

**THE GROCERIES MARKET INVESTIGATION (CONTROLLED LAND) ORDER  
2010**

**Notice of making an Order**

1. On 9 May 2006, the Office of Fair Trading (OFT), in exercise of its powers under [section 131](#) of the Enterprise Act 2002 (the Act), referred to the Competition Commission (CC), for investigation and report, the supply of groceries by retailers in the United Kingdom.
2. The CC investigated the matters referred to it in accordance with [section 131](#) of the Act and concluded, in accordance with [section 134\(1\)](#), that there were features of the market, either alone or in combination, which prevent, restrict or distort competition within the relevant market, and in accordance with [section 134\(2\)](#) that an adverse effect on competition existed. These conclusions were published on 30 April 2008 in its report *The supply of groceries in the UK market investigation (Final Report)*.
3. The CC found that two of the features that adversely affected competition in the market (whether alone or in combination) were the high levels of concentration in local markets for the supply of groceries by mid-sized and larger grocery stores, and the control of land in highly-concentrated local markets by incumbent retailers.
4. The CC found that there was a detrimental effect on customers resulting from the adverse effect on competition and considered, in accordance with [section 134\(4\)](#), whether action should be taken by it, or whether it should recommend the taking of action by others, for the purpose of remedying, mitigating or preventing the adverse effect on competition concerned or the detrimental effect on customers so far as it has resulted from, or may be expected to result from, the adverse effect on competition.
5. The CC consulted on a range of possible actions in a [Remedies Notice](#) published on 31 October 2007. In the Final Report the CC considered that the following remedies would form part of a package of remedies that would be effective and proportionate in remedying the features of the market identified in paragraph 3 above as having an adverse effect on competition:
  - (a) large grocery retailers will be required to release existing restrictive covenants in highly-concentrated local markets as identified by the CC;
  - (b) large grocery retailers with a strong local market position in a highly-concentrated local market will be required to release any existing restrictive covenants, beyond those identified by the CC, in those local markets which may restrict grocery retailing or which have equivalent effect, which the owner of the burdened land has notified to the OFT and which the OFT has said exists in a highly-concentrated local market;
  - (c) subject to limited exceptions, large grocery retailers will be prohibited from imposing new restrictive covenants that may restrict grocery retailing or which have equivalent effect;
  - (d) large grocery retailers will be required not to enforce or seek the enforcement of any of the existing exclusivity arrangements identified by the OFT beyond a period of five years from the date of the report;

- (e) large grocery retailers will be required not to enforce or seek the enforcement of any existing exclusivity arrangements beyond those identified in this report after the longer of (i) five years from the date of the report, or (ii) five years from the date the grocery store was opened, where that arrangement relates to land in a highly-concentrated local market where it has a strong local market position and which may restrict grocery retailing or have equivalent effect;
- (f) large grocery retailers will be required not to enforce or seek the enforcement of new exclusivity arrangements once a period of five years from the opening of the grocery store to which the arrangement relates has elapsed.
6. The CC indicated in the Final Report that it intended to implement the package of remedies set out in paragraph 5 above by an order rather than an undertaking.
  7. The CC published a [Notice of intention to make an Order \(controlled land\)](#) on 28 April 2009. In light of responses received to that consultation the CC revised the Order and published a [Second notice of intention to make an Order \(controlled land\)](#) on 16 November 2009. In light of responses received to that consultation the CC revised the Order and on 30 April 2010 published an Order. On 25 June 2010 the CC withdrew that Order on becoming aware of an inadvertent omission.
  8. The CC intended that Article 9 of the Order published on 30 April 2010 should provide an exemption from Articles 4, 5, 7 and 8 in respect of Operational Land Restrictions (as defined). The CC intended that the exemption as set out in Article 9 of the draft Order circulated for consultation in November 2009 should be carried over but this was inadvertently omitted.
  9. In addition, following consideration of representations made during consultation on the November 2009 draft of the Order, the CC determined that the exemption should be extended (a) to include the circumstance where the Operational Land Restriction applied to an interest in land of a person who is the lessee of the Large Grocery Retailer and (b) so that it applied regardless of whether a planning condition or obligation to like effect to the Operational Land Restriction was already in place. The reasons for expanding the exemption in these regards are set out in the [Response to Consultation](#) document.
  10. The Order both restores the exemptions in the version circulated in November 2009 and expands the scope of the exemption in the manner indicated above. There is a corresponding change to the Explanatory Note, setting out the full ambit of the exemption in Article 9. Save for a change to the definition of Car Park, there is otherwise no change from the versions of the Order and Explanatory Note published on 30 April 2010.
  11. The revised Order is annexed in Appendix 1 to this Notice. A revised Explanatory Note is annexed in Appendix 2. A summary of responses received and the reasons for the amendments is attached as Appendix 3 to this Notice.
  12. The CC now gives notice of the making of the attached Order. The Order is made in accordance with [section 138](#) and in exercise of the powers conferred by [section 161](#) of the Act. It is made for the purpose of remedying, mitigating or preventing the adverse effect on competition and for the purpose of remedying, mitigating or preventing any detrimental effects so far as they have resulted from, or may be expected to result from, the adverse effect on competition described in paragraph 3 above.

