



## Tesco Property Finance 1 plc

£ 430,650,000 Secured 7.6227 per cent. Bonds due 15 October 2039

Issuer and Partnership Quarterly Report for the period covering October 2014 - January 2015

IPD 22

Report Date	08-Jan-15
Loan Interest Payment Date	12-Jan-15
Calculation Date	08-Jan-15
Interest Payment Date	13-Jan-15

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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			
			564.66 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
22-Dec-14	Rent Received	6,458,027.93	Cr
12-Jan-15	To Partnership Transaction Account	6,458,027.93	Dr
Closing Balance			564.66 Cr

**2. Partnership VAT Account 69601943**

Opening Balance			
			1,527,132.71 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-14	VAT Payment	1,291,355.58	Dr
22-Dec-14	Rent	1,291,605.58	Cr
Closing Balance			1,527,382.71 Cr

**3. Partnership Transaction Account 69601935**

Opening Balance			
			25,608.38 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-15	Credit Interest on Partnership Accounts	858.06	Cr
12-Jan-15	Credit from Partnership Rent Account	6,458,027.93	Cr
12-Jan-15	Partnership Swap	1,092,931.26	Cr
12-Jan-15	Security Trustee Fee	1,500.00	Dr
12-Jan-15	Expenses	46,878.44	Dr
12-Jan-15	Ongoing Fee	44,187.79	Dr
12-Jan-15	Partnership Debt	6,365,284.52	Dr
12-Jan-15	Loan Advance	-	Cr
12-Jan-15	Partnership Debt Principal	1,416,098.40	Dr
12-Jan-15	Property Pool Manager Fee	13,200.00	Dr
12-Jan-15	Interpartnership Loan Principal	366,783.05	Cr
Closing Balance			57,059.52 Cr

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

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 (£)
12-Jan-15	<b>Partnership Available Funds</b>		
	a Rental Income		6,458,027.93
	b Principal from Teesport Partnership pursuant to Interpartnership Loan		366,783.05
	c Funds from Issuer under Partnership Swaps		7,414,677.69
	d Recived from Issuer Holdco Teesport Gen Partner or Tessport JPUT		
	e From Partnership VAT Account		
	f From Partnership Disposal Proceeds Account		
	g From Partnership Insurance Proceeds Account		
	h Interest received by the Partnership Accounts and Rent Account		858.06
	i Eligible Investment Earnings by Partnership		
	j Teesport Indirect Interest as notified by Teesport GP or Teesport JPUT		
	k Advance under Committed Subordinated Loan Agreement		
	l Net proceeds of a CPO Disposal or a Mortgage Property		
	m Net proceeds of a disposal of a Mortgage Property		
	n Any net proceeds of a disposal of the Teesport Indirect Interest		
	o Any other sums standing to the credit of the Partnership Transaction Ac		25,608.38
	<b>Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees	1,500.00	
	b Issuer Security Trustee Fee, Bond Trustee , Issuer Operating Fee, Issuer Profit (Ongoing Partnership Facility Fee)	7,340.00	
	c Partnership Operating Expenses	40,845.50	
	c Teesport JPUT Trustee Operating Expenses	0.00	
	d Partnership Operator Fee	0.00	
	d Property Advisor Fee	-	
	d Nominees Corporate Services Provider Fee	2,010.98	
	d Nominees Holdco Corporate Services Provider Fee	1,005.49	
	d Depot Propco Corporate Services Provider Fee	3,016.47	
	d Nominees Side Letter payments	-	
	d Nominees Holdco Side Letter payments	-	
	d Account Bank Fee	-	
	d Cash Manager Fee	-	
	d Account Bank, PPA CM, Issuer CSP Fee (Ongoing Partnership Facility Fee)	36,847.79	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	6,250.00	
	f Partnership Debt Interest	6,365,284.52	
	f Partnership Swap payment	6,321,746.43	
	g Interpartnership Loan Advance	0.00	
	g Partnership Debt Principal	1,416,098.40	
	h Partnership Swap Termination Amount	-	
	i Property Pool Manager Fee	13,200.00	
	j Partnership Expenses Ledger payment	50,809.52	
	k Alteration Adjustment Rent	-	
	k Substitution Adjustment Rent	-	
	l Committed Subordinated Loan payment	-	
	m Remaining Partnership Loan Notes payment	-	
	n Partnership Distribution Account	-	
	<b>Totals</b>	14,265,955.11	14,265,955.11

**6. Teesport Rent Account 69601994**

	Opening Balance		0.00 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
22-Dec-14	Rent Received	1,525,665.33	Cr
12-Jan-15	Transfer to Transaction Account.	1,525,665.33	Dr
	Closing Balance		0.00 Cr

