

DATED

5th August

2005

(1) GRANDSOFT LIMITED

and

(2) BARCLAYS BANK PLC

and

(3) THE ROYAL BANK OF SCOTLAND

and

**(4) THE MAYOR AND BURGESSES OF
THE LONDON BOROUGH OF CAMDEN**

A G R E E M E N T

relating to land known as
125 HIGH HOLBORN

**COMPRISING 9-10 SOUTHAMPTON PLACE, 121-125 HIGH HOLBORN and
3-9 & 1-13 SOUTHAMPTON ROW LONDON WC1V 6QA
pursuant to Section 106 of the Town and Country Planning
Act 1990 (as amended) and
Section 278 of the Highways Act 1980**

Alison Lowton
Borough Solicitor
London Borough of Camden
Town Hall
Judd Street
London WC1H 9LP

Tel: 020 7974 1918
Fax: 020 7974 2962

S:plan/Imm/s106 Agreements/High Holborn 125 (OSH, HC, TP, SMP, SP)
REF: CLS/COM/LMM/1431.327

THIS AGREEMENT is made the 5th day of August 2005

BETWEEN:

1. **GRANDSOFT LIMITED** (Co. Regn. No. 3771024) whose registered office is at New Burlington House 1075 Finchley Road London NW11 0PU (hereinafter called "the Owner") of the first part
2. **BARCLAYS BANK PLC** (Co. Regn. No. 1026167) of 54 Lombard Street London EC3P 3AH (hereinafter called "the First Mortgagee") of the second part
3. **THE ROYAL BANK OF SCOTLAND PLC** (Scot. Regn. No. 90312) of 36 St. Andrew Square Edinburgh EC2 2YB (hereinafter called "the Second Mortgagee") of the third part
4. **THE MAYOR AND BURGESSES OF THE LONDON BOROUGH OF CAMDEN** of Town Hall, Judd Street, London WC1H 9LP (hereinafter called "the Council") of the fourth part

WHEREAS

- 1.1 The Owner is registered at HM Land Registry as the freehold proprietor with Title absolute of the Property under Title Number NGL779464 subject to a charge to the First Mortgagee and the Second Mortgagee.
- 1.2 The Owner is the freehold owner of and is interested in the Property for the purposes of Section 106 of the Act.
- 1.3 An application for planning permission for the Development of the Property was submitted to the Council and validated on 6th May 2005 and the Council resolved to grant planning permission conditionally under reference number 2005/1082/P subject to the completion of this Agreement.
- 1.4 An application for conservation area consent for the Development of the Property was submitted to the Council and validated on 6 May 2005 and the Council resolved

to grant conservation area consent conditionally under reference number 2005/1083/C subject to the completion of this Agreement.

- 1.5 The Council considers it expedient in the interests of the proper planning of its area that the development of the Property should be restricted or regulated in accordance with this Agreement.
- 1.6 For that purpose the Owner is willing to enter into this Agreement pursuant to the provisions of Section 106 of the Act.
- 1.7 The First Mortgagee as mortgagee under a legal charge registered under Title Number NGL779464 and dated 14th October 1999 is willing to enter into this Agreement to give its consent to the same.
- 1.8 The Second Mortgagee as mortgagee under a legal charge registered under Title Number NGL779464 and dated 14th October 1999 is willing to enter into this Agreement to give its consent to the same.

2. **DEFINITIONS**

In this Agreement the following expressions (arranged in alphabetical order) shall unless the context otherwise requires have the following meanings:-

- 2.1 "the Act" the Town and Country Planning Act 1990 (as amended)
- 2.2 "Affordable Housing" low cost housing provided by a Registered Social Landlord or the Council available for Social Rented Housing or Intermediate Housing to people nominated by the Council through its housing allocation scheme who cannot afford to occupy homes available in the open market
- 2.3 "Affordable Housing Units" the Intermediate Housing Units and Social Rented Housing Units

2.4 "the Agreement"

this Planning Obligation made pursuant to Section 106 of the Act

2.5 "the Application"

an application for planning permission in respect of the Development of the Property submitted to the Council and validated on 6th May 2005 for which a resolution to grant permission has been passed conditionally under reference number 2005/1082/P subject to the completion of this Agreement

2.6 "the B1 Element"

the 13,000 square metres gross floor space within the Development to be used exclusively for purposes within Class B1 of the Use Classes Order as shown edged red on Plan 1

2.7 "Boulevard Standard"

a high standard of paving that the Council applies to all new footway works and is defined as:-

- (i) 75mm thick by 600mm square and/or 600mm x 450mm reinforced concrete slabs (Marshals-Liverpool or similar approved);
- (ii) laid on 25mm thick bed of 1 part cement to 6 parts sand with same in joints;
- (iii) laid on 150mm thick C7.5P Concrete

2.8 "Conservation Area Consent"

the conservation area consent for the Development of the Property substantially in the draft form annexed hereto

2.9 "the Development"

(i) Planning Permission

demolition and redevelopment of 9-10 Southampton Place and 3-9 Southampton Row and demolition and redevelopment behind the retained façade at 121-126 High Holborn 1 and 11-13 Southampton Row to provide new office and retail accommodation together with associated plant servicing and parking as shown on drawing numbers: 2047-20-240 rev A; 241 rev B; 242 rev A; 243 rev A; 244 rev A; 245 rev A; 246 rev A; 247 rev B; 248 rev B; 250 rev D; 251 rev B; 253 rev C; 260 rev B; 261 rev C; 262 rev A; 263 rev A; 270 rev A; 271 rev A; 272 rev A; 273 rev A; 280 rev B; 281 rev B; 282 rev B; 283 rev B; 290 rev B; 291 rev B; 292 rev B; 293 rev B; 294 rev B; 295 rev B; 296 rev B; 297 rev B; 298 rev B; 801; 21-410 rev B; 21-411 rev B; 21-441; 21-442; 21-443; 21-444; 21-421 rev A; Site Location Plan; demolition & redevelopment details; supporting statement; appendix AB2; design report; planning report and outline planning stage document.

(ii) Conservation Area Consent

demolition and redevelopment of 9-10 Southampton Place and 3-9 Southampton Row and demolition and redevelopment behind the retained facade at 121-126 High Holborn 1 and 11-13 Southampton Row to provide new office and retail accommodation together with associated plant servicing and parking as shown on drawing numbers 2047-20-240 rev A; 241 rev B; 242 rev A; 243 rev A; 244 rev A; 245 rev A; 246 rev A; 247 rev B; 248 rev B; 250 rev D; 251 rev B; 253 rev C; 260 rev B; 261 rev C; 262 rev A; 263 rev A; 270 rev A; 271 rev A; 272 rev A;

273 rev A; 280 rev B; 281 rev B; 282 rev B; 283 rev B; 290 rev B; 291 rev B; 292 rev B; 293 rev B; 294 rev B; 295 rev B; 296 rev B; 297 rev B; 298 rev B; 801; 21-410 rev B; 21-411 rev A; 21-441; 21-442; 21-443; 21-444; 21-421 rev A; site location plan; demolition & redevelopment details; supporting statement; appendix AB2; design report; planning report and outline planning stage document.

2.10 "the Highways Contribution"

the sum of £93,500 (ninety three thousand five hundred pounds) to be paid by the Owner to the Council in accordance with the terms of this Agreement and to be applied by the Council in event of receipt for the carrying out works to the public highway in the vicinity of the Property such works to comprise the following ("the Highway Works")

- (i) the upgrading widening and improvement to public footway along all three street frontages surrounding the Property to Boulevard Standard;
- (ii) changes to the on-street loading bay on High Holborn including the potential removal of the loading bay fronting High Holborn;
- (iii) the making of a traffic order to re-arrange the bays on Southampton Place;
- (iv) any other such works to the public highway in the vicinity of the Property as

are reasonably required due to the Development;

and for the avoidance of doubt the Council in accepting this sum does not undertake any responsibility in connection with any required statutory undertakers works and excludes any statutory undertakers costs

2.11 "the Implementation Date"

the date of implementation of the Development by the carrying out of a material operation as defined in Section 56 of the Act and references to "Implementation" and "Implement" shall be construed accordingly

2.12 "Intermediate Housing"

Affordable Housing available to people who at the commencement of their occupancy are in need of intermediate housing in terms set out in paragraph 3.26 of the London Plan or the Spatial Development Strategy for Greater London (subject to annual reviews) or such other definition of Intermediate Housing agreed upon between the Council and the Owner

2.13 "Intermediate Housing Units"

the 3 x 1-bed and 1x2-bed units comprised within the site referred to in Clause 2.15 (ii) of this Agreement (17-19 Barter Street) to be provided as Intermediate Housing as shown edged red on Plan 2 attached hereto (or any other units suitable for Intermediate Housing as agreed by the Council in writing)

2.14 "Occupation Date"

the first date when any part of the Development is occupied and the phrases "Occupy", "Occupied" and "Occupation" shall be construed accordingly

2.15 "Off-Site Housing"

new Affordable Housing Units and Private Residential Units to be created in connection with the Development (but not comprised within it) as follows:

(i) 21 Barter Street London WC1 containing 13 Private Residential Units comprising 8 x 1 bed; 2 x 2 bed and 3 x 3 bed units pursuant to planning application reference 2005/1075/P;

(ii) 17-19 Barter Street, London WC1 containing 9 Affordable Housing Units comprising 5 x 1 bed; 3 x 2 bed and 1 x 4 bed units pursuant to planning application reference 2005/1074/P; and

(iii) 130-132 High Holborn, London WC1 containing 6 Affordable Housing Units comprising 6 x 2 bed units pursuant to planning application reference 2005/1073/P

OR in the event the sites referred to in Clause 2.15 (i) (ii) and (iii) of this Agreement are not secured then such residential units that are to be secured shall in their totality meet the following requirements (unless otherwise agreed in writing by the Council in accordance with the requirements of this Agreement):-

(iv) total area of off-site units to comprise 3,632 square metres of gross floorspace 50% of such floorspace to be provided as Affordable Housing

(v) all units to be "new" residential units i.e. not consisting of units currently in housing use or created out of existing housing accommodation

(vi) all units to be located within the Holborn and Covent Garden Ward within the Council's borough unless otherwise agreed with the Council in writing

2.16 "the Parties" mean the Council the Owner the First Mortgagee the Second Mortgagee

2.17 "Plan 1" the plans numbered 2047/00/741, 742, 743, 744, 745 and 746 all headed "Plan 1" annexed hereto

2.18 "Plan 2" the plan marked 17-19 Barter Street; Intermediate Housing and headed "Plan 2" annexed hereto

2.19 "Plan 3" the plan marked 21 Barter Street; Private Housing and headed "Plan 3" annexed hereto

2.20 "Plan 4" the plan marked 17-19 Barter Street: Socially Rented Housing and the plan marked 130-132 High Holborn: Socially Rented Housing both headed "Plan 4" annexed hereto

2.21 "Plan 5" the plan marked "Plan 5" annexed hereto

2.22 "Planning Obligations Monitoring Officer" a planning officer of the Council from time to time allocated to deal with all planning obligations pursuant to S106 of the Act to whom all notices correspondence approvals etc must

be sent in the manner prescribed at clause 6.1 hereof

2.23 "the Planning Permission"

a planning permission granted for the Development substantially in the draft form annexed hereto

2.24 "the Property"

the land known as 125 High Holborn comprising 1 Southampton ^{Row} ~~Place~~, 9-10 Southampton Place, 121-12⁵ High Holborn and 3-9 & 11-13 Southampton Row London WC1V 6QA the same as shown shaded grey on plan 5

2.25 "Private Residential Units"

13 residential units to be built on the site known as 21 Barter Street London WC1 shown for identification purposes on Plan 3 annexed hereto pursuant to the planning application referenced 2005/1075/P or (such other units that the Council has agreed in writing under the terms of this Agreement)

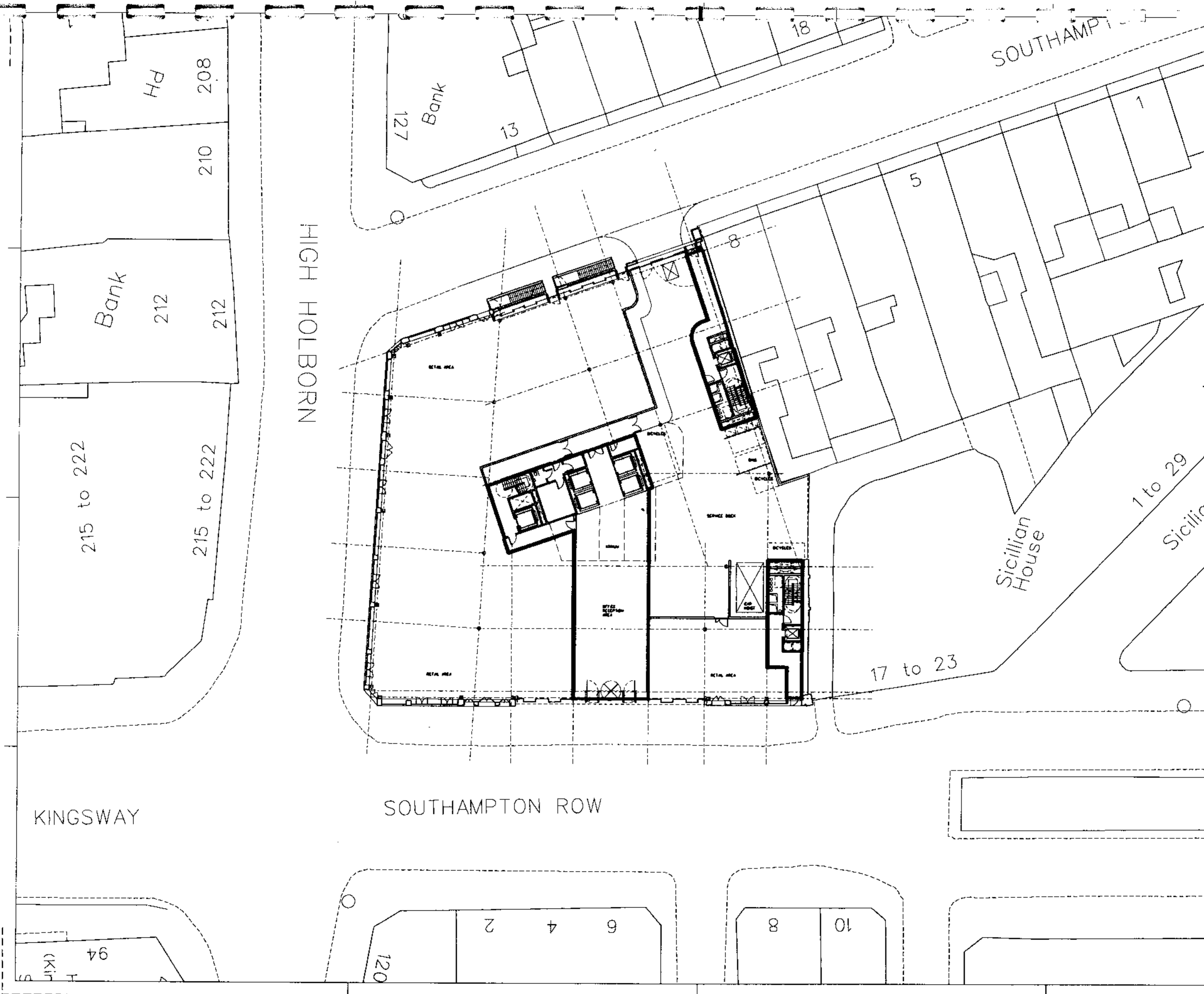
2.26 "Registered Social Landlord"

a registered social landlord registered as such by the Housing Corporation who has entered into an agreement with the Council to secure the Affordable Housing created in conjunction with the Development as accommodation for people nominated by the Council through its housing allocation scheme

