



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 October 2011 to January 2012

IPD 10

Report Date	10-Apr-12
Loan Interest Payment Date	10-Apr-12
Calculation Date	05-Apr-12
Interest Payment Date	13-Apr-12

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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		0.04 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
23-Sep-09	Initial Deposit on Closing Date	5,000.00	Cr
22-Mar-12	Rent	8,164,965.08	Cr
10-Apr-12	To Partnership Transaction Account	8,164,965.08	Dr
Closing Balance		5,000.04	Cr

2. Partnership VAT Account 69796099

Opening Balance		1,695,806.87 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
27-Jan-12	VAT Payment	1,604,430.44	Dr
22-Mar-12	VAT Funding	1,632,993.04	Cr
Closing Balance		1,724,369.47	Cr

3. Partnership Transaction Account 69796080

10-Oct-11 Opening Balance		26,804.95 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
30-Jan-12	Property Advisor Fee (Reserved)	0.00	Cr
02-Apr-12	Return of funds - State St Inv GBPI08489 less £20 charges	4,480.00	Cr
02-Apr-12	Capital Contribution - Tesco Atrato LP	180.00	Cr
09-Apr-12	Interest	796.96	Cr
10-Apr-12	Transfer from Rent	8,164,965.08	Cr
10-Apr-12	Trustee Fee	1,500.00	Dr
10-Apr-12	Ongoing Fee	8,450.00	Dr
10-Apr-12	Mourants	30,715.75	Dr
10-Apr-12	Partnership Swap payment	2,238,776.64	Cr
10-Apr-12	Partnership Debt	10,258,558.56	Dr
10-Apr-12	Property Advisor Fee	0.00	Dr
10-Apr-12	Transfer to General	0.00	Dr
Closing Balance		136,779.32	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 (£)
10-Apr-12	Partnership Available Funds		
	a Rental Income		8,164,965.08
	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		32,261.91
	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)	2,700.00	
	c Partnership Operating Expenses excluding GP UK Tax	9,014.00	
	d Partnership Operator Fee	17,201.75	
	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	8,321,162.56	
	f Partnership Swap payment	8,019,806.34	
	g Partnership Debt Principal	1,937,396.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	130,529.32	
	k Partnership Expenses Ledger payment	0.00	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	Totals	18,455,809.97	18,455,809.97

Expense Reserve Ledger - Max GBP 500,000.00

	Date	
	10-Apr-12	6,250.00 Cr
	Balance	<u>6,250.00</u>

6. Issuer Transaction Account 69796123

Opening Balance		62,123.38 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-Feb-12	Credit interest	134.74	Cr
01-Mar-12	Credit interest	7.42	Cr
02-Apr-12	Credit interest	8.19	Cr
13-Apr-12	Swaps Receipts	2,238,776.64	Cr
13-Apr-12	Partnership Debt	10,258,558.56	Cr
13-Apr-12	Swap Pays	2,238,776.64	Dr
13-Apr-12	Ongoing Fee	7,700.00	Cr
13-Apr-12	HSBC Fee	7,700.00	Dr
13-Apr-12	SFM Fee	0.00	Dr
13-Apr-12	Issuer Profit	750.00	Cr
13-Apr-12	Notes	10,258,558.56	Dr
Closing Balance		63,023.73	Cr

7. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Apr-12			
	Issuer Available Funds		
	a Funds due to Issuer under Partnership Swap Agreement		8,019,806.34
	b Amounts due to Issuer in respect of Partnership Loan		10,267,008.56
	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
	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	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	8,321,162.56	
	d Bond Principal	1,937,396.00	
	d Issuer Swap Provider	8,019,806.34	
	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	0.00	
	Totals	28,545,397.88	28,545,397.88

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	0.974322340124004
Next Factor	0.970890283436670

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