

SA Home Loans

THE THEKWINI FUND 11 (RF) LIMITED

(Incorporated in South Africa as a public company with limited liability under registration number 2013/020930/06)

Issue of ZAR 227 000 000 Class A7 Secured Floating Rate Note Under its ZAR4 000 000 000 Asset Backed Note Programme, registered with the JSE Limited on 2 August 2013

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

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by The Thekwini Fund 11 (RF) Limited dated on or about 31 July 2013. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

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

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from this Applicable Pricing Supplement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this Applicable Pricing Supplement contains all information required by Applicable Law and the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement, the Programme Memorandum and the annual financial report and any amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

DESCRIPTION OF THE NOTES

1.	Issuer	The Thekwini Fund 11 (RF) Limited
2.	Status and Class of the Notes	Secured Class A7 Notes
3.	Tranche number	1
4.	Series number	7
5.	Designated Class A Ranking	Equal ranking with Class A1 Note
6.	Class A Principal Lock-Out	N/A

7.	Aggregate Principal Amount of this Tranche	ZAR 227 000 000
8.	Issue Date(s)	14 April 2014
9,	Minimum Denomination per Note	ZAR 1 000 000
10.	Issue Price(s)	100%
11.	Applicable Business Day Convention	Following Business Day
12.	Interest Commencement Date(s)	14 April 2014
13.	Coupon Step-Up Date	18 July 2018
14.	Refinancing Period	The period beginning on (and including) 18 June 2018 and ending on (but excluding) 18 September 2018
15.	Final Redemption Date	18 July 2041
16.	Use of Proceeds	The net proceeds of the issue of this Tranche, together with the net proceeds from the issue of the Class A8 Notes, Class Class B Notes, Class C Notes and Class D Notes will be used to purchase Additional Home Loans and to fund a portion of the Reserve Fund
17	. Pre-Funding Amount	N/A
18	. Pre-Funding Period	N/A
19	Tap Issue Period	The period from and including the Issue Date up until and excluding 18 April 2014
20		
	 The date for purposes of paragraph (a) in the definition of "Revolving Period" 	18 January 2015
21	paragraph (a) in the definition of	18 January 2015 Rand
21 22	paragraph (a) in the definition of "Revolving Period" 1. Specified Currency	
22	paragraph (a) in the definition of "Revolving Period" 1. Specified Currency 2. Set out the relevant description of any additional Conditions relating to	Rand
22 F:	paragraph (a) in the definition of "Revolving Period" Specified Currency Set out the relevant description of any additional Conditions relating to the Notes	Rand
22 F: 2	paragraph (a) in the definition of "Revolving Period" 1. Specified Currency 2. Set out the relevant description of any additional Conditions relating to the Notes IXED RATE NOTES	Rand N/A
22 F: 2:	paragraph (a) in the definition of "Revolving Period" 1. Specified Currency 2. Set out the relevant description of any additional Conditions relating to the Notes IXED RATE NOTES 3. Fixed Coupon Rate	Rand N/A N/A N/A
22 F: 2 2	paragraph (a) in the definition of "Revolving Period" 1. Specified Currency 2. Set out the relevant description of any additional Conditions relating to the Notes IXED RATE NOTES 3. Fixed Coupon Rate 4. Interest Payment Date(s)	Rand N/A N/A

N/A 27. Final Broken Amount N/A 28. Coupon Step-Up Rate 29. Any other items relating to the N/A particular method of calculating interest FLOATING RATE NOTES The 18th day of January, April, July and 30. Interest Payment Date(s) October of each calendar year. The first Interest Payment Date shall be 18 July 2014 The periods 18 January to 17 April, 18 April Interest Period(s) to 17 July, 18 July to 17 October and 18 October to 17 January of each year. The first Interest Period shall be from the Issue Date to 17 July 2014. The last Interest Period is 18 April 2041 to 17 July 2041 Screen Rate Determination 32. Manner in which the Rate of Interest is to be determined 1.14% per annum to be added to the 33. Margin/Spread for the Coupon Rate relevant Reference Rate, from the Issue Date up until the Coupon Step-Up Date 1.60% per annum to be added to the 34. Margin/Spread for the Coupon Steprelevant Reference Rate, from the Coupon Step-Up Date until the Final Redemption Up Rate Date 35. If ISDA Determination N/A (a) Floating Rate Option N/A (b) Designated Maturity N/A (c) Reset Date(s)

36. If Screen Determination

 (a) Reference Rate (including relevant period by reference to which the Coupon Rate is to be calculated)

(b) Rate Determination Date(s)

3 month ZAR-JIBAR-SAFEX

The 18th day of January, April, July and October of each calendar year. The first Rate Determination Date shall be 7 April 2014 (c) Relevant Screen page and Reference Code Reuters Screen SFXMM page as at 11h00, South African time on the relevant date or any successor rate

37. If Coupon Rate to be calculated otherwise than by reference to the previous 2 sub-clauses above, insert basis for determining Coupon Rate/Margin/Fall back provisions