13. This Notice and the Order have been published on the CC website:  
[www.competition-commission.org.uk/inquiries/ref2006/grocery/index.htm](http://www.competition-commission.org.uk/inquiries/ref2006/grocery/index.htm).

Peter Freeman  
*Group Chairman*  
Competition Commission  
10 August 2010

## GROCERIES MARKET INVESTIGATION (CONTROLLED LAND) ORDER 2010

### Contents

	<i>Page</i>
Recitals .....	2
PART 1 .....	3
Citation, commencement and interpretation .....	3
1. Citation and commencement .....	3
2. General interpretation, index of defined expressions etc.....	3
PART 2 .....	5
Large Grocery Retailers .....	5
3. Designation of Large Grocery Retailers .....	5
PART 3 .....	6
Restrictive Covenants .....	6
4. Release of Restrictive Covenant.....	6
5. Prohibition on entering into Restrictive Covenants.....	7
6. Permitted Restrictive Covenants.....	7
PART 4 .....	8
Exclusivity Arrangements .....	8
7. Prohibition on enforcement of Exclusivity Arrangements .....	8
8. Prohibition on entering into Exclusivity Arrangements.....	9
PART 5 .....	9
Exceptions .....	9
9. Exception for land supporting a Grocery Store .....	9
10. Exception for pension companies .....	9
PART 6 .....	10
Acquisition of stores.....	10
11. Notification of acquisition of Grocery Stores .....	10
PART 7 .....	11
Miscellaneous .....	11
12. Supply of information to the OFT .....	11
13. Powers of direction .....	11
Schedule 1 .....	13
Large Grocery Retailers .....	13
Schedule 2a.....	14
Restrictive covenants identified in the Report which prevent, restrict or distort competition.....	14
Schedule 2b.....	18
Restrictive covenants which were Notified to the CC during the Investigation and which were not found to prevent, restrict or distort competition .....	18
Schedule 3a.....	31
Exclusivity arrangements identified in the Report which prevent, restrict or distort competition.....	31
Schedule 3b.....	33
Exclusivity arrangements which were Notified to the CC during the Investigation and which were not found to prevent, restrict or distort competition .....	33
Schedule 4.....	38
Test to be applied to Restrictive Covenants and Exclusivity Arrangements in accordance with Articles 4 and 7 .....	38

## Recitals

On 9 May 2006, the Office of Fair Trading (OFT), in the exercise of its powers under [section 131](#) of the Enterprise Act 2002 (the Act), referred to the Competition Commission (CC), for investigation and report, the supply of groceries by retailers in the UK.

On 30 April 2008 the CC published a [report](#) on the investigation. The report contained the decision that there were adverse effects on competition.

