

Issuer and Partnership Quarterly Report

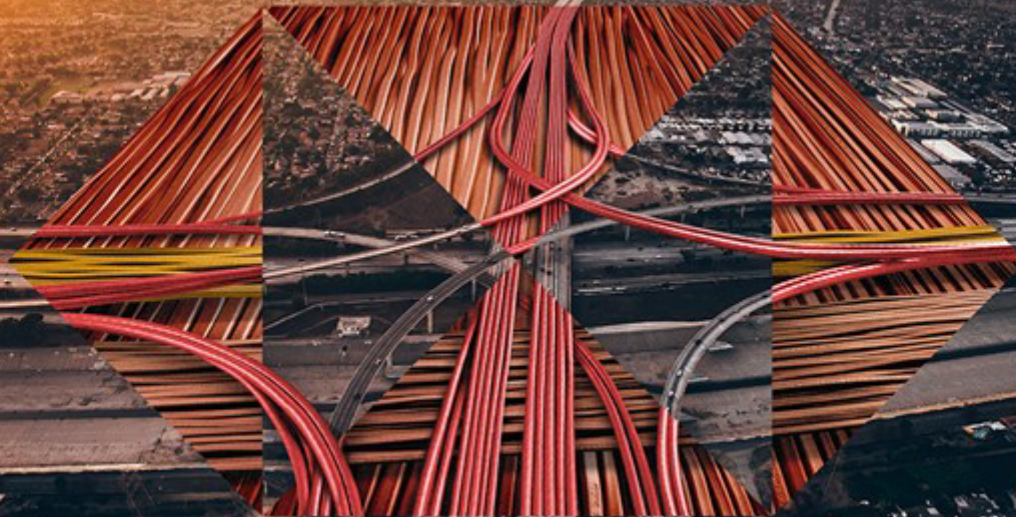
Tesco Property Finance 1 Plc

GBP 430,650,000.00 Notes due October 2039

Payment Date: 14-Oct-2019

Reporting Date: 08-Oct-2019

Cash Manager: HSBC Bank plc



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Transaction Details

Key Dates	
Closing Date	Thursday, 25 June, 2009
Calculation Date	Tuesday, 8 October, 2019
Calculation Period (start)	Monday, 8 July, 2019
Calculation Period (end)	Tuesday, 8 October, 2019
Interest Period (start)	Monday, 15 July, 2019
Interest Period (end)	Monday, 14 October, 2019
Current Payment Date	Monday, 14 October, 2019
Next Payment Date	Monday, 13 January, 2020
Final Maturity Date	Thursday, 13 October, 2039

HSBC Contact Details	
Role	Client Service Manager
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Period Day Counts	
Calculation Period Days	92
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	14-Oct-2019	14-Oct-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	£303,144,222.11	£72,079,283.00
Beginning Pool Factor	0.87708	0.84777
Principal Repayments	£1,637,656.21	£389,384.00
Closing Balance for Period	£301,506,565.90	£71,689,899.00
Ending Pool Factor	0.87234	0.84319
Prior Unpaid Interest	£0.00	£0.00
Interest on Prior Unpaid	£0.00	£0.00
Current Interest Due	£5,776,943.65	£1,373,596.88
Total Interest Paid	£5,776,943.65	£1,373,596.88
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	£ 7,245,129.24
Credits to the Partnership Rent Account	£ 7,245,129.24
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	£ 1,483,216.80
Debits to the Partnership VAT Account	£ 1,420,397.94
Credits to the Partnership VAT Account	£ 1,448,102.24
Closing Balance	£ 1,510,921.10

Partnership Accounts

Partnership Transaction Account	
Opening Balance	£ 400,001.00
Debits to the Partnership Transaction Account	£ 7,571,202.50
Credits to the Partnership Transaction Account	£ 7,571,202.50
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	£ 7,245,129.24
(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	-
(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	14,659,806.91

