

Delamare Finance Plc

£382,500,000 Class A Secured 5.5457% Bonds due 2029

£200,000,000 Class B1 Secured 6.0670% Bonds due 2029

£50,000,000 Class B2 Secured Floating Rate Bonds due 2029

Cash Manager Quarterly Report for the period covering 05 April 2011 to 05 July 2011

Report Date	30-Jun-11
Interest Determination Date	05-Apr-11
Accrual Start Date	05-Apr-11
Accrual End Date	05-Jul-11
Accrual Period	91
Interest Payment Date	05-Jul-11
LIBOR	0.82375%

Contents of the Report:

- 1 Borrower Transaction Account**
- 2 Borrower Distribution Account**
- 3 Borrower VAT Account**
- 4 Borrower Insurance Proceeds Account**
- 5 Borrower Disposal Proceeds Account**
- 6 Borrower Priority of Payments**
- 7 Issuer Transaction Account**
- 8 Issuer Priority of Payments**
- 9 Note Information**

Prepared by HSBC Bank plc acting as Cash Manager for and on behalf of Delamare Finance plc

1. Borrower Transaction Account (No.58556762)			
	Opening Balance		0.00 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
02-May-11	Interest	43.79	CR
24-Mar-11	Tesco Stores	13,344,184.67	CR
01-Jul-11	Interest	98.53	CR
05-Jul-11	Lloyds LF Fee	273,979.99	DR
05-Jul-11	SFM Fee	6,819.60	DR
05-Jul-11	HSBC Trsutee	3,500.00	DR
05-Jul-11	State Street Global Services (formerly Mourant)	9,516.00	DR
05-Jul-11	Ongoing Facility Fee	68,331.00	DR
05-Jul-11	Issuer Transaction Account (Loan Interest)	9,004,921.00	DR
	Closing Balance	3,977,259.40	CR
	Borrower Distribution Account (Borrower Distribution Amount)	3,977,259.40	DR
	Closing Balance	0.00	CR

2. Borrower Distribution Account (No.58556770)			
	Opening Balance		4,429,727.26 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
26-Apr-11	HMRC VAT	2,224,030.78	DR
02-May-11	Interest	87.21	CR
20-May-11	Borrower Distribution	82,691.25	DR
01-Jun-11	Interest	52.96	CR
01-Jul-11	Interest	51.74	CR
05-Jul-11	Borrower Transaction Account	3,977,259.40	CR
	Closing Balance	6,100,456.54	CR

3. Borrower VAT Account (No.58556789)			
	Opening Balance		0.00 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
		0.00	CR
		0.00	DR
	Closing Balance	0.00	CR

4. Borrower Insurance Proceeds Account (No.58556797)			
	Opening Balance		0.00 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Closing Balance	0.00	CR

5. Borrower Disposal Proceeds Account (No.58556805)			
	Opening Balance		0.00 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
	Closing Balance	0.00	CR

6. Borrower Priority of Payments			
Date		Funds Paid Out of account (£)	Funds Received into account (£)
05-Jul-11	Opening Balance		142.32
	Total Borrower Collections		13,344,184.67
	Invoices paid inter-period	0.00	
	1 Borrower Security Trustee Fees	3,500.00	
	2 Issuer Bond Trustee Fee (Ongoing Facility Fee)	5,500.00	
	2 Issuer Security Trustee Fee (Ongoing Facility Fee)	0.00	
	3 Borrower Cash Manager Fees	0.00	
	3 Borrower Account Bank Fee	0.00	
	3 Issuer Cash Manager (Ongoing Facility Fee)	0.00	
	3 Issuer Account Bank (Ongoing Facility Fee)	0.00	
	3 Issuer Note Principal Paying Agent (Ongoing Facility Fee)	0.00	
	3 Borrower Operator Fees	0.00	
	3 SFM Corporate Service Fees	6,819.60	
	3 The Irish Stock Exchange Limited (EUR 88.80) (Ongoing Facility Fee)	1,843.49	
	3 SFM Accounting Fees (Ongoing Facility Fee)	0.00	
	3 SFM Corporate Service Fees (Issuer)	23,501.76	
	3 SFM Corporate Service Fees (Issuer)	0.00	
	3 Standard & Poor's (Ongoing Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fee	0.00	
	3 Moody's Investor Services Ltd (Ongoing Facility Fee)	16,485.75	
	3 Fitch Ratings (Annual Surveillance Fee)	12,000.00	
	3 Fitch Ratings (Ongoing Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	
	3 Issuer Corporate Services Fee (Ongoing Facility Fee)	0.00	
	3 Companies House Penalty (Ongoing Facility Fee)	0.00	
	3 Issuer Bank Charges (Ongoing Facility Fee)	0.00	
	3 Issuer Corporation Tax (Ongoing Facility Fee)	0.00	
	3 General Partner Corp Tax	0.00	
	3 State Street Global Services Operating Fee (formerly Maurant)	9,516.00	
	3 State Street Global Services Charitable Trust	0.00	
	3 Liquidity Lloyds	0.00	
	3 Knight Frank	0.00	
	3 Norton Rose (Ongoing Facility Fee)	0.00	
	4 Ground Rent - Headlease properties	0.00	
	5 Liquidity Facility Provider	273,979.99	
	5 Borrower Swap Payments	0.00	
	6 Loan A Interest	5,239,863.00	
	6 Loan B1 Interest	2,996,877.00	
	6 Loan B2 Interest	768,181.00	
	7 Loan A Principal	0.00	
	7 Loan B Principal	0.00	
	8 Issuer Swap Payments	0.00	
	8 Liquidity Subordinated Amount	0.00	
	9 Stamp Duty	0.00	
	10 Alteration Adjustment Rent	0.00	
	11 Borrower Liabilities (PWC Audit Fees)	0.00	
	12 Creditors of Subordinated Debt	0.00	
	13 Property Pool Manager Fees	0.00	
	14 Borrower Distribution Amount	3,977,259.40	
	Totals	13,335,326.99	13,344,326.99

