



## Tesco Property Finance 1 plc

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

Issuer and Partnership Quarterly Report for the period covering April 2012 to July 2012

### IPD 12

Report Date	10-Jul-12
Loan Interest Payment Date	10-Jul-12
Calculation Date	06-Jul-12
Interest Payment Date	13-Jul-12

Contents of the Report:

- 1 Partnership Rent Account
- 2 Partnership VAT Account
- 3 Partnership Transaction Account
- 4 General Partner Corporation Tax Reserve Account
- 5 Partnership Pre-Enforcement Priority of Payments
- 6 Teesport Rent Account
- 7 Teesport VAT Account
- 8 Teesport Transaction Account
- 9 Teesport General Partner Corporation Tax Reserve Account
- 10 Development Reserve Account
- 11 Teesport Partnership Pre-Enforcement Priority of Payments
- 12 Issuer Transaction Account
- 13 Issuer Pre-Enforcement Priority of Payments
- 14 Note Information

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		0.02 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
21-Jun-12	Rent Received	5,872,469.92	Cr
09-Jul-12	Rent Received	221,697.53	Cr
10-Jul-12	To Partnership Transaction Account	6,094,167.45	Dr
Closing Balance		<u>0.02</u>	Cr

**2. Partnership VAT Account 69601943**

Opening Balance		1,276,565.25 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
27-Apr-12	VAT Payment	1,174,104.10	Dr
20-Jun-12	VAT Funding	1,174,493.99	Cr
Closing Balance		<u>1,276,955.14</u>	Cr

**3. Partnership Transaction Account 69601935**

Opening Balance		92,823.25 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
09-Jul-12	Credit Interest on Partnership Accounts	814.71	Cr
10-Jul-12	Credit from Partnership Rent Account	6,094,167.45	Cr
10-Jul-12	Partnership Swap	1,448,963.05	Cr
10-Jul-12	Security Trustee Fee	1,500.00	Dr
10-Jul-12	Expenses	40,811.85	Dr
10-Apr-12	Ongoing Fee	30,443.63	Dr
10-Jul-12	Partnership Debt	6,586,547.46	Dr
10-Jul-12	Loan Advance	828,130.21	Dr
10-Jul-12	Distribution Account	0.00	Dr
10-Jul-12	Property Pool Manager Fee	0.00	Dr
Closing Balance		<u>149,335.31</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

### 5. Partnership Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
10-Jul-12	<b>Partnership Available Funds</b>		
	a Rental Income		6,094,167.45
	b Principal from Teesport Partnership pursuant to Interpartnership Loan		-
	c Funds from Issuer under Partnership Swaps		7,414,677.67
	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		814.71
	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		92,823.25
	<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)	19,541.59	
	c Partnership Operating Expenses	16,743.40	
	c Teesport JPUT Trustee Operating Expenses	15,068.45	
	d Partnership Operator Fee	0.00	
	d Property Advisor Fee	-	
	d Nominees Corporate Services Provider Fee	3,000.00	
	d Nominees Holdco Corporate Services Provider Fee	1,500.00	
	d Depot Propco Corporate Services Provider Fee	4,500.00	
	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)	10,902.03	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	0.00	
	f Partnership Debt Interest	6,586,547.46	
	f Partnership Swap payment	5,965,714.62	
	g Interpartnership Loan Advance	828,130.21	
	g Partnership Debt Principal	-	
	h Partnership Swap Termination Amount	-	
	i Property Pool Manager Fee	-	
	j Partnership Expenses Ledger payment	149,335.31	
	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>	<b>13,602,483.08</b>	<b>13,602,483.08</b>

### 6. Teesport Rent Account 69601994

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	0.00	Cr
20-Jun-12	Rent Received	1,439,839.15	Cr
10-Jul-12	Transfer to Transaction Account.	1,439,839.15	Dr
	Closing Balance	0.00	Cr

**7. Teesport VAT Account 69602019**

Opening Balance		286,977.51 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
27-Apr-12	VAT Payment	276,889.65	Dr
20-Jun-12	VAT Funding	287,967.83	Cr
Closing Balance		<u>298,055.69</u>	Cr

