

Penarth Master Issuer plc - Monthly Report May 2014

Combined Series Report For IPD Ending: 18 June 2014

Reporting Date 17 June 2014
Reporting Period 01 May 2014 - 31 May 2014
Interest Payment Date 18 June 2014

Contact Details

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Key Parties

Name	Role
Receivables Trustee	Penarth Receivables Trustee Ltd
Depositors	Penarth Funding 1 Ltd
Transferor	Bank of Scotland plc
Material Originator	Lloyds Bank plc
Servicer	Bank of Scotland plc
Cash Manager	Bank of Scotland plc
Account Bank	Bank of Scotland plc
	Lloyds Bank plc
Issuer	Penarth Master Issuer plc
Issuing Entity	Penarth Funding 1 Ltd
Issuer Corporate Servicers Provider	Structured Finance Management
Security Trustee	Deutsche Bank Trust Company
Note Trustee	Deutsche Bank Trust Company
Principal Paying Agent	Deutsche Bank AG, London Branch
Paying Agent	Deutsche Bank AG, London Branch
Agent Bank	Deutsche Bank AG, London Branch
Calculation Agent	Deutsche Bank AG, London Branch
Registrar	Deutsche Bank Trust Company
Exchange Agent	Deutsche Bank Trust Company
US Paying Agent	Deutsche Bank Trust Company
Arranger & Dealer	Lloyds Bank plc
Swap provider	Natixis, London

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Credit Card Trust Portfolio Data

Trust Receivables

BOP Principal Receivables	£ 5,867,653,002.89
Principal Collections	- £ 1,283,928,751.21
Customer New Advances & Adjustments	£ 1,220,601,885.20
New Principal Additions	£ 0.00
Removals - breach of warranty	£ 0.00
Charge Offs	- £ 22,056,374.42
EOP Principal Receivables	£ 5,782,269,762.46

	BOP Receivables	% Share	Minimum Requirement
Investor Share	£ 3,902,034,000.00	66.50%	
Sellers Share	£ 1,965,619,002.89	33.50%	6%
Principal Receivables	£ 5,867,653,002.89	100.00%	

Principal Payment Rate	21.83%	The Payment Rate numerator excludes non-cash collections
Monthly Payment Rate	22.24%	Includes Principal and Finance Charges

Investor Yield and Expense Rate

Gross Yield Rate	23.45%
Less Charge off Rate	4.43%
Portfolio Yield (net of charge offs)	19.02%
Less Expense Rate	2.25%
Excess Available Funds Percentage	16.78%

Delinquent Principal Receivables	EOP Principal Receivables	% of Total Principal Receivables	Number of Accounts	% of Total Accounts
30 - 59 days delinquent	£ 29,267,991.93	0.51%	12,119	0.20%
60 - 89 days delinquent	£ 22,569,263.85	0.39%	8,874	0.15%
90 - 119 days delinquent	£ 13,850,530.19	0.24%	5,518	0.09%
120-149 days delinquent	£ 8,030,340.60	0.14%	3,364	0.05%
150 -179 days delinquent	£ 7,745,743.01	0.13%	3,226	0.05%
180+ days delinquent	£ 5,492,697.37	0.09%	2,384	0.04%
Non-Delinquent	£ 5,695,313,195.51	98.50%	6,082,884	99.42%
Total	£ 5,782,269,762.46	100.00%	6,118,369	100.00%

Unaudited Stratification Tables as at 31 May 2014

Composition by Account Balance	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Credit Balance	- £ 24,372,691.16	-0.39%	922,130	15.07%
No Balance	£ 0.00	0.00%	1,838,026	30.04%
£0.01 - £5,000.00	£ 3,299,071,641.91	53.29%	3,008,726	49.18%
£5,000.01 - £10,000.00	£ 1,819,611,942.46	29.39%	261,742	4.28%
£10,000.01 - £15,000.00	£ 1,028,787,907.72	16.62%	83,728	1.37%
£15,000.01 - £20,000.00	£ 59,939,461.68	0.97%	3,715	0.06%
£20,000.01 or more	£ 7,929,306.72	0.13%	302	0.00%
Total	£ 6,190,967,569.33	100.00%	6,118,369	100.00%

Composition by Credit Limit	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Less than £5,000.00	£ 1,753,244,622.01	28.32%	3,607,926	58.97%
£5,000.01 - £10,000.00	£ 2,063,972,298.15	33.34%	1,633,527	26.70%
£10,000.01 - £15,000.00	£ 2,262,904,841.90	36.55%	843,400	13.78%
£15,000.01 - £20,000.00	£ 96,129,225.08	1.55%	30,832	0.50%
£20,000.01 or more	£ 14,716,582.19	0.24%	2,684	0.04%
Total	£ 6,190,967,569.33	100.00%	6,118,369	100.00%