2.27 "the Service Management Plan"

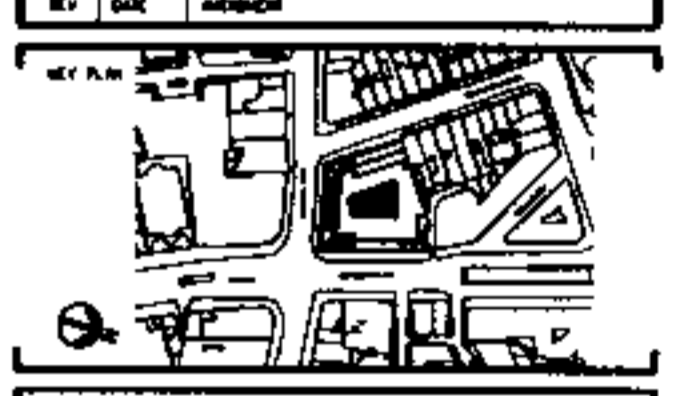
a plan for the management of the deliveries and servicing to the Development seeking to minimise service vehicle conflicts within the on-site loading bay and ensuring loading is undertaken from within the curtilage of the site

- 2.28 "Social Rented Housing" Affordable Housing provided to people for rent on the basis of housing need with rents no higher than target rents set by the government for housing association rents.
- 2.29 "Social Rented Housing Units" the 2 x 1-bed 2 x 2-bed and 1 x 4-bed units comprised within the site referred to in sub-Clause 2.15(ii) of this Agreement and the 6 x 2-bed units comprised within the site referred to in sub-Clause 2.15(iii) of this Agreement to be provided as Social Rented Housing the same as shown edged blue on Plan 4 attached hereto (or any other units suitable for Social Rented Housing as agreed by the Council in writing)
- 2.30 "the Sustainability Plan" a plan giving effect to the heads of terms set out in the Second Schedule hereto securing the incorporation of sustainability measures in the carrying out of the Development in its fabric and in its subsequent management having regard to a Building Research Establishment Assessment Method assessment to be carried out by a recognised independent verification body in respect of the Property
- 2.31 "the Travel Plan" a plan setting out a package of measures to be adopted by the Owner in the management of the Development incorporating the elements set out in the First Schedule hereto with a view to inter alia reducing trips in motor vehicles to and from the Development and promoting the use of sustainable forms of transport
- 2.32 "Use Classes Order" the schedule to the Town & Country Planning (Use Classes) Order 1987



NO. 10
NOTES

NO.	DATE	REVISION



125 HIGH HOLBORN
LONDON

SHEPPARDSON

ARCHITECTURAL DESIGN PLANNING INTERIORS

77 PARKWAY, CANNON ROW, LONDON, W1P 7PU
 TEL: +44 (0) 20 7546 1000 FAX: +44 (0) 20 7546 1001
 WWW.SHEPPARDSON.COM E-MAIL: info@sheppardson.com

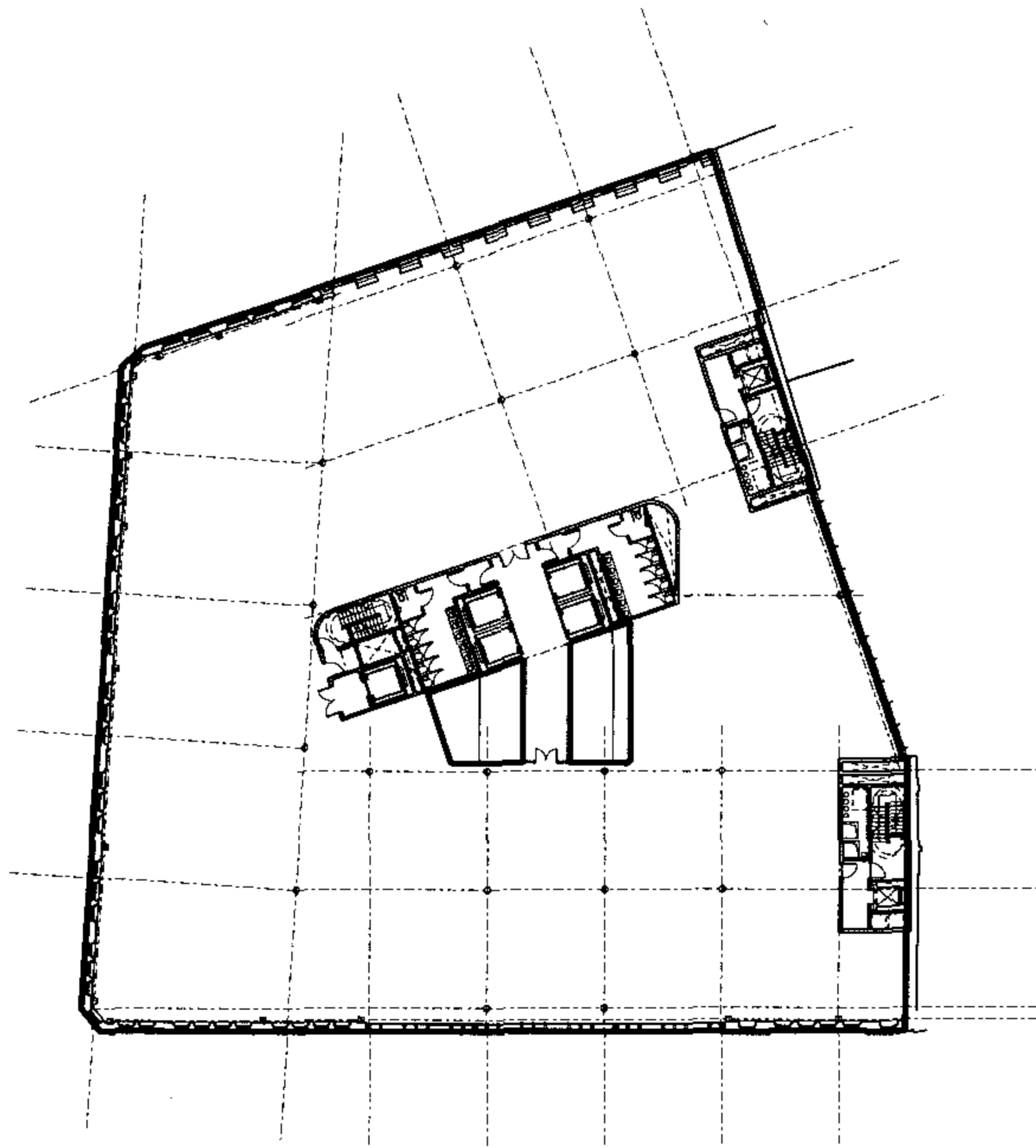
PLAN ONE
Ground Floor Plan
B1 use

NO.	DATE	DESIGNER	CHECKED	APPROVED
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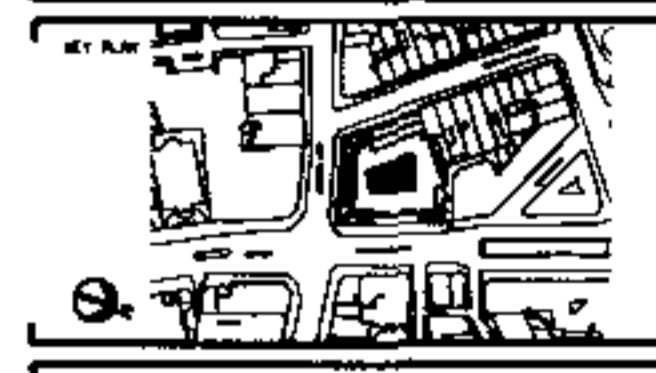
STAGE
PLANNING

PROJECT NO.
2047_00_741

Plotted 02/09/2005 Filename: L:\Projects\2000_etc\2047\end\plan001_00_741.plt



NO.	DATE	BY	DESCRIPTION



125 HIGH HOLBORN
LONDON

1:500

1:500

SHEPPARDSON

ARCHITECTS

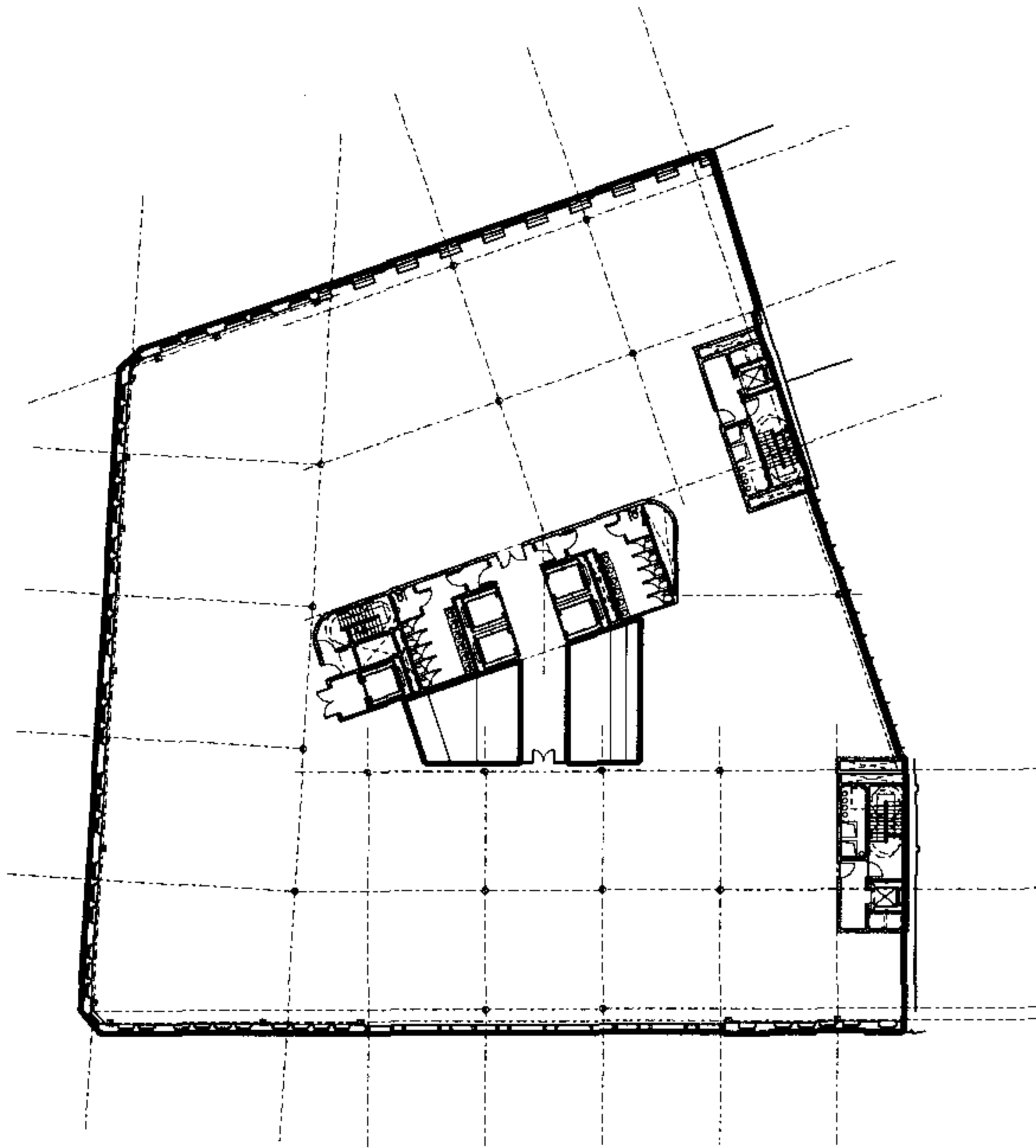
77 PARKWAY, CANON TOWN, LONDON, W1P 7PU
 TEL: +44 (0) 20 7341 9000 FAX: +44 (0) 20 7341 9001
 WWW.SHEPPARDSON.COM EMAIL: INFO@SHEPPARDSON.COM

NAME
PLAN ONE
 1st Floor Plan
 01 USE

NO.	DATE	BY	CHECKED	APPROVED

SCALE
PLANNING

PROJECT NO.
2047_00_742



REV	DATE	DESCRIPTION



125 HIGH HOLBORN
LONDON

1000

SHEPPARDSON

77 Parkway - Green Park - London - W1J 7JF
 Tel: +44 (0) 20 7594 1200 Fax: +44 (0) 20 7594 1201
 www.sheppardson.com e-mail: info@sheppardson.com

PLAN ONE
2nd Floor Plan
BI use

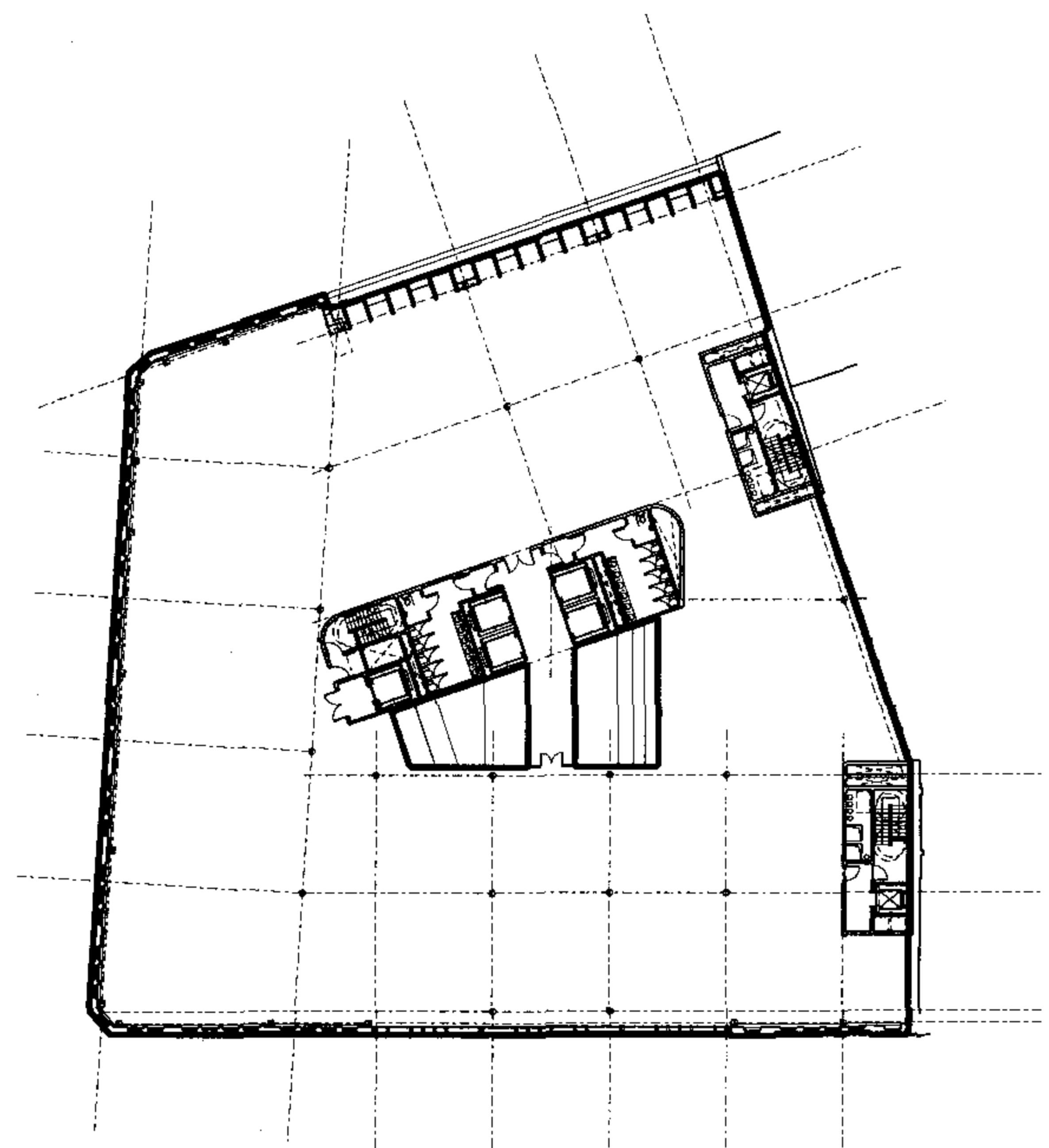
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1:200	11.11.05	CPS		

