



**£6,000,000,000 Multicurrency Programme**

**Investor Report**

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**Last Reporting Date to current Reporting Date**

**01 October 2013 to 31 March 2014**

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**23 June 2014**

**£6,000,000,000 Multicurrency Programme  
Investor Report**

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## 1. SUMMARY

### (A) Security Group Debt Summary

| Debt Instrument           | Nominal Amount        | Ratings   |           |
|---------------------------|-----------------------|-----------|-----------|
|                           |                       | S&P       | Fitch     |
| Bonds (A2 – A11 Notes)    | £2,914,825,500        | AA        | AA        |
| ACF Facilities            | £525,000,000          | Not Rated | Not Rated |
| Unsecured Loans/Overdraft | £297,573              | Not Rated | Not Rated |
| <b>Total</b>              | <b>£3,440,123,073</b> |           |           |

### (B) Security Group Debt Priority Summary\*

|                   | Last Period<br>30 September 2013 | Current Period<br>31 March 2014 | Change       |
|-------------------|----------------------------------|---------------------------------|--------------|
| Priority 1 Debt   | £3,652,574,500                   | £3,439,825,500                  | -5.8%        |
| Priority 2 Debt   | 0                                | 0                               | 0%           |
| Subordinated Debt | 0                                | 0                               | 0%           |
| Unsecured Debt    | £297,573                         | £297,573                        | 0%           |
| <b>Total</b>      | <b>£3,652,872,073</b>            | <b>£3,440,123,073</b>           | <b>-5.8%</b> |

\* This refers to gross debt outstanding in the Security Group.

### (C) Portfolio Summary

|                                                           | Last Period<br>30 September 2013 | Current Period<br>31 March 2014 | Change |
|-----------------------------------------------------------|----------------------------------|---------------------------------|--------|
| Total Collateral Value*                                   | £9,508,722,500                   | £9,686,291,250                  | +1.9%  |
| Annualised Gross Rental Income<br>(as per P/L) for Estate | £524,204,758                     | 512,728,515                     | +3.31% |
| Number of Further Credit Assets                           | 3                                | 4                               | 1      |
| Number of Property Holdings**                             | 137                              | 132                             | -5     |

\* After insolvency carve-out of £4.8m

\*\*Including Further Credit Assets

### (D) Ratio Summary

|     | Priority 1 Debt | Priority 2 Debt | Unsecured Debt | Total Debt |
|-----|-----------------|-----------------|----------------|------------|
| LTV | 35.5%*          | 0.0%            | 0.0 %          | 35.5%      |

\* Principal Account Balances (refer to F) have been allocated against Priority 1 Debt.

### (E) Covenant Regime

|                 |        |
|-----------------|--------|
| Tier (1,2 or 3) | Tier 1 |
|-----------------|--------|

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**(F) Principal Account Balances**

|                                | <b>Last Period</b> | <b>Current Period</b> | <b>Change</b> |
|--------------------------------|--------------------|-----------------------|---------------|
| Disposal Proceeds Account      | Nil                | Nil                   | Nil           |
| Income Replacement Account     | Nil                | Nil                   | Nil           |
| Debt Collateralisation Account | Nil                | Nil                   | Nil           |
| Liquidity Reserve Account      | Nil                | Nil                   | Nil           |
| Specific Tax Reserve Account   | Nil                | Nil                   | Nil           |
| General Tax Reserve Account    | Nil                | Nil                   | Nil           |

