

Santander Consumer USA Holdings Inc.
Form 10-Q/A
October 27, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2015

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Commission File Number: 001-36270

SANTANDER CONSUMER USA HOLDINGS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware 32-0414408
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)
1601 Elm Street, Suite 800, Dallas, Texas 75201
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (214) 634-1110
Not Applicable
(Former name, former address, and formal fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation ST (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at April 21, 2015 |
|---------------------------------|-------------------------------|
| Common Stock (\$0.01 par value) | 349,987,627 shares |

EXPLANATORY NOTE

As used in this Amendment No. 1 on Form 10-Q/A for the quarter ended March 31, 2015 (the “Form 10-Q/A”), the terms “Company,” “our,” “us” or “we” refer to Santander Consumer USA Holdings Inc., a Delaware Corporation. This Form 10-Q/A amends the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as originally filed with the Securities and Exchange Commission (the “SEC”) on April 29, 2015 (the “Original Filing”). This Form 10-Q/A is being filed to restate our unaudited condensed consolidated financial statements for the three months ended March 31, 2015 and 2014 and to make related corrections to certain disclosures in the Original Filing. The restatement of our financial statements in this Form 10-Q/A reflects the correction of errors primarily related to (i) error in our methodology for estimating credit loss allowance for individually acquired retail installment contracts held for investment, (ii) error related to the lack of consideration of net discount when estimating the allowance for credit losses for the non-TDR portfolio of individually acquired retail installment contracts held for investment, (iii) error in our methodology for accreting / amortizing dealer discounts, subvention payments from manufacturers, and capitalized origination costs on individually acquired retail installment contracts held for investment, and (iv) error in computing the present value of expected future cash flows whereby the TDRs’ weighted-average original contractual interest rate was utilized rather than the TDRs’ weighted-average original effective interest rate as required by U.S. GAAP. The restatement also includes the correction of errors related to the income tax effects of the above errors as well as the correction of additional items for the three months ended March 31, 2015 and 2014. Further explanation regarding the restatement is set forth in Note 2 to the unaudited condensed consolidated financial statements included in this Form 10-Q/A.

The following sections in the Original Filing have been corrected in this Form 10-Q/A to reflect this restatement:

Part I - Item I: Financial Information (Unaudited)

Part I - Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Part I - Item 4: Controls and Procedures

Part II - Item 1A: Risk Factors

Part II - Item 6: Exhibits

Our principal executive officer and principal financial officer have also provided new certifications as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications are included in this Form 10-Q/A as Exhibits 31.1, 31.2, 32.1 and 32.2.

For the convenience of the reader, this Form 10-Q/A sets forth the information in the Original Filing in its entirety, as such information is modified and superseded where necessary to reflect the restatement. Except as provided above, this Amendment does not reflect events occurring after the filing of the Original Filing and does not amend or otherwise update any information in the Original Filing.

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Unless otherwise specified or the context otherwise requires, the use herein of the terms “we,” “our,” “us,” “SCUSA,” and the “Company” refer to Santander Consumer USA Holdings Inc. and its consolidated subsidiaries.

Cautionary Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q/A contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions, or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimate,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “similar words or phrases. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties which are subject to change based on various important factors, some of which are beyond our control. For more information regarding these risks and uncertainties as well as certain additional risks that we face, refer to the Risk Factors detailed in Item 1A of Part I of our Annual Report for the year ended December 31, 2014, as well as factors more fully described in Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this report, including the exhibits hereto, and subsequent reports and registration statements filed from time to time with the SEC. Among the factors that could cause our financial performance to differ materially from that suggested by the forward-looking statements are:

- we operate in a highly regulated industry and continually changing federal, state, and local laws and regulations could materially adversely affect our business;
- adverse economic conditions in the United States and worldwide may negatively impact our results;
- our business could suffer if our access to funding is reduced;
- we face significant risks implementing our growth strategy, some of which are outside our control;
- our agreement with Chrysler may not result in currently anticipated levels of growth and is subject to certain performance conditions that could result in termination of the agreement;
- our business could suffer if we are unsuccessful in developing and maintaining relationships with automobile dealerships;
- our financial condition, liquidity, and results of operations depend on the credit performance of our loans;
- loss of our key management or other personnel, or an inability to attract such management and personnel, could negatively impact our business;
- we are subject to certain bank regulations, including oversight by the OCC, the CFPB, the Bank of Spain, and the Federal Reserve, which oversight and regulation may limit certain of our activities, including the timing and amount of dividends and other limitations on our business; and
- future changes in our relationship with Santander could adversely affect our operations.

If one or more of the factors affecting our forward-looking information and statements proves incorrect, its actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements. Therefore, we caution not to place undue reliance on any forward-looking information or statements. The effect of these factors is difficult to predict. Factors other than these also could adversely affect our results, and the reader should not consider these factors to be a complete set of all potential risks or uncertainties. New factors emerge from time to time, and management cannot assess the impact of any such factor on our business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements only speak as of the date of this document, and we undertake no obligation to update any forward-looking information or statements, whether written or oral, to reflect any change, except as required by law. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

Glossary

The following is a list of abbreviations, acronyms, and commonly used terms used in this Quarterly Report on Form 10-Q/A.

ABS Asset-backed securities

Advance Rate The maximum percentage of unpaid principal balance that a lender is willing to lend.

ALG Automotive Lease Guide

APR Annual Percentage Rate

ASU Accounting Standards Update

BERC Board Enterprise Risk Committee

| | |
|--------------------------|--|
| Bluestem Board | Bluestem Brands, Inc., an online retailer for whose customers SCUSA provides financing SCUSA's Board of Directors |
| Capmark | Capmark Financial Group Inc., an investment company |
| CBP | Citizens Bank of Pennsylvania |
| CCAR | Comprehensive Capital Analysis and Review |
| Centerbridge | Centerbridge Partners, L.P., a private equity firm |
| CEO | Chief Executive Officer |
| CFPB | Consumer Financial Protection Bureau |
| CFO | Chief Financial Officer |
| Chrysler | Chrysler Group LLC |
| Chrysler Agreement | Ten-year private-label financing agreement with Chrysler |
| Clean-up Call | The early redemption of a debt instrument by the issuer, generally when the underlying portfolio has amortized to 10% of its original balance. |
| Credit Enhancement | A method such as overcollateralization, insurance, or a third-party guarantee, whereby a borrower reduces default risk. |
| Dealer Loan | A floorplan line of credit, real estate loan, working capital loan, or other credit extended to an automobile dealer. |
| Dodd-Frank Act | Comprehensive financial regulatory reform legislation enacted by the U.S. Congress on July 21, 2010. |
| DOJ | U.S. Department of Justice |
| DRIVE | Drive Auto Receivables Trust, a securitization platform |
| ECOA | Equal Credit Opportunity Act |
| ERM | Enterprise Risk Management |
| Exchange Act | Securities Exchange Act of 1934, as amended |
| FASB | Financial Accounting Standards Board |
| FICO® | A common credit score created by Fair Isaac Corporation that is used on the credit reports that lenders use to assess an applicant's credit risk. FICO® is computed using mathematical models that take into account five factors: payment history, current level of indebtedness, types of credit used, length of credit history, and new credit. |
| FIRREA | Financial Institutions Reform, Recovery and Enforcement Act of 1989 |
| Floorplan Line of Credit | A revolving line of credit that finances inventory until sold. |
| FRB | Federal Reserve Bank of Boston |
| FTC | Federal Trade Commission |
| IPO | SCUSA's Initial Public Offering |
| ISDA | International Swaps and Derivative Association |
| LFS | Loss Forecasting Score |
| MEP | SCUSA's 2011 Management Equity Plan |
| MSA | Master Service Agreement |
| Nonaccretable Difference | The difference between the undiscounted contractual cash flows and the undiscounted expected cash flows of a portfolio acquired with deteriorated credit quality. |
| NPWMD | Non-Proliferation of Weapons of Mass Destruction |
| OCC | Office of the Comptroller of the Currency |
| Original Filing | Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as originally filed with the SEC on April 29, 2015 |
| Overcollateralization | A credit enhancement method whereby more collateral is posted than is required to obtain financing. |
| OEM | Original equipment manufacturer |
| Private-label | |

Financing branded in the name of the product manufacturer rather than in the name of the finance provider.

| | |
|--------------------|---|
| Remarketing | The controlled disposal of leased vehicles that have been reached the end of their lease term or of financed vehicles obtained through repossession. |
| Residual Value | The future value of a leased asset at the end of its lease term. |
| RSU | Restricted stock unit |
| Santander | Banco Santander, S.A. |
| SBNA | Santander Bank, N.A., a wholly-owned subsidiary of SHUSA and the majority owner of SCUSA. Formerly Sovereign Bank, N.A. |
| SCRA | Servicemembers Civil Relief Act |
| SCUSA | Santander Consumer USA Holdings Inc., a Delaware corporation, and its consolidated subsidiaries |
| SDART | Santander Drive Auto Receivables Trust, a securitization platform |
| SEC | U.S. Securities and Exchange Commission |
| SHUSA | Santander Holdings USA, Inc., a wholly-owned subsidiary of Santander |
| SUBI | Special unit of beneficial interest (in a titling trust used to finance leases) |
| Subvention | Reimbursement of the finance provider by a manufacturer for the difference between a market loan or lease rate and the below-market rate given to a customer. |
| TDR | Troubled Debt Restructuring |
| Trusts | Special purpose financing trusts utilized in SCUSA's financing transactions |
| Turn-down | A program where by a lender has the opportunity to review a credit application for approval only after the primary lender or lenders have declined the application. |
| U.S. GAAP | U.S. Generally Accepted Accounting Principles |
| VIE | Variable Interest Entity |
| Warehouse Facility | A revolving line of credit generally used to fund finance receivable originations. |

PART I: FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited) (Dollars in thousands, except per share amounts)

| | March 31, 2015 (As Restated-Note 2) | December 31, 2014 (As Restated-Note 2) |
|--|---|--|
| Assets | | |
| Cash and cash equivalents | \$ 26,952 | \$ 33,157 |
| Finance receivables held for sale | 1,042,514 | 46,586 |
| Finance receivables held for investment, net | 24,547,674 | 23,911,649 |
| Restricted cash - \$42,570 and \$44,805 held for affiliates, respectively | 2,687,304 | 1,920,857 |
| Accrued interest receivable | 353,121 | 364,676 |
| Leased vehicles, net | 5,025,109 | 4,848,593 |
| Furniture and equipment, net of accumulated depreciation of \$48,996 and \$45,768, respectively | 45,353 | 41,218 |
| Federal, state and other income taxes receivable | 124,483 | 498,300 |
| Related party taxes receivable | — | 467 |
| Deferred tax asset | 18,351 | 24,571 |
| Goodwill | 74,056 | 74,056 |
| Intangible assets | 36,790 | 36,882 |
| Due from affiliates | 126,140 | 141,551 |
| Other assets | 473,491 | 426,188 |
| Total assets | \$ 34,581,338 | \$ 32,368,751 |
| Liabilities and Equity | | |
| Liabilities: | | |
| Notes payable — credit facilities | \$ 7,338,550 | \$ 6,402,327 |
| Notes payable — secured structured financings | 18,000,121 | 17,718,974 |
| Notes payable — related party | 4,375,000 | 3,690,000 |
| Accrued interest payable | 19,175 | 17,432 |
| Accounts payable and accrued expenses | 366,707 | 324,630 |
| Federal, state and other income taxes payable | 6,856 | 735 |
| Deferred tax liabilities, net | 461,392 | 463,127 |
| Due to affiliates | 83,601 | 88,425 |
| Other liabilities | 158,393 | 136,885 |
| Total liabilities | 30,809,795 | 28,842,535 |
| Commitments and contingencies (Notes 6 and 11) | | |
| Equity: | | |
| Common stock, \$0.01 par value — 1,100,000,000 shares authorized; 350,010,317 and 349,029,766 shares issued and 349,958,176 and 348,977,625 shares outstanding, respectively | 3,500 | 3,490 |
| Additional paid-in capital | 1,576,234 | 1,560,519 |
| Accumulated other comprehensive income (loss) | (9,290) |) 3,553 |
| Retained earnings | 2,201,099 | 1,958,654 |
| Total stockholders' equity | 3,771,543 | 3,526,216 |
| Total liabilities and equity | \$ 34,581,338 | \$ 32,368,751 |

See notes to unaudited condensed consolidated financial statements.

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SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited) (Dollars in thousands, except per share amounts)

The assets of consolidated VIEs, presented based upon the legal transfer of the underlying assets in order to reflect legal ownership, that can be used only to settle obligations of the consolidated VIE and the liabilities of these entities for which creditors (or beneficial interest holders) do not have recourse to our general credit were as follows:

| | March 31, 2015 (As Restated-Note 2) | December 31, 2014 (As Restated-Note 2) |
|--|---|--|
| Assets | | |
| Restricted cash | \$ 1,852,825 | \$ 1,626,257 |
| Finance receivables held for sale | 1,068,168 | 18,712 |
| Finance receivables held for investment, net | 22,477,342 | 21,992,901 |
| Leased vehicles, net | 5,025,109 | 4,848,593 |
| Various other assets | 533,714 | 555,509 |
| Total assets | \$ 30,957,158 | \$ 29,041,972 |
| Liabilities | | |
| Notes payable | \$ 29,721,650 | \$ 27,822,174 |
| Various other liabilities | 63,249 | 55,795 |
| Total liabilities | \$ 29,784,899 | \$ 27,877,969 |

Certain amounts shown above are greater than the amounts shown in the corresponding line items in the accompanying condensed consolidated balance sheets due to intercompany eliminations between the VIEs and other entities consolidated by the Company. For example, for most of its securitizations, the Company retains one or more of the lowest tranches of bonds. Rather than showing investment in bonds as an asset and the associated debt as a liability, these amounts are eliminated in consolidation as required by U.S. GAAP.

See notes to unaudited condensed consolidated financial statements.

SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited) (Dollars in thousands, except per share amounts)

| | For the Three Months Ended March 31, | |
|--|--|------------------------------|
| | 2015 | 2014 |
| | (As Restated - Note 2) | (As Restated - Note 2) |
| Interest on finance receivables and loans | \$ 1,193,021 | \$ 1,103,523 |
| Leased vehicle income | 231,616 | 109,469 |
| Other finance and interest income | 7,341 | 250 |
| Total finance and other interest income | 1,431,978 | 1,213,242 |
| Interest expense — Including \$44,016 and \$34,243 to affiliates, respectively | 148,856 | 124,446 |
| Leased vehicle expense | 174,853 | 81,335 |
| Net finance and other interest income | 1,108,269 | 1,007,461 |
| Provision for credit losses | 631,847 | 566,573 |
| Net finance and other interest income after provision for credit losses | 476,422 | 440,888 |
| Profit sharing | 13,516 | 32,161 |
| Net finance and other interest income after provision for credit losses and profit sharing | 462,906 | 408,727 |
| Investment gains, net | 21,593 | 34,752 |
| Servicing fee income — Including \$5,024 and \$2,224 from affiliates, respectively | 24,803 | 10,405 |
| Fees, commissions, and other — Including \$5,849 and \$3,910 from affiliates, respectively | 103,798 | 89,304 |
| Total other income | 150,194 | 134,461 |
| Salary and benefits expense | 100,540 | 201,915 |
| Repossession expense | 58,826 | 48,431 |
| Other operating costs — Including \$371 and \$295 to affiliates, respectively | 88,466 | 69,775 |
| Total operating expenses | 247,832 | 320,121 |
| Income before income taxes | 365,268 | 223,067 |
| Income tax expense | 122,823 | 85,624 |
| Net income | \$242,445 | \$ 137,443 |
| Net income | \$242,445 | \$ 137,443 |
| Other comprehensive income (loss): | | |
| Change in unrealized gains (losses) on cash flow hedges, net of tax of (\$7,622) and \$1,230 | (12,843 |) 2,088 |
| Comprehensive income | \$229,602 | \$ 139,531 |
| Net income per common share (basic) | \$0.69 | \$0.39 |
| Net income per common share (diluted) | \$0.68 | \$0.39 |
| Weighted average common shares (basic) | 349,421,960 | 348,101,891 |
| Weighted average common shares (diluted) | 356,654,466 | 356,325,036 |

See notes to unaudited condensed consolidated financial statements.

SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
 (Unaudited) (In thousands)

| | Common Stock | | Additional Paid-In Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Total Stockholders' Equity |
|---|--------------|----------|----------------------------------|--|----------------------|----------------------------------|
| | Shares | Amount | | | | |
| Balance — January 1, 2014, as restated (Note 2) | 46,760 | \$ 3,468 | \$ 1,409,463 | \$ (2,853) | \$ 1,285,686 | \$ 2,695,764 |
| Stock issued in connection with employee incentive compensation plans | 2,007 | 20 | 16,390 | — | — | 16,410 |
| Stock-based compensation expense | — | — | 121,222 | — | — | 121,222 |
| Net income, as restated (Note 2) | — | — | — | — | 137,443 | 137,443 |
| Other comprehensive income, net of taxes | — | — | — | 2,088 | — | 2,088 |
| Balance — March 31, 2014, as restated (Note 2) | 48,767 | \$ 3,488 | \$ 1,547,075 | \$ (765) | \$ 1,423,129 | \$ 2,972,927 |
| Balance — January 1, 2015, as restated (Note 2) | 48,978 | \$ 3,490 | \$ 1,560,519 | \$ 3,553 | \$ 1,958,654 | \$ 3,526,216 |
| Stock issued in connection with employee incentive compensation plans | 980 | 10 | 11,640 | — | — | 11,650 |
| Stock based compensation expense | — | — | 4,075 | — | — | 4,075 |
| Net income, as restated (Note 2) | — | — | — | — | 242,445 | 242,445 |
| Other comprehensive loss, net of taxes | — | — | — | (12,843) | — | (12,843) |
| Balance — March 31, 2015, as restated (Note 2) | 49,958 | \$ 3,500 | \$ 1,576,234 | \$ (9,290) | \$ 2,201,099 | \$ 3,771,543 |

See notes to unaudited condensed consolidated financial statements.

SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited) (Dollars in thousands)

| | For the Three Months Ended March 31, | |
|---|--|--------------|
| | 2015 | 2014 |
| | (As | (As |
| | Restated - | Restated - |
| | Note 2) | Note 2) |
| Cash flows from operating activities: | | |
| Net income | \$242,445 | \$137,443 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Derivative mark to market | 14,384 | (3,385) |
| Provision for credit losses | 631,847 | 566,573 |
| Depreciation and amortization | 197,035 | 99,824 |
| Accretion of discount | (53,814) | (116,025) |
| Originations and purchases of receivables held for sale | (720,145) | (1,267,304) |
| Proceeds from sales of and repayments on receivables held for sale | 537,462 | 1,187,745 |
| Investment gains, net | (21,593) | (34,752) |
| Stock-based compensation | 4,075 | 121,222 |
| Deferred tax expense | 9,944 | 10,455 |
| Changes in assets and liabilities: | | |
| Accrued interest receivable | 6,512 | 2,176 |
| Accounts receivable | (3,726) | 2,161 |
| Federal income tax and other taxes | 384,634 | 76,185 |
| Other assets | (1,232) | (2,691) |
| Accrued interest payable | 1,744 | 1,379 |
| Other liabilities | 6,108 | 109,236 |
| Due to/from affiliates | (150) | (45,650) |
| Net cash provided by operating activities | 1,235,530 | 844,592 |
| Cash flows from investing activities: | | |
| Originations of and disbursements on finance receivables held for investment | (4,986,961) | (4,361,549) |
| Collections on finance receivables held for investment | 2,537,187 | 2,264,848 |
| Proceeds from sale of loans held for investment | 407,470 | 554,060 |
| Leased vehicles purchased | (1,135,171) | (1,212,312) |
| Manufacturer incentives received | 219,419 | 217,457 |
| Proceeds from sale of leased vehicles | 586,664 | 10,280 |
| Change in revolving personal loans | (4,237) | 13,493 |
| Purchases of furniture and equipment | (4,844) | (7,443) |
| Sales of furniture and equipment | 188 | 714 |
| Change in restricted cash | (766,447) | (282,748) |
| Other investing activities | (1,533) | (4,391) |
| Net cash used in investing activities | (3,148,265) | (2,807,591) |
| Cash flows from financing activities: | | |
| Proceeds from notes payable related to secured structured financings — net of debt issuance costs | 3,056,950 | 2,734,093 |
| Payments on notes payable related to secured structured financings | (2,780,640) | (2,149,907) |
| Proceeds from unsecured notes payable | 1,690,000 | 1,740,000 |
| Payments on unsecured notes payable | (1,005,000) | (1,325,000) |
| Proceeds from notes payable | 6,195,553 | 6,721,716 |

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| | | |
|--|-------------|-------------|
| Payments on notes payable | (5,259,330) | (5,662,762) |
| Proceeds from stock option exercises, gross | 9,161 | 13,071 |
| Repurchase of stock - employee tax withholding | (164) | (5,908) |
| Net cash provided by financing activities | 1,906,530 | 2,065,303 |
| Net increase (decrease) in cash and cash equivalents | (6,205) | 102,304 |
| Cash — Beginning of period | 33,157 | 10,531 |
| Cash — End of period | \$26,952 | \$112,835 |

Noncash investing and financing transactions:

| | | |
|--|-----------|-----------|
| Transfer of retail installment contracts to repossessed vehicles | \$415,983 | \$361,732 |
|--|-----------|-----------|

See notes to unaudited condensed consolidated financial statements.

SANTANDER CONSUMER USA HOLDINGS INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per share amounts)
(Unaudited)

1. Description of Business, Basis of Presentation, and Significant Accounting Policies and Practices

Santander Consumer USA Holdings Inc., a Delaware Corporation (together with its subsidiaries, “SCUSA” or “the Company”), is the holding company for Santander Consumer USA Inc., an Illinois corporation, and subsidiaries, a specialized consumer finance company focused on vehicle finance and personal lending products. The Company’s primary business is the indirect origination of retail installment contracts principally through manufacturer-franchised dealers in connection with their sale of new and used vehicles to retail consumers.

In conjunction with the Chrysler Agreement, a ten-year private label financing agreement with Chrysler Group that became effective May 1, 2013, the Company offers a full spectrum of auto financing products and services to Chrysler customers and dealers under the Chrysler Capital brand. These products and services include consumer retail installment contracts and leases, as well as dealer loans for inventory, construction, real estate, working capital and revolving lines of credit.

The Company also originates vehicle loans through a web-based direct lending program, purchases vehicle retail installment contracts from other lenders, and services automobile and recreational and marine vehicle portfolios for other lenders. Additionally, the Company has several relationships through which it provides personal loans, private label credit cards and other consumer finance products.

As of March 31, 2015, the Company was owned approximately 60.3% by SHUSA, a subsidiary of Santander, approximately 29.6% by public shareholders, approximately 10.0% by DDFS LLC, an entity affiliated with Thomas G. Dundon, the Company’s Chairman and CEO and approximately 0.1% by other holders, primarily members of senior management.

Basis of Presentation

The accompanying condensed consolidated financial statements include the accounts of the Company and its subsidiaries, including certain Trusts, which are considered VIEs. The Company also consolidates other VIEs for which it was deemed the primary beneficiary. All intercompany balances and transactions have been eliminated in consolidation.

The accompanying condensed consolidated financial statements as of March 31, 2015 and December 31, 2014, and for the three months ended March 31, 2015 and 2014, have been prepared in accordance with U.S. GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, these financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position, results of operations and cash flows for the periods indicated. Results of operations for the periods presented herein are not necessarily indicative of results of operations for the entire year. These financial statements should be read in conjunction with the Company’s Annual Report for the year ended December 31, 2014.

Certain prior year amounts have been reclassified to conform to current year presentation; specifically, retail installment contracts held for investment, personal loans, receivables from dealers, and capital lease receivables, which previously were reported as separate line items in the condensed consolidated balance sheet, now are reported in aggregate in the condensed consolidated balance sheet as finance receivables held for investment, with disclosure of the components in Note 3 – Finance Receivables and Note 4 – Leases. Additionally, related-party assets and liabilities, which previously were disclosed separately within certain line items in the condensed consolidated balance sheet, are now reported as separate line items in the condensed consolidated balance sheet. The classification of related-party assets and liabilities reported in the condensed consolidated balance sheets as of March 31, 2015 and December 31, 2014 is as follows:

Related-Party Assets and Liabilities Classification as of

| March 31, 2015 | December 31, 2014 |
|--------------------------------|--|
| Related party taxes receivable | Federal, state and other income taxes receivable |
| Due from affiliates | Other assets |
| Notes payable – related party | Notes payable – credit facilities |
| Related party taxes payable | Federal, state and other income taxes payable |
| | Accrued interest payable |
| Due to affiliates | Accounts payable and accrued expenses |
| | Other liabilities |

The reclassifications in the condensed consolidated balance sheets also are reflected in the corresponding categories in the condensed consolidated statements of cash flows.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements and the amount of revenue and expenses during the reporting periods. Actual results could differ from those estimates and those differences may be material. These estimates include the determination of credit loss allowance, discount accretion, impairment, expected end-of-term lease residual values, values of repossessed assets, and income taxes. These estimates, although based on actual historical trends and modeling, may potentially show significant variances over time.

Business Segment Information

The Company has one reportable segment: Consumer Finance, which includes the Company's vehicle financial products and services, including retail installment contracts, vehicle leases, and dealer loans, as well as financial products and services related to motorcycles, RVs, and marine vehicles. It also includes the Company's personal loan and point-of-sale financing operations.

Accounting Policies

The Company has identified the following significant accounting policies and estimates used by management in the preparation of the Company's financial statements: finance receivables (which includes retail installment contracts, personal loans, receivables from dealers and capital lease receivables), provision for credit losses, leased vehicles, income taxes, and earnings per share. As of March 31, 2015, there have been no significant changes to the Company's accounting policies as disclosed in Part II, Item 8 - Financial Statements and Supplementary Data in the Annual Report for the year ended December 31, 2014.

Recently Adopted Accounting Standards

In June 2014, the FASB issued ASU 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The standard requires entities to account for repurchase-to-maturity transactions as secured borrowings, eliminates accounting guidance on linked repurchase financing transactions, and expands disclosure requirements related to certain transfers of financial assets that are accounted for as secured borrowings. This guidance became effective for the Company January 1, 2015 and implementation did not have a significant impact on the Company's financial position, results of operations, or cash flows.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which provides guidance on a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. This guidance currently is scheduled to become effective for fiscal years beginning after December 15, 2016; however, the FASB recently proposed a one-year deferral of the effective date, subject to due process. The Company does not expect the adoption to have a material impact to the condensed consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award That a Performance Target Could be Achieved after the Requisite Service Period. This standard affects entities that issue share-based payments when the terms of an award stipulate that a performance target could be achieved after an employee completes the requisite service period. This guidance is effective for fiscal years beginning after December

15, 2015. The Company is currently evaluating the impact of the adoption on its condensed consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, Income Statement - Extraordinary and Unusual Items. This standard simplifies income statement classification by removing the concept of extraordinary items from U.S. GAAP, and as a result, items that are both unusual and infrequent no longer will be separately reported net of tax after continuing operations. This guidance is effective for periods beginning after December 15, 2015. The Company does not expect the adoption to have a material impact to the condensed consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Consolidation: Amendments to the Consolidation Analysis. This ASU changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. This guidance is effective for periods beginning after December 15, 2015. The Company is in the process of evaluating the impacts of the adoption of this ASU.

