

PRO FORMA PRICING SUPPLEMENT

Private Residential Mortgages (Proprietary) Limited
(Incorporated with limited liability in South Africa under registration number 2005/044471/07)
Issue 4 of Series 2: Tranche 3 – R 34,000,000.00 Class D3F Notes
Under its R20 000 000 000 Residential Mortgage Backed Securities Programme

This document constitutes the Pricing Supplement relating to the Issue of Notes described in this Pricing Supplement.

This Pricing Supplement must be read in conjunction with the Programme Memorandum issued by Private Residential Mortgages (Proprietary) Limited dated 13 November 2006 and the Applicable Series Supplement in respect of Series 2, dated 13 November 2007 as amended and or substituted from time to time. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum or the Applicable Series Supplement, the provisions of this Pricing Supplement shall prevail.

Any capitalised terms not defined in this Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "Glossary of Definitions". References in this Pricing Supplement to the Terms and Conditions are to the section of the Programme Memorandum headed "Terms and Conditions of the Notes". References to any Condition in this Pricing Supplement are to that Condition of the Terms and Conditions.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from this Pricing Supplement which would make any statement false or misleading and that all reasonable enquires to ascertain such facts have been made and that this Pricing Supplement contains all information required by Applicable Law and the Debt Listings Requirements of the JSE Limited. The Issuer accepts full responsibility for the information contained in this Pricing Supplement.

DESCRIPTION OF THE NOTES

1. Issuer	Private Residential Mortgages (Proprietary) Limited
2. Security SPV	Private Residential Mortgages Security SPV Series 2 Proprietary Limited
3. Security status	Secured
4. Issue number	4
5. Series number	2
6. Tranche number	3
7. Class	D
8. Prepayment Note	No
9. Super Senior Note	No
10. Aggregate Principal Amount	R 34,000,000.00
11. Interest Payment Basis	Floating Rate
12. Issue Date(s)	15 June 2011
13. Minimum Denomination per Note	R1,000,000
14. Issue Price	R 34,000,000.00

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15. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	As per the Terms and Conditions, namely the Following Business Day
16. Trade type	Yield
17. Interest Payment Dates	15 th day of March, June, September and December of each year, or if such day is not a Business Day, the immediately succeeding day that is a Business Day.
18. Interest Commencement Date	15 June 2011
19. Scheduled Maturity Date	15 June 2014
20. Step-Up Date	15 June 2014
21. Final Redemption Date	15 June 2036
22. Use of Proceeds	The net proceeds of the issue of this Tranche of Class D3F Notes, the Tranche of Class B6F Notes, the Tranche of Class C3F Notes and the Tranche of Class A11F Notes will be used, in an amount of R827,800,000.00, to redeem the Class A2C, Class A5C and Class A6C Notes. The balance of the net proceeds, in an amount of R872,200,000.00, will be used to acquire Additional Loan Agreements
23. Pre-Funding Amount	R872,200,000.00
24. Pre-Funding Period	6 months
25. Specified Currency	ZAR
26. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A

FLOATING RATE NOTES

27. Interest Payment Date(s)	15 th day March, June, September and December of each year, or if such day is not a Business Day, the immediately succeeding day that is a Business Day.
28. Interest Period(s)	15 March to 14 June, 15 June to 14 September, 15 September to 14 December, 15 December to 14 March, both days inclusive
29. Manner in which the Interest Rate is to be determined	Screen Rate Determination
30. Margin/Spread for the Interest Rate	+ 220 basis points per annum to be added to the relevant Reference Rate
31. Margin/Spread for the Step-Up Rate	+ 280 basis points per annum to be added to the relevant Reference Rate
32. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month JIBAR

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(b) Rate Determination Date(s)	The first Business Day of each Interest Period
(c) Relevant Screen page and Reference Code	Reuters screen SAFETY page under caplion "Yield" as at approximately 11h00, Johannesburg time on the relevant Rate Determination Date, rounded to the third decimal point
33. If Interest Rate to be calculated otherwise than by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions	The arithmetic mean of the offered quotation, for the Reference Rate(s) which appears or appear, as the case may be, on the Rate Screen Page as at 12h00 (South African time) on the Rate Determination Date in question, plus the Margin, all as determined by Investec.
34. If different from the Administrator, agent responsible for calculating amount of principal and interest	N/A
35. Any other terms relating to the particular method of calculating interest	N/A

