



## Tesco Property Finance 2 plc

£ 564,500,000 Secured 6.0517 per cent. Bonds due 13 October 2039

Issuer and Partnership Quarterly Report for the period covering January 2011 to April 2011

IPD 5

Report Date	08-Apr-11
Loan Interest Payment Date	11-Apr-11
Calculation Date	07-Apr-11
Interest Payment Date	13-Apr-11

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Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 2 plc,  
The Tesco Atrato Limited Partnership,

**1. Partnership Rent Account 69796072**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
23-Sep-09	Initial Deposit on Closing Date	5,000.00	Cr
24-Mar-11	Rent	7,776,157.22	Cr
11-Apr-11	To Partnership Transaction Account	7,776,157.22	Dr
Closing Balance		5,000.00	Cr

**2. Partnership VAT Account 69796099**

Opening Balance		1,365,345.16 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
27-Jan-11	VAT Payment	1,360,827.51	Dr
24-Mar-11	VAT Funding	1,555,231.46	Cr
Closing Balance		1,559,749.11	Cr

**3. Partnership Transaction Account 69796080**

Opening Balance		88,311.20 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
13-Oct-10	Opening Balance	88,311.20	Cr
11-Jan-10	Property Advisor Fee (Reserved)	25,000.00	Cr
07-Apr-11	Credit Interest	680.41	Cr
11-Apr-11	Transfer from Rent	7,776,157.22	Cr
11-Apr-11	Trustee Fee	1,500.00	Dr
11-Apr-11	Ongoing Fee	8,450.00	Dr
11-Apr-11	Mourants	65,980.75	Dr
11-Apr-11	Partnership Swap payment	2,620,672.18	Cr
11-Apr-11	Partnership Debt	10,258,559.09	Dr
11-Apr-11	Property Advisor Fee (Use of 25k Previously Reserved)	159,375.60	Dr
11-Apr-11	Transfer to General	0.00	Dr
Closing Balance		16,955.57	Cr

**4. General Partner Corporation Tax Reserve Account 69796115**

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

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
11-Apr-11	<b>Partnership Available Funds</b>		
	a Rental Income		7,776,157.22
	b Funds from Issuer under Partnership Swaps		10,258,582.98
	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		-
	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		88,991.61
	<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)	2,700.00	
	c Partnership Operating Expenses excluding GP UK Tax	39,765.00	
	d Partnership Operator Fee	21,715.75	
	d Property Advisor Fee (Annual 25 K Jan)	-	
	d Nominees Corporate Services Provider Fee	3,000.00	
	d Nominees Holdco Corporate Services Provider Fee	1,500.00	
	d Nominees Side Letter payments	-	
	d Nominees Holdco Side Letter payments	-	
	d Account Bank Fee	-	
	d Cash Manager Fee	-	
	d Issuer Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	5,000.00	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	6,250.00	
	f Partnership Debt Interest	8,434,104.09	
	f Partnership Swap payment	7,637,910.80	
	g Partnership Debt Principal	1,824,455.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	134,375.60	
	k Partnership Expenses Ledger payment	10,705.57	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	<b>Totals</b>	<b>18,123,731.81</b>	<b>18,123,731.81</b>

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

Date		
11-Apr-11		16,955.57 Cr
	Balance	16,955.57

## 6. Issuer Transaction Account 69796123

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	0.00	Cr
	From Close	17,364.00	Cr
01-Jan-10	Credit interest	7.39	Cr
13-Jan-10	Issuer Operating Costs (Reserved)	50,996.00	Cr
13-Jan-10	Issuer Profit	750.00	Cr
01-Feb-10	Credit interest	91.77	Cr
01-Mar-10	Credit interest	7.96	Cr
26-Mar-10	Dividend Declared	12,501.50	Dr
01-Apr-10	Credit interest	8.51	Cr
13-Apr-10	Issuer Profit	750.00	Cr
03-May-10	Credit interest	19.79	Cr
01-Jun-10	Credit interest	7.61	Cr
01-Jul-10	Credit interest	10.35	Cr
13-Jul-10	Issuer Profit	750.00	Cr
02-Aug-10	Credit interest	53.50	Cr
01-Sep-10	Credit interest	10.45	Cr
01-Oct-10	Credit interest	10.45	Cr
13-Oct-10	Issuer Profit	750.00	Cr
01-Nov-10	Credit interest	95.39	Cr
23-Nov-10	Tax Payment	390.32	Dr
01-Dec-10	Credit interest	10.54	Cr
03-Jan-11	Credit interest	11.56	Cr
13-Jan-11	Issuer Profit	750.00	Cr
17-Jan-11	Payment Charge - Invoice DE10001252	25.95	Dr
01-Feb-11	Credit interest	134.62	Cr
01-Mar-11	Credit interest	6.87	Cr
01-Apr-11	Credit interest	7.60	Cr
13-Apr-11	Swaps Receipts	2,620,672.18	Cr
13-Apr-11	Partnership Debt	10,258,559.09	Cr
13-Apr-11	Swap Pays	2,620,672.18	Dr
13-Apr-11	Ongoing Fee	7,700.00	Cr
13-Apr-11	HSBC Fee	7,700.00	Dr
13-Apr-11	SFM Fee	0.00	Dr
13-Apr-11	Issuer Profit	750.00	Cr
13-Apr-11	Notes	10,258,559.09	Dr
	Closing Balance	60,436.59	Cr

## 7. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Apr-11			
	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		7,637,910.80
	b Amounts due to Issuer in respect of Partnership Loan		10,267,009.09
	c Any amount due to Issuer under Issuer Swap Agreement		10,258,582.98
	d Interest Received by Issuer on Transaction Account		0.00
	e Eligible Investment Earnings		0.00
	<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	0.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	0.00	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	8,434,104.08	
	d Bond Principal	1,824,455.00	
	d Issuer Swap Provider	7,637,910.80	
	d Partnership Swap payment	10,258,582.98	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	0.00	
	g Issuer Partnership Swap Termination Amount	0.00	
	h Issuer Transaction Account	0.01	
	<b>Totals</b>	28,163,502.87	28,163,502.87

## 8. Note Information

Listing Irish Stock Exchange

Original Rating

Moody's A3  
Standard and Poor's A-  
Fitch A-

Offered Date 23-Sep-09

Expected Maturity 13-Oct-39

Issue Amount £564,500,000

ISIN code XS0347919028

Interest Rate 6.0517%

Current Factor 0.987546628875111

Next Factor 0.984314644818423

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