



## Tesco Property Finance 2 plc

£ 564,500,000 Secured 6.0517 per cent. Bonds due 13 October 2039

Issuer and Partnership Quarterly Report for the period covering April 2015 to July 2015

### IPD 23

Report Date	08-Jul-15
Loan Interest Payment Date	10-Jul-15
Calculation Date	08-Jul-15
Interest Payment Date	13-Jul-15

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 **Issuer Transaction Account**
- 7 **Issuer Pre-Enforcement Priority of Payments**
- 8 **Note Information**

Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 2 plc,  
The Tesco Atrato Limited Partnership,

**1. Partnership Rent Account 69796072**

Opening Balance		0.11 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
23-Sep-09	Initial Deposit on Closing Date	5,000.00	Cr
23-Jun-15	Rent	8,883,565.34	Cr
10-Jul-15	To Partnership Transaction Account	8,883,565.34	Dr
Closing Balance		5,000.11	Cr

Issuer and Partners

**2. Partnership VAT Account 69796099**

Opening Balance		1,805,296.17 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Apr-15	VAT Payment	1,770,001.47	Dr
23-Jun-15	VAT Funding	1,776,713.09	Cr
Closing Balance		1,812,007.79	Cr

**3. Partnership Transaction Account 69796080**

Opening Balance		145,872.60 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jul-15	Credit Interest	622.50	Cr
07-Jul-15	Credit Interest	54.16	Cr
07-Jul-15	Credit Interest	276.68	Cr
10-Jul-15	Transfer from Rent	8,883,565.34	Cr
10-Jul-15	Transfer from Partnership VAT Account	0.00	Cr
10-Jul-15	Trustee Fee	1,500.00	Dr
10-Jul-15	Ongoing Fee	14,838.18	Dr
10-Jul-15	Expenses	30,262.89	Dr
10-Jul-15	Partnership Swap payment	1,532,951.84	Cr
10-Jul-15	Partnership Debt	10,258,558.82	Dr
10-Jul-15	Property Advisor Fee	0.00	Dr
10-Jul-15	Transfer to General	0.00	Dr
Closing Balance		258,183.23	Cr

**4. General Partner Corporation Tax Reserve Account 69796115**

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 (£)
10-Jul-15	<b>Partnership Available Funds</b>		
	a Rental Income		8,883,565.31
	b Funds from Issuer under Partnership Swaps		10,258,582.98
	c From Partnership VAT Account		-
	d From Partnership Disposal Proceeds Account		-
	e From Partnership Insurance Proceeds Account		-
	f Interest received by the Partnership Accounts and Rent Account		953.34
	g Eligible Investment Earnings by Partnership		-
	h Advance under Committed Subordinated Loan Agreement		-
	i Net proceeds of a CPO Disposal or a Mortgage Property		-
	j Net proceeds of a disposal of a Mortgage Property		-
	k 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	
	b Issuer Security Trustee Fee, Bond Trustee, operating expenses of the Issuer (Ongoing Partnership Facility Fee)	9,088.18	
	c Partnership Operating Expenses excluding GP UK Tax	30,262.89	
	d Partnership Operator Fee	-	
	d Property Advisor Fee (Annual 25 K Jan)	-	
	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 Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	5,000.00	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment	6,250.00	
	f Partnership Debt Interest	7,903,531.82	
	f Partnership Swap payment	8,725,631.14	
	g Partnership Debt Principal	2,355,027.00	
	g Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	0.00	
	k Partnership Expenses Ledger payment	106,060.60	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	<b>Totals</b>	<b>19,143,101.63</b>	<b>19,143,101.63</b>

**Expense Reserve Ledger - Max GBP 500,000.00**

Date	Opening Balance	145,872.59
	10-Jul-15	112,310.60 Cr
	Balance	<u>258,183.19</u>

**6. Issuer Transaction Account 69796123**

Opening Balance		74,166.31 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-May-15	Credit interest	135.77	Cr
01-Jun-15	Credit interest	9.47	Cr
01-Jul-15	Credit interest	9.16	Cr
13-Jul-15	Swaps Receipts	1,532,951.84	Cr
13-Jul-15	Partnership Debt	10,258,558.82	Cr
13-Jul-15	Swap Pays	1,532,951.84	Dr
13-Jul-15	Ongoing Fee	14,088.18	Cr
13-Jul-15	HSBC Fee	7,700.00	Dr
13-Jul-15	Issuer Operating Expenses	6,388.18	Dr
13-Jul-15	Issuer Profit	750.00	Cr
13-Jul-15	Notes	10,258,558.81	Dr
Closing Balance		75,070.72	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jul-15			
	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		8,725,631.14
	b Amounts due to Issuer in respect of Partnership Loan		10,273,397.00
	c Any amount due to Issuer under Issuer Swap Agreement		10,258,582.98
	d Interest Received by Issuer on Transaction Account		154.40
	e Eligible Investment Earnings		0.00
	<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	6,388.18	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	0.00	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	7,903,531.81	
	d Bond Principal	2,355,027.00	
	d Issuer Swap Provider	8,725,631.14	
	d Partnership Swap payment	10,258,582.98	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	0.00	
	g Issuer Partnership Swap Termination Amount	0.00	
	h Issuer Transaction Account	154.41	
	<b>Totals</b>	<b>29,257,765.52</b>	<b>29,257,765.52</b>

## 8. Note Information

Listing	Irish Stock Exchange	
<u>Original Rating</u>		
Moody's	A3	
Standard and Poor's	A-	
Fitch	A-	
Offered Date	23-Sep-09	
Expected Maturity	Issuer and Partnership Quarterly Report for the period c	
Issue Amount	£564,500,000	
ISIN code	XS0347919028	08/07/2015
Interest Rate	6.0517%	
Current Factor	0.925422086802480	
Next Factor	0.921250205491585	

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