borrowers whose individual loan amounts are relatively small. These models are intended to be used primarily to analyze loans to individuals and small companies.

Must involve levels of required reserves determined by the Bank, according to the estimated loss that may result from the loans, by classifying the loan portfolio using one or both of the following models:

Must be based on the characteristics of the borrowers and their outstanding loans. Borrowers and their loans with similar characteristics will be placed into groups and each group will be assigned a risk level.

Must be based on the behavior of a group of loans. Loans with analogous past payment histories and similar characteristics will be placed into groups and each group will be assigned a risk level.

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

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

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

Additional Reserves

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

Old Loan Classification System

For purposes of classification until year-end 2003, loans were divided into consumer loans, residential mortgage loans and commercial loans (which for these purposes include all loans other than consumer loans and residential mortgage loans). In the case of commercial loans, the classification was based on the estimated losses on all of the loans outstanding to the borrower, as determined by us. In the case of consumer and residential mortgage loans, the extent to which payments were overdue determines the classification. Commercial and consumer loans are rated A, B, B-, C or D, while residential mortgage loans were rated only A, B or B-, except loans purchased from the former *Asociacion Nacional de Ahorro y Prestamo*, or National Association of Savings and Loans, which may be classified as C or D. The allowances required for each category of loans, which were established by the Superintendency of Banks, are as follows:

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

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

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

Category A : This category includes loans outstanding to borrowers for whom there exists no doubt as to the ability to repay the loans except to the extent reflected in the loan s original terms, including all interest due, and the revenues generated from the business of the borrower are sufficient to service the debt. If the borrower s business does not generate the revenues needed for debt service, or if repayment depends on revenues generated by another entity, its loans will not be included in this category, even if fully secured.

Category B : This category includes loans outstanding to borrowers who have shown some degree of non-compliance with their obligations under the original conditions of their loans, but whose past financial records and market history indicate that such non-compliance should be temporary. Category B is also the highest category for loans outstanding to borrowers whose source of repayment depends on revenues generated by another entity, and loans outstanding to borrowers whose business does not generate the revenues needed for debt service, but only if the loans are fully secured. The expected loss assigned to the loans classified in this category is less than 5% of the outstanding amounts.

Category B- : This category principally includes loans outstanding to borrowers who are experiencing severe financial difficulty, whose operational revenues or liquid assets are insufficient to service the loans. Also included in this category are loans outstanding to borrowers whose financial history is insufficient or difficult to establish. Loans bearing interest rates that, due to the bank s cost of funds, generate a financial loss of between 5% and 39% of the outstanding amount are also included in this category.

Category C : This category includes loans outstanding to borrowers who are experiencing severe financial difficulty and whose operational revenues or liquid assets are insufficient to service the loans. Loans bearing interest rates that, due to the bank s cost of funds, generate a financial loss of between 40% and 79% of the outstanding amount are also included in this category.

Category D : This category includes loans outstanding to borrowers for which the estimated recovery amount on all loans is 20% or less.

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Analysis of Santander Chile s Loan Classification

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

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

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

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

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

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

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

Percentage evaluated	86.2%	100%	100.0%	89.9%

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	As of December 31, 2003 (in millions of constant Ch$ as of December 31, 2004, except for percentages)				
Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	3,001,615	638,140	1,270,680	4,910,435	69.7%
B	1,632,947	97,657	120,303	1,850,907	26.3%
B-	103,197	31,763	39,445	174,405	2.5%
C	28,662	25,401	2,441	56,474	0.8%
D	32,563	15,871	2	48,436	0.7%
Total of evaluated loans	4,798,984	808,832	1,432,841	7,040,657	100.0%
Total loans	5,565,900	808,832	1,432,841	7,807,574	
Percentage evaluated	86.2%	100.0%	100.0%	90.2%	

	As of December 31, 2004 (in millions of constant Ch$ as of December 31, 2004, except for percentages)				
Category	Commercial Loans	Consumer Loans	Residential Mortgage Loans	Total Loans	Percentage of Evaluated Loans
A	0	912,730	1,680,042	2,592,772	30.1%
A1	418,305	0	0	418,305	4.9%
A2-	3,585,810	0	0	3,585,810	41.6%
A3	639,805	0	0	639,805	7.4%
B	628,455	93,781	86,579	808,815	9.4%
B-	0	33,097	37,158	70,255	0.8%
C	0	30,769	2,079	32,848	0.4%
C1	254,194	0	0	254,194	2.9%
C2	55,364	0	0	55,364	0.6%
C3	31,413	0	0	31,413	0.4%
C4	23,812	0	0	23,812	0.3%
D	0	19,703	1	19,704	0.2%
D1	25,255	0	0	25,255	0.3%
D2	61,287	0	0	61,287	0.7%
Total of evaluated loans	5,723,700	1,090,080	1,805,859	8,619,639	100%
Total loans	5,723,700	1,090,080	1,805,859	8,619,639	
Percentage evaluated	100%	100.0%	100.0%	100%	

Classification of Loan Portfolio Based on the Borrower s Payment Performance

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

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

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

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

Total Loans

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

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

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

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

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

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

Loan Loss Allowances

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

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

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Analysis of Substandard Loans and Amounts Past Due

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

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

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

Analysis of Loan Loss Allowances

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

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

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

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

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

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

	For the Year Ended December 31,				
	2000	2001	2002	2003	2004
	(in millions of constant Ch$ as of December 31, 2004)				

Commercial recoveries	4,230	4,118	10,339	15,397	20,939
Consumer loans	3,939	5,242	14,258	17,929	24,873
Mortgage recoveries	121	400	1,338	1,421	2,168
Recoveries of loans reacquired from the Central Bank	1,388	2,317	68	15	
Total	9,678	12,077	26,003	34,762	47,980

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

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Allocation of the Loan Loss Allowances

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

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

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

As of December 31, 2004			
Allowance amount(1)	Allowance amount as a percentage	Allowance amount as a percentage of	Loans in category as percentage of

		of loans in category	total loans	total loans(2)
Commercial loans	103,166	1.80%	1.20%	62.73%
Consumer loans	51,751	4.76%	0.60%	31.47%
Residential mortgage loans	9,546	0.53%	0.11%	5.80%
Total allocated allowances	164,463	1.91%	1.91%	100.00%
Leasing	8,823	0.10%	0.10%	
Total non-allocated allowances		0.0%	0.00%	
Total allowances	173,286	2.01%	2.01%	

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

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

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

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

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F. Trend Information

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

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

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

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

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

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

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

G. Reconciliation of Non-GAAP Measures

Adjusted net interest margin

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

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

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

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ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Directors

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

Our current directors are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Senior Management

Our senior managers are as follows:

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

Gonzalo Romero	General Counsel	July 18, 2002
Juan Fernández	Administration and Operations	July 18, 2002

Not an employee of Santander Chile

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Compensation

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

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

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

C. Board Practices

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

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

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

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

NYSE Listed Company Requirement	Santander Chile Corporate Governance Standard
Non-management directors must meet at regularly scheduled executive sessions without management.	Under Chilean law, a company s executive officers may not serve as such company s directors. As a result, our board consists entirely of non-management directors, making separate meetings unnecessary.
Shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto.	Because our compensation policies do not provide for equity compensation, such shareholder votes currently are not necessary. However, shareholders would not be entitled to vote if we chose to implement an equity compensation plan in the future.
Listed companies must adopt and disclose corporate governance guidelines.	We follow the corporate governance guidelines established under Chilean laws, a summary of which is included in this 20-F.
Listed companies must adopt and disclose a code of business conduct and ethics for directors and employees, and promptly disclose any waivers of the code for directors or executive officers.	We have a code of business ethics and conduct which must be signed by all employees and are included as exhibits to this 20-F.

Summary of Corporate Governance Standards

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

Board of Directors mainly composed of professionals not related to Santander Central Hispano, our parent company.

Active participation of Directors in main committees of the Bank.

All personnel must subscribe to a code of ethics and good conduct. Those who interact directly with the capital markets must also subscribe to an additional code of conduct.

Segregation of functions in order to assure adequate of risks. Commercial areas separated from back office areas. Risk management independent of commercial areas. Main credit decisions taken in committees.

Internal Auditing Area clearly independent from the Administration.

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

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

Equal treatment for all shareholders. One share = one vote.

Monthly publication of the Bank s results by the Superintendency of Banks.

Quarterly report of a detailed analysis of Bank results published by us 30 days after the close of each quarter.

Quarterly conference call open to the public.

All information relevant to the public available immediately on the web page www.santandersantiago.cl.

Ample and periodic coverage of Bank by international and local stock analysts.

The Bank has five credit risk ratings by five independent rating agencies, local and international.

Directors and Auditing Committee

Board member	Position in Committee
Juan Colombo C.	Chairman
Benigno Rodríquez. R.	Vice Chairman
Víctor Arbulú.C.	Member

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

Additionally this committee is responsible for:

Presenting to the Directors Committee or the board of directors a list of candidates for the selection of an external auditor.

Presenting to the Directors Committee or the board or directors a list of candidates for the selection of rating agencies.

Overseeing and analyzing the results of the external audit and the internal reviews.

Coordinating the activities of internal auditing with the external auditors review.

Analyzing the interim and year-end financial statements and reporting the results to the board of directors.

Analyzing the external auditors reports and their content, procedures and scope.

Analyzing the rating agencies reports and their content, procedures and scope.

Obtaining information regard the effectiveness and reliability of the internal control systems and procedures.

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Analyzing the information systems performance, its sufficiency, reliability and use in connection with decision-making processes.

