



The Thekwini Warehousing Conduit (RF) Limited (formerly The Thekwini Warehousing Conduit Proprietary Limited)

(Incorporated with limited liability in South Africa under registration No. 2005/007604/06)

Issue of ZAR 111,000,000 Senior Fixed Rate Notes due 12 January 2015

Under its ZAR 6 000 000 000

Residential Mortgage Warehousing Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. References in this Pricing Supplement to the Terms and Conditions are to the section headed "Terms and Conditions of the Notes" in the Programme Memorandum dated 1 February 2013 (the "Programme Memorandum"). Any capitalised terms not defined in this Pricing Supplement shall have the meaning ascribed to them in the section of the Programme Memorandum headed "Glossary of Terms", unless separately defined in the Programme Memorandum. References to any Condition in this Pricing Supplement are to that Condition of the Terms and Conditions.

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

This Pricing Supplement must be read in conjunction with the Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

1.	Issuer	The Thekwini Warehousing Conduit (RF) Limited
2.	Status of Notes	Senior
3.	Class of Notes	Secured
4.	Notes Rating at issue date	F1+(zaf)
5.	Rating Agency	Fitch
6.	Tranche Number	1
7.	Series Number	1
8.	Aggregate Principal Amount	ZAR 111,000,000

9.	Issue Date	13 October 2014
10.	Specified Denomination	ZAR 1 000 000
11.	Issue Price	100%
12.	Value of aggregate Principal Amount of all Notes issued under the Programme as at the Issue Date (including current issue)	ZAR 2 597 000 000
13.	Method of Distribution	Auction
14.	Form of Notes	The Notes will be issued in Uncertificated form
15.	Applicable Business Day	Following Business Day
16.	Day Count Fraction	Actual 365

FIXED RATE NOTES

17.	Final Maturity Date	12 January 2015
18.	Interest Commencement Date	13 October 2014
19.	Interest Payment Date(s)	12 January 2015
20.	Fixed Interest Rate	6.375%
21.	Initial Broken Amount	N/A
22.	Final Broken Amount	N/A

GENERAL

23.	Final Redemption Amount	ZAR 111,000,000
24.	Additional selling restrictions	N/A
25.	Dealer	The Standard Bank of South Africa Limited
26.	ISIN Number	ZAG000120536
27.	Stock Code	TWC068
28.	Financial Exchange	JSE (Interest Rate Market)
29.	Last Day to Register	By 17h00 on 5 January 2015
30.	Books Closed Date	6 January 2015
31.	Transfer Agent	The Standard Bank of South Africa Limited
32.	Specified Office of the Transfer Agent	25 Sauer Street, Johannesburg

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| 33. | Stabilisation Manager (if any) | N/A |
| 34. | Use of Proceeds | General Corporate Purposes |
| 35. | Note Rating | F1+(zaf) |
| 36. | Date of rating review | February 2014, reviewed annually |
| 37. | Other provisions | Further information with regards to the Home Loan Pool please refer to http://www.sahomeloans.com/AboutUs/BusinessPartners.aspx |

Application is hereby made to list this issue of Notes on 13 October 2014

THE THEKWINI WAREHOUSING CONDUIT (RF) LIMITED (FORMERLY THE THEKWINI WAREHOUSING CONDUIT PROPRIETARY LIMITED)



By: Kurt Van Staden

Date: 10 October 2014



By: David Towers

Date: 10 October 2014