On 28 April 2009 the CC in accordance with paragraph 2 of [Schedule 10](#) to the Act as applied by [section 165](#) of the Act gave notice of its intention to make this Order. Following consultation, the CC made modifications to the Order and issued a further notice of its intention to make this Order in accordance with paragraph 5 of [Schedule 10](#) to the Act.

The CC, in accordance with [section 138](#) of the Act and in exercise of the powers conferred by [section 161](#) of, and [Schedule 8](#) to, the Act, and for the purpose of remedying, mitigating or preventing the adverse effects on competition concerned and for the purpose of remedying, mitigating or preventing detrimental effects on customers so far as they have resulted from, or may be expected to result from, the adverse effects on competition, makes the following Order.

## PART 1

### Citation, commencement and interpretation

#### 1. Citation and commencement

- (1) This Order may be cited as 'The Groceries Market Investigation (Controlled Land) Order 2010'.
- (2) This Order shall come into force on the date on which it is made.

#### 2. General interpretation, index of defined expressions etc

- (1) In this Order (including each of the Schedules):

<b>Access Road</b>	means a road within a Site which is used or to be used for access to and/or from the Grocery Store, the Car Park and/or the Service Yard.
<b>Act</b>	means the Enterprise Act 2002.
<b>Associated Grocery Store</b>	has the meaning given in <a href="#">Schedule 4</a> at paragraph 1(ii).
<b>Car Park</b>	means an area within a Site available or to be made available for parking by the Grocery Store's customers.
<b>CC</b>	means the Competition Commission.
<b>Exclusivity Arrangement</b>	means an arrangement by which a person agrees with a Large Grocery Retailer not to allow another Grocery Store to operate from the same Site or otherwise agrees to restrict or limit the sale of Groceries by persons other than the Large Grocery Retailer on the Site.
<b>Fascia</b>	means the trading name under which a Grocery Retailer operates a Grocery Store.
<b>Frozen Food Retailers</b>	means retailers which primarily sell frozen foods and which may carry a limited range of other Groceries.
<b>Groceries</b>	means food (other than that sold for consumption in the store), pet food, drinks (other than those sold for consumption in the store), cleaning products, toiletries and household goods; but excludes petrol, clothing, DIY products, financial services, pharmaceuticals, newspapers, magazines, greetings cards, CDs, DVDs, video and audio tapes, toys, plants, flowers, perfumes, cosmetics, electrical appliances, kitchen hardware, gardening equipment, books, tobacco and tobacco products.
<b>Groceries Sales Area</b>	means that part of the Net Sales Area within a Grocery Store used for the sale of Groceries.
<b>Grocery Retailer</b>	means a person who sells Groceries at the retail level.

<b>Grocery Store</b>	means a retail store, a significant proportion of which is devoted to the sale of Groceries, but excludes stores operated by Limited Assortment Discounters and Frozen Food Retailers.
<b>Implementation Date</b>	means the date to be appointed by notice published by the OFT on its website at such time as it has in place the necessary software and procedures for carrying out the Test set out in <a href="#">Schedule 4</a> .
<b>Interconnected Bodies Corporate</b>	has the meaning set out in <a href="#">section 129(2)</a> of the Act.
<b>Investigation</b>	means the CC's market investigation into the supply of groceries in the UK under <a href="#">section 131</a> of the Act.
<b>Large Grocery Retailer</b>	means a person designated from time to time as a Large Grocery Retailer in accordance with Article 3.
<b>Larger Grocery Store</b>	means a Grocery Store with a Net Sales Area of more than 1,000 sq metres.
<b>Limited Assortment Discounter</b>	means a Grocery Retailer which sells a significantly more limited range of Groceries than a Large Grocery Retailer at a low price.
<b>Mid-sized Grocery Store</b>	means a Grocery Store with a Net Sales Area of between 280 sq metres and 1,000 sq metres inclusive.
<b>Net Sales Area</b>	means the internal sales area within a Grocery Store comprising all internal areas accessible to the customer and excludes the area in which checkouts, lobbies, concessions, restaurants, customer toilets and walkways behind the checkouts are sited where these are not used for the sale of Groceries.
<b>Notice</b>	means a written communication sent by post, fax, personal delivery or e-mail and 'Notify', Notified and Notification shall be construed accordingly.
<b>OFT</b>	means the Office of Fair Trading.
<b>Operational Land Restriction</b>	means a restriction which prevents land used or to be used as a Car Park, Service Yard or Access Road from being used for any purpose other than as a Car Park, Service Yard, or Access Road.
<b>Pension Company</b>	means a company scheme or other such arrangement owned or controlled by a Large Grocery Retailer and regulated by the Pensions Act 2004.
<b>Report</b>	means the report published by the CC on 30 April 2008 entitled 'The supply of groceries in the UK: market investigation'.
<b>Restrictive Covenant</b>	means an agreement which restricts the user of land belonging at the date of the agreement to the covenantor for the benefit of the land belonging at the date of the agreement to the covenantee.