Obtaining information regarding compliance with the company s policies regarding the due observance of laws, regulations and internal rules to which the company is subject.

Obtaining information and resolve conflict interest matters and investigating suspicious and fraudulent activities.

Analyzing the reports of the inspection visits, instructions and presentations of the Superintendency of Banks.

Obtaining information, analyzing and verifying the company s compliance with the annual audit program prepared by the internal audit department.

Informing the board of directors of accounting changes and their effect.

Asset and Liability Committee

Board member	Position in Committee
Mauricio Larraín.	Chairman
Roberto Zahler.	Member
Juan Andrés Fontaine.	Member

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

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

Executive Credit Committee

Board member	Position in Committee
Mauricio Larraín.	Chairman
Carlos Olivos.	Member
Roberto Méndez.	Member

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

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Marketing and Communications Committee

Board member	Position in Committee
Mauricio Larraín.	Chairman
Roberto Méndez	Member

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

D. Employees

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

Employees	2004
Executives	509
Professionals	3,131
Administrative	3,740
Total	7,380

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

E. Share Ownership

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

Director	Number of Shares

Mauricio Larraín G	568
Juan Andrés Fontaine T	561,954
José Manuel Manzano T	187,145
Juan Fernández F	35,536

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

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

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ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

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

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

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

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

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

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

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

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

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B. Related Party Transactions

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

Loans granted to related parties

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

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

(1) Includes companies whose purpose is to hold shares in other companies.
(2) Includes debt obligations that are equal to or greater than UF 3,000, equivalent to MCh$52 as of December 31, 2004.

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

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

a bank may not grant loans to individuals or legal entities involved in the ownership or management of the bank, whether directly or indirectly (including holders of 1.0% or more of its shares), on more favorable terms than those generally offered to non-related parties. Loans may not be extended to senior executives and to companies in which such individuals have a participation of 5.0% or more of the equity or net earnings in such companies. The aggregate amount of loans to related parties may not exceed a bank s effective net worth; and

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

Other transactions with related parties:

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

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

C. Interests of Experts and Counsel

Not applicable.

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ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Financial Information

See Item 18.

Foreign Country Outstanding Loans

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

Legal Proceedings

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

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

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

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

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

Dividends and dividend policy

See Item 3: Selected Financial Data Dividends .

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ITEM 9. THE OFFER AND LISTING

A. Historical Trading Information

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

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

Sources: Santiago Stock Exchange Official Quotation Bulletin; NYSE.

(1) Pesos per share reflect nominal price at trade date.
(2) Price per ADS in U.S.$; one ADS represents 1,039 shares of common stock.

B. Plan of Distribution

Not applicable

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C. Nature of Trading Market

Nature of Trading Market

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

D. Selling Shareholders

Not Applicable.

E. Dilution

Not Applicable.

F. Expenses of the Issue

Not Applicable.

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ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

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

Merger of Old Santander-Chile and Banco Santiago

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

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

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

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

B. Memorandum and Articles of Association

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

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

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Meetings and Voting Rights

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

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

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

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

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

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

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

Capitalization

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

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

Approval of Financial Statements

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

Registrations and Transfers

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

Dividend, Liquidation and Appraisal Rights

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

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

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

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

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

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

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

Ownership Restrictions

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

- Any direct or indirect acquisition or sale of shares that results in the holder s acquiring or disposing, directly or indirectly, of 10.0% or more of an open stock corporation s share capital; and

- any direct or indirect acquisition or sale of shares or options to buy or sell shares, in any amount, if made by a holder of 10.0% or more of an open stock corporation s capital or if made by a director, liquidator, main officer, general manager or manager of such corporation.

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

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

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

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

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

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

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

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

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

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

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

a principal and its agents;

spouses and relatives up to certain level of kindred;

entities within the same business group; and

an entity and its controller or any of its members.

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

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

a company and its controller,

all the companies with a common controller and the latter,

all the entities that the Superintendency of Securities and Insurance declare to be part of the business group due to one or more of the following reasons:

a substantial part of the assets of the company is involved in the business group, whether as investments in securities, equity rights, loans or guaranties,

the company has a significant level of indebtedness and that the business group has a material participation as a lender or guarantor,

when the controller is a group of entities, that the company is a member of a controller of the entities mentioned in the first two bullets above and there are grounds to include it in the business group,

when the controller is a group of entities, that the company is controlled by a member of the controlling group and there are grounds to include it in the business group.

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

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

the merger of two or more banks;

the acquisition of all or a substantial portion of a bank s assets and liabilities by another bank;

the control by the same person, or controlling group, of two or more banks; or

a substantial increase in the share ownership by a controlling shareholder of a bank.

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

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

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that the technical reserve established in Article 65 of the General Banking Law be applicable when deposits exceed one and a half times the resulting bank s paid-in capital and reserves; or

that the margin for interbank loans be diminished to 20.0% of resulting bank s effective equity.

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

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

Preemptive Rights and Increases of Share Capital

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

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

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

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Amendment of Santander-Chile By-laws

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

Increase of Capital Stock: According to Santiago s by-laws, Santiago s capital stock consisted of 98,934,216,567 ordinary shares. On June 18, 2002, 98,934,216,567 ordinary shares of Santiago and 8,434,687 Santiago ADSs were issued and outstanding. To complete the merger, 89,511,910,227 Santiago shares were required to be issued to holders of Old Santander-Chile ordinary shares and ADSs.

Election of alternate directors: the election of the principal directors is held separately from that of the alternate directors.

Board of directors vacancies: under the amendment, the replacements chosen by the board of directors may be re-elected or confirmed in the next shareholders meeting, without being necessary the election of a new board of directors.

Board of directors meetings: under the amendment, if voting of a resolution by the board of directors result in a tie, the Chairman will cast the deciding vote.

Voluntary liquidation: under the amendment, the shareholders committee appointed in the event of a voluntary liquidation will consist of three members whose remuneration will be fixed by the board of directors.

Change of name: change in name of Santiago to Banco Santander-Chile.

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

C. Material Contracts

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

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

Santander-Chile will transfer to Banco Paris (in formation) part of the financial assets and branch network of Santander-Chile s Santiago Express division, and the hiring of this division s personnel, which will be the core structure of the future Banco Paris. The final value of this transaction is subject to due diligence, which should be concluded in 2004.

Santander-Chile has the option to acquire from Almacenes Paris the financial assets of the Prime (high-income) customers of Almacenes Paris, which will become part of the Bank s retail banking business segment.

Santander-Chile will technically evaluate the access of Almacenes Paris and Banco Paris customers to Banco Santander-Chile s ATM network, the largest in Chile.

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Santander-Chile and Almacenes Paris will develop and extend all their loyalty and affinity programs, offering innovative and exclusive benefits to both client bases.

Santander-Chile customers will be allowed to use their debit cards in Almacenes Paris stores.

Almacenes Paris will also distribute through its retail stores some of Santander-Chile s financial products and services.

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

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

D. Exchange Controls

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

1. The elimination of the requirement to seek authorization before executing capital inflows related to foreign loans, investments, capital increases, bonds and ADRs.

2. Elimination of the requirement to seek authorization before executing capital outflows related to returns of capital, dividends and other benefits stemming from capital investments, as well as foreign debt prepayments.

3. Elimination of the requirement to seek authorization before executing capital inflows related to the repatriation of capital, profits and other benefits stemming from investments abroad made by resident investors.

4. Elimination of the encaje, or one-year reserve requirement. Although the encaje had been reduced to 0% before, the restriction still existed, allowing the Central Bank to raise it again. Pursuant to the Compendium of Foreign Exchange Regulations, foreign investors acquiring shares or securities in Chile after July 4, 1995 were required to maintain a mandatory reserve (encaje) for one year in the form of a U.S. dollar deposit with the Central Bank, in a non interest bearing account, in an amount equal to 30% of the amount of the proposed investment. On June 26, 1998, the encaje was reduced to 10%, and on September 17, 1998, it was reduced to 0%.

5. The elimination of a minimum risk rating requirement for Chilean companies to place bonds abroad.

6. The elimination of restrictions regarding the currency denomination of bond placements and loans.

7. The elimination of the restrictions to place ADRs (up to now, Chilean companies could only place ADRs through capital increases).

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

E. Taxation

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

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

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

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

Taxation of Dividends

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

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

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

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

Taxation of Capital Gains

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

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

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

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

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

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

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

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

A foreign institutional investor is an entity that is either:

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

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

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

register in a special registry with the Chilean Internal Revenue Service.

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

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

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

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

Other Chilean Taxes

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

Withholding Tax Certificates

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

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

U.S. Federal Income Tax Considerations

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

- certain financial institutions;
- insurance companies;

dealers and traders in securities or foreign currencies;

persons holding shares or ADSs as part of a hedge, straddle or conversion transaction;

persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;

partnerships or other entities classified as partnerships for U.S. federal income tax purposes;

persons liable for the alternative minimum tax;

tax-exempt organizations;

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

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

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

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

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

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

Taxation of Distributions

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

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

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

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Sale and Other Disposition of Shares or ADSs

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

Passive Foreign Investment Company Rules

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

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

Information Reporting and Backup Withholding

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

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

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

The documents concerning Santander-Chile which are referred to in this Annual Report may be inspected at our offices at Bandera 140 Santiago, Chile. We are, and Santiago and Old Santander-Chile were, subject to the information reporting requirements of the Exchange Act, except that, as a foreign issuer, we are not subject to the proxy rules or the short-swing profit and disclosure rules of the Exchange Act. In accordance with these statutory requirements, we file or furnish reports and other information with the SEC. Reports and other information filed or furnished by us with the SEC may be inspected and copied at the public reference facilities maintained by the SEC at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the SEC s Regional Office at Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60611-2511. Copies of such material may be obtained by mail from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Section by calling the SEC at 1-800-732-0330. The SEC maintains a World Wide Web site on the Internet at http://www.sec.gov that contains reports and information statements and other information regarding us. The reports and information statements and other information about us can be downloaded from the SEC s website and can also be inspected and copied at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Introduction

This section describes the market risks that we are exposed to, the tools and methodology used to control these risks, the portfolios over which these market risk methods were applied and quantitative disclosure that demonstrate the level of exposure to market risk that we are assuming. This section also discloses the derivative instruments that we use to hedge exposures and offer to our clients.

