

Issuer and Partnership Quarterly Report

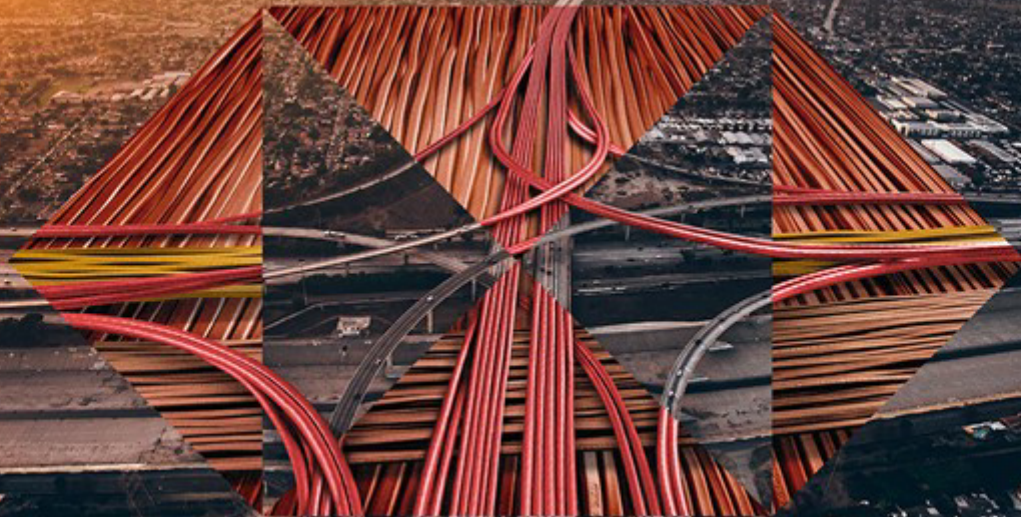
Tesco Property Finance 1 Plc

GBP 430,650,000.00 Notes due October 2039

Payment Date: 15-Jul-2019

Reporting Date: 08-Jul-2019

Cash Manager: HSBC Bank plc



Contents

| | Page |
|--|------|
| Contents | 2 |
| Transaction Details | 3 |
| Loan Report | 4 |
| Partnership Reserve Account | 5 |
| Partnership Accounts | 6 |
| Partnership Available Funds | 8 |
| Partnership Pre-Enforcement Priority of Payments | 9 |
| Teesport Expense Reserve | 11 |
| Teesport Accounts | 12 |
| Teesport Available Funds | 14 |
| Teesport Pre-Enforcement Priority of Payments | 15 |
| Bond Report | 17 |
| Bond Ratings | 18 |
| Issuer Accounts | 19 |
| Issuer Available Funds | 20 |
| Issuer Pre-Enforcement Priority of Payments | 21 |
| Disclaimer | 22 |

Transaction Details

| Key Dates | |
|----------------------------|----------------------------|
| Closing Date | Thursday, 25 June, 2009 |
| Calculation Date | Monday, 8 July, 2019 |
| Calculation Period (start) | Monday, 8 April, 2019 |
| Calculation Period (end) | Monday, 8 July, 2019 |
| Interest Period (start) | Monday, 15 April, 2019 |
| Interest Period (end) | Monday, 15 July, 2019 |
| Current Payment Date | Monday, 15 July, 2019 |
| Next Payment Date | Monday, 14 October, 2019 |
| Final Maturity Date | Thursday, 13 October, 2039 |

| HSBC Contact Details | |
|----------------------|--|
| Role | Client Service Manager |
| Name | Arijeet Das, CFA |
| Email | arijeet.das@hsbc.com |
| Group Email | ctla.securitisation@hsbc.com |
| Telephone | +44 (0) 207 991 3754 |

| Period Day Counts | |
|-------------------------|----|
| Calculation Period Days | 91 |
| Interest Period Days | 91 |

| Transaction Parties | |
|-----------------------|---|
| Issuer | Tesco Property Finance 1 Plc |
| The Partnership | The Teesport Limited Partnership |
| The Partnership | The Tesco Blue Limited Partnership |
| Cash Manager | HSBC Bank plc |
| Account Bank | HSBC Bank plc |
| Property Advisor | Cushman & Wakefield LLP |
| Swap Provider | Tesco |
| Property Pool Manager | Spen Hill Management Limited |
| Partnership Operator | Crestbridge Property Partnerships Ltd |
| Trustee | HSBC Corporate Trustee Company (UK) Limited |

