

Penarth Master Issuer plc - Monthly Report November 2014

Combined Series Report For IPD Ending: 18 December 2014

Reporting Date 17 December 2014  
 Reporting Period 01 November 2014 - 30 November 2014  
 Interest Payment Date 18 December 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
Issuer	Lloyds Bank plc
Issuing Entity	Penarth Master Issuer plc
Issuer Corporate Servicers Provider	Penarth Funding 1 Ltd
Security Trustee	Structured Finance Management
Note Trustee	Deutsche Bank Trust Company
Principal Paying Agent	Deutsche Bank Trust Company
Paying Agent	Deutsche Bank AG, London
Agent Bank	Deutsche Bank AG, London
Calculation Agent	Deutsche Bank AG, London
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**

<b>BOP Principal Receivables</b>	£ 6,082,165,654.10
Principal Collections	- £ 1,274,523,426.35
Customer New Advances & Adjustments	£ 1,288,543,205.19
New Principal Additions	£ 635,657,463.75
Removals - breach of warranty	£ 0.00
Charge Offs	- £ 13,887,995.73
<b>EOP Principal Receivables</b>	<b>£ 6,717,954,900.96</b>

	BOP Receivables	% Share	Minimum Requirement
Investor Share	£ 4,224,034,000.00	62.88%	
Sellers Share	£ 2,493,789,117.85	37.12%	6%
Principal Receivables	£ 6,717,823,117.85	100.00%	

Principal Payment Rate	18.97%	The Payment Rate numerator excludes non-cash collections
Monthly Payment Rate	19.20%	Includes Principal and Finance Charges

**Investor Yield and Expense Rate**

Gross Yield Rate	17.14%
Less Charge off Rate	2.52%
<b>Portfolio Yield (net of charge offs)</b>	<b>14.62%</b>
Less Expense Rate	2.21%
<b>Excess Available Funds Percentage</b>	<b>12.41%</b>

Delinquent Principal Receivables	EOP Principal Receivables	% of Total Principal Receivables	Number of Accounts	% of Total Accounts
30 - 59 days delinquent	£ 27,755,936.41	0.41%	11,416	0.17%
60 - 89 days delinquent	£ 20,041,515.42	0.30%	7,542	0.11%
90 - 119 days delinquent	£ 12,054,879.01	0.18%	4,947	0.07%
120-149 days delinquent	£ 7,687,496.36	0.11%	3,492	0.05%
150 -179 days delinquent	£ 6,016,670.68	0.09%	2,922	0.04%
180+ days delinquent	£ 6,958,378.77	0.10%	2,980	0.04%
Non-Delinquent	£ 6,637,440,024.31	98.80%	6,835,302	99.52%
<b>Total</b>	<b>£ 6,717,954,900.96</b>	<b>100.00%</b>	<b>6,868,601</b>	<b>100.00%</b>

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Credit Card Trust Portfolio Data

Unaudited Stratification Tables as at 30 November 2014

Composition by Account Balance	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Credit Balance	- £ 26,474,910.38	-0.37%	967,483	14.09%
No Balance	£ 0.00	0.00%	2,029,190	29.54%
£0.01 - £5,000.00	£ 3,971,701,876.87	55.65%	3,481,271	50.68%
£5,000.01 - £10,000.00	£ 2,084,258,581.20	29.20%	301,984	4.40%
£10,000.01 - £15,000.00	£ 1,036,506,806.30	14.52%	84,488	1.23%
£15,000.01 - £20,000.00	£ 62,045,532.68	0.87%	3,847	0.06%
£20,000.01 or more	£ 8,974,564.53	0.13%	338	0.00%
<b>Total</b>	<b>£ 7,137,012,451.20</b>	<b>100.00%</b>	<b>6,868,601</b>	<b>100.00%</b>

Composition by Credit Limit	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Less than £5,000.00	£ 2,128,619,405.10	29.83%	4,096,717	59.64%
£5,000.01 - £10,000.00	£ 2,515,021,472.91	35.24%	1,860,203	27.08%
£10,000.01 - £15,000.00	£ 2,380,372,165.55	33.35%	878,049	12.78%
£15,000.01 - £20,000.00	£ 97,516,144.46	1.37%	30,826	0.45%
£20,000.01 or more	£ 15,483,263.18	0.22%	2,806	0.04%
<b>Total</b>	<b>£ 7,137,012,451.20</b>	<b>100.00%</b>	<b>6,868,601</b>	<b>100.00%</b>