**8. Teesport Transaction Account 69602000**

Opening Balance		97,097.60 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
09-Jul-12	Credit Interest	266.62	Cr
10-Jul-12	Credit from Teesport Partnership Rent Account	1,439,839.15	Cr
10-Jul-12	Advance from Blue	828,130.21	Cr
10-Jul-12	Swaps	344,396.17	Cr
10-Jul-12	Security Trustee Fee	4,208.67	Dr
10-Jul-12	Expenses	11,347.97	Dr
10-Jul-12	Loan Interest and Principal	2,591,033.10	Dr
10-Jul-12	Property Pool Manager Fee	0.00	Dr
Closing Balance		<u>103,140.02</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
25/08/11	Completion - Funds paid back to Spenhill	2,151,841.95	Dr
Closing Balance		<u>0.00</u>	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
10-Jul-12	<b>Teesport Partnership Available Funds</b>		
	a Rental Income		1,439,839.15
	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		266.62
	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		97,097.60
	<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)	4,208.67	
	c Teesport Partnership Operating Expenses	4,500.00	
	d Teesport Partnership Operator Fee	4,500.00	
	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)	2,347.97	
	d Teesport Distribution Centre Ground Rent payment		-
	e Teesport Partnership Loan Interest	1,418,542.10	
	e Teesport Partnership Swap payment	1,418,585.11	
	f Teesport Partnership Loan Principal	1,172,491.00	
	f Interpartnership Loan Principal		-
	g Teesport Partnership Swap Termination Amount		-
	h Property Pool Manager Fee		-
	i Teesport Partnership Expenses Ledger payment	103,140.02	
	j Alteration Adjustment Rent		-
	j Substitution Adjustment Rent		-
	k Committed Subordinated Loan payment		-
	l Teesport Partnership Distribution Account		-
	<b>Totals</b>	4,128,314.86	4,128,314.86

## 12. Issuer Transaction Account 69601927

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	138,672.25	Cr
10-Apr-12	Credit interest	165.39	Cr
13-Jul-12	Swap	-	Cr
13-Jul-12	Loan and Debt Payments	9,177,580.56	Cr
13-Jul-12	Ongoing Fees	30,750.26	Cr
13-Jul-12	Fees of the Issuer	30,750.26	Dr
13-Jul-12	Bond Payments	9,177,580.56	Dr
13-Jul-12	Issuer Profit	6,250.00	Cr
	Closing Balance	145,087.64	Cr

## 13. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jul-12			
	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		5,965,714.62
	b Amounts due to Issuer in respect of Partnership Debt		6,586,547.46
	b Ongoing Partnership Facility Fee		30,443.63
	c Funds Due to Issuer under Teesport Partnership Swap Agreement		1,418,585.11
	d All amounts payable to Issuer in respect of Teesport Partnership Loan		2,591,033.10
	d Ongoing Teesport Partnership Facility Fee		6,556.63
	e Any amount due to Issuer under Issuer Swap Agreement		9,177,658.95
	f Interest Received by Issuer on Transaction Account		165.39
	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)	14,800.26	
	b Issuer Profit	6,250.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	8,250.00	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	8,005,089.56	
	d Bond Principal	1,172,491.00	
	d Issuer Swap Provider	7,384,299.73	
	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	165.39	
	<b>Totals</b>	<b>25,776,704.88</b>	<b>25,776,704.88</b>

## 14. Note Information

Listing Irish Stock Exchange

Original Rating

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 0.975422809706258

Next Factor 0.972700202020202

Disclaimer - This report has been prepared for current Noteholders and is for the purposes of information and convenient reference only. It is not intended as an offer of finance.

This report is confidential. Distribution of this report, or of the information contained in it, to any person other than an original recipient (or to such recipient's advisors) is prohibited. Reproduction of this report, in whole or in part, or disclosure of any of its contents without the prior consent of HSBC Bank plc is prohibited.

Some information included in this report is estimated, approximated or projected. The information contained in this report has been obtained from sources believed to be reliable but none of the Issuer, any affiliate of the Issuer, any Transaction Party or HSBC Bank plc makes any representation or warranty (express or implied) of any nature or accepts any responsibility or liability of any kind for completeness or accuracy of the content of this report or for any loss or damage (whether direct, indirect, consequential or other) arising out of reliance upon this report. Information in this document has not been independently verified by HSBC Bank plc.

This document is not intended to provide and should not be relied upon for tax, legal or accounting advice or as a recommendation to purchase or sell investments. Noteholders should consult their tax, legal, accounting or other advisors if required.

The foregoing does not exclude or restrict any obligation that HSBC Bank plc may have under the FSA Rules, or any liability that it may incur under the FSA Rules or the Financial Services and Markets Act 2000 (or any amendment thereof) for breach of any such obligation.

HSBC Bank plc is authorised and regulated in the United Kingdom by the Financial Services Authority and is a member of the HSBC Group of companies. HSBC Bank plc's registered office is at 8 Canada Square, London, E14 5HQ.