



## **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 18**

Report Date	13-Jan-15
Loan Interest Payment Date	12-Jan-15
Calculation Date	08-Jan-15
Interest Payment Date	13-Jan-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 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 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-Dec-14	Rent	14,059,569.60	Cr
12-Jan-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-Oct-14	VAT Payment	2,811,663.96	Dr
23-Dec-14	VAT Funding	2,811,913.96	Cr
Closing Balance		3,048,788.59	Cr

**3. Partnership Transaction Account 70295452**

Opening Balance		6,250.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Jan-15	Credit Interest	1,565.53	Cr
12-Jan-15	Transfer from Rent	14,059,569.60	Cr
12-Jan-15	Trustee Fee	1,500.00	Dr
12-Jan-15	Ongoing Fee	39,501.96	Dr
12-Jan-15	Expenses	24,777.30	Dr
12-Jan-15	Partnership Swap payment	669,595.12	Cr
12-Jan-15	Partnership Debt	14,456,591.24	Dr
12-Jan-15	Spenhill	90,663.67	Dr
Closing Balance		123,946.08	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**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	164,576.77	Cr
	Closing Balance	164,576.77	Cr

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

DATE			
13/10/2014		6,250.00	
13/01/2015		117,696.08	
	Balance	123,946.08	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
12-Jan-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		1,565.53
	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)	21,862.00	
	c Partnership Operating Expenses excluding GP UK Tax	-	
	d Partnership Operator Fee	24,777.30	
	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	-	
	d Issuer Account Bank, PPA CM, CSP Fee (Ongoing Partnership Facility Fee)	16,889.96	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment (max £6,250)	6,250.00	
	f Partnership Debt Interest	13,585,701.24	
	f Partnership Swap payment	13,787,036.88	
	g Partnership Debt Principal	870,890.00	
	g Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Partnership Swap Termination Amount	-	
	j Property Pool Manager Fee	90,663.67	
	k Partnership Expenses Ledger payment	111,446.08	
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account		
	<b>Totals</b>	<b>28,517,767.13</b>	<b>28,517,767.13</b>

### 7. Issuer Transaction Account 70295495

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Opening Balance	33,712.92	Cr
06-Jan-15	Credit Interest	192.03	Cr
12-Jan-15	Swaps Receipts	669,595.12	Cr
12-Jan-15	Partnership Debt	14,456,591.24	Cr
12-Jan-15	Swap Pays	669,595.12	Dr
12-Jan-15	Ongoing Fee	39,501.96	Cr
13-Jan-15	HSBC Fee	7,700.00	Dr
13-Jan-15	Notes	14,456,591.25	Dr
13-Jan-15	SFM	11,889.96	Dr
13-Jan-15	Issuer Operating Expenses	19,162.00	Dr
	Closing Balance	34,654.94	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jan-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		14,496,093.20
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,632.00
	d Interest Received by Issuer on Transaction Account		192.03
	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	19,162.00	
	c Issuer/Issuer Holdco Corporate Services Provider Fee	11,889.96	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	13,585,701.25	
	d Bond Principal	870,890.00	
	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	192.02	
	<b>Totals</b>	42,739,954.11	42,739,954.11

## 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
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ISIN code	XS0512401976
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Interest Rate	5.744% p.a.
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Current Factor	0.987093196306536
Next Factor	0.986184552141478

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