



## 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 2018 to January 2019

IPD 37

Report Date	08-Jan-19
Loan Interest Payment Date	10-Jan-19
Calculation Date	08-Jan-19
Interest Payment Date	14-Jan-19

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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**

Opening Balance			
		-	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
14-Dec-18	Rent Received	880,768.67	Cr
14-Dec-18	Rent Received	6,184,445.97	Cr
10-Jan-19	To Partnership Transaction Account	7,065,214.64	Dr
Closing Balance		0.00	Cr

**2. Partnership VAT Account**

Opening Balance			
		1,413,042.96	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-18	HMRC	1,409,537.28	Dr
27-Sep-18	TSL AP Electronic	1,236,889.22	Cr
20-Dec-18	Tesco Distribution	176,153.74	Cr
Closing Balance		1,416,548.64	Cr

**3. Partnership Transaction Account**

Opening Balance			
		398,061.76	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-19	Credit Interest	3,759.99	Cr
10-Jan-19	Rental income	7,065,214.64	Cr
10-Jan-19	Partnership Swap	497,869.37	Cr
10-Jan-19	Security Trustee Fee	1,500.00	Dr
10-Jan-19	Expenses	23,629.47	Dr
10-Jan-19	Ongoing Fee	15,134.69	Dr
10-Jan-19	Partnership Debt	5,867,110.67	Dr
10-Jan-19	Partnership Debt Principal	1,547,489.20	Dr
10-Jan-19	Property Pool Manager Fee	0.00	Dr
10-Jan-19	Interpartnership Loan Principal	0.00	Cr
10-Jan-19	Partnership Distribution Account	110,041.73	Dr
Closing Balance		400,000.00	Cr

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

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**

Opening Balance			
		398,061.76	
15-Oct	Ledger payment	- 1,938.24	DR
Balance		400,000.00	Cr

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

Date		Funds PAJd Out of account (£)	Funds Received into account (£)
10-Jan-19	<b>Partnership Available Funds</b>		
	a Rental Income		7,065,214.64
	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		3,759.99
	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		-
	<b>Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees	1,500.00	
	Issuer Security Trustee Fee, Bond Trustee , Issuer Operating Fee, Issuer		
	b Profit (Ongoing Partnership Facility Fee)	11,095.17	
	c Partnership Operating Expenses	22,442.70	
	c Teesport JPUT Trustee Operating Expenses	-	
	d Partnership Operator Fee	1,186.77	
	d Property Advisor Fee	-	
	d Nominees Corporate Services Provider Fee	-	
	d Nominees Holdco Corporate Services Provider Fee	-	
	d Depot Propco Corporate Services Provider Fee	-	
	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)	4,039.52	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	1,938.24	
	f Partnership Debt Interest	5,867,110.67	
	f Partnership Swap payment	6,916,808.30	
	g Interpartnership Loan Advance	-	
	g Partnership Debt Principal	1,547,489.20	
	h Partnership Swap Termination Amount	-	
	i Property Pool Manager Fee	-	
	j Partnership Expenses Ledger payment	-	
	k Alteration Adjustment Rent	-	
	k Substitution Adjustment Rent	-	
	l Committed Subordinated Loan payment	-	
	m Remaining Partnership Loan Notes payment	-	
	n Partnership Distribution Account	110,041.73	
	<b>Totals</b>	<b>14,483,652.30</b>	<b>14,483,652.30</b>

### 6. Teesport Rent Account

	Opening Balance		0.00	Cr
<b>DATE</b>	<b>ENTRY DETAILS</b>	<b>AMOUNT (£)</b>	<b>CR/DR</b>	
14-Dec-18	Rent Received	1,669,109.08		Cr
10-Jan-19	Transfer to Transaction Account.	1,669,109.08		Dr
	Closing Balance		0.00	Cr

7. Teesport VAT Account			
Opening Balance		333,821.82	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-18	VAT Payment	332,005.18	Dr
14-Dec-18	VAT Funding	333,821.82	Cr
Closing Balance		335,638.46	Cr

8. Teesport Transaction Account			
Opening Balance		82,194.73	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-19	Credit Interest	1,004.23	CR
10-Oct-18	Transfer from VAT	-	Cr
10-Jan-19	Credit from Teesport Partnership Rent Account	1,669,109.08	Cr
10-Jan-19	Swaps	118,377.98	Cr
10-Jan-19	Ongoing Fee	3,598.60	Dr
10-Jan-19	Expenses	14,733.00	Dr
10-Jan-19	Loan Interest and Principal	1,762,980.79	Dr
10-Jan-19	Interpartnership Loan Principal	-	Dr
Closing Balance		89,373.63	Cr