N/A

38. If different from the Calculation Agent, agent responsible for calculating amount of principal and interest N/A

39. Any other terms relating to the particular method of calculating interest

N/A

OTHER NOTES

40. 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 (including, if applicable, the identity of the reference entity in the case of a credit linked Note) and any additional Conditions relating to such Notes

N/A

GENERAL

41. Additional selling restrictions

N/A

42. International Securities Numbering (ISIN)

ZAG000114307

43, Stock Code

TH11A7

44. Financial Exchange

JSE Limited

45. Dealer(s)

SBSA

46. Method of distribution

Bookbuild / Auction

47. Rating assigned to this Tranche of Notes (if any)

AAA(zaf), with effect from the Issue Date

48. Rating Agency

Fitch

49. Governing Law

South Africa

50. Last day to register

The Business Day preceding the Books Closed Period 51. Books closed period

The periods 13 January to 18 January, 13 April to 18 April, 13 July to 18 July and 13 October to 18 October of each calendar year

52. Calculation Agent, If not the Servicer

SA Home Loans (Pty) Ltd

53. Specified Office of the Calculation Agent Per the Programme Memorandum

54. Transfer Secretary

SA Home Loans (Pty) Ltd

55. Specified Office of the Transfer Secretary

Per the Programme Memorandum

56. Programme Limit

ZAR 4 000 000 000

57. Aggregate Principal Amount
Outstanding of Notes in Issue on the
Issue Date of this Tranche

ZAR 2 270 000 000, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date

58. Aggregate Principal Amount of the Class A8 Notes, Class B Notes, Class C Notes and Class D Notes to be issued simultaneously with this Tranche

ZAR 973 000 000

59. Reserve Fund Required Amount

- (a) on the Issue Date ZAR 86 750 000;
- (b) on each Interest Payment Date after the Issue Date up until the Coupon Step-Up Date at least 2.5% of the aggregate Principal Amount of the Notes on the Issue Date;
- on each Interest Payment Date after (c) the Coupon Step-Up Date until the Final Redemption Date, the greater of (I) the Reserve Fund Required immediately on the Amount preceding Interest Payment Date less the Principal Deficiency on the preceding Interest Payment Date; (ii) 2.5% of the aggregate Principal Amount Outstanding of the Notes from time to time; and (iii) 0.15% of the aggregate Principal Amount Outstanding of the Notes as at the last Issue Date in the Tap Issue Period;
 - (d) on the Final Redemption Date, zero.

60. Redraw Facility Limit

ZAR 121 450 000

61. Start-Up Loan

ZAR 29 186 630.14

- 62. Definition: Class A Principal Lock-Out N/A
- 63. Other provisions

The table detailing the Estimated Life of the Notes is set out below:

CPR	5.00%
WAL - 5 year call	2.89
WAL - no call	3.07
Last Cash Flow - no call	6.00
CPR WAL - 5 year call WAL - no call Last Cash Flow - no call	2,43 2,43
CPR	10.00%
WAL - 5 year call	2.05
WAL - no call	2.05

Last Cash Flow - no call

Please see the Programme Memorandum for the assumptions in respect of the Estimated Lives of the Notes

3.75

REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "A"

POOL DATA - SEE APPENDIX "B"

Application is hereby made to list this Tranche of the Notes on the Interest Rate Market of the JSE, as from 14 April 2014, pursuant to The Thekwini Fund 11 (RF) Limited Asset Backed Note Programme.

SIGNED at $\frac{\sqrt{1000}}{\sqrt{1000}}$ this $\frac{q}{\sqrt{1000}}$ day of April 2014.

For and on behalf of THE THEKWINI FUND 11 (RF) LIMITED (ISSUER)

Name: OP TOWERS

Capacity: Director

who warrants his/her authority hereto

Name:

Capacity: Director

who warrants his/her authority hereto

- 62. Definition: Class A Principal Lock-Out N/A
- 63. Other provisions

The table detailing the Estimated Life of the Notes is set out below:

CPR	5.00%	
WAL - 5 year call	2.89	
WAL - no call	3.07	
Last Cash Flow - no call	6.00	
CPR	7.50%	
WAL - 5 year call	2.43	
WAL - no call	2.43	
Last Cash Flow - no call	4.75	
CPR	10.00%	
WAL - 5 year call	2.05	
WAL - no call	2.05	
Last Cash Flow - no call	3.75	

Please see the Programme Memorandum for the assumptions in respect of the Estimated Lives of the Notes

REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "A"

POOL DATA - SEE APPENDIX "B"

Application is hereby made to list this Tranche of the Notes on the Interest Rate Market of the JSE, as from 14 April 2014, pursuant to The Thekwini Fund 11 (RF) Limited Asset Backed Note Programme.

SIGNED at Durbal this 10 day of April 2014.

