

**Tesco Property Finance 1 plc**

**£ 430,650,000 Secured 7.6227 per cent. Bonds due 13 April 2039**

**Issuer and Partnership Quarterly Report for the period covering Jan 2010 to Apr 2010**

**IPD 3**

Report Date	13-Apr-10
Loan Interest Payment Date	12-Apr-10
Calculation Date	08-Apr-10
Interest Payment Date	13-Apr-10

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Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 1 plc, The Tesco Blue Limited Partnership, The Teesport Limited Partnership, Tesco Blue (Nominee 1) Limited, Tesco Blue (Nominee 2) Limited, Tesco Blue (GP) Limited and Teesport (GP) Limited.

**1. Partnership Rent Account 69601986**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
11-Feb-10	Rent Received	89,179.67	Cr
24-Mar-10	Rent Received	6,341,691.48	Cr
26-Mar-10	Transfer to VAT Account (correction)	13,570.82	Dr
30-Mar-10	Transfer to VAT Account (correction)	818,028.66	Dr
27-Apr-10	VAT reimbursement from Partnership	818,028.66	Cr
29-Apr-10	Transfer to VAT Account (correction)	944,507.32	Dr
12-Apr-10	To Partnership Transaction Account	5,472,793.01	Dr
Closing Balance		<u>0.00</u>	Cr

**2. Partnership VAT Account 69601943**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Jan-10	VAT Funding	809,577.64	Cr
29-Jan-10	Vat Payment	809,577.64	Dr
26-Mar-10	VAT Funding	13,570.82	Cr
26-Mar-10	Vat Payment	13,570.82	Dr
30-Mar-10	VAT Funding	818,028.66	Cr
30-Mar-10	Vat Payment	818,028.66	Dr
Closing Balance		<u>0.00</u>	Cr

**3. Partnership Transaction Account 69601935**

Opening Balance		400,000.04 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-10	Credit Interest on Partnership Accounts	547.76	Cr
12-Apr-10	Credit from Partnership Rent Account	5,472,793.01	Cr
Closing Balance		<u>5,873,340.81</u>	Cr

**4. General Partner Corporation Tax Reserve Account 69601978**

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



**6. Teesport Rent Account 69601994**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
24-Mar-10	Rent Received	1,498,181.69	Cr
29-Apr-10	Transfer to VAT Account (correction)	223,133.44	Dr
12-Apr-10	Transfer to Transaction Account.	1,275,048.25	Dr
Closing Balance		<u>0.00</u>	Cr

**7. Teesport VAT Account 69602019**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
26-Mar-10	VAT Funding	149,486.17	Cr
26-Mar-10	Vat Payment	149,486.17	Dr
Closing Balance		<u>0.00</u>	Cr

**8. Teesport Transaction Account 69602000**

Opening Balance		100,000.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-10	Interest	859.65	Cr
12-Apr-10	Credit from Teesport Partnership Rent Account	1,275,048.25	Cr
Closing Balance		<u>1,375,907.90</u>	Cr

**9. Teesport General Partner Corporation Tax Reserve Account 69602035**

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

**10. Development Reserve Account 69602043**

Opening Balance		2,312,184.95 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
20/01/10	Drawdown 7	85,769.00	Dr
10/02/10	Drawdown 8	74,574.00	Dr
Closing Balance		<u>2,151,841.95</u>	Cr