The principal types of risk inherent in Santander-Chile s business are market, liquidity, operational and credit risks. The effectiveness with which we are able to manage the balance between risk and reward is a significant factor in our ability to generate long-term, stable earnings growth. Toward that end, our senior management places great emphasis on risk management.

Our relationship with Banco Santander Central Hispano has allowed us to take advantage of Banco Santander Central Hispano s banking policies, procedures and standards, especially with respect to credit approval and risk management. Banco Santander Central Hispano has successfully used these policies and expertise in the Spanish and other banking markets, and our management believes that such policies and expertise have a beneficial effect upon our operations.

Market Risk

Market risk is the risk of losses due to unexpected changes in interest rates, foreign exchange rates, inflation rates and other rates or prices. We are exposed to market risk mainly as a result of the following activities:

trading financial instruments, which exposes us to interest rate and foreign exchange rate risk;

engaging in banking activities, which subjects us to interest rate risk, since a change in interest rates affected gross interest income, gross interest expense and customer behavior;

engaging in banking activities, which exposes us to inflation rate risk, since a change in expected inflation affects gross interest income, gross interest expense and customer behavior; and

investing in assets whose returns or accounts are denominated in currencies other than the Chilean peso, which subjects us to foreign exchange risk between the Chilean peso and such other currencies.

Market Risk Exposure Categories

Inflation

Although Chilean inflation has moderated in recent years, Chile has experienced high levels of inflation in the past. High levels of inflation in Chile could adversely affect the Chilean economy and have an adverse effect on our business, financial condition and results of operations. In 2004, inflation reached 2.4% due to a slight improvement in internal demand and rises in international oil prices.

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

Peso-Denominated Assets and Liabilities. Rates of interest prevailing in Chile during any period reflect in significant part the rate of inflation during the period and expectations of future inflation. The Central Bank in the first half of 2002 announced that all bonds with a maturity of up to 5 years will be denominated in nominal rates. Previously most notes with a maturity grater than one year were indexed to the UF. The majority of short-term fixed-income instruments with a maturity of less than 1 year are denominated in nominal terms.

Interest Rates

Interest rates earned and paid on Santander-Chile s assets and liabilities reflect to a certain degree inflation and expectations regarding inflation as well as shifts in short-term rates related to the Central Bank s monetary policies. The Central Bank manages short-term interest rates based on its objectives of balancing low inflation and economic growth. In the first half of 2004, the Central Bank continued to relax monetary policy in response to sluggish internal consumption and investment growth figures accompanied by low levels of inflation and low international interest rates. In the second half of 2004, the Chilean economy began to show strong signs of recovery and the Central Bank commenced tightening monetary policy. As of May 2005, the interbank reference rate set by the Central Bank was set at 3.00% in nominal terms.

Foreign Exchange Fluctuations

Changes in the value of the Chilean peso against the U.S. dollar could adversely affect the financial condition and results of operations of Santander-Chile. Santander-Chile had a policy of minimizing the effect of the fluctuation of the exchange rate on its results and balance sheet. The Chilean peso has been subject to large devaluation in the past, including a decrease of 14.7% in 2001 and 8.6% in 2002, and may be subject to significant fluctuations in the future. In 2003, the Chilean peso appreciated 15.9% against the dollar. In 2004 the Chilean peso depreciated 6.6% against the U.S. dollar.

Our results of operations may be affected by fluctuations in the exchange rates between the Chilean peso and the U.S. dollar, despite our policy and Chilean regulations relating to the general avoidance of material exchange rate mismatches. Entering into forward exchange transactions enables us to limit such material exchange rate mismatches. In the years ended December 31, 2002, 2003 and 2004, the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch$11,790 million, Ch$60,249 million and Ch$(34,518) million, respectively. The daily amount of the foreign currency gaps varies considerably day to day given the nature of our business and the change in the size of the foreign currency gap at each year is not necessarily indicative of a rise in foreign currency exposure in the year. Therefore, the Bank sets a limit to the maximum size of the foreign exchange gap which is US$ 200 million and measures the foreign exchange and interest rate risk produced by foreign currency gaps using a value at risk and sensitivity analysis models. *Please See Item 11-Market Risk.*

Asset and Liability Management

Our policy with respect to asset and liability management is to capitalize on our competitive advantages in treasury operations, maximizing our net interest revenue and return on assets and equity considering interest rate, liquidity and foreign exchange risks, while remaining within the limits provided by Chilean banking regulations. Subject to these constraints, we occasionally take mismatched positions with respect to interest rates and foreign currencies. Our asset and liability management policies are developed by the Asset and Liabilities Committee following guidelines and limits established by Banco Santander Central Hispano s Global Risk Department and our Market Risk and Control Department.

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Asset and Liability Committee

The *Comité de Activos y Pasivos* or the Asset and Liability Committee (the ALCO), following guidelines set by Santander Central Hispano s Global Risk Department, is responsible for establishing our policies, procedures and limits with respect to market risks and monitoring our overall performance in light of the risks assumed. The ALCO constantly monitors whether these policies are fulfilled. Our Market Risk and Control Department and the Finance Division carry out the day-to-day risk management of the trading and non-trading activities of Santander-Chile. The Asset and Liabilities Management Committee includes the Chairman of the Board, two members of the Board, the Chief Executive Officer, the Manager of the Finance Division, the Manager of Corporate Risk, the Financial Controller and other senior members of management. Senior members of Santander-Chile s Finance Division meet monthly with the Asset and Liabilities Management Committee and outside consultants.

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

	December 31, 2004				
	Ch$	UF	Foreign Currency	Total	Percentage
	(in millions of constant Ch$ as of December 31, 2004 except percentages)				
Assets					
Cash and due from banks	721,549		226,700	948,249	7.9%
Other assets:(1)					
Less than one year	2,716,340	1,100,959	818,377	4,635,676	38.4%
From one to three years	866,501	1,056,494	186,931	2,109,926	17.5%
More than three years	340,251	3,021,630	501,643	3,863,524	32.0%
Bank premises and equipment and other	465,690	2,272	218,477	686,439	5.7%
Allowance for loan losses	(173,286)			(173,286)	(1.4)%
Total	4,937,045	5,181,355	1,952,128	12,070,528	100.0%
Percentage of total assets	40.9%	42.9%	16.2%	100.0%	
Liabilities and Shareholders Equity					
Non-interest bearing deposits	1,872,582	288,647	118,450	2,279,679	18.9%
Other liabilities:(1)					
Less than one year	2,479,502	2,182,039	1,733,623	6,395,164	53.0%
From one to three years	20,768	473,779	175,990	670,537	5.6%
More than three years	9,839	994,441	689,114	1,693,394	14.0%
Shareholders equity	832,959			832,959	6.9%
2003 net income	198,795			198,795	1.6%
Total	5,414,445	3,938,906	2,717,177	12,070,528	100.0%
Percentage of total liabilities and shareholders equity	44.9%	32.6%	22.5%	100.0%	

(1) Other assets include Santander-Chile s rights under forward foreign exchange contracts, and other liabilities include Santander-Chile s obligations under forward foreign exchange contracts. For purposes of Santander-Chile s financial statements, Santander-Chile s rights and obligations under forward foreign exchange contracts are included on a net basis.

We generally maintain more Chilean peso-denominated liabilities than Chilean peso-denominated assets and more UF-denominated assets than UF-denominated liabilities. In the context of a rising CPI, this has a positive impact on our net income by generating net income from adjustments of the UF that exceed losses arising from price-level restatements. This effect would be expected to decrease significantly if rates of inflation decrease and vice-versa.

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Interest Rate Sensitivity

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

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

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

As the following table reflects, the bank has, in general, more liabilities than assets in the periods of one year or less as 58.5% of our funding comes from time deposits, of which 60.8% have a maturity of 90 days or less. This is common in the industry. However, our exposure to potential changes in short-term nominal peso interest rates is reduced by the fact that at December 31, 2004 we had a positive gap in the 30 days or less maturity period. In 2004 the Central Bank set interest rates at a record low level, but in the second half of the year the economy gained momentum and short-term interest rates began to rise. Therefore, the Bank increased the maturity of some deposits to the extent possible to minimize the initial negative impact a rise in short-term interest rates has on the Bank s net interest income. The majority of assets and liabilities with a maturity of 90 days or less are denominated in nominal pesos. Ninety days or more is also the most common repricing period for UF-denominated time deposits. In the case of interest earning assets and interest-bearing liabilities denominated in UF, our exposure to changes in interest rates is reduced by the fact that a significant portion of the interest rate earned or paid on such assets or liabilities is indexed to reflect the daily effect of inflation, and as a result our gap position is limited to variations in the real interest rate among such assets and liabilities. Further, substantially all of our foreign currency-denominated loans were funded by foreign currency borrowings and time deposits with comparable maturity or repricing dates. Moreover, mortgage loans which have 8 to 20-year terms were generally financed through mortgage finance bonds or senior issued for the same terms and in the same currency.