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## 2. PORTFOLIO SUMMARY

| Portfolio Information                                                                                  |           |                                 |                         |                |
|--------------------------------------------------------------------------------------------------------|-----------|---------------------------------|-------------------------|----------------|
| Number of Property Holdings in Securitisation Estate                                                   |           |                                 |                         | 132            |
| Number of Further Credit Assets in Securitisation Estate                                               |           |                                 |                         | 4              |
| Additional Obligors since last Reporting Date                                                          |           |                                 |                         | 6              |
| Additional Further Credit Assets since last Reporting Date                                             |           |                                 |                         | 0              |
| Additional Mortgaged Properties since last Reporting Date                                              |           |                                 |                         | 1              |
| Released/Disposed Obligors since last Reporting Date                                                   |           |                                 |                         | 2              |
| Released/Disposed Mortgaged Properties since last Reporting Date                                       |           |                                 |                         | 7              |
| Disposal Threshold (30% of Market Value)                                                               |           |                                 |                         | £2,871,133,191 |
| Disposal Threshold Value <sup>1</sup>                                                                  |           |                                 |                         | £651,480,000   |
| Aggregate Value of Mortgaged Properties (as of most recent Valuation), including Further Credit Assets |           |                                 |                         | £9,691,091,250 |
| Sector Concentration Limits                                                                            | Max % TCV | % TCV as at last Reporting Date | % TCV on Reporting Date | change %       |
| Office                                                                                                 | 60        | 44.5                            | 43.6                    | -0.9           |
| Shopping Centres and Shops <sup>2</sup>                                                                | 60        | 36.6                            | 36.1                    | -0.5           |
| Retail Warehouses                                                                                      | 55        | 11.7                            | 11.6                    | -0.1           |
| Industrial                                                                                             | 35        | 0.2                             | 0.2                     | 0              |
| Residential                                                                                            | 35        | 1.8                             | 2.3                     | 0.5            |
| Other                                                                                                  | 15        | 5.2                             | 6.2                     | 1.0            |
|                                                                                                        |           |                                 |                         |                |

<sup>1</sup> The Disposal Threshold was reset in August 2013 following Rating Affirmations from Fitch and S&P.

<sup>2</sup> Shopping Centres and Shops also includes Leisure Units if the predominant use is still A3.

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| Geographic Concentration Limits | Max % TCV | % TCV as at last Reporting Date | % TCV on Reporting Date | Change % |
|---------------------------------|-----------|---------------------------------|-------------------------|----------|
| London                          | 75        | 63.5                            | 63.4                    | 0.9      |
| Rest of South East and Eastern  | 40        | 10.6                            | 10.8                    | -0.5     |
| Midlands                        | 40        | 2.1                             | 2.1                     | 0        |
| Wales and South West            | 40        | 5.2                             | 5.2                     | 0.1      |
| North                           | 40        | 13.3                            | 14.5                    | -0.1     |
| Scotland and Northern Ireland   | 40        | 5.3                             | 4.1                     | -0.5     |
| Non-UK                          | 5         | 0.0                             | 0.0                     | 0.0      |

|                                                                                                                                                                                                |                                                          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>Tenant Concentration Limits</b>                                                                                                                                                             |                                                          |
| Top 10 tenants as a percentage of aggregate passing rent of Estate                                                                                                                             | 22.2% of Aggregate Passing Rent of the Estate            |
| Single largest tenant by Passing Rent and percentage of aggregate Passing Rent*                                                                                                                | £31.0m with 6.0% of Aggregate Passing Rent of the Estate |
| Single tenant concentration limit                                                                                                                                                              | 15% of Aggregate Passing Rent of the Estate              |
| <i>*Only applies to non-government tenants and those with ratings below AA by Fitch and/or S&amp;P</i>                                                                                         |                                                          |
| <b>Developments <sup>(1)</sup></b>                                                                                                                                                             |                                                          |
| Number of new Board-approved Developments since last Reporting Date (incl. Non-Mortgaged Properties) <sup>(2)</sup>                                                                            | 2                                                        |
| Aggregate Projected Development spend from date of report to PC date <sup>(3)</sup>                                                                                                            | £688,700,000                                             |
| Aggregate percentage of Developments that are pre-let/pre-sold (based on projected annualised rental income or presales at completion of development, weighted against total development cost) | 21.0%                                                    |

**Notes:**

(1) Uncompleted, Board approved Developments as at 31 March 2014

(2) Last Reporting Date is 30 September 2013

(3) Refers to cash spend for uncompleted Board approved developments only.

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### 3. FINANCING SUMMARY

#### (A) Bonds issued under Programme

| Notes        | Issue (£)            | Expected Maturity | Final Maturity | Ratings |       |
|--------------|----------------------|-------------------|----------------|---------|-------|
|              |                      |                   |                | S&P     | Fitch |
| Class A3     | 255,328,000          | 31/03/2020        | 31/03/2022     | AA      | AA    |
| Class A4     | 210,675,000          | 27/02/2024        | 27/02/2026     | AA      | AA    |
| Class A5     | 608,586,000          | 31/03/2025        | 31/03/2027     | AA      | AA    |
| Class A6     | 317,570,000          | 30/09/2027        | 30/09/2029     | AA      | AA    |
| Class A7     | 322,666,500          | 31/07/2030        | 31/07/2032     | AA      | AA    |
| Class A8     | 400,000,000          | 07/11/2017        | 07/11/2019     | AA      | AA    |
| Class A10    | 300,000,000          | 29/09/2023        | 29/09/2025     | AA      | AA    |
| Class A11    | 500,000,000          | 07/02/2034        | 07/02/2036     | AA      | AA    |
| <b>Total</b> | <b>2,914,825,500</b> |                   |                |         |       |

