

Magellan Mortgages No. 3 plc

Euro 1,413,750,000 Class A Mortgage Backed Floating Rate Notes due 2058

Euro 33,750,000 Class B Mortgage Backed Floating Rate Notes due 2058

Euro 15,750,000 Class C Mortgage Backed Floating Rate Notes due 2058

Euro 36,750,000 Class D Mortgage Backed Floating Rate Notes due 2058

Euro 19,600,000 Class E Floating Rate Notes due 2058

Euro 250,000 Class F Notes due 2058

Investor Report Nov 2012



**Banco Comercial Português, S.A.
Transaction Manager, Custodian and Servicer**

1. Security Level Information

Issuer Name	Magellan Mortgage No. 3 plc				
	Class A	Class B	Class C	Class D	Class E
Security Class Name	Class A	Class B	Class C	Class D	Class E
ISIN	XS0222684655	XS0222691510	XS0222691940	XS0222698523	XS0222698952
Bloomberg Ticker	MAGEL 3 A	MAGEL 3 B	MAGEL 3 C	MAGEL 3 D	MAGEL 3 E
Issue Date	30 Jun 2005	30 Jun 2005	30 Jun 2005	30 Jun 2005	30 Jun 2005
Maturity Date	15 May 2058	15 May 2058	15 May 2058	15 May 2058	15 May 2058
Subordination Level	Senior	Subord. to Class A Notes	Subord. to Class B Notes	Subord. to Class C Notes	Subord. to Class D Notes
S&P Rating	A- (sf)	BBB- (sf)	BB+ (sf)	B (sf)	-
Moodys Rating	Baa3	B1*- (sf)	B3*- (sf)	Caa1*- (sf)	-
Currency	Euro	Euro	Euro	Euro	Euro
Total Original Balance	1,413,750,000.00	33,750,000.00	15,750,000.00	36,750,000.00	19,600,000.00
Total Beginning Balance Prior to Distribution	537,721,226.25	16,150,826.25	7,537,052.25	17,586,455.25	0.00
Total Ending Balance Subsequent to Distribution	527,475,780.00	15,843,093.75	7,393,443.75	17,251,368.75	0.00
Total Principal Distribution	10,245,446.25	307,732.50	143,608.50	335,086.50	0.00
Pool Factor	37.31040000%	46.94250000%	46.94250000%	46.94250000%	0.00000000%
Principal Deficiency Ledger	0.00	0.00	0.00	0.00	n/a
Total Interest Distributions	827,777.02	29,761.94	17,699.30	62,636.60	0.00
Payment Date	15/Nov/12	15/Nov/12	15/Nov/12	15/Nov/12	15/Nov/12
Quarterly Collection Date	31/Oct/12	31/Oct/12	31/Oct/12	31/Oct/12	31/Oct/12
Calculation Period	29	29	29	29	29
Accrual Beginning Date	16/Aug/12	16/Aug/12	16/Aug/12	16/Aug/12	16/Aug/12
Accrual Ending Date	15/Nov/12	15/Nov/12	15/Nov/12	15/Nov/12	15/Nov/12
Accrual Period	91 days	91 days	91 days	91 days	91 days
Accrual Rate	0.609 %	0.729 %	0.929 %	1.409 %	1.849 %
Euro Reference Rate	0.349 %	0.349 %	0.349 %	0.349 %	0.349 %
Spread (bps)	26	38	58	106	150
Denomination	3,803.51	4,785.43	4,785.43	4,785.43	0.00
Day Basis	Act/360	Act/360	Act/360	Act/360	Act/360
Reset Rate Effective Date	13/Aug/12	13/Aug/12	13/Aug/12	13/Aug/12	13/Aug/12
New Denomination for the next period	3,731.04	4,694.25	4,694.25	4,694.25	0.00

(Amounts in Euro)

