

**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 from 7th Apr 2014 to 7th Jul 2014**

Report Date	03-Jul-14
Interest Determination Date	07-Apr-14
Accrual Start Date	07-Apr-14
Accrual End Date	07-Jul-14
Accrual Period	91
Interest Payment Date	07-Jul-14
LIBOR	0.52594%

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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
01-May-14	Interest	70.74	Cr
19-Jun-14	Tesco Stores	14,370,226.37	Cr
01-Jul-14	Interest	141.49	Cr
07-Jul-14	Issuer Transaction Account (Loan Interest)	9,104,976.00	Dr
07-Jul-14	Ongoing Facility Fee	74,915.86	Dr
07-Jul-14	State Street Global Services (formerly Mourant)	9,516.00	Dr
07-Jul-14	State Street Global Services (formerly Mourant)	1,800.00	Dr
07-Jul-14	Ashurst LLP	7,200.00	Dr
07-Jul-14	Structured Finance Management	4,239.60	Dr
07-Jul-14	Lloyds Bank	68,307.34	Dr
07-Jul-14	HSBC Borrower Cash Manager/Account Bank & Paying Agent Fee	4,000.00	Dr
07-Jul-14	HSBC Trustee Fee	6,123.75	Dr
	Closing Balance	5,089,360.05	Cr
	Borrower Distribution Account (Borrower Distribution Amount)	5,089,360.05	Dr
	Closing Balance	0.00	Cr

**2. Borrower Distribution Account (No.58556770)**

Opening Balance		12,432,079.15 Cr	
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
23-Apr-14	VAT account transfer	2,383,451.73	Dr
01-May-14	Interest	324.00	Cr
02-Jun-14	Interest	326.31	Cr
01-Jul-14	Interest	295.72	Cr
07-Jul-14	Borrower Transaction Account	5,089,360.05	Cr
	Closing Balance	15,138,933.50	Cr

**3. Borrower VAT Account (No.58556789)**

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

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

**6. Borrower Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
07-Jul-14	Opening Balance		212.23
	Total Borrower Collections		14,370,226.37
	Ongoing Facility Fee	0.00	
	Invoices paid inter-period	0.00	
	1 Borrower Security Trustee Fees	6,123.75	
	2 Issuer Bond Trustee Fee (Ongoing Facility Fee)	0.00	
	2 Issuer Security Trustee Fee (Ongoing Facility Fee)	0.00	
	3 Borrower Cash Manager Fees	3,000.00	
	3 Borrower Account Bank Fee	1,000.00	
	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	7,200.00	
	3 SFM Corporate Service Fees	4,239.60	
	3 The Irish Stock Exchange Limited (Ongoing Facility Fee)	0.00	
	3 SFM Accounting Fees (Ongoing Facility Fee)	0.00	
	3 SFM Corporate Service Fees (Issuer/Ongoing Facility Fee)	74,915.86	
	3 SFM Corporate Service Fees (Issuer/Ongoing Facility Fee)	0.00	
	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)	0.00	
	3 Fitch Ratings (Annual Surveillance Fee)	0.00	
	3 Fitch Ratings (Ongoing Facility Fee)	0.00	
	3 PricewaterhouseCoopers Audit Fees (Ongoing 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 Mourant)	11,316.00	
	3 State Street Global Services Charitable Trust	0.00	
	3 Liquidity Lloyds	68,307.34	
	3 BLP (Ongoing Fee)	0.00	
	3 Norton Rose (Ongoing Facility Fee)	0.00	
	4 Ground Rent - Headlease properties	0.00	
	5 Liquidity Facility Provider	0.00	
	5 Borrower Swap Payments	0.00	
	6 Loan A Interest	5,298,083.00	
	6 Loan B1 Interest	3,030,176.00	
	6 Loan B2 Interest	776,717.00	
	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	5,089,360.05	
	<b>Totals</b>	<b>14,370,438.60</b>	<b>14,370,438.60</b>

**7. Issuer Transaction Account (No.58556636)**

7. Issuer Transaction Account (No.58556636)			
	Opening Balance		4,136,396.67 Cr
DATE	ENTRY DETAILS	AMOUNT (£)	CR/DR
01-May-14	Interest	101.27	Cr
15-May-14	Morgan Stanley Capital Services	249.43	Dr
02-Jun-14	Interest	108.10	Cr
01-Jul-14	Interest	97.97	Cr
07-Jul-14	Borrower Transaction Account (Loan Interest)	9,104,976.00	Cr
07-Jul-14	Borrower Transaction Account (Ongoing Facility Fee)	74,915.86	Cr
07-Jul-14	Borrower Transaction Account (Ongoing Facility Fee)	0.00	Cr
07-Jul-14	Delamare Corporation Tax	0.00	Cr
07-Jul-14	Trustee	0.00	Dr
07-Jul-14	Issuer Corporate Services Fee	0.00	Dr
07-Jul-14	Issuer Cash Manager (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	Issuer Note Trustee Fee (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	SFM Accounting Fees (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	SFM Corporate Service Fees (Issuer/Ongoing Facility Fee)	24,276.32	Dr
07-Jul-14	SFM Corporate Service Fees (Issuer)	0.00	Dr
07-Jul-14	Standard & Poor's (Ongoing Facility Fee)	9,000.00	Dr
07-Jul-14	Delamare Corporation Tax	0.00	Dr
07-Jul-14	Moody's Investor Services Ltd (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	Fitch Ratings (Annual Fee)	12,000.00	Dr
07-Jul-14	Mourant (Charitable Trust)	0.00	Dr
07-Jul-14	PricewaterhouseCoopers Audit Fees (Ongoing Facility Fee)	29,400.00	Dr
07-Jul-14	Norton Rose	0.00	Dr
07-Jul-14	Issuer Corporate Services Fee (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	Issuer Bank Charges	239.54	Dr
07-Jul-14	Issuer Security Trustee Fee (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	Irish Stock Exchange (Ongoing Facility Fee)	0.00	Dr
07-Jul-14	Bond Payments	8,528,795.00	Dr
07-Jul-14	Interest Rate Swap (Payment)	560,318.16	Dr
	Closing Balance	4,152,715.01	Cr
	<i>23/11/2012 Collateral posted plus interest earned as at 1 Apr 2014</i>	3,500,134.21	Cr

**8. Issuer Priority of Payments**

Date		Funds Paid Out of account (£)	Funds Received into account (£)
07-Jul-14	Opening Balance		636,717.96
	Total Collections		9,104,976.00
			74,915.86
	Ongoing Facility Fee		0.00
			0.00
	Swap Payment	560,318.16	0.00
	Paid inter-period	0.00	
	1 Issuer Note Trustee Fee	0.00	
	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	0.00	
	2 Issuer Corporate Services Fee	24,276.32	
	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	0.00	
	2 Irish Stock Exchange	0.00	
	2 PricewaterhouseCoopers Audit Fees	29,400.00	
	2 Mourant	0.00	
	2 Knight Frank	0.00	
	2 Moody's Investor Services Ltd Fee	0.00	
	2 Corporation Tax	0.00	
	3 Bank Charges	239.54	
	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	215,150.00	
	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	652,580.80	
	<b>Totals</b>	9,816,609.82	9,816,609.82

**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	Baa2	N/A	N/A
S & P	BBB+	N/A	N/A
Fitch	BBB	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	0.52594%
Margin	N/A	N/A	1.2%
Coupon Rate	5.5457%	6.0670%	1.72594%
Previous Factor	1.00	1.00	1.00
Current Factor	1.00	1.00	1.00

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