**7. Teesport VAT Account 69602019**

Opening Balance		332,810.72	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-14	VAT Payment	305,133.07	Dr
22-Dec-14	VAT Funding	305,133.07	Cr
Closing Balance		332,810.72	Cr

**8. Teesport Transaction Account 69602000**

Opening Balance		129,497.02	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-15	Credit Interest	284.88	Cr
12-Jan-15	Credit from Teesport Partnership Rent Account	1,525,665.33	Cr
12-Jan-15	Advance from Blue	-	Cr
12-Jan-15	Swaps	259,865.28	Cr
12-Jan-15	Security Trustee Fee	1,610.00	Dr
12-Jan-15	Expenses	30,144.91	Dr
12-Jan-15	Loan Interest and Principal	1,396,198.23	Dr
12-Jan-15	Teesport Partnership Distribution	20,576.33	Dr
12-Jan-15	Interpartnership Loan Principal	366,783.05	Dr
Closing Balance		100,000.00	Cr

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

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

**10. Development Reserve Account 69602043**

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

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
12-Jan-15	<b>Teesport Partnership Available Funds</b>		
	a Rental Income		1,525,665.33
	b Advance from Partnership to the Teesport Partnership per Interpart Loan		0.00
	c Funds from Issuer under Teesport Partnership Swaps		1,762,981.26
	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		284.88
	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 Ac		29,497.02
	<b>Teesport Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees		-
	b Issuer Security Trustee Fee, Bond Trustee Fee Issuer Operating Fee, Issuer Profit (Ongoing Teesport Partnership Facility Fee)	1,610.00	
	c Teesport Partnership Operating Expenses	14,862.50	
	d Teesport Partnership Operator Fee	0.00	
	d Property Advisor Fee	-	
	d Nominees Corporate Services Provider Fee	-	
	d Nominees Holdco Corporate Services Provider Fee	-	
	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)	8,082.41	
	d Teesport Distribution Centre Ground Rent payment	-	
	e Teesport Partnership Loan Interest	1,396,198.23	
	e Teesport Partnership Swap payment	1,503,115.98	
	f Teesport Partnership Loan Principal	0.00	
	f Interpartnership Loan Principal	366,783.05	
	g Teesport Partnership Swap Termination Amount	-	
	h Property Pool Manager Fee	7,200.00	
	i Teesport Partnership Expenses Ledger payment	0.00	
	j Alteration Adjustment Rent	-	
	j Substitution Adjustment Rent	-	
	k Committed Subordinated Loan payment	-	
	l Teesport Partnership Distribution Account	20,576.33	
	<b>Totals</b>	<b>3,318,428.49</b>	<b>3,318,428.49</b>

**12. Issuer Transaction Account 69601927**

Opening Balance		203,927.93 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-15	Credit interest	189.64	Cr
27-Nov-14	HMRC	5,000.00	Dr
13-Jan-15	Swap	-	Dr
13-Jan-15	Loan and Debt Payments	9,177,581.15	Cr
13-Jan-15	Ongoing Fees	47,630.20	Cr
13-Jan-15	Fees of the Issuer	42,630.20	Dr
13-Jan-15	Bond Payments	9,177,580.85	Dr
13-Jan-15	Issuer Profit	6,250.00	Cr
Closing Balance		210,367.87	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jan-15	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		6,321,746.43
	b Amounts due to Issuer in respect of Partnership Debt		7,781,382.92
	b Ongoing Partnership Facility Fee		44,187.79
	c Funds Due to Issuer under Teesport Partnership Swap Agreement		1,503,115.98
	d All amounts payable to Issuer in respect of Teesport Partnership Loan		1,396,198.23
	d Ongoing Teesport Partnership Facility Fee		9,692.41
	e Any amount due to Issuer under Issuer Swap Agreement		9,177,658.95
	f Interest Received by Issuer on Transaction Account		189.64
	g Eligible Investment Earnings		-
	<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 (Reserved)	0.00	
	b Issuer Profit	6,250.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	39,930.20	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	7,761,482.85	
	d Bond Principal	1,416,098.00	
	d Issuer Swap Provider	7,824,862.41	
	d Partnership Swap payment	7,414,677.69	
	d Teesport Partnership Swap payment	1,762,981.26	
	e Issuer Swap Subordinated Amounts	-	
	f Issuer Partnership Swap Termination Amount	-	
	f Issuer Teesport Partnership Swap Termination Amount	-	
	g Issuer Transaction Account	189.94	
	<b>Totals</b>	<b>26,234,172.34</b>	<b>26,234,172.34</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	0.945739252293045
Next Factor	0.942450971786834

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