PLANNING

2047_00_743

80 MM SCALE FROM THE DRAWING
NOTES

A1





125 HIGH HOLBORN
LONDON



77 PAVWAY . CANON TOWN . LONDON . SE1 3PU
 TEL: +44 20 7594 4700 FAX: +44 20 7594 1300
 WWW: www.sheppardassociates.com

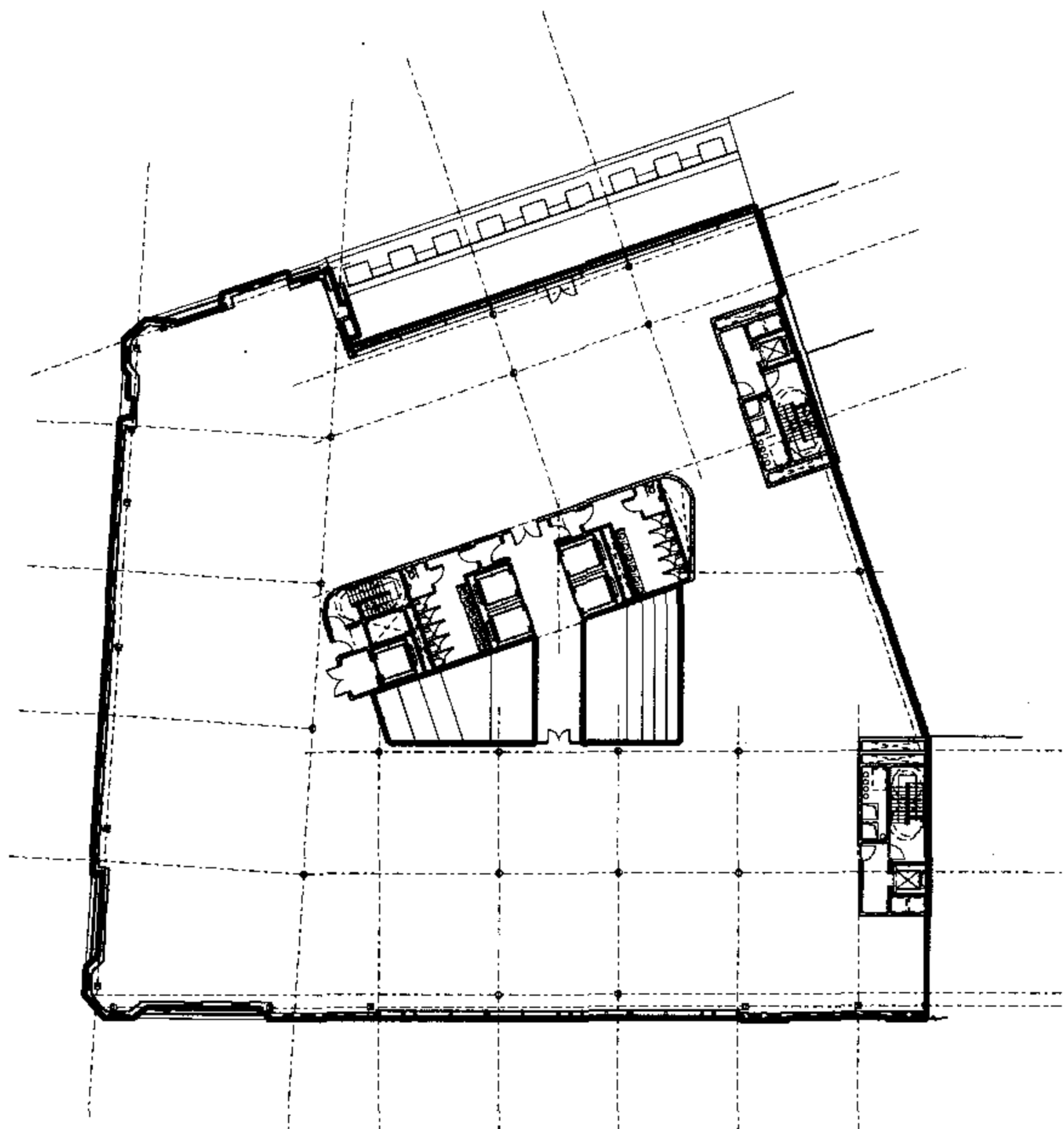
PLAN ONE
3rd Floor Plan
BI use

DATE	BY	DESIGNED	CHECKED	APPROVED
1008	11/11/08	CPS		

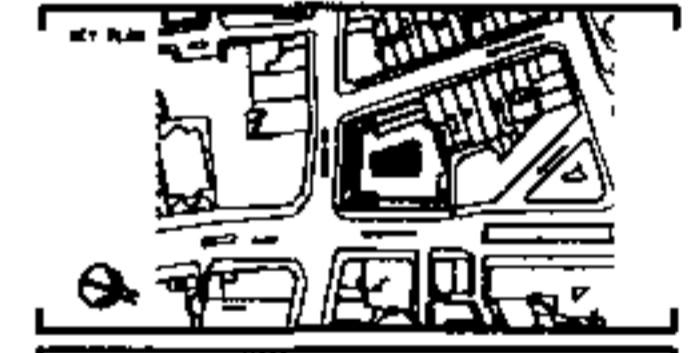
PLANNING

2047_00_744

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REV	DATE	DESCRIPTION



125 HIGH HOLBORN
LONDON



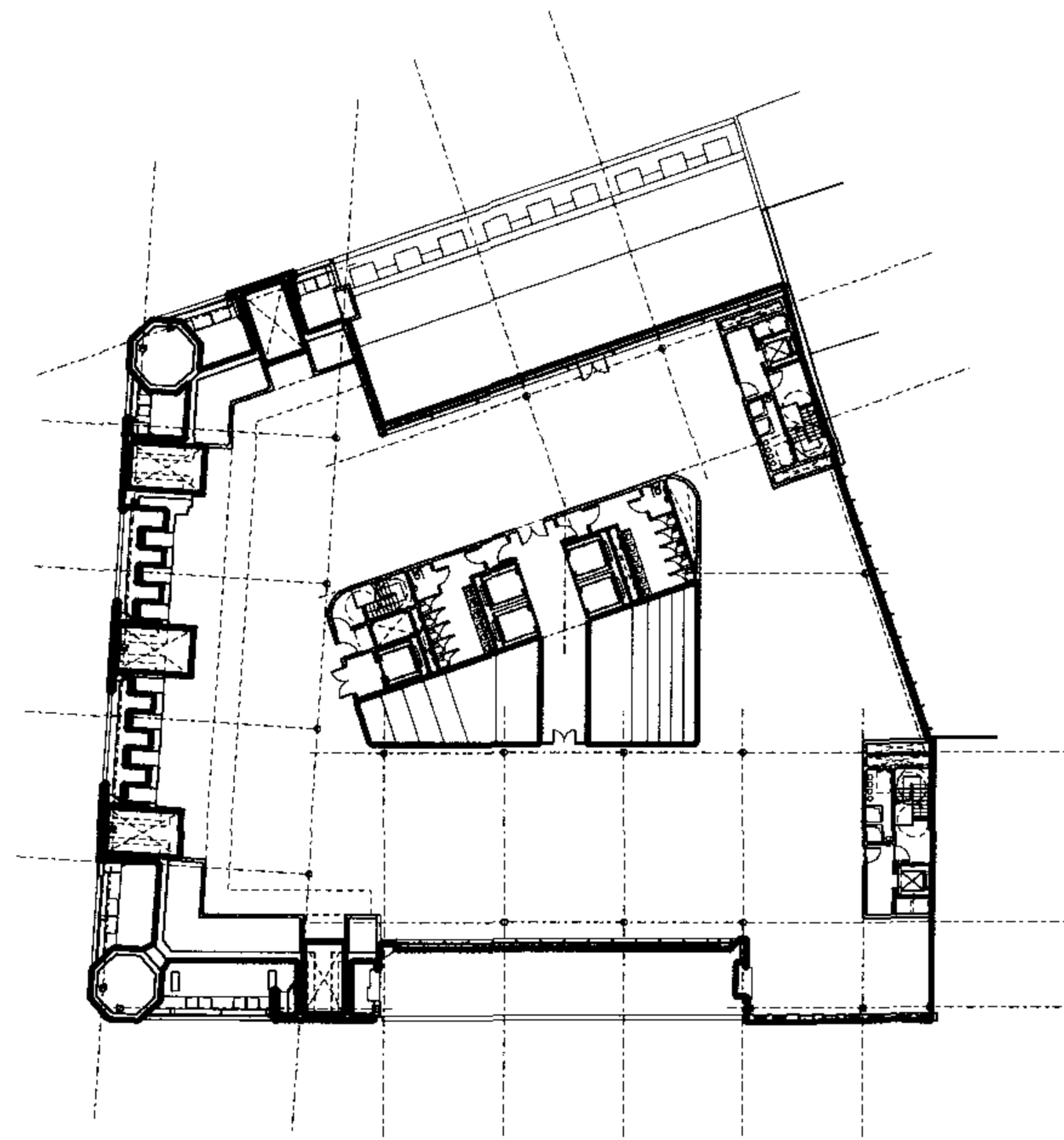
77 PERKINS, CANON SQUARE, LONDON, WC1N 3RU
 TEL: 020 7300 1000 FAX: 020 7300 1001
 WWW: www.sheppardrobson.com

PLAN ONE
 4th Floor Plan
 01.mxd

SCALE	DRAWN	CHECKED	APPROVED
1:200			

PLANNING

2047_00_745



NO.	DESCRIPTION	DATE



125 HIGH HOLBORN
LONDON



17 FINSBURY LANE, CANON SQUARE, LONDON, EC2A 3DF
Tel: +44 (0) 20 7596 1000 Fax: +44 (0) 20 7596 1001
www.sheppardassociates.com