	As of December 31, 2004							
	Up to 30 days	31-60 days	61-90 days	91-180 days	181-365 days	1-3 years	Over 3 years	Total
	(in millions of constant Ch$ as of December 31, 2004, except for percentages)							
Interest-earning assets:								
Interbank deposits	178,640							178,640
Financial investments	457,933	28,595	33,227	59,561	239,023	316,214	854,933	1,989,486
Loans	1,515,111	257,592	251,897	500,702	609,611	1,409,515	2,152,320	6,696,748
Mortgage loans	10,518	6,895	6,932	20,919	42,808	163,749	669,208	921,029
Contingent loans	105,805	88,220	32,195	122,419	114,646	220,447	187,062	870,794
Past due loans	131,068							131,068

Total interest-earning assets	2,339,075	381,302	324,251	703,601	1,006,088	2,109,925	3,863,523	10,787,765

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	As of December 31, 2004							
	Up to 30 days	31-60 days	61-90 days	91-180 days	181-365 days	1-3 years	Over 3 years	Total
Interest-bearing liabilities:								
Deposits	1,538,751	716,326	462,206	657,449	798,536	273,881	20,437	4,467,586
Central Bank borrowings	323,363	2,436	12	6,415	6,415			338,371
Investment under agreements to repurchase	346,808	84,510	803	676				432,797
Mortgage finance bonds	14,294	1,812	3,012	25,573	51,979	199,908	661,873	958,450
Other obligations	72,662	74,933	101,145	144,573	196,261	107,360	738,130	1,435,064
Total interest-bearing liabilities	2,295,878	880,017	567,178	834,686	1,052,921	581,149	1,420,440	7,632,268
Asset/liability gap	103,197	(498,715)	(242,927)	(131,085)	(46,833)	1,528,776	2,443,083	3,155,496
Cumulative gap	103,197	(395,518)	(638,445)	(769,530)	(816,364)	712,412	3,155,495	

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Exchange Rate Sensitivity

The regulations of the Central Bank do not permit the difference, whether positive or negative, between a bank s assets and liabilities denominated in foreign currencies (including assets and liabilities denominated in US dollars but payable in pesos, as well as those denominated in pesos and adjusted by the variation of the US dollars exchange rate) to exceed 20% of the bank s paid-in capital and reserves; *provided* that if its assets are higher than its liabilities, it may exceed 20% in an amount equal to its allowances and reserves in foreign currency (excluding those which correspond to profits to be remitted abroad). In the years ended December 31, 2002, 2003 and 2004 the gap between foreign currency denominated assets and foreign currency denominated liabilities, including forward contracts was Ch$11,790 million, Ch$60,249 million and Ch$(34,518) million, respectively. The daily amount of the foreign currency gaps varies considerably day to day given the nature of our business and the change in the size of the foreign currency gap at each year is not necessarily indicative of a rise in foreign currency exposure in the year. Therefore, the Bank sets a limit to the maximum size of the foreign exchange gap which is US$ 200 million and measures the foreign exchange and interest rate risk produced by foreign currency gaps using a value at risk and sensitivity analysis models.

However, the rate of devaluation or appreciation of the peso against the US dollar would be expected to have the following principal effects:

- if Santander-Chile maintains a net asset position in U.S. dollars and a devaluation of the peso against the dollar occurred, Santander-Chile will record a related gain, and if an appreciation of the peso occurred, Santander-Chile will record a related loss;

- if Santander-Chile maintains a net liability position in U.S. dollars and a devaluation of the peso against the dollar occurred, Santander-Chile will record a related loss, and if an appreciation of the peso occurred, Santander-Chile will record a related gain;

- if the inflation rate for a period exceeded the devaluation of the peso against the U.S. dollar during the same period, Santander-Chile will record a related gain if it has a net asset position in UFs which exceeds a net liability position in US dollars, and it will record a related loss if it has a net liability position in U.S. dollars which exceeds a net asset position in UFs. The same effect would have occurred if there is an appreciation of the peso against the U.S. dollar; and

- if the inflation rate for a period were lower than the rate of devaluation of the peso against the U.S. dollar during the same period, Santander-Chile would have recorded a related gain if it maintained a net asset position in U.S. dollars and a net liability position in UFs and would have recorded a related loss if it had a net liability position in U.S. dollars and a net asset position in UFs. The same effect would have occurred if there were an appreciation of the peso against the U.S. dollar.

Santander-Chile enters into forward exchange contracts which are fundamentally of two types: (i) transactions covering two foreign currencies and (ii) transactions covering only Chilean pesos and UFs against U.S. dollars. The first type is done for hedging purposes, such as when Santander-Chile takes a liability position in foreign currency other than the U.S. dollar; the second type, which is carried out only in the Chilean local market, is utilized to take foreign currency positions, subject to the regulatory requirement that the forward foreign currency exposure has to be included in the maximum net foreign currency position permitted by applicable regulations.

Statistical Tools for Measuring and Managing Risk

We use a variety of mathematical and statistical models, including value at risk (VaR) models, volume limits and scenario simulations to measure, monitor, report and manage market risk.

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VaR Model

The VaR model is mainly used to measure the interest rate risk of our trading portfolio and the foreign currency risk of our net foreign currency position.

All VaR measurements try to determine the distribution function for the change in value of a given portfolio, and once this distribution is known to calculate a percentile linked to the confidence level required which will be equal to the VaR under those parameters. Therefore, if the distribution function of the change in value of a portfolio is known and given by *f(x)*, where *x* is the random variable of the change in value of the portfolio, then the VaR for a determined level of confidence of *k%*, is given by the number such that:

or:

As calculated by Santander-Chile, VaR is an estimate of the expected maximum loss in the market value of a given portfolio over a one-day horizon at a one-tailed 99.00% confidence interval. It is the maximum one-day loss that Santander-Chile would expect to suffer on a given portfolio 99.00% of the time, subject to certain assumptions and limitations discussed below. Conversely, it is the figure that Santander-Chile would expect to exceed only 1.0% of the time. VaR provides a single estimate of market risk that is comparable from one market risk to the other. Volatility is calculated utilizing 520 historical observations. A one-day holding period is utilized.

Santander-Chile uses VaR estimates to alert senior management whenever the statistically expected losses in its trading portfolio and net foreign currency position exceed prudent levels. Limits on VaR are used to control exposure on the local currency fixed-income trading portfolio and the net foreign currency position. Santander-Chile s trading portfolio is mainly comprised of government bonds, mortgage finance bonds and mortgage finance bonds issued and held by Santander-Chile. The net foreign currency position includes all assets and liabilities in foreign currency (principally U.S. dollars) including forward contracts used to hedge positions. A daily VaR is calculated for the trading portfolio and the net foreign currency position. These daily VaRs are monitored and limited by three different methods: VaR Stop , Loss Trigger and Stop Loss.

VaR Stop. VaR Stop constitutes a mixture of risk and performance based on two fundamental parameters: the daily VaR and the monthly results from trading and the net foreign currency position.

VaR Stop = Initial VaR Stop limit - (20% * Monthly loss).

The 20% is calculated based on the assumption that the daily results are independent events and that the daily result is a proxy of the monthly result divided by the square root of 25, considering that there are, on average, 25 business days in a month. VaR Stop permits Santander-Chile not only to impose a daily VaR limit but a limit on the accumulated losses that Santander-Chile may incur in a given time period. The monthly loss or gain is the accumulated result from the marking to market of Santander-Chile s trading portfolio during the month.

The following is an example of how VaR Stop is utilized.

Day	Daily VaR	Daily Result	Monthly Results	Year-to-Date Results	VaR Stop Limit	% Utilization
31-Jan	100	10	20	20	150	67%
1-Feb	120			20	150	80
2-Feb	110	(30)	(30)	(10)	144	76
3-Feb	130	(80)	(110)	(90)	128(1)	102

(1) Equal to 150 - (20% * (110)).

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When the initial VaR limit is surpassed, as is the case of February 3, in the example above, the Market Risk and Control Department will report this event to the Chief Executive Officer, the Finance Division and the ALCO. These results are sent on a daily basis to Santander Central Hispano s Global Risk Department and the Finance Division. The ALCO reviews the current status of the VaR Stop limits on a weekly basis.

Loss Trigger. A loss trigger is activated when the accumulated losses in the period, both realized and unrealized, exceed the Loss Trigger limit. The VaR Stop is applicable to limit monthly losses; the Loss Trigger is an additional control over the year-to-date results produced by the trading portfolio and the net foreign currency position. Once the Loss Trigger limit is surpassed, an action plan must be established. This plan will be executed if the Stop Loss level is reached. The Market Risk and Control Department will design the control and follow-up procedures for the Loss Trigger in coordination with Santander Central Hispano s Global Risk Department.

Stop Loss. This is defined as the maximum loss permitted. Once this level is reached, the action plan established at the Loss Trigger stage must be executed and, if necessary, the position must be closed and/or eliminated. The methodology for calculating the Stop Loss is identical to the Loss Trigger. The Stop Loss is activated when the accumulated losses in a period surpass an established amount. While the Loss Trigger is a measure for communicating an excessively risky scenario and for defining the action plan, the Stop Loss results in the elimination of the position and a limitation on the total loss.

The following is an example of how the Loss Trigger and Stop Loss is utilized.

Day	Daily VaR	Monthly Results	Year-to-Date Results	Loss Trigger	% Utilization	Stop Loss	% Utilization
31-Jan	100	20	20	(150)		(200)	
3-Feb	130	(110)	(90)	(150)	60%	(200)	45%
4-Apr	120	(120)	(210)	(150)	140%	(200)	105%

In this case, on April 4, the Loss Trigger and Stop Loss are also activated since not only has the VaR Stop limit been surpassed, but the year-to-date losses activated the Loss Trigger and Stop Loss results.