Loan Report

| Class | Partnership Loan | Teesport Loan |
|------------------------------|--------------------|--------------------|
| Currency | GBP | GBP |
| ISIN | | |
| Payment Frequency | Quarterly | Quarterly |
| Current Payment Date | 15-Jul-2019 | 15-Jul-2019 |
| Interest Accrual Method | Actual/Actual ICMA | Actual/Actual ICMA |
| Final Maturity Date | 13-Jul-2039 | 13-Jul-2039 |
| Current Period Rates: | | |
| Reference Index | Fixed Rate | Fixed Rate |
| Index Determination Date | N/A | N/A |
| Index Rate | 7.62270% | 7.62270% |
| Margin | 0.00000% | 0.00000% |
| Total Coupon | 7.62270% | 7.62270% |
| Transaction Amounts: | | |
| Original Issue Size | £345,628,056.00 | £85,021,944.00 |
| Opening Balance for Period | £304,751,253.52 | £72,461,385.00 |
| Beginning Pool Factor | 0.88173 | 0.85227 |
| Principal Repayments | £1,607,031.41 | £382,102.00 |
| Closing Balance for Period | £303,144,222.11 | £72,079,283.00 |
| Ending Pool Factor | 0.87708 | 0.84777 |
| Prior Unpaid Interest | £0.00 | £0.00 |
| Interest on Prior Unpaid | £0.00 | £0.00 |
| Current Interest Due | £5,807,568.45 | £1,380,878.50 |
| Total Interest Paid | £5,807,568.45 | £1,380,878.50 |
| Unpaid Interest | £0.00 | £0.00 |

Partnership Expense Reserve

| Partnership Expenses Reserve Ledger | |
|--|--------------|
| Opening Balance | £ 400,000.00 |
| Debits to the Partnership Expenses Reserve Ledger | - |
| Credits to the Partnership Expenses Reserve Ledger | - |
| Closing Balance | £ 400,000.00 |

Partnership Accounts

| Partnership Rent Account | |
|---|----------------|
| Opening Balance | - |
| Debits to the Partnership Rent Account | £ 7,240,511.24 |
| Credits to the Partnership Rent Account | £ 7,240,511.24 |
| Closing Balance | - |

| Partnership Disposal Proceeds Account | |
|--|---|
| Opening Balance | - |
| Debits to the Partnership Disposal Proceeds Account | - |
| Credits to the Partnership Disposal Proceeds Account | - |
| Closing Balance | - |

| Partnership Insurance Proceeds Account | |
|---|---|
| Opening Balance | - |
| Debits to the Partnership Insurance Proceeds Account | - |
| Credits to the Partnership Insurance Proceeds Account | - |
| Closing Balance | - |

| Partnership VAT Account | |
|--|----------------|
| Opening Balance | £ 1,447,754.30 |
| Debits to the Partnership VAT Account | £ 1,412,639.74 |
| Credits to the Partnership VAT Account | £ 1,448,102.24 |
| Closing Balance | £ 1,483,216.80 |

Partnership Accounts**Partnership Transaction Account**

| | |
|--|----------------|
| Opening Balance | £ 400,001.00 |
| Debits to the Partnership Transaction Account | £ 7,570,152.60 |
| Credits to the Partnership Transaction Account | £ 7,570,152.60 |
| Closing Balance | £ 400,001.00 |

General Partner Corporation Tax Reserve

| | |
|--|---|
| Opening Balance | - |
| Debits to the General Partner Corporation Tax Reserve | - |
| Credits to the General Partner Corporation Tax Reserve | - |
| Closing Balance | - |

General Partner VAT Transaction Account

| | |
|--|---|
| Opening Balance | - |
| Debits to the General Partner VAT Transaction Account | - |
| Credits to the General Partner VAT Transaction Account | - |
| Closing Balance | - |

Partnership Available Funds

| Partnership Available Funds | |
|---|----------------------|
| (a) Rental Income Received by the Partnership | £ 7,240,511.24 |
| (b) the amount payable to the Partnership by the Issuer under Swap Agreement the amount payable to the Partnership by the Issuer under Swap Agreement | £ 7,414,677.67 |
| (c) Amount transferred from the Partnership VAT account | - |
| (d) Amount to be transferred from the Partnership Disposal Account | - |
| (e) Amount to be transferred from the Partnership Insurance Proceeds Account | - |
| (f) Interest received on the Partnership Accounts and Rent Account | £ 3,568.10 |
| (g) Eligible Investment Earnings by Partnership | - |
| (h) Any advance of the Partnership Expenses Loan | - |
| (i) any net proceeds of a CPO Disposal of a Mortgaged Property | - |
| (j) Funds recorded on the Subordinated Reserve Ledger | - |
| (k) any net proceeds of a disposal of a Mortgage Property | - |
| (l) Any other sums standing to credit of the Partnership Transaction Account | - |
| Total Available Interest Proceeds | 14,658,757.01 |