<b>Service Yard</b>	means a space within a Site in which a developer or landowner has an interest and from which deliveries are made to and from a Grocery Store.
<b>Site</b>	means land on which a Grocery Store is situated or is to be developed or operated or land in close proximity to such land which the Large Grocery Retailer or any other person has an interest and includes land used or to be used for an Access Road, Car Park or Service Yard for the purposes of a Grocery Store, such use being either for the exclusive or non-exclusive benefit of the operator of the Grocery Store.
<b>Test</b>	means the Test described in <a href="#">Schedule 4</a> to this Order.
<b>User Clause</b>	means any clause or clauses in a lease which set or sets out and/or restrict or restricts the way in which the lessee may or may not use premises demised by the lease.

- (2) Except where words and expressions are expressly defined, the Interpretation Act 1978 shall apply to this Order as it does to Acts of Parliament.

## **PART 2**

### **Large Grocery Retailers**

#### **3. Designation of Large Grocery Retailers**

- (1) The persons listed in [Schedule 1](#) are designated as Large Grocery Retailers.
- (2) Any person who acquires all or substantially all of the Groceries retailing business of one of the persons listed in [Schedule 1](#) is designated as a Large Grocery Retailer from the date of acquisition.
- (3) Any other Grocery Retailer which is determined by the OFT applying the criteria set out in Article 3(4) to be a Large Grocery Retailer is designated as a Large Grocery Retailer from the date on which it receives Notice from the OFT provided it has had a period of not less than one month to comment on the proposal to designate it as a Large Grocery Retailer.
- (4) The criteria referred to in Article 3(3) above are that a Grocery Retailer:
  - (a) operates Larger Grocery Stores throughout either Great Britain or Northern Ireland or both or in a considerable part or parts of the United Kingdom;
  - (b) carries a full range of Groceries for sale at the retail level; and
  - (c) has an integrated grocery wholesaling function that purchases directly from grocery suppliers.



## PART 3

### Restrictive Covenants

#### 4. Release of Restrictive Covenant

- (1) A Large Grocery Retailer must use its best endeavours to release a Restrictive Covenant to which this Article applies by using such endeavours to:
  - (a) enter into a deed of release with the owner of the burdened land; and
  - (b) procure the removal of the entry referring to the Restrictive Covenant from:
    - (i) in the case of registered land in England and Wales, the charges register;
    - (ii) in the case of unregistered land in England and Wales, the land charges register;
    - (iii) in the case of land in Scotland the land register of Scotland; or
    - (iv) in the case of land in Northern Ireland, the land registers of Northern Ireland and the statutory charges register.
- (2) The obligations contained in Article 4(1) must be carried out without any charge to the burdened party and within the time period specified in Article 4(5).
- (3) This Article applies to:
  - (a) the Restrictive Covenants described in [Schedule 2a](#) to this Order; and
  - (b) Restrictive Covenants entered into by a Pension Company as is allowed by Article 10(1) and any other Restrictive Covenant, excluding a Restrictive Covenant which is listed in [Schedule 2b](#) to this Order:
    - (i) which may restrict grocery retailing or have equivalent effect, unless the restriction falls within Article 6;
    - (ii) which are enforceable by a Large Grocery Retailer; and
    - (iii) which the OFT has determined fail the Test in the circumstances specified in Article 4(4).
- (4) The circumstances referred to in Article 3(b)(iii) are:
  - (a) an owner of the burdened land has made an application in writing for the OFT to apply the Test and has provided such information as the OFT may reasonably require;
  - (b) the application was made after the Implementation Date;
  - (c) the OFT has Notified the Large Grocery Retailer referred to in Article 4(3)(b)(ii) and the applicant of its provisional finding that the Test is failed, stating the reasons for this provisional view;

