



## 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 October 2014 - January 2015

### IPD 19

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

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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 70295444**

Opening Balance		5,000.03 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jul-10	Initial Deposit on Closing Date	5,000.00	Cr
23-Mar-15	Rent	14,059,569.60	Cr
10-Apr-15	To Partnership Transaction Account	14,059,569.60	Dr
Closing Balance		5,000.03	Cr

**2. Partnership VAT Account 70295460**

Opening Balance		3,048,538.59 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Jan-15	VAT Payment	2,725,439.57	Dr
23-Mar-15	VAT Funding	2,811,913.96	Cr
Closing Balance		3,135,012.98	Cr

**3. Partnership Transaction Account 70295452**

Opening Balance		123,946.08 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Apr-15	Credit Interest	1,670.06	Cr
10-Apr-15	Transfer from Rent	14,059,569.60	Cr
10-Apr-15	Trustee Fee	1,500.00	Dr
10-Apr-15	Ongoing Fee	14,943.26	Dr
10-Apr-15	Expenses	33,368.55	Dr
10-Apr-15	Partnership Swap payment	669,595.12	Cr
10-Apr-15	Partnership Debt	14,456,591.26	Dr
10-Apr-15	Spenhill	218,181.71	Dr
Closing Balance		130,196.08	Cr

**4. General Partner Corporation Tax Reserve Account 70295487**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
Closing Balance		0.00	Cr

**5. General Partner VAT Transaction Account 70298993**

Opening Balance		164,576.77	Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
07-Jan-15	Credit Interest	62.22	CR
Closing Balance		<u>164,638.99</u>	Cr

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

DATE			
10/10/2014		6,250.00	
10/01/2015		117,696.08	
10/04/2015		<u>6,250.00</u>	
	Balance	130,196.08	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
10-Apr-15	<b>Partnership Available Funds</b>		
	a Rental Income		14,059,569.60
	b Funds from Issuer under Partnership Swaps		14,456,632.00
	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		1,670.06
	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)	2,700.00	
	c Partnership Operating Expenses excluding GP UK Tax	-	
	d Partnership Operator Fee	12,536.45	
	d Property Advisor Fee (Annual 25 K Jan)	-	
	d Nominees Corporate Services Provider Fee	20,832.10	
	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	-	
	d Issuer Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	11,493.26	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment (max £6,250)	6,250.00	
	f Partnership Debt Interest	13,573,195.26	
	f Partnership Swap payment	13,787,036.88	
	g Partnership Debt Principal	883,396.00	
	g Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	218,181.71	
	k Partnership Expenses Ledger payment	-	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account	-	
	<b>Totals</b>	<b>28,517,871.66</b>	<b>28,517,871.66</b>

**7. Issuer Transaction Account 70295495**

Opening Balance		34,654.94 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Apr-15	Credit Interest	72.37	Cr
13-Apr-15	Swaps Receipts	669,595.12	Cr
13-Apr-15	Partnership Debt	14,456,591.26	Cr
13-Apr-15	Swap Pays	669,595.12	Dr
13-Apr-15	Ongoing Fee	14,943.26	Cr
13-Apr-15	HSBC Fee	7,700.00	Dr
13-Apr-15	Notes	14,456,591.27	Dr
13-Apr-15	Issuer Operating Expenses	6,493.26	Dr
	Closing Balance	<u>35,477.30</u>	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Apr-15	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		13,787,036.88
	b Amounts due to Issuer in respect of Partnership Loan		14,471,534.52
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,632.00
	d Interest Received by Issuer on Transaction Account		72.37
	e 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	0.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	6,493.26	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	13,573,195.27	
	d Bond Principal	883,396.00	
	d Issuer Swap Provider	13,787,036.88	
	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	72.36	
	<b>Totals</b>	<b>42,715,275.77</b>	<b>42,715,275.77</b>

## 9. Bond Information

Listing Irish Stock Exchange

Original Rating

Moody's A3

Standard and Poor's A-

Fitch A-

Offered Date 07 July 2010

Expected Maturity 13 April 2040

Issue Amount £958,450,000

ISIN code XS0512401976

Interest Rate 5.744% p.a.

Current Factor 0.985262859825760

Next Factor 0.984327931556158

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