In April 2015, the FASB issued ASU 2015-03, Imputation of Interest. This ASU requires that debt issuance costs, as well as discounts arising from the imputation of interest, be recorded as part of the basis of the related note, rather than as a separate asset or liability. The guidance should be applied retrospectively and will be effective for fiscal years beginning after December 31, 2015. The Company does not expect the adoption to have a material impact to the condensed consolidated financial statements.

2. Corrections of Errors

Subsequent to the issuance of the Company's March 31, 2015 condensed consolidated financial statements, the Company identified errors in its historical financial statements, including for the three months ended March 31, 2015 and 2014. Accordingly, the Company has restated the unaudited interim condensed consolidated financial statements as of and for the three months ended March 31, 2015 and 2014 to reflect the error corrections, the most significant of which are as follows:

I. Errors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed on March 31, 2016 (the "Original 10-K"):

The Company determined that its historical methodology for estimating its credit loss allowance for individually acquired retail installment contracts held for investment was in error as it did not estimate impairment on troubled debt restructurings (TDRs) separately from a general credit loss allowance on loans not classified as TDRs, and incorrectly applied a loss emergence period to the entire portfolio rather than only to loans not classified as TDRs. In addition, the Company determined that it had incorrectly identified the population of loans that should be classified and disclosed as TDRs and, separately, had incorrectly estimated the impairment on these loans, as of each of these balance sheet dates. The Company has corrected its allowance methodology accordingly, and has determined, based on this corrected methodology, the credit loss allowance reported on the condensed consolidated balance sheets was understated by \$12,198 as of March 31, 2015 and was overstated by \$56,508 as of December 31, 2014.

The Company determined that subvention payments related to leased vehicles were incorrectly classified, within the income statement, as an addition to Leased vehicle income rather than a reduction of Leased vehicle expense. The subvention payments classification errors did not impact net income for any period.

The impact of the corrections of the above errors on the financial statements for the three months ended March 31, 2015 and 2014 was disclosed in Part II, Item 9B of the Original 10-K, and the errors were corrected in the financial statements and related disclosures for the three months ended March 31, 2015 in the Company's originally filed quarterly report on Form 10-Q for the quarterly period ended March 31, 2016.

II. Errors identified subsequent to the filing of the Original 10-K:

The Company previously used the original contractual interest rate rather than the original effective rate as the discount rate applied to expected cash flows to determine TDR impairment. ASC 310-40-35-12 requires that expected future cash flows be discounted using the original effective interest rate.

The Company has corrected the discount rate used in the determination of TDR impairment and has determined that the allowance was understated, and the net carrying balance of individually acquired retail installment contracts held for investment accordingly overstated, by \$74,723 and \$68,642 as of March 31, 2015 and

December 31, 2014, respectively, related to this methodology error. This error also caused the provision for credit losses in the condensed consolidated statements of income and comprehensive income to be understated by \$6,081 and \$929 for the three months ended March 31, 2015 and 2014, respectively.

The Company has determined that its application of the retrospective effective interest method for accreting discounts, subvention payments from manufacturers, and other origination costs (collectively "discount") on individually acquired retail installment contracts held for investment was in error, as (i) these cost basis adjustments were accreted over the average life of a loan rather than the aggregate life of a loan pool, (ii) defaults were inappropriately considered in the estimate of future principal prepayments, (iii) the portfolio was not adequately segmented to consider different prepayment performance based on credit quality and term, (iv) remaining unaccreted balances at charge off were being recorded as interest income rather than as reductions of the net charge off, and (v) the unaccreted discount component of TDR carrying value was misstated, resulting in inaccurate TDR impairment.

(i) The Company previously had accreted discounts over the average life of the loan portfolio. However, Examples 3 and 4 in the implementation guidance to ASC 310-20, Receivables - Nonrefundable Fees and Other Costs, provide guidance on the projection of cash flows for a pool of loans and the treatment of actual and anticipated prepayments for determining the effective interest rate under the retrospective method. The guidance demonstrates an application that aligns with the aggregate life of the loan pool rather than the average loan life concept. Under the average life method previously applied by the Company, anticipated prepayments shortened the life of the portfolio and maintained the portfolio monthly cash flows constant, i.e., incorrectly accelerated the accretion of discount. Accordingly, management has determined that the use of the average life was in error.

(ii) The Company previously had considered all types of liquidations, both voluntary prepayments and charge offs, as anticipated prepayments for purposes of determining a prepayment assumption. However, the application of a prepayment assumption as described in ASC 310-20-35-26 does not allow for future expected defaults to be considered in the assumption. Accordingly, management has determined that the inclusion of future expected defaults in the anticipated prepayment assumption was in error.

(iii) The Company previously had aggregated all loans in the individually acquired retail installment contract portfolio into one pool for the purpose of estimating prepayments and determining the effective interest rate under the retrospective method. ASC 310-20-35-30 provides some characteristics to be considered when aggregating a large number of similar loans for this purpose. Management has determined that there is differentiation in prepayment behavior within its loan portfolio based on characteristics including credit quality, maturity, and period of origination. Accordingly, management has determined that the absence of segmentation into pools of homogeneous loans was in error.

(iv) The Company previously had recorded charge offs based on unpaid principal balance. The accretion of discount of charged off loans was previously reported as interest income. However, ASC 310-10, Receivables, refers to the recorded investment in the loan as the appropriate accounting basis. ASC 310-10-35-24 specifies that the recorded investment includes adjustments such as unamortized premium or discount. Accordingly, management has determined that unaccreted discounts remaining at charge off should be included in the net charge off amount recorded.

(v) As a result of the incorrect accretion methodology, as well as the exclusion of unaccreted discount, the recorded investment in TDRs was misstated, resulting in a misstatement of TDR impairment.

The Company has corrected its accretion methodology and has determined that the various aspects had the following impacts as of each period end balance sheet date:

| | March 31, 2015 | December 31, 2014 |
|--------------------------------------|-------------------|----------------------|
| Overstatement of recorded investment | \$151,187 | \$140,215 |
| Overstatement of TDR impairment | (61,817) | (56,320) |

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| | | |
|---|----------|-----------|
| Overstatement of finance receivables, net | \$89,370 | \$ 83,895 |
| Over/(under)statement of finance receivables held for sale | \$3,355 | \$ (1) |
| Overstatement of finance receivables held for investment, net | \$86,015 | \$ 83,896 |

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This error also had the following impacts on the condensed consolidated statements of income and comprehensive income:

| | March 31, March 31, | |
|---|---------------------|-----------|
| | 2015 | 2014 |
| Interest on finance receivables and loans | \$ 50,917 | \$ 37,604 |
| Investment gains (losses), net | (346) | 1,062 |
| Provision for credit losses | (45,097) | (36,813) |
| | \$ 5,474 | \$ 1,853 |

The Company previously omitted the consideration of net unaccreted discounts when estimating the allowance for credit losses for the non-TDR portfolio of individually acquired retail installment contracts held for investment under ASC 450-20. Accordingly, management has determined that the omission of consideration of net unaccreted discounts in the allowance was in error.

The Company has corrected its allowance methodology to take net unaccreted discounts into consideration, and has determined that the allowance was overstated, and the net carrying balance of individually acquired retail installment contracts held for investment accordingly understated, by \$99,290 and \$95,465 as of March 31, 2015 and December 31, 2014, respectively, related to this methodology error. This error also caused the provision for credit losses in the condensed consolidated statements of income and comprehensive income to be overstated by \$3,825 and \$15,140 for the three months ended March 31, 2015 and 2014, respectively.

In addition to the restatement of the Company's condensed consolidated financial statements, certain information within the following notes to the condensed consolidated financial statement has been restated to reflect the corrections of errors discussed above as well as other, less significant errors and/or to add disclosure language, as appropriate.

Note 3. Finance Receivables

Note 4. Leases

Note 5. Credit Loss Allowance and Credit Quality

Note 7. Variable Interest Entities

Note 8. Derivative Financial Instruments

Note 9. Other Assets

Note 10. Income Taxes

Note 11. Commitments and Contingencies

Note 13. Computation of Basic and Diluted Earnings per Common Share

Note 14. Fair Value of Financial Instruments

The following table summarizes the impacts of the corrections on the condensed consolidated balance sheets as of March 31, 2015 and December 31, 2014:

March 31, 2015

| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
|--|-------------------------------------|-------------|-----------------------|-------------|----------------|
| Finance receivables held for sale, net | \$1,045,869 | \$ — | \$1,045,869 | \$ (3,355) | \$1,042,514 |
| Finance receivables held for investment, net | 24,650,372 | (12,198) | 24,638,174 | (90,500) | 24,547,674 |
| Leased vehicles, net | 5,042,419 | — | 5,042,419 | (17,310) | 5,025,109 |
| Federal, state and other income taxes receivable | 124,545 | — | 124,545 | (62) | 124,483 |
| Deferred tax asset | 19,367 | 436 | 19,803 | (1,452) | 18,351 |
| Intangible assets, net | 53,590 | — | 53,590 | (16,800) | 36,790 |
| Due from affiliates | 90,351 | — | 90,351 | 35,789 | 126,140 |
| Other assets | 452,272 | — | 452,272 | 21,219 | 473,491 |
| Total assets | 34,665,571 | (11,762) | 34,653,809 | (72,471) | 34,581,338 |
| Deferred tax liabilities, net | 509,428 | (4,117) | 505,311 | (43,919) | 461,392 |
| Due to affiliates | 47,812 | — | 47,812 | 35,789 | 83,601 |
| Other liabilities | 151,441 | — | 151,441 | 6,952 | 158,393 |
| Total liabilities | 30,815,090 | (4,117) | 30,810,973 | (1,178) | 30,809,795 |
| Retained earnings | 2,280,037 | (7,645) | 2,272,392 | (71,293) | 2,201,099 |
| Total stockholders' equity | 3,850,481 | (7,645) | 3,842,836 | (71,293) | 3,771,543 |
| Total liabilities and equity | 34,665,571 | (11,762) | 34,653,809 | (72,471) | 34,581,338 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2015 issued on April 29, 2015.

(b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

December 31, 2014

| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
|--|-------------------------------------|-------------|-----------------------|-------------|----------------|
| Finance receivables held for sale, net | \$46,585 | \$ — | \$ 46,585 | \$ 1 | \$ 46,586 |
| Finance receivables held for investment, net | 23,915,556 | 56,508 | 23,972,059 | (60,410) | 23,911,649 |
| Leased vehicles, net | 4,862,783 | — | 4,862,783 | (14,190) | 4,848,593 |
| Federal, state and other income taxes receivable | 502,035 | — | 502,035 | (3,735) | 498,300 |
| Related party taxes receivable | 459 | — | 459 | 8 | 467 |
| Deferred tax asset | 21,244 | (2,164) | 19,080 | 5,491 | 24,571 |
| Intangible assets, net | 53,682 | — | 53,682 | (16,800) | 36,882 |
| Due from affiliates | 102,457 | — | 102,457 | 39,094 | 141,551 |
| Other assets | 403,416 | — | 403,416 | 22,772 | 426,188 |
| Total assets | 32,342,176 | 76,344 | 32,396,520 | (27,769) | 32,368,751 |
| Accounts payable and accrued expenses | 315,130 | — | 315,130 | 9,500 | 324,630 |
| Federal, state and other income taxes payable | 319 | — | 319 | 416 | 735 |
| Deferred tax liabilities, net | 492,303 | 19,021 | 511,324 | (48,197) | 463,127 |
| Due to affiliates | 48,688 | — | 48,688 | 39,737 | 88,425 |
| Other liabilities | 98,654 | — | 98,654 | 38,231 | 136,885 |
| Total liabilities | 28,783,829 | 19,021 | 28,802,848 | 39,687 | 28,842,535 |
| Retained earnings | 1,990,785 | 35,323 | 2,026,110 | (67,456) | 1,958,654 |
| Total stockholders' equity | 3,558,349 | 35,323 | 3,593,672 | (67,456) | 3,526,216 |
| Total liabilities and equity | 32,342,176 | 76,344 | 32,396,520 | (27,769) | 32,368,751 |

- (a) Originally reported amounts included in the Annual Report on Form 10-K for the year ended December 31, 2014 issued on March 2, 2015.
- (b) Reported amounts included in the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

The following table summarizes the impacts of the corrections on the Company's assets and liabilities related to VIEs included in the condensed consolidated financial statements as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | | | |
|--|-------------------------------------|-----------------------|--------------|----------------|
| | As Originally Reported (a) | As Reported (b) | Corrections | As Restated |
| Finance receivables held for sale | \$— | —\$ | —\$1,068,168 | \$1,068,168 |
| Finance receivables held for investment, net | 21,822,903 | 21,877,097 | 600,245 | 22,477,342 |
| Leased vehicles, net | 5,042,419 | 5,042,419 | (17,310) | 5,025,109 |
| Various other assets | 2,393,301 | 2,393,301 | (1,859,587) | 533,714 |
| Notes payable | 29,695,230 | 29,695,230 | 26,420 | 29,721,650 |
| Various other liabilities | 2,086 | 2,086 | 61,163 | 63,249 |

- (a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2015 issued on April 29, 2015.
- (b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

| | December 31, 2014 | | | | |
|--|----------------------------------|-------------|--------------------|-------------|----------------|
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Finance receivables held for investment, net | \$21,366,121 | \$ 66,163 | \$21,432,284 | \$ 560,617 | \$21,992,901 |
| Leased vehicles, net | 4,862,783 | — | 4,862,783 | (14,190) | 4,848,593 |
| Various other assets | 1,283,280 | — | 1,283,280 | (727,771) | 555,509 |
| Notes payable | 27,796,999 | — | 27,796,999 | 25,175 | 27,822,174 |
| Various other liabilities | — | — | — | 55,795 | 55,795 |

(a) Originally reported amounts included in the Annual Report on Form 10-K for the year ended December 31, 2014 issued on March 2, 2015.

(b) Reported amounts included in the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

The following table summarizes the impacts of the corrections on our condensed consolidated statements of income and comprehensive income for the three months ended March 31, 2015 and 2014:

| | Three Months Ended March 31, 2015 | | | | |
|--|-------------------------------------|-------------|-----------------------|-------------|----------------|
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Interest on finance receivables and loans | \$1,230,002 | \$ — | \$1,230,002 | \$(36,981) | \$1,193,021 |
| Leased vehicle income | 332,946 | (101,330) | 231,616 | — | 231,616 |
| Total finance and other interest income | 1,570,289 | (101,330) | 1,468,959 | (36,981) | 1,431,978 |
| Leased vehicle expense | 273,064 | (101,330) | 171,734 | 3,119 | 174,853 |
| Net finance and other interest income | 1,148,369 | — | 1,148,369 | (40,100) | 1,108,269 |
| Provision for credit losses | 605,981 | 68,706 | 674,687 | (42,840) | 631,847 |
| Net finance and other interest income after provision for credit losses | 542,388 | (68,706) | 473,682 | 2,740 | 476,422 |
| Net finance and other interest income after provision for credit losses and profit sharing | 528,872 | (68,706) | 460,166 | 2,740 | 462,906 |
| Investment gains, net | 21,247 | — | 21,247 | 346 | 21,593 |
| Fees, commissions, and other | 101,133 | — | 101,133 | 2,665 | 103,798 |
| Total other income (loss) | 147,183 | — | 147,183 | 3,011 | 150,194 |
| Other operating costs | 86,013 | — | 86,013 | 2,453 | 88,466 |
| Total operating expenses | 245,379 | — | 245,379 | 2,453 | 247,832 |
| Income before income taxes | 430,676 | (68,706) | 361,970 | 3,298 | 365,268 |
| Income tax expense | 141,426 | (25,738) | 115,688 | 7,135 | 122,823 |
| Net income | \$289,250 | \$(42,968) | \$246,282 | \$(3,837) | \$242,445 |
| Net income | \$289,250 | \$(42,968) | \$246,282 | \$(3,837) | \$242,445 |
| Comprehensive income | \$276,407 | \$(42,968) | \$233,439 | \$(3,837) | \$229,602 |
| Net income per common share (basic) | \$0.83 | \$(0.13) | \$0.70 | \$(0.01) | \$0.69 |
| Net income per common share (diluted) | \$0.81 | \$(0.12) | \$0.69 | \$(0.01) | \$0.68 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2015 issued on April 29, 2015.

(b) Reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2016 issued on May 5, 2016.

Three Months Ended March 31, 2014

| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
|--|-------------------------------------|-------------|-----------------------|-------------|----------------|
| Interest on finance receivables and loans | \$1,140,329 | \$ — | \$1,140,329 | \$(36,806) | \$1,103,523 |
| Leased vehicle income | 147,123 | (40,915) | 106,208 | 3,261 | 109,469 |
| Total finance and other interest income | 1,287,702 | (40,915) | 1,246,787 | (33,545) | 1,213,242 |
| Leased vehicle expense | 120,069 | (40,915) | 79,154 | 2,181 | 81,335 |
| Net finance and other interest income | 1,043,187 | — | 1,043,187 | (35,726) | 1,007,461 |
| Provision for credit losses | 698,594 | (93,874) | 604,720 | (38,147) | 566,573 |
| Net finance and other interest income after provision for credit losses | 344,593 | 93,874 | 438,467 | 2,421 | 440,888 |
| Net finance and other interest income after provision for credit losses and profit sharing | 312,432 | 93,874 | 406,306 | 2,421 | 408,727 |
| Investment gains (losses), net | 35,814 | — | 35,814 | (1,062) | 34,752 |
| Total other income (loss) | 135,523 | — | 135,523 | (1,062) | 134,461 |
| Other operating costs | 68,102 | — | 68,102 | 1,673 | 69,775 |
| Total operating expenses | 318,448 | — | 318,448 | 1,673 | 320,121 |
| Income before income taxes | 129,507 | 93,874 | 223,381 | (314) | 223,067 |
| Income tax expense | 48,041 | 34,511 | 82,552 | 3,072 | 85,624 |
| Net income | \$81,466 | \$59,363 | \$140,829 | \$(3,386) | \$137,443 |
| Net income | \$81,466 | \$59,363 | \$140,829 | \$(3,386) | \$137,443 |
| Comprehensive income | \$83,554 | \$59,363 | \$142,917 | \$(3,386) | \$139,531 |
| Net income per common share (basic) | \$0.23 | \$0.17 | \$0.40 | \$(0.01) | \$0.39 |
| Net income per common share (diluted) | \$0.23 | \$0.17 | \$0.40 | \$(0.01) | \$0.39 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2014 issued on May 15, 2014.

(b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

The following table summarizes the impacts of the corrections on our condensed consolidated statements of equity for the three months ended March 31, 2015 and 2014:

| | Retained Earnings | | | | |
|---------------------------|-------------------------------------|-------------|-----------------------|-------------|----------------|
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Balance — January 1, 2015 | \$1,990,787 | \$35,323 | \$2,026,110 | \$(67,456) | \$1,958,654 |
| Net income | 289,250 | (42,968) | 246,282 | (3,837) | 242,445 |
| Balance — March 31, 2015 | \$2,280,037 | (7,645) | \$2,272,392 | (71,293) | \$2,201,099 |
| | Total Stockholders' Equity | | | | |
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Balance — January 1, 2015 | \$3,558,349 | \$35,323 | \$3,593,672 | \$(67,456) | \$3,526,216 |
| Net income | 289,250 | (42,968) | 246,282 | (3,837) | 242,445 |

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Balance — March 31, 2015, 3,850,481 (7,645) 3,842,836 (71,293) 3,771,543

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2015 issued on April 29, 2015.

(b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

| | Retained Earnings | | | | |
|---------------------------|----------------------------|-------------|-----------------|--------------|-------------|
| | As Originally Reported (a) | | As Reported (b) | | As Restated |
| | Originally Reported | Corrections | As Reported (b) | Corrections | As Restated |
| Balance — January 1, 2015 | \$1,276,754 | \$ 77,435 | \$1,354,189 | \$ (68,503) | \$1,285,686 |
| Net income | 81,466 | 59,363 | 140,829 | (3,386) | 137,443 |
| Balance — March 31, 2015 | 1,358,220 | 136,798 | 1,495,018 | (71,889) | 1,423,129 |

| | Total Stockholders' Equity | | | | |
|---------------------------|----------------------------|-------------|-----------------|--------------|-------------|
| | As Originally Reported (a) | | As Reported (b) | | As Restated |
| | Originally Reported | Corrections | As Reported (b) | Corrections | As Restated |
| Balance — January 1, 2015 | \$2,686,832 | \$ 77,435 | \$2,764,267 | \$ (68,503) | \$2,695,764 |
| Net income | 81,466 | 59,363 | 140,829 | (3,386) | 137,443 |
| Balance — March 31, 2015 | 2,908,018 | 136,798 | 3,044,816 | (71,889) | 2,972,927 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2014 issued on May 15, 2014.

(b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

The following table summarizes the impacts of the corrections on our condensed consolidated statements of cash flows for the three months ended March 31, 2015 and 2014:

| | Three Months Ended March 31, 2015 | | | | |
|---|-----------------------------------|--------------|-----------------|-------------|-------------|
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Cash flows from operating activities: | | | | | |
| Net income | \$289,250 | \$ (42,968) | \$246,282 | \$ (3,837) | \$242,445 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | |
| Derivative mark to market | 2,429 | — | 2,429 | 11,955 | 14,384 |
| Provision for credit losses | 605,981 | 68,706 | 674,687 | (42,840) | 631,847 |
| Depreciation and amortization | 297,521 | (101,330) | 196,191 | 844 | 197,035 |
| Accretion of discount | (234,055) | 101,330 | (132,725) | 78,911 | (53,814) |
| Investment gains, net | (21,247) | — | (21,247) | (346) | (21,593) |
| Deferred tax expense (benefit) | 24,463 | (25,738) | (1,275) | 11,219 | 9,944 |
| Changes in assets and liabilities: | | | | | |
| Federal income tax and other taxes | 388,718 | — | 388,718 | (4,084) | 384,634 |
| Other assets | 7,063 | — | 7,063 | (8,295) | (1,232) |
| Other liabilities | 62,587 | — | 62,587 | (56,479) | 6,108 |
| Due to/from affiliates | (5,435) | — | (5,435) | 5,285 | (150) |
| Net cash provided by operating activities | 1,243,197 | — | 1,243,197 | (7,667) | 1,235,530 |
| Cash flows from financing activities: | | | | | |
| Cash collateral posted on cash flow hedges | (7,667) | — | (7,667) | 7,667 | — |
| Net cash provided by financing activities | 1,898,863 | — | 1,898,863 | 7,667 | 1,906,530 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2015 issued on April 29, 2015.

(b) Reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2016 issued on May 5, 2016.

| | Three Months Ended March 31, 2014 | | | | |
|---|-----------------------------------|-------------|-----------------|-------------|-------------|
| | As Originally Reported (a) | Corrections | As Reported (b) | Corrections | As Restated |
| Cash flows from operating activities: | | | | | |
| Net income | \$81,466 | \$ 59,363 | \$140,829 | \$ (3,386) | \$137,443 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | |
| Derivative mark to market | (5,058) | — | (5,058) | 1,673 | (3,385) |
| Provision for credit losses | 698,594 | (93,874) | 604,720 | (38,147) | 566,573 |
| Depreciation and amortization | 139,158 | (40,915) | 98,243 | 1,581 | 99,824 |
| Accretion of discount | (197,943) | 40,915 | (157,028) | 41,003 | (116,025) |
| Investment gains, net | (35,814) | — | (35,814) | 1,062 | (34,752) |
| Deferred tax expense (benefit) | (27,128) | 34,511 | 7,383 | 3,072 | 10,455 |
| Changes in assets and liabilities: | | | | | |
| Other assets | (5,536) | — | (5,536) | 2,845 | (2,691) |
| Other liabilities | 106,364 | — | 106,364 | 2,872 | 109,236 |

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| | | |
|--|--------------|-----------------------------------|
| Due to/from affiliates | (26,325) — | (26,325) (19,325) (45,650) |
| Net cash provided by operating activities | 851,342 — | 851,342 (6,750) 844,592 |
| Cash flows from investing activities: | | |
| Proceeds from sale of leased vehicles | 11,089 — | 11,089 (809) 10,280 |
| Change in restricted cash | (266,779) — | (266,779) (15,969) (282,748) |
| Net cash used in investing activities | (2,790,813)— | (2,790,813) (16,778) (2,807,591) |
| Cash flows from financing activities: | | |
| Cash collateral posted on cash flow hedges | (23,528) — | (23,528) 23,528 — |
| Net cash provided by financing activities | 2,041,775 — | 2,041,775 23,528 2,065,303 |

(a) Originally reported amounts included in the Quarterly Report on Form 10-Q for the period ended March 31, 2014 issued on May 15, 2014.

(b) Reported amounts included in Part II, Item 9B of the Annual Report on Form 10-K for the year ended December 31, 2015 issued on March 31, 2016.

3. Finance Receivables (As Restated)

Finance receivables held for investment includes individually acquired retail installment contracts and loans, purchased receivables portfolios, and capital leases (see Note 4). The Company's portfolio of individually acquired retail installment contracts and loans held for investment was comprised of the following at March 31, 2015 and

December 31, 2014:

| | March 31, 2015 | | |
|--|--|---|-------------------|
| | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans |
| Unpaid principal balance | \$25,506,977 | \$ 102,410 | \$2,115,496 |
| Credit loss allowance (Note 5) | (2,748,526) | (1,130) | (352,878) |
| Discount | (791,354) | — | (1,972) |
| Capitalized origination costs and fees | 57,831 | — | 1,291 |
| Net carrying balance | \$22,024,928 | \$ 101,280 | \$1,761,937 |
| | December 31, 2014 | | |
| | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans |
| Unpaid principal balance | \$24,555,106 | \$ 100,164 | \$2,128,769 |
| Credit loss allowance (Note 5) | (2,586,685) | (674) | (348,660) |
| Discount | (749,921) | — | (1,356) |
| Capitalized origination costs and fees | 52,964 | — | 1,024 |
| Net carrying balance | \$21,271,464 | \$ 99,490 | \$1,779,777 |

Purchased receivables portfolios, which were acquired with deteriorated credit quality, were comprised of the following at March 31, 2015 and December 31, 2014:

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Outstanding balance | \$692,656 | \$ 853,219 |
| Outstanding recorded investment, net of impairment | \$530,920 | \$ 679,079 |

As of March 31, 2015, retail installment contracts and receivables from dealers held for sale totaled \$1,041,426 and \$1,088, respectively. As of December 31, 2014, retail installment contracts and receivables from dealers held for sale totaled \$45,425 and \$1,161, respectively. Sales of retail installment contracts for the three months ended March 31, 2015 and 2014 included principal balance amounts of \$919,078 and \$1,685,723, respectively. The Company retains servicing of sold retail installment contracts and was servicing \$7,498,092 and \$7,372,884 as of March 31, 2015 and December 31, 2014, respectively, of contracts sold to unrelated third parties. Proceeds from sales of charged off assets for the three months ended March 31, 2015 and 2014 were \$38,376 and zero, respectively.