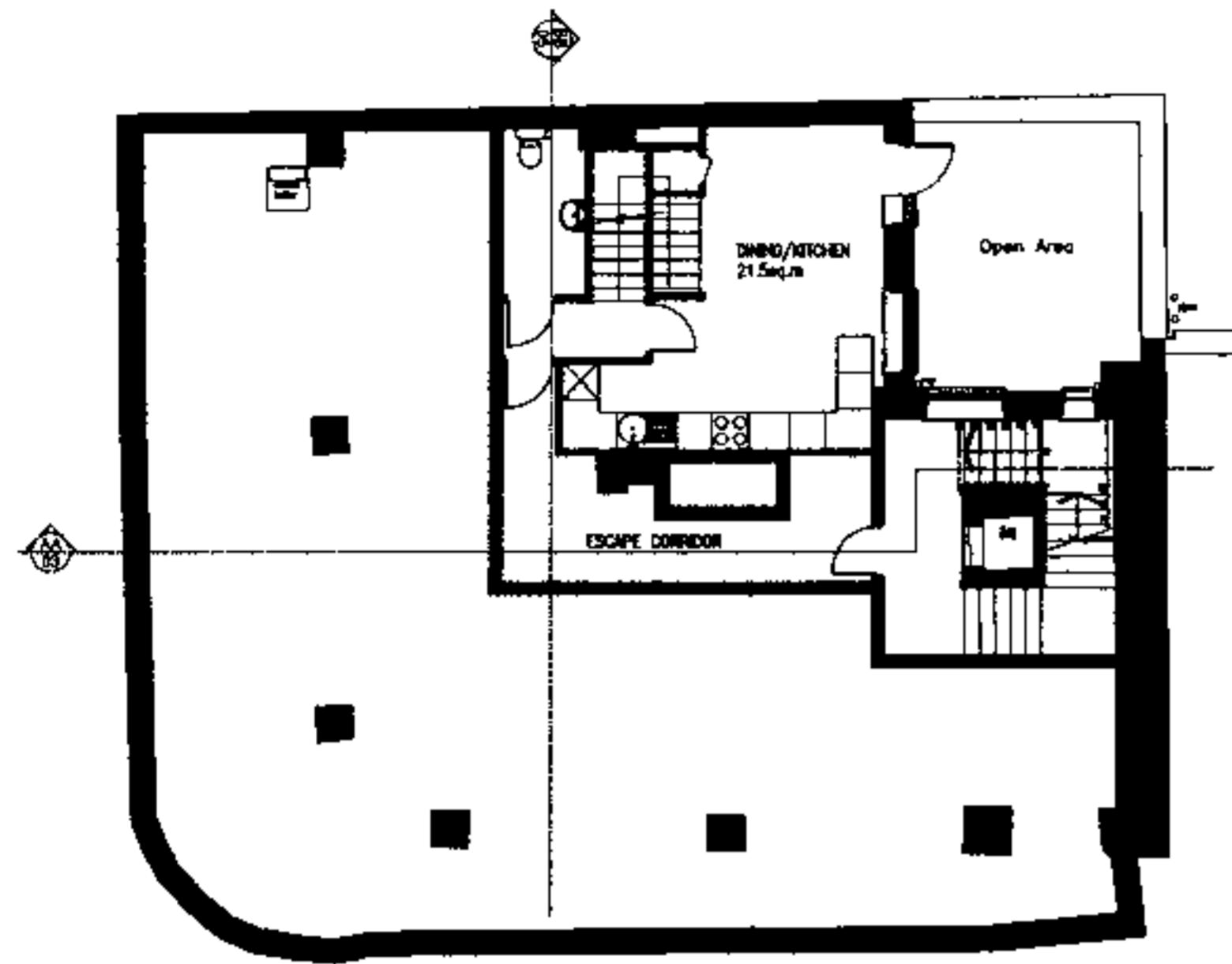
PLAN ONE
1st Floor Plan
B1 use

SCALE	DATE	REVISION	DESIGN	APPROVED
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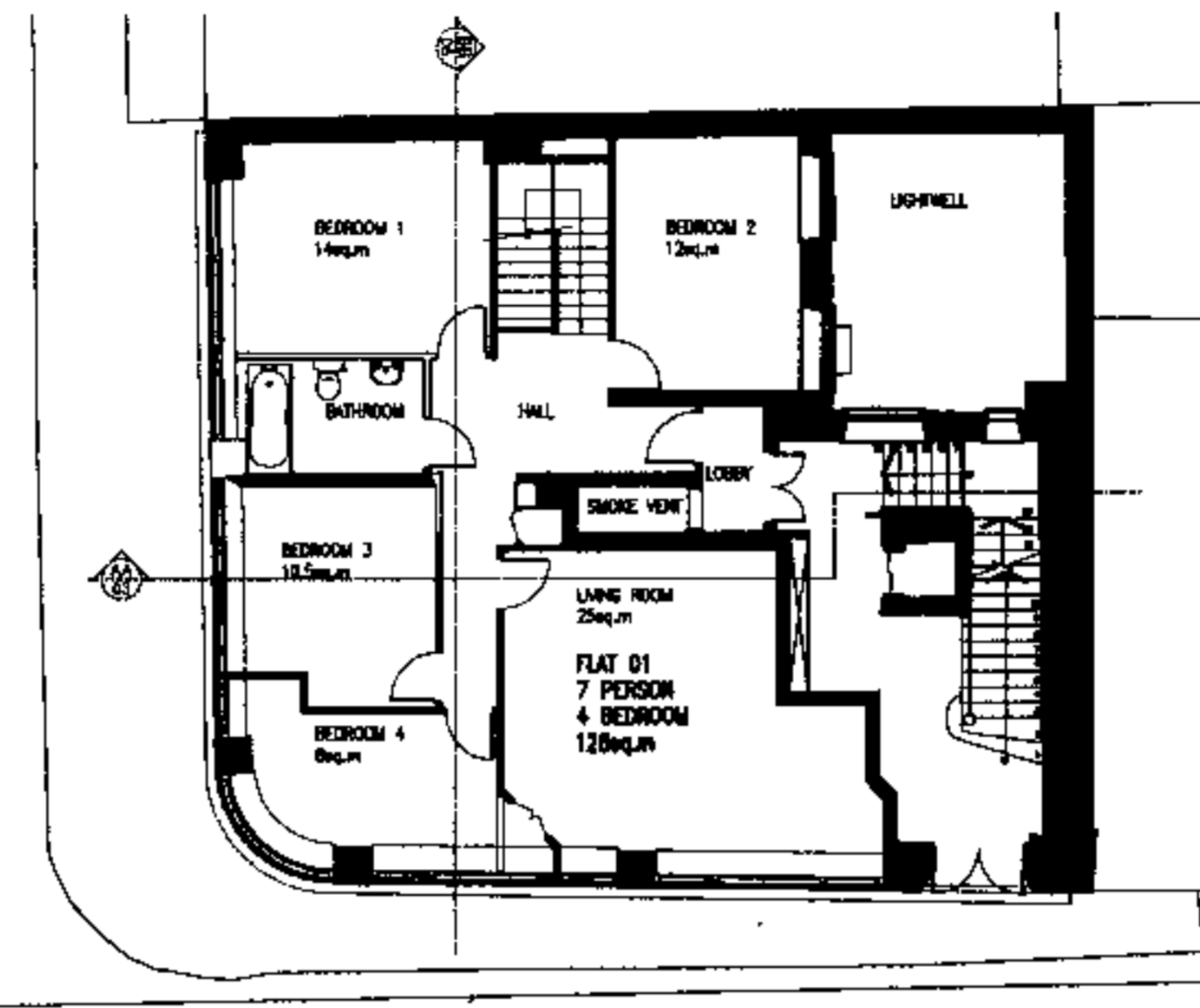
STAGE
PLANNING

