



MARSTON'S PUBS LIMITED

**Quarterly Investor Report
For the Period ended 30 June 2012**

**This Quarterly Investor Report covers the results for Marston's Pubs Limited
from 3 July 2011 to 30 June 2012**

To: HSBC Trustee (C.I.) Limited (as *Borrower Security Trustee, Issuer Security Trustee, and Note Trustee*)
 HSBC Bank plc (as *Principal Paying Agent*)
 Standard & Poor's Rating Services
 Fitch Ratings Limited

Terms defined in the Master Definitions and Construction Schedule (the *Master Definitions and Construction Schedule*) dated as of 9 August 2005 and amended and restated on 22 November 2007 and signed for the purposes of identification by Freshfields Bruckhaus Deringer and Linklaters shall bear the same meaning herein.

Definitions:

Q3 means the results for the Financial Quarter from 1 April 2012 to 30 June 2012
 Q2 means the results for the Financial Quarter from 1 January 2012 to 31 March 2012
 Q1 means the results for the Financial Quarter from 2 October 2011 to 31 December 2011
 Q4 means the results for the Financial Quarter from 3 July 2011 to 1 October 2011

Relevant Period means Q3 + Q2; and
 Relevant Year means Q3 + Q2 + Q1 + Q4

Principal Debt Movements

Principal Debt Movements on the Notes	Balance as at 1 April 2012 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 30 June 2012 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,029.3	(5.4)	-	1,023.9
Class A1 Notes	154.8	(3.8)	-	151.0
Class A2 Notes	214.0	-	-	214.0
Class A3 Notes	200.0	-	-	200.0
Class A4 Notes	225.5	(1.6)	-	223.9
Class AB1 Notes	80.0	-	-	80.0
Class B Notes	155.0	-	-	155.0

Principal Debt Movements on the Term Advance	Balance as at 1 April 2012 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 30 June 2012 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,029.3	(5.4)	-	1,029.3
A1 Term Advance	154.8	(3.8)	-	151.0
A2 Term Advance	214.0	-	-	214.0
A3 Term Advance	200.0	-	-	200.0
A4 Term Advance	225.5	(1.6)	-	223.9
AB1 Term Advance	80.0	-	-	80.0
B Term Advance	155.0	-	-	155.0

Specific Trading Details

Turnover for the 13 weeks comprising Q3 was £105.7m giving a total during the Relevant Year of £402.0m. EBITDA for the quarter was £30.0m giving a cumulative total of £127.7m.

	Tenanted (Q3) £m	Managed (Q3) £m	Total (Q3) £m	Relevant Period (Q3 + Q2) £m	Relevant Year (Q3+Q2+Q1+Q4) £m
Turnover	49.2	56.5	105.7	197.9	402.0
Operating expenses	34.0	46.8	80.8	146.9	294.6
Adjusted Operating Profit*	15.2	9.7	24.9	51.0	107.4
Operating Profit			22.6	46.6	97.3
EBITDA	17.7	12.3	30.0	61.7	127.7
Free Cash Flow			27.3	55.2	112.3
Debt Service			19.5	38.7	77.6

* Before amortisation of goodwill

Coverages and Covenants

FCF DSCR was 1.4 times and the EBITDA to Debt Service ratio was 1.6 times for the Relevant Year and 1.4 times and 1.6 times respectively for the Relevant Period. The Debt Service Covenant and Restricted Payment Condition were satisfied.

	Relevant Period (Q3 + Q2)	Relevant Year (Q3 + Q2 + Q1 + Q4)
Free Cash Flow: Debt Service	1.4 times	1.4 times
EBITDA: Debt Service	1.6 times	1.6 times
Debt Service Covenant satisfied	Yes	Yes
Restricted Payment Condition satisfied	Yes	Yes

Net Worth as at 30 June 2012 was £599.4m. Restricted Payments of £nil were made in Q3 and £5.0m during the Relevant Year. The Restricted Payment Maximum at 30 June 2012 was £12.2m and no calculation of the Further Restricted Payment Maximum was required.

Maintenance and Capital Enhancement

The cumulative Maintenance Expenditure* in the Relevant Year was £22.3m and the Relevant Period was £10.1m. The Required Maintenance Amount* for the Relevant Year was £16.5m.

Capital Enhancement Expenditure of £5.1m was made in Q3, £27.2m in the Relevant Year and £11.4m in the Relevant Period.

*Maintenance includes both capital items and items expensed through the profit and loss account.

Cash Balances

Balances on the following accounts at 30 June 2012 were as follows:

	£m
Borrower Transaction Account	(22.3)
Disposals Proceeds Account	-
Maintenance Reserve Account	-
All other Obligor Accounts	71.3

Amounts available under the Liquidity Facility were £120m. No amounts were drawn under this facility.

Estate

	Tenanted Number	Managed Number	Total Number
Outlets at the beginning of Q3	1,550	278	1,828
Conversions from Managed to Tenanted	-	-	-
Conversion from Tenanted to Managed	-	-	-
Acquisitions and substitutions	-	-	-
Disposals	(4)	-	(4)
Outlets at the end of Q3	1,546	278	1,824

The aggregate proceeds from disposals was £2.3m for the quarter.

Accounting Policies

Marston's PLC certifies that these financials comply with Generally Accepted Accounting Principles applied in the United Kingdom.

Defaults

Marston's PLC certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

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