

**Delamare Finance Plc****£382,500,000 Class A Secured 5.5457% Bonds due 2029****£200,000,000 Class B1 Secured 6.0670% Bonds due 2029****£50,000,000 Class B2 Secured Floating Rate Bonds due 2029****Cash Manager Quarterly Report for the period covering 05 January 2012 to 05 April 2012**

Report Date	03-Apr-12
Interest Determination Date	05-Jan-12
Accrual Start Date	05-Jan-12
Accrual End Date	05-Apr-12
Accrual Period	91
Interest Payment Date	05-Apr-12
LIBOR	1.08584%

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Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Delamare Finance plc

**1. Borrower Transaction Account (No.58556762)**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-Feb-12	Interest	32.85	Cr
03-Feb-12	Correction	100,054.69	Dr
03-Feb-12	Correction	100,054.69	Cr
22-Mar-12	Tesco Stores	13,677,788.98	Cr
02-Apr-12	Interest	123.44	Cr
05-Apr-12	Issuer Transaction Account (Loan Interest)	9,104,976.00	Dr
05-Apr-12	Ongoing Facility Fee	77,139.99	Dr
05-Apr-12	SFM Fee	3,300.00	Dr
05-Apr-12	State Street Global Services (formerly Mourant)	9,516.00	Dr
05-Apr-12	HSBC CTLA	4,000.00	Dr
05-Apr-12	Clifford Chance / Trustee Fee	3,483.75	Dr
05-Apr-12	Lloyds TSB	68,307.35	Dr
Closing Balance		4,407,222.18	Cr
Borrower Distribution Account (Borrower Distribution Amount)		4,407,222.18	Dr
Closing Balance		0.00	Cr

**2. Borrower Distribution Account (No.58556770)**

Opening Balance		6,914,105.97 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
25-Jan-12	VAT account transfer	2,281,709.58	Dr
01-Feb-12	Interest	147.17	Cr
03-Feb-12	Correction	100,054.69	Dr
21-Feb-12	Loan Repayment - Tesco plc	2,000,000.00	Dr
21-Feb-12	Loan Repayment - Mourant & Co	2,000,000.00	Dr
01-Mar-12	Interest	79.52	Cr
02-Apr-12	Interest	15.01	Cr
05-Apr-12	Borrower Transaction Account	4,407,222.18	Cr
Closing Balance		4,939,805.58	Cr

**3. Borrower VAT Account (No.58556789)**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
25-Jan-12	Borrower Distribution Account	2,218,709.58	Cr
25-Jan-12	HM Customs and Excise	2,218,709.58	Dr
Closing Balance		0.00	Cr

**4. Borrower Insurance Proceeds Account (No.58556797)**

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

**5. Borrower Disposal Proceeds Account (No.58556805)**

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

**6. Borrower Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
05-Apr-12	Opening Balance		100,210.98
	Total Borrower Collections		13,677,788.98
	Invoices paid inter-period	100,054.69	
	1 Borrower Security Trustee Fees	3,483.75	
	2 Issuer Bond Trustee Fee (Ongoing Facility Fee)	0.00	
	2 Issuer Security Trustee Fee (Ongoing Facility Fee)	5,500.00	
	3 Borrower Cash Manager Fees	4,000.00	
	3 Borrower Account Bank Fee	0.00	
	3 Issuer Cash Manager (Ongoing Facility Fee)	4,000.00	
	3 Issuer Account Bank (Ongoing Facility Fee)	1,000.00	
	3 Issuer Note Principal Paying Agent (Ongoing Facility Fee)	2,000.00	
	3 Borrower Operator Fees	0.00	
	3 SFM Corporate Service Fees	3,300.00	
	3 The Irish Stock Exchange Limited (Ongoing Facility Fee)	0.00	
	3 SFM Accounting Fees (Ongoing Facility Fee)	4,639.99	
	3 SFM Corporate Service Fees (Issuer)	0.00	
	3 SFM Corporate Service Fees (Issuer)	0.00	
	3 Standard & Poor's (Ongoing Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fee	0.00	
	3 Moody's Investor Services Ltd (Ongoing Facility Fee)	0.00	
	3 Fitch Ratings (Annual Surveillance Fee)	0.00	
	3 Fitch Ratings (Ongoing Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	
	3 Issuer Corporate Services Fee (Ongoing Facility Fee)	0.00	
	3 Companies House Penalty (Ongoing Facility Fee)	0.00	
	3 Issuer Bank Charges (Ongoing Facility Fee)	0.00	
	3 Issuer Corporation Tax (Ongoing Facility Fee)	0.00	
	3 General Partner Corp Tax	0.00	
	3 State Street Global Services Operating Fee (formerly Mourant)	9,516.00	
	3 State Street Global Services Charitable Trust	0.00	
	3 Liquidity Lloyds	68,307.35	
	3 Knight Frank (Ongoing Fee)	60,000.00	
	3 Norton Rose (Ongoing Facility Fee)	0.00	
	4 Ground Rent - Headlease properties	0.00	
	5 Liquidity Facility Provider	0.00	
	5 Borrower Swap Payments	0.00	
	6 Loan A Interest	5,298,083.00	
	6 Loan B1 Interest	3,030,176.00	
	6 Loan B2 Interest	776,717.00	
	7 Loan A Principal	0.00	
	7 Loan B Principal	0.00	
	8 Issuer Swap Payments	0.00	
	8 Liquidity Subordinated Amount	0.00	
	9 Stamp Duty	0.00	
	10 Alteration Adjustment Rent	0.00	
	11 Borrower Liabilities (PWC Audit Fees)	0.00	
	12 Creditors of Subordinated Debt	0.00	
	13 Property Pool Manager Fees	0.00	
	14 Borrower Distribution Amount	4,407,222.18	
	<b>Totals</b>	<b>13,777,999.96</b>	<b>13,777,999.96</b>