The actual loss trigger and the stop loss levels are calculated as percentages of the amount budgeted of the expected gains from Santander-Chile s trading portfolio and its net foreign currency position.

Assumptions and Limitations of VaR Model

Our VaR model assumes that changes in the market risk factors have a normal distribution and that the parameters of this joint distribution (in particular, the standard deviation of risk factor changes and the correlation between them) have been estimated accurately. The model assumes that the correlation and changes in market rates/prices included in our historical databases are independent and identically distributed random variables, and provide a good estimate of correlation and rate/price changes in the future.

Our VaR methodology should be interpreted in light of the limitations of our models, which include:

- Changes in market rates and prices may not be independent and identically distributed random variables or have a normal distribution. In particular, the normal distribution assumption may underestimate the probability of extreme market moves.

- The historical data we use in our VaR model may not provide the best estimate of the joint distribution of risk factor changes in the future, and any modifications in the data may be inadequate. In particular, the use of historical data may fail to capture the risk of possible extreme adverse market movements independent of the time range utilized. For example, the use of extended periods of historical data might erroneously lead to an important decrease in volatility especially after the Asian crisis. We typically use 520 historical observations of market data depending on circumstances, but also monitors other ranges of market data in order to be more conservative. However, reliable historical risk factor data may not be readily available for certain instruments in our portfolio.

A one-day time horizon may not fully capture the market risk positions that cannot be liquidated or hedged within one day.

At present, we compute VaR at the close of business and trading positions may change substantially during the course of the trading day.

Scenario Simulations/Sensitivity Analysis

We measure the interest rate risk of the entire balance sheet and the net foreign currency position, excluding the position considered trading, using scenario simulations. Because of the limitation in VaR methodology, the Group uses scenario simulations to analyze the impact of extreme movements and to adopt policies and procedures in an effort to protect our capital and results against such contingencies. Our non-trading portfolio is comprised of all positions not included in the trading portfolio. Our net foreign currency position includes all positions in a foreign currency.

We use scenario simulations to measure Chilean peso and U.S. dollar interest rate risk of the entire balance sheet and the net foreign currency position. We perform a scenario simulation by calculating the potential loss over the entire balance from an increase (or decrease) of 100 basis points in the entire yield curve in terms of local rates. The same scenario is performed for the net foreign currency position and U.S. dollar interest rates. We set limits as to the maximum loss these types of movements in interest rates can have over our capital and net financial income budgeted for the year.

These limits are calculated according to the formulas discussed below.

Scenario Simulation (Net Financial Income)

To determine the percentage of our budgeted net financial income for the year that is at risk of being lost with a sudden 100 basis point movement in the entire yield curve, we utilize the following equation:

$$\text{Sensitivity} = \sum_{i=1}^{n} \frac{GAP_i \times \Delta r \times (365-t_j)}{365}$$

n: Number of intervals in which sensitivity is measured.

t_i: Average maturity (or duration) for each interval being measured.

Δr: Change in interest rate. A 100-basis point increase (decrease) in the yield curve is used.

GAP: Difference between assets and liabilities that are sensitive to interest rates for each period.

Scenario Simulation (Capital and Reserves)

To determine the percentage of our capital and reserves that is at risk of being lost with a sudden 100 basis point movement in the entire yield curve, we utilize the following equation:

$$\text{Sensitivity} = \sum_{i=1} \text{GAP}_i \text{ x } \Delta r \text{ x } (\text{Dm}_j)$$

n: Number of intervals in which sensitivity is measured.

Dm_j: Modified duration for interval i.

Δr: Change in interest rate. A 100-basis point increase (decrease) in the yield curve is used.

GAP: Difference between assets and liabilities that are sensitive to interest rates for each period.

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Consolidated limits:

To determine the consolidated limit, the foreign currency limit is added to the local currency limit for both the net financial income loss limit and the loss limit over capital and reserves using the following formula:

Consolidated limit = Square root of $a^2 + b^2 + 2ab$

a: limit in local currency.

b: limit in foreign currency.

Since correlation is assumed to be 0. 2ab = 0.

Assumptions and Limitations of Scenario Simulations/Sensitivity Analysis

The most important assumption is the usage of a 100 basis point shift in the yield curve. We use a 100 basis point shift since a sudden shift of this magnitude is considered realistic, but not an everyday occurrence given historical movements in the yield curve, and significant in terms of the possible effects a shift of this size could have on our performance. The Global Risk Department in Spain has also set comparable limits by country in order to be able to compare, monitor and consolidate market risk by country in a realistic and orderly manner.

Our scenario simulation methodology should be interpreted in light of the limitations of our models, which include:

- The scenario simulation assumes that the volumes remain on balance sheet and that they are always renewed at maturity, omitting the fact that credit risk considerations and pre-payments may affect the maturity of certain positions.
- This model assumes an equal shift throughout the entire yield curve and does not take into consideration different movements for different maturities.
- The model does not take into consideration the sensitivity of volumes to these shifts in interest rates.
- The limits to the loss of the budgeted financial income is calculated over an expected financial income for the year which may not be obtained, signifying that the actual percentage of financial income at risk could be higher than expected.

Volume Limits

In order not to depend solely on the VaR model to measure market risk, we have also developed Volume Limits which place a cap on the actual size of the different portfolios being controlled.

Fixed Income: Volume-Equivalent. This system is considered to be an additional limit to the size of our trading portfolio. This measure seeks to homogenize the different instruments in our fixed income trading portfolio and convert the portfolio into a single instrument of known duration. Santander-Chile limits the size of this volume-equivalent portfolio. The equivalent instrument is assumed to have a duration of one year. The equivalent volume is calculated by the Market Risk and Control Department and limits are set by the ALCO with respect to size of the volume-equivalent portfolio.

Net Foreign Currency Position: Maximum Net Position. We also set an absolute limit to the size of Santander-Chile s net foreign currency position. As of December 31, 2004, this was equal to US$200 million. This limit is a useful measure in limiting our exposure to foreign exchange and interest rate risk, especially in periods of lower volatility and low daily VaR levels. The limit to the size of the net foreign currency position is determined by the ALCO and is calculated and monitored by the Market Risk and Control Department.

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Trading Portfolio

Trading Activities (VaR Model)

The Finance Division manages trading activities following the guidelines set by the ALCO and Banco Santander Central Hispano s Global Risk Department. The Market Risk and Control Department s activities consist of (i) applying VaR techniques (as discussed above) to measure interest rate risk; (ii) marking to market our trading portfolios and measuring daily profit and loss from trading activities; (iii) comparing actual trading VaR and other limits against the established limits; (iv) establishing control procedures for losses in excess of such limits; and (v) providing information about trading activities to the ALCO, other members of senior management, the Finance Division and Banco Santander Central Hispano s Global Risk Department.

Under Chilean GAAP, a bank must separate its financial investment portfolio between trading and permanent investment portfolios. Under Chilean GAAP, the unrealized holding gains (losses) related to investments classified as permanent have been included in equity. The size of the permanent portfolio is limited to an amount equal to such bank s capital. Any amount above this must be considered as trading ; the unrealized gains (losses) related to investments classified as trading are included in operating results. The ALCO, in order to be conservative, has limited even further the Finance Division s actual trading portfolio. This portfolio is a sub-set of the portfolio defined as trading for accounting purposes and is denominated *Cartera de Negociación* The market risk of this portfolio is measured using a VaR technique to measure interest rate risk. The composition of this portfolio mainly consisted of Central Bank bonds, mortgage bonds and low risk Chilean corporate bonds issued locally.

Trading: Quantitative Disclosures about Market Risk: VaR

For Santander-Chile s trading portfolio, the average, high and low amounts of the VaR in 2004 were the following:

Trading Portfolio	Daily VaR in Ch$ million	Daily VaR in US$ million
High	4,913	8.06
Low	896	1.47
Average	2,463	4.04

The average exchange rate in this period was Ch$609.55 per dollar.

Foreign Currency Positions (VaR and Sensitivity Analysis/Scenario Simulations)

Our foreign currency position includes all of our non-trading assets and liabilities in foreign currency, including derivatives that hedge certain foreign currency mismatches. The Finance Division manages our net foreign currency position following the guidelines approved by the ALCO and Santander Central Hispano s Global Risk Department. In carrying out its market risk management, the Finance Division manages the foreign exchange rate risk arising from mismatches between investments and the funding thereof that arise from differences in amounts and currencies. The Market Risk and Control Department uses a VaR model to monitor and measure the exchange rate risk of our net foreign currency position, which includes trading and non-trading activities. The Market Risk and Control Department uses scenario simulations, to measure the interest rate risk of our net foreign currency position.

Foreign Currency Position: Quantitative Disclosures about Market Risk: VaR

For our net foreign currency position, the average, high and low of the VaR in 2004 were the following:

Foreign Currency Position	Daily VaR in Ch$ million	Daily VaR in US$ million
High	2,286	3.75
Low	12	0.02
Average	536	0.88

The average exchange rate in this period was Ch$609.55 per dollar.

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Foreign Currency Position: Quantitative Disclosures about Market Risk: Scenario Simulations

For our net foreign currency position, any loss caused by a 100 basis point shift in U.S. dollar interest rates cannot be greater than US$45 million of equity and US$30 million of budgeted net interest income. These limits are internally imposed limits set by the ALCO.

