

**Issuer and Partnership Quarterly Report**

**Tesco Property Finance 3 Plc**

**GBP 958,450,000 Notes due April 2040**

**Payment Date: 13-Jan-2020**

**Reporting Date: 08-Jan-2020**

**Cash Manager: HSBC Bank plc**



## Contents

	Page
Contents	2
Transaction Details	3
Loan Report	4
Reserves	5
Partnership Accounts	6
Partnership Available Funds	8
Partnership Pre-Enforcement Priority of Payments	9
Bond Report	10
Bond Ratings	11
Issuer Accounts	12
Issuer Available Funds	13
Issuer Pre-Enforcement Priority of Payments	14
Disclaimer	15

## Transaction Details

Key Dates	
Closing Date	Wednesday, 7 July, 2010
Calculation Date	Wednesday, 8 January, 2020
Calculation Period (start)	Tuesday, 8 October, 2019
Calculation Period (end)	Wednesday, 8 January, 2020
Interest Period (start)	Monday, 14 October, 2019
Interest Period (end)	Monday, 13 January, 2020
Current Payment Date	Monday, 13 January, 2020
Next Payment Date	Tuesday, 14 April, 2020
Final Maturity Date	Friday, 13 April, 2040

HSBC Contact Details	
Role	Client Service Manager
Name	Arjeet Das
Email	<a href="mailto:arjeet.das@hsbc.com">arjeet.das@hsbc.com</a>
Group Email	<a href="mailto:ctla.securitisation@hsbc.com">ctla.securitisation@hsbc.com</a>
Telephone	0207 991 3754

Period Day Counts	
Calculation Period Days	92 days
Interest Period Days	91 days

Transaction Parties	
Issuer	Tesco Property Finance 3 Plc
The Partnership	The Tesco Passaic Limited Partnership
Cash Manager	HSBC Bank plc
Account Bank	HSBC Bank plc
Property Advisor	Cushman & Wakefield LLP
Issuer 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	FACILITY
Currency	GBP
ISIN	
Payment Frequency	Quarterly
Current Payment Date	13-Jan-2020
Interest Accrual Method	Actual/Actual ICMA
Final Maturity Date	13-Apr-2040
<b>Current Period Rates:</b>	
Reference Index	Fixed Rate
Index Determination Date	N/A
Index Rate	5.74400%
Margin	0.00000%
Total Coupon	5.74400%
<b>Transaction Amounts:</b>	
Original Issue Size	£ 958,450,000.00
Opening Balance for Period	£ 926,067,713.00
Beginning Pool Factor	0.96621
Principal Repayments	£ 1,158,259.00
Closing Balance for Period	£ 924,909,454.00
Ending Pool Fctor	0.96501
Prior Unpaid Interest	£ 0.00
Interest on Prior Unpaid	£ 0.00
Current Interest Due	£ 13,298,332.36
Total Interest Paid	£ 13,298,332.35
Unpaid Interest	£ 0.01

## Partnership Reserves

Partnership Expenses Reserve Ledger	
Opening Balance	£ 500,000.00
Debits to the Partnership Expenses Reserve Ledger	£ 0.00
Credits to the Partnership Expenses Reserve Ledger	£ 0.00
Closing Balance	£ 500,000.00

## Partnership Accounts

### Partnership Rent Account

Opening Balance	£ 5,000.00
Debits to the Partnership Rent Account	£ 15,767,719.97
Credits to the Partnership Rent Account	£ 15,767,719.97
Closing Balance	£ 5,000.00

### 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	£ 3,152,617.90
Debits to the Partnership VAT Account	£ 3,152,617.90
Credits to the Partnership VAT Account	£ 3,152,617.90
Closing Balance	£ 3,152,617.90

## Partnership Accounts

Partnership Transaction Account	
Opening Balance	£ 500,000.00
Debits to the Partnership Transaction Account	£ 15,778,869.22
Credits to the Partnership Transaction Account	£ 15,778,869.22
Closing Balance	£ 500,000.00

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	£ 165,830.07
Debits to the General Partner VAT Transaction Account	-
Credits to the General Partner VAT Transaction Account	£ 332.73
Closing Balance	£ 166,162.80

## Partnership Available Funds

Available Interest Proceeds	
(a) Rental Income Received by the Partnership	£ 15,767,719.97
(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	£ 14,456,632.00
(c) Amount transferred from the Partnership VAT account	£ 403.22
(d) Amount to be transferred from the Partnership Disposal Account	-
(e) Amount to be transferred from the Partnership Insurance Proceeds Account	-
(f) Interest received by on the Partnership Accounts and Rent Account	£ 10,746.03
(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	-
<b>Total Available Proceeds</b>	<b>£ 30,235,501.22</b>