**7. Issuer Transaction Account (No.58556636)**

Opening Balance		3,891,372.18 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-Feb-12	Interest	95.30	Cr
03-Feb-12	Correction	100,054.69	Cr
07-Feb-12	Knight Frank	60,000.00	Dr
01-Mar-12	Interest	93.25	Cr
02-Apr-12	Interest	102.75	Cr
05-Apr-12	Borrower Transaction Account (Loan Interest)	9,104,976.00	Cr
05-Apr-12	Borrower Transaction Account (Ongoing Facility Fee)	77,139.99	Cr
05-Apr-12	Trustee	5,500.00	Dr
05-Apr-12	Issuer Corporate Services Fee	0.00	Dr
05-Apr-12	Issuer Cash Manager (Ongoing Facility Fee)	7,000.00	Dr
05-Apr-12	SFM Accounting Fees (Ongoing Facility Fee)	4,639.99	Dr
05-Apr-12	SFM Corporate Service Fees (Issuer)	0.00	Dr
05-Apr-12	Standard & Poor's (Ongoing Facility Fee)	0.00	Dr
05-Apr-12	Moody's Investor Services Ltd (Ongoing Facility Fee)	0.00	Dr
05-Apr-12	Fitch Ratings (Annual Fee)	0.00	Dr
05-Apr-12	Mourant (Charitable Trust)	0.00	Dr
05-Apr-12	PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	Dr
05-Apr-12	Norton Rose	0.00	Dr
05-Apr-12	Issuer Corporate Services Fee (Ongoing Facility Fee)	0.00	Dr
05-Apr-12	Irish Stock Exchange	0.00	Dr
05-Apr-12	Bond Payments	8,598,595.00	Dr
05-Apr-12	Interest Rate Swap (Payment)	490,522.41	Dr
		0.00	Dr
		0.00	Dr
		0.00	Dr
	Closing Balance	4,007,576.76	Cr

**8. Issuer Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
05-Jan-10	Opening Balance		3,991,718.17
	Total Collections		9,104,976.00
	Ongoing Facility Fee		77,139.99
	Swap Payment	490,522.41	0.00
	Paid inter-period	0.00	
	1 Issuer Note Trustee Fee	5,500.00	
	1 Issuer Security Trustee Fee	0.00	
	2 Issuer Cash Manager	4,000.00	
	2 Issuer Account Bank	1,000.00	
	2 Issuer Note Principal Paying Agent	2,000.00	
	2 Issuer Corporate Services Fee	0.00	
	2 Issuer Accounting Services Fee	0.00	
	2 SFM Accounting Fee	4,639.99	
	2 Fitch Ratings Ltd Fee	0.00	
	2 Standard & Poor's Fee	0.00	
	2 Moody's Investor Services Ltd Fee	0.00	
	2 Irish Stock Exchange	0.00	
	2 PricewaterhouseCoopers Audit Fees	0.00	
	2 Mourant	0.00	
	2 Knight Frank	60,000.00	
	2 Moody's Investor Services Ltd Fee	0.00	
	2 Corporation Tax	0.00	
	3 Bank Charges	0.00	
	3 Interest Rate Swap Payment	0.00	
	3 Loan Issuer Company Fee	0.00	
	4 Class A Bond Interest	5,288,445.00	
	4 Class B1 Bond Interest	3,025,200.00	
	4 Class B2 Bond Interest	284,950.00	
	5 Class A Bond Principal	0.00	
	5 Class B Bond Principal	0.00	
	6 Swap Subordinated Amounts	0.00	
	7 Borrower Break amount	0.00	
	8 Surplus funds to Issuer	4,007,576.76	
	<b>Totals</b>	<b>13,173,834.16</b>	<b>13,173,834.16</b>

**9. Note Information**

Listing	Irish Stock Exchange		
	<u>Class A</u>	<u>Class B1</u>	<u>Class B2</u>
<u>Original Rating</u>			
Moody's	A3	N/A	N/A
S & P	A-	N/A	N/A
Fitch	A-	N/A	N/A
Offered Date	07-Apr-04	07-Apr-04	07-Apr-04
Expected Maturity	19-Feb-29	19-Feb-29	19-Feb-29
Issue Amount	£382,500,000	£200,000,000	£50,000,000
ISIN code	XS0190042522	XS0190043090	XS0190043769
Base Rate	N/A	N/A	1.08584%
Margin	N/A	N/A	1.2%
Coupon Rate	5.5457%	6.0670%	2.28584%
Previous Factor	1.00	1.00	1.00
Current Factor	1.00	1.00	1.00

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