7. Issuer Transaction Account (No.58556636)			
	Opening Balance		443,422.38 CR
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
02-May-11	Interest	10.61	CR
01-Jun-11	Interest	10.32	CR
01-Jul-11	Interest	10.32	CR
05-Jul-11	Borrower Transaction Account (Loan Interest)	9,004,921.00	CR
05-Jul-11	Borrower Transaction Account (Ongoing Facility Fee)	68,331.00	CR
05-Jul-11	Trustee	5,500.00	DR
05-Jul-11	Issuer Corporate Services Fee	23,501.76	DR
05-Jul-11	Issuer Cash Manager (Ongoing Facility Fee)	0.00	DR
05-Jul-11	Issuer Account Bank (Ongoing Facility Fee)	0.00	DR
05-Jul-11	Issuer Note Principal Paying Agent (Ongoing Facility Fee)	0.00	DR
05-Jul-11	SFM Accounting Fees (Ongoing Facility Fee)	0.00	DR
05-Jul-11	SFM Corporate Service Fees (Issuer)	0.00	DR
05-Jul-11	Standard & Poor's (Ongoing Facility Fee)	9,000.00	DR
05-Jul-11	Moody's Investor Services Ltd (Ongoing Facility Fee)	16,485.75	DR
05-Jul-11	Fitch Ratings (Annual Fee)	12,000.00	DR
05-Jul-11	Mourant (Charitable Trust)	0.00	DR
05-Jul-11	PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	DR
05-Jul-11	PricewaterhouseCoopers Audit Fees (On going Facility Fee)	0.00	DR
05-Jul-11	Norton Rose	0.00	DR
05-Jul-11	Issuer Corporate Services Fee (Ongoing Facility Fee)	0.00	DR
05-Jul-11	Irish Stock Exchange	1,843.49	DR
05-Jul-11	Bond Payments	8,565,945.00	DR
05-Jul-11	Interest Rate Swap (Payment)	523,193.91	DR
	Closing Balance	359,235.72	CR

8. Issuer Priority of Payments			
Date		Funds Paid Out of account (£)	Funds Received into account (£)
05-Jan-10	Opening Balance		443,453.63
	Total Collections		9,004,921.00
	Ongoing Facility Fee		68,331.00
	Swap Payment	523,193.91	
	Paid inter-period	0.00	
1	Issuer Note Trustee Fee	5,500.00	
1	Issuer Security Trustee Fee	0.00	
2	Issuer Cash Manager	0.00	
2	Issuer Account Bank	0.00	
2	Issuer Note Principal Paying Agent	0.00	
2	Issuer Corporate Services Fee	23,501.76	
2	Issuer Accounting Services Fee	0.00	
2	SFM Accounting Fee	0.00	
2	Fitch Ratings Ltd Fee	12,000.00	
2	Standard & Poor's Fee	9,000.00	
2	Moody's Investor Services Ltd Fee	16,485.75	
2	Irish Stock Exchange (€88.80)	1,843.49	
2	PricewaterhouseCoopers Audit Fees	0.00	
2	PricewaterhouseCoopers Audit Fees	0.00	
2	Mourant	0.00	
2	Norton Rose	0.00	
2	Moody's Investor Services Ltd Fee	0.00	
2	Corporation Tax	0.00	
3	Bank Charges	0.00	
3	Interest Rate Swap Payment	0.00	
3	Loan Issuer Company Fee	0.00	
4	Class A Bond Interest	5,288,445.00	
4	Class B1 Bond Interest	3,025,200.00	
4	Class B2 Bond Interest	252,300.00	
5	Class A Bond Principal	0.00	
5	Class B Bond Principal	0.00	
6	Swap Subordinated Amounts	0.00	
7	Borrower Break amount	0.00	
8	Surplus funds to Issuer	359,235.72	
	Totals	9,516,705.63	9,516,705.63

9. Note Information

Listing	Irish Stock Exchange		
	<u>Class A</u>	<u>Class B1</u>	<u>Class B2</u>
<u>Original Rating</u>			
Moody's	A3	N/A	N/A
S & P	A-	N/A	N/A
Fitch	A-	N/A	N/A
Offered Date	07-Apr-04	07-Apr-04	07-Apr-04
Expected Maturity	19-Feb-29	19-Feb-29	19-Feb-29
Issue Amount	£382,500,000	£200,000,000	£50,000,000
ISIN code	XS0190042522	XS0190043090	XS0190043769
Base Rate	N/A	N/A	0.82375%
Margin	N/A	N/A	1.2%
Coupon Rate	5.5457%	6.0670%	2.02375%
Previous Factor	1.00	1.00	1.00
Current Factor	1.00	1.00	1.00

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