100 Basis Point Shift US$ million	**Net Foreign Currency Position**	
	Financial Income	**Capital and Reserves**
Loss Limit in 2004	30.0	45
At December 31, 2004	0.6	28.5
Average 2004	1.4	10.4

Local Currency Activities: Quantitative Disclosures about Market Risk: Scenario Simulations

Our local currency activities include all positions in the balance sheet in local currency that are not considered to be trading (*Cartera de Gestión*) instruments denominated in nominal or inflation-indexed Chilean pesos. This includes financial investments. The Finance Division manages the risk management of non-trading positions under guidelines approved by the ALCO and Banco Santander Central Hispano s Global Risk Department. In carrying out its market risk management functions, the Finance Division manages interest rate risk that arises from any mismatches with respect to rates, maturities, repricing periods, notional amounts or other mismatches between our interest-earning assets and our interest-bearing liabilities.

The Market Risk and Control Department: (i) applies scenario simulations (as discussed below) to measure the interest rate risk of the local currency activities and the potential loss as forecast by these simulations; and (ii) provides the ALCO, the Finance Division and Banco Santander Central Hispano s Global Risk Department with risk/return reports.

Local Currency Non-Trading Activities: Quantitative Disclosures Market Risk: Scenario Simulations

The potential loss in the market value of our local currency balance sheet resulting from a 100 basis point shift in the yield curve was set at approximately Ch$60,000 million of equity in 2004. In September of 2004 this limit was increased to Ch$80,000 million as the economic situation continued to improve and demand for longer term financing increased, especially mortgage lending. By December 2004 the Bank was above this internally set limit as the mortgage portfolio continued to increase at a rapid pace. Despite this, the consolidated limit that includes the sensitivity of the foreign currency non-trading portfolio marginally surpassed the limits set by the ALCO and the Bank remained below similar regulatory measurements defined by the Central Bank (see Consolidated limits). The Bank also issued long-term senior and subordinated bonds in December of 2004 to confront this situation. At the same time, the variation in net interest income caused by the 100 basis point shift of the local yield curve cannot be greater than Ch$20,000 million. This limit is internally set by the ALCO. The following table, which contemplates a 100 basis point shift in the relevant interest rate, indicates that Santander-Chile was within the limits established in 2004.

100 Basis Point Shift Ch$ million	**Local Currency**

	Non-Trading Portfolio	
	Financial Income	Capital and Reserves
Loss limit	20,000	80,000
At December 31, 2004	6,037	93,029
Average 2004	2,212	60,003

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Consolidated Limits (Sensitivity Analysis)

Finally, Santander-Chile measures the interest rates risk using a sensitivity analysis of the combined local currency and foreign currency non-trading portfolios.

Consolidated Limits: Quantitative Disclosures about Market Risk: Scenario Simulations

We track a consolidated indicator in order to assess of the total interest rate risk to which we are exposed in terms of equity at risk and financial income at risk. The consolidated loss limit for equity at risk was set at Ch$70,000 million in the nine-month period ended September 30, 2004 and after that it was set at Ch$90,000 million. The net financial income at risk limit was set at Ch$30,000 million in 2004. The consolidated limit is an internally imposed limit set by the ALCO and Santander Central Hispano s Global Risk Department.

100 Basis Point Shift Ch$ million	Consolidated	
	Financial Income	Capital and Reserves
Loss limit	30,000	90,000
At December 31, 2004	6,049	94,000
Average 2004	2,395	60,618

Central Bank Gap Requirements

The Central Bank also has implemented regulations regarding the size of asset and liability gaps. The interest rate gap between assets and liabilities in local and foreign currency cannot exceed 8% of a bank s regulatory capital. As of December 31, 2004, our interest rate gap calculated according to this methodology was 7.16% of regulatory capital and reserves.

In order to measure this Gap, we are required to construct the following table:

Period	Gap	Change in interest rate	Sensitivity factor	Net Variation
Up to 30 days	A-L	100 bp		(1*2*3)
31 days to 3 months	A-L	100	0.15	(1*2*3)
3 mths-6mths	A-L	100	0.34	(1*2*3)
6mths-1 year	A-L	100	0.68	(1*2*3)
1-2 years	A-L	100	1.3	(1*2*3)
2-3 years	A-L	75	2.04	(1*2*3)
3-4 years	A-L	75	2.69	(1*2*3)
4-5 years	A-L	75	3.27	(1*2*3)

5-7 years	A-L	75	3.99	(1*2*3)
7-10 years	A-L	75	4.89	(1*2*3)
10-15 years	A-L	75	5.69	(1*2*3)
15-20 years	A-L	75	5.95	(1*2*3)
> 20 years	A-L	75	5.95	(1*2*3)
Total		**Σ (1*2*3) =<8% of Regulatory Capital**		

Liquidity Management

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

The sum of the liabilities with a maturity of less than 30 days cannot exceed the sum of the assets with maturity of 30 days by more than an amount greater than twice our capital.

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As of December 31, 2004 ours was as follows:

30 day liquidity limit	Total
As of December 31, 2004	(43)%

The sum of the liabilities with a maturity of less than of less than 90 days cannot exceed the sum of the assets with a maturity of less than 90 days by more than 2 times a bank s capital. This limit must be calculated in local currency and foreign currencies together as one gap.

90 day liquidity limit	Total
As of December 31, 2004	(80)%

We have also set internal liquidity limits. The Market Risk Control Department measures two other liquidity indicators:

1. Net accumulated liquidity ratio (NALR):

Local Currency NALR

$$\frac{\Sigma\ ((\text{Assets with maturity up to 30 days})\quad(\text{Liabilities with maturity up to 30 days}))}{\Sigma\ (\text{Liabilities with maturity up to 30 days})} >= \text{Ch\$ } 0$$

NALR (Total)	NALR Ch$ million
At December 31, 2004	-265,619
Average 2004	60,612

2. Liquidity coefficient (LC):

Liquid assets (at liquidation value) / (Total liabilities - capital + contingent) >= 2%

LC	Local currency	Foreign currency
At December 31, 2004	(6.5)%	(28.1)%
Average 2004	6.1%	9.5%

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Other Subsidiaries

For VaR measurements and scenario simulations, our trading and non-trading portfolios and the net foreign currency position do not consolidate the asset-liability structure of the following subsidiaries:

- Santiago Leasing S.A.
- Santiago Corredores de Bolsa Ltda.
- Santander Santiago S.A. Administradora General de Fondos
- Santander Santiago S.A. Sociedad Securitizadora
- Santander Santiago Corredora de Seguros Santander Ltda.

The balance sheets of these subsidiaries are mainly comprised of non-sensitive assets and liabilities, fixed assets and capital and in total only represent 0.7% of our total consolidated assets.

Risks Associated with Santiago Leasing

On December 17, 2004 Santiago Leasing S.A., cedes through public deed a total of UF 3,041,102 in bonds to Banco Santander Chile. As of December 31, 2004, this figure is included in Santander bonds. As a counterpart to the debt assumed by the Bank, Santiago Leasing S.A. sold on December 20, 2004 leasing contracts worth UF 1,039,048.37 and paid the difference of UF 2,002,054.16 in December 2004. As a result of this transaction, the majority of the leasing business has been transferred to the Bank and thus reducing the relative size of Santiago Leasing.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

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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

As of December 31, 2004, the Bank, under the supervision and with the participation of the Bank management, including the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the effectiveness of the Bank s disclosure controls and procedures. The Bank s management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature can provide only reasonable assurance regarding management s control objectives. Based on this evaluation, the Bank s Chief Executive Officer and Chief Financial Officer concluded that the Bank s disclosure controls and procedures are effective at the reasonable assurance level for gathering, analyzing and disclosing the information the Bank is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC s rules and forms.

There has been no change in the Bank s internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the Bank s internal control over financial reporting.

We believe that two of the members of our Audit Committee, Benigno Rodríguez Rodríguez and Víctor Arbulú Crousillat, meet the requirements of an audit committee financial expert set forth in Item 16A of Form 20-F. In addition, all three members of our Audit Committee have experience overseeing and assessing the performance of Santander-Chile and its consolidated subsidiaries and our external auditors with respect to the preparation, auditing and evaluation of our consolidated financial statements.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

We believe that two out of the three members of the Audit Committee meet the requirements of an audit committee financial expert in accordance with SEC rules and regulations, in that they have an understanding of Chilean GAAP, the ability to assess the general application of Chilean GAAP in connection with the accounting for estimates, accruals and reserves, experience analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by our consolidated financial statements, an understanding of internal controls over financial reporting, and an understanding of audit committee functions. All three members of our Audit and Control Committee have experience overseeing and assessing the performance of Santander-Chile and its consolidated subsidiaries and our external auditors with respect to the preparation, auditing and evaluation of our consolidated financial statements.

ITEM 16B. CODE OF ETHICS

The Bank has adopted a code of ethics that is applicable to all of the Bank s employees and a copy is included as an exhibit hereto.

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ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Amounts paid to the auditors for statutory audit and other services were as follows:

	2003 MCh$	2004 MCh$
Audit Services		
- Statutory audit	356	535
- Audit-related regulatory reporting		
Tax Fees		
- Compliance Services		
- Advisory Services		
All Other Services		
Total	356	535

Statutory audit: Consists of fees billed for professional services rendered for the audit of our consolidated financial statements that are provided by PricewaterhouseCoopers in connection with statutory and regulatory filings or engagements, and attest services.

Audit-related regulatory reporting: Consists of fees billed for assurance and related services that are specifically related to the performance of the audit and review of our filings under the 1933 Act.