Composition by Account Age	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
Not More Than 6 Months	£ 179,289,691.28	2.51%	110,361	1.61%
Over 6 Months to 12 Months	£ 356,518,603.00	5.00%	242,154	3.53%
Over 12 Months to 24 Months	£ 542,139,272.34	7.60%	566,368	8.25%
Over 24 Months to 36 Months	£ 404,722,147.71	5.67%	521,916	7.60%
Over 36 Months to 48 Months	£ 404,074,798.28	5.66%	549,982	8.01%
Over 48 Months to 60 Months	£ 422,004,433.50	5.91%	507,348	7.39%
Over 60 Months to 72 Months	£ 418,055,197.01	5.86%	460,860	6.71%
Over 72 Months	£ 4,410,208,308.08	61.79%	3,909,612	56.92%
<b>Total</b>	<b>£ 7,137,012,451.20</b>	<b>100.00%</b>	<b>6,868,601</b>	<b>100.00%</b>

Geographic Distribution of Accounts	Aggregate Account Balance	% of Total Aggregate Account Balance	Number of Accounts	% of Total Accounts
East Anglia	£ 869,479,161.95	12.18%	800,006	11.65%
London	£ 512,818,856.73	7.19%	455,989	6.64%
Midlands	£ 861,686,616.29	12.07%	898,087	13.08%
North East England	£ 895,446,000.02	12.55%	904,342	13.17%
North West England	£ 811,435,549.75	11.37%	807,564	11.76%
Scotland	£ 670,737,570.02	9.40%	659,312	9.60%
South Central England	£ 800,326,039.52	11.21%	716,926	10.44%
South East England	£ 734,410,117.59	10.29%	636,319	9.26%
South West England	£ 662,432,626.60	9.28%	674,758	9.82%
Wales	£ 301,900,741.15	4.23%	293,725	4.28%
Other	£ 16,339,171.58	0.23%	21,573	0.31%
<b>Total</b>	<b>£ 7,137,012,451.20</b>	<b>100.00%</b>	<b>6,868,601</b>	<b>100.00%</b>

## Waterfall

## Revenue Waterfall

<b>Trust Finance Charge Collections</b>	£ 94,351,298.43
Sellers Share	£ 34,852,488.71
Investor Share	£ 59,498,809.72
<b>Funding 1</b>	
Finance Charge Collections	£ 47,523,584.73
Interchange	£ 6,329,543.19
Recoveries	£ 5,026,998.44
Investment proceeds	£ 185,497.12
Principal Funding Account Interest	£ 108,162.10
Interest and earnings accrued on Accumulation Reserve	£ 4,296.58
Accumulation reserve Draw Amount	£ 320,727.56
<b>Total LNI Available Funds</b>	<b>£ 59,498,809.72</b>
<b>Application of Funds:</b>	
Senior Cost Items	£ 89,239.27
Monthly Distribution Amount	£ 4,388,208.38
Servicer Payment	£ 3,513,547.12
Aggregate Investor Default Amount	£ 8,732,496.43
<b>Excess Available Funds</b>	<b>£ 42,775,318.52</b>
Expenses Loan	£ 0.00
Accumulation reserve funding	£ 320,727.56
Junior Costs	£ 1,000.00
<b>Excess Spread</b>	<b>£ 42,453,590.96</b>

## Principal Waterfall

Trust Principal Collections	£ 1,274,523,426.35
Distributed to Funding 1	£ 35,416,666.67
<b>Funding 1</b>	
Principal Collections	£ 35,416,666.67
Investor Defaults transferred from LNI Available Funds	£ 8,732,496.43
<b>Total LNI Available Principal Amounts</b>	<b>£ 44,149,163.10</b>
<b>Application of Funds:</b>	
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	£ 35,416,666.67
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	£ 8,732,496.43
<b>Total</b>	<b>£ 44,149,163.10</b>