Partnership Pre-Enforcement Priority of Payments

| Partnership Pre-Enforcement Priority of Payments | Amounts Paid | Available Funds |
|--|----------------|-----------------|
| | | £ 14,658,757.01 |
| (a) in or towards satisfaction of any fees to the Partnership Security Trustee | £ 1,500.00 | £ 14,657,257.01 |
| (b) in or towards satisfaction of Issuer Trustee and other Expenses (Ongoing Partnership Facility Fee) | £ 45,041.17 | £ 14,612,215.84 |
| (c) in or towards satisfaction of any operating expenses incurred by the Partnership (excluding GP UK Tax) | £ 24,026.45 | £ 14,588,189.39 |
| (d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 14,588,189.39 |
| (i) Partnership Operator Fee | £ 919.32 | £14,587,270.07 |
| (ii) Partnership Property Advisor Fee | - | £ 14,587,270.07 |
| (iii) Nominees/Nominees Holdco Corporate Services Provider Fee | - | £ 14,587,270.07 |
| (iv) Nominees/Nominees Holdco Side Letter Fee | - | £ 14,587,270.07 |
| (v) Account Bank Fee | - | £ 14,587,270.07 |
| (vi) Cash Manger Fee | - | £ 14,587,270.07 |
| (vii) Issuer Corporate Services Provider, Paying Agent, Account Bank and Cash Manager (Ongoing Partnership Facility Fee) | £ 4,012.82 | £ 14,583,257.25 |
| (viii) any amounts due in respect of any ground rent due under Headlease of a Mortgage Property | - | £ 14,583,257.25 |
| (e) Partnership Expenses Ledger payment (max £6,250) | - | £ 14,583,257.25 |
| (f) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 14,583,257.25 |
| (i) Partnership Loan Interest | £ 5,807,568.45 | £ 8,775,688.80 |
| (ii) Partnership Swap Payment | £ 7,088,604.41 | £ 1,687,084.39 |
| (g) in towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 1,687,084.39 |
| (i) Interpartnership Loan Advance | - | £ 1,687,084.39 |
| (ii) Partnership Principal Payment | £ 1,607,031.41 | £ 80,052.98 |
| (h) Partnership Swap Termination Amount | - | £ 80,052.98 |

Partnership Pre-Enforcement Priority of Payments

| Partnership Pre-Enforcement Priority of Payments | Amounts Paid | Available Funds |
|---|------------------------|-----------------|
| (i) Partnership Property Pool Manager | - | £ 80,052.98 |
| (j) Partnership Expense Reserve Ledger Payment | - | £ 80,052.98 |
| (k) Alteration Adjustment Rent/ Substitution Adjustment Rent Payment | - | £ 80,052.98 |
| (l) any amount due and payable by the Partnership to the Subordinated Loan Facility | - | £ 80,052.98 |
| (m) Remaining Partnership Loan Notes payment | - | £ 80,052.98 |
| (n) Partnership Distribution Account | £ 80,052.98 | - |
| Total Distribution Amount | £ 14,658,757.01 | |

Teesport Expense Reserve

| Teesport Expense Reserve Ledger | |
|--|-------------|
| Opening Balance | £ 96,367.37 |
| Debits to the Teesport Expense Reserve Ledger | £ 2,590.76 |
| Credits to the Teesport Expense Reserve Ledger | - |
| Closing Balance | £ 93,776.61 |

Teesport Accounts

Teesport Rent Account

| | |
|--------------------------------------|----------------|
| Opening Balance | - |
| Debits to the Teesport Rent Account | £ 1,710,521.71 |
| Credits to the Teesport Rent Account | £ 1,710,521.71 |
| Closing Balance | - |

Teesport VAT Account

| | |
|-------------------------------------|--------------|
| Opening Balance | £ 337,615.45 |
| Debits to the Teesport VAT Account | £ 333,821.82 |
| Credits to the Teesport VAT Account | £ 342,104.34 |
| Closing Balance | £ 345,897.97 |

Teesport Transaction Account

| | |
|---|----------------|
| Opening Balance | £ 96,367.37 |
| Debits to the Teesport Transaction Account | £ 1,791,586.86 |
| Credits to the Teesport Transaction Account | £ 1,788,996.10 |
| Closing Balance | £ 93,776.61 |

Teesport GP Corporation Tax Reserve

| | |
|--|---|
| Opening Balance | - |
| Debits to the Teesport GP Corporation Tax Reserve | - |
| Credits to the Teesport GP Corporation Tax Reserve | - |
| Closing Balance | - |