For and on behalf of THE THEKWINI FUND 11 (RF) LIMITED (ISSUER)

Name: DIANRANCE

Marker D CHOKHNO

Name:

Capacity: Director

who warrants his/her authority hereto

Capacity: Director

who warrants his/her authority hereto

APPENDIX "A"

REPORT OF THE INDEPENDENT AUDITOR OF THE ISSUER

"INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF THE THEKWINI FUND 11 (RF) LIMITED ON COMPLIANCE OF THE PROPOSED ISSUE BY THE THEKWINI FUND 11 (RF) LIMITED OF UP TO ZAR4 000 000 000 SECURED [FIXED AND FLOATING RATE] NOTES PURSUANT TO THE ASSET BACKED NOTE PROGRAMME AS DESCRIBED IN THE PROGRAMME MEMORANDUM DATED ON OR ABOUT 31 JULY 2013, WITH THE RELEVANT PROVISIONS OF THE SECURITISATION REGULATIONS (GOVERNMENT NOTICE 2, GOVERNMENT GAZETTE 30628 OF 1 JANUARY 2008) ISSUED BY THE REGISTRAR OF BANKS, AS REQUIRED BY PARAGRAPHS 15(1)(a)(ii) and 16(2)(a)(vii) OF THE SAID NOTICE.

Introduction

As required by paragraphs 15(1)(a)(ii) and 16(2)(a)(vii) of the Securitisation Regulations (Government Notice 2, Government Gazette 30628 of 1 January 2008) issued by the Registrar of Banks (the "Securitisation Regulations"), we have reviewed whether or not the Issue of up to ZAR4 000 000 000 secured [fixed and floating rate] Notes (the "Notes") by The Thekwini Fund 11 (RF) Limited (the "Issuer") pursuant to the Asset Backed Note Programme (the "Programme"), as documented in the Programme Memorandum dated on or about 31 July 2013 (the "Programme Memorandum"), will be compliant with the relevant provisions of the Securitisation Regulations.

We conducted our work in accordance with International Standards on Assurance Engagements ISAE 3000 (Assurance engagements other than audits or reviews of historical financial information).

Compliance with the relevant provisions of the Securitisation Regulations is the responsibility of the Issuer. Our responsibility is to report on such compliance.

Scope

Our work was generally limited to an examination of the Programme Memorandum with regard to compliance with the relevant provisions of the Securitisation Regulations. It should be recognised that our work did not constitute an audit or a review and may not necessarily have revealed all material facts.

Findings

Based on our work described above, nothing has come to our attention which indicates that the Issuer will not be in compliance, in all material respects, with the relevant provisions of the Securitisation Regulations with regard to the proposed issue of the Notes pursuant to the Programme and the conduct of the scheme as described in the Programme Memorandum.

Our report is presented solely for the purpose set out in the first paragraph of the report and is not to be used for any other purpose.

Yours faithfully

Deloitte & Touche Registered Auditors Per André Pottas Partner [•]"

APPENDIX "B"

POOL DATA

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thember of toans fexcl, negative balances)	696.324	103 539	2 500 000
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Current Loan Amount (7AR)	697 365	107 959	2 475 693
Committed Loan Amount (ZAR)	67/4	1 135	2019
Original LTV (%)	66%	386	81%
Current ETV (%)	6795	10%	81%
Committed ETV (%)	3%	3%	5%
interest Margin (Budibar plus)	239	36	276
Original Tenn (months)	235	35	276
Remaining Term (months)	5	i	69
Seasoning (months)	17%	155	31%
Current PTI Ratio (%)	17.6	175	31%
Credit PTI Ratio (%)	1110		
		% of Arrears	% of Total
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Number of Loans (excl. negative balances)	637 846	150 000	2 500 000
Original Loan Amount (ZAR)	671 022	=	2 472 624
Current Loan Amount (ZAR)	687 719	134 974	2 475 693
Committed Loan Amount (ZAR)	67%	8,78%	8131
Original ETV (%)	06%	0.00%	10156
Current LTV (%)	67%	8.73%	101%
Committed LTV (%)	375	2.60%	5%
Interest Margin (3mlihar plus)	241	∃6	276
Original Term (months)	231	35	276
Remaining Ferm (months)	11	1	101
Seasoning (months)	1714	CE\$	90%
Current PTI Ratio (%)	1758	OSS	94%
Cradit PTI Ratio (%)			
	•	% of Arrears	% of Yotal
Arrear Summary	3 338 395 319	0%	97%
Performing (less than 0.5 instalments in arrears)	57 567 173	54%	255
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	Teach (alternation (a) for the				_	Proposed Combined Pool	lood ba		
		Proposed Tap Pool	Pool	(7AR)	% of Total	No. of Loans	% of Total Cu	% of Total Current Balance (ZAR)	% of Total
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					Proposed Combined Pool	Pool	(\$ 06 TO 10
	2	Total Court	e of Total Common Balance (ZAR)	% of Total	No. of Loans	% of Total Curr	% of Total Current Balance (245)	7960
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	Proposed Tap Pool	20	1	to at Towns	No of Loans	% of Total Cu	% of Total Current Balance (ZAR)	% of total
12 September 12 Se	No. of Laans	% of Total Cu	% of Total Current Balance (Link)	20. Total	1 284	25%	591 300 117	17%
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