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| --- | --- | --- |
| **Signatory to Main S106**  | **What has that person/entity acquired disposed of retained between the completion of the ‘mini’ S106 and completion of ‘main’ S106?**  | **If not a living person, does entity which is proposed to be a signatory to main S106 exist yet (according to Companies House as at 20th September 2016)** |
| Hodson Developments (Ashford) Limited | To acquire:(1) part of TT42532 from Pentland Homes Limited; (2)part of K720599 and part of K111341 from Hodson Developments (CG Two) Limited;; and (3) part of K631376 from Ward Homes Limited.Retains entirety of K448700 and parts of TT36322 and TT35024  | Yes.  |
| Hodson Developments (CG One) Ltd  | To acquire part of TT35024 from Hodson Developments (Ashford) Limited.  | No.  |
| Hodson Developments (CG Two) Ltd | Hodson Developments (CG Two) Ltd to acquire: #(1) part of of K111341, K683893 and K343699 from Alan John Pullen;(2) the entirety of K514398 and K518531 from Alan John Pullen and Marguerite Pullen; (3) the entirety of K333776, K440838 and K114296 from Alan John Pullen;;(4) part of K725773 from Chilmington Green Developments Limited; and (5) part of TT36322 from Hodson Developments (Ashford) Limited.  | No.  |
| BDW Trading Limited  | To acquire part of K111341 and part of K114296 from Hodson Developments (CG Two) Limited.  | Yes.  |
| Chelmden Ltd  | Chelmden Limited will acquire part of K720599 and all of K734218 from Alan John Pullen prior to the mini-s.106. This will be retained post-completion of the full s.106.  | Yes.  |
| Pentland Homes Limited  | To retain part of TT42532. To sell other parts of TT42532 to Hodson Developments (Ashford) Limited.  | Yes.  |
| Pentland Kent Limited  | To retain TT31992.  | Yes.  |
| Chilmington Green Developments Limited  | To retain part of K725773. To sell part of K725773 to Hodson Developments (CG Two) Ltd.  | Yes.  |
| Malcolm Jarvis Homes Limited  | To retain entirety of K965776.  | Yes. |
| Malcolm Colin John Jarvis and Beverley June Jarvis.  | To retain entirety of K851181.  | / |
| Homes and Community Agency  | Charge over all land owned by HDAL and CGDL | Yes.  |
| Tilestone Property Finance  | Charge over all land owned by Hodson Developments (CG One) Limited | Yes.  |
| Close Brothers Limited | Charge over all land owned by Hodson Developments (CG Two) Limited |  |

**Primary Transfers:**

A. Alan John Pullen (1) to Hodson Developments (CG Two) Limited (2):

1. transfer of part K683893;
2. transfer of part K720599;
3. transfer of part K111341;
4. transfer of part K343699; and
5. transfer of whole K333776, K114296, K440838 and K702249.

B. Alan John Pullen & Kathleen Marguerite Pullen (1) to Hodson Developments (CG Two) Limited (2):

1. transfer of whole K518531 & K514398.

C. Hodson Developments (Ashford) Limited (1) to Hodson Developments (CG One) Limited (2):

1. transfer of part TT35024.

D. Hodson Developments (Ashford) Limited (1) to Hodson Developments (CG Two) Limited (2):

1. transfer of part TT35024; and
2. transfer of part TT36322.

E. Chilmington Green Developments Limited (1) to Hodson Developments (CG Two) Limited (2):

1. transfer of part K725773.

F. Pentland Homes Limited (1) to Hodson Developments (Ashford) Limited (2):

1. transfer of part K42532.

G. Ward Homes Limited (1) to Hodson Developments (Ashford) Limited (2):

1. transfer of part K631376.

**Sub-Transfers (to be completed immediately after the Primary Transfers):**

Hodson Developments (CG Two) Limited (1) to Hodson Developments (Ashford) Limited:

1. transfer of whole of new title created by transfer A(2) above; and
2. transfer of part of new title created by transfer A(3) above.

Hodson Developments (CG Two) Limited to BDW Trading Limited:

1. transfer of part of K114296 and part of new title created by transfer A(3) above.