Teesport Accounts

| Development Account | |
|------------------------------------|---|
| Opening Balance | - |
| Debits to the Development Account | - |
| Credits to the Development Account | - |
| Closing Balance | - |

Teesport Available Funds

| Teesport Available Funds | |
|--|-----------------------|
| (a) the Rental Income received by the Teesport Partnership | £ 1,710,521.71 |
| (b) Amounts due by the Partnership to the Teesport Partnership | £ 1,762,981.28 |
| (c) the amount payable to the Teesport Partnership from the Issuer under the Teesport Partnership Swap | - |
| (d) any amount to be transferred from the Teesport Partnership VAT Account | - |
| (e) Amounts to be transferred from the Teesport Partnership Disposal Account | - |
| (f) Amounts to be transferred from the Teesport Partnership Insurance Account | - |
| (g) Interest received on the Teesport Partnership Accounts and Partnership Rent Account | £ 944.22 |
| (h) Eligible Investments earnings by Teesport Partnership | - |
| (i) any advance of the Teesport Expenses Loan | - |
| (j) any net proceeds in respect of a CPO Disposal of a Mortgage Property | - |
| (k) Net Disposal Proceeds not required to be transferred to Disposal Proceeds Account | - |
| (l) Any other sums standing to credit of the Teesport Transaction Account | £ 2,590.76 |
| (m) Amounts to be transferred from Teesport Accounts to Teesport Transaction Account | - |
| Total Available Interest Proceeds | £ 3,477,037.97 |

Teesport Pre-Enforcement Priority of Payments

| Teesport Pre-Enforcement Priority of Payments | Amounts Paid | Available Funds |
|---|----------------|-----------------|
| | | £ 3,477,037.97 |
| (a) in or towards satisfaction of any fees to the Partnership Security Trustee | - | £ 3,477,037.97 |
| (b) in or towards satisfaction of Issuer Trustee and other Expenses (Ongoing Teesport Facility Fee) | £ 11,080.43 | £ 3,465,957.54 |
| (c) in or towards satisfaction of any operating expenses incurred by Teesport (excluding GP UK Tax) | £ 16,538.75 | £ 3,449,418.79 |
| (d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 3,449,418.79 |
| (i) Teesport Operator Fee | - | £ 3,449,418.79 |
| (ii) Teesport Property Advisor Fee | - | £ 3,449,418.79 |
| (iii) Nominees/Nominees Holdco Corporate Services Provider Fee | - | £ 3,449,418.79 |
| (iv) Nominees/Nominees Holdco Side Letter Fee | - | £ 3,449,418.79 |
| (v) Account Bank Fee | - | £ 3,449,418.79 |
| (vi) Cash Manger Fee | - | 3,449,418.79 |
| (vii) Issuer Corporate Services Provider, Paying Agent, Account Bank and Cash Manager (Ongoing Teesport Facility Fee) | £ 987.18 | £ 3,448,431.61 |
| (viii) Teesport Distribution Centre Ground Rent Payment | - | £ 3,448,431.61 |
| (e) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 3,448,431.61 |
| (i) Teesport Loan Interest | £ 1,380,878.50 | £ 2,067,553.11 |
| (ii) Teesport Swap Payment | £ 1,685,451.11 | £ 382,102.00 |
| (f) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 382,102.00 |
| (i) Teesport Partnership Loan Principal Payment | £ 382,102.00 | - |
| (ii) Teesport Interpartnership Loan Principal Payment | - | - |
| (g) Teesport Partnership Swap Termination Amount | - | - |

Teesport Pre-Enforcement Priority of Payments

| Teesport Pre-Enforcement Priority of Payments | Amounts Paid | Available Funds |
|--|---------------------|-----------------|
| (h) Teesport Partnership Property Pool Manager Fee | - | - |
| (i) Teesport Partnership Expense Reserve Ledger Payment | - | - |
| (j) Alteration Adjustment Rent/ Substitution Adjustment Rent Payment | - | - |
| (k) any amount due and payable by the Teesport Partnership to the Subordinated Loan Facility | - | - |
| (l) any excess into the Teesport Partnership Distribution Account | - | - |
| Total Distribution Amount | 3,477,037.97 | |