- (d) the notice has invited the persons referred to in (c) to provide within one month of the notice reasons why the provisional findings that the Test is failed should not become final (or as the case may be, should be varied); and
  - (e) the OFT has, following consideration of any representations received, Notified the Large Grocery Retailer and the owner of the burdened land that the Restrictive Covenant fails the Test.
- (5) The time period referred to in Article 4(2) is:
  - (a) in the case of a Restrictive Covenant falling within Article 4(3)(a), six months from the date of this Order; or
  - (b) in the case of a Restrictive Covenant falling within Article 4(3)(b), the time period which is specified by the OFT, being not less than three months, and not more than six months, from the date on which the OFT Notifies the relevant Large Grocery Retailer that it has failed the Test.
- (6) If a relevant Large Grocery Retailer, having used its best endeavours, is unable to comply with the obligations set out in Article 4(1), it shall within the time specified in Article 4(5):
  - (a) procure the noting of the attempted removal of the Restrictive Covenant on the appropriate register;
  - (b) execute a declaration by deed providing that the relevant Large Grocery Retailer will not enforce the Restrictive Covenant; and
  - (c) in the event of the sale by the Large Grocery Retailer of the land benefiting from the Restrictive Covenant, require as a condition of the sale of the land that all successors in title enter into a declaration by deed similar to that required by Article 4(6)(b).
- (7) For the purposes of Article 4(1) the obligation to use 'best endeavours' does not include an obligation to make any payment (monetary or otherwise) to procure a party to consent to the release of a Restrictive Covenant.

## **5. Prohibition on entering into Restrictive Covenants**

- (1) A Large Grocery Retailer must not:
  - (a) enter into any Restrictive Covenant that may restrict grocery retailing or have equivalent effect;
  - (b) enter into any agreement which has equivalent effect; or
  - (c) procure that such a Restrictive Covenant or agreement having equivalent effect is entered into on their behalf.
- (2) Article 5(1) does not apply to a restriction which falls within Article 6.

## **6. Permitted Restrictive Covenants**

- (1) A restriction falls within this Article if it is:

- (a) a restriction in a lease granted to a tenant of a residential dwelling or in a head lease which specifies that a leasehold property is to be used only for residential purposes; or
- (b) a User Clause which reflects any agreement entered into or any unilateral undertaking given pursuant to section 106 of the Town and Country Planning Act 1990, section 75 of the Town and Country Planning (Scotland) Act 1997, an agreement made under section 69 of the Local Government (Scotland) Act 1973 Scotland, or Article 40 of The Planning (Northern Ireland) Order 1991 where the development to which it or they relate is located in Northern Ireland.