Auditors are pre-approved by the Audit committee. The selection of external auditors is subject to approval by shareholders at the Annual Shareholders Meeting. All proposed payments have been presented to our Audit Committee, which has determined that they are reasonable and consistent with internal policies.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES.

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

In 2004, neither Santander-Chile nor any of its affiliates purchased any of Santander-Chile s equity securities.

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PART III

ITEM 17. FINANCIAL STATEMENTS

We have responded to Item 18 in lieu of this item.

ITEM 18. FINANCIAL STATEMENTS

Reference is made to Item 19 for a list of all financial statements filed as a part of this Annual Report.

ITEM 19. EXHIBITS

(a) Index to Financial Statements

(b) Index to Exhibits:

Exhibit Number	Description
1A.1	Restated Articles of Incorporation of Santander-Chile (Spanish Version) (incorporated by reference to our Registration Statement on Form F-4 (Registration No. 333-100975) filed with the Commission on December 12, 2002).
1A.2	Restated Articles of Incorporation of Santander-Chile (English Version) (incorporated by reference to our Registration Statement on Form F-4(Registration No. 333-100975) filed with the Commission on December 12, 2002).
1B.1	Amended and Restated By-Laws (*estatutos*) of Santander-Chile (Spanish Version)
1B.2	Amended and Restated By-Laws (*estatutos*) of Santander-Chile (English Version)
2A.1	

Form of Amended and Restated Deposit Agreement, dated August 1, 2002, among Banco Santander-Chile (formerly known as Banco Santiago), the Bank of New York (as depositary) and Holders of American Depositary Receipts (incorporated by reference to our Registration Statement on Form F-6 No. 333-97303, filed with the Commission on July 26, 2002).

2A.2 Form of Foreign Investment Contract among Banco Santiago, JPMorgan Chase Bank and the Central Bank of Chile relating to the foreign exchange treatment of an investment in ADSs (accompanied by an English translation) (Incorporated by reference to our Registration Statement on Form F-1 (Registration No. 333-7676) filed with the Commission on October 23, 1997).

2A.3 Copy of the Central Bank Chapter XXVI Regulations Related to the Acquisition of Shares in Chilean Corporations and the Issuance of Instrument on Foreign Stock Exchanges or under Other Terms and Conditions of Issue (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).

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Exhibit Number	Description
2A.4	Press release by Central Bank eliminating exchange restrictions (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.1	Program Agreement and Offering Circular for Santander-Chile s U.S. $300 million Euro Medium Term Note Program (incorporated by reference to Santander-Chile s Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.2	Indenture for 6 1/2 % subordinated notes dated as of October 15, 1998 between Santander-Chile and Bankers Trust Company, as trustee (incorporated by reference to Santander-Chile s Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.3	First Supplemental Indenture for 6 1/2 % subordinated notes dated as of October 15, 1998 between Santander-Chile and Bankers Trust Company, as trustee (incorporated by reference to Santander-Chile s Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
2B.4	Agreement for the Issuance of Bonds dated November 26, 1996 between Santander-Chile and Banco Security (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
2B.5	Agreement for the Issuance of Subordinated Bonds dated November 26, 1996 between Santander-Chile and Banco Security (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.1	Resolution of the Shareholders Meeting of the former Santander-Chile of June 10, 1996, authorizing the Merger with Osorno (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.2	Resolution of the Shareholders Meeting of Osorno of June 10, 1996, authorizing the Merger with the former Santander-Chile (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.3	Share Purchase Promise Agreement dated April 11, 1996 between Santander-Chile and the Former Osorno Control Group (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.4	Share Purchase Agreement dated November 11, 1996 between Santander-Chile and the Former Osorno Control Group (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).
4A.5	Automatic Teller Machines Participation Agreement dated October 1, 1988 between Banco Español-Chile (predecessor to Santander-Chile) and REDBANC (accompanied by an English translation) (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1996 (File No. 1-13448) filed with the Commission on June 30, 1997).

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Exhibit Number	Description
4A.6	Stock Purchase Agreement relating to Santander Insurance dated July 2, 1998 among Santander Chile Holding, Soince S.A. and Santander-Chile (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1998 (File No. 1-13448) filed with the Commission on June 15, 1999).
4A.7	Share Buyout and Release of Preferential Options Agreement relating to Santander Securitization dated October 28, 1998 between Santander Chile Holding and Santander-Chile (incorporated by reference to Santander-Chile s Annual Report for the fiscal year ended December 31, 1998 (File No. 1-13448) filed with the Commission on June 15, 1999).
4A.8	Outsourcing agreement between Banco Santiago and IBM de Chile S.A.C. dated June 30, 2000 (including English summary) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2000) (File No. 1-4554) filed with the Commission on December 31, 2000.
4A.9	Systems and Technology Service and Consulting Agreement between Santander-Chile and ALTEC dated December 30, 2003 (English translation) (incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2003) (File No. 1-14554) filed with the Commission on December 31, 2004.
7.1	Statement explaining Calculation of Ratios (incorporated by reference to Santander-Chile s Annual Report on Form 20-F for the fiscal year ended December 31, 2001 (File No. 1-13448) filed with the Commission on June 28, 2001).
8.1	List of Subsidiaries.
11.1	Code of Conduct for Executive Personnel of Banco Santander-Chile and Subsidiaries.
11.2	Code of Conduct for all Grupo Santander Personnel.
12.1	Section 302 Certification by the Chief Executive Officer.
12.2	Section 302 Certification by the Chief Financial Officer.
13.1	Section 906 Certification.

We will furnish to the Securities and Exchange Commission, upon request, copies of any unfiled instruments that define the rights of holders of long-term debt of Banco Santander-Chile.

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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/ Gonzalo Romero A.
Name:	Gonzalo Romero A.
Title:	General Counsel

Date: June 30, 2005.

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BANCO SANTANDER CHILE

Consolidated financial statements as of

December 31, 2003 and 2004 and for each of the three

years ended December 31, 2004

BANCO SANTANDER CHILE

CONSOLIDATED FINANCIAL STATEMENTS

CONTENTS

Ch$	-	Chilean pesos
MCh$	-	Millions of Chilean pesos
US$	-	United States dollars
ThUS$	-	Thousands of United States dollars
UF	-	A UF is a daily-indexed, peso-denominated monetary unit. The UF rate is set daily in advance based on the previous month s inflation rate.

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PricewaterhouseCoopers
Santiago de Chile
Av. Andrés Bello 2711
Torre Costanera -Pisos 3, 4 y 5
Las Condes
Teléfono [56](2) 9400000

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Banco Santander Chile

We have audited the accompanying consolidated balance sheets of Banco Santander Chile (formerly Banco Santiago) and its subsidiaries (the Bank) as of December 31, 2003 and 2004 and the related consolidated statements of income, of cash flows and of shareholders equity for each of the three years ended December 31, 2004, all expressed in millions of constant Chilean pesos. These financial statements are the responsibility of the Bank s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Chile and the Standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Banco Santander Chile (formerly Banco Santiago) and its subsidiaries as of December 31, 2003 and 2004 and the results of their operations and their cash flows for each of the three years ended December 31, 2004, in conformity with accounting principles generally accepted in Chile and the rules of the regulatory agencies referred to in Note 1.

Accounting principles generally accepted in Chile vary in certain important respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 27 to the consolidated financial statements.

/s/ PricewaterhouseCoopers

Santiago, Chile

June 28, 2005

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BANCO SANTANDER CHILE

CONSOLIDATED BALANCE SHEETS

Adjusted for general price-level changes and expressed

in millions of constant Chilean pesos (MCh$) of

December 31, 2004 and thousands of US dollars (ThUS$)

	At December 31,		
	2003	2004	2004
	MCh$	MCh$	ThUS$ Unaudited (Note 1q)
ASSETS			
CASH AND DUE FROM BANKS (Note 3)			
Non-interest bearing	922,937	769,609	1,374,719
Interbank deposits-interest bearing	85,536	178,640	319,097
Total cash and due from banks	1,008,473	948,249	1,693,816
INVESTMENTS (Note 4)			
Government securities	601,323	938,681	1,676,725
Investments under agreements to resell	44,656	23,660	42,265
Other financial investments	726,588	454,508	811,868
Investment collateral under agreements to repurchase	588,508	572,637	1,022,877
Total investments	1,961,075	1,989,486	3,553,735
LOANS, NET (Note 5)			
Commercial loans	2,574,666	3,151,927	5,630,150
Consumer loans	796,465	1,079,913	1,929,002
Mortgage loans	1,530,866	921,029	1,645,194
Foreign trade loans	443,327	494,527	883,352
Interbank loans	146,573	130,983	233,969
Lease contracts (Note 6)	442,654	502,221	897,096
Other outstanding loans	849,129	1,337,177	2,388,541
Past due loans	174,313	131,068	234,121
Contingent loans	849,581	870,794	1,555,461
Allowance for loan losses (Note 7)	(172,398)	(173,286)	(309,533)
Total loans, net	7,635,176	8,446,353	15,087,353
OTHER ASSETS			
Bank premises and equipment, net (Note 8)	214,215	213,869	382,025
Assets received in lieu of payment	40,323	30,976	55,331
Assets to be leased	33,735	18,467	32,987

Investments in other companies (Note 9)	4,999	4,891	8,737
Other (Note 10)	293,257	418,237	747,076
Total other assets	586,529	686,440	1,226,156
TOTAL ASSETS	11,191,253	12,070,528	21,561,060

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

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BANCO SANTANDER CHILE

CONSOLIDATED BALANCE SHEETS

Adjusted for general price-level changes and expressed

in millions of constant Chilean pesos (MCh$) of

December 31, 2004 and thousands of US dollars (ThUS$)