Bond Report

| Class | BOND |
|------------------------------|--------------------|
| Currency | GBP |
| ISIN | |
| Payment Frequency | Quarterly |
| Current Payment Date | 15-Jul-2019 |
| Interest Accrual Method | Actual/Actual ICMA |
| Final Maturity Date | 13-Jul-2039 |
| Current Period Rates: | |
| Reference Index | Fixed Rate |
| Index Determination Date | N/A |
| Index Rate | 7.62270% |
| Margin | 0.00000% |
| Total Coupon | 7.62270% |
| Transaction Amounts: | |
| Original Issue Size | £430,650,000.00 |
| Opening Balance for Period | £377,212,641.65 |
| Beginning Pool Factor | 0.87591 |
| Principal Repayments | £1,989,133.00 |
| Closing Balance for Period | £375,223,508.65 |
| Ending Pool Factor | 0.87130 |
| Prior Unpaid Interest | £0.00 |
| Interest on Prior Unpaid | £0.00 |
| Current Interest Due | £7,188,447.24 |
| Total Interest Paid | £7,188,447.24 |
| Unpaid Interest | £0.00 |

Bond Ratings

| Original Ratings | S&P | Fitch | Moody's | DBRS |
|------------------|-----|-------|---------|------|
| BOND | BB+ | BB+ | Ba1 | n/a |

| Current Ratings | S&P | Fitch | Moody's | DBRS |
|-----------------|-----|-------|---------|------|
| BOND | BB+ | BBB- | Baa3 | n/a |

Issuer Accounts

| Issuer Transaction Account | |
|---|----------------|
| Opening Balance | £ 304,033.38 |
| Debits to the Issuer Transaction Account | £ 9,636,391.75 |
| Credits to the Issuer Transaction Account | £ 9,642,641.87 |
| Closing Balance | £ 310,620.12 |

Issuer Available Funds

| Issuer Available Funds | |
|--|----------------------|
| (a) any amount payable to the Issuer under the Partnership Swap Agreement | £ 7,088,604.41 |
| (b) all interest, principal payable to the Issuer in respect of the Partnership Loan | £ 7,463,653.85 |
| (c) any amount payable to the Issuer under the Teesport Partnership Swapt | £ 1,685,451.11 |
| (d) All amounts payable to the Issuer in respect of Teesport Partnership Loan | £ 1,775,048.11 |
| (e) any amount payable to the Issuer under the Issuer Swap Agreement | £ 9,177,658.95 |
| (f) interest received by the issuer on the Issuer Transaction Account | £ 336.49 |
| (g) the earnings and proceeds from the Issuer making any Eligible Investmentst | - |
| Total Available Interest Proceeds | 27,190,752.92 |

Issuer Pre-Enforcement Priority of Payments

| Issuer Pre-Enforcement Priority of Payments | Amounts Paid | Available Funds |
|--|------------------------|-----------------|
| | | £ 27,190,752.92 |
| (a) in or towards satisfaction of amounts due in respect of the fees and any other amounts payable by the Issuer to the: | - | £ 27,190,752.92 |
| (i) Bond Trustee | £ 1,200.00 | £ 27,189,552.92 |
| (ii) Security Trustee | £ 1,500.00 | £ 27,188,052.92 |
| (b) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 27,188,052.92 |
| (i) Issuer Operating Expenses | £ 47,171.59 | £ 27,140,881.33 |
| (ii) The amount of £6,250 (Issuer Profit) | £ 6,250.00 | £ 27,134,631.33 |
| (c) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 27,134,631.33 |
| (i) Issuer/Issuer Holdco Corporate Services Provider | - | £ 27,134,631.33 |
| (ii) Paying Agent | £ 500.00 | £ 27,134,131.33 |
| (iii) Account Bank | £ 750.00 | £ 27,133,381.33 |
| (iv) Cash Manager | £ 3,750.00 | £ 27,129,631.33 |
| (d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of: | - | £ 27,129,631.33 |
| (i) Bond Interest Payment | £ 7,188,447.24 | £ 19,941,184.09 |
| (ii) Bond Principal Payment | £ 1,989,133.00 | £ 17,952,051.09 |
| (iii) Issuer Swap Provider | £ 8,774,055.52 | £ 9,177,995.57 |
| (iv) Partnership Swap Payment | £ 7,414,677.67 | £ 1,763,317.90 |
| (v) Teesport Swap Payment | £ 1,762,981.28 | £ 336.62 |
| (e) Issuer Swap Subordinated Amounts | - | £ 336.62 |
| (f) Issuer/ Partnership Termination Amounts | - | £ 336.62 |
| (g) Issuer Transaction Account | £ 336.62 | - |
| Total Distribution Amount | £ 27,190,416.30 | |

Disclaimer

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 being directed at Noteholders who are persons with professional experience in matters relating to investments and is not intended for distribution to, or use by, private customers. This document is not intended for distribution in the United States or to U.S. persons.

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

HSBC Bank plc is authorised in the United Kingdom by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation 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.