## **PART 4**

### **Exclusivity Arrangements**

#### **7. Prohibition on enforcement of Exclusivity Arrangements**

- (1) Large Grocery Retailers must not enforce or seek the enforcement by others of an Exclusivity Arrangement to which this Article applies after the time period set out in Article 7(4) has elapsed.
- (2) This Article applies to:
  - (a) the Exclusivity Arrangements described in [Schedule 3a](#) to this Order; and
  - (b) Exclusivity Arrangements entered into by a Pension Company as is allowed by Article 10(2) and all other Exclusivity Arrangements excluding Exclusivity Arrangements which are listed in [Schedule 3b](#) to this Order:
    - (i) which benefit a Large Grocery Retailer; and
    - (ii) which the OFT has determined fail the Test set out in [Schedule 4](#), in the circumstances specified in Article 7(3).
- (3) The circumstances referred to in Article 7(2)(b)(ii) are:
  - (a) a party to an Exclusivity Arrangement or any person wishing to develop or operate a Grocery Store on a Site the use of which is restricted by an Exclusivity Arrangement has made an application in writing to the OFT, and has provided the OFT with such information as the OFT may reasonably require;
  - (b) the application was made after the Implementation Date;
  - (c) the OFT has Notified the Large Grocery Retailer referred to in Article 7(2)(b)(i) and the applicant of its provisional finding that the Test has failed stating the reasons for this provisional view; and
  - (d) the notice has invited the persons referred to in (c) to provide reasons why the provisional finding that the Test is failed should not become final (or as the case may be, should be varied); and
  - (e) the OFT has, following consideration of any representations received, Notified the Large Grocery Retailer and the applicant that the Test is failed.

(4) The time period referred to in Article 7(1) is:

(a) in the case of an Exclusivity Arrangement falling within Article 7(2)(a), five years from the date of this Order; or

(b) in the case of an Exclusivity Arrangement falling within Article 7(2)(b) the later of five years from the date of the Report and five years from the date on which the Grocery Store which benefits from the Exclusivity Arrangement first began trading.

## **8. Prohibition on entering into Exclusivity Arrangements**

(1) Large Grocery Retailers must not enter into or procure the entry by others into any Exclusivity Arrangement that may restrict grocery retailing or have equivalent effect with a duration of more than five years from the date on which the Grocery Store of the relevant Large Grocery Retailer which benefits from the Exclusivity Arrangement first began trading.

## **PART 5**

### **Exceptions**

## **9. Exception for land supporting a Grocery Store**

(1) The obligation in Article 4 and the prohibitions in Articles 5, 7 and 8 will not apply to Operational Land Restrictions where:

(a)(i) the land subject to the Operational Land Restriction is not owned by the Large Grocery Retailer; or

(ii) the Operational Land Restriction restricts the land interest of a person who is the lessee of the Large Grocery Retailer, that person not being the Large Grocery Retailer;

(b) the Operational Land Restriction restricts the use of land adjacent to or within a Site, and is necessary for the effective operation of the Grocery Store; and

(c) the Operational Land Restriction does not provide for the Large Grocery Retailer to have exclusive use of any Car Park, Service Yard or Access Road which is also necessary for the effective operation of another Grocery Store.

## **10. Exception for pension companies**

(1) The prohibition in Article 5 shall not apply to a Large Grocery Retailer if:

(i) the Restrictive Covenant or agreement is entered into by a Pension Company; and

(ii) the Large Grocery Retailer does not and has not operated a Grocery Store on the land benefiting from the Restrictive Covenant or agreement having equivalent effect nor used the land for purposes in connection with a Grocery Store.

(2) The prohibition in Article 8 shall not apply to a Large Grocery Retailer if:

- (i) the Exclusivity Arrangement is entered into by a Pension Company; and
- (ii) the Large Grocery Retailer which owns the Pension Company does not operate and has not operated a Grocery Store on the Site.

## **PART 6**

### **Acquisition of stores**

#### **11. Notification of acquisition of Grocery Stores**

(1) A Large Grocery Retailer shall Notify the OFT within four weeks of either of the following events:

- (a) entering into an agreement to acquire a Larger Grocery Store; or
- (b) entering into an agreement to acquire an interest in a Site that has been used for a Larger Grocery Store at any time during the period of 12 months prior to the date on which the Large Grocery Retailer entered into the agreement.

(2) The notice required by Article 11(1) shall include the following information:

(a) For an event covered by Article 11(1)(a):

- (i) the Net Sales Area;
- (ii) the Groceries Sales Area; and
- (iii) details of any current planning permission and applications for which decisions are pending

of the Larger Grocery Store that is the subject of the agreement.

(b) For an event covered by Article 11(1)(b):

- (i) the Net Sales Area;
- (ii) the Groceries Sales Area; and
- (iii) details of any current planning permission and applications for which decisions are pending

of the Larger Grocery Store that had most recently been operated on the Site that is the subject of the agreement.