Composition by Account Age	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Not More Than 6 Months	£ 0.00	0.00%	-	0.00%
Over 6 Months to 12 Months	£ 1,375.25	0.00%	1	0.00%
Over 12 Months to 24 Months	£ 276,702,960.80	4.47%	341,033	5.57%
Over 24 Months to 36 Months	£ 393,257,886.91	6.35%	507,186	8.29%
Over 36 Months to 48 Months	£ 440,714,286.09	7.12%	614,813	10.05%
Over 48 Months to 60 Months	£ 405,646,137.19	6.55%	452,050	7.39%
Over 60 Months to 72 Months	£ 433,904,327.60	7.01%	474,137	7.75%
Over 72 Months	£ 4,240,740,595.49	68.50%	3,729,149	60.95%
Total	£ 6,190,967,569.33	100.00%	6,118,369	100.00%

Geographic Distribution of Accounts	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
East Anglia	£ 749,563,824.96	12.11%	711,072	11.62%
London	£ 444,409,269.11	7.18%	398,608	6.51%
Midlands	£ 746,736,097.62	12.06%	805,212	13.16%
North East England	£ 779,934,518.03	12.60%	807,758	13.20%
North West England	£ 701,403,717.78	11.33%	718,103	11.74%
Scotland	£ 592,110,204.86	9.56%	585,007	9.56%
South Central England	£ 695,351,944.93	11.23%	641,316	10.48%
South East England	£ 629,958,040.07	10.18%	562,444	9.19%
South West England	£ 575,658,884.37	9.30%	607,786	9.93%
Wales	£ 261,105,790.72	4.22%	262,636	4.29%
Other	£ 14,735,276.88	0.24%	18,427	0.30%
Total	£ 6,190,967,569.33	100.00%	6,118,369	100.00%

Waterfall

Revenue Waterfall

Trust Finance Charge Collections	£ 116,614,700.03
Sellers Share	£ 38,899,004.24
Investor Share	£ 77,715,695.79
Funding 1	
Finance Charge Collections	£ 58,194,683.30
Interchange	£ 6,420,914.74
Recoveries	£ 12,370,377.48
Investment proceeds	£ 296,912.76
Principal Funding Account Interest	£ 93,895.89
Interest and earnings accrued on Accumulation Reserve	£ 6,282.28
Accumulation reserve Draw Amount	£ 332,629.34
Total LNI Available Funds	£ 77,715,695.79
Application of Funds:	
Senior Cost Items	£ 1,000.00
Monthly Distribution Amount	£ 4,521,903.92
Servicer Payment	£ 3,219,902.36
Aggregate Investor Default Amount	£ 14,667,657.22
Excess Available Funds	£ 55,305,232.29
Expenses Loan	£ 0.00
Accumulation reserve funding	£ 332,629.34
Junior Costs	£ 1,000.00
Excess Spread	£ 54,971,602.95

Principal Waterfall

Trust Principal Collections	£ 1,283,928,751.21
Distributed to Funding 1	£ 82,500,000.00
Funding 1	
Principal Collections	£ 82,500,000.00
Investor Defaults transferred from LNI Available Funds	£ 14,667,657.22
Total LNI Available Principal Amounts	£ 97,167,657.22
Application of Funds:	
Senior costs shortfall	£ 0.00
Monthly distribution shortfall	£ 0.00
Servicer payment shortfall	£ 0.00
Expenses loan shortfall	£ 0.00
Accumulated principal deposited to Principal Funding Account	£ 82,500,000.00
Principal payments	£ 0.00
Targeted pre-funding amounts deposited to Principal Funding A/c	£ 0.00
Loss make Up (Investor Defaults) transferred to Investment A/c	£ 14,667,657.22
Total	£ 97,167,657.22

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Notes in Issue as at 31 May 2014

