



## Tesco Property Finance 5 plc

£ 450,500,000 Secured 5.6611 per cent. Bonds due 13 October 2041

Issuer and Partnership Quarterly Report for the period covering July 2012 to October 2012

### IPD 2

Report Date	09-Oct-12
Loan Interest Payment Date	10-Oct-12
Calculation Date	08-Oct-12
Interest Payment Date	15-Oct-12

Contents of the Report:

- 1 **Partnership Rent Account**
- 2 **Partnership Disposal Proceeds Account**
- 3 **Partnership Insurance Proceeds Account**
- 4 **Partnership VAT Account**
- 5 **Partnership Transaction Account**
- 6 **Woolwich Development Reserve Account**
- 7 **General Partner Corporation Tax Reserve Account**
- 8 **General Partner VAT Transaction Account**
- 9 **Partnership Pre-Enforcement Priority of Payments**
- 10 **Issuer Transaction Account**
- 11 **Issuer Pre-Enforcement Priority of Payments**
- 12 **Bond Information**

Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Tesco Property Finance 5 plc, The Tesco Sarum Limited Partnership, Tesco Sarum (Nominee 1) Limited, Tesco Sarum (Nominee 2) Limited and Tesco Sarum (GP) Limited.

**1. Partnership Rent Account 71381569**

Opening Balance		4,000.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
20-Jun-12	Rent	4,714,462.25	Cr
10-Oct-12	To Partnership Transaction Account	4,714,462.25	Dr
Closing Balance		<u>4,000.00</u>	Cr

Issuer and Partnership Q

**2. Partnership Disposal Proceeds Account**

**3. Partnership Insurance Proceeds Account**

**4. Partnership VAT Account 71381601**

Opening Balance		942,892.45 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
27-Jul-12	VAT Payment	942,892.45	Dr
26-Sep-12	VAT Funding	942,892.45	Cr
Closing Balance		<u>942,892.45</u>	Cr

**5. Partnership Transaction Account 71381636**

Opening Balance		239,646.78 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
08-Oct-12	Credit Interest	7,577.97	Cr
10-Oct-12	Transfer from Rent	4,714,462.25	Cr
10-Oct-12	Trustee Fee	1,500.00	Dr
10-Oct-12	Ongoing Fee	37,633.08	Dr
10-Oct-12	Expenses	73,672.17	Dr
10-Oct-12	Partnership Swap payment	1,939,582.91	Cr
10-Oct-12	Partnership Debt	6,544,660.00	Dr
Closing Balance		<u>243,804.66</u>	Cr

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

Date  
10-Oct-12 155,804.65 Cr

Balance 155,804.65

**6. Woolwich Development Reserve Account 71381585**

Opening Balance		0.00 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
31-Jan-12	From Closing	23,811,311.00	Cr
22-Aug-12	Spen Hill Regeneration	1.00	Dr
23-Aug-12	Spen Hill Regeneration	9,323,149.00	Dr
Closing Balance		<u>14,488,161.00</u>	Cr

**7. General Partner Corporation Tax Reserve Account 71381679**

**8. General Partner VAT Transaction Account 71381542**

DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
09/04/12		31.27	Cr
09/07/12		0.01	Cr
08/10/12		0.01	
	Closing Balance	31.29	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
10-Oct-12	<b>Partnership Available Funds</b>		
	a Rental Income		4,714,462.25
	b Funds from Issuer under Partnership Swaps		6,544,660.00
	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		7,577.97
	g Eligible Investment Earnings by Partnership		-
	h Advance under Partnership Expenses Facility		-
	i Net proceeds of a CPO Disposal or a Mortgage Property		-
	j From 3rd anniversary of Closing, funds from Subordinated Loan Reserve Ledger		-
	k Net proceeds of a disposal of a Mortgage Property		-
	l Any other sums standing to the credit of the Partnership Transaction Ac		195,646.78
	<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)	31,883.08	
	c Partnership Operating Expenses excluding GP UK Tax	-	
	d Partnership Operator Fee	10,280.00	
	d Property Advisor Fee (Annual 40K)	-	
	d Nominees Corporate Services Provider Fee	44,400.00	
	d Nominees Holdco Corporate Services Provider Fee	15,392.17	
	d Nominees Side Letter payments	3,600.00	
	d Nominees Holdco Side Letter payments	-	
	d Account Bank Fee	-	
	d Cash Manager Fee	-	
	d Woolwich 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 (max £6,250)	6,250.00	
	f Partnership Debt Interest	6,352,959.15	
	f Partnership Swap payment	4,605,077.09	
	g Partnership Debt Principal	191,700.85	
	Issuer Partnership Swap Termination Amount (Ongoing Partnership Facility Fee)	750.00	
	i Property Pool Manager Fee (reserved)	44,000.00	
	j Partnership Swap Termination Amount	-	
	k Partnership Expenses Ledger payment	149,554.65	
	l Alteration Adjustment Rent	-	
	m Substitution Adjustment Rent	-	
	n Credited to Subordinated Loan Reserve Ledger	-	
	o Payments to the Subordinated Loan Facility Provider	-	
	p Partnership Distribution Account	-	
	<b>Totals</b>	<b>11,462,347.00</b>	<b>11,462,347.00</b>

**10. Issuer Transaction Account 71755583**

Opening Balance		18,591.37 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
08-Oct-12	Credit interest	87.73	Cr
15-Oct-12	Swaps Receipts	11,149,737.09	Cr
15-Oct-12	Swap Pays	11,149,737.09	Dr
15-Oct-12	Partnership Debt	6,581,543.08	Cr
15-Oct-12	Expenses	36,883.08	Dr
15-Oct-12	Notes	6,544,601.77	Dr
15-Oct-12	Issuer Profit	750.00	Cr
	Closing Balance	19,487.33	Cr

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

Date		Funds Paid Out of account (£)	Funds Received into account (£)
15-Oct-12			
	<b>Issuer Available Funds</b>		
	a Funds due to Issuer under Partnership Swap Agreement		4,605,077.09
	b Amounts due to Issuer in respect of Partnership Loan		6,582,293.08
	c Any amount due to Issuer under Issuer Swap Agreement		6,544,660.00
	d Interest Received by Issuer on Transaction Account		87.93
	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	29,183.08	
	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	6,352,900.92	
	d Bond Principal	191,700.85	
	d Issuer Swap Provider	4,605,077.09	
	d Partnership Swap payment	6,544,660.00	
	e Issuer Profit	750.00	
	f Swap Subordinated Amounts	-	
	g Issuer Partnership Swap Termination Amount	-	
	h Issuer Transaction Account	146.16	
	<b>Totals</b>	<b>17,732,118.10</b>	<b>17,732,118.10</b>

## 12. Bond Information

Listing	Irish Stock Exchange
<u>Original Rating</u>	
Moody's	A3
Standard and Poor's	A-
Offered Date	31 January 2012
Expected Maturity	Issuer and Partnership Quarterly Report for the period
Issue Amount	£450,500,000
ISIN code	XS0735866583
Interest Rate	5.6611%
Current Factor	0.996406270721421
Next Factor	0.995980741642619

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

HSBC Bank plc is authorised and regulated in the United Kingdom by the Financial Services 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.