9. Teesport General Partner Corporation Tax Reserve Account			
Opening Balance		0.00	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
Closing Balance		0.00	Cr

Teesport Partnership Expenses Reserve Ledger - Max GBP 100,000.00			
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
10-Jan-19	Ledger Receipts to date	82,194.73	
	Ledger payment	7,178.90	CR
Balance		89,373.63	Cr

10. Development Reserve Account			
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 (£)
10-Jan-19	<b>Teesport Partnership Available Funds</b>		
	a Rental Income		1,669,109.08
	b Advance from Partnership to the Teesport Partnership per Interpart Loan		-
	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		1,004.23
	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		-
	m Transaction Ac		-
	<b>Teesport Partnership Pre-Enforcement Priority of Payments</b>		
	a Partnership Security Trustee Fees	-	
	Issuer Security Trustee Fee, Bond Trustee Fee Issuer Operating Fee, Issuer Profit		
	b (Ongoing Teesport Partnership Facility Fee)	2,638.12	
	c Teesport Partnership Operating Expenses	14,733.00	
	d Teesport Partnership Operator Fee	-	
	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 (Ongoing Teesport Partnership Facility Fee)	960.48	
	d Teesport Distribution Centre Ground Rent payment	-	
	e Teesport Partnership Loan Interest	1,395,035.79	
	e Teesport Partnership Swap payment	1,644,603.30	
	f Teesport Partnership Loan Principal	367,945.00	
	f Interpartnership Loan Principal	-	
	g Teesport Partnership Swap Termination Amount	-	
	h Property Pool Manager Fee	-	
	i Teesport Partnership Expenses Ledger payment	7,178.90	
	j Alteration Adjustment Rent	-	
	j Substitution Adjustment Rent	-	
	k Committed Subordinated Loan payment	-	
	l Teesport Partnership Distribution Account	-	
	<b>Totals</b>	<b>3,433,094.59</b>	<b>3,433,094.59</b>

### 12. Issuer Transaction Account

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	290,890.77	Cr
17-Dec-19	HMRC	4,783.29	DR
07-Jan-19	Credit Interest	322.28	CR
14-Jan-19	Swap	616,247.35	Dr
14-Jan-19	Swap	616,247.35	Cr
14-Jan-19	Loan and Debt Payments	9,177,580.66	Cr
14-Jan-19	Ongoing Fees	12,483.29	Cr
14-Jan-19	Fees of the Issuer	7,700.00	Dr
14-Jan-19	Bond Payments	9,177,580.74	Dr
14-Jan-19	Issuer Profit (received as part of Ongoing Fee)	6,250.00	Cr
	Closing Balance	297,462.97	Cr

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

Date		Funds PAJd Out of account (£)	Funds Received into account (£)
14-Jan-19	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		6,916,808.30
	b Amounts due to Issuer in respect of Partnership Debt		7,414,599.87
	b Ongoing Partnership Facility Fee		15,134.69
	c Funds Due to Issuer under Teesport Partnership Swap Agreement		1,644,603.30
	d All amounts payable to Issuer in respect of Teesport Partnership Loan		1,762,980.79
	d Ongoing Teesport Partnership Facility Fee		3,598.60
	e Any amount due to Issuer under Issuer Swap Agreement		9,177,658.95
	f Interest Received by Issuer on Transaction Account		-
	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)	4,783.29	
	b Issuer Profit	6,250.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	-	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	7,262,146.74	
	d Bond Principal	1,915,434.00	
	d Issuer Swap Provider	8,561,411.60	
	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	-	
	<b>Totals</b>	<b>26,935,384.58</b>	<b>26,935,384.50</b>

## 14. Note Information

Listing	Irish Stock Exchange
<u>Original Rating</u>	
Moody's	Ba1
Standard and Poor's	BB+
Fitch	BB+
Offered Date	25-Jun-09
Expected Maturity	13-Apr-39
Issue Amount	£430,650,000
ISIN code	XS0425412227
Interest Rate	7.6227%
Current Factor	0.884894982003948
Next Factor	0.880447207709277

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