PROJECT NO.
2047_00_746

PLAN 2 17 - 19 Barter Street; Intermediate Housing

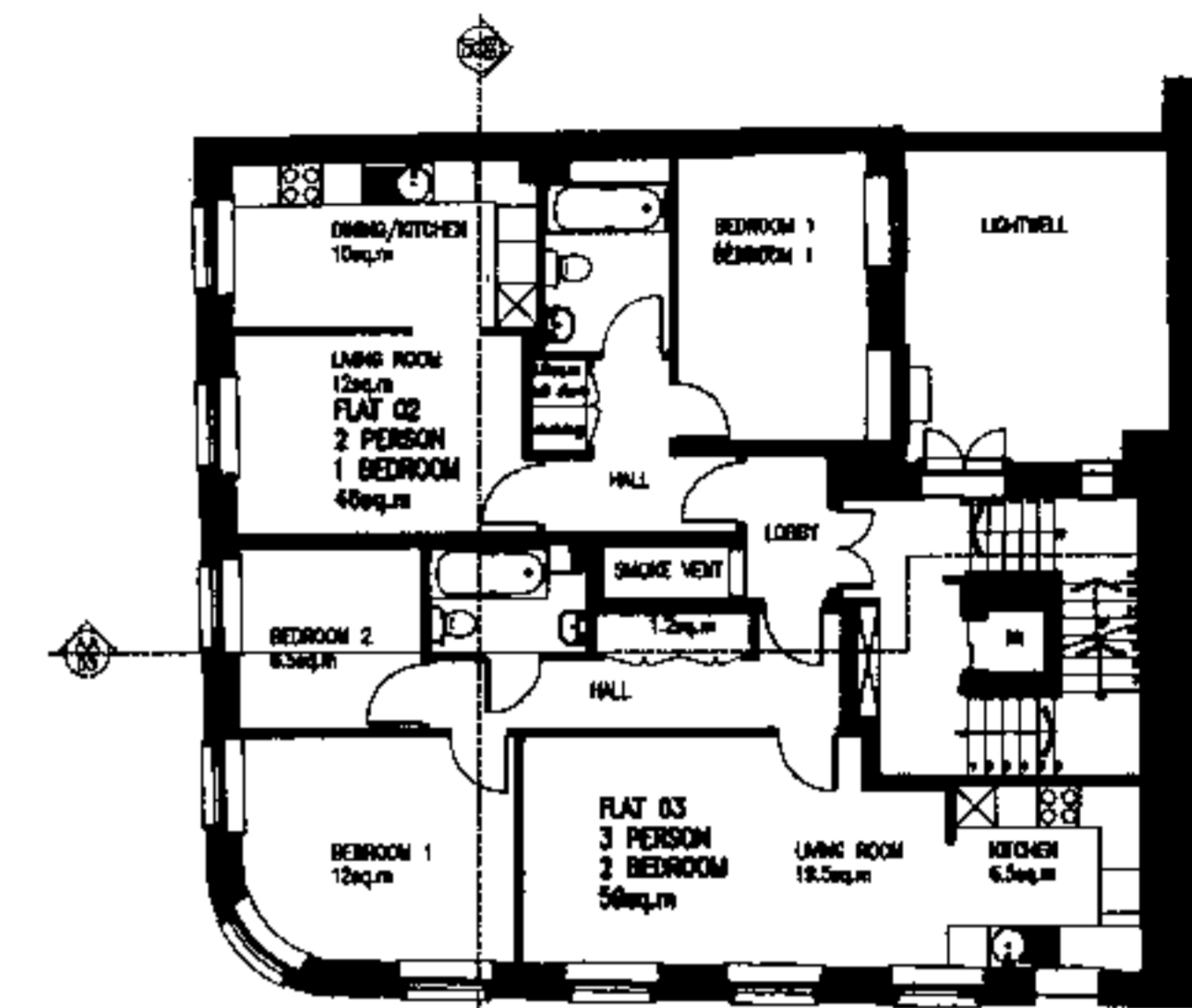


BASEMENT PLAN

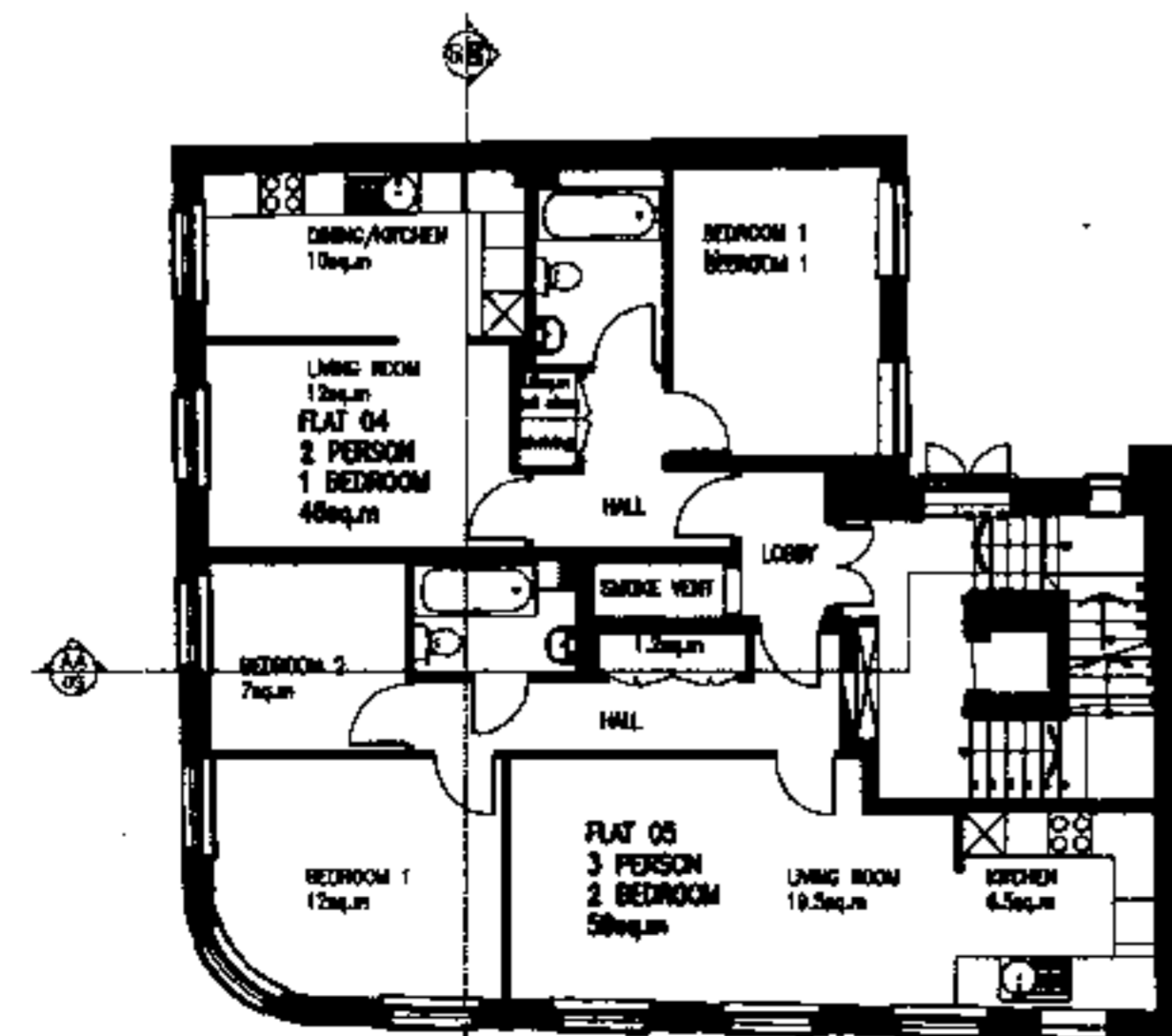


BARTER STREET

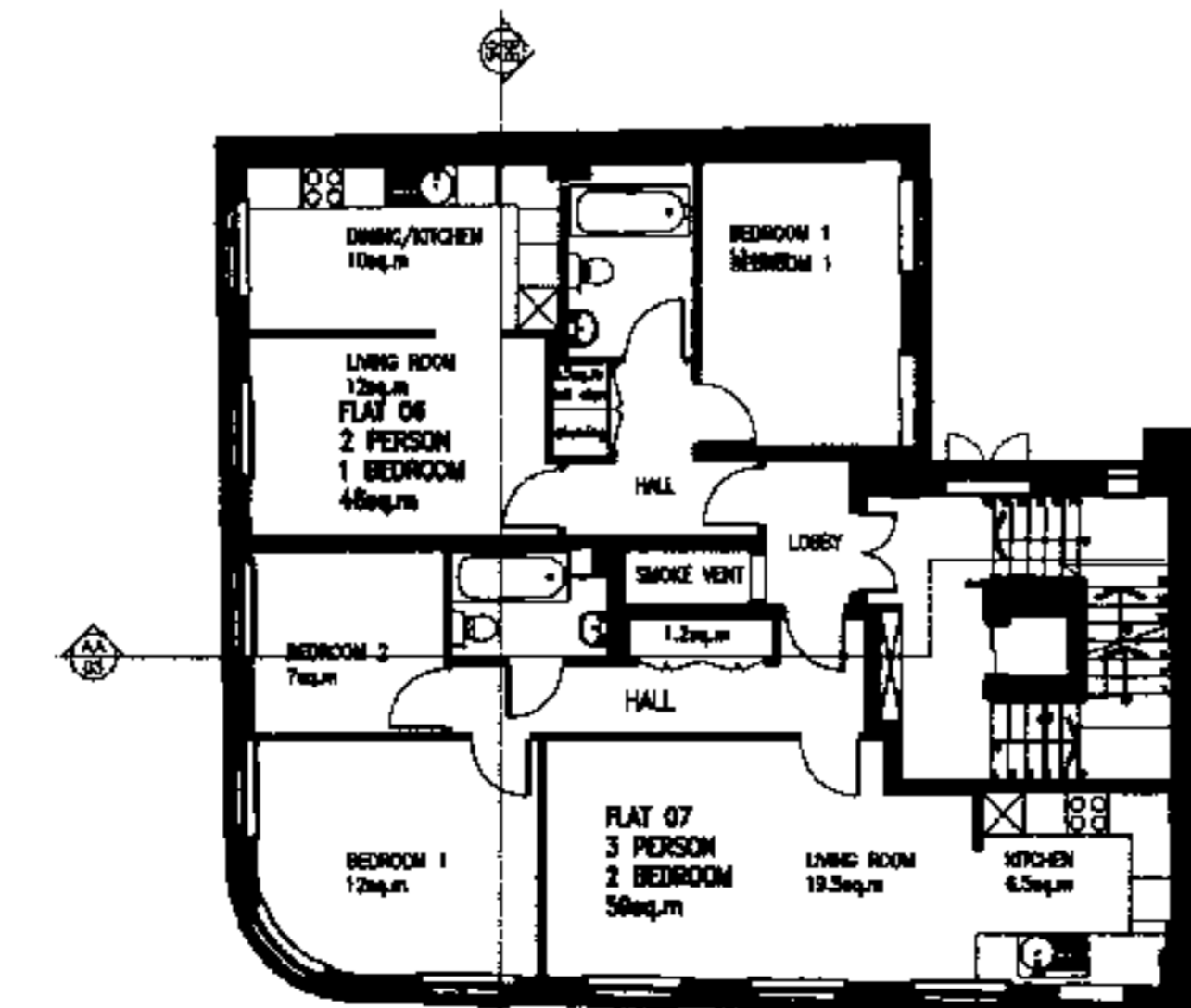
GROUND FLOOR AND SITE PLAN



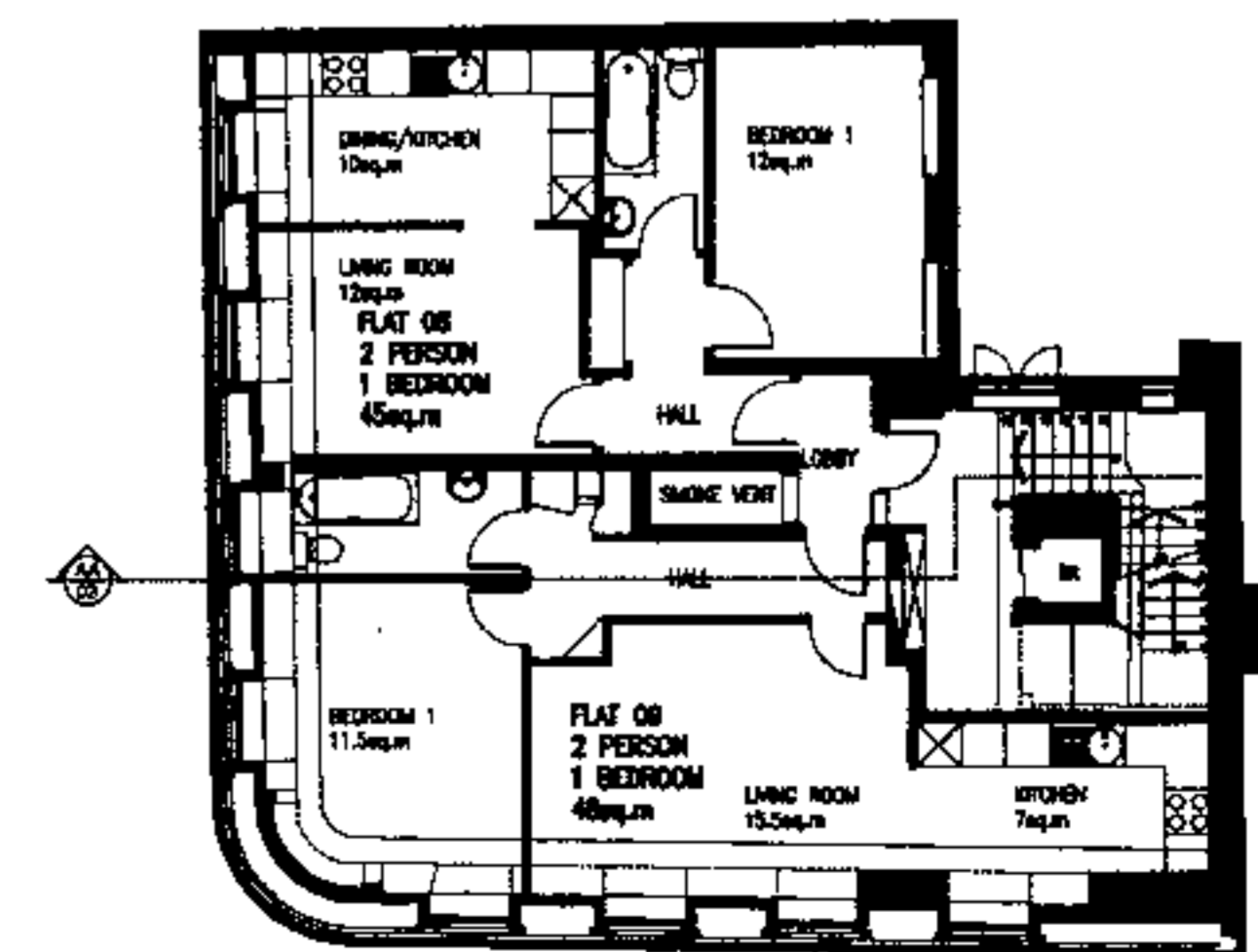
FIRST FLOOR PLAN



SECOND FLOOR PLAN

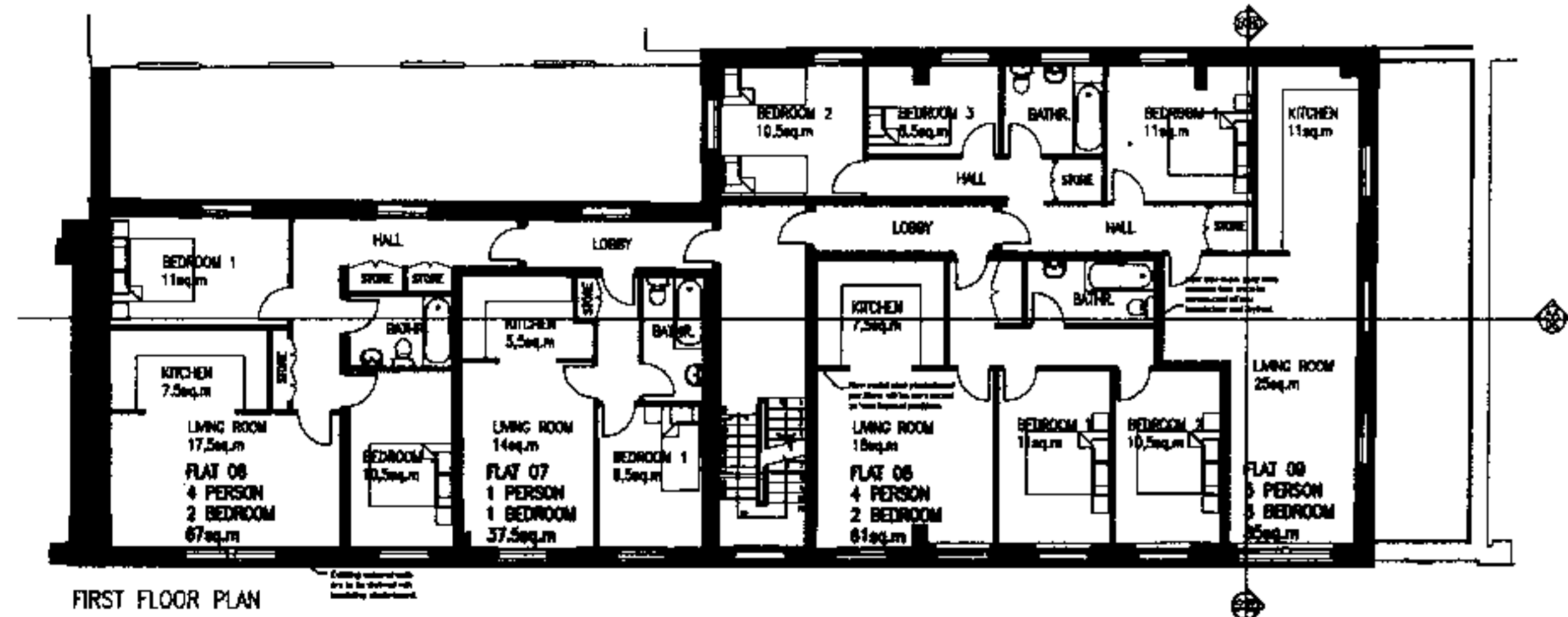
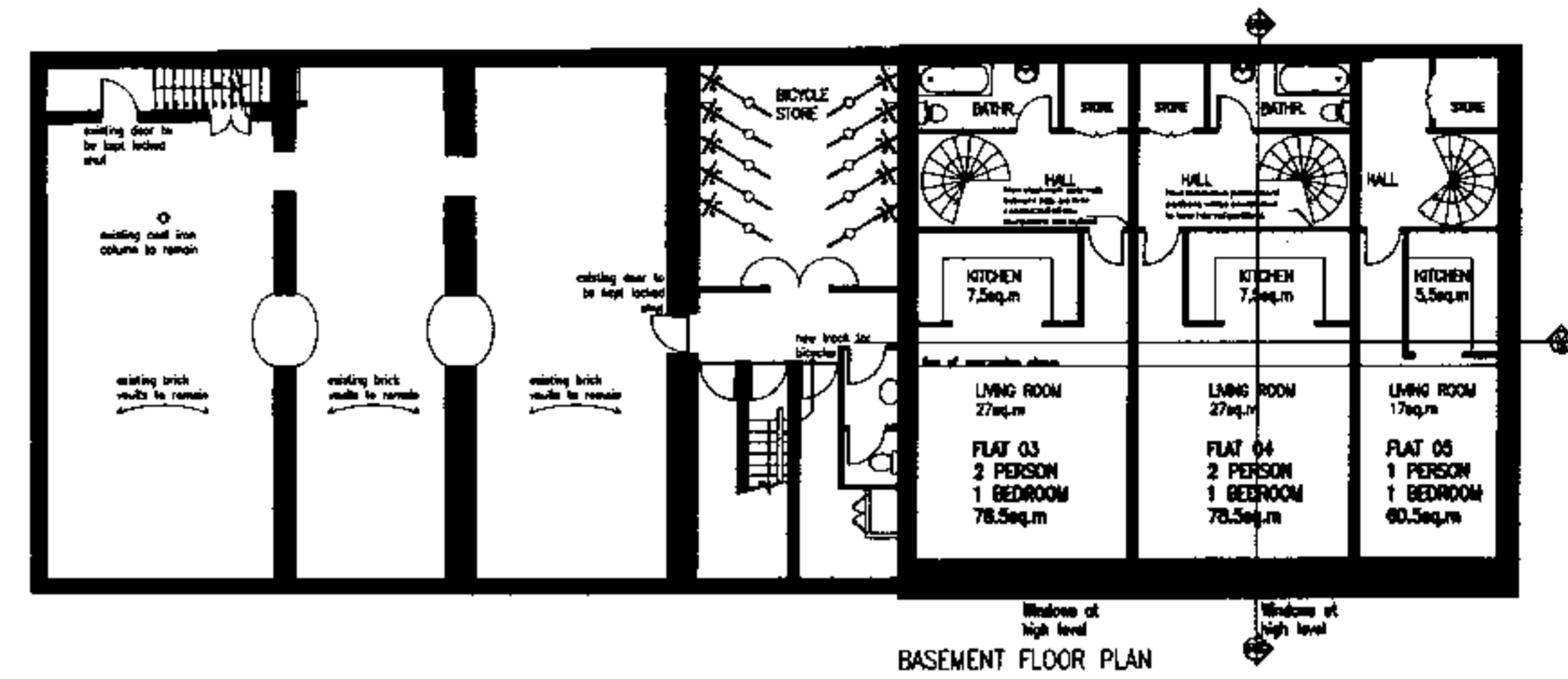
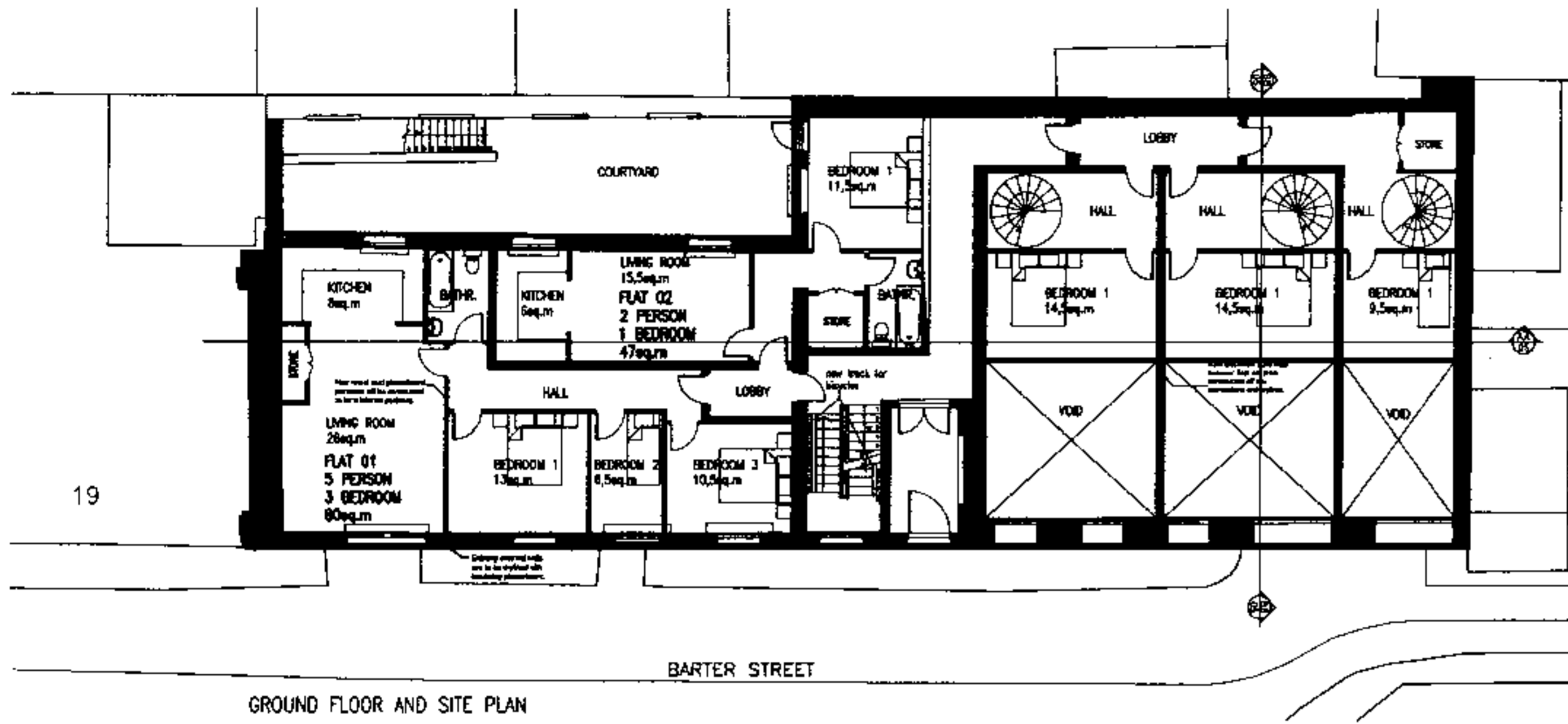


THIRD FLOOR PLAN



FOURTH FLOOR PLAN

PLAN 3 21 Barter Street; Private Housing



GROSS INTERNAL AREA

GROUND FLOOR AREA

FLAT 01 9P3B 80sq.m
 FLAT 02 2P1B 47sq.m
 FLAT 03 2P1B 78.5sq.m
 FLAT 04 2P1B 78.5sq.m
 FLAT 05 1P1B 60.5sq.m

