



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 May 2013 to July 2013

IPD 15

Report Date	08-Jul-13
Loan Interest Payment Date	10-Jul-13
Calculation Date	08-Jul-13
Interest Payment Date	15-Jul-13

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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
20-Jun-13	Rent	8,414,913.00	Cr
10-Jul-13	To Partnership Transaction Account	8,414,913.00	Dr
Closing Balance		5,000.04	Cr

2. Partnership VAT Account 69796099

Opening Balance		1,841,624.66 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Apr-13	VAT Payment	1,676,572.00	Dr
19-Jun-13	VAT Funding	1,682,982.60	Cr
Closing Balance		1,848,035.26	Cr

3. Partnership Transaction Account 69796080

11-Apr-13 Opening Balance		91,781.14 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
08-Jul-13	Credit Interest	693.50	Cr
08-Jul-13	Credit Interest	34.82	Cr
08-Jul-13	Credit Interest	330.91	Cr
10-Jul-13	Transfer from Rent	8,414,913.00	Cr
10-Jul-13	Trustee Fee	1,500.00	Dr
10-Jul-13	Ongoing Fee	46,694.80	Dr
10-Jul-13	Expenses	33,620.60	Dr
10-Jul-13	Partnership Swap payment	1,993,272.34	Cr
10-Jul-13	Partnership Debt	10,258,558.64	Dr
10-Jul-13	Property Advisor Fee	0.00	Dr
10-Jul-13	Transfer to General	0.00	Dr
Closing Balance		160,651.67	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-Jul-13	Partnership Available Funds		
	a Rental Income		8,414,913.00
	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		92,840.37
	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)	40,944.80	
	c Partnership Operating Expenses excluding GP UK Tax	9,000.00	
	d Partnership Operator Fee	20,120.60	
	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	8,170,103.64	
	f Partnership Swap payment	8,265,310.64	
	g Partnership Debt Principal	2,088,455.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee (reserved amount)	150,000.00	
	k Partnership Expenses Ledger payment	4,401.67	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	Totals	18,766,336.35	18,766,336.35

Expense Reserve Ledger - Max GBP 500,000.00

	Date	
	10-Jul-13	10,651.67 Cr
	Balance	<u>10,651.67</u>

6. Issuer Transaction Account 69796123

Opening Balance		66,754.78 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-May-13	Credit interest	219.18	Cr
03-Jun-13	Credit interest	9.08	Cr
01-Jul-13	Credit interest	7.71	Cr
15-Jul-13	Swaps Receipts	1,993,272.34	Cr
15-Jul-13	Partnership Debt	10,258,558.64	Cr
15-Jul-13	Swap Pays	1,993,272.34	Dr
15-Jul-13	Ongoing Fee	45,944.80	Cr
15-Jul-13	HSBC Fee	7,700.00	Dr
15-Jul-13	Issuer Operating Expenses	38,244.80	Dr
15-Jul-13	Issuer Profit	750.00	Cr
15-Jul-13	Notes	10,258,558.63	Dr
Closing Balance		67,740.76	Cr

7. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
15-Jul-13			
	Issuer Available Funds		
	a Funds due to Issuer under Partnership Swap Agreement		8,265,310.64
	b Amounts due to Issuer in respect of Partnership Loan		10,305,253.44
	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	38,244.80	
	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	8,170,103.63	
	d Bond Principal	2,088,455.00	
	d Issuer Swap Provider	8,265,310.64	
	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	28,829,147.05	28,829,147.06

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	0.960279413640390
Next Factor	0.956634898139947

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