	At December 31,		
	2003	2004	2004
	MCh$	MCh$	ThUS$ Unaudited (Note 1q)
LIABILITIES AND SHAREHOLDERS EQUITY			
DEPOSITS			
Non-interest bearing			
Current accounts	1,148,945	1,288,470	2,301,538
Banker s drafts and other deposits	906,437	991,209	1,770,555
Total non-interest bearing	2,055,382	2,279,679	4,072,093
Interest bearing			
Saving accounts and time deposits	3,608,368	4,467,586	7,980,255
Total deposits	5,663,750	6,747,265	12,052,348
OTHER INTEREST BEARING LIABILITIES (Note 11)			
Chilean Central Bank borrowings			
Credit lines for renegotiations of loans	12,775	9,324	16,656
Other Central Bank borrowings	350,976	329,047	587,762
Total Chilean Central Bank borrowings	363,751	338,371	604,418
Investments under agreements to repurchase	476,876	432,797	773,086
Mortgage finance bonds	1,315,225	958,450	1,712,038
Other borrowings			
Bonds	263,642	357,619	638,799
Subordinated bonds	398,014	530,666	947,906
Borrowings from domestic financial institutions	36,688	28,738	51,334
Foreign borrowings	554,167	478,259	854,293
Other obligations	66,459	39,782	71,061
Total other borrowings	1,318,970	1,435,064	2,563,393
Total other interest bearing liabilities	3,474,822	3,164,682	5,652,935

OTHER LIABILITIES			
Contingent liabilities (Note 10)	850,380	872,474	1,558,462
Other (Note 10)	158,585	253,074	452,055
Total other liabilities	1,008,965	1,125,548	2,010,517
CONTINGENCIES AND COMMITMENTS (Note 22)			
MINORITY INTEREST	1,093	1,279	2,283
Total liabilities	10,148,630	11,038,774	19,718,083
SHAREHOLDERS EQUITY (Note 14)			
Capital and reserves	830,515	832,959	1,487,878
Net income for the year	212,108	198,795	355,099
Total shareholders equity	1,042,623	1,031,754	1,842,977
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	11,191,253	12,070,528	21,561,060

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

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BANCO SANTANDER CHILE

CONSOLIDATED STATEMENTS OF INCOME

Expressed in millions of constant Chilean pesos (MCh$) of

December 31, 2004 and thousands of US dollars (ThUS$)

	Year ended December 31,			
	2002	2003	2004	2004
	MCh$	MCh$	MCh$	ThUS$ Unaudited (Note 1q)
INTEREST REVENUE AND EXPENSE				
Interest revenue	1,067,232	628,778	783,663	1,399,823
Interest expense	(529,832)	(318,586)	(315,328)	(563,257)
Net interest revenue	537,400	310,192	468,335	836,566
PROVISION FOR LOAN LOSSES (Note 7)	(94,359)	(103,853)	(128,734)	(229,952)
FEES AND INCOME FROM SERVICES (Note 16)				
Fees and other services income	129,031	140,408	148,350	264,991
Fees and other services expenses	(23,359)	(25,795)	(26,739)	(47,762)
Total fees income and expenses from services, net	105,672	114,613	121,611	217,229
OTHER OPERATING INCOME				
Gains from trading activities	98,960	109,255	111,053	198,369
Losses from trading activities	(68,263)	(81,120)	(74,436)	(132,962)
Foreign exchange transactions, net	(26,217)	155,726	7,638	13,643
Other operating income	8,471	8,140	10,882	19,438
Other operating expenses	(27,248)	(28,545)	(35,300)	(63,055)
Total other operating income (loss)	(14,297)	163,456	19,837	35,433
OTHER INCOME AND EXPENSES				
Recovery of loans previously written off (Note 19)	26,003	34,762	47,980	85,705
Non-operating income (Note 17)	21,844	20,217	33,619	60,052
Non-operating expenses (Note 17)	(81,177)	(19,705)	(38,031)	(67,933)
Income attributable to investments in other companies (Note 9)	457	1,710	537	961
Minority interest	(189)	(164)	(183)	(328)
Total other income and expenses	(33,062)	36,820	43,922	78,457
OPERATING EXPENSES				
Personnel salaries and expenses	(152,615)	(129,293)	(133,009)	(237,588)
Administrative and other expenses	(103,417)	(86,014)	(96,543)	(172,451)
Depreciation and amortization	(40,713)	(41,158)	(38,725)	(69,173)

Total operating expenses	(296,745)	(256,465)	(268,277)	(479,212)
NET LOSS FROM PRICE-LEVEL RESTATEMENT (Note 24)	(13,474)	(7,893)	(11,983)	(21,404)
INCOME BEFORE INCOME TAXES	191,135	256,870	244,711	437,117
Income taxes (Note 21)	(28,382)	(44,762)	(45,916)	(82,018)
Net income for the year	162,753	212,108	198,795	355,099

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

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BANCO SANTANDER CHILE

CONSOLIDATED STATEMENTS OF CASH FLOWS

Expressed in millions of constant Chilean pesos (MCh$) of

December 31, 2004 and thousands of US dollars (ThUS$)

	Year ended December 31,			
	2002	2003	2004	2004
	MCh$	MCh$	MCh$	ThUS$ Unaudited (Note 1q)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income	162,753	212,108	198,795	355,100
Items that do not represent cash flows:				
Provision for loan losses	94,359	103,853	128,734	229,952
Depreciation and amortization	40,713	41,158	38,725	69,173
Market value of financial investments (trading portfolio)	(3,513)	5,293	(634)	(1,132)
(Gain) loss on sales of bank premises and equipment	(258)	155	(194)	(347)
Gain on sales of goods received in lieu of payment	(16,315)	(5,537)	(4,279)	(7,642)
Net change in other assets and other liabilities	(76,456)	(39,144)	(67,607)	(120,763)
Share of profit in equity method investments	(457)	(1,711)	(538)	(959)
Minority interest	189	164	183	328
Write-offs of assets received in lieu of payment	10,959	12,713	20,933	37,391
Net change in interest accruals	58,670	(59,974)	55,933	99,910
Price-level restatement	13,474	7,893	11,983	21,405
Others	88,139	21,138	15,547	27,769
NET CASH PROVIDED BY OPERATING ACTIVITIES	372,257	298,109	397,581	710,185
CASH FLOWS FROM INVESTING ACTIVITIES				
Net (increase) decrease in loans	595,919	345,079	(1,026,754)	(1,834,046)
Net change of assets received in lieu of payment	37,806	38,857	41,749	74,575
Purchases of bank premises and equipment	(16,196)	(17,095)	(18,913)	(33,783)
Investment in other companies	(100)		(292)	(522)
Sales of investments in companies		10		
Net change in other financial investments	139,748	86,635	(14,611)	(26,100)
Proceeds from sales of bank premises and equipment	14,927	4,989	728	1,300
Dividends received from equity method investments	327	4,292	895	1,598
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	772,431	462,767	(1,017,198)	(1,816,978)
CASH FLOWS FROM FINANCING ACTIVITIES				
Net increase in current accounts	131,326	10,214	132,472	236,629
Net increase (decrease) in savings accounts and time deposits	(981,551)	(615,482)	688,693	1,230,182
Net increase (decrease) in bankers drafts and other deposits	(10,879)	99,146	67,876	121,243
Net increase (decrease) in investments under agreements to repurchase	(24,724)	(173,288)	36,255	64,762
Increase in mortgage finance bonds	305,451	280,589	68,219	121,857

Repayments of mortgage finance bonds	(281,630)	(590,034)	(388,217)	(693,454)
Proceeds from bond issues			391,726	699,723
Repayments of bond issues	(97,283)	(72,422)	(147,041)	(262,654)
Short-term funds borrowed	(230,999)	3,884	96,280	171,980
Short-term borrowings repaid	189,882	(75,461)	(416,049)	(743,171)
Proceeds from issuance of long-term borrowings	20,743	193,124	(87,152)	(155,676)
Central Bank borrowings		344,735	326,924	583,970
Dividends paid	(224,946)	(160,143)	(212,278)	(379,183)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(1,204,610)	(755,138)	557,708	996,208
EFFECT OF PRICE LEVEL RESTATEMENT ON CASH AND DUE FROM BANKS	(192)	(9,309)	1,685	3,010
NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS	(60,114)	(3,571)	(60,224)	(107,575)
CASH AND DUE FROM BANKS, BEGINNING OF YEAR	1,072,158	1,012,044	1,008,473	1,801,391
CASH AND DUE FROM BANKS, END OF YEAR	1,012,044	1,008,473	948,249	1,693,816

The accompanying Notes 1 to 27 form an integral part of these consolidated financial statements.

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BANCO SANTANDER CHILE

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

Expressed in millions of constant Chilean pesos (MCh$) of December 31, 2004

(except for number of shares)

	Number of shares	Paid-in share Capital	Legal reserve	Financial investment reserve	Net income for the year	Total
	Millions	MCh$	MCh$	MCh$	MCh$	MCh$
Banco Santiago	98,934.2	402,857	14,446	2,922	118,764	538,989
Merger of Banco Santander-Chile	89,511.9	273,049	84,791	3,820	92,092	453,752
Balances at January 1, 2002 (historical)	188,446.1	675,906	99,237	6,742	210,856	992,741
Retained earnings			210,856		(210,856)	
Dividend paid			(210,856)			(210,856)
Price-level restatement		20,015	2,606			22,621
Unrealized gains in financial investments classified as permanent				1,384		1,384
Net income for the year					157,315	157,315