Partnership Pre-Enforcement Priority of Payments

Partnership Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
		£ 14,659,806.91
(a) in or towards satisfaction of any fees to the Partnership Security Trustee	£ 1,500.00	£ 14,658,306.91
(b) in or towards satisfaction of Issuer Trustee and other Expenses (Ongoing Partnership Facility Fee)	£ 7,182.95	£ 14,651,123.96
(c) in or towards satisfaction of any operating expenses incurred by the Partnership (excluding GP UK Tax)	£ 14,942.00	£ 14,636,181.96
(d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 14,636,181.96
(i) Partnership Operator Fee	£ 919.31	£14,635,262.65
(ii) Partnership Property Advisor Fee	£ 31,329.60	£ 14,603,933.05
(iii) Nominees/Nominees Holdco Corporate Services Provider Fee	-	£ 14,603,933.05
(iv) Nominees/Nominees Holdco Side Letter Fee	-	£ 14,603,933.05
(v) Account Bank Fee	-	£ 14,603,933.05
(vi) Cash Manger Fee	-	£ 14,603,933.05
(vii) Issuer Corporate Services Provider, Paying Agent, Account Bank and Cash Manager (Ongoing Partnership Facility Fee)	£ 4,012.82	£ 14,599,920.23
(viii) any amounts due in respect of any ground rent due under Headlease of a Mortgage Property	-	£ 14,599,920.23
(e) Partnership Expenses Ledger payment (max £6,250)	-	£ 14,599,920.23
(f) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 14,599,920.23
(i) Partnership Loan Interest	£ 5,776,943.65	£ 8,822,976.58
(ii) Partnership Swap Payment	£ 7,088,604.41	£ 1,734,372.17
(g) in towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 1,734,372.17
(i) Interpartnership Loan Advance	-	£ 1,734,372.17
(ii) Partnership Principal Payment	£ 1,637,656.21	£ 96,715.96
(h) Partnership Swap Termination Amount	-	£ 96,715.96

Partnership Pre-Enforcement Priority of Payments

Partnership Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
(i) Partnership Property Pool Manager	£ 96,715.96	-
(j) Partnership Expense Reserve Ledger Payment	-	-
(k) Alteration Adjustment Rent/ Substitution Adjustment Rent Payment	-	-
(l) any amount due and payable by the Partnership to the Subordinated Loan Facility	-	-
(m) Remaining Partnership Loan Notes payment	-	-
(n) Partnership Distribution Account	-	-
Total Distribution Amount	£ 14,659,806.91	

Teesport Expense Reserve

Teesport Expense Reserve Ledger	
Opening Balance	£ 93,776.61
Debits to the Teesport Expense Reserve Ledger	-
Credits to the Teesport Expense Reserve Ledger	-
Closing Balance	£ 95,017.16

Teesport Accounts

Teesport Rent Account	
Opening Balance	-
Debits to the Teesport Rent Account	£ 1,714,847.71
Credits to the Teesport Rent Account	£ 1,714,847.71
Closing Balance	-

Teesport VAT Account	
Opening Balance	£ 345,897.97
Debits to the Teesport VAT Account	£ 340,201.05
Credits to the Teesport VAT Account	£ 342,104.34
Closing Balance	£ 347,801.26

Teesport Transaction Account	
Opening Balance	£ 93,776.61
Debits to the Teesport Transaction Account	£ 1,791,137.33
Credits to the Teesport Transaction Account	£ 1,792,377.88
Closing Balance	£ 95,017.16

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	£ 1,714,847.71
(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	-
(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	-
(m) Amounts to be transferred from Teesport Accounts to Teesport Transaction Account	-
Total Available Interest Proceeds	£ 3,477,828.99

