



## **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 2015 - January 2016**

### **IPD 22**

Report Date	07-Jan-16
Loan Interest Payment Date	11-Jan-16
Calculation Date	07-Jan-16
Interest Payment Date	13-Jan-16

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		5,000.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
23-Dec-15	Rent	14,197,842.31	Cr
11-Jan-16	To Partnership Transaction Account	14,197,842.31	Dr
Closing Balance		5,000.00	Cr

**2. Partnership VAT Account 70295460**

Opening Balance		2,894,308.93 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
29-Oct-15	VAT Payment	2,839,043.46	Dr
23-Dec-15	VAT Funding	2,839,568.50	Cr
Closing Balance		2,894,833.97	Cr

**3. Partnership Transaction Account 70295452**

Opening Balance		385,099.63 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Jan-16	Credit Interest	1,705.55	Cr
11-Jan-16	Transfer from Rent	14,197,842.31	Cr
11-Jan-16	Trustee Fee	1,500.00	Dr
11-Jan-16	Ongoing Fee	36,196.27	Dr
11-Jan-16	Expenses	8,630.55	Dr
11-Jan-16	Partnership Swap payment	534,002.71	Cr
11-Jan-16	Partnership Debt	14,456,591.44	Dr
11-Jan-16	Spenhill	251,357.83	Dr
Closing Balance		364,374.11	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		164,823.76 Cr
DATE	ENTRY DETAILS	AMOUNT (£) CR/DR
Closing Balance		164,823.76 Cr

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

DATE			
	Ledger Receipts to date	385,099.61	
11/01/2016		-	20,725.52
	Balance	364,374.09	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
11-Jan-16	<b>Partnership Available Funds</b>		
	a Rental Income		14,197,842.31
	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		1,705.55
	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	8,630.55	
	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)	32,746.27	
	d Headlease payment	-	
	e Partnership Expenses Ledger payment (max £6,250)	6,250.00	
	f Partnership Debt Interest	13,534,589.44	
	f Partnership Swap payment	13,922,629.29	
	g Partnership Debt Principal	922,002.00	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Property Pool Manager Fee	251,357.83	
	j Partnership Swap Termination Amount	-	
	k Partnership Expenses Ledger payment	-	26,975.52
	l Alteration Adjustment Rent	-	
	m Committed Subordinated Loan payment	-	
	n Partnership Distribution Account		
	<b>Totals</b>	<b>28,656,179.86</b>	<b>28,656,179.86</b>

**7. Issuer Transaction Account 70295495**

Opening Balance		37,361.12 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
06-Jan-16	Credit Interest	73.90	Cr
13-Jan-16	Swaps Receipts	534,002.71	Cr
13-Jan-16	Partnership Debt	14,456,591.44	Cr
13-Jan-16	Swap Pays	534,002.71	Dr
13-Jan-16	Ongoing Fee	36,196.27	Cr
13-Jan-16	HSBC Fee	7,700.00	Dr
13-Jan-16	Notes	14,456,591.44	Dr
13-Jan-16	Issuer Operating Expenses	27,746.27	Dr
Closing Balance		38,185.02	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
13-Jan-16	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		13,922,629.29
	b Amounts due to Issuer in respect of Partnership Loan		14,492,787.71
	c Any amount due to Issuer under Issuer Swap Agreement		14,456,632.00
	d Interest Received by Issuer on Transaction Account		73.90
	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	27,746.27	
	c Paying Agent Fee	500.00	
	c Account Bank Fee	750.00	
	c Cash Manager Fee	3,750.00	
	d Bond Interest	13,534,589.44	
	d Bond Principal	922,002.00	
	d Issuer Swap Provider	13,922,629.29	
	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	73.90	
	<b>Totals</b>	42,872,122.90	42,872,122.90

## 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	£958,450,000
ISIN code	XS0512401976
Interest Rate	5.744% p.a.
Current Factor	0.985262859825760
Next Factor	0.984327931556158

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