Retail installment contracts are collateralized by vehicle titles, and the Company has the right to repossess the vehicle in the event the consumer defaults on the payment terms of the contract. Most of the Company's retail installment contracts held for investment are pledged against warehouse facilities or securitization bonds (Note 6). Most of the creditors on the Company's retail installment contracts are retail consumers; however, \$876,888 and \$816,100 of the unpaid principal balance represented fleet contracts with commercial borrowers as of March 31, 2015 and December 31, 2014, respectively.

Borrowers on the Company's retail installment contracts held for investment are located in Texas (18%), Florida (11%), California (9%), Georgia (5%) and other states each individually representing less than 5% of the Company's total.

Receivables from dealers held for investment includes a term loan with a third-party vehicle dealer and lender that operates in multiple states. The loan allowed committed borrowings of \$50,000 at March 31, 2015 and December 31, 2014, and the unpaid principal balance of the facility was \$50,000 at each of those dates. The term loan will mature on December 31, 2018.

The remaining receivables from dealers held for investment are all Chrysler-related. Borrowers on these Chrysler dealer receivables are located in Ohio (31%), Virginia (21%), California (15%), New York (13%), Tennessee (8%), Louisiana (6%), and other states each individually representing less than 5% of the Company's total.

Borrowers on the Company's personal loans are located in California (11%), New York (8%), Texas (8%), Florida (7%), and other states each individually representing less than 5% of the Company's total.

Changes in accretable yield on the Company's purchased receivables portfolios for the periods indicated were as follows:

| | For the Three Months | |
|---|----------------------|-----------|
| | Ended | |
| | March 31, | March 31, |
| | 2015 | 2014 |
| Balance — beginning of period | \$268,927 | \$407,490 |
| Accretion of accretable yield | (28,206) | (68,814) |
| Reclassifications from nonaccretable difference | 7,223 | 28,504 |
| Balance — end of period | \$247,944 | \$367,180 |

During the three months ended March 31, 2015 and 2014, the Company did not acquire any vehicle loan portfolios for which it was probable at acquisition that not all contractually required payments would be collected.

4. Leases (As Restated)

The Company has both operating and capital leases, which are separately accounted for and recorded on the Company's condensed consolidated balance sheets. Operating leases are reported as leased vehicles, net, while capital leases are included in finance receivables held for investment, net.

Operating Leases

Leased vehicles, net, which is comprised of leases originated under the Chrysler Agreement, consisted of the following as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | December 31, 2014 |
|----------------------------------|-------------------|----------------------|
| Leased vehicles | \$6,667,859 | \$6,306,277 |
| Less: accumulated depreciation | (989,816) | (816,000) |
| Depreciated net capitalized cost | \$5,678,043 | \$5,490,277 |
| Manufacturer subvention payments | (660,638) | (646,232) |
| Origination fees and other costs | 7,704 | 4,548 |
| Net book value | \$5,025,109 | \$4,848,593 |

On March 31, 2015, the Company executed a bulk sale of Chrysler Capital leases with a depreciated net capitalized cost of \$561,334 and a net book value of \$488,919 to a third party. SCUSA retained servicing on the sold leases. Due to the accelerated depreciation permitted for tax purposes, this sale generated a large taxable gain that the Company has deferred through a qualified like-kind exchange program. In order to qualify for this deferral, the proceeds from the sale (along with the proceeds from recent lease terminations for which the Company also intends to defer the taxable gain) are held in a qualified exchange account, which is classified as restricted cash, until reinvested in new lease originations.

The following summarizes the future minimum rental payments due to the Company as lessor under operating leases as of March 31, 2015:

| | |
|-------------------|-------------|
| Remainder of 2015 | \$672,708 |
| 2016 | 739,048 |
| 2017 | 294,334 |
| 2018 | 10,527 |
| 2019 | 4 |
| Thereafter | — |
| Total | \$1,716,621 |

Capital Leases

Certain leases originated by the Company are accounted for as capital leases, as the contractual residual values are nominal amounts. Capital lease receivables, net consisted of the following as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Gross investment in capital leases | \$212,898 | \$137,543 |
| Origination fees and other | 164 | 78 |
| Less unearned income | (69,271) | (46,193) |
| Net investment in capital leases before allowance | 143,791 | 91,428 |
| Less: allowance for lease losses | (15,182) | (9,589) |
| Net investment in capital leases | \$128,609 | \$81,839 |

The following summarizes the future minimum lease payments due to the Company as lessor under capital leases as of March 31, 2015:

| | |
|-------------------|-----------|
| Remainder of 2015 | \$38,906 |
| 2016 | 51,876 |
| 2017 | 51,826 |
| 2018 | 50,628 |
| 2019 | 19,661 |
| Thereafter | 1 |
| Total | \$212,898 |

5. Credit Loss Allowance and Credit Quality (As Restated)

Credit Loss Allowance

The Company estimates credit losses on individually acquired retail installment contracts and personal loans held for investment based on delinquency status, historical loss experience, estimated values of underlying collateral, when applicable, and various economic factors. The Company maintains a general credit loss allowance for receivables from dealers based on risk ratings, and individually evaluates the loans for specific impairment as necessary. The credit loss allowance for receivables from dealers is comprised entirely of general allowances as none of these receivables have been determined to be individually impaired.

The activity in the credit loss allowance for individually acquired loans for the three months ended March 31, 2015 and 2014 was as follows:

| | Three Months Ended March 31, 2015 | | | Three Months Ended March 31, 2014 | | |
|-------------------------------|--|--|----------------|--|--|----------------|
| | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans |
| Balance — beginning of period | \$2,586,685 | \$ 674 | \$348,660 | \$1,949,048 | \$ 1,090 | \$179,350 |
| Provision for credit losses | 533,014 | 456 | 97,703 | 511,829 | (55) | 62,129 |
| Charge-offs | (887,392) | — | (99,690) | (718,081) | — | (40,948) |
| Recoveries | 543,336 | — | 6,205 | 407,777 | — | 2,659 |
| Transfers to held-for-sale | (27,117) | — | — | — | — | — |
| Balance — end of period | \$2,748,526 | \$ 1,130 | \$352,878 | \$2,150,573 | \$ 1,035 | \$203,190 |

The impairment activity related to purchased receivables portfolios for the three months ended March 31, 2015 and 2014 was as follows:

| | Three Months Ended March 31, | |
|---|------------------------------|-----------|
| | 2015 | 2014 |
| Balance — beginning of period | \$186,126 | \$210,208 |
| Incremental provisions for purchased receivables portfolios | 300 | 16,402 |
| Incremental reversal of provisions for purchased receivables portfolios | (5,402) | (23,732) |
| Balance — end of period | \$181,024 | \$202,878 |

The Company estimates lease losses on the capital lease receivable portfolio based on delinquency status, loss experience to date, and consideration of similarity between this portfolio and individually acquired retail installment contracts as well as various economic factors. The activity in the lease loss allowance for capital leases for the three months ended March 31, 2015 was as follows:

| | |
|-------------------------------|----------|
| Balance — beginning of period | \$9,589 |
| Provision for lease losses | 5,776 |
| Charge-offs | (1,997) |
| Recoveries | 1,814 |

Balance — end of period \$15,182

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Delinquencies

Retail installment contracts and personal amortizing term loans are classified as non-performing when they are greater than 60 days past due as to contractual principal or interest payments. Dealer receivables are classified as non-performing when they are greater than 90 days past due. At the time a loan is placed in non-performing status, previously accrued and uncollected interest is reversed against interest income. If an account is returned to a performing status, the Company returns to accruing interest on the contract. The accrual of interest on revolving personal loans continues until the loan is charged off. A summary of delinquencies as of March 31, 2015 and December 31, 2014 is as follows:

| | March 31, 2015 | | | |
|-----------------------------------|--|-----------------------|-------------|----------------|
| | Retail Installment Contracts Held for Investment | | | |
| | Loans Acquired | Purchased Receivables | Total | Personal Loans |
| | Individually Portfolios | | | |
| Principal, 31-60 days past due | \$1,716,139 | \$ 83,607 | \$1,799,746 | \$58,389 |
| Delinquent principal over 60 days | 729,274 | 43,414 | 772,688 | 140,636 |
| Total delinquent principal | \$2,445,413 | \$ 127,021 | \$2,572,434 | \$199,025 |
| | December 31, 2014 | | | |
| | Retail Installment Contracts Held for Investment | | | |
| | Loans Acquired | Purchased Receivables | Total | Personal Loans |
| | Individually Portfolios | | | |
| Principal, 31-60 days past due | \$2,319,203 | \$ 131,634 | \$2,450,837 | \$52,452 |
| Delinquent principal over 60 days | 1,030,580 | 72,473 | 1,103,053 | 138,400 |
| Total delinquent principal | \$3,349,783 | \$ 204,107 | \$3,553,890 | \$190,852 |

The balances in the above tables reflect total principal rather than net investment; the difference is considered insignificant. As of March 31, 2015 and December 31, 2014, no receivables from dealers were 31 days or more delinquent.

As of March 31, 2015 and December 31, 2014, there were no receivables from dealers or receivables held for sale that were non-performing. Delinquencies on the capital lease portfolio, which began in 2014, were immaterial as of March 31, 2015 and December 31, 2014.

FICO® Distribution — A summary of the credit risk profile of the Company's consumer loans by FICO® distribution, determined at origination, as of March 31, 2015 and December 31, 2014 was as follows:

March 31, 2015

| FICO Band | Retail Installment Contracts Held for Investment (a) | Personal Loans (b) |
|-----------|--|--------------------|
| <540 | 28.1% | 3.2% |
| 540-599 | 34.2% | 19.2% |
| 600-639 | 20.5% | 21.1% |
| >640 | 17.2% | 56.5% |

December 31, 2014

| FICO Band | Retail Installment Contracts Held for Investment (a) | Personal Loans (b) |
|-----------|--|--------------------|
| <540 | 26.4% | 3.3% |
| 540-599 | 32.6% | 20.1% |
| 600-639 | 20.5% | 21.4% |

>640

20.5%

55.2%

(a) Excluded from the FICO distribution is \$3,414,726 and \$2,945,297 as of March 31, 2015 and December 31, 2014, respectively, as the borrowers on these loans did not have FICO scores at origination.

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- (b) Excluded from the FICO distribution is an insignificant amount of loans to borrowers that did not have FICO scores at origination.

Commercial Lending Credit Quality Indicators — The credit quality of receivables from dealers, which are considered commercial loans, is summarized according to standard regulatory classifications as follows:

Pass — Asset is well-protected by the current net worth and paying capacity of the obligor or guarantors, if any, or by the fair value less costs to acquire and sell any underlying collateral in a timely manner.

Special Mention — Asset has potential weaknesses that deserve management’s close attention, which, if left uncorrected, may result in deterioration of the repayment prospects for an asset at some future date. Special Mention assets are not adversely classified.

Substandard — Asset is inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. A well-defined weakness or weaknesses exist that jeopardize the liquidation of the debt. The loans are characterized by the distinct possibility that the Company will sustain some loss if deficiencies are not corrected.

Doubtful — Exhibits the inherent weaknesses of a substandard credit. Additional characteristics exist that make collection or liquidation in full highly questionable and improbable, on the basis of currently known facts, conditions and values. Possibility of loss is extremely high, but because of certain important and reasonable specific pending factors which may work to the advantage and strengthening of the credit, an estimated loss cannot yet be determined.

Loss — Credit is considered uncollectible and of such little value that it does not warrant consideration as an active asset. There may be some recovery or salvage value, but there is doubt as to whether, how much or when the recovery would occur.

As discussed in Note 3, the Company has \$876,888 of fleet retail installment contracts with commercial consumers. The Company's risk department performs a commercial analysis and classifies certain loans over an internal threshold based on the classifications above. As of March 31, 2015, \$908 of fleet loans were classified as Special Mention; the remaining fleet portfolio borrowers with balances over the classification threshold all were classified as Pass.

Commercial loan credit quality indicators for receivables from dealers held for investment as of March 31, 2015 and December 31, 2014 were as follows:

| | March 31, 2015 | December 31, 2014 |
|-----------------|-------------------|----------------------|
| Pass | \$ 98,087 | \$ 97,903 |
| Special Mention | 4,323 | 2,261 |
| Substandard | — | — |
| Doubtful | — | — |
| Loss | — | — |
| | \$ 102,410 | \$ 100,164 |

Troubled Debt Restructurings

In certain circumstances, the Company modifies the terms of its finance receivables to troubled borrowers.

Modifications may include a reduction in interest rate, an extension of the maturity date, rescheduling of future cash flows, or a combination thereof. A modification of finance receivable terms is considered a TDR if the Company grants a concession to a borrower for economic or legal reasons related to the debtor’s financial difficulties that would not otherwise have been considered. Management considers TDRs to include all individually acquired retail installment contracts that have been modified at least once, deferred for a period of 90 days or more, or deferred at least twice. Additionally, restructurings through bankruptcy proceedings are deemed to be TDRs. For personal loans, restructurings due to credit counseling or hardship also are considered TDRs. The purchased receivables portfolio and operating and capital leases are excluded from the scope of the applicable guidance. As of March 31, 2015 and December 31, 2014, there were no receivables from dealers classified as a TDR.

The table below presents the Company's TDRs as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | | December 31, 2014 | |
|--|------------------------------------|-------------------|------------------------------------|-------------------|
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| Outstanding recorded investment | \$4,404,165 | \$17,261 | \$4,044,070 | \$17,356 |
| Impairment | (1,285,957) | (6,904) | (1,172,149) | (6,939) |
| Outstanding recorded investment, net of impairment | \$3,118,208 | \$10,357 | \$2,871,921 | \$10,417 |

A summary of the Company's delinquent TDRs at March 31, 2015 and December 31, 2014, is as follows:

| | March 31, 2015 | | December 31, 2014 | |
|-----------------------------------|------------------------------------|-------------------|------------------------------------|-------------------|
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| Principal, 31-60 days past due | \$792,189 | \$1,685 | \$912,555 | \$1,595 |
| Delinquent principal over 60 days | 350,925 | 5,245 | 468,272 | 5,131 |
| Total delinquent TDR principal | \$1,143,114 | \$6,930 | \$1,380,827 | \$6,726 |

A loan that has been classified as a TDR remains so until the loan is liquidated through payoff or charge-off. Consistent with other of the Company's retail installment contracts, TDRs are placed on nonaccrual status when the account becomes past due more than 60 days, and returns to accrual status when the account is 60 days or less past due. Average recorded investment and income recognized on TDR loans are as follows:

| | Three Months Ended | | | |
|---|------------------------------------|-------------------|------------------------------------|-------------------|
| | March 31, 2015 | | March 31, 2014 | |
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| Average outstanding recorded investment in TDRs | \$4,224,118 | \$10,387 | \$2,591,554 | \$8,996 |
| Interest income recognized | \$181,410 | \$589 | \$115,239 | \$329 |

The following table summarizes the financial effects of TDRs that occurred during the three months ended March 31, 2015 and 2014:

| | Three Months Ended | | | |
|--|------------------------------------|-------------------|------------------------------------|-------------------|
| | March 31, 2015 | | March 31, 2014 | |
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| Outstanding recorded investment before TDR | \$833,523 | \$5,394 | \$505,087 | \$11,495 |
| Outstanding recorded investment after TDR | \$841,381 | \$5,356 | \$510,544 | \$11,336 |
| Number of contracts | 48,892 | 4,468 | 31,953 | 14,829 |

A TDR is considered to have subsequently defaulted upon charge off, which for retail installment contracts is at the earlier of the date of repossession or 120 days past due and for revolving personal loans is generally the month in which the receivable becomes 180 days past due. Loan restructurings accounted for as TDRs within the previous twelve months that subsequently defaulted during the three months ended March 31, 2015 and 2014 are summarized in the following table:

| | Three Months Ended | | | |
|---|------------------------------------|-------------------|------------------------------------|-------------------|
| | March 31, 2015 | | March 31, 2014 | |
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| Recorded investment in TDRs that subsequently defaulted | \$181,413 | \$1,411 | \$104,144 | (a) |
| Number of contracts | 10,741 | 1,411 | 6,759 | (a) |

(a) Subsequent defaults on personal loan TDRs were insignificant for the three months ended March 31, 2014.

6. Debt

Revolving Credit Facilities

The following table presents information regarding credit facilities as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | | | | | |
|--|---------------------|---------------------|---------------------|-------------------|-------------------|-------------------------------|
| | Maturity Date(s) | Utilized Balance | Committed Amount | Effective Rate | Assets Pledged | Restricted Cash Pledged |
| Warehouse line | June 2015 | \$388,435 | \$500,000 | 0.98% | \$558,135 | \$— |
| Warehouse line (a) | Various | 890,965 | 1,247,302 | 1.00% | 1,305,875 | 32,484 |
| Warehouse line (b) | June 2016 | 2,465,041 | 4,300,000 | 0.93% | 3,719,820 | 85,180 |
| Warehouse line | December 2016 | 1,575,977 | 2,500,000 | 1.05% | 2,222,916 | 46,853 |
| Warehouse line | July 2015 | — | 500,000 | — | — | — |
| Warehouse line (c) | September 2015 | 199,980 | 200,000 | 2.00% | 351,512 | 15,926 |
| Repurchase facility (d) | Various | 892,571 | 892,571 | 1.64% | — | 32,936 |
| Warehouse line (e) | March 2016 | — | 750,000 | — | — | — |
| Warehouse line (f) | November 2016 | 175,000 | 175,000 | 1.73% | — | — |
| Warehouse line (c) | October 2016 | 249,987 | 250,000 | 2.05% | 308,279 | 19,139 |
| Warehouse line (f) | November 2016 | 250,000 | 250,000 | 1.73% | — | 2,500 |
| Repurchase facility (g) | May 2015 | 250,594 | 250,594 | 1.02% | — | — |
| Total facilities with third parties | | 7,338,550 | 11,815,467 | | 8,466,537 | 235,018 |
| Lines of credit with Santander and related subsidiaries (h): | | | | | | |
| Line of credit | December 2016 | 500,000 | 500,000 | 2.47% | 1,074 | — |
| Line of credit | December 2018 | 250,000 | 500,000 | 3.23% | — | — |
| Line of credit | December 2016 | 1,750,000 | 1,750,000 | 2.36% | — | — |
| Line of credit | December 2018 | 1,575,000 | 1,750,000 | 2.82% | 7,076 | — |
| Line of credit | March 2017 | 300,000 | 300,000 | 1.72% | — | — |
| Total facilities with Santander and related subsidiaries | | 4,375,000 | 4,800,000 | | 8,150 | — |
| Total revolving credit facilities | | \$11,713,550 | \$16,615,467 | | \$8,474,687 | \$235,018 |

- (a) Half of the outstanding balance on this facility matures in April 2015 and half in March 2016. On April 20, 2015, this facility was extended such that half matures in March 2016 and half matures in March 2017.
- (b) This line is held exclusively for Chrysler Capital retail loan and lease financing.
- (c) This line is held exclusively for personal term loans.
- (d) The repurchase facility is collateralized by securitization notes payable retained by the Company. This facility has rolling 30-day and 90-day maturities.
- (e) On April 1, 2015, the maturity date of this facility was extended to March 2017.
- (f) This line is collateralized by residuals retained by the Company.
- (g) This line is collateralized by securitization notes payable retained by the Company.
- These lines are also collateralized by securitization notes payable and residuals retained by the Company. As of
- (h) March 31, 2015 and December 31, 2014, \$2,680,814 and \$2,152,625, respectively, of the aggregate outstanding balances on these facilities were unsecured.

| | December 31, 2014 | | | | | |
|--|-------------------|------------------|------------------|----------------|----------------|-------------------------|
| | Maturity Date(s) | Utilized Balance | Committed Amount | Effective Rate | Assets Pledged | Restricted Cash Pledged |
| Warehouse line | June 2015 | \$243,736 | \$500,000 | 1.17% | \$344,822 | \$— |
| Warehouse line | Various | 397,452 | 1,244,318 | 1.26% | 589,529 | 20,661 |
| Warehouse line | June 2016 | 2,201,511 | 4,300,000 | 0.98% | 3,249,263 | 65,414 |
| Warehouse line | June 2016 | 1,051,777 | 2,500,000 | 1.06% | 1,481,135 | 28,316 |
| Warehouse line | July 2015 | — | 500,000 | — | — | — |
| Warehouse line | September 2015 | 199,980 | 200,000 | 1.96% | 351,755 | 13,169 |
| Repurchase facility | Various | 923,225 | 923,225 | 1.63% | — | 34,184 |
| Warehouse line | December 2015 | 468,565 | 750,000 | 0.93% | 641,709 | 16,467 |
| Warehouse line | November 2016 | 175,000 | 175,000 | 1.71% | — | — |
| Warehouse line | October 2016 | 240,487 | 250,000 | 2.02% | 299,195 | 17,143 |
| Warehouse line | November 2016 | 250,000 | 250,000 | 1.71% | — | 2,500 |
| Warehouse line | March 2015 | 250,594 | 250,594 | 0.98% | — | — |
| Total facilities with third parties | | 6,402,327 | 11,843,137 | | 6,957,408 | 197,854 |
| Lines of credit with Santander and related subsidiaries: | | | | | | |
| Line of credit | December 2016 | 500,000 | 500,000 | 2.46% | 1,340 | — |
| Line of credit | December 2018 | — | 500,000 | — | — | — |
| Line of credit | December 2016 | 1,750,000 | 1,750,000 | 2.33% | — | — |
| Line of credit | December 2018 | 1,140,000 | 1,750,000 | 2.85% | 9,701 | — |
| Line of credit | March 2017 | 300,000 | 300,000 | 1.71% | — | — |
| Total facilities with Santander and related subsidiaries | | 3,690,000 | 4,800,000 | | 11,041 | — |
| Total revolving credit facilities | | \$10,092,327 | \$16,643,137 | | \$6,968,449 | \$197,854 |

Facilities with Third Parties

The warehouse lines and repurchase facility are fully collateralized by a designated portion of the Company's retail installment contracts (Note 3), leased vehicles (Note 4), securitization notes payables and residuals retained by the Company.

Lines of Credit with Santander and Related Subsidiaries

Through its New York branch, Santander provides the Company with \$4,500,000 of long-term committed revolving credit facilities. Through SHUSA, under an agreement entered into on March 6, 2014, Santander provides the Company with an additional \$300,000 of committed revolving credit, collateralized by residuals retained on its own securitizations.

The facilities offered through the New York branch are structured as three- and five-year floating rate facilities, with current maturity dates of December 31, 2016 and December 31, 2018, respectively. Santander has the option to continue to renew the term of these facilities annually going forward, thereby maintaining the three- and five-year maturities. These facilities currently permit unsecured borrowing but generally are collateralized by retail installment

contracts and retained residuals. Any secured balances outstanding under the facilities at the time of their maturity will amortize to match the maturities and expected cash flows of the corresponding collateral.

Secured Structured Financings

The following table presents information regarding secured structured financings as of March 31, 2015 and December 31, 2014:

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| March 31, 2015 | | | | | | |
|-------------------------------------|-------------------------------------|---------------|-----------------------------|--|---------------|-----------------|
| | Original Estimated Maturity Date(s) | Balance | Initial Note Amounts Issued | Initial Weighted Average Interest Rate | Collateral | Restricted Cash |
| 2011 Securitizations | June 2016 -September 2017 | \$ 340,146 | \$ 3,536,550 | 1.21% - 2.02% | \$ 591,769 | \$ 118,104 |
| 2012 Securitizations | November 2017 - December 2018 | 1,963,264 | 8,023,840 | 0.92% - 1.68% | 2,622,237 | 325,228 |
| 2013 Securitizations | January 2019 - January 2021 | 3,031,810 | 6,689,700 | 0.89% - 1.59% | 3,762,550 | 334,321 |
| 2014 Securitizations | August 2018 - January 2021 | 4,579,011 | 6,800,420 | 1.16% - 1.72% | 5,553,720 | 403,805 |
| 2015 Securitizations | April 2021 - July 2022 | 1,919,496 | 1,962,380 | 1.39% - 1.97% | 2,346,548 | 119,978 |
| Public securitizations (a) | | 11,833,727 | 27,012,890 | | 14,876,824 | 1,301,436 |
| 2010 Private issuances (b) | June 2011 | 156,859 | 516,000 | 1.29% | 287,477 | 8,468 |
| 2011 Private issuances | December 2018 | 701,700 | 1,700,000 | 1.46% | 1,160,946 | 56,333 |
| 2012 Private issuances | May 2016 | 2,698 | 70,308 | 1.07% | 8,904 | 995 |
| 2013 Private issuances (c) | September 2018 - September 2020 | 2,487,845 | 2,693,754 | 1.13% - 1.38% | 3,487,720 | 121,222 |
| 2014 Private issuances | November 2015 - December 2021 | 2,324,876 | 3,519,049 | 1.05% - 1.85% | 3,177,351 | 120,187 |
| 2015 Private issuances | March 2018 | 492,416 | 493,750 | 1.44% | 692,871 | 15,601 |
| Privately issued amortizing notes | | 6,166,394 | 8,992,861 | | 8,815,269 | 322,806 |
| Total secured structured financings | | \$ 18,000,121 | \$ 36,005,751 | | \$ 23,692,093 | \$ 1,624,242 |

(a) Securitizations executed under Rule 144A of the Securities Act are included within this balance.

(b) This securitization was amended in May 2014 resulting in additional borrowings and an extended maturity date of May 2015.

(c) In March 2015, the Company advanced an additional \$609,571 on private issuances originally executed in 2013.

| December 31, 2014 | | | | | | |
|----------------------|-------------------------------------|-----------|-----------------------------|--|------------|-----------------|
| | Original Estimated Maturity Date(s) | Balance | Initial Note Amounts Issued | Initial Weighted Average Interest Rate | Collateral | Restricted Cash |
| 2010 Securitizations | November 2017 | \$ 81,907 | \$ 1,632,420 | 1.04% | \$ 234,706 | \$ 58,740 |
| 2011 Securitizations | June 2016 - September 2017 | 421,315 | 3,536,550 | 1.21%-2.80% | 699,875 | 115,962 |
| 2012 Securitizations | November 2017 - December 2018 | 2,296,687 | 8,023,840 | 0.92%-1.68% | 3,006,426 | 318,373 |
| 2013 Securitizations | January 2019 - January 2021 | 3,426,242 | 6,689,700 | 0.89%-1.59% | 4,231,006 | 320,182 |
| 2014 Securitizations | | 5,211,346 | 6,800,420 | 1.16%-1.72% | 6,173,229 | 370,790 |

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| | | | | | | |
|--|------------------------------------|--------------|--------------|-------------|--------------|-------------|
| Public securitizations (a) | | 11,437,497 | 26,682,930 | | 14,345,242 | 1,184,047 |
| 2010 Private issuances | June 2011 | 172,652 | 516,000 | 1.29% | 303,361 | 8,009 |
| 2011 Private issuances | December 2018 | 859,309 | 1,700,000 | 1.46%-1.80% | 1,316,903 | 52,524 |
| 2012 Private issuances | May 2016 | 5,682 | 70,308 | 1.07% | 11,760 | 1,086 |
| 2013 Private issuances | September 2018 - September 2020 | 2,629,278 | 2,693,754 | 1.13%-1.38% | 3,703,685 | 98,063 |
| 2014 Private issuances | November 2015 - December 2021 | 2,614,556 | 3,519,049 | 1.05%-1.85% | 3,779,288 | 121,356 |
| Privately issued amortizing notes | | 6,281,477 | 8,499,111 | | 9,114,997 | 281,038 |
| Total secured structured financings | | \$17,718,974 | \$35,182,041 | | \$23,460,239 | \$1,465,085 |

Most of the Company's secured structured financings are in the form of public, SEC-registered securitizations. The Company also executes private securitizations under Rule 144A of the Securities Act and periodically issues private

term amortizing notes, which are structured similarly to securitizations but are acquired by banks and conduits. The Company's securitizations and private issuances generally are collateralized by vehicle retail installment contracts and loans; however, private issuances also may be collateralized by vehicle leases.

