



## **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 January 2014 - April 2014**

### **IPD 15**

Report Date	10-Apr-14
Loan Interest Payment Date	10-Apr-14
Calculation Date	08-Apr-14
Interest Payment Date	14-Apr-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
19-Mar-14	Rent	13,694,529.62	Cr
10-Apr-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		2,815,889.87 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
30-Jan-14	VAT Payment	2,651,957.05	Dr
19-Mar-14	VAT Funding	2,738,905.96	Cr
Closing Balance		<u>2,902,838.78</u>	Cr

**3. Partnership Transaction Account 70295452**

Opening Balance		296,041.43 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-14	Credit Interest	1,872.51	Cr
10-Apr-14	Transfer from Rent	13,694,529.62	Cr
10-Apr-14	Trustee Fee	1,500.00	Dr
10-Apr-14	Ongoing Fee	46,437.12	Dr
10-Apr-14	Expenses	19,771.56	Dr
10-Apr-14	Partnership Swap payment	1,027,559.10	Cr
10-Apr-14	Partnership Debt	14,456,591.93	Dr
10-Apr-14	Spen Hill Management Ltd	424,150.62	Dr
Closing Balance		<u>71,551.43</u>	Cr

**4. General Partner Corporation Tax Reserve Account 70295487**

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

**5. General Partner VAT Transaction Account 70298993**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	164,392.27	Cr
07-Apr-14	Credit Interest	60.80	Cr
	Closing Balance	164,453.07	Cr

**Expense Reserve Ledger - Max GBP 500,000.00**

DATE	Date	AMOUNT (£)	CR/DR
	14-Apr-14	71,551.43	Cr
	Balance	71,551.43	Cr

**6. Partnership Pre-Enforcement Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
14-Apr-14	<b>Partnership Available Funds</b>		
	a Rental Income		13,694,529.62
	b Funds from Issuer under Partnership Swaps		14,456,876.11
	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		1,872.51
	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		296,041.43
	<b>Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees	1,500.00	
	b Issuer Security Trustee Fee, Bond Trustee, operating expenses of the Issuer (Ongoing Partnership Facility Fee)	40,687.12	
	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	6,271.56	
	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	13,622,166.93	
	f Partnership Swap payment	13,429,317.01	
	g Partnership Debt Principal	834,425.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	424,150.62	
	k Partnership Expenses Ledger payment	65,301.43	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	<b>Totals</b>	<b>28,449,319.67</b>	<b>28,449,319.67</b>

**7. Issuer Transaction Account 70295495**

Opening Balance		30,771.91 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-14	Credit Interest	190.00	Cr
14-Apr-14	Issuer Profit	0.00	Cr
14-Apr-14	Swaps Receipts	1,027,559.10	Cr
14-Apr-14	Partnership Debt	14,456,591.93	Cr
14-Apr-14	Swap Pays	1,027,559.10	Dr
14-Apr-14	Ongoing Fee	46,437.12	Cr
14-Apr-14	HSBC Fee	7,700.00	Dr
14-Apr-14	SFM Tesco Property Finance	5,947.12	Dr
14-Apr-14	Notes	14,456,591.93	Dr
14-Apr-14	PWC	32,040.00	DR
Closing Balance		31,711.91	Cr

**8. Issuer Pre-Enforcement Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
14-Apr-14	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		13,429,317.01
	b Amounts due to Issuer in respect of Partnership Loan		14,503,029.05
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,876.11
	d Interest Received by Issuer on Transaction Account		190.00
	e Eligible Investment Earnings		-
	<b>Issuer Pre-Enforcement Priority of Payments</b>		
	a Bond Trustee Fee	1,200.00	
	a Issuer Security Trustee Fee	1,500.00	
	b Issuer Operating Expenses	37,987.12	
	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	13,622,166.93	
	d Bond Principal	834,425.00	
	d Issuer Swap Provider	13,429,317.01	
	d Partnership Swap payment	14,456,876.11	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	-	
	g Issuer Partnership Swap Termination Amount	-	
	h Issuer Transaction Account	190.00	
	<b>Totals</b>	42,389,412.17	42,389,412.17

## 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	0.989742675152590
Next Factor	0.988872076790651

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