Teesport Pre-Enforcement Priority of Payments

Teesport Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
		£ 3,477,828.99
(a) in or towards satisfaction of any fees to the Partnership Security Trustee	-	£ 3,477,828.99
(b) in or towards satisfaction of Issuer Trustee and other Expenses (Ongoing Teesport Facility Fee)	£ 1,767.06	£ 3,476,061.93
(c) in or towards satisfaction of any operating expenses incurred by Teesport (excluding GP UK Tax)	£ 13,162.35	£ 3,462,899.58
(d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 3,462,899.58
(i) Teesport Operator Fee	-	£ 3,462,899.58
(ii) Teesport Property Advisor Fee	-	£ 3,462,899.58
(iii) Nominees/Nominees Holdco Corporate Services Provider Fee	-	£ 3,462,899.58
(iv) Nominees/Nominees Holdco Side Letter Fee	-	£ 3,462,899.58
(v) Account Bank Fee	-	£ 3,462,899.58
(vi) Cash Manger Fee	-	3,462,899.58
(vii) Issuer Corporate Services Provider, Paying Agent, Account Bank and Cash Manager (Ongoing Teesport Facility Fee)	£ 987.18	£ 3,461,912.40
(viii) Teesport Distribution Centre Ground Rent Payment	-	£ 3,461,912.40
(e) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 3,461,912.40
(i) Teesport Loan Interest	£ 1,373,596.88	£ 2,088,315.52
(ii) Teesport Swap Payment	£ 1,685,451.11	£ 402,864.41
(f) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 402,864.41
(i) Teesport Partnership Loan Principal Payment	£ 389,384.00	£ 13,480.41
(ii) Teesport Interpartnership Loan Principal Payment	-	£ 13,480.41
(g) Teesport Partnership Swap Termination Amount	-	£ 13,480.41

Teesport Pre-Enforcement Priority of Payments

Teesport Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
(h) Teesport Partnership Property Pool Manager Fee	£ 12,239.86	£ 1,240.55
(i) Teesport Partnership Expense Reserve Ledger Payment	£ 1,240.55	-
(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	3,477,828.99	

Bond Report

Class	BOND
Currency	GBP
ISIN	XS0425412227
Payment Frequency	Quarterly
Current Payment Date	14-Oct-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	£375,223,508.65
Beginning Pool Factor	0.87130
Principal Repayments	£2,027,040.00
Closing Balance for Period	£373,196,468.65
Ending Pool Factor	0.86659
Prior Unpaid Interest	£0.00
Interest on Prior Unpaid	£0.00
Current Interest Due	£7,150,540.60
Total Interest Paid	£7,150,540.60
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	£ 310,620.12
Debits to the Issuer Transaction Account	£ 9,588,884.03
Credits to the Issuer Transaction Account	£ 9,595,134.17
Closing Balance	£ 316,870.41

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	£ 7,425,795.63
(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	£ 1,765,735.12
(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	-
(g) the earnings and proceeds from the Issuer making any Eligible Investmentst	-
Total Available Interest Proceeds	27,143,245.22

Issuer Pre-Enforcement Priority of Payments

Issuer Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
		£ 27,143,245.22
(a) in or towards satisfaction of amounts due in respect of the fees and any other amounts payable by the Issuer to the:	-	£ 27,143,245.22
(i) Bond Trustee	£ 1,200.00	£ 27,142,045.22
(ii) Security Trustee	£ 1,500.00	£ 27,140,545.22
(b) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 27,140,545.22
(i) Issuer Operating Expenses	-	£ 27,140,545.22
(ii) The amount of £6,250 (Issuer Profit)	£ 6,250.00	£ 27,134,295.22
(c) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 27,134,295.22
(i) Issuer/Issuer Holdco Corporate Services Provider	-	£ 27,134,295.22
(ii) Paying Agent	£ 500.00	£ 27,133,795.22
(iii) Account Bank	£ 750.00	£ 27,133,045.22
(iv) Cash Manager	£ 3,750.00	£ 27,129,295.22
(d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 27,129,295.22
(i) Bond Interest Payment	£ 7,150,540.60	£ 19,978,754.62
(ii) Bond Principal Payment	£ 2,027,040.00	£ 17,951,714.62
(iii) Issuer Swap Provider	£ 8,774,055.52	£ 9,177,659.10
(iv) Partnership Swap Payment	£ 7,414,677.67	£ 1,762,981.43
(v) Teesport Swap Payment	£ 1,762,981.28	£ 0.15
(e) Issuer Swap Subordinated Amounts	-	£ 0.15
(f) Issuer/ Partnership Termination Amounts	-	£ 0.15
(g) Issuer Transaction Account	£ 0.15	-
Total Distribution Amount	£ 27,143,245.07	

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