Unamortized debt issuance costs are amortized as interest expense over the terms of the related notes payable using a method that approximates the effective interest method. For securitizations, the term takes into consideration the expected execution of the contractual call option, if applicable. Amortization of premium or accretion of discount on acquired notes payable is also included in interest expense using a method that approximates the effective interest method over the estimated remaining life of the acquired notes. Total interest expense on secured structured financings for the three months ended March 31, 2015 and 2014 was \$60,852 and \$59,862, respectively.

7. Variable Interest Entities (As Restated)

The Company transfers retail installment contracts and leased vehicles into newly formed Trusts that then issue one or more classes of notes payable backed by the collateral. The Company's continuing involvement with these Trusts is in the form of servicing the assets and, except for the Chrysler Capital securitizations, through holding residual interests in the Trusts. These transactions are structured without recourse. The Trusts are considered VIEs under U.S. GAAP and, except for Chrysler Capital securitizations, are consolidated because the Company has: (a) power over the significant activities of each entity as servicer of its financial assets and (b) through the residual interest and in some cases debt securities held by the Company, an obligation to absorb losses or the right to receive benefits from each VIE which are potentially significant to the VIE. The Company does not retain any debt or equity interests in its Chrysler Capital securitizations, and records these transactions as sales of the associated retail installment contracts. Revolving credit facilities generally also utilize Trusts that are considered VIEs. The collateral, borrowings under credit facilities and securitization notes payable of the Company's consolidated VIEs remain on the condensed consolidated balance sheets. The Company recognizes finance charges and fee income on the retail installment contracts and leased vehicles and interest expense on the debt, and records a provision for credit losses to cover probable inherent losses on the contracts. All of the Trusts are separate legal entities and the collateral and other assets held by these subsidiaries are legally owned by them and are not available to other creditors.

The Company also uses a titling trust to originate and hold its leased vehicles and the associated leases, in order to facilitate the pledging of leases to financing facilities or the sale of leases to other parties without incurring the costs and administrative burden of retitling the leased vehicles. The titling trust, and each SUBI in the titling trust, such as those formed to facilitate the transfer of leased vehicles to financing facilities or other parties, is considered a VIE.

On-balance sheet variable interest entities

The Company retains servicing for receivables transferred to the Trusts and receives a monthly servicing fee on the outstanding principal balance. Supplemental fees, such as late charges, for servicing the receivables are reflected in fees, commissions and other income. As of March 31, 2015 and December 31, 2014, the Company was servicing \$26,187,346 and \$24,611,624, respectively, of gross retail installment contracts that have been transferred to consolidated Trusts. The remainder of the Company's retail installment contracts remain unpledged.

A summary of the cash flows received from consolidated securitization trusts during the three months ended March 31, 2015 and 2014, is as follows:

| | Three Months Ended | |
|---|--------------------|-------------|
| | March 31, | March 31, |
| | 2015 | 2014 |
| Assets securitized | \$3,981,855 | \$3,316,248 |
| Net proceeds from new securitizations (a) | \$3,056,950 | \$2,734,093 |
| Cash received for servicing fees (b) | 161,962 | 146,832 |
| Net distributions from Trusts (b) | 456,053 | 418,121 |
| Total cash received from Trusts | \$3,674,965 | \$3,299,046 |

(a) Includes additional advances on existing securitizations.

(b) These amounts are not reflected in the accompanying condensed consolidated statements of cash flows because the cash flows are between the VIEs and other entities included in the consolidation.
Off-balance sheet variable interest entities

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The Company has completed sales to VIEs that met sale accounting treatment in accordance with the applicable guidance. Due to the nature, purpose, and activity of the transactions, the Company determined for consolidation purposes that it either does not hold potentially significant variable interests or is not the primary beneficiary as a result of the Company's limited further involvement with the financial assets. For such transactions, the transferred financial assets are removed from the Company's condensed consolidated balance sheets. In certain situations, the Company remains the servicer of the financial assets and receives servicing fees that represent adequate compensation. The Company also recognizes a gain or loss for the difference between the cash proceeds and carrying value of the assets sold.

During the three months ended March 31, 2014, the Company sold \$774,183 of gross retail installment contracts to a VIE in an off-balance sheet securitization. The Company executed no off-balance sheet securitizations during the three months ended March 31, 2015. As of March 31, 2015 and December 31, 2014, the Company was servicing \$1,936,169 and \$2,157,808, respectively, of gross retail installment contracts that have been sold in this and other off-balance sheet Chrysler Capital securitizations. Other than repurchases of sold assets due to standard representations and warranties, the Company has no exposure to loss as a result of its involvement with these VIEs.

A summary of the cash flows received from off-balance sheet securitization trusts during the three months ended March 31, 2015 and 2014 is as follows:

| | Three Months Ended | |
|--|-----------------------|-------------------|
| | March 31, 2015 | March 31, 2014 |
| Receivables securitized | \$— | \$774,183 |
| Net proceeds from new securitizations | \$— | \$815,850 |
| Cash received for servicing fees | 5,304 | 2,788 |
| Total cash received from securitization trusts | \$5,304 | \$818,638 |

8. Derivative Financial Instruments (As Restated)

Certain of the Company's interest rate swap agreements are designated as cash flow hedges for accounting purposes. The Company's remaining interest rate swap agreements, as well as its interest rate cap agreements, the corresponding options written in order to offset the interest rate cap agreements, a total return swap and a total return settlement agreement, are not designated as hedges for accounting purposes. The underlying notional amounts and aggregate fair values of these agreements at March 31, 2015 and December 31, 2014, were as follows:

| | March 31, 2015 | | December 31, 2014 | |
|--|----------------|------------|-------------------|------------|
| | Notional | Fair Value | Notional | Fair Value |
| Interest rate swap agreements designated as cash flow hedges | \$7,995,000 | \$(16,415) | \$8,020,000 | \$3,827 |
| Interest rate swap agreements not designated as hedges | 2,939,000 | (14,767) | 3,206,000 | (12,175) |
| Interest rate cap agreements | 8,098,762 | 31,585 | 7,541,385 | 49,762 |
| Options for interest rate cap agreements | 8,098,762 | (31,614) | 7,541,385 | (49,806) |
| Total return swap | 250,594 | (1,422) | 250,594 | (1,736) |
| Total return settlement | 1,404,726 | (59,588) | 1,404,726 | (48,893) |

See Note 14 for additional disclosure of fair value and balance sheet location of the Company's derivative financial instruments.

In March 2014, the Company entered into a financing arrangement with a third party whereby the Company pledged certain bonds retained in its own securitizations in exchange for \$250,594 in cash. In conjunction with the financing arrangement, the Company entered into a total return swap related to the bonds as an effective avenue to monetize the Company's retained bonds as a source of financing. The Company will receive the fixed return on the bonds in exchange for paying a variable rate of three-month LIBOR plus 75 basis points. In addition, at maturity, the Company will receive a payment from, or make a payment to, the counterparty based on the change in fair value of the bonds during the term of the facility. Throughout the term of the facility, the party in a net liability position must post collateral. The Company has the ability to substitute collateral and may do so if a bond is set to begin amortizing. Alternatively, the amortization may be utilized to reduce the notional amount of the facility.

The Company is the holder of a warrant that gives it the right, if certain vesting conditions are satisfied, to purchase additional shares in a company in which it has a cost method investment. This warrant was issued in 2012 and is carried at its estimated fair value of zero at March 31, 2015 and December 31, 2014.

The Company is obligated to make purchase price holdback payments on a periodic basis to a third-party originator of loans that the Company has purchased, when losses are lower than originally expected. The Company also is obligated to make total return settlement payments to this third-party originator in 2016 and 2017 if returns on the purchased loans are greater than originally expected. These purchase price holdback payments and total return settlement payments are considered to be derivatives, collectively referred to herein as "total return settlement," and accordingly are marked to fair value each reporting period.

The Company enters into legally enforceable master netting agreements that reduce risk by permitting netting of transactions, such as derivatives and collateral posting, with the same counterparty on the occurrence of certain events. A master netting agreement allows two counterparties the ability to net-settle amounts under all contracts, including any related collateral posted, through a single payment. The right to offset and certain terms regarding the collateral process, such as valuation, credit events and settlement, are contained in ISDA master agreements.

Information on the offsetting of derivative assets and derivative liabilities due to the right of offset was as follows, as of March 31, 2015 and December 31, 2014:

Offsetting of Financial Assets

| | Gross Amounts of Recognized Assets | Gross Amounts Offset in the Condensed Consolidated Balance Sheet | Net Amounts of Assets Presented in the Condensed Consolidated Balance Sheet | Cash Financial Instruments Received | Net Amount |
|--|--|---|---|--|---------------|
| Gross Amounts Not Offset in the Condensed Consolidated Balance Sheet | | | | | |
| March 31, 2015 | | | | | |
| Interest rate swaps - Santander & affiliates | \$111 | \$ | —\$ 111 | \$— | —\$111 |
| Interest rate swaps - third party | — | — | — | — | — |
| Interest rate caps - Santander & affiliates | 22,310 | — | 22,310 | — | 22,310 |
| Interest rate caps - third party | 9,275 | — | 9,275 | — | 9,275 |
| Total derivatives subject to a master netting arrangement or similar arrangement | 31,696 | — | 31,696 | — | 31,696 |
| Total derivatives not subject to a master netting arrangement or similar arrangement | — | — | — | — | — |
| Total derivative assets | \$31,696 | \$ | —\$ 31,696 | \$— | —\$31,696 |
| Total financial assets | \$31,696 | \$ | —\$ 31,696 | \$— | —\$31,696 |
| December 31, 2014 | | | | | |
| Interest rate swaps - Santander & affiliates | \$5,208 | \$ | —\$ 5,208 | \$— | —\$5,208 |
| Interest rate swaps - third party | 2,946 | — | 2,946 | — | 2,946 |
| Interest rate caps - Santander & affiliates | 35,602 | — | 35,602 | — | 35,602 |
| Interest rate caps - third party | 14,160 | — | 14,160 | — | 14,160 |
| Total derivatives subject to a master netting arrangement or similar arrangement | 57,916 | — | 57,916 | — | 57,916 |
| Total derivatives not subject to a master netting arrangement or similar arrangement | — | — | — | — | — |
| Total derivative assets | \$57,916 | \$ | —\$ 57,916 | \$— | —\$57,916 |
| Total financial assets | \$57,916 | \$ | —\$ 57,916 | \$— | —\$57,916 |

Offsetting of Financial Liabilities

| | | | | Gross Amounts Not Offset in the Condensed Consolidated Balance Sheet | |
|--|---|---|--|--|---------------|
| | Gross Amounts of Recognized Liabilities | Gross Amounts Offset in the Condensed Consolidated Balance Sheet | Net Amounts of Liabilities Presented in the Condensed Consolidated Balance Sheet | Cash Collateral Instruments Pledged | Net Amount |
| March 31, 2015 | | | | | |
| Interest rate swaps - Santander & affiliates | \$22,063 | \$ | —\$ 22,063 | \$-(13,480) | \$8,583 |
| Interest rate swaps - third party | 9,230 | — | 9,230 | —(5,091) | 4,139 |
| Back to back - Santander & affiliates | 22,310 | — | 22,310 | —(22,310) | — |
| Back to back - third party | 9,304 | — | 9,304 | —(9,304) | — |
| Total derivatives subject to a master netting arrangement or similar arrangement | \$62,907 | \$ | —\$ 62,907 | \$-(50,185) | \$12,722 |
| Total return swap | 1,422 | — | 1,422 | —(1,422) | — |
| Total return settlement | 59,588 | — | 59,588 | — | 59,588 |
| Total derivatives not subject to a master netting arrangement or similar arrangement | \$61,010 | \$ | —\$ 61,010 | \$-(1,422) | \$59,588 |
| Total derivative liabilities | \$123,917 | \$ | —\$ 123,917 | \$-(51,607) | \$72,310 |
| Total financial liabilities | \$123,917 | \$ | —\$ 123,917 | \$-(51,607) | \$72,310 |
| December 31, 2014 | | | | | |
| Interest rate swaps - Santander & affiliates | \$15,783 | \$ | —\$ 15,783 | \$-(4,308) | \$11,475 |
| Interest rate swaps - third party | 719 | — | 719 | —(191) | 528 |
| Back to back - Santander & affiliates | 35,602 | — | 35,602 | —(35,602) | — |
| Back to back - third party | 14,204 | — | 14,204 | —(14,204) | — |
| Total derivatives subject to a master netting arrangement or similar arrangement | \$66,308 | \$ | —\$ 66,308 | \$-(54,305) | \$12,003 |
| Total return swap | 1,736 | — | 1,736 | —(1,736) | — |
| Total return settlement | 48,893 | — | 48,893 | — | 48,893 |
| Total derivatives not subject to a master netting arrangement or similar arrangement | \$50,629 | \$ | —\$ 50,629 | \$-(1,736) | \$48,893 |
| Total derivative liabilities | \$116,937 | \$ | —\$ 116,937 | \$-(56,041) | \$60,896 |
| Total financial liabilities | \$116,937 | \$ | —\$ 116,937 | \$-(56,041) | \$60,896 |

The gross gains (losses) reclassified from accumulated other comprehensive income (loss) to net income, and gains (losses) recognized in net income, are included as components of interest expense. The impacts on the condensed consolidated statements of income and comprehensive income for the three months ended March 31, 2015 and 2014 were as follows:

Three Months Ended
March 31, 2015

| | | Gross Gains (Losses) Recognized in Interest Expense Comprehensive Income (Loss) | Gross Gains (Losses) Reclassified From Accumulated Other Comprehensive Income to Interest Expense |
|--|-------|--|---|
| Interest rate swap agreements designated as cash flow hedges | \$223 | \$ (31,536) | \$ (11,071) |
| Derivative instruments not designated as hedges: | | | |
| Gains (losses) recognized in interest expense | | \$(2,429) | |
| Gains (losses) recognized in operating expenses | | \$(11,955) | |

| | Three Months Ended March 31, 2014 | | |
|--|--------------------------------------|--|---|
| | | Gross Gains (Losses) Recognized in Interest Expense | Gross Gains (Losses) Reclassified From Accumulated Other Comprehensive Income to Interest Expense |
| Interest rate swap agreements designated as cash flow hedges | \$ 138 | \$ 654 | \$ (2,664) |
| Derivative instruments not designated as hedges: | | | |
| Gain (losses) recognized in interest expense | | \$5,189 | |
| Gain (losses) recognized in operating expenses | | \$(1,673) | |

The ineffectiveness related to the interest rate swap agreements designated as cash flow hedges was insignificant for the three months ended March 31, 2015 and 2014.

9. Other Assets (As Restated)

Other assets were comprised as follows:

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Upfront fee (a) | \$ 121,250 | \$ 125,000 |
| Vehicles (b) | 159,613 | 134,926 |
| Manufacturer subvention payments receivable (a) | 101,551 | 70,213 |
| Accounts receivable | 22,166 | 18,440 |
| Prepays | 36,175 | 35,906 |
| Derivative assets (Note 8) | 27,231 | 34,876 |
| Other | 5,505 | 6,827 |
| | \$473,491 | \$ 426,188 |

These amounts relate to the Chrysler Agreement. The Company paid a \$150,000 upfront fee upon the May 2013 inception of the agreement. The fee is being amortized into finance and other interest income over a ten-year term.

(a) As the preferred financing provider for Chrysler, the Company is entitled to subvention payments on loans and leases with below-market customer payments.

(b) Includes vehicles obtained through repossession as well as vehicles obtained due to lease terminations.

10. Income Taxes (As Restated)

The Company recorded income tax expense of \$122,823 (33.6% effective tax rate) and \$85,624 (38.4% effective tax rate) during the three months ended March 31, 2015 and 2014, respectively. The decrease in effective tax rate year over year is primarily due to state rate changes due to geographic earnings mix, and laws guiding state apportionment. The Company is a party to a tax sharing agreement requiring that the unitary state tax liability among affiliates included in unitary state tax returns be allocated using the hypothetical separate company tax calculation method. At March 31, 2015 and December 31, 2014, the Company had a net receivable from affiliates under the tax sharing agreement of zero and \$467, respectively, which was included in related party taxes receivable in the condensed consolidated balance sheets.

Significant judgment is required in evaluating and reserving for uncertain tax positions. Although management believes adequate reserves have been established for all uncertain tax positions, the final outcomes of these matters may differ. Management does not believe the outcome of any uncertain tax position, individually or combined, will have a material effect on the results of operations. The reserve for uncertain tax positions, as well as associated penalties and interest, is a component of the income tax provision.

11. Commitments and Contingencies (As Restated)

The Company is obligated to make purchase price holdback payments to a third party originator of loans that it purchases on a periodic basis, when losses are lower than originally expected. SCUSA also is obligated to make total return settlement payments to this third-party originator in 2016 and 2017 if returns on the purchased loans are greater than originally expected. These obligations are accounted for as derivatives (Note 8).

The Company has extended revolving lines of credit to certain auto dealers. Under this arrangement, the Company is committed to lend up to each dealer's established credit limit.

Under terms of agreements with a peer-to-peer personal lending platform company, the Company has committed to purchase at least the lesser of \$30,000 per month or 75% of the lending platform company's "near-prime" (as that term is defined in the agreements) originations through July 2015, and the lesser of \$30,000 per month or 50% of the lending platform company's near-prime originations thereafter through July 2017. This commitment can be reduced or canceled with 90 days' notice.

The Company committed to purchase certain new advances on personal revolving financings originated by a third party retailer, along with existing balances on accounts with new advances, for an initial term ending in April 2020 and renewing through April 2022 at the retailer's option. Each customer account generated under the agreements generally is approved with a credit limit higher than the amount of the initial purchase, with each subsequent purchase automatically approved as long as it does not cause the account to exceed its limit and the customer is in good standing. As these credit lines do not have a specified maturity, but rather can be terminated at any time in the event of adverse credit changes or lack of use, the Company has not recorded an allowance for unfunded commitments. As of March 31, 2015 and December 31, 2014, the Company was obligated to purchase \$6,431 and \$7,706, respectively, in receivables that had been originated by the retailer but not yet purchased by SCUSA. The Company also is required to make a profit-sharing payment to the retailer each month if performance exceeds a specified return threshold.

Under terms of an application transfer agreement with an OEM, the Company has the first opportunity to review for its own portfolio any credit applications turned down by the OEM's captive finance company. The agreement does not require the Company to originate any loans, but for each loan originated the Company will pay the OEM a referral fee, comprised of a volume bonus fee and a loss betterment bonus fee. The loss betterment bonus fee will be calculated annually and is based on the amount by which losses on loans originated under the agreement are lower than an established percentage threshold.

The Company has agreements with SBNA to service recreational and marine vehicle portfolios. These agreements call for a periodic retroactive adjustment, based on cumulative return performance, of the servicing fee to inception of the contract. There were downward adjustments of \$147 and \$1,920 for the three months ended March 31, 2015 and 2014, respectively.

In connection with the sale of retail installment contracts through securitizations and other sales, the Company has made standard representations and warranties customary to the consumer finance industry. Violations of these

representations and warranties may require the Company to repurchase loans previously sold to on- or off-balance sheet trusts or other third parties. As of March 31, 2015, the Company had no repurchase requests outstanding. In the opinion of management, the potential exposure of other recourse obligations related to the Company's retail installment contract sales agreements will not have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

Santander has provided guarantees on the covenants, agreements, and obligations of the Company under the governing documents of its warehouse facilities and privately issued amortizing notes. These guarantees are limited to the obligations of SCUSA as servicer.

Under terms of the agreement with Chrysler, the Company must make revenue sharing payments to Chrysler and also must make gain-sharing payments when residual gains on leased vehicles exceed a specified threshold.

The Company has a flow agreement with Bank of America whereby the Company is committed to sell up to \$300,000 of eligible loans to the bank each month through May 2018. The Company retains servicing on all sold loans and may receive or pay a servicer performance payment based on an agreed-upon formula if performance on the sold loans is better or worse, respectively, than expected performance at time of sale.

The Company has sold loans to CBP under terms of a flow agreement and predecessor sale agreements. The Company retains servicing on the sold loans and will owe CBP a loss-sharing payment capped at 0.5% of the original pool balance if losses exceed a specified threshold, established on a pool-by-pool basis.

The Company provides SBNA with the first right to review and approve consumer vehicle lease applications, subject to volume constraints, under terms of a flow agreement. The Company has indemnified SBNA for potential credit and residual losses on \$48,226 of leases that had been originated by SBNA under this program but were subsequently determined not to meet SBNA's underwriting requirements. This indemnification agreement is supported by an equal amount of cash collateral posted by the Company in an SBNA bank account. The collateral account balance is included in restricted cash in the Company's condensed consolidated balance sheets. The Company additionally has agreed to indemnify SBNA for residual losses, up to a cap, on certain leases originated under the flow agreement since September 24, 2014 for which SBNA and the Company had differing residual value expectations at lease inception. In connection with the bulk sale of Chrysler Capital leases (Note 4), the Company is obligated to make quarterly payments to the purchaser sharing residual losses for lease terminations with losses over a specific percentage threshold. The estimated fair value of this guarantee was \$1,992 as of March 31, 2015 (Note 14).

On March 31, 2015, the Company executed a forward flow asset sale agreement with a third party under terms of which the Company is committed to selling at least \$200,000 of charged off loan receivables in bankruptcy status.

Legal Proceedings

Periodically, the Company is party to or otherwise involved in various lawsuits and other legal proceedings that arise in the ordinary course of business. On August 26, 2014, a purported securities class action lawsuit was filed in the United States District Court, Southern District of New York. On October 6, 2014, another purported securities class action lawsuit was filed in the District Court of Dallas County, Texas and was subsequently removed to the United States District Court, Northern District of Texas. Both lawsuits were filed against the Company, certain of its current and former directors and executive officers and certain institutions that served as underwriters in the Company's initial public offering. Each lawsuit was brought by a purported stockholder of the Company seeking to represent a class consisting of all those who purchased or otherwise acquired securities pursuant and/or traceable to SCUSA's Registration Statement and Prospectus issued in connection with the initial public offering. Each complaint alleges that the Registration Statement and Prospectus contained misleading statements concerning the Company's auto lending business and underwriting practices. Each lawsuit asserts claims under Section 11 and Section 15 of the Securities Act of 1933 and seeks damages and other relief. On February 17, 2015, the purported class action lawsuit pending in the United States District Court, Northern District of Texas, was voluntarily dismissed without prejudice.

Further, the Company is party to or are otherwise involved periodically in reviews, investigations, and proceedings (both formal and informal), and information-gathering requests, by government and self-regulatory agencies, including the Federal Reserve, the CFPB, the DOJ, the SEC, the FTC and various state regulatory agencies. Currently, such proceedings include a civil subpoena from the DOJ under FIRREA requesting the production of documents and

communications that, among other things, relate to the underwriting and securitization of nonprime auto loans since 2007. Additionally, on October 28, 2014, the Company received a preservation letter and request for documents from the Commission requesting the preservation and production of documents and communications that, among other things, relate to the underwriting and securitization of auto loans since January 1, 2011. The Company also has received civil subpoenas from various state Attorneys General requesting similar documents and communications. The Company is complying with the requests for information and document preservation.

On February 25, 2015, the Company entered into a consent order with the DOJ, approved by the United States District Court for the Northern District of Texas, that resolves the DOJ's claims against the Company that certain of its repossession and collection activities during the period of time between January 2008 and February 2013 violated the SCRA. The consent order requires SCUSA to pay a civil fine in the amount of \$55, as well as at least \$9,360 to affected service members consisting of \$10 plus compensation for any lost equity (with interest) for each repossession by SCUSA and \$5 for each instance where SCUSA sought to collect repossession-related fees on accounts where a repossession was conducted by a prior account holder, as well as requires the Company to undertake additional remedial measures.

The Company does not believe that there are any proceedings, threatened or pending, that, if determined adversely, would have a material adverse effect on the consolidated financial position, results of operations, or liquidity of the Company.

12. Related-Party Transactions

Related-party transactions not otherwise disclosed in these footnotes to the condensed consolidated financial statements include the following:

Interest expense, including unused fees, for affiliate lines/letters of credit for the three months ended March 31, 2015 and 2014 was as follows:

| | Three Months Ended | |
|--|-----------------------|-------------------|
| | March 31, 2015 | March 31, 2014 |
| Line of credit agreement with Santander - New York Branch (Note 6) | \$25,484 | \$24,874 |
| Line of credit agreement with SHUSA (Note 6) | 1,290 | 363 |
| Letter of credit facility with Santander - New York Branch | — | 125 |

Accrued interest for affiliate lines/letters of credit at March 31, 2015 and December 31, 2014, was as follows:

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Line of credit agreement with Santander - New York Branch (Note 6) | \$8,670 | \$7,750 |
| Line of credit agreement with SHUSA (Note 6) | 230 | 242 |
| Letter of credit facility with Santander - New York Branch | — | 128 |

The Company has derivative financial instruments with Santander and affiliates with outstanding notional amounts of \$15,865,525 and \$16,330,771 at March 31, 2015 and December 31, 2014, respectively (Note 8). The Company had a collateral overage on derivative liabilities with Santander and affiliates of \$41,360 and \$32,118 at March 31, 2015 and December 31, 2014, respectively. Interest expense on these agreements includes amounts totaling \$17,242 and \$8,881 for the three months ended March 31, 2015 and 2014, respectively.

Until October 1, 2014, the Company had an agreement with SBNA whereby the Company provided SBNA with the first right to review and assess Chrysler dealer lending opportunities and, if SBNA elected, to provide the proposed financing. The Company provided servicing on all loans originated under this arrangement and was eligible to receive a servicer performance payment based on performance of the serviced loans. The Company also provided servicing on dealer loans sold to SBNA that were not subject to the servicer performance payment. Servicing fee income recognized on receivables from dealers sold to SBNA or originated by SBNA totaled \$801 for the three months ended

March 31, 2014, and the Company received \$464 for the three months ended March 31, 2014 in servicer performance payments.

