



## 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 July 2015 - October 2015

IPD 25

Report Date	08-Oct-15
Loan Interest Payment Date	12-Oct-15
Calculation Date	08-Oct-15
Interest Payment Date	13-Oct-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			
			0.00 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
28-Sep-15	Rent Received	6,521,541.17	Cr
12-Oct-15	To Partnership Transaction Account	6,521,541.17	Dr
Closing Balance			0.00 Cr

**2. Partnership VAT Account 69601943**

Opening Balance			
			1,373,004.06 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Jul-15	HMRC	1,279,307.36	Dr
28-Sep-15	Rent	1,304,308.25	Cr
12-Oct-15	To Partnership Account	75,000.00	Dr
Closing Balance			2,602,312.31 Cr

**3. Partnership Transaction Account 69601935**

Opening Balance			
			326,427.56 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-15	Credit Interest on Partnership Accounts	727.19	Cr
12-Oct-15	Credit from Partnership Rent Account	6,521,541.17	Cr
12-Oct-15	Partnership Swap	1,030,686.27	Cr
12-Oct-15	Transfer from VAT	75,000.00	Cr
12-Oct-15	Security Trustee Fee	1,500.00	Dr
12-Oct-15	Expenses	42,144.60	Dr
12-Oct-15	Ongoing Fee	47,469.80	Dr
12-Oct-15	Partnership Debt	6,282,773.21	Dr
12-Oct-15	Loan Advance	-	Cr
12-Oct-15	Partnership Debt Principal	1,498,609.71	Dr
12-Oct-15	Property Pool Manager Fee	115,990.36	Dr
12-Oct-15	Interpartnership Loan Principal	366,783.05	Cr
Closing Balance			332,677.56 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

**4A. Partnership Expenses Reserve Ledger - Max GBP 400,000.00**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
12/10/2015	Ledger Receipts to date	326,427.55	
		6,250.00	
	Balance	332,677.55	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
12-Oct-15	<b>Partnership Available Funds</b>		
	a Rental Income		6,521,541.17
	b Principal from Teesport Partnership pursuant to Interpartnership Loan		366,783.05
	c Funds from Issuer under Partnership Swaps		7,414,677.67
	d Recived from Issuer Holdco Teesport Gen Partner or Tessport JPUT		75,000.00
	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		727.19
	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		0.00
	<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)	7,322.70	
	c Partnership Operating Expenses	41,319.60	
	c Teesport JPUT Trustee Operating Expenses	0.00	
	d Partnership Operator Fee	0.00	
	d Property Advisor Fee	-	
	d Nominees Corporate Services Provider Fee	0.00	
	d Nominees Holdco Corporate Services Provider Fee	0.00	
	d Depot Propco Corporate Services Provider Fee	825.00	
	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)	40,147.10	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	6,250.00	
	f Partnership Debt Interest	6,282,773.21	
	f Partnership Swap payment	6,383,991.40	
	g Interpartnership Loan Advance	0.00	
	g Partnership Debt Principal	1,498,609.71	
	h Partnership Swap Termination Amount	-	
	i Property Pool Manager Fee	115,990.36	
	j Partnership Expenses Ledger payment	0.00	
	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>14,378,729.08</b>	<b>14,378,729.08</b>

**6. Teesport Rent Account 69601994**

	Opening Balance		0.00 Cr
<b>DATE</b>	<b>ENTRY DETAILS</b>	<b>AMOUNT (£)</b>	<b>CR/DR</b>
25-Sep-15	Rent Received	1,540,669.90	Cr
12-Oct-15	Transfer to Transaction Account.	1,540,669.90	Dr
	Closing Balance		0.00 Cr

**7. Teesport VAT Account 69602019**

Opening Balance		319,598.09 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Jul-15	VAT Payment	304,277.61	Dr
25-Sep-15	VAT Funding	308,133.98	Cr
12-Oct-15	Teesport Partnership Available Funds	10,000.00	DR
Closing Balance		313,454.46	Cr

**8. Teesport Transaction Account 69602000**

Opening Balance		99,999.98 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
12-Oct-15	To balance Acc	0.02	CR
07-Jul-15	Credit Interest	238.10	Cr
12-Oct-15	Credit from Teesport Partnership Rent Account	1,540,669.90	Cr
12-Oct-15	Transfer from VAT	10,000.00	Cr
12-Oct-15	Swaps	245,065.37	Cr
12-Oct-15	Security Trustee Fee	1,627.30	Dr
12-Oct-15	Expenses	26,976.75	Dr
12-Oct-15	Loan Interest and Principal	1,396,198.23	Dr
12-Oct-15	Teesport Partnership Distribution	4,388.04	Dr
12-Oct-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