\*Class A2 Bond was redeemed on its expected maturity date of 28<sup>th</sup> November 2013

#### (B) Other Facilities under Programme

| Facility Type      | Amount (£)           | Expected Maturity | Final Maturity | Ratings   |           |
|--------------------|----------------------|-------------------|----------------|-----------|-----------|
|                    |                      |                   |                | S&P       | Fitch     |
| ACF Facilities     | 1,085,000,000        | 21/12/2016        | 21/12/2016     | Not Rated | Not Rated |
| Bilateral Facility | 135,000,000          | 15/03/2018        | 15/03/2018     | Not Rated | Not Rated |
| Bilateral Facility | 250,000,000          | 30/09/2018        | 30/09/2018     | Not Rated | Not Rated |
| Bilateral Facility | 100,000,000          | 15/08/2016        | 15/08/2016     | Not Rated | Not Rated |
| Bilateral Facility | 500,000,000          | 16/06/2014*       | 16/06/2014*    | Not Rated | Not Rated |
| <b>Total</b>       | <b>2,070,000,000</b> |                   |                |           |           |

\*Since reporting date has been extended to 16<sup>th</sup> September 2014

#### (C) Liquidity Analysis

##### Liquidity Requirements

|                           |      |
|---------------------------|------|
| Required Liquidity Amount | £Nil |
|---------------------------|------|

##### Liquidity Facility Availability

|                                               |      |
|-----------------------------------------------|------|
| Amount of Committed Liquidity Facilities      | £Nil |
| Amount credited to Income Replacement Account | £Nil |

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### Liquidity Drawings

|                                                                         |      |
|-------------------------------------------------------------------------|------|
| Required Liquidity Drawings                                             | £Nil |
| Liquidity Facility Available for Drawing                                | £Nil |
| Liquidity Drawn (Lesser of Required Drawings and Available for Drawing) | £Nil |