FIRST FLOOR AREA

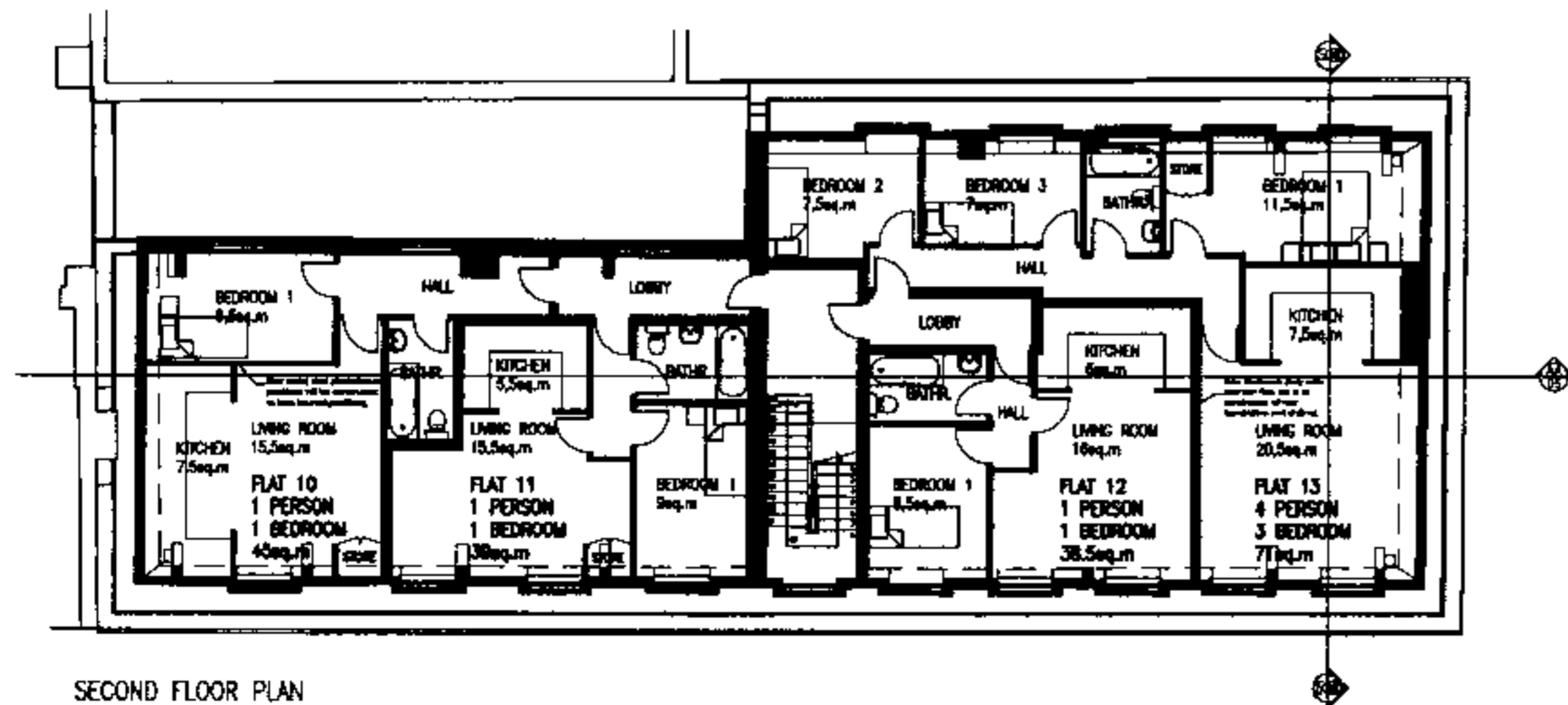
FLAT 06 4P2B 67sq.m
 FLAT 07 1P1B 37.5sq.m
 FLAT 08 4P2B 64sq.m
 FLAT 09 3P2B 55sq.m

SECOND FLOOR AREA

FLAT 10 1P1B 45sq.m
 FLAT 11 1P1B 38sq.m
 FLAT 12 1P1B 38.5sq.m
 FLAT 13 4P3B 77sq.m