**BETWEEN:**

1. **HODSON DEVELOPMENTS (ASHFORD) LIMITED** (company registration number 07468189) whose registered office is at Office Suite 9, 55 Park Lane, London, W1K 1NA ("Hodson" which save as otherwise expressly provided shall include anyone deriving title from Hodson)
2. **CHILMINGTON GREEN DEVELOPMENTS LIMITED** (company registration number0928670) whose registered office is at Office Suite 9, 55 Park Lane, London, W1K 1NA ("Chilmington Green Developments" which save as otherwise expressly provided shall include anyone deriving title from them)
3. **HODSON DEVELOPMENTS (CG ONE) LIMITED** (company registration number …………) whose registered office is at Office Suite 9, 55 Park Lane, London, W1K 1NA ("CG One" which save as otherwise expressly provided shall include anyone deriving title from CG One
4. **HODSON DEVELOPMENTS (CG TWO) LIMITED** (company registration number …………) whose registered office is at Office Suite 9, 55 Park Lane, London, W1K 1NA ("CG Two" which save as otherwise expressly provided shall include anyone deriving title from CG Two
5. **MALCOLM COLIN JOHN JARVIS** of Great Chilmington Farmhouse, Great Chart, Ashford, TN23 3DP ("Mr Jarvis" which save as otherwise expressly provided shall include anyone deriving title from him)
6. **BEVERLEY JUNE JARVIS** of Great Chilmington Farmhouse, Great Chart, Ashford, TN23 3DP ("Mrs Jarvis" which save as otherwise expressly provided shall include anyone deriving title from her)
7. **MALCOLM JARVIS HOMES LIMITED** (company registration number 04470416) whose registered office is at Great Chilmington Farmhouse, Great Chart, Ashford, TN23 3DP ("Jarvis Homes" which save as otherwise expressly provided shall include anyone deriving title from Jarvis Homes)
8. **PENTLAND KENT LIMITED** (company registration number 09276298) whose registered office is at The Estate Office, Canterbury Road, Etchinghill, Folkestone, CT18 8FA ("Pentland Kent" which save as otherwise expressly provided shall include anyone deriving title from Pentland Kent)
9. **PENTLAND HOMES LIMITED** (company registration number 01031651) whose registered office is at The Estate Office, Canterbury Road, Etchinghill, Folkestone, CT18 8FA ("Pentland Homes" which save as otherwise expressly provided shall include anyone deriving title from Pentland Homes **Error! Reference source not found.**)
10. CHELMDEN LIMITED (company registration number 0032962210321428) whose registered office is at Bartlett Farm, Great Chart, Ashford, TN23 3DW ("Chelmden" which save as otherwise expressly provided shall include anyone deriving title fromChelmden)
11. **BDW TRADING LIMITED** (company registration number 03018173) whose registered office is at Barratt House, Cartwright Way, Forest Business Park, Bardon Hill, Coalville, LE67 1UF ("BDW" which save as otherwise expressly provided shall include anyone deriving title from BDW)
12. **HOMES AND COMMUNITIES AGENCY** whose registered office is at Homes and Communities Agency , Fry Building, 2 Marsham Street, London SW1P 4DF ("the HCA")
13. **TITLESTONE PROPERTY FINANCE LIMITED** (company registration number 08049584) whose registered office is at 40 Gracechurch Street, London, EC3V 0BT ("Titlestone" which save as otherwise expressly provided shall include anyone deriving title from them)
14. **CLOSE BROTHERS LIMITED** (company registration number 00195626) whose registered office is at 10 Crown Place, London EC2A 4FT ("Close Brothers" which save as otherwise expressly provided shall include anyone deriving title from them)
15. **ASHFORD BOROUGH COUNCIL** of Civic Centre, Tannery Lane, Ashford, TN23 1PL ("the Council")
16. **THE KENT COUNTY COUNCIL** of Sessions House, County Hall, Maidstone ME14 1XQ ("the County Council")