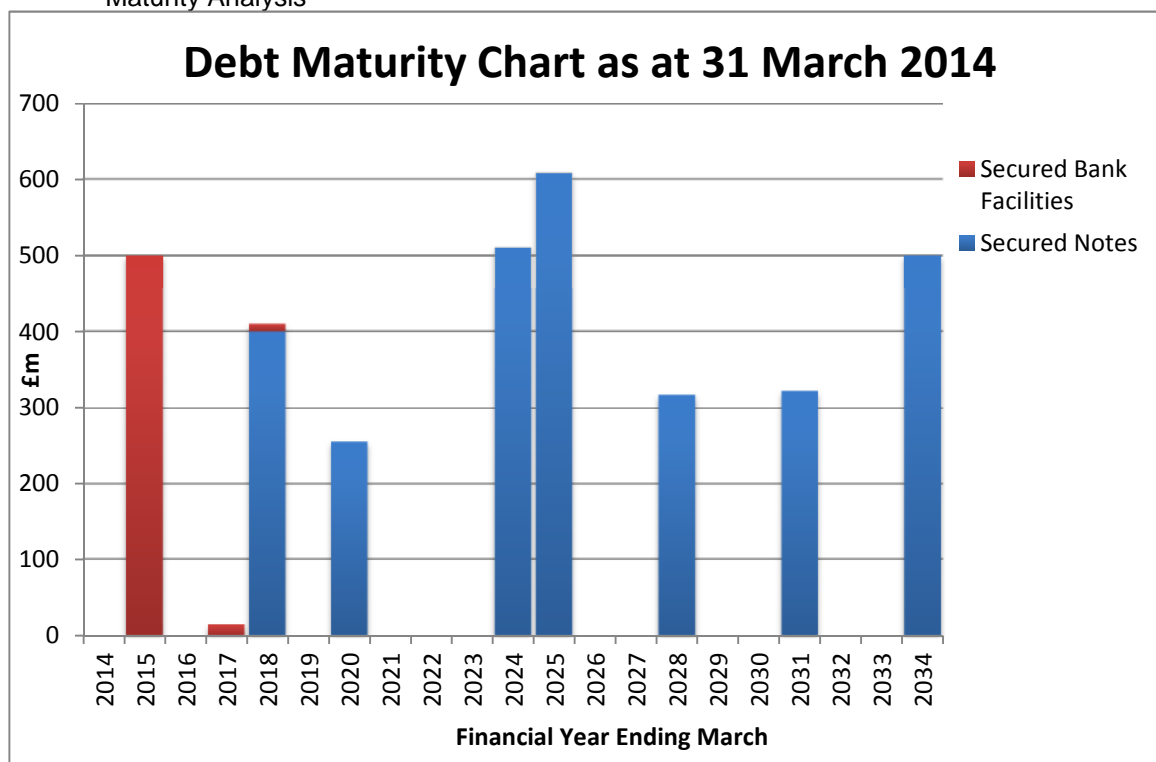
### Liquidity Facility Shortfall

|                                                                             |      |
|-----------------------------------------------------------------------------|------|
| Required Liquidity Drawings                                                 | £Nil |
| Liquidity Facility Available for Drawing                                    | £Nil |
| Shortfall (Lesser of Required Drawings less Available for Drawing and Zero) | £Nil |

### Liquidity Facility Balance

|                                   |      |
|-----------------------------------|------|
| Liquidity Opening Balance         | £Nil |
| Less: Repayment                   | £Nil |
| Plus: Liquidity Drawn             | £Nil |
| Liquidity Balance Brought Forward | £Nil |

### Maturity Analysis





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#### 4. COVENANTS SUMMARY

### (A) Financial Covenant Tests

| Test                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| • LTV                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>35.5%</b>          |
| (Security Group Net Debt Outstanding divided by the Total Collateral Value multiplied by 100)                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                       |
| • Security Group Net Debt Outstanding                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       |
| aggregate of each Obligor's Financial Indebtedness then outstanding including loan guarantees, loan indemnities or similar instruments, Performance Bonds, ICL Loans corresponding to zero coupon or indexed notes, Guarantees of any of the above                                                                                                                                                                                                                                                                                                              | £3,440,123,073        |
| less                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |
| Amounts in Debt Collateralisation Account, Disposal Proceeds Account, Approved Blocked Account, and the value of any Eligible Investments made with funds standing to the credit of the above accounts                                                                                                                                                                                                                                                                                                                                                          | £0                    |
| <b>Subtotal</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>£3,440,123,073</b> |
| • Total Collateral Value                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                       |
| the Market Value of the Estate as shown in the most recent Valuation Report on the Estate as adjusted by:                                                                                                                                                                                                                                                                                                                                                                                                                                                       | £9,252,850,000        |
| <b>deducting</b> the Market Value of any Mortgaged Property (other than a Trading Property) valued in connection with the most recent Valuation Report on the Estate which has been Disposed of after the date thereof; and the Market Value attributable to each Mortgaged Property (the legal and beneficial title of which is owned by an Obligor which has ceased to be under Common Control) valued in connection with the most recent Valuation Report on the Estate                                                                                      | Nil                   |
| <b>deducting</b> insolvency carve-out                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (£4,800,000)          |
| <b>adding</b> the Market Value of any Mortgaged Property (other than a Trading Property) added to, and remaining in, the Estate since the most recent Valuation Report on the Estate; an amount equal to all costs of development [incurred/spent] by the Obligors in respect of any Development Projects since the date of the most recent Valuation Reports for such Development Projects, provided that the Development Test is satisfied as of the most recent Calculation Date; and the Market Value of any Mortgaged Property which is a Trading Property | Nil                   |
| <b>adding</b> the Agreed Value of any Further Credit Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | £438,241,250          |
| <b>Subtotal</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>£9,686,291,250</b> |

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|                                                                                                                                                           |  |              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------|
| <ul style="list-style-type: none"> <li><b>PROJECTED ICR</b><br/>(ratio of the Projected EBITDA to the Projected Interest Charges)</li> </ul>              |  | <b>4.53x</b> |
| <ul style="list-style-type: none"> <li><b>HISTORICAL ICR</b><br/>(means the ratio of the Historical EBITDA to the Historical Interest Charges)</li> </ul> |  | <b>5.67x</b> |

**(B) Potential Events of Default and Events of Default since last Reporting Date**

| Details       | Action | Rectified |
|---------------|--------|-----------|
| None Occurred | N/A    | N/A       |

No Obligor Event of Default, P1 Trigger Event or P2 Trigger Event has occurred as at this reporting date.

**5. RATING TESTS**

| Details |
|---------|
| N/A     |

**6. APPENDIX 1 - CALCULATION CERTIFICATE**

Please see attached