TOTAL AREA 788.5sq.m

ALL AREAS ARE APPROXIMATE



GROSS EXTERNAL AREA

BASEMENT 109m²

GROUND FLOOR 358m²

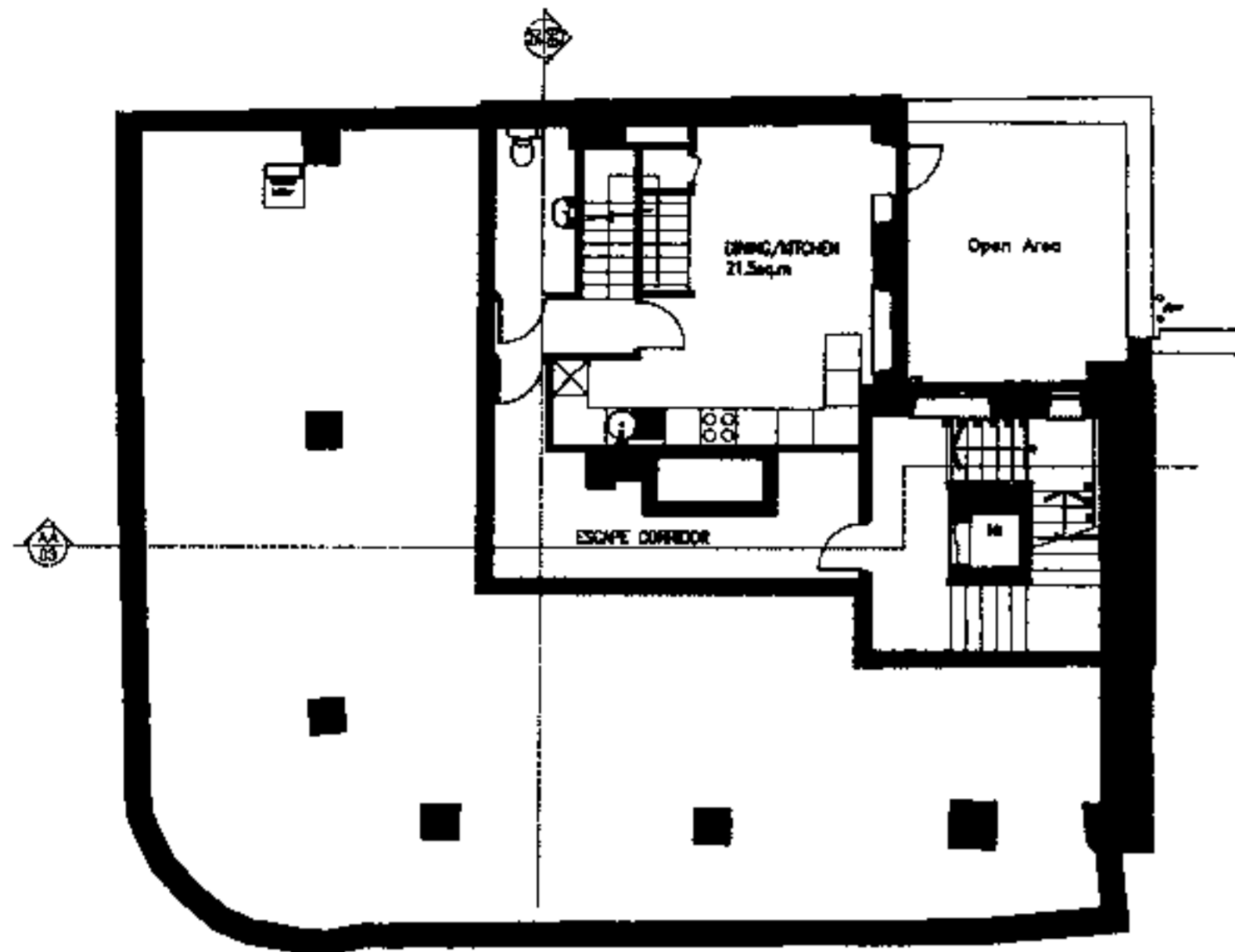
FIRST FLOOR 328m²

SECOND FLOOR 290m²

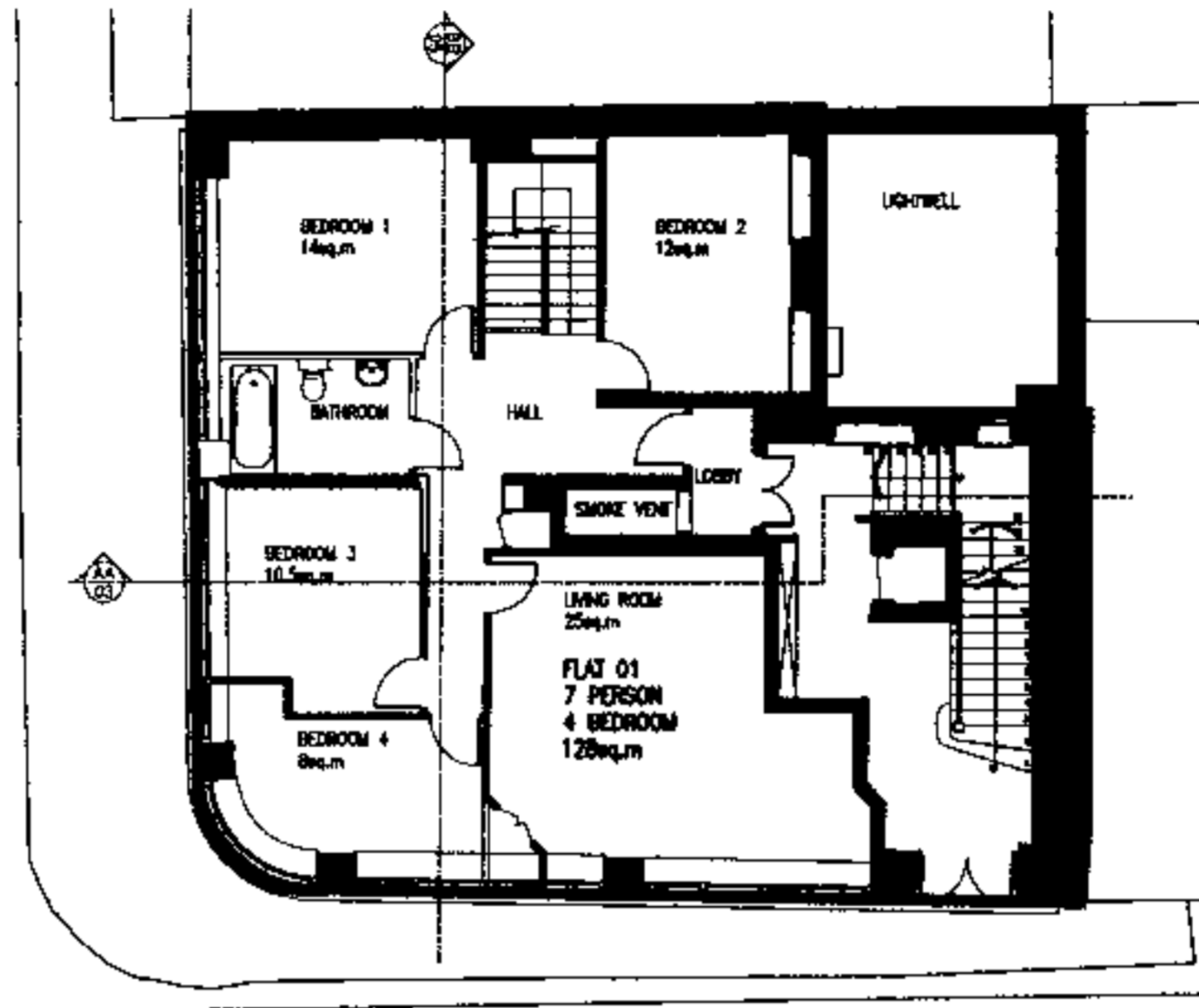
TOTAL AREA 1112sq.m

ALL AREAS ARE APPROXIMATE

PLAN 4 17 - 19 Barter Street; Socially Rented Housing

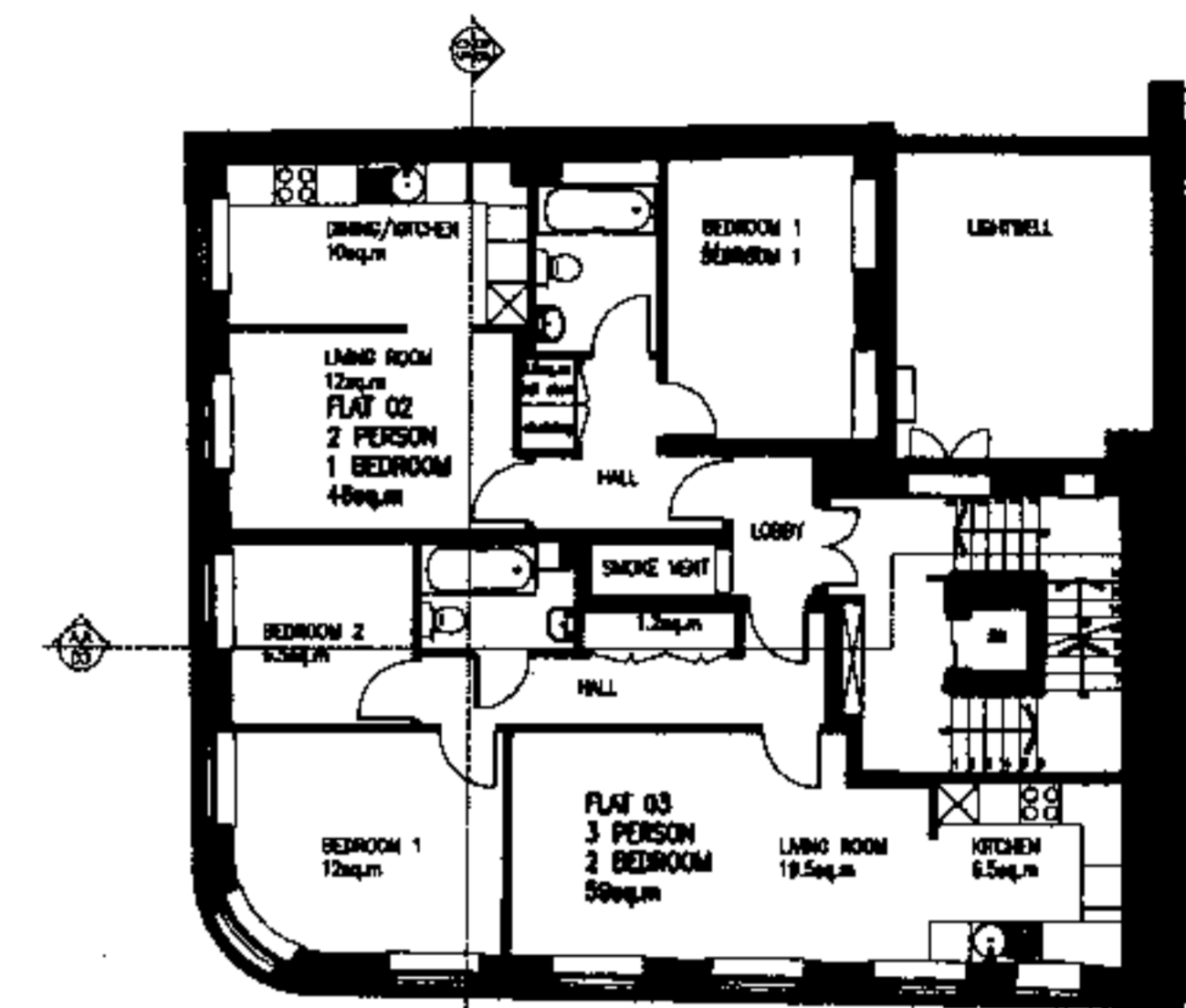


BASEMENT PLAN

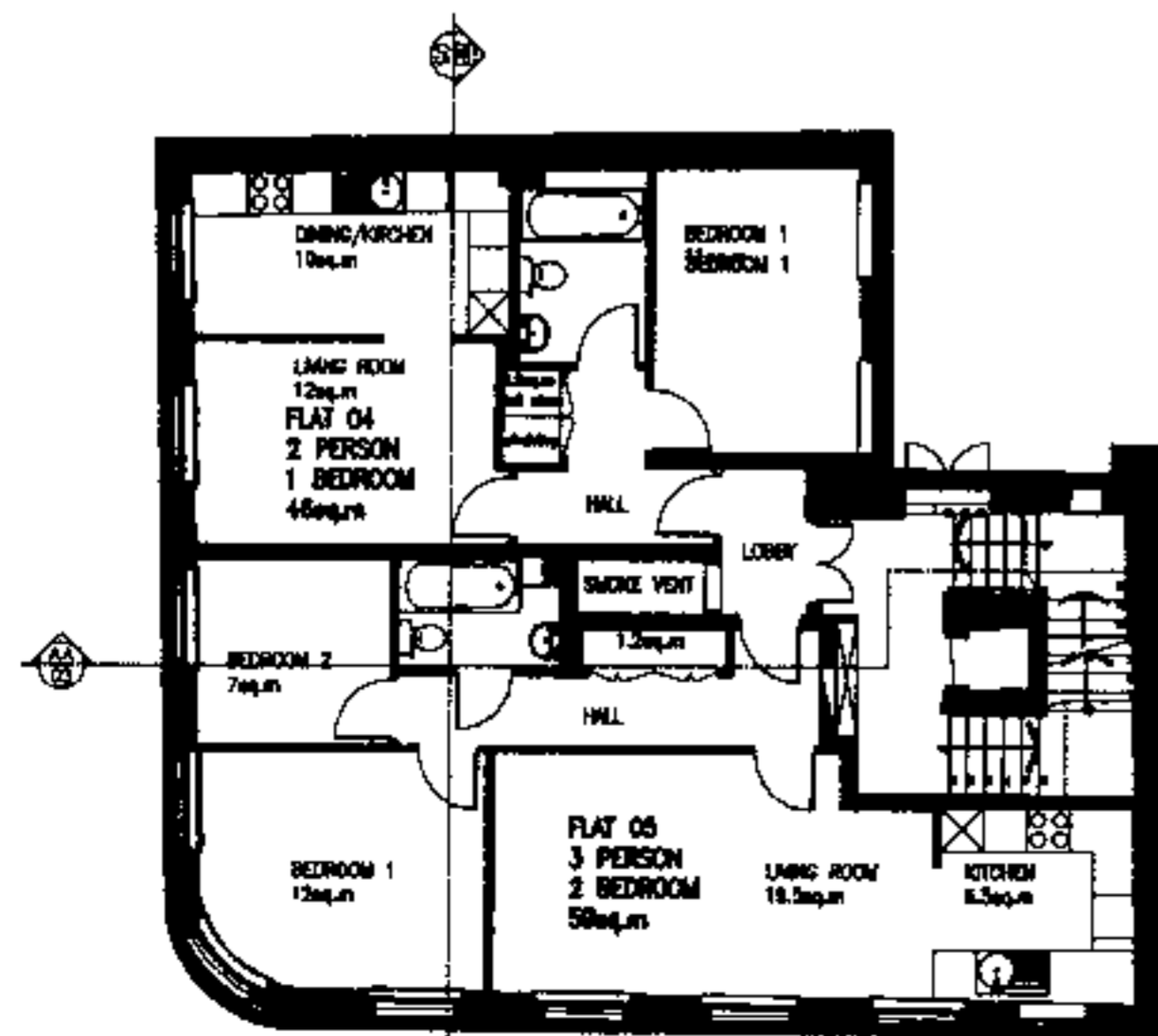


BARTER STREET

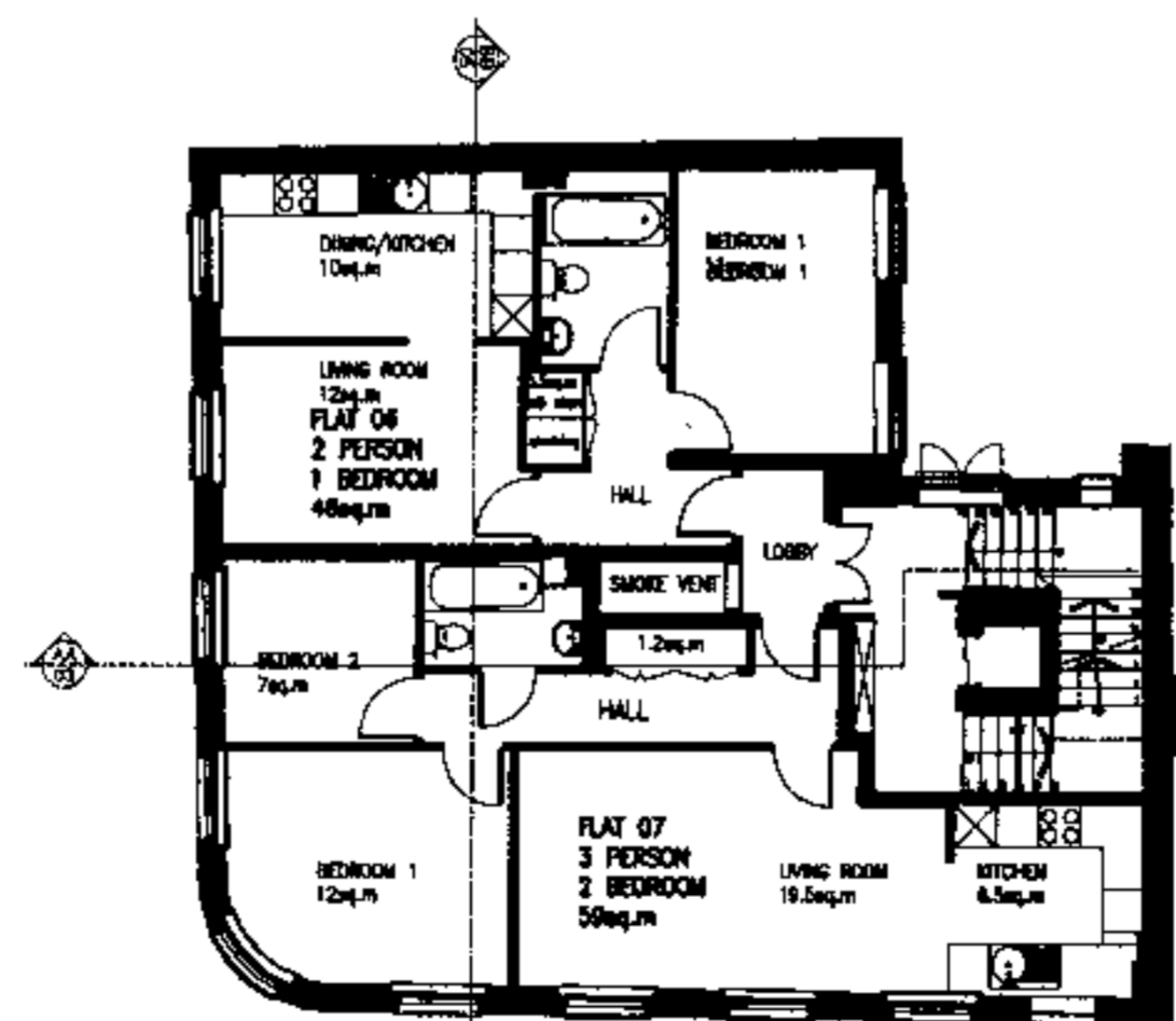
GROUND FLOOR AND SITE PLAN



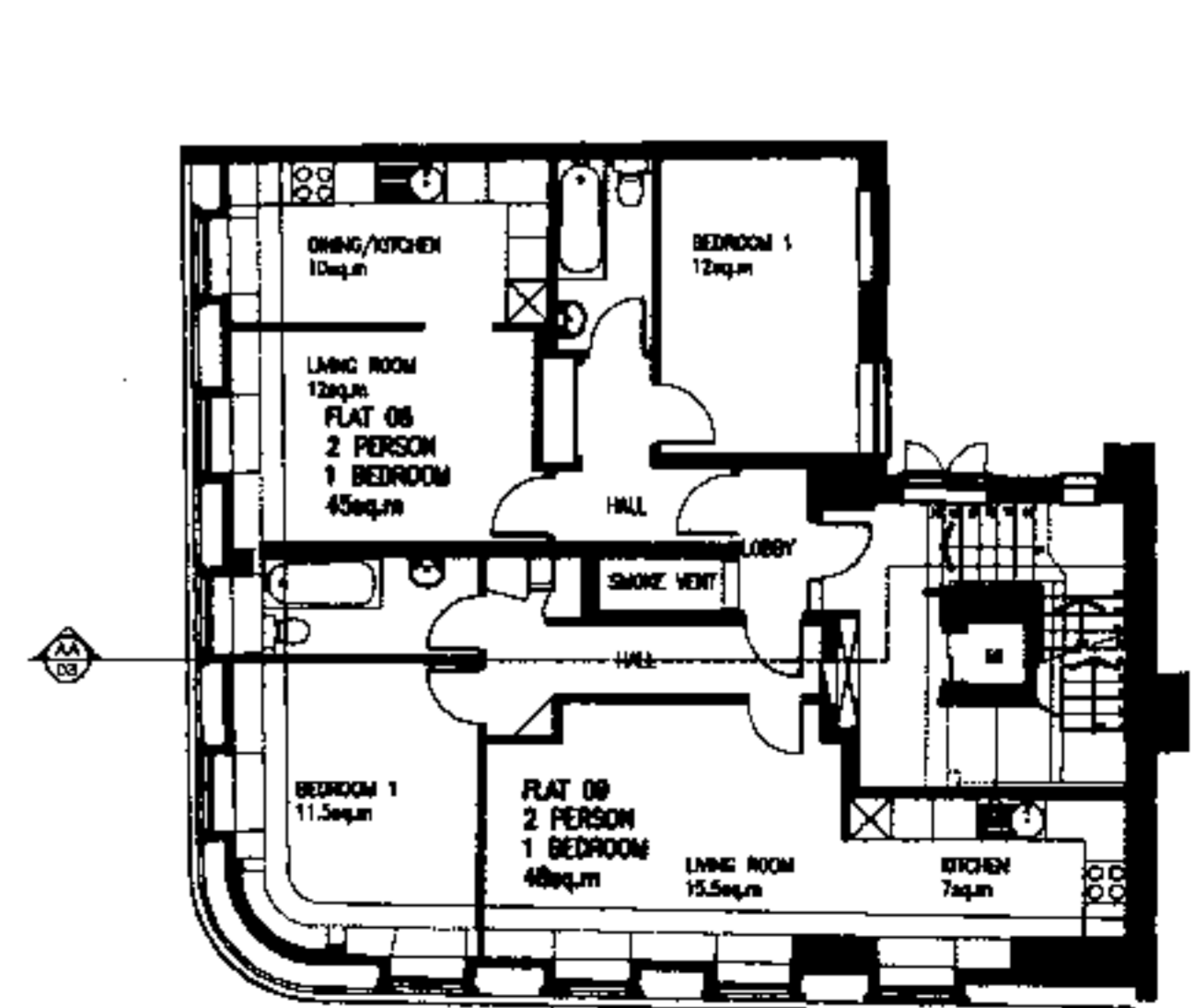
FIRST FLOOR PLAN



SECOND FLOOR PLAN

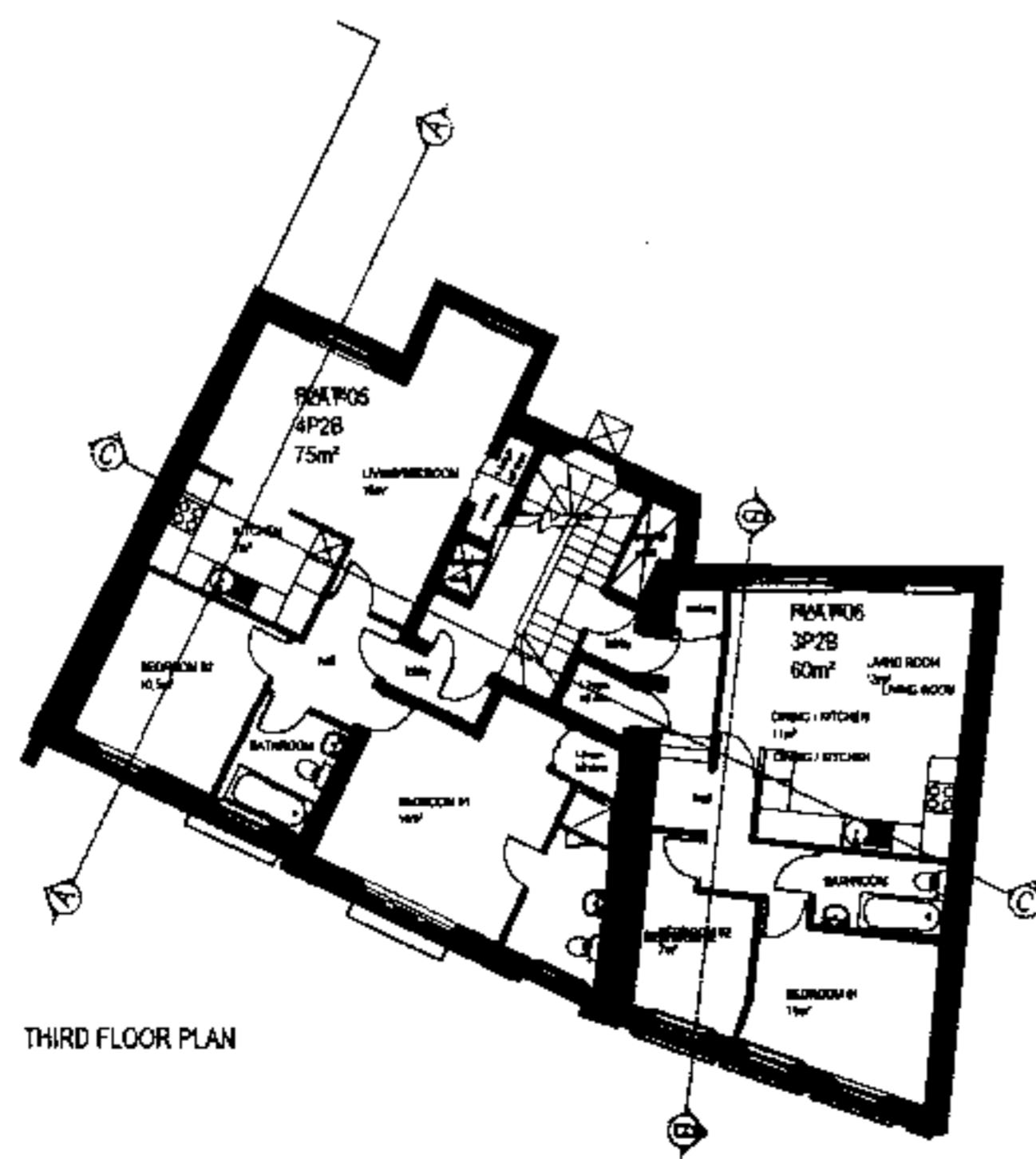
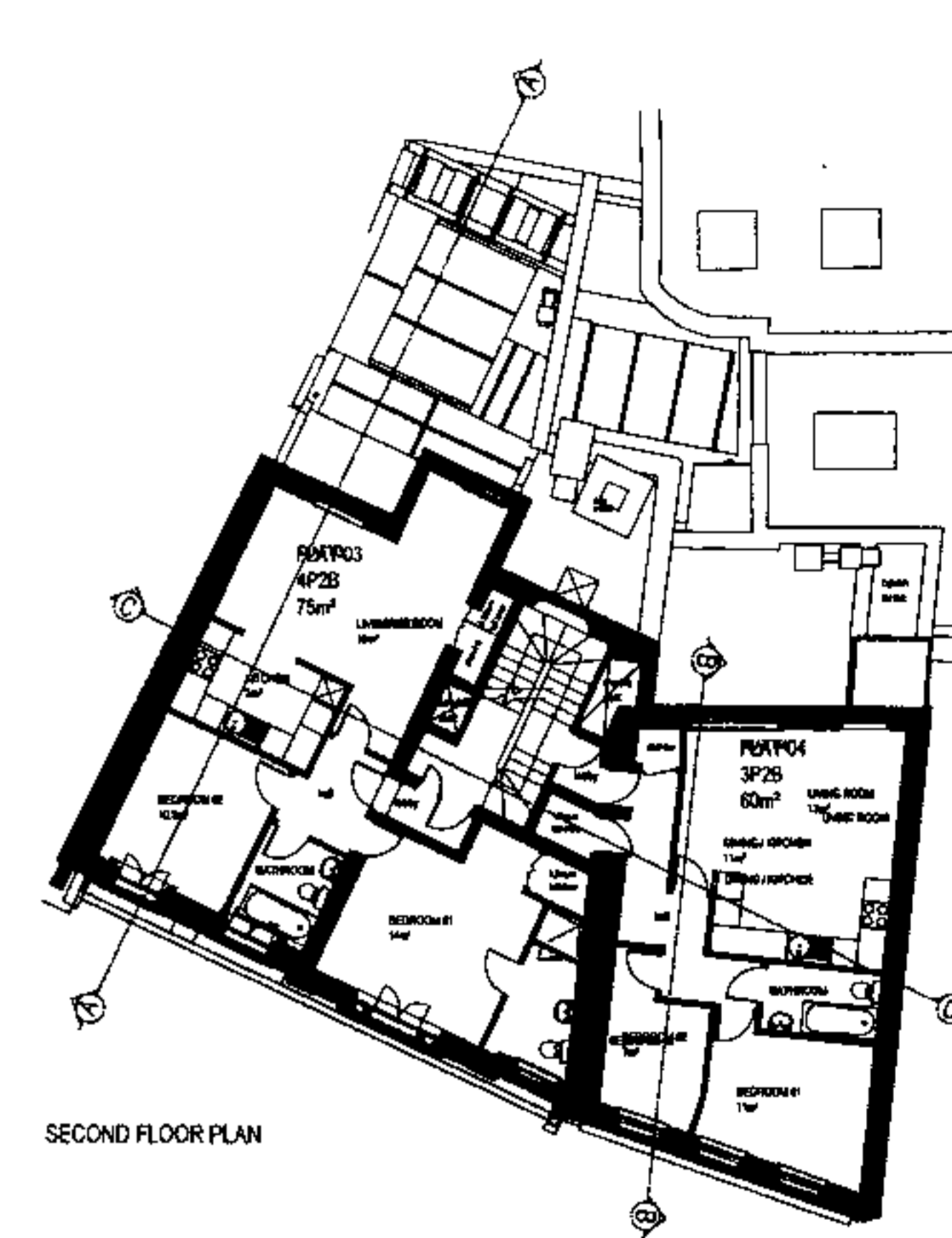
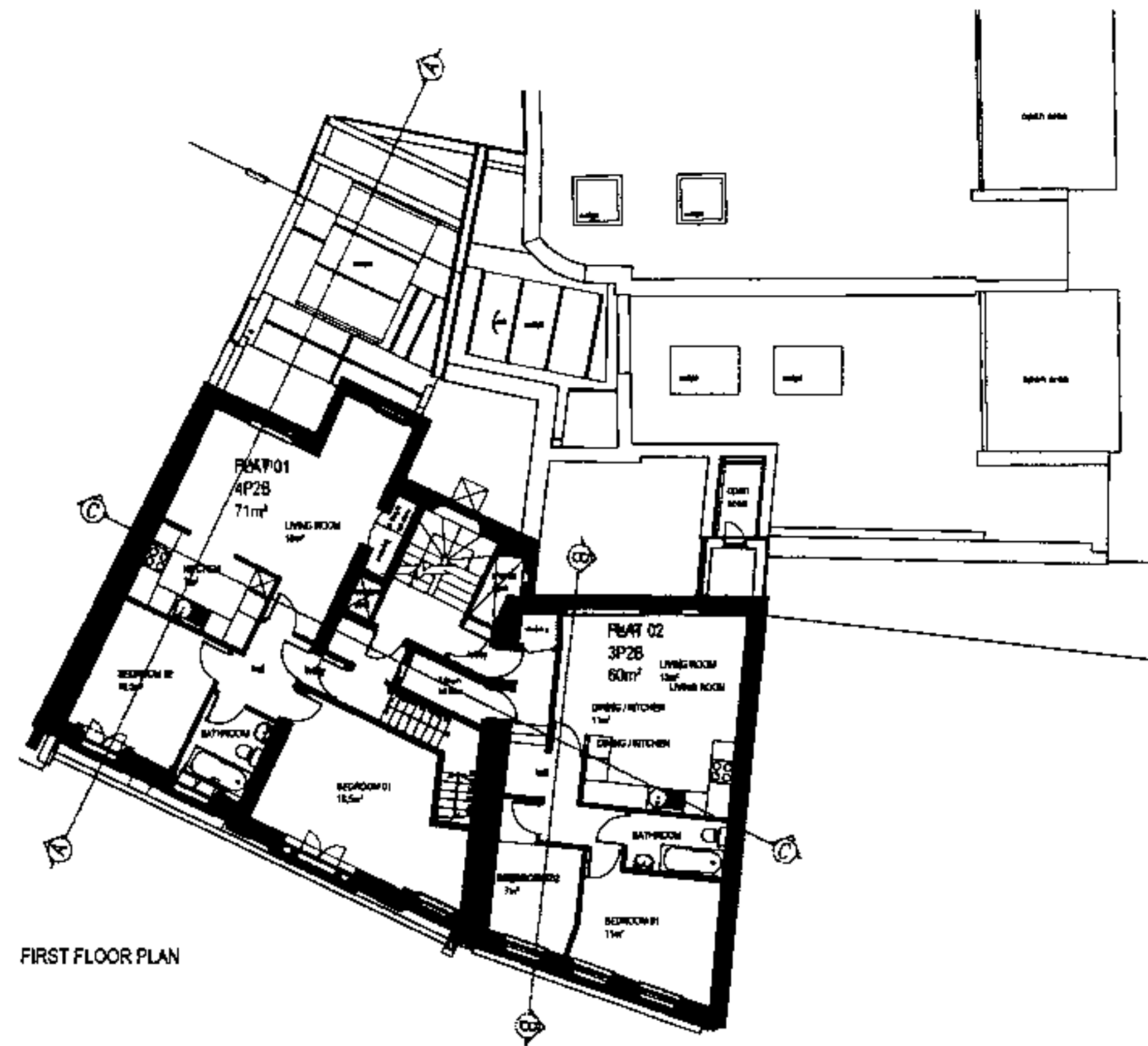
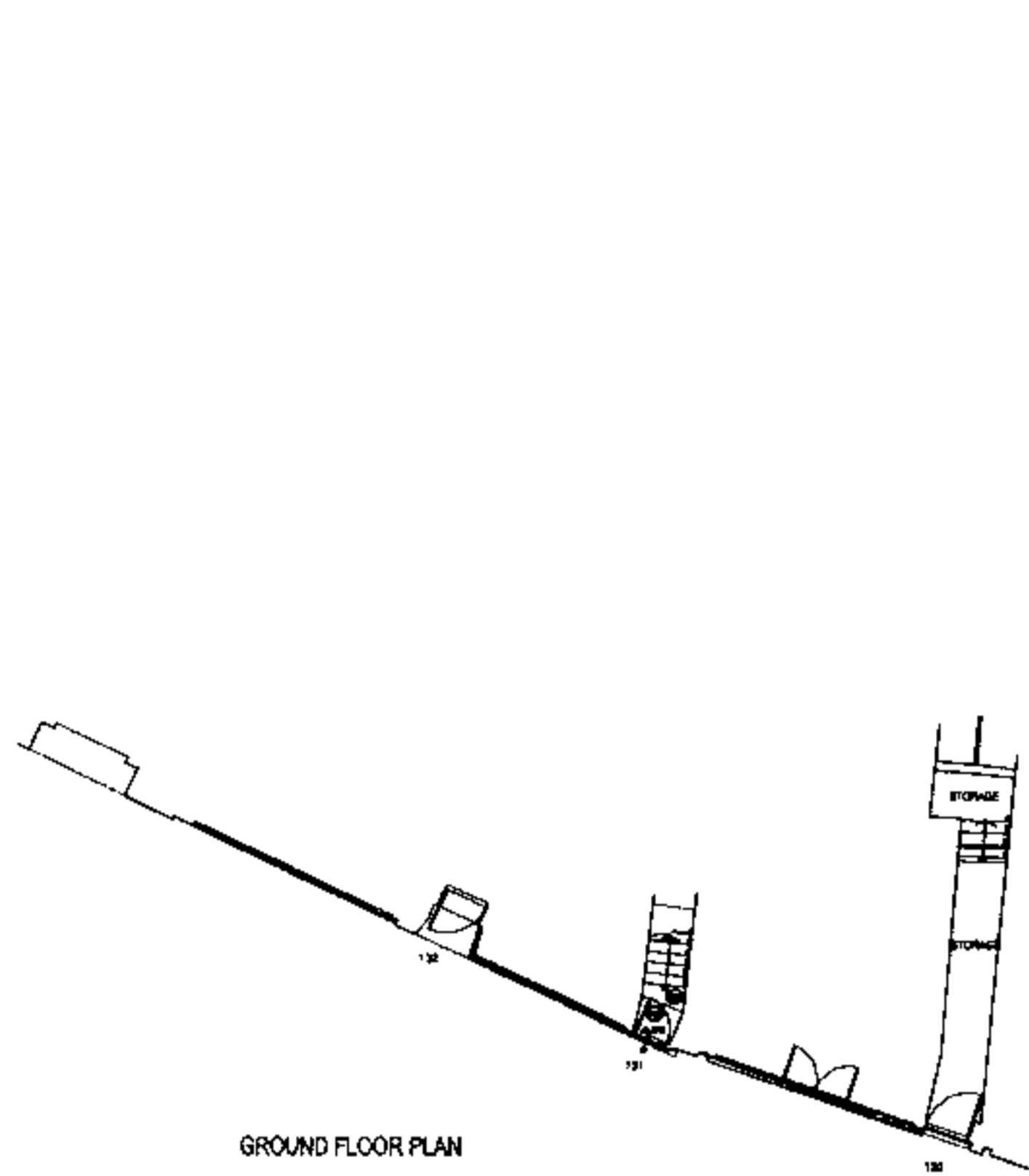


THIRD FLOOR PLAN



FOURTH FLOOR PLAN

PLAN 4 130 - 132 High Holborn; Socially Rented Housing



