

PRICING SUPPLEMENT

Private Residential Mortgages (Proprietary) Limited
(Incorporated with limited liability in South Africa under registration number 2005/044471/07)

Issue of Series 1: Tranche 1 – R 2,000,000,000 Class A4 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 1, dated 15 February 2011. 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.

DESCRIPTION OF THE NOTES

1. Issuer	Private Residential Mortgages (Proprietary) Limited
2. Security SPV	Private Residential Mortgages Security SPV Series 1 (Proprietary) Limited
3. Security status	Secured
4. Issue number	2
5. Series number	1
6. Tranche number	1
7. Class	A4
8. Prepayment Note	No
9. Aggregate Principal Amount	R 2,000,000,000
10. Interest Payment Basis	Floating Rate
11. Issue Date(s)	15 February 2011
12. Minimum Denomination per Note	R1,000,000
13. Issue Price	R 2,000,000,000
14. 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
15. Interest Payment Dates	15 th day of February, May, August and November of each year, or if such day is not a Business Day, the immediately succeeding day that is a Business Day.
16. Interest Commencement Date	15 February 2011
17. Scheduled Maturity Date	15 February 2014

18. Step-Up Date	15 February 2014
19. Final Redemption Date	15 November 2036
20. Use of Proceeds	The net proceeds of the issue of this Tranche of Class A4 Notes, will be used to redeem the outstanding A1, A2, A3, B1 and C1 Notes.
21. Pre-Funding Amount	N/A
22. Pre-Funding Period	N/A
23. Specified Currency	ZAR
24. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A

FLOATING RATE NOTES

25. Interest Payment Date(s)	15th day of February, May, August and November of each year, or if such day is not a Business Day, the immediately succeeding day that is a Business Day.
26. Interest Period(s)	15 February to 14 May, 15 May to 14 August, 15 August to 14 November, 15 November to 14 February, commencing 15 February 2011.
27. Manner in which the Interest Rate is to be determined	Screen Rate Determination
28. Margin/Spread for the Interest Rate	+ 135 basis points per annum to be added to the relevant Reference Rate
29. Margin/Spread for the Step-Up Rate	+ 225 basis points per annum to be added to the relevant Reference Rate
30. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month JIBAR
(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 caption "Yield" as at approximately 11h00, Johannesburg time on the relevant Note Reset Date, rounded to the third decimal point
31. If Interest Rate to be calculated otherwise than by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions	N / A
32. If different from the Administrator, agent responsible for calculating amount of principal and interest	N/A
33. Any other terms relating to the particular method of calculating interest	N/A

OTHER NOTES

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

GENERAL

35. Additional selling restrictions N/A
36. International Securities Numbering (ISIN) ZAG000084096
37. Stock Code PRM 1 A4
38. Financial Exchange JSE
39. Dealer(s) Investec
40. Method of distribution Dutch Auction
41. Rating assigned to this Tranche of Notes (if any) Aaa.za(sf)
42. Rating Agency Moody's Investors Service Limited
43. Governing Law South Africa
44. Last Day to Register Before 17h00 on 09 February, 09 May, 09 August, and 09 November
45. Books Closed Period From and including 10 February to, but excluding 15 February. From and including 10 May to, but excluding 15 May. From and including 10 August to, but excluding 15 August. From and including 10 November to, but excluding 15 November.
46. Calculation Agent, if not Investec Investec
47. Specified Office of the Calculation Agent per Series Supplement
48. Transfer Agent, if not Investec Investec
49. Specified Office of the Transfer Agent per Series Supplement
50. Stabilisation Manager, if any N/A
51. Programme Limit R20 000 000 000
52. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche R 2 000 000 000, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
53. Aggregate Principal Amount of other Tranches to be issued simultaneously with this Tranche N/A
54. Required Weighted Average LTV Ratio 71.6%
55. Required Non-Owner Occupied Ratio 21%
56. Required Weighted Average Yield Prime less 2,05%
57. Required Self-Employed Ratio 30%
58. Required Jumbo Loan Ratio 2%
59. Required Non-Performing Ratio 7%
60. Reserve fund required amount R 378,761,173

POOL DATA – SEE APPENDIX "1" OF SERIES SUPPLEMENT

REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "2" OF SERIES SUPPLEMENT

Application is hereby made to list this Tranche of the Notes, as from 15 February 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:  _____

Director, duly authorised

Date: 15/2/11

By:  _____

Director, duly authorised

Date: 15/02/2011