**9A. Teesport Partnership Expenses Reserve Ledger - Max GBP 100,000.00**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
12/10/2015	Ledger Receipts to date	100,000.00	
		-	
Balance		100,000.00	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-Oct-15	<p><b>Teesport Partnership Available Funds</b></p> <p>a Rental Income</p> <p>b Advance from Partnership to the Teesport Partnership per Interpart Loan</p> <p>c Funds from Issuer under Teesport Partnership Swaps</p> <p>d From Teesport Partnership VAT Account</p> <p>e From Teesport Partnership Disposal Proceeds Account</p> <p>f From Teesport Partnership Insurance Proceeds Account</p> <p>g Interest received by the Teesport Partnership Accounts and Rent Account</p> <p>h Eligible Investment Earnings by Teesport Partnership</p> <p>i Advance under Committed Subordinated Loan Agreement</p> <p>j Net proceeds of a CPO Disposal or a Mortgage Property</p> <p>k Net proceeds of a disposal of Teesport Distribution Centre</p> <p>l Any other sums standing to the credit of the Teesport Partnership</p> <p>l Transaction Ac</p>		<p>1,540,669.90</p> <p>0.00</p> <p>1,762,981.28</p> <p>10,000.00</p> <p>-</p> <p>-</p> <p>238.10</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>0.00</p>
	<p><b>Teesport Partnership Pre-Enforcement Priority of Payments</b></p> <p>a Partnership Security Trustee Fees</p> <p>b Issuer Security Trustee Fee, Bond Trustee Fee Issuer Operating Fee, Issuer Profit (Ongoing Teesport Partnership Facility Fee)</p> <p>c Teesport Partnership Operating Expenses</p> <p>d Teesport Partnership Operator Fee</p> <p>d Property Advisor Fee</p> <p>d Nominees Corporate Services Provider Fee</p> <p>d Nominees Holdco Corporate Services Provider Fee</p> <p>d Nominees Side Letter payments</p> <p>d Nominees Holdco Side Letter payments</p> <p>d Account Bank Fee</p> <p>d Cash Manager Fee</p> <p>d Issuer/Issuer Holdco CSP Fee, Paying Agent Account Bank, Cash Manager (Ongoing Teesport Partnership Facility Fee)</p> <p>d Teesport Distribution Centre Ground Rent payment</p> <p>e Teesport Partnership Loan Interest</p> <p>e Teesport Partnership Swap payment</p> <p>f Teesport Partnership Loan Principal</p> <p>f Interpartnership Loan Principal</p> <p>g Teesport Partnership Swap Termination Amount</p> <p>h Property Pool Manager Fee</p> <p>i Teesport Partnership Expenses Ledger payment</p> <p>j Alteration Adjustment Rent</p> <p>j Substitution Adjustment Rent</p> <p>k Committed Subordinated Loan payment</p> <p>l Teesport Partnership Distribution Account</p>	<p>-</p> <p>1,627.30</p> <p>18,055.00</p> <p>0.00</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>8,921.75</p> <p>-</p> <p>1,396,198.23</p> <p>1,517,915.91</p> <p>0.00</p> <p>366,783.05</p> <p>-</p> <p>-</p> <p>0.00</p> <p>-</p> <p>-</p> <p>-</p> <p>4,388.04</p>	
	<b>Totals</b>	3,313,889.28	3,313,889.28

**12. Issuer Transaction Account 69601927**

12. Issuer Transaction Account 69601927			
Opening Balance		223,343.31 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Apr-15	Credit interest	197.62	Cr
27-Nov-14	HMRC	0.00	Dr
13-Oct-15	Swap	-	Dr
13-Oct-15	Loan and Debt Payments	9,177,581.15	Cr
13-Oct-15	Ongoing Fees	51,768.85	Cr
13-Oct-15	Fees of the Issuer	51,768.85	Dr
13-Oct-15	Bond Payments	9,177,580.59	Dr
13-Oct-15	Issuer Profit	6,250.00	Cr
Closing Balance		229,791.49	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Oct-15			
	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		6,383,991.40
	b Amounts due to Issuer in respect of Partnership Debt		7,781,382.92
	b Ongoing Partnership Facility Fee		47,469.80
	c Funds Due to Issuer under Teesport Partnership Swap Agreement		1,517,915.91
	d All amounts payable to Issuer in respect of Teesport Partnership Loan		1,396,198.23
	d Ongoing Teesport Partnership Facility Fee		10,549.05
	e Any amount due to Issuer under Issuer Swap Agreement		9,177,658.95
	f Interest Received by Issuer on Transaction Account		197.62
	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	44,068.85	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	7,678,971.59	
	d Bond Principal	1,498,609.00	
	d Issuer Swap Provider	7,901,907.31	
	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	198.18	
	<b>Totals</b>	<b>26,315,363.87</b>	<b>26,315,363.87</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	0.932205350052247
Next Factor	0.928659157088123

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