



Tesco Property Finance 3 plc

£ 958,450,000 Secured 5.744 per cent. Bonds due 13 April 2040

Issuer and Partnership Quarterly Report for the period covering October 2013 - January 2014

IPD 14

Report Date	08-Jan-14
Loan Interest Payment Date	10-Jan-14
Calculation Date	08-Jan-14
Interest Payment Date	13-Jan-14

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Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 3 plc, The Tesco Passaic Limited Partnership, Tesco Passaic (Nominee 1) Limited, Tesco Passaic (Nominee 2) Limited and Tesco Passaic (GP) Limited.

1. Partnership Rent Account 70295444

Opening Balance		5,000.03 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jul-10	Initial Deposit on Closing Date	5,000.00	Cr
20-Dec-14	Rent	13,694,529.62	Cr
10-Jan-14	To Partnership Transaction Account	13,694,529.62	Dr
Closing Balance		<u>5,000.03</u>	Cr

2. Partnership VAT Account 70295460

Opening Balance		2,814,889.87 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-13	VAT Payment	2,737,905.96	Dr
20-Dec-13	VAT Funding	2,738,905.96	Cr
Closing Balance		<u>2,815,889.87</u>	Cr

3. Partnership Transaction Account 70295452

Opening Balance		71,403.12 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Jan-14	Credit Interest	30.70	Cr
06-Jan-14	Credit Interest	433.91	Cr
06-Jan-14	Credit Interest	958.61	Cr
10-Jan-14	Transfer from Rent	13,694,529.62	Cr
10-Jan-14	Trustee Fee	1,500.00	Dr
10-Jan-14	Ongoing Fee	22,611.60	Dr
10-Jan-14	Expenses	18,170.40	Dr
10-Jan-14	Partnership Swap payment	1,027,559.10	Cr
10-Jan-14	Partnership Debt	14,456,591.63	Dr
Closing Balance		<u>296,041.43</u>	Cr

4. General Partner Corporation Tax Reserve Account 70295487

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
Closing Balance		<u>0.00</u>	Cr

5. General Partner VAT Transaction Account 70298993

Opening Balance		164,330.14 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-14	Credit Interest	62.13	Cr
Closing Balance		<u>164,392.27 Cr</u>	

Expense Reserve Ledger - Max GBP 500,000.00

		Date	
DATE		10-Apr-13	46,041.43 Cr
		Balance	<u>46,041.43</u>

6. Partnership Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
10-Apr-13	Partnership Available Funds		
	a Rental Income		13,694,529.62
	b Funds from Issuer under Partnership Swaps		14,456,632.00
	c From Partnership VAT Account		-
	d From Partnership Disposal Proceeds Account		-
	e From Partnership Insurance Proceeds Account		-
	f Interest received by the Partnership Accounts and Rent Account		1,423.22
	g Eligible Investment Earnings by Partnership		-
	h Advance under Committed Subordinated Loan Agreement		-
	i Net proceeds of a CPO Disposal or a Mortgage Property		-
	j Net proceeds of a disposal of a Mortgage Property		-
	k Any other sums standing to the credit of the Partnership Transaction Ac		71,403.12
	Partnership Pre-Enforcement Priority of Payments		
	a Partnership Security Trustee Fees	1,500.00	
	b Issuer Security Trustee Fee, Bond Trustee, operating expenses of the Issuer (Ongoing Partnership Facility Fee)	16,861.60	
	c Partnership Operating Expenses excluding GP UK Tax	-	
	d Partnership Operator Fee	4,500.00	
	d Property Advisor Fee (Annual 25 K Jan)	-	
	d Nominees Corporate Services Provider Fee	4,500.00	
	d Nominees Holdco Corporate Services Provider Fee	4,670.40	
	d PL Propco Corporate Services Provider Fees	4,500.00	
	d Nominees Side Letter payments	-	
	d Nominees Holdco Side Letter payments	-	
	d Account Bank Fee	-	
	d Cash Manager Fee	-	
	Issuer Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	5,000.00	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment (max £6,250)	6,250.00	
	f Partnership Debt Interest	13,633,979.63	
	f Partnership Swap payment	13,429,072.90	
	g Partnership Debt Principal	822,612.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	250,000.00	
	k Partnership Expenses Ledger payment	39,791.43	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	Totals	28,223,987.96	28,223,987.96

7. Issuer Transaction Account 70295495

Opening Balance		29,772.23 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Jan-14	Credit Interest	249.69	Cr
13-Jan-14	Issuer Profit	0.00	Cr
13-Jan-14	Swaps Receipts	1,027,559.10	Cr
13-Jan-14	Partnership Debt	14,456,591.63	Cr
13-Jan-14	Swap Pays	1,027,559.10	Dr
13-Jan-14	Ongoing Fee	22,611.60	Cr
13-Jan-14	HSBC Fee	7,700.00	Dr
13-Jan-14	SFM Tesco Property Finance	6,135.20	Dr
13-Jan-14	SFM Tesco Property Finance	7,311.41	Dr
13-Jan-14	HRMC Tax	714.99	Dr
13-Jan-14	Notes	14,456,591.64	Dr
Closing Balance		30,771.91	Cr

8. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jan-14	Issuer Available Funds		
	a Funds due to Issuer under Partnership Swap Agreement		13,429,072.91
	b Amounts due to Issuer in respect of Partnership Loan		14,479,203.23
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,632.00
	d Interest Received by Issuer on Transaction Account		249.69
	e Eligible Investment Earnings		-
	Issuer Pre-Enforcement Priority of Payments		
	a Bond Trustee Fee	1,200.00	
	a Issuer Security Trustee Fee	1,500.00	
	b Issuer Operating Expenses	14,161.60	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	-	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	13,633,979.64	
	d Bond Principal	822,612.00	
	d Issuer Swap Provider	13,429,072.90	
	d Partnership Swap payment	14,456,632.00	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	-	
	g Issuer Partnership Swap Termination Amount	-	
	h Issuer Transaction Account	249.69	
	Totals	42,365,157.83	42,365,157.83

9. Bond Information

Listing	Irish Stock Exchange
<u>Original Rating</u>	
Moody's	A3
Standard and Poor's	A-
Fitch	A-
Offered Date	07 July 2010
Expected Maturity	13 April 2040
Issue Amount	£958,450,000
ISIN code	XS0512401976
Interest Rate	5.744% p.a.
Current Factor	0.990600948406281
Next Factor	0.989742675152590

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