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Effective October 1, 2014, the origination and servicing agreements were terminated and replaced with revised agreements requiring SCUSA to permit SBNA first right to review and assess Chrysler Capital dealer lending opportunities and requiring SBNA to pay SCUSA a Relationship Management Fee based upon the performance and yields of Chrysler Capital dealer loans held by SBNA. As of March 31, 2015 and December 31, 2014, the Company had relationship management fees receivable from SBNA of \$472 and \$450, respectively. The Company recognized \$1,623 of relationship management fee income for the three months ended March 31, 2015. These agreements also transferred the servicing of all Chrysler Capital receivables from dealers, including receivables held by SBNA and by SCUSA, from SCUSA to SBNA. Servicing fee expense under this new agreement totaled \$86 for the three months ended March 31, 2015. As of March 31, 2015 and December 31, 2014, the Company had \$30 and \$28, respectively, of servicing fees payable to SBNA.

The Company received a \$9,000 referral fee in connection with the original arrangement and was amortizing the fee into income over the ten-year term of the agreement. The remaining balance of the referral fee SBNA paid to SCUSA in connection with the original sourcing and servicing agreement is considered a referral fee in connection with the new agreements and will continue to be amortized into income through the July 1, 2022 termination date of the new agreements. As of March 31, 2015 and December 31, 2014, the unamortized fee balance was \$7,425 and \$7,650, respectively. The Company recognized \$225 of income related to the referral fee for each of the quarters ended March 31, 2015 and 2014.

The Company also has agreements with SBNA to service auto retail installment contracts and recreational and marine vehicle portfolios. Servicing fee income recognized under these agreements totaled \$1,944 and \$865 for the three months ended March 31, 2015 and 2014, respectively. Other information on the serviced auto loan and retail installment contract portfolios for SBNA as of March 31, 2015 and December 31, 2014 is as follows:

| | March 31, 2015 | December 31, 2014 |
|-------------------------------|-------------------|----------------------|
| Total serviced portfolio | \$ 843,475 | \$ 896,300 |
| Cash collections due to owner | 22,874 | 21,415 |
| Servicing fees receivable | 2,073 | 2,171 |

During 2014, the Company entered into a flow agreement with SBNA whereby SBNA has the first right to review and approve Chrysler Capital consumer vehicle lease applications. SCUSA may review any applications declined by SBNA for the Company's own portfolio. The Company provides servicing and receives an origination fee on all leases originated under this agreement. Pursuant to the Chrysler Agreement, the Company pays Chrysler on behalf of SBNA for residual gains and losses on the flowed leases. The Company also services leases it sold to SBNA in 2014. Origination and servicing fee income recognized on leases originated and serviced for SBNA totaled \$5,624 and \$1,457, respectively, for the three months ended March 31, 2015 and \$3,685 and \$94, respectively, for the three months ended March 31, 2014. Other information on the consumer vehicle lease portfolio serviced for SBNA as of March 31, 2015 and December 31, 2014 is as follows:

| | March 31, 2015 | December 31, 2014 |
|---|-------------------|----------------------|
| Total serviced portfolio | \$2,328,240 | \$ 1,989,967 |
| Lease fundings due from owner | 6,038 | 3,365 |
| Origination and servicing fees receivable | 3,169 | 10,345 |
| Revenue share reimbursement receivable | 3,345 | 1,694 |

On June 30, 2014, the Company entered into an indemnification agreement with SBNA whereby SCUSA indemnifies SBNA for any credit or residual losses on a pool of \$48,226 in leases originated under the flow agreement. The covered leases are non-conforming units because they did not meet SBNA's credit criteria at origination. At time of the agreement, SCUSA established a \$48,226 collateral account with SBNA in restricted cash that will be released over

time to SBNA, in the case of losses, and SCUSA, in the case of payments and sale proceeds. As of March 31, 2015 and December 31, 2014, the balance in the collateral account was \$42,570 and \$44,805, respectively.

Produban Servicios Informaticos Generales S.L., a Santander affiliate, is under contract with the Company to provide professional services, telecommunications, and internal and/or external applications. Expenses incurred, which are

included as a component of data processing, communications and other expenses, totaled \$102 and \$22 for the three months ended March 31, 2015 and 2014, respectively.

During the three months ended March 31, 2015 and 2014, the Company originated \$7,626 and \$704, respectively, in personal revolving loans under terms of an MSA with a company in which it has a cost method investment of \$6,000 and holds a warrant to increase its ownership if certain vesting conditions are satisfied. The MSA enables SCUSA to review credit applications of retail store customers.

The Company paid certain expenses incurred by the Company's Chairman and CEO in the operation of a private plane in which he owns a partial interest when used for SCUSA business within the contiguous 48 states. Under this practice, payment is based on a set flight time hourly rate, and the amount of reimbursement is not subject to a maximum cap per fiscal year. For the three months ended March 31, 2015 and 2014, the Company paid \$183 and \$273, respectively, to Meregrass, Inc., the company managing the plane's operations, with an average rate of \$5.8 per hour.

The following members of management have a minority equity investment in a property in which the Company leases 373,000 square feet as its corporate headquarters: Chairman and CEO, President and Chief Financial Officer, and a member of the Board of Directors who is also a Santander employee. For the three months ended March 31, 2015 and 2014, the Company paid \$522 and zero in lease payments on this property. Future minimum lease payments for the 12 year term of the lease total \$83,033.

The Company is party to certain agreements with a third party retailer whereby the Company is committed to purchase receivables originated by the retailer for an initial term ending in April 2020 and renewable through April 2022 at the retailer's option. In November 2014, Capmark, a company of which affiliates of Centerbridge own an approximately 32% interest, acquired the retailer. Prior to SCUSA's IPO in January 2014, Centerbridge had a 7% indirect ownership interest in SCUSA. Immediately after the IPO, Centerbridge had an approximately 1% interest in SCUSA, which had decreased to less than 1% by December 31, 2014 and further decreased to zero in the first quarter of 2015. Further, a member of SCUSA's board of directors is a member of Centerbridge management and also serves on the board of directors of Capmark. During the three months ended March 31, 2015, the Company advanced \$158,229 to, and received \$277,360 in payments on, receivables originated under its agreements with the retailer. At March 31, 2015 and December 31, 2014, the Company had tax indemnification payments receivable of \$5,472 and \$5,504, respectively, representing reimbursement of tax indemnification payments made to the original equity investors in two investment partnerships now owned by the Company. One of the investors, Centerbridge, also was an investor in SCUSA until the first quarter of 2015. These payments are expected to be recovered through tax refunds passed through to the Company as the original investors recognize tax losses related to the investments.

13. Computation of Basic and Diluted Earnings per Common Share (As Restated)

Earnings per common share is computed using the two-class method required for participating securities. Restricted stock awards are considered to be participating securities because holders of such shares have non-forfeitable dividend rights in the event of a declaration of a dividend on the Company's common shares.

For the three months ended March 31, 2015, the calculation of earnings per share excludes 1,512,091 employee stock option awards as the effect of those securities would be anti-dilutive.

| | Three Months Ended March 31, | |
|--|------------------------------------|-----------|
| | 2015 | 2014 |
| Earnings per common share | | |
| Net income | \$242,445 | \$137,443 |
| Weighted average number of common shares outstanding before restricted participating shares (in thousands) | 348,955 | 347,518 |
| Weighted average number of participating restricted common shares outstanding (in thousands) | 467 | 584 |
| Weighted average number of common shares outstanding (in thousands) | 349,422 | 348,102 |
| Earnings per common share | \$0.69 | \$0.39 |
| Earnings per common share - assuming dilution | | |
| Net income | \$242,445 | \$137,443 |
| Weighted average number of common shares outstanding (in thousands) | 349,422 | 348,102 |
| Effect of employee stock-based awards (in thousands) | 7,232 | 8,223 |
| Weighted average number of common shares outstanding - assuming dilution (in thousands) | 356,654 | 356,325 |
| Earnings per common share - assuming dilution | \$0.68 | \$0.39 |

14. Fair Value of Financial Instruments (As Restated)

Fair value measurement requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs and also establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value as follows:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities that can be accessed as of the measurement date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 inputs are those other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 inputs are those that are unobservable for the asset or liability and are used to measure fair value to the extent relevant observable inputs are not available.

Fair value estimates, methods, and assumptions are as follows:

| | | March 31, 2015 | | December 31, 2014 | |
|---|-------|----------------|----------------------|-------------------|----------------------|
| | Level | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| Cash and cash equivalents (a) | 1 | \$26,952 | \$26,952 | \$33,157 | \$33,157 |
| Receivables held for sale (b) | 2 | 1,042,514 | 1,102,620 | 46,586 | 46,586 |
| Finance receivables held for investment, net (c) | 3 | 24,547,676 | 26,390,127 | 23,911,645 | 25,576,337 |
| Restricted cash (a) | 1 | 2,687,304 | 2,687,304 | 1,920,857 | 1,920,857 |
| Notes payable — credit facilities (d) | 3 | 7,338,550 | 7,338,550 | 6,402,327 | 6,402,327 |
| Notes payable — secured structured financings (e) | 2 | 18,000,128 | 18,104,855 | 17,718,977 | 17,810,062 |
| Notes payable — related party (f) | 3 | 4,375,000 | 4,375,000 | 3,690,000 | 3,690,000 |

Cash and cash equivalents and restricted cash — The carrying amount of cash and cash equivalents, including (a) restricted cash, is at an approximated fair value as the instruments mature within 90 days or less and bear interest at market rates.

Receivables held for sale — Receivables held for sale are carried at the lower of cost or market, as determined on an (b) aggregate basis. The estimated fair value is based on the prices obtained or expected to be obtained in the subsequent sales usually in the following month.

Finance receivables held for investment, net — The carrying value and estimated fair value of finance receivables (c) held for investment, net are reported at the aggregate carrying value and estimated fair value of the following financial instruments:

Retail installment contracts held for investment — Retail installment contracts held for investment are carried at amortized cost, net of credit loss allowance. The estimated fair value is calculated based on estimated market rates for similar contracts with similar credit risks.

Personal loans, net — Personal loans are carried at amortized cost, net of credit loss allowance. The estimated fair value is calculated based on estimated market rates for similar loans with similar credit risks.

Receivables from dealers held for investment, net — Receivables from dealers held for investment are carried at amortized cost, net of credit loss allowance. The estimated fair value is calculated based on estimated market rates for similar receivables with similar credit risks.

Capital lease receivables, net — Capital lease receivables are carried at amortized cost, net of the allowance for lease losses. The estimated fair value is calculated based on estimated market rates for similar contracts with similar credit risks.

Notes payable — credit facilities — The carrying amount of notes payable related to revolving credit facilities is (d) estimated to approximate fair value. Management believes that the terms of these credit agreements approximate market terms for similar credit agreements.

Notes payable — secured structured financings — The estimated fair value of notes payable related to secured (e) structured financings is calculated based on market quotes for the Company's publicly traded debt and estimated market rates currently available from recent transactions involving similar debt with similar credit risks.

Notes payable — related party — The carrying amount of notes payable to a related party is estimated to approximate (f) fair value. Management believes that the terms of these credit agreements approximate market terms for similar credit agreements.

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis at March 31, 2015 and December 31, 2014, and are categorized using the fair value hierarchy:

| | Fair Value Measurements at March 31, 2015 | | | | |
|---|---|--|---|---|---|
| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| Other assets — trading interest rate caps (a) | \$9,275 | \$ | —\$ 9,275 | \$ | — |
| Due from affiliates — trading interest rate caps (a) | 22,310 | — | 22,310 | — | — |
| Due from affiliates — cash flow hedging interest rate swaps (a) | 11 | — | 111 | — | — |
| Other liabilities — trading options for interest rate caps (a) | 9,304 | — | 9,304 | — | — |
| Due to affiliates — trading options for interest rate caps (a) | 22,310 | — | 22,310 | — | — |
| Other liabilities — cash flow hedging interest rate swaps (a) | 5,716 | — | 5,716 | — | — |

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| | | | | |
|---|--------|---|--------|--------|
| Due to affiliates — cash flow hedging interest rate swaps (a) | 10,810 | — | 10,810 | — |
| Other liabilities — trading interest rate swaps (a) | 3,514 | — | 3,514 | — |
| Due to affiliates — trading interest rate swaps (a) | 11,253 | — | 11,253 | — |
| Other liabilities — total return swap (b) | 1,422 | — | 1,422 | — |
| Other liabilities — total return settlement (a) | 59,588 | — | — | 59,588 |
| Residual guarantee liability (Note 11) | 1,992 | — | — | 1,992 |

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Fair Value Measurements at December 31, 2014

| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|-----------|--|---|---|
| Other assets — trading interest rate caps (a) | \$ 14,160 | — | 14,160 | — |
| Due from affiliates — trading interest rate caps (a) | 35,602 | — | 35,602 | — |
| Other assets — cash flow hedging interest rate swaps (a) | 2,796 | — | 2,796 | — |
| Due from affiliates — cash flow hedging interest rate swaps (a) | 4,823 | — | 4,823 | — |
| Other assets — trading interest rate swaps (a) | 150 | — | 150 | — |
| Due from affiliates — trading interest rate swaps (a) | 385 | — | 385 | — |
| Other liabilities — trading options for interest rate caps (a) | 14,204 | — | 14,204 | — |
| Due to affiliates — trading options for interest rate caps (a) | 35,602 | — | 35,602 | — |
| Other liabilities — cash flow hedging interest rate swaps (a) | 443 | — | 476 | — |
| Due to affiliates — cash flow hedging interest rate swaps (a) | 3,316 | — | 3,316 | — |
| Other liabilities — trading interest rate swaps (a) | 276 | — | 243 | — |
| Due to affiliates — trading interest rate swaps (a) | 12,467 | — | 12,467 | — |
| Other liabilities — total return swap (b) | 1,736 | — | 1,736 | — |
| Other liabilities — total return settlement (a) | 48,893 | — | — | 48,893 |

The valuation is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's

(a) nonperformance risk in the fair value measurement of its derivatives. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings and guarantees. The Company utilizes the exception in ASC 820-10-35-18D (commonly referred to as the “portfolio exception”) with respect to measuring counterparty credit risk for instruments (Note 8).

(b) The total return swap is valued based on the estimated market value of the underlying bonds pledged to the associated credit facility.

There were no amounts transferred into or out of Level 3 during the three months ended March 31, 2015 and 2014, respectively. The table below presents the changes in all Level 3 balances for the three months ended March 31, 2015 and 2014, respectively:

| | |
|-------------------------------|-------------------------|
| | Total Return Settlement |
| Fair value, December 31, 2014 | \$ 48,893 |
| Settlements | (1,260) |
| Losses recognized in earnings | 11,955 |
| Fair value, March 31, 2015 | \$ 59,588 |

| | Total Return Settlement |
|-------------------------------|-------------------------------|
| Fair value, December 31, 2013 | \$ 50,385 |
| Settlements | (2,788) |
| Losses recognized in earnings | 1,673 |
| Fair value, March 31, 2014 | \$ 49,270 |

The following table presents the Company's assets and liabilities that are measured at fair value on a nonrecurring basis at March 31, 2015 and December 31, 2014, and are categorized using the fair value hierarchy:

Fair Value Measurements at March 31, 2015

| Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-------------------------|---|---|--|
| Other assets — vehicles | \$159,613 | \$ — | \$ — |

Fair Value Measurements at December 31, 2014

| Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-------------------------|---|---|--|
| Other assets — vehicles | \$134,926 | \$ — | \$ — |

The Company estimates the fair value of its vehicles, which are obtained either through repossession or lease termination, using historical auction rates and current market levels of used car prices.

15. Employee Benefit Plans

SCUSA Compensation Plan — Beginning in 2012, the Company granted stock options to certain executives, other employees, and independent directors under the MEP. The Plan was administered by the Board of Directors and enabled the Company to make stock awards up to a total of approximately 29 million common shares (net of shares canceled and forfeited), or 8.5% of the equity invested in the Company as of December 31, 2011. The MEP expired on January 31, 2015, and accordingly, no further awards will be made under this plan. In December 2013, the Board established the Omnibus Incentive Plan, which enables the Company to grant awards of nonqualified and incentive stock options, stock appreciation rights, restricted stock awards, restricted stock units and other awards that may be settled in or based upon the value of the Company's common stock up to a total of 5,192,640 common shares. Stock options granted have an exercise price based on the estimated fair market value of the Company's common stock on the grant date. The stock options expire after ten years and include both time vesting options and performance vesting options. The fair value of the stock options is amortized into income over the vesting period as time and performance vesting conditions are met. Under the Management Shareholders Agreement entered into by certain employees, no shares obtained through exercise of stock options could be transferred until the later of December 31, 2016, and the Company's execution of an IPO (the later date of which is referred to as the Lapse Date). Until the Lapse Date, if an employee were to leave the Company, the Company would have the right to repurchase any or all of the stock obtained by the employee through option exercise. If the employee were terminated for cause (as defined in the Plan) or voluntarily left the Company without good reason (as defined in the Plan), in each case, prior to the Lapse Date the repurchase price would be the lower of the strike price or fair market value at the date of repurchase. If the employee were terminated without cause or voluntarily left the Company with good reason, in each case, prior to the

Lapse Date the repurchase price is the fair market value at the date of repurchase. Management believes the Company's repurchase right caused the IPO event to constitute an implicit vesting condition and therefore did not record any stock compensation expense until the date of the IPO.

On December 28, 2013, the Board approved certain changes to the Plan and the Management Shareholders Agreement, including acceleration of vesting for certain employees, removal of transfer restrictions for shares underlying a portion of the options outstanding under the Plan, and addition of transfer restrictions for shares underlying another portion of the outstanding options. All of the changes were contingent on, and effective upon, the Company's execution of an IPO and, as such, became effective upon pricing of the IPO on January 22, 2014. Also, on December 28, 2013, the Company granted 583,890 shares of restricted stock to certain executives under terms of the Omnibus Incentive Plan. Compensation expense related to this restricted stock is recognized over a five-year vesting period, with \$604 recorded for each of the three-month periods ended March 31, 2015 and 2014.

On January 23, 2014, the Company executed an IPO, in which selling stockholders offered and sold to the public 85,242,042 shares of common stock at a price of \$24.00 per share. The Company received no proceeds from the initial public offering. Stock-based compensation expense totaling \$117,770 related to vested options was recognized upon the IPO, including expense related to accelerated vesting for certain executives of \$33,845. Also, in connection with the IPO, the Company granted additional stock options under the Plan to certain executives, other employees, and an

independent director with an estimated compensation cost of \$10,216, which is being recognized over the awards' vesting period of five years for the employees and three years for the director. Additional stock option grants have been made during the three months ended March 31, 2015 to employees; the estimated compensation costs associated with these additional grants is \$1,074 and will be recognized over the vesting periods of the awards.

A summary of the Company's stock options and related activity as of and for the three months ended March 31, 2015 is as follows:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|--|------------|---------------------------------|---|---------------------------|
| Options outstanding at January 1, 2015 | 21,357,911 | \$ 10.82 | 7.2 | \$ 187,637 |
| Granted | 126,684 | 22.72 | | |
| Exercised | (964,865) | 9.57 | | 11,332 |
| Expired | — | — | | |
| Forfeited | (87,808) | 14.84 | | |
| Options outstanding at March 31, 2015 | 20,431,922 | 10.94 | 6.9 | 249,262 |
| Options exercisable at March 31, 2015 | 16,150,877 | 10.08 | 6.8 | 210,968 |

In connection with compensation restrictions imposed on certain executive officers and other employees by the European Central Bank under the Capital Requirements Directive IV prudential rules, which require a portion of such officers' and employees' variable compensation to be paid in the form of equity, the Company granted RSUs in February and April 2015. A portion of the RSUs vested immediately upon grant, and a portion will vest annually over the next three years. After vesting, the stock obtained must be held for one year.

16. Shareholders' Equity

Treasury Stock

The Company had 52,141 shares of treasury stock outstanding with a cost of \$983 as of March 31, 2015 and December 31, 2014. Prior to the IPO, the Company repurchased 3,154 shares as a result of an employee leaving the company. Additionally, 48,987 shares were withheld in December 2014 to cover income taxes related to the vesting of RSUs awarded to certain executive officers. The value of the treasury stock is immaterial and included within additional paid-in-capital.

Accumulated Other Comprehensive Income (Loss)

A summary of changes in accumulated other comprehensive income (loss), net of tax, for the three months ended March 31, 2015 and 2014 is as follows:

| | Three Months Ended March 31, 2015 | Three Months Ended March 31, 2014 |
|---|-----------------------------------|-----------------------------------|
| Beginning balance, unrealized gains (losses) on cash flow hedges | \$3,553 | \$(2,853) |
| Other comprehensive income (loss) before reclassifications | (19,791) | 412 |
| Amounts reclassified out of accumulated other comprehensive income (loss) (a) | 6,948 | 1,676 |
| Ending balance, unrealized losses on cash flow hedges | \$(9,290) | \$(765) |

(a) Amounts reclassified out of accumulated other comprehensive income (loss) consist of the following:

| Reclassification | Three Months Ended March 31, 2015 | Three Months Ended March 31, 2014 |
|------------------|-----------------------------------|-----------------------------------|
| | Income statement line item | Income statement line item |

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| | Amount reclassified | | Amount reclassified |
|----------------------------|------------------------|------------------|------------------------|
| Cash flow hedges: | | | |
| Settlements of derivatives | \$11,071 | Interest expense | \$2,664 |
| Tax expense (benefit) | (4,123) | | (988) |
| Net of tax | \$6,948 | | \$1,676 |

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Dividend Restrictions

The Dodd-Frank Act requires certain banks and bank holding companies, including SHUSA, to perform a stress test and submit a capital plan to the Federal Reserve on an annual basis. On March 11, 2015, the FRB informed SHUSA that, based on qualitative concerns, the FRB objected to SHUSA's capital plan pursuant to CCAR that SHUSA had previously submitted to the FRB. This objection followed the FRB's objection to the capital plan submitted the previous year, following which objection SHUSA had entered into a written agreement with the FRB memorializing discussions under which, among other things, SHUSA is prohibited from allowing its non-wholly-owned nonbank subsidiaries, including the Company, to declare or pay any dividend, or to make any capital distribution, until such time as SHUSA has submitted to the FRB a capital plan and the FRB has issued a written non-objection to the plan, or the FRB otherwise issues its written non-objection to the proposed capital action. The Company will not pay any future dividends until such time as the FRB issues a written non-objection to a capital plan submitted by SHUSA or the FRB otherwise issues its written non-objection to the payment of a dividend by the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Santander Consumer USA Holdings Inc. is the holding company for Santander Consumer USA Inc., a full-service, technology-driven consumer finance company focused on vehicle finance and personal lending products. We are majority-owned (as of March 31, 2015, approximately 60.3%) by SHUSA, a wholly-owned subsidiary of Santander. Since May 1, 2013, we have been the preferred provider for Chrysler's consumer loans and leases and dealer loans under terms of the ten-year Chrysler Agreement. Business generated under terms of the Chrysler Agreement is branded as Chrysler Capital. In connection with entering into the Chrysler Agreement, we paid Chrysler a \$150 million upfront, nonrefundable fee, which is being amortized over the ten-year term as an adjustment to finance and other interest income.

Shelf Registration Statement

In March 2015, we filed a shelf registration statement on Form S-3 to register up to 245,593,555 shares of our common stock held by SHUSA and DDFS LLC, an entity solely owned by our Chairman and Chief Executive Officer. We will not receive any proceeds from the sale of any shares offered under such shelf registration statement.

Economic and Business Environment

The U.S. economy has continued its slow-paced recovery into 2015. According to the Bureau of Labor Statistics, unemployment declined from 5.6% at the beginning of the year to 5.5% as of February 28, 2015. The Federal Reserve ended its bond purchases in October 2014 and has signaled that it may raise rates in 2015. New cars are selling at a pace to exceed an annualized 17 million for 2015.

Regulatory Matters

The U.S. lending industry is highly regulated under various U.S. federal laws, including the Truth-in-Lending, Equal Credit Opportunity, Fair Credit Reporting, Fair Debt Collection Practices, SCRA, and Unfair, Deceptive, or Abusive Acts or Practices, Credit CARD, Telephone Consumer Protection, FIRREA, and Gramm-Leach-Bliley Acts, as well as various state laws. We are subject to inspections, examinations, supervision, and regulation by the Commission, the CFPB, the FTC, the DOJ and by regulatory agencies in each state in which we are licensed. In addition, we are subject to certain bank regulations, including oversight by the OCC, the Bank of Spain, and the Federal Reserve, which has the ability to limit certain of our activities, such as the timing and amount of dividends and certain transactions that we might otherwise desire to enter into, such as merger and acquisition opportunities, or to impose other limitations on our growth.

Dividend Restrictions

The Dodd-Frank Act requires certain banks and bank holding companies, including SHUSA, to perform a stress test and submit a capital plan to the Federal Reserve on an annual basis. On March 11, 2015, the FRB informed SHUSA that, based on qualitative concerns, the FRB objected to SHUSA's capital plan pursuant to CCAR that SHUSA had previously submitted to the FRB. This objection followed the FRB's objection to the capital plan submitted the previous year, following which objection SHUSA had entered into a written agreement with the FRB memorializing discussions under which, among other things, SHUSA is prohibited from allowing its non-wholly-owned nonbank subsidiaries, including the Company, to declare or pay any dividend, or to make any capital distribution, until such time as SHUSA has submitted to the FRB a capital plan and the FRB has issued a written non-objection to the plan, or the FRB otherwise issues its written non-objection to the proposed capital action. The Company will not pay any future dividends until such time as the FRB issues a written non-objection to a capital plan submitted by SHUSA or the FRB otherwise issues its written non-objection to the payment of a dividend by the Company.

Regulation AB II

In response to investor requests for greater transparency, on August 27, 2014, the Commission unanimously voted to adopt final rules known as Regulation AB II, that, among other things, expanded disclosure requirements and modified the offering and shelf registration process. All filings on Forms 10-D or 10-K that are submitted after November 23, 2015 must comply with new rules and disclosures, except asset-level disclosures. These rules will affect the Company's public securitization platform.

Additionally, on August 27, 2014, the Commission adopted final rules implementing provisions of the Dodd-Frank Act relating to third-party due diligence reports for asset-backed securities. The final rules take effect nine months after they were published

in the Federal Register (i.e., June 2015). These final rules have a wider impact on SCUSA than Regulation AB II as they will cover both the on- and off-balance sheet securitization platforms.

Additional legal and regulatory matters affecting the Company's activities are further discussed in Part I, Item 1A - Risk Factors of our 2014 annual report.

How We Assess Our Business Performance

Net income, and the associated return on equity, are the primary metrics by which we judge the performance of our business. Accordingly, we closely monitor the primary drivers of net income:

Net financing income — We track the spread between the interest and finance charge income earned on our assets and the interest expense incurred on our liabilities, and continually monitor the components of our yield and our cost of funds. In addition, we monitor external rate trends, including the Treasury swap curve and spot and forward rates.