**11. Teesport Partnership Pre-Enforcement Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
12-Apr-10	<b>Teesport Partnership Available Funds</b>		
	a Rental Income		1,275,048.25
	b Advance from Partnership to the Teesport Partnership per Interpart Loan		828,130.21
	c Funds from Issuer under Teesport Partnership Swaps		1,762,981.28
	d From Teesport Partnership VAT Account		
	e From Teesport Partnership Disposal Proceeds Account		
	f From Teesport Partnership Insurance Proceeds Account		
	g Interest received by the Teesport Partnership Accounts and Rent Account		
	h Eligible Investment Earnings by Teesport Partnership		
	i Advance under Committed Subordinated Loan Agreement		
	j Net proceeds of a CPO Disposal or a Mortgage Property		
	k Net proceeds of a disposal of Teesport Distribution Centre		
	l Any other sums standing to the credit of the Teesport Partnership Transaction Account		100,859.65
	<b>Teesport Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees	0.00	
	b Issuer Security Trustee Fee, Bond Trustee Fee Issuer Operating Fee, Issuer Profit (Ongoing Teesport Partnership Facility Fee)	1,755.87	
	c Teesport Partnership Operating Expenses		
	d Teesport Partnership Operator Fee	4,407.73	
	d Property Advisor Fee		
	d Nominees Corporate Services Provider Fee	574.62	
	d Nominees Holdco Corporate Services Provider Fee	287.31	
	d Nominees Side Letter payments		
	d Nominees Holdco Side Letter payments		
	d Account Bank Fee		
	d Cash Manager Fee		
	d Issuer/Issuer Holdco CSP Fee, Paying Agent Account Bank, Cash Manager (Ongoing Teesport Partnership Facility Fee)	2,002.03	
	d Teesport Distribution Centre Ground Rent payment		
	e Teesport Partnership Loan Interest	1,601,741.80	
	e Teesport Partnership Swap payment	1,256,085.52	
	f Teesport Partnership Loan Principal	989,291.00	
	f Interpartnership Loan Principal		
	g Teesport Partnership Swap Termination Amount		
	h Property Pool Manager Fee		
	i Teesport Partnership Expenses Ledger payment	100,000.00	
	j Alteration Adjustment Rent		
	j Substitution Adjustment Rent		
	k Committed Subordinated Loan payment		
	l Teesport Partnership Distribution Account	10,873.52	
	<b>Totals</b>	<b>3,967,019.39</b>	<b>3,967,019.39</b>

**12. Issuer Transaction Account 69601927**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance		1.73 Cr
07-Oct-09	From Close	32,363.90	Cr
	Credit interest	12.92	Cr
13-Oct-09	Issuer Profit	6,250.00	Cr

13-Oct-09	Issuer Operating Expenses (Reserved)	46,270.00	Cr
13-Jan-10	Issuer Profit	6,250.00	Cr
07-Jan-10	Credit interest	71.51	Cr
07-Apr-10	Credit Interest	109.26	Cr
Closing Balance		<u>91,329.32</u>	Cr

### 13. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Apr-10	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		5,282,037.18
	b Amounts due to Issuer in respect of Partnership Debt		6,586,547.46
	b Ongoing Partnership Facility Fee		15,276.48
	c Funds Due to Issuer under Teesport Partnership Swap Agreement		1,256,085.52
	d All amounts payable to Issuer in respect of Teesport Partnership Loan		2,591,032.80
	d Ongoing Teesport Partnership Facility Fee		3,757.90
	e Any amount due to Issuer under Issuer Swap Agreement		9,177,658.95
	f Ineterest Received by Issuer on Transaction Account		180.77
	g Eiggible Investment Earnings		
	<b>Issuer Pre-Enforcement Priority of Payments</b>		
	a Bond Trustee Fee	1,175.00	
	a Issuer Security Trustee Fee	1,468.75	
	b Issuer Operating Expenses (Reserved)	0.00	
	b Issuer Profit	6,250.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	5,140.63	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	8,188,289.26	
	d Bond Principal	989,291.00	
	d Issuer Swap Provider	6,538,122.70	
	d Partnership Swap payment	7,414,677.67	
	d Teesport Partnership Swap payment	1,762,981.28	
	e Issuer Swap Subordinated Amounts		
	f Issuer Partnership Swap Termination Amount		
	f Issuer Teesport Partnership Swap Termination Amount		
	g Issuer Transaction Account	180.77	
	<b>Totals</b>	<b>24,912,577.06</b>	<b>24,912,577.06</b>

## 14. Note Information

Listing	Irish Stock Exchange
<u>Original Rating</u>	
Moody's	A3
Standard and Poor's	A-
Fitch	A-
Offered Date	25-Jun-09
Expected Maturity	13-Apr-39
Issue Amount	£430,650,000
ISIN code	XS0425412227
Interest Rate	7.6227%
Current Factor	0.99774575409
Next Factor	0.99544854987

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