## Partnership Pre-Enforcement Priority of Payments

Partnership Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
		£ 30,235,501.22
(a) in or towards satisfaction of any fees to the Partnership Security Trustee	£ 1,500.00	£ 30,234,001.22
(b) in or towards satisfaction of Issuer Trustee and other Expenses (Ongoing Partnership Facility Fee)	£ 3,270.00	£ 30,230,731.22
(c) in or towards satisfaction of any operating expenses incurred by the Partnership (excluding GP UK Tax)	£ 16,575.55	£ 30,214,155.67
(d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 30,214,155.67
(i) Partnership Operator Fee	£ 1,876.73	£ 30,212,278.94
(ii) Partnership Property Advisor Fee	-	£ 30,212,278.94
(iii) Nominees/Nominees Holdco Corporate Services Provider Fee	£ 7,319.64	£ 30,204,959.30
(iv) Nominees/Nominees Holdco Side Letter Fee	-	£ 30,204,959.30
(v) Account Bank Fee	-	£ 30,204,959.30
(vi) Cash Manger Fee	-	£ 30,204,959.30
(vii) Woolwich Cash Manager Fee	-	£ 30,204,959.30
(viii) Issuer Corporate Services Provider, Paying Agent, Account Bank and Cash Manager (Ongoing Partnership Facility Fee)	£ 17,225.48	£ 30,187,733.82
(viii) Head Lease Payment	-	£ 30,187,733.82
(e) Partnership Expenses Ledger payment (max £6,250)	-	£ 30,187,733.82
(f) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 30,187,733.82
(i) Partnership Loan Interest	£ 13,298,332.35	£ 16,889,401.47
(ii) Partnership Swap Payment	£ 15,457,535.44	£ 1,431,866.03
(g) Partnership Loan Principal Payment	£ 1,158,259.00	£ 273,607.03
(h) Issuer Profit Amount (Ongoing Partnership Facility Fee)	£ 750.00	£ 272,857.03
(i) Partnership Property Pool Manager Fee	£ 272,857.03	-
(j) Partnership Swap Termination Amount	-	-
(k) Partnership Expense Reserve Ledger Payment	-	-
(l) Alteration Adjustment Rent/ Substitution Adjustment Rent Payment	-	-
(m) any amount due and payable by the Partnership to the Subordinated Loan Facility	-	-
(n) any excess into the Partnership Distribution Account	-	-
<b>Total Distribution Amount</b>	<b>£ 30,235,501.22</b>	

## Bond Report

Class	BOND
Currency	GBP
ISIN	XS0512401976
Payment Frequency	Quarterly
Current Payment Date	13-Jan-2020
Interest Accrual Method	Actual/Actual ICMA
Final Maturity Date	13-Apr-2040
<b>Current Period Rates:</b>	
Reference Index	Fixed Rate
Index Determination Date	N/A
Index Rate	5.74400%
Margin	0.00000%
Total Coupon	5.74400%
<b>Transaction Amounts:</b>	
Original Issue Size	£ 958,450,000.00
Opening Balance for Period	£ 926,067,713.00
Beginning Pool Factor	0.96621
Principal Repayments	£ 1,158,259.00
Closing Balance for Period	£ 924,909,454.00
Ending Pool Fctor	0.96501
Prior Unpaid Interest	£ 0.00
Interest on Prior Unpaid	£ 0.00
Current Interest Due	£ 13,298,332.36
Total Interest Paid	£ 13,298,332.36
Unpaid Interest	£ 0.00

**Bond Ratings**

<b>Original Ratings</b>	<b>S&amp;P</b>	<b>Fitch</b>	<b>Moody's</b>	<b>DBRS</b>
BOND	BB+	BB+	Ba1	n/a

<b>Current Ratings</b>	<b>S&amp;P</b>	<b>Fitch</b>	<b>Moody's</b>	<b>DBRS</b>
BOND	BB+	BBB-	Baa3	n/a

## Issuer Accounts

Issuer Transaction Account	
Opening Balance	£ 49,480.31
Debits to the Issuer Transaction Account	£ 15,477,990.28
Credits to the Issuer Transaction Account	£ 15,478,837.97
Closing Balance	£ 50,328.00

**Issuer Available Funds**

<b>Issuer Available Funds</b>	
(a) any amount payable to the Issuer under the Partnership Swap Agreement	£ 15,457,535.44
(b) all interest, principal payable to the Issuer in respect of the Partnership Loan	£ 14,477,836.83
(c) any amount payable to the Issuer under the Issuer Swap Agreement	£ 14,456,632.00
(d) interest received by the Issuer on the Issuer Transaction Account	£ 97.70
(e) the earnings and proceeds from the Issuer making any Eligible Investmentst	-
<b>Total Available Interest Proceeds</b>	<b>£ 44,392,101.97</b>

## Issuer Pre-Enforcement Priority of Payments

Issuer Pre-Enforcement Priority of Payments	Amounts Paid	Available Funds
		£ 44,392,101.97
(a) in or towards satisfaction of amounts due in respect of the fees and any other amounts payable by the Issuer to the:	-	£ 44,392,101.97
(i) Bond Trustee	£ 1,200.00	£ 44,390,901.97
(ii) Security Trustee	£ 1,500.00	£ 44,389,401.97
(b) in or towards satisfaction of any amounts payable by the Issuer in respect of operating expenses	£ 570.00	£ 44,388,831.97
(c) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 44,388,831.97
(i) Issuer/Issuer Holdco Corporate Services Provider Fee	£ 12,225.48	£ 44,376,606.49
(ii) Paying Agent/Registrar Fee	£ 500.00	£ 44,376,106.49
(iii) Account Bank Fee	£ 750.00	£ 44,375,356.49
(iv) Cash Manager Fee	£ 3,750.00	£ 44,371,606.49
(d) in or towards satisfaction, pro rata and pari passu according to the respective amounts due in respect of:	-	£ 44,371,606.49
(i)(a) Bond Interest	£ 13,298,332.36	£ 31,073,274.13
(i)(b) Bond Principal	£ 1,158,259.00	£ 29,915,015.13
(ii) Issuer Swap Provider Payment	£ 15,457,535.44	£ 14,457,479.69
(iii) Partnership Swap Payment	£ 14,456,632.00	£ 847.69
(e) Issuer Profit Amount	£ 750.00	£ 97.69
(f) Swap Subordinated Amounts payment to the Issuer Swap Provider	-	£ 97.69
(g) in or towards satisfaction of any Issuer Partnership Swap Termination Amount	-	£ 97.69
(h) the surplus (if any) to the Issuer Transaction Account	£ 97.69	-
<b>Total Distribution Amount</b>	<b>£ 44,392,101.97</b>	

## 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.