



*SECOND SUPPLEMENT DATED 31 MAY 2010
TO THE BASE PROSPECTUS DATED 11 NOVEMBER 2009*

*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 Second Supplement is dated 31 May 2010

This document constitutes a Supplement to the Base Prospectus dated 11 November 2009 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 above Programme 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 11 November 2009, 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 11 November 2009 and the First Supplement to the Base Prospectus dated 18 February 2010.

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.

1. ISSUERS ANNUAL REPORTS 2009

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL (“Santander International”) has published an English language translation of its Financial Statements and Directors’ Report for the year ended 31 December 2009 together with Auditors’ Report (the “2009 Santander International Annual Report”) and SANTANDER ISSUANCES, S.A. UNIPERSONAL (“Santander Issuances”) has published an English language translation of its Financial Statements and Directors’ Report for the year ended 31 December 2009, together with Auditors’ Report (the “2009 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 “Historical Financial Information” of the section denominated “The Issuers” (pages 30 to 32 of the Base Prospectus)

The table below set out the relevant page references in the 2009 Santander International Annual Report where the following information incorporated by reference in the Base Prospectus can be found:

<u>Information of Santander International incorporated by Reference in the Base Prospectus</u>	<u>2009 Santander International Annual Report Page Reference</u>
1. Auditor's report on financial statements	A-1
2. Audited Balance Sheets at 31 December 2009 and for comparison purposes only at 31 December 2008	A-2
3. Audited Statements of Income for the year ended 31 December 2009 and for comparison purposes only for the year ended 31 December 2008	A-3
4. Statements of changes in equity for 2009 and for comparisons purposes only for 2008	A-4 and A-5
5. Statements of Cash-flows for the year ended 31 December 2009 and for comparison purposes only for the year ended 31 December 2008	A-6
6. Notes to the Financial Statements for the year ended 31 December 2009	B-1 to B-29

The table below set out the relevant page references in the 2009 Santander Issuances Annual Report where the following information incorporated by reference in the Base Prospectus can be found:

<u>Information of Santander Issuances incorporated by Reference in the Base Prospectus</u>	<u>2009 Santander Issuances Annual Report Page Reference</u>
1. Auditor's report on financial statements	A-1
2. Audited Balance Sheets at 31 December 2009 and for comparison purposes only at 31 December 2008	A-2
3. Audited Income Statements for the year ended 31 December 2009 and for comparison purposes only for the year ended 31 December 2008	A-3
4. Statements of changes in equity for 2009 and for comparisons purposes only for 2008	A-4 and A-5
5. Statements of Cash-flows for the year ended 31 December 2009 and for comparison purposes only for the year ended 31 December 2008	A-6
6. Notes to the Financial Statements for the year ended 31 December 2009	B-1 to B-17

2. GUARANTOR'S FINANCIAL REPORT FOR THE FIRST QUARTER 2010.

BANCO SANTANDER, S.A., has published its unaudited Consolidated Income Statement and Balance Sheet contained on the Financial Report of the Guarantor for the first quarter 2010 (the "Financial Report March 2010"). By virtue of this Supplement the information contained in the following table is incorporated by reference in the Base Prospectus under paragraph 13.5.1 of the section denominated "Financial Information concerning the Guarantor's Assets and Liabilities, Financial Position and Profit and Losses" contained in pages 78 and 79 of the Base Prospectus.

The table below set out the relevant page references in the BANCO SANTANDER, S.A. "Financial Report March 2010" where the following information incorporated by reference in the Base Prospectus can be found:

<u>Information incorporated by Reference in the Base Prospectus</u>	Financial Report March 2010 Page Reference
1. Unaudited Consolidated Income Statement for the 3 months period ended 31 March 2010.	7
2. Unaudited Consolidated Balance Sheet as at 31 March 2010	11

3. GUARANTOR'S 2009 ANNUAL CONSOLIDATED ACCOUNTS

The Guarantor ("BANCO SANTANDER, S.A."), has published an English language translation of its Annual Consolidated Accounts for the year ended 31 December 2009 together with Auditor's Report (the "2009 Annual Consolidated Accounts"). By virtue of this Supplement the information contained in the following table is incorporated by reference in the Base Prospectus under paragraph 13.1 "Historical Financial Information" of the section denominated "The Guarantor", contained in pages 75 to 77 of the Base Prospectus.

<u>Information incorporated by Reference in the Base Prospectus</u>	2009 Annual Report Page Reference
1. Auditor's report on Consolidated Financial Statements	9
2. Audited Consolidated Balance Sheets of the Guarantor at 31 December 2009 and for comparative purposes only the Consolidated Balance Sheets at 31 December 2008 and 2007	10-11
3. Audited Consolidated Income Statements of the Guarantor for the year ended 31 December 2009 and for comparison purposes only the consolidated income statements for the year ended 31	

December 2008 and 2007.....	12
4. Audited Consolidated Statements of changes in equity of the Guarantor for the year ended 31 December 2009 and for comparison purposes only for the years ended 31 December 2008 and 2007.....	14-15
4. Audited Consolidated Cash Flow statements of the Guarantor for the year ended 31 December 2009 and for comparison purposes only consolidated cash flow statements for the years ended 31 December 2008 and 2007	16
5. Notes to the Consolidated Financial Statements for the year ended 31 December 2009.....	17-160

The Issuers Annual Reports 2009, the Guarantor's Financial Report March 2010 and the Guarantor's 2009 Annual Consolidated Accounts, have been published in the website of the Guarantor (www.santander.com), copy of such documents 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 35 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 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.