Series Name	Class A: Series 2013-1			
	Class A: Series 2010-2 A3	Class A: Series 2011-1 A2	A1	Class A: Series 2013-1 A2
Issue Date	22 December 2010	08 June 2011	21 November 2013	21 November 2013
ISIN	XS0558891049	XS0627216772	US70659PAE16 XS0991658120	XS0991658989
Stock Exchange Listing	LSE	LSE	LSE	LSE
Original Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA
Current Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA
Currency	GBP	GBP	USD	GBP
Issue Size	£300,000,000	£125,000,000	\$750,000,000	£1,300,000,000
Issue Size (GBP Equivalent)	£300,000,000	£125,000,000	£466,534,000	£1,300,000,000
Outstanding Amount (GBP)	£300,000,000	£125,000,000	£466,534,000	£1,300,000,000
Nominal Liquidation Amount (GBP)	£175,000,000	£125,000,000	£466,534,000	£1,300,000,000
Scheduled Redemption Date	18 December 2014	18 May 2015	18 November 2015	18 November 2017
Final Maturity Date	18 December 2016	18 May 2017	18 November 2017	18 November 2019
Reference Rate	1 month LIBOR	1 month LIBOR	1 month USD LIBOR	1 month LIBOR
Current Reference Rate	0.48719%	0.48719%	0.15100%	0.48719%
Margin	1.05%	1.00%	0.39%	0.45%
Expected Interest Amount	£379,033.15	£152,793.49	£382,988.63	£1,001,381.10
Interest Amount Paid	£379,033.15	£152,793.49	£382,988.63	£1,001,381.10
Interest paid in currency of Note	n/a	n/a	\$338,125.00	n/a
Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Scheduled Principal Payment	£0.00	£0.00	£0.00	£0.00
Principal Amount Paid	£0.00	£0.00	£0.00	£0.00
Principal Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Principal Shortfall	£0.00	£0.00	£0.00	£0.00

Series Name	Class B: Series 2010			
	Class A: Series 2014-1 A1	Class A: Series 2014-1 A2	B1	Class B: Series 2010-2 B1
Issue Date	10 April 2014	10 April 2014	02 June 2010	25 November 2010
ISIN	XS1042115771 XS1042115698	XS1053089659 XS1053089576	XS0512839969	XS0558891478
Stock Exchange Listing	LSE	LSE	LSE	LSE
Original Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aa3/A/A+	Aa3/A/A+
Current Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aa3/AA/AA	Aa3/AA/AA
Currency	GBP	GBP	GBP	GBP
Issue Size	£150,000,000	£500,000,000	£200,000,000	£330,000,000
Issue Size (GBP Equivalent)	£150,000,000	£500,000,000	£200,000,000	£330,000,000
Outstanding Amount (GBP)	£150,000,000	£500,000,000	£200,000,000	£330,000,000
Nominal Liquidation Amount (GBP)	£150,000,000	£500,000,000	£200,000,000	£247,500,000
Scheduled Redemption Date	18 March 2016	18 March 2019	18 May 2015	18 February 2015
Final Maturity Date	18 March 2018	18 March 2021	18 May 2017	18 February 2017
Reference Rate	1 month LIBOR	1 month LIBOR	1 month LIBOR	1 month LIBOR
Current Reference Rate	0.48719%	0.48719%	0.48719%	0.48719%
Margin	0.30%	0.50%	1.00%	1.25%
Expected Interest Amount	£97,050.82	£405,694.52	£244,469.59	£471,183.04
Interest Amount Paid	£97,050.82	£405,694.52	£244,469.59	£471,183.04
Interest paid in currency of Note	n/a	n/a	n/a	n/a
Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Scheduled Principal Payment	£0.00	£0.00	£0.00	£0.00
Principal Amount Paid	£0.00	£0.00	£0.00	£0.00
Principal Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Principal Shortfall	£0.00	£0.00	£0.00	£0.00

Series Name	Class D: Series 2010			
	Class C: Series 2010 C1	Class C: Series 2010-2 C1	D1	Class D: Series 2010-2 D1
Issue Date	02 June 2010	22 December 2010	02 June 2010	22 December 2010
ISIN	XS0512840389	XS0558963483	XS0512840629	XS0558963566
Stock Exchange Listing	LSE	LSE	LSE	LSE
Original Rating*	Baa1/BBB+	Baa1/BBB+	Not Rated	Not Rated
Current Rating*	Baa1/A	Baa1/A	Not Rated	Not Rated
Currency	GBP	GBP	GBP	GBP
Issue Size	£228,000,000	£175,000,000	£240,000,000	£185,000,000
Issue Size (GBP Equivalent)	£228,000,000	£175,000,000	£240,000,000	£185,000,000
Outstanding Amount (GBP)	£228,000,000	£175,000,000	£240,000,000	£185,000,000
Nominal Liquidation Amount (GBP)	£228,000,000	£131,250,000	£240,000,000	£138,750,000
Scheduled Redemption Date	18 May 2017	18 February 2015	18 May 2017	18 February 2015
Final Maturity Date	18 May 2019	18 February 2017	18 May 2019	18 February 2017
Reference Rate	1 month LIBOR	1 month LIBOR	1 month LIBOR	1 month LIBOR
Current Reference Rate	0.48719%	0.48719%	0.48719%	0.48719%
Margin	1.50%	1.50%	1.60%	1.60%
Expected Interest Amount	£372,393.96	£285,828.70	£411,719.67	£317,367.25
Interest Amount Paid	£372,393.96	£285,828.70	£411,719.67	£317,367.25
Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Interest Shortfall	£0.00	£0.00	£0.00	£0.00
Scheduled Principal Payment	£0.00	£0.00	£0.00	£0.00
Principal Amount Paid	£0.00	£0.00	£0.00	£0.00
Principal Shortfall	£0.00	£0.00	£0.00	£0.00
Cumulative Principal Shortfall	£0.00	£0.00	£0.00	£0.00