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Notes in Issue as at 30 November 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)	£25,000,000	£62,500,000	£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	0.50538%	0.50538%	0.15300%	0.50538%
Margin	1.05%	1.00%	0.39%	0.45%
Expected Interest Amount	£383,518.36	£154,662.33	£389,963.63	£1,020,816.99
Interest Amount Paid	£383,518.36	£154,662.33	£389,963.63	£1,020,816.99
Interest paid in currency of Note	n/a	n/a	\$339,375.00	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	£300,000,000.00	£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 A: Series 2014-2			
	Class A: Series 2014-1 A1	Class A: Series 2014-1 A2	A1	Class B: Series 2014-2 B1
Issue Date	10 April 2014	10 April 2014	20 October 2014	20 October 2014
ISIN	XS1042115771 XS1042115698	XS1053089659 XS1053089576	XS1117708245 XS1117708674	XS1117709219
Stock Exchange Listing	LSE	LSE	LSE	LSE
Original Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA	Aa3/A+/A
Current Rating*	Aaa/AAA/AAA	Aaa/AAA/AAA	Aaa/AAA/AAA	Aa3/A+/A
Currency	GBP	GBP	GBP	GBP
Issue Size	£150,000,000	£500,000,000	£500,000,000	£600,000,000
Issue Size (GBP Equivalent)	£150,000,000	£500,000,000	£500,000,000	£600,000,000
Outstanding Amount (GBP)	£150,000,000	£500,000,000	£500,000,000	£600,000,000
Nominal Liquidation Amount (GBP)	£150,000,000	£500,000,000	£500,000,000	£600,000,000
Scheduled Redemption Date	18 March 2016	18 March 2019	18 October 2017	18 October 2021
Final Maturity Date	18 March 2018	18 March 2021	18 October 2019	18 October 2023
Reference Rate	1 month LIBOR	1 month LIBOR	1 month LIBOR	1 month LIBOR
Current Reference Rate	0.50538%	0.50538%	0.50538%	0.50538%
Margin	0.30%	0.50%	0.37%	0.70%
Expected Interest Amount	£99,293.42	£413,169.86	£359,745.21	£594,433.97
Interest Amount Paid	£99,293.42	£413,169.86	£359,745.21	£594,433.97
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 C: Series 2014-2 C1		Class D: Series 2014-2 D1	
	Issue Date	20 October 2014	20 October 2014	
ISIN	XS1117709649	XS1117710142		
Stock Exchange Listing	LSE	LSE		
Original Rating*	Baa1/A-/BBB+	n/a		
Current Rating*	Baa1/A-/BBB+	n/a		
Currency	GBP	GBP		
Issue Size	£120,000,000	£500,000,000		
Issue Size (GBP Equivalent)	£120,000,000	£500,000,000		
Outstanding Amount (GBP)	£120,000,000	£500,000,000		
Nominal Liquidation Amount (GBP)	£120,000,000	£500,000,000		
Scheduled Redemption Date	18 October 2021	18 October 2021		
Final Maturity Date	18 October 2023	18 October 2023		
Reference Rate	1 month LIBOR	1 month LIBOR		
Current Reference Rate	0.50538%	0.50538%		
Margin	1.00%	1.50%		
Expected Interest Amount	£148,475.84	£824,128.77		
Interest Amount Paid	£148,475.84	£824,128.77		
Interest Shortfall	£0.00	£0.00		
Cumulative Interest Shortfall	£0.00	£0.00		
Scheduled Principal Payment	£0.00	£0.00		
Principal Amount Paid	£0.00	£0.00		
Principal Shortfall	£0.00	£0.00		
Cumulative Principal Shortfall	£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	£389,963.63	\$0.00	\$339,375.00

**Credit Enhancement**

	Nominal Liquidation Amount	% of Total	Actual Credit Enhancement	Required Credit Enhancement*
Class A Notes	£3,004,034,000	71.1%	28.9%	21.9%
Class B Notes	£600,000,000	14.2%	14.7%	9.0%
Class C Notes	£120,000,000	2.8%	11.8%	7.0%
Class D Notes	£500,000,000	11.8%		
Total notes	£4,224,034,000	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 and to 17.5% for Class A notes issued on or after 20 October 2014.

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	12.41%
1 Month Previous	15.66%
2 Month Previous	15.64%
<b>3 Month Average</b>	<b>14.57%</b>
<b>Excess Available Funds - 3 Month Average Trigger</b>	<b>0%</b>

**Reserves**

**Accumulation Reserve**

Accumulation Reserve - Required Amount	£9,562,500
Accumulation Reserve - Actual Amount	£9,562,500

**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 :30 November 2014