2. Collateral Level Information

CP ending 31 Oct 12

Mortgage Asset Portfolio

	Amount	Nr of Loans
Beginning Principal Outstanding Balance	600,968,594.15	12,419
Beginning Principal Outstanding Balance (net of Deemed Losses)	578,994,753.73	
Principal Redemption	11,965,342.48	136
Scheduled Principal Redemption	5,812,107.75	
Prepayments	4,506,442.30	
Retired Mortgages Assets for non-permitted variations	1,646,792.43	
CPR	3.00%	
Deemed Principal Losses	840,935.88	
Principal Recoveries (to the extent of a debit balance recorded on the PDL)	1,774,287.63	
Ending Principal Outstanding Balance	589,003,251.67	12,283
Ending Principal Outstanding Balance (net of Deemed Losses)	567,962,763.00	
Ending Principal Outstanding Balance at Closing Date	1,495,358,931.35	24,378

	31-Jul-12	31-Oct-12
WA Interest Rate	1.738 %	1.405 %
WA Current LTV (Outstanding Loan Amount/Initial Valuation)	57.5 %	57.2 %
WA Original LTV (Initial Loan Amount/Initial Valuation)	69.4 %	69.5 %
Average Loan Balance	48,391.06	47,952.72
Maximum Loan Balance	219,890.01	214,444.76
Minimum Loan Balance	307.53	224.13

Delinquent Mortgage Loans

	Amount	Nr of Loans
30 - 59 days	4,091,095.90	74
60 - 89 days	1,946,244.78	37
90 - 179 days	3,142,705.33	64
180 - 269 days	3,114,202.98	61
270 - 365 days	2,855,241.88	59
> 365 days	25,416,108.07	469
	<u>40,565,598.94</u>	<u>764</u>

Number of loans in Legal Proceedings (of which the mortgage loan is current*)	28,234,991.48 0	537
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* proceedings initiated by other creditors

Retired Mortgages Asset Pool

	Amount	Nr of Loans
Breach of Reps. & Warranties	0.00	0
Non Permitted Variations	1,646,792.43	30

Substitute Mortgage Asset Pool

	Amount	Trigger	Result
Current Period	0.00		
Cumulative during 1 year from the Closing Date	39,002,347.96	75,000,001.60	Pass
Cumulative since Closing Date	149,999,762.91	150,000,003.19	Pass

Permitted Variations

	Amount	Trigger	Result
Cumulative since Closing Date	299,749,804.30	300,000,006.38	Pass

Provisioning

	Loans in arrear	%	Amount
Principal Outstanding Balance to be provisioned			840,935.88
Amount to be provisioned	>= 12 months	25%	325,171.29
	>= 24 months	50%	181,775.92
	>= 36 months	100%	333,988.67

(Amounts in Euro)

3. Triggers and Tests Determinations

Portfolio Trigger Event

Mortgage Loans in arrears (90 - 365 days)	9,112,150.19
Aggregate Principal Outstanding Balance of the Mortgage Loans on 21 June 2005 (CDD)	1,500,000,031.92
Ratio	0.61%
Trigger (maximum)	4.50%
Result	PASS

Net Cumulative Default Ratio

Aggregate Principal Outstanding Balance of the Defaulted Mortgage Assets net of collections + repurchase proceeds + recoveries in respect of defaulted mortgage assets	25,416,108.07
Aggregate Principal Outstanding Balance of the Mortgage Assets as at the CDD	1,500,000,031.92
Ratio	1.69%
Trigger (less than)	15.00%
Result	PASS

Pro-Rata Test**PASS**

(a) Principal Amount Outstanding of the Class A Notes	527,475,780.00
Principal Amount Outstanding of the Class A Notes as at the Closing Date	1,413,750,000.00
Ratio	37.31%
Trigger (less or equal)	75.00%
Result	PASS
(b) Cash Reserve Account	10,421,920.08
Cash Reserve Account Required Balance	10,421,920.08
Result	PASS
(c) Principal Outstanding Balance of the Mortgage Loans in arrears (90-365 days)	9,112,150.19
Principal Outstanding Balance of the Mortgage Loans as at the CDD	1,500,000,031.92
Ratio	0.61%
Trigger (less)	1.80%
Result	PASS