* Rating - Moody's/S&P/Fitch

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Swaps and Credit Enhancement

Issuing Entity Swaps

Issue & Class	Currency Swap Provider	Payments to Swap Provider		Payments to Investor	
		Principal	Interest	Principal	Interest
Class A: Series 2013-1 A1	Natixis, London Branch	£0.00	£382,988.63	\$0.00	\$338,125.00

Credit Enhancement

	Nominal Liquidation Amount	% of Total	Actual Credit Enhancement	Required Credit Enhancement*
Class A Notes	£2,716,534,000	69.6%	30.4%	21.9%
Class B Notes	£447,500,000	11.5%	18.9%	15.6%
Class C Notes	£359,250,000	9.2%	9.7%	8.0%
Class D Notes	£378,750,000	9.7%		
Total notes	£3,902,034,000	100.0%		

* Required credit enhancement reduced to 21% for Class A notes issued on or after 8th June 2011, and to 17.9% for Class A notes issued on or after 21 November 2013

All Class A notes will benefit from 21.9% credit enhancement until Class A notes issued prior to 22nd December 2010 are redeemed

Excess Available Funds Percentage

Current Month	16.78%
1 Month Previous	13.72%
2 Month Previous	15.05%
3 Month Average	15.18%
Excess Available Funds - 3 Month Average Trigger	0%

Reserves

Accumulation Reserve

Accumulation Reserve - Required Amount	£29,587,500
Accumulation Reserve - Actual Amount	£29,587,500

Series Cash Reserve

Series Cash Reserve - Required Amount	£0.00
Series Cash Reserve - Actual Amount	£0.00

Provides liquidity support in relation to shortfalls of interest payable on certain Class A series. A Cash Reserve Fund will be funded upon the requisite ratings downgrade, (see Ratings Triggers).

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Ratings and Triggers

Rating Triggers

Transaction Party	Name	Required Rating (Moody's/S&P/Fitch)	Current Rating	Consequences of Trigger Breach
Swap provider	Natixis, London	Short Term: P-1/A-1/F1 Long Term: A2/A/A	Short term: P-1/A-1/F1 Long term: A2/A/A	Requirement to post collateral or transfer rights and obligations to a replacement swap provider or obtain a guarantee from a guarantor that satisfies the minimum rating.
Account Bank	Bank of Scotland plc	Short Term: P-1 / A-1 / F1 Long Term: A2/ n/a / A	Short term: P-1/A-1/F1 Long term: A1/A/A	Within 30 days from the downgrade below the minimum rating open substitute accounts at a suitable Qualified Institution and transfer all funds standing to the credit of the accounts to the substitute accounts.
Account Bank	Lloyds Bank plc	Short Term: P-1 / A-1 / F1 Long Term: A2/ n/a / A	Short term: P-1/A-1/F1 Long term: A1/A/A	Within 30 days from the downgrade below the minimum rating open substitute accounts at a suitable Qualified Institution and transfer all funds standing to the credit of the accounts to the substitute accounts.
Transferor	Bank of Scotland plc	Long Term: Baa2, BBB+, BBB+	Short term: P-1/A-1/F1 Long term: A1/A/A	Perfection of Title Rapid amortisation of notes, principal and interest paid monthly and all series of notes become pass through.
Material Originator	Lloyds Bank plc	Long Term: Baa2, BBB+, BBB+	Short term: P-1/A-1/F1 Long term: A1/A/A	Perfection of Title Rapid amortisation of notes, principal and interest paid monthly and all series of notes become pass through.

Non Rating Triggers

Trigger Type	Trigger Event	Level	Breached	Consequences of Trigger Breach
Non Asset Trigger	Breach of minimum sellers share	< 6%	No	Regulated amortisation of notes, principal is accumulated as defined in the final terms.
Non Asset Trigger	Insolvency event	n/a	No	Perfection of Title Rapid amortisation of notes
Non Asset Trigger	Servicer default	n/a	No	Termination of Servicer and appointment of Successor Servicer
Asset Trigger	Breach of excess available funds percentage	3 month average less than or equal to 0%	No	Regulated amortisation of notes, principal is accumulated as defined in the final terms.

Reserve & Step Up Triggers

Test	Level	Breached	Consequences of Trigger Breach
Moody's Rating	Short term P1, long term A2	No	Requirement to increase the series cash reserve account to the specified targeted amount for certain class A notes.
Step Up Trigger	Any notes not paid on step up date	No	Step up premium applies to future interest payments on certain Class A notes.

Ratings values taken at :31 May 2014