



Tesco Property Finance 3 plc

£ 958,450,000 Secured 5.744 per cent. Bonds due 13 April 2040

Issuer and Partnership Quarterly Report for the period covering Jan 19 to Apr 19

Report Date	08-Apr-19
Loan Interest Payment Date	10-Apr-19
Calculation Date	08-Apr-19
Interest Payment Date	15-Apr-19

Contents of the Report:

- 1 **Partnership Rent Account**
- 2 **Partnership VAT Account**
- 3 **Partnership Transaction Account**
- 4 **General Partner Corporation Tax Reserve Account**
- 5 **General Partner VAT Transaction Account**
- 6 **Partnership Pre-Enforcement Priority of Payments**
- 7 **Issuer Transaction Account**
- 8 **Issuer Pre-Enforcement Priority of Payments**
- 9 **Bond Information**

Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 3 plc, The Tesco Passaic Limited Partnership, Tesco Passaic (Nominee 1) Limited, Tesco Passaic (Nominee 2) Limited and Tesco Passaic (GP) Limited.

1. Partnership Rent Account

Opening Balance		5,000.00	CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
21-Mar-19	Tesco Store	15,381,456.77	CR
10-Apr-19	Partnership Transaction Ac.	15,381,456.77	DR
Closing Balance		<u>5,000.00</u>	CR

2. Partnership VAT Account

Opening Balance		3,076,291.36	CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
25-Jan-19	VAT Funding	2,978,086.92	DR
21-Mar-19	VAT Funding	3,076,291.36	CR
10-Apr-19	Excess Cash Transfer to Partnership Transaction Account	98,204.44	DR
Closing Balance		<u>3,076,291.36</u>	CR

3. Partnership Transaction Account

Opening Balance		500,000.00	CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
08-Apr-19	Credit Interest	5,780.95	CR
10-Apr-19	Transfer from Partnership VAT Account	98,204.44	CR
10-Apr-19	Transfer from Rent	15,381,456.77	CR
10-Apr-19	Trustee Fee	1,500.00	DR
10-Apr-19	Ongoing Fee	8,450.00	DR
10-Apr-19	Expenses	34,664.92	DR
10-Apr-19	Partnership Swap payment	626,668.38	DR
10-Apr-19	Partnership Debt	14,456,591.67	DR
10-Apr-19	Spenhill	348,959.34	DR
10-Apr-19	Partnership Distribution Ac.	8,607.85	DR
Closing Balance		<u>500,000.00</u>	CR

4. General Partner Corporation Tax Reserve Account

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

5. General Partner VAT Transaction Account

Opening Balance		165,499.81	CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
08-Apr-19	Credit Interest	165.05	CR
Closing Balance		<u>165,664.86</u>	CR

Expense Reserve Ledger - Max GBP 500,000.00

DATE	ENTRY DETAILS		
	Ledger Receipts to date	500,000.00	CR
	Balance	<u>500,000.00</u>	CR

6. Partnership Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received Into account (£)
10-Apr-19	Partnership Available Funds		
	a Rental Income		15,381,456.77
	b Funds from Issuer under Partnership Swaps		14,456,632.00
	c From Partnership VAT Account		98,204.44
	d From Partnership Disposal Proceeds Account		-
	e From Partnership Insurance Proceeds Account		-
	f Interest received by the Partnership Accounts and Rent Account		5,780.95
	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 Account		-
	Partnership Pre-Enforcement Priority of Payments		
	a Partnership Security Trustee Fees	1,500.00	
	Issuer Security Trustee Fee, Bond Trustee, operating expenses of the Issuer (Ongoing Partnership Facility Fee)	2,700.00	
	c Partnership Operating Expenses excluding GP UK Tax	33,745.60	
	d Partnership Operator Fee	919.32	
	d Property Advisor Fee (Annual 25 K Jan)	-	
	d Nominees Corporate Services Provider Fee	-	
	d Nominees Holdco Corporate Services Provider Fee	-	
	d PL Propco Corporate Services Provider Fees	-	
	d Nominees Side Letter payments	-	
	d Nominees Holdco Side Letter payments	-	
	d Account Bank Fee	-	
	d Cash Manager Fee	-	
	Issuer Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	5,000.00	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment (max £6,250)	-	
	f Partnership Debt Interest	13,346,830.67	
	f Partnership Swap payment	15,083,300.38	
	g Partnership Debt Principal	1,109,761.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Property Pool Manager Fee	348,959.34	
	j Partnership Swap Termination Amount	-	
	k Partnership Expenses Ledger payment	-	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	8,607.85	
	Totals	29,942,074.16	29,942,074.16

7. Issuer Transaction Account

Opening Balance		46,909.77	CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-19	Credit Interest	46.72	CR
15-Apr-19	Issuer Swap Pays	626,668.38	DR
15-Apr-19	Partnership Debt	14,456,591.67	CR
15-Apr-19	Partnership Swap Receives	626,668.38	CR
15-Apr-19	Ongoing Fee	8,450.00	CR
15-Apr-19	Operating Expenses Invoices	-	DR
15-Apr-19	HSBC Fee	7,700.00	DR
15-Apr-19	Notes	14,456,591.67	DR
15-Apr-19	Issuer Operating Expenses	-	DR
Closing Balance		47,706.49	CR

8. Issuer Pre-Enforcement Priority of Payments

Date		Funds Paid Out of account (£)	Funds Received into account (£)
15-Apr-19			
	Issuer Available Funds		
	a Funds due to Issuer under Partnership Swap Agreement		15,083,300.38
	b Amounts due to Issuer in respect of Partnership Loan		14,465,041.67
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,632.00
	d Interest Received by Issuer on Transaction Account		-
	e Eligible Investment Earnings		-
	Issuer Pre-Enforcement Priority of Payments		
	a Bond Trustee Fee	1,200.00	
	a Issuer Security Trustee Fee	1,500.00	
	b Issuer Operating Expenses	-	
	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	13,346,830.67	
	d Bond Principal	1,109,761.00	
	d Issuer Swap Provider	15,083,300.38	
	d Partnership Swap payment	14,456,632.00	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	-	
	g Issuer Partnership Swap Termination Amount	-	
	h Issuer Transaction Account	-	
	Totals	44,004,974.05	44,004,974.05

9. Bond Information

Listing	Irish Stock Exchange
<u>Original Rating</u>	
Moody's	Ba1
Standard and Poor's	BB+
Fitch	BB+
Offered Date	07 July 2010
Expected Maturity	13 April 2040
Issue Amount	
ISIN code	XS0512401976
Interest Rate	5.744% p.a.
Current Factor	0.968579761072565
Next Factor	0.967405263707026

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 being directed at Noteholders who are persons with professional experience in matters relating to investments and is not intended for distribution to, or use by, private customers. This document is not intended for distribution in the United States or to U.S. persons.

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 Prudential Regulation Authority/ Financial Conduct Authority Rules, or any liability that it may incur under the Prudential Regulation Authority/ Financial Conduct Authority Rules or the Financial Services and Markets Act 2000 (or any amendment thereof) for breach of any such obligation.

HSBC Bank plc is authorised in the United Kingdom by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation 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.