GROSS EXTERNAL AREA

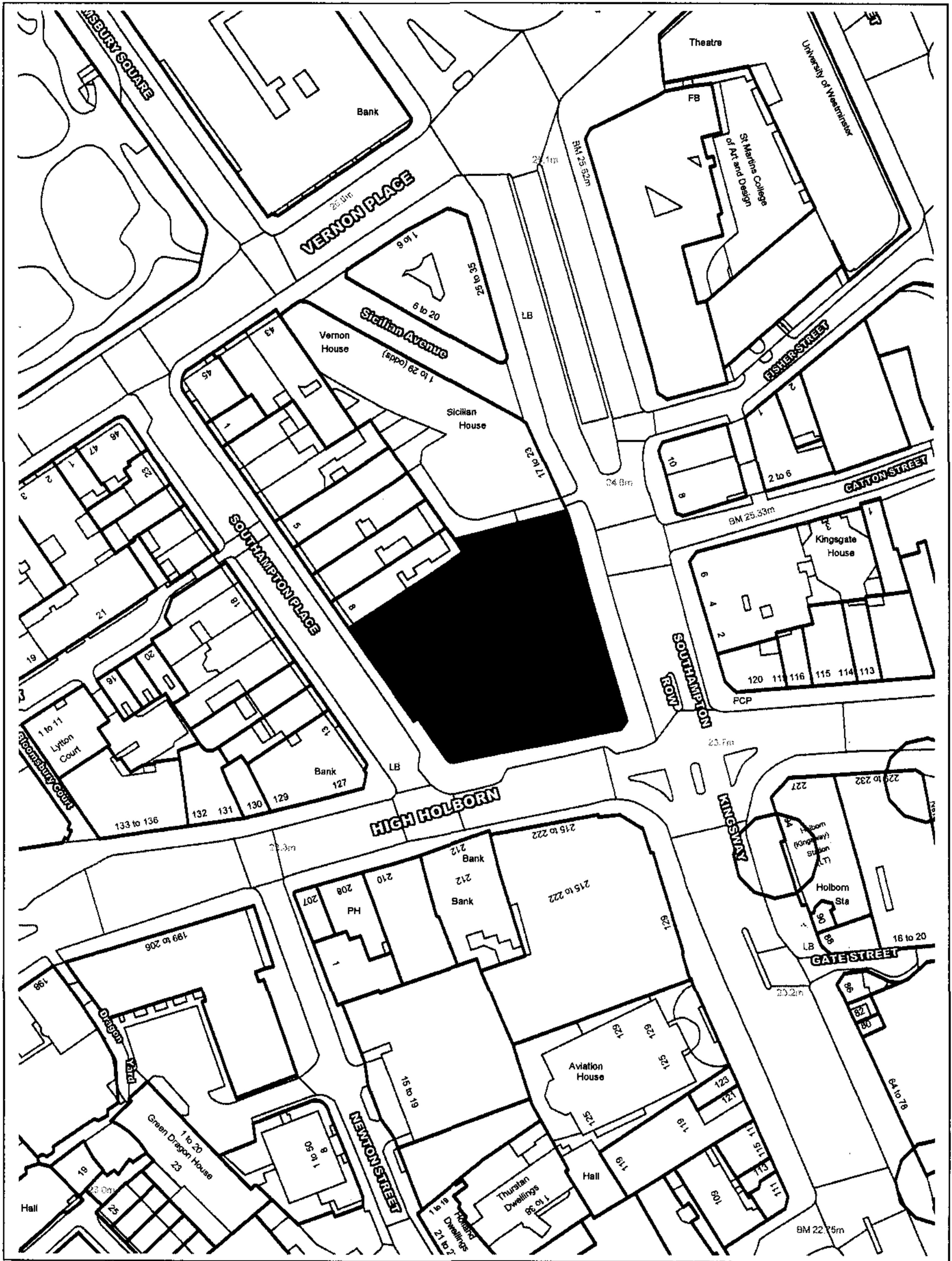
130 HIGH HOLBORN
 FIRST FLOOR 67m²
 SECOND FLOOR 67m²
 THIRD FLOOR 67m²
 TOTAL AREA 201m²
 ALL AREAS ARE APPROXIMATE

131 & 132 HIGH HOLBORN
 FIRST FLOOR 113m²
 SECOND FLOOR 113m²
 THIRD FLOOR 113m²
 TOTAL AREA 339m²
 ALL AREAS ARE APPROXIMATE

GROSS INTERNAL AREA

130 HIGH HOLBORN
 FIRST FLOOR 60m²
 SECOND FLOOR 60m²
 THIRD FLOOR 60m²
 TOTAL AREA 180sq.m
 ALL AREAS ARE APPROXIMATE

131 & 132 HIGH HOLBORN
 FIRST FLOOR 71m²
 SECOND FLOOR 75m²
 THIRD FLOOR 75m²
 TOTAL AREA 221sq.m
 ALL AREAS ARE APPROXIMATE



PLAN 5

Application No: 2005/1082/P
125 HIGH HOLBORN, COMPRISING 9-10
SOUTHAMPTON PLACE, 121-125 HIGH
HOLBORN AND 3-9 & 11-13 SOUTHAMPTON
ROW, LONDON, WC1V6QA

Scale:
1:1250
Date:
3-Aug-05



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