OTHER NOTES

36. If the Notes are not Fixed Rate Notes or Floating Rate Notes, or if the Notes are a combination of the above and some other Note, set out the relevant description any additional Terms and Conditions relating to such Notes	N/A
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GENERAL

37. Additional selling restrictions	N/A
38. International Securities Numbering (ISIN)	ZAG000086620
39. Stock Code	PR2 D1F
40. Financial Exchange	JSE
41. Dealer(s)	Investec
42. Method of distribution	Dutch Auction
43. Rating assigned to this Tranche of Notes (If any)	Ba2/Baa2.za, effective on the Issue Date
44. Rating Agency	Moody's Investors Service Limited
45. Governing Law	South Africa
46. Last Day to Register	Before 17h00 on 09 March, 09 June, 09 September, and 09 December
47. Books Closed Period	From (and including) 10 March to (but excluding) 15 March. From (and including) 10 June to (but excluding) 15 June. From (and including) 10 September to (but excluding) 15 September. From (and including) 10 December to (but excluding) 15 December.
48. Calculation Agent, if not Investec	Investec
49. Specified Office of the Calculation Agent	Investec Bank Limited, 100 Grayston Drive, Sandown, Sandton, 2196

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50.	Transfer Agent, if not Investec	Investec
51.	Specified Office of the Transfer Agent	Investec Bank Limited, 100 Grayston Drive, Sandown, Sandton, 2196
52.	Stabilisation Manager, if any	N/A
53.	Programme Limit	R20 000 000 000
54.	Aggregate Outstanding Principal Amount of Notes in Issue on the Issue Date of this Tranche	R 1,962,080,000.00, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
55.	Aggregate Principal Amount of the Class A , B, C and D Notes to be issued simultaneously with and including this Tranche	R1,500,000,000.00
56.	Required Weighted Average LTV Ratio	75.62 %
57.	Required Second Home Ratio	7.5 %
58.	Required Weighted Average Yield	Prime less 1.4%
59.	Required Self-Employed Ratio	30 %
60.	Required Jumbo Loan Ratio	7.0 %
61.	Required Non-Performing Ratio	7.0 %
62.	Required CAV Ratio	0 %
63.	Required Non-Owner Occupied Ratio	30 %
64.	Reserve Fund Required Amount	R173,104,000.00
65.	Other provisions	<p>(A) Each Additional Loan Agreement acquired by the Issuer during the Pre-Funding Period utilising the Pre-Funding Amount specified in paragraphs 21 and 22 of this Pricing Supplement is, in addition to the Eligibility Criteria set out in the Sale Agreement, subject to the following Eligibility Criteria:</p> <p>65.1 The Loan Agreement has been assigned a recovery code "A" in accordance with the Seller's standard policies and procedures,</p> <p>65.2 The weighted average seasoning of the Loan Agreements in the pool of Additional Loan Agreements purchased by the Issuer during the Pre-Funding Period does not exceed 10 months.</p> <p>(B) The obligation of the Issuer to enter into appropriate Derivative Contracts with Derivative Counterparties with the Required Credit Rating to mitigate the Interest rate risks arising from the inclusion of Loan Agreements in the Loan Portfolio bearing interest on a different basis to</p>

the Notes will not apply where the aggregate JIBAR-linked Loan Agreements and fixed rate Loan Agreements to which the obligation would otherwise apply are less than 1% of the Loan Portfolio.

POOL DATA – SEE APPENDIX "1"

REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "2"

Application is hereby made to list this Tranche of the Notes, as from 15 June 2011, pursuant to the R 20,000,000,000 Private Residential Mortgages (Proprietary) Limited Residential Mortgage Backed Securities Programme.

PRIVATE RESIDENTIAL MORTGAGES (PROPRIETARY) LIMITED (Issuer)

By: [Signature]

Director, duly authorised

Date: 14/06/2011

By: [Signature]

Director, duly authorised

Date: 15/6/2011