Cash Reserve Release Test**PASS****Contingent Liquidity Event****YES**

(Amounts in Euro)

4. Unit Waterfall

Unit Interest Waterfall	FDD 13 Nov 2012
Opening Balance	<u>0.00</u>
Additions to Interest Waterfall	
Interest Collections Proceeds	2,608,054.08
Interest on Fund Account	<u>0.00</u>
	<u>2,608,054.08</u>
Deductions from Interest Waterfall	
Incorrect Payments to Originators	0.00
Fund Expenses (see detail below)	220,981.68
Unit Distribution - Interest Component	<u>2,387,072.40</u>
	<u>2,608,054.08</u>
Closing Balance	<u>0.00</u>
Unit Principal Waterfall	FDD 13 Nov 2012
Opening Balance	<u>0.00</u>
Additions to Principal Waterfall	
Principal Collections Proceeds	<u>11,965,342.48</u>
	<u>11,965,342.48</u>
Deductions from Principal Waterfall	
Unit Distribution - Principal Component	<u>11,965,342.48</u>
	<u>11,965,342.48</u>
Closing Balance	<u>0.00</u>
Fund Expenses:	
Supervision Fee due and payable by the Fund to the C.M.V.M.	12,206.48
Fund Manager Fees and Liabilities	39,836.25
Custodian Fees and Liabilities	15,358.09
Servicer Fees and Expenses	<u>153,580.86</u>
	<u>220,981.68</u>

(Amounts in Euro)

5. Interest Distribution

IPD 15 Nov 2012

Available Interest Distribution Amount	
Unit Distributions - Interest Component	2,387,072.40
Principal Recoveries (to the extent of a debit balance recorded on the PDL's)	1,774,287.63
Receipts under the Swap Agreement	0.00
Receipts under the Interest Rate Cap Agreement	0.00
Gains on Authorised Investments	0.00
Cash Reserve Drawing	0.00
Cash Reserve Account Release Amount	220,795.20
Principal Draw Amount	0.00
Contingent Liquidity Drawing	0.00
Interest accrued and credited to the Issuer Account	0.00
Interest accrued and credited to the Cash Reserve Account	5,515.00
Class F proceeds to the extent not used to fund initial up-front transaction expenses	0.00
Residual Interest Component re. previous period	0.00
Excess of provision for Issuer Expenses	0.00
Total Available Interest Distribution Amount	4,387,670.23
Pre-Enforcement Interest Payment Priorities	
(1st) Issuer's Liability to tax	1,725.00
(2nd) Trustee fees and Liabilities	0.00
(3rd) Issuer Expenses (See detail below)	25,584.47
(4th) Amounts due and payable to the Contingent Liquidity Facility Provider	0.00
(5th i) Payments under Swap Agreem. (except for an Early Termination of Swap Agreem.)	321,345.02
(5th ii) Payments under Interest Rate Cap Agreem. (except for an Early Termination of Interest Rate Cap Agreem.)	0.00
(6th i) Class A Notes unpaid interest	827,777.02
(6th ii) Payments under Swap Agreem. (except for a default by the Swap Counterparty)	0.00
(6th iii) Payments under Interest Rate Cap Agreem. (except for a default by the Interest Rate Cap Counterparty)	0.00
(7th) Reduction of the debit balance on the Class A Principal Deficiency Ledger	0.00
(8th) Class B Notes unpaid interest	29,761.94
(9th) Reduction of the debit balance on the Class B Principal Deficiency Ledger	0.00
(10th) Class C Notes unpaid interest	17,699.30
(11th) Reduction of the debit balance on the Class C Principal Deficiency Ledger	0.00
(12th) Class D Notes unpaid interest	62,636.60
(13th) Reduction of the debit balance on the Class D Principal Deficiency Ledger	840,935.88
(14th) Class E Notes unpaid interest	0.00
(15th) Payment to the Cash Reserve Account	0.00
(16th i) Payments under Swap Agreem. (in case of default by Swap Count.)	0.00
(16th ii) Payments under Interest Rate Cap Agreem. (in case of default by Interest Rate Cap Count.)	0.00
(17th) Payment of Principal Amount Outstanding on the Class E Notes (see detail below)	0.00
(18th) Class F Notes Distribution Amount	2,260,205.00
(19th) Release of the Balance (if any) to the Issuer	0.00
Total Pre-Enforcement Interest Payment Priorities	4,387,670.23
Issuer Expenses	
Agent Bank and Paying Agents fees and Liabilities (including Principal Paying Agent and Irish Paying Ag	0.00
Transaction Manager fees and Liabilities	7,401.47
Audit Fees	5,148.00
Corporate Services Provider fees and Liabilities	5,535.00
	<u>25,584.47</u>