Net credit losses — We perform net credit loss analysis at the vintage level for individually acquired retail installment contracts, loans and leases, and at the pool level for purchased portfolios, enabling us to pinpoint drivers of any unusual or unexpected trends. We also monitor recovery rates, both industry-wide and our own. Additionally, because delinquencies are an early indicator of future net credit losses, we analyze delinquency trends, adjusting for seasonality, to determine whether or not our loans are performing in line with our original estimation. We periodically execute bulk sales of loans that we have charged off and recorded recoveries through such sales totaling \$38 million in the first quarter of 2015, of which \$5 million was recorded as a reduction in the basis of purchased receivables portfolios.

Other income — The various flow agreements in connection with our Chrysler relationship have resulted in a growing portfolio of assets serviced for others. These assets provide a steady stream of servicing income and may provide a gain or loss on sale. We monitor the size of the portfolio and average servicing fee rate and gain. In the first quarter of 2015, sales included our first bulk lease sale to a third party as well a sale of charged off loans. Additionally, our personal lending business provides fee income, which we monitor as an input to return on the personal loan portfolio.

Operating expenses — We assess our operational efficiency using our cost-to-income ratio. We perform extensive analysis to determine whether observed fluctuations in operating expense levels indicate a trend or are the nonrecurring impact of large projects. Our operating expense analysis also includes a loan- and portfolio-level review of origination and servicing costs to assist us in assessing profitability by pool and vintage.

Because volume and portfolio size determine the magnitude of the impact of each of the above factors on our earnings, we also closely monitor origination volume along with APR and discounts (including subvention and net of dealer participation).

Recent Developments and Other Factors Affecting Our Results of Operations

Restatement of Previously Issued Financial Statements

As discussed further in Note 2 of the Notes to the condensed consolidated financial statements contained in this Form 10-Q/A,

we are restating herein our unaudited quarterly condensed consolidated financial statements for the three months ended

March 31, 2015 and 2014. The following discussion has been updated to reflect the effects of the restatement.

Dividend Restrictions

See discussion above regarding recent developments with respect to dividend restriction matters under Regulatory Matters - Dividend Restrictions.

Chrysler Capital

In February 2013, we entered into the Chrysler Agreement pursuant to which we are the preferred provider for Chrysler's consumer loans and leases and dealer loans effective May 1, 2013. Business generated under terms of the Chrysler Agreement is branded as Chrysler Capital. In connection with entering into the Chrysler Agreement, we paid Chrysler a \$150 million upfront, nonrefundable fee on May 1, 2013. This fee is considered payment for future profits generated from the Chrysler Agreement and, accordingly, we are amortizing it over the expected ten-year term of the agreement as a component of net finance and other interest income. We have also executed an Equity Option

Agreement with Chrysler, whereby Chrysler may

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elect to purchase, at any time during the term of the Chrysler Agreement, at fair market value, an equity participation of any percentage in the Chrysler Capital portion of our business.

The Chrysler Agreement requires, among other things, that we bear the risk of loss on loans originated pursuant to the agreement, but that Chrysler share in any residual gains and losses in respect of consumer leases. The agreement also requires that we maintain at least \$5.0 billion in funding available for dealer inventory financing and \$4.5 billion of dedicated Chrysler retail financing. In turn, Chrysler must provide designated minimum threshold percentages of its subvention business to us.

The Chrysler Agreement has a ten-year term, subject to early termination in certain circumstances, including the failure by either party to comply with certain of their ongoing obligations. These obligations include, for SCUSA, meeting specified escalating penetration rates for the first five years, and, for Chrysler, treating SCUSA in a manner consistent with comparable OEMs' treatment of their captive providers, primarily in regard to sales support. The target penetration rate as of April 30, 2015 (the end of the second year of the Chrysler Agreement) is 44%. Our penetration rate for the three months ended March 31, 2015 was 30%.

Chrysler may also terminate the agreement, among other circumstances, if (i) a person other than Santander and its affiliates or our other stockholders owns 20% or more of our common stock and Santander and its affiliates own fewer shares of common stock than such person, (ii) we become, control, or become controlled by, an OEM that competes with Chrysler or (iii) if certain of our credit facilities become impaired.

We have several large flow agreements and dedicated financing facilities for our Chrysler Capital business.

Additionally, in March 2015, we sold consumer vehicle leases with an aggregate depreciated net capitalized cost of \$561 million and a carrying value of \$489 million to a third party. We retained servicing of, and some residual risk in, the sold leases. We also entered into an agreement with the buyer whereby we will sell charged-off loans periodically.

Our Reportable Segment

The Company has one reportable segment: Consumer Finance. This segment includes our vehicle financial products and services, including retail installment contracts, vehicle leases, and dealer loans, as well as financial products and services related to motorcycles, RVs, and marine vehicles. It also includes our personal loan and point-of-sale financing operations.

Volume

Our originations of individually acquired loans and leases, including net balance increases on revolving loans, average APR, and discount during the three months ended March 31, 2015 and 2014 have been as follows:

| | Three Months Ended | | | |
|---|-------------------------------|--------------------|---|--|
| | March 31, 2015 | March 31, 2014 | | |
| | (Dollar amounts in thousands) | | | |
| Retained Originations | As Restated (a) | As Restated (a) | | |
| Retail installment contracts | \$4,791,581 | \$4,499,969 | | |
| Average APR | 16.9 | % 16.0 | % | |
| Discount | 2.9 | % 2.8 | % | |
| Personal loans | \$166,492 | \$107,902 | | |
| Average APR | 18.1 | % 20.8 | % | |
| Discount | — | — | | |
| Receivables from dealers | \$— | \$14,823 | | |
| Average APR | — | 3.4 | % | |
| Discount | — | — | | |
| Leased vehicles | \$1,130,115 | \$1,211,999 | | |
| Capital lease receivables | \$55,730 | \$3,046 | | |
| Total originations retained | \$6,143,918 | \$5,837,739 | | |
| Sold Originations | | | | |
| Retail installment contracts | \$804,144 | \$1,112,667 | | |
| Average APR | 4.7 | % 4.5 | % | |
| Total originations sold | \$804,144 | \$1,112,667 | | |
| Total SCUSA originations | \$6,948,062 | \$6,950,406 | | |
| Facilitated Originations | | | | |
| Receivables from dealers | \$— | \$144,753 | | |
| Leased vehicles | 403,899 | 245,668 | | |
| Total originations facilitated for affiliates | \$403,899 | \$390,421 | | |
| Total originations | \$7,351,961 | \$7,340,827 | | |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

Our asset sales for the three months ended March 31, 2015 and 2014 have been as follows:

| | Three Months Ended | |
|--|--------------------|-------------------|
| | March 31, 2015 | March 31, 2014 |

(Dollar amounts in
thousands)

As Restated

(a)

| | | | | |
|------------------------------|-----------|---|-------------|---|
| Retail installment contracts | \$919,078 | | \$1,685,724 | |
| Average APR | 4.7 | % | 4.5 | % |

| | | | | |
|-------------------|-------------|--|-------------|--|
| Leased vehicles | \$561,334 | | \$— | |
| Total asset sales | \$1,480,412 | | \$1,685,724 | |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

Our ending held for investment portfolio, average APR, and remaining unaccrued discount as of March 31, 2015 and December 31, 2014 are as follows:

| | March 31, 2015 (Dollar amounts in thousands) As Restated (a) | December 31, 2014 (Dollar amounts in thousands) As Restated (a) | | |
|------------------------------|--|---|---|--|
| Retail installment contracts | \$26,194,567 | \$25,401,461 | | |
| Average APR | 16.6 | % 16.0 | % | |
| Discount | 3.0 | % 2.9 | % | |
| Personal loans | \$2,115,496 | \$2,128,769 | | |
| Average APR | 23.0 | % 23.1 | % | |
| Discount | 0.1 | % 0.1 | % | |
| Receivables from dealers | \$102,410 | \$100,164 | | |
| Average APR | 4.2 | % 4.3 | % | |
| Discount | — | — | | |
| Leased vehicles | \$5,678,043 | \$5,490,277 | | |
| Capital leases | \$143,627 | \$91,350 | | |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

We record interest income from individually acquired retail installment contracts, personal loans and receivables from dealers in accordance with the terms of the loans, generally discontinuing and reversing accrued income once a loan becomes more than 60 days past due, except in the case of revolving personal loans, for which we continue to accrue interest until charge-off, in the month in which the loan becomes 180 days past due, and receivables from dealers, for which we continue to accrue interest until the loan becomes more than 90 days past due. Receivables from dealers and term personal loans generally are not acquired at a discount. We amortize discounts, subvention payments from manufacturers, and origination costs as adjustments to income from individually acquired retail installment contracts using the effective yield method. We amortize the discount, if applicable, on revolving personal loans straight-line over the estimated period over which the receivables are expected to be outstanding.

For individually acquired retail installment contracts, personal loans, capital leases, and receivables from dealers, we also establish a credit loss allowance for the estimated losses inherent in the portfolio. We estimate probable losses based on contractual delinquency status, historical loss experience, expected recovery rates from sale of repossessed collateral, bankruptcy trends, and general economic conditions such as unemployment rates. For loans within these portfolios that are classified as TDRs, impairment is measured based on the present value of expected future cash flows discounted at the original effective interest rate.

We classify most of our vehicle leases as operating leases. The net capitalized cost of each lease is recorded as an asset, which is depreciated straight-line over the contractual term of the lease to the expected residual value. Lease payments due from customers are recorded as income until and unless a customer becomes more than 60 days delinquent, at which time the accrual of revenue is discontinued and reversed. The accrual is resumed and reinstated if a delinquent account subsequently becomes 60 days or less past due. Subvention payments from the manufacturer, down payments from the customer, and initial direct costs incurred in connection with originating the lease are amortized straight-line over the contractual term of the lease.

Historically, our primary means of acquiring retail installment contracts has been through individual acquisitions immediately after origination by a dealer. We also periodically purchase pools of receivables and had significant volumes of these purchases during the credit crisis. While we continue to pursue such opportunities when available, we did not purchase any pools during the three months ended March 31, 2015 and 2014. All of the retail installment contracts acquired during these periods were acquired individually. For our existing purchased receivables portfolios, which were acquired at a discount partially attributable

to credit deterioration since origination, we estimate the expected yield on each portfolio at acquisition and record monthly accretion income based on this expectation. We periodically re-evaluate performance expectations and may increase the accretion rate if a pool is performing better than expected. If a pool is performing worse than expected, we are required to continue to record accretion income at the previously established rate and to record impairment to account for the worsening performance.

Selected Financial Data

| | Three Months Ended | |
|---|--|--------------------|
| | March 31, 2015 | March 31, 2014 |
| | (Dollar amounts in thousands, except per share data) | |
| Income Statement Data | As Restated (a) | As Restated (a) |
| Interest on individually acquired retail installment contracts | \$ 1,051,549 | \$ 951,371 |
| Interest on purchased receivables portfolios | 28,206 | 68,814 |
| Interest on receivables from dealers | 1,310 | 1,330 |
| Interest on personal loans | 111,956 | 82,008 |
| Interest on finance receivables and loans | 1,193,021 | 1,103,523 |
| Net leased vehicle income | 56,763 | 28,134 |
| Other finance and interest income | 7,341 | 250 |
| Interest expense | 148,856 | 124,446 |
| Net finance and other interest income | 1,108,269 | 1,007,461 |
| Provision for credit losses on individually acquired retail installment contracts | 533,014 | 511,829 |
| Increase (decrease) in impairment related to purchased receivables portfolios | (5,102) | (7,330) |
| Provision for credit losses on receivables from dealers | 456 | (55) |
| Provision for credit losses on personal loans | 97,703 | 62,129 |
| Provision for credit losses on capital leases | 5,776 | — |
| Provision for credit losses | 631,847 | 566,573 |
| Profit sharing | 13,516 | 32,161 |
| Other income | 150,194 | 134,461 |
| Operating expenses | 247,832 | 320,121 |
| Income before tax expense | 365,268 | 223,067 |
| Income tax expense | 122,823 | 85,624 |
| Net income | \$ 242,445 | \$ 137,443 |
| Share Data | | |
| Weighted-average common shares outstanding | | |
| Basic | 349,421,960 | 348,101,891 |
| Diluted | 356,654,466 | 356,325,036 |
| Earnings per share | | |
| Basic | \$ 0.69 | \$ 0.39 |
| Diluted | \$ 0.68 | \$ 0.39 |
| Dividends declared per share | \$ — | \$ — |
| Balance Sheet Data | | |
| Finance receivables and loans | \$ 24,547,674 | \$ 22,369,112 |
| Finance receivables held for sale, net | 1,042,514 | 171,473 |
| Goodwill and intangible assets | 110,846 | 128,447 |
| Total assets | 34,581,338 | 28,956,477 |
| Total borrowings | 29,713,671 | 25,357,313 |
| Total liabilities | 30,809,795 | 25,983,550 |
| Total equity | 3,771,543 | 2,972,927 |
| Allowance for credit losses | 3,117,716 | 2,354,798 |

| | Three Months Ended | | |
|--|-------------------------------|--------------------|---|
| | March 31, 2015 | March 31, 2014 | |
| | (Dollar amounts in thousands) | | |
| Other Information | As Restated (a) | As Restated (a) | |
| Charge-offs, net of recoveries, on individually acquired retail installment contracts | \$344,056 | \$310,304 | |
| Charge-offs, net of recoveries, on purchased receivables portfolios | (2,550) | 23,523 | |
| Charge-offs, net of recoveries, on receivables from dealers | — | — | |
| Charge-offs, net of recoveries, on personal loans | 93,485 | 38,289 | |
| Charge-offs, net of recoveries, on capital leases | 183 | — | |
| Total charge-offs, net of recoveries | 435,174 | 372,116 | |
| End of period individually acquired retail installment contracts delinquent principal over 60 days | 729,274 | 602,983 | |
| End of period personal loans delinquent principal over 60 days | 140,636 | 90,103 | |
| End of period delinquent principal over 60 days | 913,324 | 802,133 | |
| End of period assets covered by allowance for credit losses | 27,868,510 | 24,156,564 | |
| End of period gross individually acquired retail installment contracts held for investment | 25,506,977 | 22,826,639 | |
| End of period gross personal loans | 2,115,496 | 1,217,755 | |
| End of period gross finance receivables and loans held for investment | 28,412,473 | 25,720,396 | |
| End of period gross finance receivables, loans, and leases held for investment | 34,234,143 | 29,071,698 | |
| Average gross individually acquired retail installment contracts | 25,355,751 | 22,313,555 | |
| Average gross purchased receivables portfolios | 765,653 | 1,761,056 | |
| Average Gross receivables from dealers | 102,714 | 129,943 | |
| Average Gross personal loans | 2,128,655 | 1,189,570 | |
| Average Gross capital leases | 116,264 | 766 | |
| Average Gross finance receivables and loans | 28,469,037 | 25,394,890 | |
| Average Gross finance receivables, loans, and leases | 34,198,183 | 28,209,671 | |
| Average managed assets | 44,782,142 | 33,285,709 | |
| Average total assets | 33,336,447 | 27,869,729 | |
| Average debt | 28,626,060 | 24,570,719 | |
| Average total equity | 3,676,631 | 2,828,298 | |
| Ratios | | | |
| Yield on individually acquired retail installment contracts | 16.6 | % 17.1 | % |
| Yield on purchased receivables portfolios | 14.7 | % 15.6 | % |
| Yield on receivables from dealers | 5.1 | % 4.1 | % |
| Yield on personal loans (1) | 21.0 | % 27.6 | % |
| Yield on earning assets (2) | 14.7 | % 16.0 | % |
| Cost of debt (3) | 2.1 | % 2.0 | % |
| Net interest margin (4) | 13.0 | % 14.3 | % |
| Expense ratio (5) | 2.2 | % 3.8 | % |
| Return on average assets (6) | 2.9 | % 2.0 | % |
| Return on average equity (7) | 26.4 | % 19.4 | % |
| Net charge-off ratio on individually acquired retail installment contracts (8) | 5.4 | % 5.6 | % |
| Net charge-off ratio on purchased receivables portfolios (8) | (1.3) |)% 5.3 | % |
| Net charge-off ratio on receivables from dealers (8) | — | — | |
| Net charge-off ratio on personal loans (8) | 17.6 | % 12.9 | % |
| Net charge-off ratio (8) | 6.1 | % 5.9 | % |

| | | | | |
|--|------|---|------|---|
| Delinquency ratio on individually acquired retail installment contracts held for investment, end of period (9) | 2.9 | % | 2.6 | % |
| Delinquency ratio on personal loans, end of period (9) | 6.6 | % | 7.4 | % |
| Delinquency ratio on loans held for investment, end of period (9) | 3.2 | % | 3.1 | % |
| Equity to assets ratio | 10.9 | % | 10.3 | % |
| Tangible common equity to tangible assets (10) | 10.6 | % | 9.9 | % |
| Common stock dividend payout ratio (11) | — | | — | |
| Allowance ratio (12) | 11.2 | % | 9.7 | % |

Certain previously reported amounts have been restated to correct for various financial statement errors. See

(a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

(1) Includes finance and other interest income; excludes fees

(2) “Yield on earning assets” is defined as the ratio of Total finance and other interest income, net of Leased vehicle expense, to Average gross finance receivables, loans and leases*

(3) “Cost of debt” is defined as the ratio of Interest expense to Average debt*

(4) “Net interest margin” is defined as the ratio of Net finance and other interest income to Average gross finance receivables, loans and leases*

- (5) "Expense ratio" is defined as the ratio of Operating expenses to Average managed assets*
- (6) "Return on average assets" is defined as the ratio of Net income to Average total assets*
- (7) "Return on average equity" is defined as the ratio of Net income to Average total equity*
- (8) "Net charge-off ratio" is defined as the ratio of Charge-offs on a recorded investment basis, net of recoveries, to average unpaid principal balance of the respective portfolio*
- (9) "Delinquency ratio" is defined as the ratio of End of period Delinquent principal over 60 days to End of period gross balance of the respective portfolio
- "Tangible common equity to tangible assets" is defined as the ratio of Total equity, excluding Goodwill and intangible assets, to Total assets, excluding Goodwill and intangible assets. Our Board utilizes this non-GAAP financial measure to assess and monitor the adequacy of our capitalization. This additional information is not meant to be considered in isolation or as a substitute for the numbers prepared in accordance with U.S. GAAP and may not be comparable to similarly-titled measures used by other financial institutions. A reconciliation from GAAP to this non-GAAP measure for the periods ended March 31, 2015 and 2014 is as follows:

| | March 31, 2015 | March 31, 2014 | |
|---|-------------------------------|--------------------|---|
| | (Dollar amounts in thousands) | | |
| | As Restated (a) | As Restated (a) | |
| Total equity | \$3,771,543 | \$2,972,927 | |
| Deduct: Goodwill and intangibles | 110,846 | 128,447 | |
| Tangible common equity | \$3,660,697 | \$2,844,480 | |
| | | | |
| Total assets | \$34,581,338 | \$28,956,477 | |
| Deduct: Goodwill and intangibles | 110,846 | 128,447 | |
| Tangible assets | \$34,470,492 | \$28,828,030 | |
| | | | |
| Equity to assets ratio | 10.9 | % 10.3 | % |
| Tangible common equity to tangible assets | 10.6 | % 9.9 | % |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

- (11) "Common stock dividend payout ratio" is defined as the ratio of Dividends declared per share of common stock to Earnings per share
- (12) "Allowance ratio" is defined as the ratio of Allowance for credit losses to End of period assets covered by allowance for credit losses
- *Ratio is annualized

Results of Operations

This MD&A should be read in conjunction with the condensed consolidated financial statements and the accompanying notes included elsewhere in this Report. The following table presents our results of operations for the three months ended March 31, 2015 and 2014:

| | For the Three Months Ended March 31, | |
|--|---|--------------------|
| | 2015 | 2014 |
| | (Dollar amounts in thousands) | |
| | As Restated (a) | As Restated (a) |
| Interest on finance receivables and loans | \$1,193,021 | \$1,103,523 |
| Leased vehicle income | 231,616 | 109,469 |
| Other finance and interest income | 7,341 | 250 |
| Total finance and other interest income | 1,431,978 | 1,213,242 |
| Interest expense | 148,856 | 124,446 |
| Leased vehicle expense | 174,853 | 81,335 |
| Net finance and other interest income | 1,108,269 | 1,007,461 |
| Provision for credit losses | 631,847 | 566,573 |
| Net finance and other interest income after provision for credit losses | 476,422 | 440,888 |
| Profit sharing | 13,516 | 32,161 |
| Net finance and other interest income after provision for credit losses and profit sharing | 462,906 | 408,727 |
| Total other income | 150,194 | 134,461 |
| Total operating expenses | 247,832 | 320,121 |
| Income before income taxes | 365,268 | 223,067 |
| Income tax expense | 122,823 | 85,624 |
| Net income | \$242,445 | \$137,443 |
| Net income | \$242,445 | \$137,443 |
| Change in unrealized gains (losses) on cash flow hedges, net of tax | (12,843 |) 2,088 |
| Comprehensive income | \$229,602 | \$139,531 |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014 (As Restated)

Interest on Finance Receivables and Loans

| | Three Months Ended | | Increase | |
|--|--------------------|-------------|------------|---------|
| | March 31, | | (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| (Dollar amounts in thousands) | | | | |
| Income from individually acquired retail installment contracts | \$1,051,549 | \$951,371 | \$100,178 | 11 % |
| Income from purchased receivables portfolios | 28,206 | 68,814 | (40,608) | (59)% |
| Income from receivables from dealers | 1,310 | 1,330 | (20) | (2)% |
| Income from personal loans | 111,956 | 82,008 | 29,948 | 37 % |
| Total interest on finance receivables and loans | \$1,193,021 | \$1,103,523 | \$89,498 | 8 % |

Income from individually acquired retail installment contracts increased \$100 million, or 11%, from the first quarter of 2014 to the first quarter of 2015, consistent with the growth in the average outstanding balance of our portfolio of these contracts of 14%.

Income from purchased receivables portfolios decreased \$41 million, or 59%, from the first quarter of 2014 to the first quarter of 2015, due to the continued runoff of the portfolios, as we have made no portfolio acquisitions since 2012. The average balance of the portfolios decreased from \$1.8 billion in the first quarter of 2014 to \$0.8 billion in the first quarter of 2015.

Income from personal loans increased \$30 million, or 37%, from the first quarter of 2014 to the first quarter of 2015, less than the 79% growth in the average portfolio due to the increasing mix of installment loans, which are higher average credit quality and bear a lower average interest rate than our revolving loans.

Leased Vehicle Income and Expense

| | Three Months Ended | | Increase | |
|-------------------------------|--------------------|-----------|------------|---------|
| | March 31, | | (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| (Dollar amounts in thousands) | | | | |
| Leased vehicle income | \$231,616 | \$109,469 | \$122,147 | 112 % |
| Leased vehicle expense | 174,853 | 81,335 | 93,518 | 115 % |
| Leased vehicle income, net | \$56,763 | \$28,134 | \$28,629 | 102 % |

Leased vehicle income and expense increased significantly from prior year due to the continual growth in the portfolio since we

launched Chrysler Capital in 2013.

Interest Expense

| | Three Months Ended | | Increase | |
|-----------------------------------|--------------------|-----------|------------|---------|
| | March 31, | | (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| (Dollar amounts in thousands) | | | | |
| Interest expense on notes payable | \$128,226 | \$115,603 | \$12,623 | 11 % |
| Interest expense on derivatives | 20,630 | 8,843 | 11,787 | 133 % |
| Total interest expense | \$148,856 | \$124,446 | \$24,410 | 20 % |

Interest expense on notes payable increased \$13 million, or 11%, from the first quarter of 2014 to the first quarter of 2015, consistent with the 17% growth in average debt outstanding.

Interest expense on derivatives increased \$12 million, or 133%, from the first quarter of 2014 to the first quarter of 2015, primarily due to a favorable mark-to-market based on interest rate changes in the first quarter of 2014 versus an unfavorable mark-to-market in the first quarter of 2015.

Provision for Credit Losses

| | Three Months Ended | | | |
|---|-------------------------------|-----------|------------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Provision for credit losses on individually acquired retail installment contracts | \$533,014 | \$511,829 | \$21,185 | 4 % |
| Increase (decrease) in impairment related to purchased receivables portfolios | (5,102) | (7,330) | 2,228 | (30)% |
| Provision for credit losses on receivables from dealers | 456 | (55) | 511 | (929)% |
| Provision for credit losses on personal loans | 97,703 | 62,129 | 35,574 | 57 % |
| Provision for credit losses on capital leases | 5,776 | — | 5,776 | |
| Provision for credit losses | \$631,847 | \$566,573 | \$65,274 | 12 % |

Provision on personal loans increased \$36 million, or 57%, primarily due to the 79% growth in the average outstanding balance of the portfolio.

We began recording provision on capital leases subsequent to the first quarter of 2014 as we established a portfolio of leases classified as capital leases and began recording provision on these assets.

Profit Sharing

| | Three Months Ended | | | |
|----------------|-------------------------------|----------|------------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Profit sharing | \$13,516 | \$32,161 | \$(18,645) | (58)% |

Profit sharing consists of revenue sharing related to the Chrysler Agreement and profit sharing on personal loans originated pursuant to our agreements with Bluestem. Profit sharing decreased slightly from prior year, as the amount of payments due to Bluestem decreased as the portfolio seasoned and charge offs were recognized.

Other Income

| | Three Months Ended | | | |
|---------------------------------------|-------------------------------|-------------|---------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Investment gains, net | \$21,593 | \$34,752 | \$(13,159) | (38)% |
| Servicing fee income | 24,803 | 10,405 | 14,398 | 138 % |
| Fees, commissions, and other | 103,798 | 89,304 | 14,494 | 16 % |
| Total other income | \$150,194 | \$134,461 | \$15,733 | 12 % |
| Average serviced for others portfolio | \$10,576,085 | \$5,070,582 | \$5,505,503 | 109 % |

Investment gains decreased, primarily due to the execution of a Chrysler Capital off-balance sheet transaction in the first quarter of 2014 that generated a large gain but no such transaction in the first quarter of 2015.

We record servicing fee income on loans that we service but do not own and do not report on our balance sheet. Servicing fee income increased from \$10 million in the first quarter of 2014 to \$25 million in the first quarter of 2015, as we continued to grow our serviced portfolio through asset sales. Our serviced for others portfolio as of each period-end was as follows:

| | March 31, | |
|------------------------------------|-------------------------------|-------------|
| | 2015 | 2014 |
| | (Dollar amounts in thousands) | |
| SBNA dealer loans | \$— | \$676,856 |
| SBNA retail installment contracts | 843,476 | 1,096,905 |
| SBNA leases | 2,328,240 | 241,878 |
| Total serviced for related parties | 3,171,716 | 2,015,639 |
| Off-balance sheet securitizations | 1,936,169 | 1,681,856 |
| Other third parties | 6,112,727 | 2,533,655 |
| Total serviced for third parties | 8,048,896 | 4,215,511 |
| Total serviced for others | \$11,220,612 | \$6,231,150 |

Fees, commissions, and other increased \$14 million, or 16%, from the first quarter of 2014 to the first quarter of 2015, primarily due to additional fee income as our revolving personal loan portfolio grew. Additionally, we recorded \$4 million in deficiency income from the sale of charged off assets in the first quarter of 2015.