**RECITALS**

**Whereas**

1. Hodson has a freehold interest in the Site by virtue of:
* being the registered proprietor with title absolute of the parts of the Site registered under title numbers K448700 and TT36322 and TT35024; and
* having taken a transfer dated {⚫} of that part of the Site which is shown shaded {} on the Ownership Plan being part of the land registered under title numbers K111341 and K720599 from CG Two; and
* having taken a transfer dated {} of that part of the Site which is shown shaded {} on the Ownership Plan being part of the land registered under title number TT42532 from Pentland Homes Limited; and
* having taken a transfer dated {} of that part of the Site which is shown shaded {} on the Ownership Plan being part of the land registered under title number K631376 from Ward Homes Limited.
1. Chilmington Green Developments has a freehold interest in the Site by virtue of being the registered proprietor with title absolute of the parts of the Site registered under title number K725773.
2. CG One has a freehold interest in the Site by virtue of having taken a transfer dated {} of the freehold interest with title absolute of that part of the Site registered under title numbers TT35024 from Hodson;
3. CG Two has a freehold interest in the Site by virtue of:
* having taken a transfer dated {} of the freehold interest with title absolute in that part of the Site registered under title numbers K440838, K333776 and K702249, and those parts shaded {} on the Ownership Plan from title numbers K111341, K683893 and K343699, from Mr Alan Pullen; and
* having taken a transfer dated {} of the freehold interest with title absolute of that part of the Site registered under title numbers K514398 and K518531 from Mr Alan Pullen and Mrs Kathleen Pullen; and
1. Mr Jarvis has a freehold interest in the Site by virtue of being a joint registered proprietor with title absolute of the part of the Site registered under title number K851181.
2. Mrs Jarvis has a freehold interest in the Site by virtue of being a joint registered proprietor with title absolute of the part of the Site registered under title number K851181.
3. Jarvis Homes has a freehold interest in the Site by virtue of being the registered proprietor with title absolute of the part of the Site registered under title number K965776.
4. The County Council has an interest in the Site by virtue of being the registered proprietor with title absolute of part of the Site registered under title numbers K86052 and K956029 and K602040.
5. Pentland Kent has a freehold interest in the Site by virtue of being the registered proprietor with title absolute of the parts of the Site registered under title number TT31992.
6. Pentland Homes has a freehold interest in the Site by virtue of being the registered proprietor with title absolute of the parts of the Site registered under title number TT42532 but subject to a transfer dated {⚫} of that part of the Site shaded {⚫} on the Ownership Plan to Hodson.
7. Chelmden Limited has a freehold interest in the Site having taken a transfer of of the parts of the Site registered under title number K720599, and title number K934218.
8. BDW has an interest in the Site by virtue of having taken a transfer of that part of the Site registered under title number K114296 and K111341 from CG Two shaded and having the benefit of a contract to acquire those parts of the Site registered under title numbers TT35024 K725773 and TT36322 shaded {⚫} on the Ownership Plan from Hodson.
9. The HCA has an interest in the Site by virtue of a charge dated {⚫} in respect of that part of the Site which is owned by Hodson and is shown shaded [  ] on the Ownership Plan being part of the land registered under title numbers TT35024, K725773, TT36322, K111341.
10. Titlestone has an interest in the Site by virtue of a charge dated {⚫} in respect that part of the Site which is owned by CG One and is shown shaded [  ] on the Ownership Plan being part of the land registered under title number TT35024.
11. Close Brothers has an interest in the Site by virtue of a charge dated [  ] in respect of that part of the Site owned by CG Two and registered under title numbers K440838, K333776 and K702249, and those parts shaded {} on the Ownership Plan from title numbers K725773, TT35024, TT36322, K111341, K683893, K720599 and K343699;
12. The Council and the County Council are the local planning authorities for the purposes of the Planning Act for the area within which the Site is situate and enter into this Deed in their capacities as local planning authorities and are entitled to enforce this Deed for the purposes of Section 106 of the Planning Act.
13. The Council is also the local planning authority for the area within which the Site is situate and the County Council is also the local highway authority the local education authority the library authority and the authority responsible for social services for the area within which the Site is situate.
14. Notwithstanding the County Council's interest in the Site set out in recital F above, for the avoidance of doubt the County Council enters into this Deed in its capacity as planning authority only and not as landowner.
15. The Council resolved at a meeting of its planning committee held on 15 October 2014 to grant the Planning Permission for the Development subject (inter alia) to the completion of a Deed under Section 106 of the Planning Act.
16. The Council the County Council and the Owners have accordingly agreed to enter into this Deed pursuant to the provisions of Section 106 of the Planning Act upon the terms and conditions hereinafter appearing with the intention that it should be binding not only upon the Council and the Owners but upon successors in title and any persons claiming through under or in trust for the Owners.
17. The Council and the County have agreed to the several nature of the some of the covenants and obligations in this Deed (in particular the Positive Obligations To Pay) due to the particular circumstances pertaining to the development of the Site pursuant to the Planning Permission and in light of the security provided by other provisions of this Deed.