(Amounts in Euro)

6. Principal Distribution

IPD 15 Nov 2012

Available Principal Distribution Amount	
Unit Distribution - Principal Component	11,965,342.48
Available Interest Distribution Amount used to reduce PDL's	840,935.88
Residual Principal Component re. previous period	838.18
Less Principal Recoveries (to the extent of a debit balance recorded on the PDL)	1,774,287.63
Less, Principal Draw Amount	0.00
Total Available Principal Distribution Amount	11,032,828.91
Pre-Enforcement Principal Payment Priorities	
Pro-Rata Test Satisfied (TRUE/FALSE)	TRUE
Where the Pro-Rata Test has been satisfied, payment of:	
Principal Amount Outstanding of Class A Notes (see detail below)	10,245,446.25
Principal Amount Outstanding of Class B Notes	307,732.50
Principal Amount Outstanding of Class C Notes	143,608.50
Principal Amount Outstanding of Class D Notes	335,086.50
Total Pre-Enforcement Principal Payment Priorities	11,031,873.75
Total Available Principal Distribution Amount	10,246,341.60
Number of outstanding Class A Notes	141,375
Class A Notes Principal Payment - per Note	72.47
Class A Notes Principal Payment	10,245,446.25
Residual Principal Component due to rounding	895.35
Total Available Principal Distribution Amount	307,755.91
Number of outstanding Class B Notes	3,375
Class B Notes Principal Payment - per Note	91.18
Class B Notes Principal Payment	307,732.50
Residual Principal Component due to rounding	23.41
Total Available Principal Distribution Amount	143,619.42
Number of outstanding Class C Notes	1,575
Class C Notes Principal Payment - per Note	91.18
Class C Notes Principal Payment	143,608.50
Residual Principal Component due to rounding	10.92
Total Available Principal Distribution Amount	335,111.99
Number of outstanding Class D Notes	3,675
Class D Notes Principal Payment - per Note	91.18
Class D Notes Principal Payment	335,086.50
Residual Principal Component due to rounding	25.49

(Amounts in Euro)

7. Cash Reserve Account	IPD 15 Nov 2012
Opening Balance	<u>10,642,715.28</u>
Additions to Cash Reserve Account	
Class E Notes Proceeds (excl. Unit Purchase Amount)	0.00
Replenishment of the Cash Reserve Account	0.00
Interest accrued on Issuer Cash Reserve Account	<u>5,515.00</u>
	<u>5,515.00</u>
Deductions from Cash Reserve Account	
Cash Reserve Drawing	0.00
Cash Reserve Release Amount	220,795.20
Interest on Issuer Cash Reserve Account tansf. to Issuer Account	<u>5,515.00</u>
	<u>226,310.20</u>
Closing Balance	<u>10,421,920.08</u>
 Cash Reserve Account Required Balance	 10,421,920.08

(Amounts in Euro)

8. Contacts

Transaction Manager, Custodian and Servicer

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