Total Operating Expenses

| | Three Months Ended | | | |
|--------------------------|-------------------------------|-----------|---------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Compensation expense | \$100,540 | \$201,915 | \$(101,375) | (50)% |
| Repossession expense | 58,826 | 48,431 | 10,395 | 21% |
| Other operating costs | 88,466 | 69,775 | 18,691 | 27% |
| Total operating expenses | \$247,832 | \$320,121 | \$(72,289) | (23)% |

Total operating expenses decreased \$72 million, or 23%, from the first quarter of 2014 to the first quarter of 2015, primarily due to the nonrecurrence of \$120 million in stock compensation and other IPO-related expenses recorded upon and in connection with our IPO in January 2014, partly offset by increased headcount and repossession expense as a result of portfolio growth. Even after adjusting for the IPO-related expenses, our expense ratio decreased to 2.2% in the first quarter of 2015 from 2.4% in the first quarter of 2014.

Income Tax Expense

| | Three Months Ended | | | |
|----------------------------|-------------------------------|----------|---------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Income tax expense | \$122,823 | \$85,624 | \$37,199 | 43% |
| Income before income taxes | 365,268 | 223,067 | 142,201 | 64% |
| Effective tax rate | 33.6% | 38.4% | | |

Our effective tax rate decreased from 38.4% in the first quarter of 2014 to 33.6% in the first quarter of 2015 primarily due to state rate changes due to our geographic earnings mix, and laws guiding state apportionment.

Other Comprehensive Income (Loss)

| | Three Months Ended | | | |
|---|-------------------------------|---------|---------------------|---------|
| | March 31, | | Increase (Decrease) | |
| | 2015 | 2014 | Amount | Percent |
| | (Dollar amounts in thousands) | | | |
| Change in unrealized gains (losses) on cash flow hedges, net of tax | \$(12,843) | \$2,088 | \$(14,931) | (715)% |

The change in unrealized gain on cash flow hedges was primarily driven by unfavorable interest rate movements in the first quarter of 2015 as compared to favorable interest rate movements in the first quarter of 2014.

Credit Quality

Finance Receivables

Nonprime loans comprise 80% of our portfolio as of March 31, 2015. We record an allowance for credit losses to cover our estimate of inherent losses on our individually acquired retail installment contracts and other loans and receivables.

| | March 31, 2015 | | |
|--|--|---|-------------------|
| | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans |
| | (Dollar amounts in thousands) | | |
| | As Restated | | |
| | (a) | | |
| Unpaid principal balance | \$25,506,977 | \$102,410 | \$2,115,496 |
| Credit loss allowance | (2,748,526) | (1,130) | (352,878) |
| Discount | (791,354) | — | (1,972) |
| Capitalized origination costs and fees | 57,831 | — | 1,291 |
| Net carrying balance | \$22,024,928 | \$101,280 | \$1,761,937 |
| Allowance as a percentage of unpaid principal balance | 10.8 | % 1.1 | % 16.7 % |
| Allowance and discount as a percentage of unpaid principal balance | 13.9 | % 1.1 | % 16.8 % |

Certain previously reported amounts have been restated to correct for various financial statement errors. See

(a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

| | December 31, 2014 | | |
|--|--|---|-------------------|
| | Retail Installment Contracts Acquired Individually | Receivables from Dealers Held for Investment | Personal Loans |
| | (Dollar amounts in thousands) | | |
| | As Restated | | |
| | (a) | | |
| Unpaid principal balance | \$24,555,106 | \$100,164 | \$2,128,769 |
| Credit loss allowance | (2,586,685) | (674) | (348,660) |
| Discount | (749,921) | — | (1,356) |
| Capitalized origination costs and fees | 52,964 | — | 1,024 |
| Net carrying balance | \$21,271,464 | \$99,490 | \$1,779,777 |
| Allowance as a percentage of unpaid principal balance | 10.5 | % 0.7 | % 16.4 % |
| Allowance and discount as a percentage of unpaid principal balance | 13.6 | % 0.7 | % 16.4 % |

Certain previously reported amounts have been restated to correct for various financial statement errors. See

(a) Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

For retail installment contracts we acquired in pools subsequent to their origination, we anticipate the expected credit losses at purchase and record income thereafter based on the expected effective yield, recording impairment if

performance is worse than expected at purchase. The balances of these purchased receivables portfolios were as follows at March 31, 2015 and December 31, 2014:

| | March 31, 2015 | December 31, 2014 |
|--|-----------------------|----------------------|
| | As Restated (a) | As Restated (a) |
| Outstanding balance | \$ 692,656 | \$ 853,219 |
| Outstanding recorded investment, net of impairment | \$ 530,920 | \$ 679,079 |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

Delinquency

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An account is considered delinquent if a substantial portion of a scheduled payment has not been received by the date such payment was contractually due. Delinquencies may vary from period to period based upon the average age or seasoning of the portfolio, seasonality within the calendar year, and economic factors. Historically, our delinquencies have been highest in the period from November through January due to consumers' holiday spending.

The following is a summary of delinquencies as of March 31, 2015 and December 31, 2014:

| | March 31, 2015 | | | | December 31, 2014 | | | |
|-----------------------------------|--|-------------|------------------------|-------------|--|-------------|------------------------|-------------|
| | Retail Installment Contracts Held for Investment (a) | | | | Retail Installment Contracts Held for Investment (a) | | | |
| | Dollars (in thousands) | Percent (b) | Dollars (in thousands) | Percent (b) | Dollars (in thousands) | Percent (b) | Dollars (in thousands) | Percent (b) |
| Principal 31-60 days past due | \$1,799,746 | 6.9 % | \$58,389 | 2.8 % | \$2,450,837 | 9.6 % | \$52,452 | 2.5 % |
| Delinquent principal over 60 days | \$772,688 | 2.9 % | 140,636 | 6.6 % | 1,103,053 | 4.3 % | 138,400 | 6.5 % |
| Total delinquent contracts | \$2,572,434 | 9.8 % | \$199,025 | 9.4 % | \$3,553,890 | 14.0 % | \$190,852 | 9.0 % |

(a)Includes retail installment contracts acquired individually and purchased receivables portfolios.

(b)Percent of unpaid principal balance.

All of our receivables from dealers and all of our retail installment contracts held for sale were current as of March 31, 2015 and December 31, 2014. Delinquencies on the capital lease receivables portfolio, which began in 2014, were immaterial as of March 31, 2015 and December 31, 2014.

Credit Loss Experience

The following is a summary of our net losses and repossession activity on our finance receivables for the three months ended March 31, 2015 and 2014.

| | Three Months Ended March 31, | | | |
|---|--|----------------|--|----------------|
| | 2015 | | 2014 | |
| | Retail Installment Contracts - Held for Investment | Personal Loans | Retail Installment Contracts - Held for Investment | Personal Loans |
| | (Dollar amounts in thousands) | | | |
| | As Restated (a) | | As Restated (a) | |
| Principal outstanding at period end | \$26,194,567 | \$2,115,496 | \$24,393,536 | \$1,217,755 |
| Average principal outstanding during the period | \$25,027,185 | \$2,128,655 | \$23,526,596 | \$1,189,570 |
| Number of receivables outstanding at period end | 1,669,192 | 1,911,867 | 1,643,188 | 1,638,066 |
| Average number of receivables outstanding during the period | 1,642,281 | 1,948,335 | 1,629,618 | 1,646,182 |
| Number of repossessions (1) | 63,526 | n/a | 56,503 | n/a |
| Number of repossessions as a percent of average number of receivables outstanding (2) | 15.5 % | n/a | 13.9 % | n/a |
| Net losses | \$341,506 | \$93,485 | \$333,827 | \$38,289 |
| Net losses as a percent of average principal amount outstanding (2) | 5.5 % | 17.6 % | 5.7 % | 12.9 % |

Certain previously reported amounts have been restated to correct for various financial statement errors. See

(a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

(1)

Repossessions are net of redemptions. The number of repossessions includes repossessions from the outstanding portfolio and from accounts already charged off.

(2) Annualized; not necessarily indicative of a full year's actual results.

We have had no charge-offs on our receivables from dealers and no material charge-offs on our capital lease receivables.

Deferrals and Troubled Debt Restructurings

In accordance with our policies and guidelines, we, at times, offer payment deferrals to borrowers on our retail installment contracts, whereby the consumer is allowed to move up to three delinquent payments to the end of the loan. Our policies and guidelines limit the number and frequency of deferrals that may be granted to one every six months and eight months over the life of a loan. Additionally, we generally limit the granting of deferrals on new accounts until a requisite number of payments

has been received. During the deferral period, we continue to accrue and collect interest on the loan in accordance with the terms of the deferral agreement.

At the time a deferral is granted, all delinquent amounts may be deferred or paid, resulting in the classification of the loan as current and therefore not considered a delinquent account. Thereafter, such account is aged based on the timely payment of future installments in the same manner as any other account.

The following is a summary of deferrals on our retail installment contracts held for investment as of the dates indicated:

| | March 31, 2015 | | December 31, 2014 | |
|-------------------------------|-------------------------------|-------|-------------------|-------|
| | (Dollar amounts in thousands) | | | |
| Never deferred | \$19,307,254 | 73.7% | \$18,354,203 | 72.2% |
| Deferred once | 3,466,502 | 13.2% | 3,623,858 | 14.3% |
| Deferred twice | 1,733,148 | 6.6% | 1,809,119 | 7.1% |
| Deferred 3 - 4 times | 1,617,846 | 6.2% | 1,540,713 | 6.1% |
| Deferred greater than 4 times | 69,817 | 0.3% | 73,568 | 0.3% |
| Total | \$26,194,567 | | \$25,401,461 | |

We evaluate the results of our deferral strategies based upon the amount of cash installments that are collected on accounts after they have been deferred versus the extent to which the collateral underlying the deferred accounts has depreciated over the same period of time. Based on this evaluation, we believe that payment deferrals granted according to our policies and guidelines are an effective portfolio management technique and result in higher ultimate cash collections from the portfolio.

Changes in deferral levels do not have a direct impact on the ultimate amount of consumer finance receivables charged off by us. However, the timing of a charge-off may be affected if the previously deferred account ultimately results in a charge-off. To the extent that deferrals impact the ultimate timing of when an account is charged off, historical charge-off ratios, loss confirmation periods, and cash flow forecasts for loans classified as TDRs used in the determination of the adequacy of our allowance for credit losses are also impacted. Increased use of deferrals may result in a lengthening of the loss confirmation period, which would increase expectations of credit losses inherent in the portfolio and therefore increase the allowance for credit losses and related provision for credit losses. Changes in these ratios and periods are considered in determining the appropriate level of allowance for credit losses and related provision for credit losses, including the allowance and provision for loans that are not classified as TDRs. For loans that are classified as TDRs, the present value of expected cash flows is compared to the outstanding recorded investment of our TDRs to determine the amount of TDR impairment and related provision for credit losses that should be recorded.

If a customer's financial difficulty is not temporary, we may agree, or be required by a bankruptcy court, to grant a modification involving one or a combination of the following: a reduction in interest rate, a reduction in loan principal balance, or an extension of the maturity date. The servicer of our revolving personal loans also may grant concessions on such loans in the form of principal or interest rate reductions or payment plans. The following is a summary of the principal balance as of March 31, 2015 and December 31, 2014 of loans that have received these modifications and concessions:

| | March 31, 2015 | | December 31, 2014 | |
|--|------------------------------------|-------------------|------------------------------------|-------------------|
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| | (Dollar amounts in thousands) | | | |
| Temporary reduction of monthly payment | \$1,542,692 | \$— | \$1,372,876 | \$— |
| Bankruptcy-related accounts | 122,770 | — | 125,978 | — |
| Extension of maturity date | 88,842 | — | 99,758 | — |

| | | | | |
|-------------------------|-------------|----------|-------------|----------|
| Interest rate reduction | 105,348 | 17,261 | 118,074 | 17,347 |
| Other | 50,378 | — | 44,825 | — |
| Total modified loans | \$1,910,030 | \$17,261 | \$1,761,511 | \$17,347 |

A summary of our recorded investment in TDRs as of the dates indicated is as follows:

| | March 31, 2015 | | December 31, 2014 | |
|--|------------------------------------|-------------------|------------------------------------|-------------------|
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| | (Dollar amounts in thousands) | | | |
| | As Restated (a) | | As Restated (a) | |
| Outstanding recorded investment | \$4,404,165 | \$17,261 | \$4,044,070 | \$17,356 |
| Impairment | (1,285,957) | (6,904) | (1,172,149) | (6,939) |
| Outstanding recorded investment, net of impairment | \$3,118,208 | \$10,357 | \$2,871,921 | \$10,417 |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

A summary of the principal balance on our delinquent TDRs as of the dates indicated is as follows:

| | March 31, 2015 | | December 31, 2014 | |
|-----------------------------------|------------------------------------|-------------------|------------------------------------|-------------------|
| | Retail Installment Contracts | Personal Loans | Retail Installment Contracts | Personal Loans |
| | (Dollar amounts in thousands) | | | |
| | As Restated (a) | | As Restated (a) | |
| Principal 31-60 days past due | \$792,189 | \$1,685 | \$912,555 | \$1,595 |
| Delinquent principal over 60 days | 350,925 | 5,245 | 468,272 | 5,131 |
| Total delinquent TDRs | \$1,143,114 | \$6,930 | \$1,380,827 | \$6,726 |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

As of March 31, 2015 and December 31, 2014, we did not have any dealer loans classified as TDRs and had not granted deferrals or modifications on any of these loans.

Liquidity Management, Funding and Capital Resources

We require a significant amount of liquidity to originate and acquire loans and leases and to service debt. We fund our operations through our lending relationships with fourteen third-party banks and Santander, as well as through securitization in the ABS market and large flow agreements. We seek to issue debt that appropriately matches the cash flows of the assets that we originate. We have over \$3.8 billion of stockholders' equity that supports our access to the securitization markets, credit facilities, and flow agreements.

During the three months ended March 31, 2015, we completed on-balance sheet funding transactions totaling over \$3 billion, including:

- a \$1.25 billion securitization on our SDART platform
- a \$712 million securitization on our relaunched DRIVE, deeper subprime platform
- top-ups of two private amortizing facilities totaling \$610 million
- two private amortizing lease facilities totaling \$494 million

We also completed \$1.5 billion in asset sales, including a \$561 million third party lease sale and \$919 million in recurring monthly sales with our third party flow partners, in addition to executing one of our periodic sales of charged off assets for \$38 million in proceeds.

As of March 31, 2015, our debt consisted of the following:

| | |
|---|--------------|
| Third party revolving credit facilities | \$7,338,550 |
| Related party revolving credit facilities | 4,375,000 |
| Total revolving credit facilities | 11,713,550 |
| Public securitizations | 11,833,727 |
| Privately issued amortizing notes | 6,166,394 |
| Total secured structured financings | 18,000,121 |
| Total debt | \$29,713,671 |

Since March 31, 2015, we have executed two additional securitizations, raising an additional \$2 billion in proceeds.

Credit Facilities

Third-party Revolving Credit Facilities

Warehouse Lines

We use warehouse lines to fund our originations. Each line specifies the required collateral characteristics, collateral concentrations, credit enhancement, and advance rates. Our warehouse lines generally are backed by auto retail installment contracts and, in some cases, leases or personal loans. These credit lines generally have one- or two-year commitments, staggered maturities and floating interest rates. We maintain daily funding forecasts for originations, acquisitions, and other large outflows such as tax payments in order to balance the desire to minimize funding costs with our liquidity needs.

Our warehouse lines generally have net spread, delinquency, and net loss ratio limits. Generally, these limits are calculated based on the portfolio collateralizing the respective line; however, for two of our warehouse lines, delinquency and net loss ratios are calculated with respect to our serviced portfolio as a whole. Failure to meet any of these covenants could trigger increased overcollateralization requirements or, in the case of limits calculated with respect to the specific portfolio underlying certain credit lines, result in an event of default under these agreements. If an event of default occurs under one of these agreements, the lenders could elect to declare all amounts outstanding under the impacted agreement to be immediately due and payable, enforce their interests against collateral pledged under the agreement, restrict our ability to obtain additional borrowings under the agreement, and/or remove us as servicer. We have never had a warehouse line terminated due to failure to comply with any ratio or a failure to meet any covenant. A default under one of these agreements can be enforced only with respect to the impacted warehouse line.

We have a credit facility with seven banks providing an aggregate commitment of \$4.3 billion for the exclusive use of providing short-term liquidity needs to support Chrysler retail financing. The facility can be used for both loan and lease financing. The facility requires reduced advance rates in the event of delinquency, credit loss, or residual loss ratios exceeding specified thresholds.

Repurchase Facility

We also obtain financing through an investment management agreement whereby we pledge retained subordinate bonds on our own securitizations as collateral for repurchase agreements with various borrowers and at renewable terms ranging from 30 to 90 days.

Total Return Swap

We also obtain financing through a total return swap whereby we pledge retained subordinate bonds on our own securitizations as collateral for a financing facility that also includes a requirement that we settle with the counterparty at maturity an amount based on the change in the fair value of the underlying bonds during the term of the facility.

Lines of Credit with Santander and Related Subsidiaries

Santander historically has provided, and continues to provide, our business with significant funding support in the form of committed credit facilities. Through its New York branch, Santander provides us with \$4.5 billion of long-term committed

revolving credit facilities. SHUSA provides us with an additional \$300 million of committed revolving credit, collateralized by residuals retained on our own securitizations.

The facilities offered through the New York branch are structured as three- and five-year floating rate facilities, with current maturity dates of December 31, 2016 and 2018. Santander has the option to allow us to continue to renew the term of these facilities annually going forward, thereby maintaining the three and five year maturities. These facilities currently permit unsecured borrowing but generally are collateralized by retail installment contracts as well as securitization notes payables and residuals by the Company. Any secured balances outstanding under the facilities at the time of their maturity will amortize to match the maturities and expected cash flows of the corresponding collateral.

There was an average outstanding balance of \$3.8 billion and \$4.0 billion under the facilities offered through the New York branch during the three months ended March 31, 2015 and 2014, respectively. The maximum outstanding balance during each period was \$4.1 billion and \$4.3 billion, respectively. There was an average outstanding balance of \$300 million under the SHUSA credit facility during the three months ended March 31, 2015 and from the line's inception on March 6, 2014 through March 31, 2014. The maximum outstanding balance during that period was \$300 million for the same period, respectively.

Santander affiliates also serve as the counterparty for many of our derivative financial instruments.

Secured Structured Financings

Our secured structured financings primarily consist of public, SEC-registered securitizations. We also execute private securitizations under Rule 144A of the Securities Act and privately issue amortizing notes.

We obtain long-term funding for our receivables through securitization in the ABS market. ABS provides an attractive source of funding due to the cost efficiency of the market, a large and deep investor base, and tenors that appropriately match the cash flows of the debt to the cash flows of the underlying assets. The term structure of a securitization generally locks in fixed rate funding for the life of the underlying fixed rate assets, and the matching amortization of the assets and liabilities provides committed funding for the collateralized loans throughout their terms. In certain cases, we may choose to issue floating rate securities based on market conditions; in such cases, we generally execute hedging arrangements outside of the Trust to lock in our cost of funds. Because of prevailing market rates, we did not issue ABS transactions in 2008 and 2009, but we began issuing ABS again in 2010. We have been the largest issuer of retail auto ABS since 2011, and have issued a total of over \$40 billion in retail auto ABS since 2010.

We execute each securitization transaction by selling receivables to securitization trusts ("Trusts") that issue ABS to investors. In order to attain specified credit ratings for each class of bonds, these securitization transactions have credit enhancement requirements in the form of subordination, restricted cash accounts, excess cash flow, and overcollateralization, whereby more receivables are transferred to the Trusts than the amount of ABS issued by the Trusts.

Excess cash flows result from the difference between the finance and interest income received from the obligors on the receivables and the interest paid to the ABS investors, net of credit losses and expenses. Initially, excess cash flows generated by the Trusts are used to pay down outstanding debt in the Trusts, increasing overcollateralization until the targeted percentage level of assets has been reached. Once the targeted percentage level of overcollateralization is reached and maintained, excess cash flows generated by the Trusts are released to us as distributions from the Trusts. We also receive monthly servicing fees as servicer for the Trusts. Our securitizations may require an increase in credit enhancement levels if Cumulative Net Losses, as defined in the documents underlying each ABS transaction, exceed a specified percentage of the pool balance. None of our securitizations have Cumulative Net Loss percentages above their respective limits.

Our on-balance sheet securitization transactions utilize bankruptcy-remote special purpose entities, which are considered variable interest entities, that meet the requirements to be consolidated in our financial statements. Following a securitization, the finance receivables and the notes payable related to the securitized retail installment contracts remain on the condensed consolidated balance sheets. We recognize finance and interest income as well as fee income on the collateralized retail installment contracts and interest expense on the ABS issued. We also record a provision for credit losses to cover our estimate of inherent credit losses on the retail installment contracts. While these Trusts are consolidated in our financial statements, these Trusts are separate legal entities; thus, the finance

receivables and other assets sold to these Trusts are legally owned by these Trusts, are available only to satisfy the notes payable related to the securitized retail installment contracts, and are not available to our creditors or our other subsidiaries.

We have completed four securitizations year-to-date in 2015. We currently have 31 securitizations outstanding in the market with a cumulative ABS balance of approximately \$17 billion. Our securitizations generally have several classes of notes, with

principal paid sequentially based on seniority and any excess spread distributed to the residual holder. We generally retain the lowest bond class and the residual, except in the case of off-balance sheet securitizations, which are described further below. We use the proceeds from securitization transactions to repay borrowings outstanding under our credit facilities, originate and acquire loans and leases, and for general corporate purposes. We generally exercise clean-up call options on our securitizations when the collateral pool balance reaches 10% of its original balance. We also periodically privately issue amortizing notes, in transactions that are structured similarly to our public and Rule 144A securitizations but are issued to banks and conduits. The Company's securitizations and private issuances are collateralized by vehicle retail installment contracts, loans and vehicle leases.

Flow Agreements

In addition to our credit facilities and secured structured financings, we have flow agreements in place with Bank of America and CBP for Chrysler Capital retail installment contracts, with another third party for charged off assets, and with SBNA for Chrysler Capital consumer vehicle leases and dealer loans.

In order to manage our balance sheet and provide funding for our originations, we have entered into flow agreements under which we will sell, or otherwise source to third parties, loans and leases on a periodic basis. These loans and leases are not on our balance sheet but provide a stable stream of servicing fee income and may also provide a gain or loss on sale. Our flow agreements all relate to our Chrysler Capital relationship and are described under Recent Developments and Other Factors Affecting Our Results of Operations. We continue to actively seek additional such flow agreements.

Off-Balance Sheet Financing

We periodically execute Chrysler Capital-branded securitizations under Rule 144A of the Securities Act. Because all of the notes and residual interests in these securitizations are issued to third parties, we record these transactions as true sales of the retail installment contracts securitized, and remove the sold assets from our condensed consolidated balance sheets. We executed our first off-balance sheet securitization of 2015 on April 15, selling \$769 million of gross retail installment contracts.

On March 31, 2015, we executed our first bulk sale of leases to a third party. Due to the accelerated depreciation permitted for tax purposes, this sale generated a large taxable gain that we have deferred through a qualified like-kind exchange program. In order to qualify for this deferral, we are required to maintain the sale proceeds in escrow until reinvested in new lease originations. Because the sale proceeds also were needed to pay down the third party credit facilities on which we had financed the leases prior to their sale, we increased our borrowings on our related party credit facilities temporarily until the sale proceeds are fully reinvested over the 180 days following the sale.

Cash Flow Comparison

We have produced positive net cash from operating activities every year since 2003. Our investing activities primarily consist of originations and acquisitions of finance receivables and leased vehicles. Our financing activities primarily consist of borrowing and repayments of debt.

| | Three Months Ended | |
|---|-------------------------------|---------------|
| | March 31, | |
| | 2015 | 2014 |
| | (Dollar amounts in thousands) | |
| | As Restated | As Restated |
| | (a) | (a) |
| Net cash provided by operating activities | \$ 1,235,530 | \$ 844,592 |
| Net cash used in investing activities | \$(3,148,265) | \$(2,807,591) |
| Net cash provided by financing activities | \$ 1,906,530 | \$ 2,065,303 |

Certain previously reported amounts have been restated to correct for various financial statement errors. See (a)Footnote 2 to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q/A.

Net Cash Provided by Operating Activities

Net cash provided by operating activities increased \$391 million from the three months ended March 31, 2014 to the three months ended March 31, 2015, primarily driven by the increased profits on our higher asset base in addition to a \$266 million Federal tax refund received in the first quarter of 2015.

Net Cash Used in Investing Activities

Net cash used in investing activities increased by \$341 million, primarily due to the classification of a higher percentage of our originations as held for investment (as opposed to held for sale, for which originations are classified as an operating cash flow activity).

Net Cash Provided by Financing Activities

Net cash provided by financing activities, which effectively represents net increase in debt, decreased by \$159 million, despite similar growth in our portfolio of finance receivables and leases, primarily due to timing. We closed a \$202 million loan sale to CBP on the last day of the first quarter in 2014, and the proceeds were not used to pay down the associated warehouse borrowings until April.

Contingencies and Off-Balance Sheet Arrangements

Lending and Servicing Arrangements

We are obligated to make purchase price holdback payments to a third-party originator of loans that we purchase on a periodic basis, when losses are lower than originally expected. We are also obligated to make total return settlement payments to this third-party originator in 2016 and 2017 if returns on the purchased pools are greater than originally expected.

We have extended revolving lines of credit to certain auto dealers. Under this arrangement, we are committed to lend up to each dealer's established credit limit.

Under terms of agreements with LendingClub, we are committed to purchase at least the lesser of \$30 million per month or 75% of the lending platform company's "near-prime" (as that term is defined in the agreements) originations through July 2015, and the lesser of \$30 million per month or 50% of the lending platform company's near-prime originations thereafter through July 2017. This commitment can be reduced or cancelled with 90 days' notice.

We are committed to purchase new advances originated by Bluestem, along with existing balances on accounts with new advances, for an initial term ending in April 2020 and, based on an amendment in June 2014, renewable through April 2022 at Bluestem's option. We also are required to make a monthly profit-sharing payment to Bluestem if performance exceeds a specified return threshold.

Under terms of an application transfer agreement with Nissan, we have the first opportunity to review for our own portfolio any credit applications turned down by Nissan's captive finance company. The agreement does not require us to originate any loans, but for each loan originated we will pay Nissan a referral fee, comprised of a volume bonus fee and a loss betterment bonus fee. The loss betterment bonus fee will be calculated annually and is based on the amount by which losses on loans originated under the agreement are lower than an established percentage threshold.

We also have agreements with SBNA to service recreational and marine vehicle portfolios. These agreements call for a periodic retroactive adjustment, based on cumulative return performance, of the servicing fee rate to inception of the contract.

