THIRD SUPPLEMENT DATED 24 JULY 2008

TO THE BASE PROSPECTUS DATED 16 NOVEMBER 2007

Santander International Debt, S.A. Unipersonal

(incorporated with limited liability in Spain)
and

Santander Issuances, S.A. Unipersonal

(incorporated with limited liability in Spain)
guaranteed by

Banco Santander, S.A.

(incorporated with limited liability in Spain)

€32,000,000,000 Programme for the Issuance of Debt Instruments

This Third Supplement is dated 24 July 2008

This document constitutes a Supplement to the Base Prospectus dated 16 November 2007 as supplemented by the supplements dated 17 April 2008 and 16 May 2008 for the purposes of Article 13 of the Law on Prospectuses for Securities dated 10 July 2005. This Supplement has been prepared pursuant to Article 16 of the Directive 2003/71/EC (the "Prospectus Directive") in relation to instruments (the"Instruments") issued under the Issuers €32,000,000,000 Programme for the Issuance of Debt Instruments and each of Santander International Debt, S.A. Unipersonal, Santander Issuances, S.A. Unipersonal (each, an "Issuer" and together the "Issuers") and Banco Santander, S.A. (the "Guarantor"). The Base Prospectus has been approved on 16 November 2007, by the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"), which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementing measures in Luxembourg, as a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of Instruments under the Programme during the period of twelve months after the date thereof.

This Supplement should be read in conjunction with the Base Prospectus dated 16 November 2007 and the First and Second Supplements to the Base Prospectus dated 17 April 2008 and 16 May 2008, respectively.

Each of Santander International Debt, S.A. Unipersonal and Santander Issuances, S.A. Unipersonal (the "**Issuers**") accept responsibility for the information contained in this Supplement and confirms that, having taken all reasonable care to ensure that such in case, the information contained in this Supplement relating to the Issuers is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

ISSUERS ANNUAL REPORTS 2007

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL ("Santander International") has published its Financial Statements and Directors' Report for the year ended 31 December 2007 together with Auditors' Report (the "2007 Santander International Annual Report") and SANTANDER ISSUANCES, S.A. UNIPERSONAL ("Santander Issuances") has published its Financial Statements and Directors' Report for the year ended 31 December 2007, together with Auditors' Report (the "2007 Santander Issuances Annual Report"). By virtue of this Supplement the information contained in the following tables are incorporated by reference in the Base Prospectus under paragraph 13.1 of the section denominated "Financial Information Concerning the Issuer's Assets and Liabilities, Finacial Position and Profit and Losses" (pages 27 to 109 of the Base Prospectus)

The table below set out the relevant page references in the 2007 Santander International Annual Report where the following information incorporated by reference in the Base Prospectus can be found:

Information of Santander International incorporated by Reference in the Base Prospectus	2007 Santander International Annual Report Page Reference
1. Auditor's report on financial statements	A-1
2. Audited Balance Sheets at 31 December 2007 and for comparison purposes only at 31 December 2006	A-3
3. Audited Statements of Income for the year ended 31 December 2007 and for comparison purposes only for the year ended 31 December 2006	A-4
4. Notes to the Financial Statements for the year ended 31 December 2007	B-1 to B-26
5. Cash-flow statement for the year ended 31 December 2007	C-2 Appendix I

The table below set out the relevant page references in the 2007 Santander Issuances Annual Report where the following information incorporated by reference in the Base Prospectus can be found:

Information of Santander Issuances incorporated by Reference in the Base Prospectus	2007 Santander Issuances Annual Report Page Reference
1. Auditor's report on financial statements	A-1
2. Audited Balance Sheets at 31 December 2007 and for comparison purposes only at 31 December 2006	A-3
3. Audited Statements of Income for the year ended 31 December 2007 and for comparison purposes only for the year ended 31 December 2006	A-4
4. Notes to the Financial Statements for the year ended 31 December 2007	B-1 to B-15
5. Cash-flow statement for the year ended 31 December 2007	C-2 Appendix I

Copies of Santander International Annual Report and Santander Issuances Annual Report can be obtained from the Issuers, the Issue and Paying Agent and the Paying Agent in Luxembourg as described in "Documents on Display" on page 117 of the Base Prospectus. Any information not listed in the cross reference lists but included in the documents incorporated by reference is given for information purposes only.

This Supplement and the information incorporated by reference herein shall be published on the Luxembourg Stock Exchange website (www.bourse.lu)

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any Supplement previously issued, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this supplement, to withdraw their acceptances.