On March 31, 2015, we executed a forward flow asset sale agreement under which we are committed to selling at least \$200 million of charged off loan receivables in bankruptcy status.

Credit Enhancement Arrangements

In connection with the sale of retail installment contracts to securitization trusts, we have made standard representations and warranties customary to the consumer finance industry. Violations of these representations and warranties may require us to repurchase loans previously sold. As of March 31, 2015, we had no repurchase requests outstanding.

Santander has provided guarantees on the covenants, agreements, and obligations of the Company under the governing documents of our warehouse facilities and privately issued amortizing notes. These guarantees are limited to our obligations as servicer.

Chrysler-related Contingencies

Throughout the ten-year term of our agreement with Chrysler, we are obligated to make quarterly payments to Chrysler representing a percentage of gross profits earned from a portion of the Chrysler Capital consumer loan and lease platform. We also are obligated to make quarterly payments to Chrysler sharing residual gains on leases in quarters in which we experience lease terminations with gains over a specified percentage threshold.

We have a flow agreement with Bank of America whereby we are committed to sell up to \$300,000 of eligible Chrysler Capital loans to the bank each month through May 2018. We retain servicing on all sold loans and may receive or pay a servicer performance payment based on an agreed-upon formula if performance on the sold loans is better or worse, respectively, than expected performance at time of sale.

We also have sold Chrysler Capital loans to CBP under terms of a flow agreement and predecessor sale agreements. We retain servicing on the sold loans and will owe CBP a loss-sharing payment capped at 0.5% of the original pool balance if losses exceed a specified threshold, established on a pool-by-pool basis.

We provide SBNA with the first right to review and approve consumer vehicle lease applications, subject to volume constraints, under terms of a flow agreement. We have indemnified SBNA for potential credit and residual losses on \$48,226 of leases that had been originated by SBNA under this program but were subsequently determined not to meet SBNA's underwriting requirements. This indemnification agreement is supported by an equal amount of cash collateral we have posted in an SBNA bank account. We additionally have agreed to indemnify SBNA for residual losses, up to a cap, on certain leases originated under the flow agreement since September 24, 2014 for which SBNA and we had differing residual value expectations at lease inception.

In connection with the bulk sale of Chrysler Capital leases, the Company is obligated to make quarterly payments to the purchaser sharing residual losses for lease terminations with losses over a specific percentage threshold.

Contractual Obligations

We lease our headquarters in Dallas, Texas, our servicing centers in Texas and Colorado, and an operations facility in California under non-cancelable operating leases that expire at various dates through 2026.

Risk Management Framework

Our risk management framework is overseen by our board of directors, our BEREC, our management risk committees, our executive management team, an independent risk management function, an internal audit function and all of our associates. The BEREC, along with our full board of directors, is responsible for establishing the governance over the risk management process, providing oversight in managing the aggregate risk position and reporting on the comprehensive portfolio of risk categories and the potential impact these risks can have on our risk profile. Our primary risks include, but are not limited to, credit risk, market risk, liquidity risk, operational risk and model risk. For more information regarding our risk management framework, please refer to the Risk Management Framework section of our 2014 Annual Report.

Credit Risk

The risk inherent in our loan and lease portfolios is driven by credit quality and is affected by borrower-specific and economy-wide factors such as changes in employment. We manage this risk through our underwriting and credit approval guidelines and servicing policies and practices, as well as geographic and manufacturer concentration limits. Our automated originations process reflects a disciplined approach to credit risk management. Our robust historical data on both organically originated and acquired loans provides us with the ability to perform advanced loss forecasting. Each applicant is automatically assigned a proprietary LFS using information such as FICO®, debt-to-income ratio, loan-to-value ratio, and over 30 other predictive factors, placing the applicant in one of 100 pricing tiers. The pricing in each tier is continuously monitored and adjusted to reflect market and risk trends. In addition to our automated process, we maintain a team of underwriters for manual review, consideration of exceptions, and review of deal structures with dealers. We generally tighten our underwriting requirements in times of greater economic uncertainty (including during the recent financial crisis) to compete in the market at loss and approval rates acceptable for meeting our required returns. We have also adjusted our underwriting standards to meet the requirements of our contracts such as the Chrysler agreement. In both cases, we have accomplished this by

adjusting our risk-based pricing, the material components of which include interest rate, down payment, and loan-to-value.

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We monitor early payment defaults and other potential indicators of dealer or customer fraud, and use the monitoring results to identify dealers who will be subject to more extensive stipulations when presenting customer applications, as well as dealers with whom we will not do business at all.

Market Risk

Interest Rate Risk

We measure and monitor interest rate risk on a monthly basis. We borrow money from a variety of market participants in order to provide loans and leases to our customers. Our gross interest rate spread, which is the different between the income we earn through the interest and finance charges on our finance receivables and lease contracts and the interest we pay on our funding, will be negatively affected if the expense incurred on our borrowings increases at a fast pace than the income generated by our assets.

Our Interest Rate Risk policy is designed to measure, monitor and manage the potential volatility in earnings stemming from changes in interest rates. We generate finance receivables which are predominantly fixed rate and borrow with a mix of fixed and variable rate funding. To the extent that our asset and liability re-pricing characteristics are not effectively matched, we may utilize interest rate derivatives, such as interest rate swap agreements, to manage to our desired outcome. As of March 31, 2015, the notional value of our interest rate hedges was \$10.9 billion.

We monitor our interest rate exposure by conducting interest rate sensitivity analysis. For purposes of reflecting a possible impact to earnings, we measure the twelve-month net interest income impact of an instantaneous 100 basis point parallel shift in prevailing interest rates. As of March 31, 2015, the twelve-month impact of a 100 basis point parallel increase in the interest rate curve would decrease our net interest income by \$61 million. In addition to the sensitivity analysis on net interest income, we also measure Market Value of Equity (MVE) to view our interest rate risk position. MVE measures the change in value of Balance Sheet instruments in response to an instantaneous 100 basis point parallel increase, including and beyond the net interest income twelve-month horizon. As of March 31, 2015, the impact of a 100 basis point parallel increase in the interest rate curve would decrease our MVE by \$135 million.

Collateral Risk

Our lease portfolio presents an inherent risk that residual values recognized upon lease termination will be lower than those used to price the contracts at inception. Although we have elected not to purchase residual value insurance at the present time, our residual risk is somewhat mitigated by our residual risk-sharing agreement with Chrysler. We also utilize industry data, including the ALG benchmark for residual values, and employ a team of individuals experienced in forecasting residual values.

Similarly, lower used vehicle prices also reduce the amount we can recover when remarketing repossessed vehicles that serve as collateral underlying loans. We manage this risk through loan-to-value limits on originations, monitoring of new and used vehicle values using standard industry guides, and active, targeted management of the repossession process.

We do not currently have material exposure to currency fluctuations or inflation.

Liquidity Risk

We view liquidity as integral to other key elements such as capital adequacy, asset quality and profitability. Because our debt is nearly entirely serviced by collections on consumer receivables, our primary liquidity risk relates to the ability to fund originations. We have a robust liquidity policy in place to manage this risk. The liquidity policy establishes the following guidelines:

- that we maintain at least eight external credit providers (as of March 31, 2015, we had fourteen);
- that we rely on Santander and affiliates for no more than 30% of our funding (as of March 31, 2015, Santander and affiliates provided 15% of our funding);
- that no single lender's commitment should comprise more than 33% of the overall committed external lines (as of March 31, 2015, the highest single lender's commitment was 21%);
- that no more than 35% of our debt mature in the next six months and no more than 65% of our debt mature in the next twelve months (as of March 31, 2015, only 11% and 24%, respectively, of our debt is scheduled to mature in these timeframes); and

that we maintain unused capacity of at least \$6.0 billion, including flow agreements, in excess of our expected peak usage over the following twelve months (as of March 31, 2015, we had twelve-month rolling unused capacity of \$9.5 billion).

Our liquidity policy also requires that our Asset and Liability Committee monitor many indicators, both market-wide and company-specific, to determine if action may be necessary to maintain our liquidity position. Our liquidity management tools include daily, monthly and twelve-month rolling cash requirements forecasts, monthly funding usage and availability reports, daily sources and uses reporting, structural liquidity risk exercises, and the establishment of liquidity contingency plans. We also perform quarterly stress tests in which we forecast the impact of various negative scenarios (alone and in combination), including reduced credit availability, higher funding costs, lower advance rates, lower customer interest rates, lower dealer discount rates, and higher credit losses. We generally look for funding first from structured secured financings, second from third-party credit facilities, and last from Santander. We believe this strategy helps us avoid being overly reliant on Santander for funding. Additionally, we can reduce originations to significantly lower levels if necessary during times of limited liquidity. We have established a qualified like-kind exchange program in order to defer tax liability on gains on sale of vehicle assets at lease termination. If we do not meet the safe harbor requirements of IRS Revenue Procedure 2003-39, we may be subject to large, unexpected tax liabilities, thereby generating immediate liquidity needs. We believe that our compliance monitoring policies and procedures are adequate to enable us to remain in compliance with the program requirements.

Operational Risk

We are exposed to loss that occurs in the process of carrying out our business activities. These relate to failures arising from inadequate or failed processes, failures in our people or systems, or from external events. Our operational risk management program encompasses risk event reporting, analysis, and remediation; key risk indicator monitoring; and risk profile assessments. It also includes unit, system, regression, load, performance and user acceptance testing for our IT programs.

To mitigate operational risk in regards to servicing practices, we maintain an extensive compliance, internal control, and monitoring framework, which includes the gathering of corporate control performance threshold indicators, Sarbanes-Oxley testing, monthly quality control tests, ongoing monitoring of compliance with all applicable regulations, internal control documentation and review of processes, and internal audits. We also utilize internal and external legal counsel for expertise when needed. All associates upon hire and annually receive comprehensive mandatory regulatory compliance training. In addition, the Board receives annual regulatory and compliance training. We use industry-leading call mining and other software solutions that assist us in analyzing potential breaches of regulatory requirements and customer service. Our call mining software analyzes all customer service calls, converting speech to text and mining for specific words and phrases that may indicate inappropriate comments by a representative. The software also detects escalated voice volume, enabling a supervisor to intervene if necessary. This tool enables us to effectively manage and identify training opportunities for associates, as well as track and resolve customer complaints through a robust quality assurance program.

Model Risk

We mitigate model risk through a robust model validation process, which includes committee governance and a series of tests and controls. We utilize SHUSA's Model Risk Management group for all model validation to verify models are performing as expected and in line with their design objectives and business uses.

Other Information

Further information on risk factors can be found under Part II, Item 1A - "Risk Factors."

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Incorporated by reference from Part I, Item 2 - "Management's Discussion and Analysis of Financial Conditions and Results of Operations —Risk Management Framework" above.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q/A. Based on such evaluation, our CEO and CFO have concluded that as of March 31, 2015, we did not maintain effective disclosure controls and procedures because of the material weaknesses in internal control over financial reporting described below. Notwithstanding these material weaknesses, based on the additional analysis and other post-closing procedures performed, management believes that the financial statements included in this report fairly present in all material respects our financial position, results of operations, capital position, and cash flows for the periods presented, in conformity with generally accepted accounting principles ("GAAP").

A material weakness (as defined in Rule 12b-2 under the Exchange Act) is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement in our annual or interim financial statements will not be prevented or detected on a timely basis. We have identified the following material weaknesses:

Control Environment, Risk Assessment, Control Activities and Monitoring

We did not maintain effective internal control over financial reporting related to the following areas: control environment, risk assessment, control activities and monitoring:

• Management did not effectively execute a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting.

The tone at the top was insufficient to ensure there were adequate mechanisms and oversight to ensure accountability for the performance of internal control over financial reporting responsibilities and to ensure corrective actions were appropriately prioritized and implemented in a timely manner.

• There was not adequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the Company's policies and GAAP.

• There was not an adequate assessment of changes in risks by management that could significantly impact internal control over financial reporting or an adequate determination and prioritization of how those risks should be managed.

• There was not adequate management oversight and identification of models material to financial reporting.

• There were insufficiently documented Company accounting policies and insufficiently detailed Company procedures to put policies into effective action.

There was a lack of appropriate tone at the top in establishing an effective control owner risk and controls self-assessment process which contributed to a lack of clarity about ownership of risks assessments and control design and effectiveness. There was insufficient governance, oversight and monitoring of the credit loss allowance and accretion processes and a lack of defined roles and responsibilities in monitoring functions.

Application of Effective Interest Method for Accretion

The Company's policies and controls related to the methodology used for applying the effective interest rate method in accordance with GAAP, specifically as it relates the review of key assumptions over prepayment curves, pool segmentation and presentation in financial statements either were not designed appropriately or failed to operate effectively. Additionally the resources dedicated to the reviews were not sufficient to identify all relevant instances of non-compliance with policies and GAAP and did not sufficiently review supporting methodologies and practices to identify variances from the Company's policy and GAAP.

The Company reported a material weakness in control environment relating to inadequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the Company's policies and GAAP, and insufficiently documented Company accounting policies and insufficiently detailed Company procedures to put policies into effective action which contributed to this material weakness.

This resulted in errors in the Company's application of the effective interest method for accreting discounts, which include discounts upon origination of the loan, subvention payments from manufacturers, and other origination costs on individually acquired retail installment contracts.

This material weakness relates to the following financial statement line items: finance receivables held for investment, net, finance receivables held for sale, net, interest on finance receivables and loans, provision for credit losses, investment gains and losses, net, and the related disclosures within Note 3 - Finance Receivables and Note 5 - Credit Loss Allowance and Credit Quality.

Methodology to Estimate Credit Loss Allowance

The Company's policies and controls related to the methodology used for estimating the credit loss allowance in accordance with GAAP, specifically as it relates to the calculation of impairment for troubled debt restructurings (TDRs) separately from the general allowance on loans not classified as TDRs and the consideration of net discounts when estimating the allowance either were not designed appropriately or failed to operate effectively. Additionally the resources dedicated to the reviews were not sufficient to identify all relevant instances of non-compliance with policies and GAAP and did not sufficiently review supporting methodologies and practices to identify variances from the Company's policy and GAAP.

The Company reported a material weakness in control environment relating to inadequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the Company's policies and GAAP, and insufficiently documented Company accounting policies and insufficiently detailed Company procedures to put policies into effective action which contributed to this material weakness.

This resulted in errors in the Company's methodology for determining the credit loss allowance, specifically not calculating impairment for TDRs separately from a general allowance on loans not classified as TDRs and inappropriately omitting the consideration of net discounts when estimating the allowance and recording charge-offs.

This material weakness relates to the following financial statement line items: the credit loss allowance, provision for credit losses, and the related disclosures within Note 3 - Finance Receivables and Note 5 - Credit Loss Allowance and Credit Quality.

Loans Modified as TDRs

The following controls over the identification of TDRs and inputs used to estimate TDR impairment did not operate effectively:

Review controls of the TDR footnote disclosures and supporting information did not effectively identify that parameters used to query the loan data were incorrect.

A review of inputs used to estimate the expected and present value of cash flows of loans modified in TDRs did not identify errors in types of cash flows included and in the assumed timing and amount of defaults and did not identify that the discount rate was incorrect.

The Company reported a material weakness in control environment relating to inadequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the

Company's policies and GAAP, and insufficiently documented Company accounting policies and insufficiently detailed Company procedures to put policies into effective action, as well as ineffective execution of a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting which contributed to this material weakness.

As a result, management determined that it had incorrectly identified the population of loans that should be classified as TDRs and, separately, had incorrectly estimated the impairment on these loans due to model input errors.

This material weakness relates to the following financial statement line items: the credit loss allowance and provision for credit losses, specifically for TDR loans, and the related disclosures within Note 3 - Finance Receivables and Note 5 - Credit Loss Allowance and Credit Quality.

Development, Approval, and Monitoring of Models Used to Estimate the Credit Loss Allowance

Various deficiencies were identified in the credit loss allowance process related to review, monitoring and approval processes over models and model changes that aggregated to a material weakness. The following controls did not operate effectively:

- Review controls over data, inputs and assumptions in models used for estimating credit loss allowance and related model changes were not effective and management did not adequately challenge significant assumptions.
- Review and approval controls over the development of new models to estimate credit loss allowance and related model changes were ineffective.
- Adequate and comprehensive performance monitoring over related model output results was not performed and we did not maintain adequate model documentation.

The Company reported a material weakness in control environment relating to inadequate assessment of changes in risks by management that could significantly impact internal control over financial reporting or determination and prioritization of how those risks should be managed and ineffective execution of a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting which contributed to this material weakness.

This material weakness relates to the following financial statement line items: the credit loss allowance, provision for credit losses, and the related disclosures within Note 3 - Finance Receivables and Note 5 - Credit Loss Allowance and Credit Quality.

Identification, Governance, and Monitoring of Models Used to Estimate Accretion

Various deficiencies were identified in the accretion process related to review, monitoring and governance processes over models that aggregated to a material weakness. The following controls did not operate effectively:

- Review controls over data, inputs and assumptions in models used for estimating accretion were not effective and management did not adequately challenge significant assumptions.
- Adequate and comprehensive performance monitoring over related model output results was not performed and we did not maintain adequate model documentation.

The Company reported a material weakness in control environment relating to inadequate assessment of changes in risks by management that could significantly impact internal control over financial reporting or determination and prioritization of how those risks should be managed and inadequate management oversight and identification of models material to financial reporting as well as ineffective execution of a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting which contributed to this material weakness.

This material weakness relates to the following financial statement line items: finance receivables held for investment, net, finance receivables held for sale, net, interest on finance receivables and loans, provision for credit losses, investment gains and losses, net, and the related disclosures within Note 3 - Finance Receivables and Note 5 - Credit Loss Allowance and Credit Quality.

Review of New, Unusual or Significant Transactions

Management identified errors in the accounting treatment of certain transactions. Specifically, controls over the review of new, unusual or significant transactions related to application of the appropriate accounting and tax treatment to these transactions in accordance with GAAP did not operate effectively.

The Company reported a material weakness in control environment relating to inadequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the Company's policies and GAAP, and ineffective execution of a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting which contributed to this material weakness.

This material weakness relates to various financial statement line items.

Review of Financial Statement Disclosures

Management identified errors relating to financial statement disclosures. Specifically, the Company's controls over both the preparation and review of financial statement disclosures did not operate effectively to ensure complete, accurate, and proper presentation of the financial statement disclosures in accordance with GAAP.

The Company reported a material weakness in control environment relating to inadequate management oversight of accounting and financial reporting activities in implementing certain accounting practices to conform to the Company's policies and GAAP, and ineffective execution of a strategy to hire and retain a sufficient complement of personnel with an appropriate level of knowledge, experience, and training in certain areas important to financial reporting which contributed to this material weakness.

This material weakness relates to various disclosures in the financial statements.

Remediation Status of Reported Material Weaknesses

We are currently working to remediate the material weaknesses described above, including assessing the need for additional remediation steps and implementing additional measures to remediate the underlying causes that gave rise to the material weaknesses.

The following remediation steps are among the measures currently being implemented by the Company:

The Company has begun efforts to hire additional personnel with the requisite skillsets in certain areas important to financial reporting.

The Company has established regular working group meetings, with appropriate oversight by management of both the Company and its parent to strengthen accountability for performance of internal control over financial reporting responsibilities and prioritization of corrective actions.

In conjunction with developing new credit loss allowance models and refining our loss forecasting methodology to be in compliance with GAAP, the Company also is enhancing its accounting documentation relating to credit loss allowance, to demonstrate how the Company's policies and procedures align with GAAP and produce a repeatable process.

- Management is also in the process of performing a comprehensive review of current accounting practices to ensure compliance with the Company's accounting policies and GAAP, and to ensure sufficient specificity in procedures. Additionally, management will implement a recurring review by a team of qualified individuals.

Processes to identify, track, and report TDRs, that take into account changes to TDRs and new modification types, were enhanced and are being documented.

A formal and comprehensive ongoing performance monitoring plan related to credit loss allowance with specific details around the monitoring activities performed to allow for repeatable and consistent testing is being developed.

This plan is intended to be consistent with the Company's overarching model risk management policy and provide a consistent methodology for measuring performance across all models.

Management is ensuring that all models significant to financial reporting are subject to appropriate validation, documentation, and procedures.

Model documentation is being developed, or in some cases, enhanced to address model documentation gaps related to credit loss allowance and accretion models.

A framework and documentation is being developed to outline model security attributes/procedures for models related to credit loss allowance and models are being placed in an environment where access is restricted to authorized personnel and an audit trail is retained.

The Company is enhancing its Material Risk Program and Assessment and documentation.

While progress has been made to enhance processes, procedures and controls related to these areas, we are still in the process of developing and implementing these processes and procedures and testing these controls and believe additional time is required to complete development and implementation, and to demonstrate the sustainability of these procedures. We believe our remedial actions will be effective in remediating the material weaknesses and we will continue to devote significant time and attention to these remedial efforts. However, the material weaknesses cannot be considered remediated until the applicable

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remedial processes and procedures have been in place for a sufficient period of time and management has concluded, through testing, that these controls are effective. Accordingly, the material weaknesses are not remediated at March 31, 2015.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the first quarter ended March 31, 2015 covered by this Quarterly Report on Form 10-Q/A that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

Reference should be made to Note 11 to the Condensed Consolidated Financial Statements, which is incorporated herein by reference, for information regarding legal proceedings in which we are involved, which supplements the discussion of legal proceedings set forth in Note 12 to the Condensed Consolidated Financial Statements of our 2014 Annual Report on Form 10-K.

Item 1A. Risk Factors.

Our 2014 Annual Report includes a detailed discussion of our risk factors in Part I, Item 1A “Risk Factors.” The information presented below should be read in conjunction with the risk factors and information disclosed in that Form 10-K.

Investing in our securities involves risk. Set forth below and elsewhere in this report are risk factors that could cause actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. We may amend or supplement these risk factors from time to time by other reports we file with the SEC.

Lapses in internal controls including internal control over financial reporting could materially and adversely affect our operations, liquidity and/or reputation.

We have identified control deficiencies in our financial reporting process as of March 31, 2015 that constitute material weaknesses, which contributed to the restatement of the unaudited condensed consolidated financial statements in our previously filed Form 10-Q for the quarter ended March 31, 2015. See Part I, Item 4 in this Form 10-Q/A. We have initiated certain measures, including the enhancement of our model framework and documentation process and increasing the number of employees on, and the expertise of, our financial reporting team, to remediate these weaknesses, and plan to implement additional appropriate measures as part of this effort. There can be no assurance that we will be able to fully remediate our existing material weaknesses. Further, there can be no assurance that we will not suffer from other material weaknesses in the future. If we fail to remediate these material weaknesses or fail to otherwise maintain effective internal controls over financial reporting in the future, such failure could result in a material misstatement of our annual or quarterly financial statements that would not be prevented or detected on a timely basis and which could cause investors and other users to lose confidence in our financial statements, limit our ability to raise capital and have a negative effect on the trading price of our common stock. Additionally, failure to remediate the material weaknesses or otherwise failing to maintain effective internal controls over financial reporting may also negatively impact our operating results and financial condition, impair our ability to timely file our periodic reports with the SEC, subject us to additional litigation and regulatory actions and cause us to incur substantial additional costs in future periods relating to the implementation of remedial measures.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of the Company’s common stock during the period covered by this Quarterly Report on Form 10-Q/A.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

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

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added Section 13(r) to the Exchange Act, an issuer is required to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with individuals or entities designated

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pursuant to certain Executive Orders. Disclosure is generally required even where the activities, transactions or dealings were conducted in compliance with applicable law.

SCUSA does not have any activities, transactions, or dealings with Iran or Syria that require disclosure. The following activities are disclosed in response to Section 13(r) with respect to affiliates of the Company through its relationship with Santander. During the period covered by this quarterly report:

A Santander UK entity holds frozen savings accounts and one current account for two customers resident in the U.K. who are currently designated by the U.S. for terrorism. The accounts held by each customer were blocked after the customer's designation and have remained blocked and dormant throughout the first quarter of 2015. No revenue has been generated by Santander UK on these accounts.

An Iranian national, resident in the U.K., who is currently designated by the U.S. under the Iranian Financial Sanctions Regulations and the NPWMD designation, holds a mortgage with Santander UK that was issued prior to any such designation. No further draw-down has been made (or would be allowed) under this mortgage, although Santander UK continues to receive repayment installments. In the first quarter of 2015, total revenue in connection with this mortgage was approximately £800, while net profits were negligible relative to the overall profits of Santander UK. Santander UK does not intend to enter into any new relationships with this customer, and any disbursements will be made only in accordance with applicable sanctions. The same Iranian national also holds two investment accounts with Santander Asset Management UK Limited. The accounts have remained frozen during the first quarter of 2015. The investment returns are being automatically reinvested, and no disbursements have been made to the customer. For the three months ended March 31, 2015, total revenue for Santander in connection with the investment accounts was approximately £70 while net profits were negligible relative to the overall profits of Santander.

In addition, Santander has certain legacy export credits and performance guarantees with Bank Mellat, which is included in the U.S. Department of the Treasury's Office of Foreign Assets Control's Specially Designated Nationals and Blocked Persons List. Bank Mellat entered into two bilateral credit facilities in February 2000 in an aggregate principal amount of €25.9 million. Both credit facilities matured in 2012. In addition, in 2005 Santander participated in a syndicated credit facility for Bank Mellat of €15.5 million, which matures on July 6, 2015. As of March 31, 2015, Santander was owed €1.8 million under this credit facility.

Santander has not been receiving payments from Bank Mellat under any of these credit facilities in recent years. Santander has been and expects to continue to be repaid any amounts due by official export credit agencies, which insure between 95% and 99% of the outstanding amounts under these credit facilities. No funds have been extended by Santander under these facilities since they were granted.

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

In the aggregate, all of the transactions described above resulted in approximately €8,300 gross revenues and approximately €45,000 net loss to Santander for the first quarter of 2015, all of which resulted from the performance of export credit agencies rather than any Iranian entity. Santander has undertaken significant steps to withdraw from the Iranian market such as closing its representative office in Iran and ceasing all banking activities therein, including correspondent relationships, deposit taking from Iranian entities and issuing export letters of credit, except for the

legacy transactions described above. Santander is not contractually permitted to cancel these arrangements without either (i) paying the guaranteed amount - which payment would be frozen as explained above (in the case of the performance guarantees), or (ii) forfeiting the outstanding amounts due to it (in the case of the export credits). As such, Santander intends to continue to provide the guarantees and hold these assets in accordance with company policy and applicable laws.

Item 6. Exhibits

The following exhibits are included herein:

| Exhibit Number | Description |
|----------------|---|
| 31.1* | Chief Executive Officer certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2* | Chief Financial Officer certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1* | Chief Executive Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2* | Chief Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase |

*Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Santander Consumer USA Holdings Inc.
(Registrant)

By: /s/ Jason A. Kulas

Name: Jason A. Kulas

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|------------------------------------|---|------------------|
| /s/ Jason Kulas Jason Kulas | President and Chief Executive Officer (Principal Executive Officer) | October 27, 2016 |
| /s/ Ismail Dawood Ismail Dawood | Chief Financial Officer (Principal Financial and Accounting Officer) | October 27, 2016 |