(c) And for an event covered by either Article 11(1)(a) or 11(1)(b):

- (i) the Net Sales Area;
- (ii) the Groceries Sales Area; and
- (iii) details of any current planning permission and applications for which decisions are pending

of any Grocery Store operated by the Large Grocery Retailer within the 10-minute drive-time isochrone of the Larger Grocery Store or Site that is the subject of the relevant agreement.

## **PART 7**

### **Miscellaneous**

#### **12. Supply of information to the OFT**

- (1) Any Large Grocery Retailer is required to provide to the OFT any information and documents which are requested in writing and which are required for the purposes of enabling the OFT to monitor and review the operation of this Order or any provisions of this Order.
- (2) Any Large Grocery Retailer may be required by the OFT to keep and produce those records specified in writing by the OFT that relate to the operation of any provisions of this Order.
- (3) Any Grocery Retailer that the OFT reasonably believes to have information which may be relevant to the monitoring or review of the operation of any provisions of this Order may be required by the OFT to attend and provide such information in person.
- (4) Subject always to [Part 9](#) of the Act, the OFT may publish any information or documents that it has received in connection with the monitoring or the review of this Order or any provisions of this Order for the purpose of assisting the OFT in the discharge of its functions under or in connection with this Order.
- (5) No person shall be required under this Article 12 to provide any information or documents to which [section 109\(7\)](#) of the Act would apply.

#### **13. Powers of direction**

- (1) The CC may give directions falling within Article 13(2) to:
  - (a) a person specified in the directions; or
  - (b) a holder for the time being of an office so specified in any body of persons corporate or unincorporate.
- (2) Directions fall within this Article 13(2) if they are directions:
  - (a) to take, or refrain from taking, such actions as may be specified or described in the directions for the purpose of carrying out, or ensuring compliance with, this Order; or
  - (b) to do, or refrain from doing, anything so specified or described which the person might be required by this Order to do or refrain from doing.
- (3) In Article 13(2) above 'actions' includes steps to introduce and maintain arrangements to ensure any director, employee or agent of a Large Grocery Retailer carries out, or secures compliance with, this Order.

(4) The CC may vary or revoke any directions so given.

Signed by authority of the CC

.....

Peter Freeman QC  
*Group Chairman*  
Competition Commission  
10 August 2010

## Schedule 1

### Large Grocery Retailers

The persons listed below are designated as Large Grocery Retailers from the date of this Order:

- (i) Asda Stores Limited;
- (ii) Co-operative Group Limited (and Midlands Co-operative Society Limited in connection with the Restrictive Covenant benefiting the Store at Oundle listed in [Schedule 2a](#));
- (iii) Marks and Spencer plc;
- (iv) Wm Morrison Supermarkets plc;
- (v) J Sainsbury plc;
- (vi) Tesco plc;
- (vii) Waitrose Limited;
- (viii) any companies which are agents of any of the companies listed above or within the same group of Interconnected Bodies Corporate to which companies listed above belong; and
- (ix) any companies controlled by any of the parties set out in (i) to (viii) above. For the purposes of this Order, a company will 'control' another when it owns a shareholding in that company which confers upon it more than 25 per cent of the voting rights in that company, or where it has the power to appoint more than one-quarter of the directors of that company.



## Schedule 2a

### Restrictive covenants identified in the Report which prevent, restrict or distort competition

<i>Grocery Retailer</i>	<i>Store benefiting from Restrictive Covenant</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Asda	Boston	Area of 21,110 sq metres comprising land and buildings at Wide Bargate (a former Asda store) which was sold subject to a Restrictive Covenant on 06.08.04.	LL100327—Freehold LL111352—Freehold LL128659—Freehold LL133126—Freehold LL147—Freehold LL235986—Freehold LL279204—Leasehold LL285720—Leasehold LL289061—Freehold LL299988—Leasehold LL37658—Freehold LL50172—Freehold LL70891—Freehold LL286427—Leasehold LL290452—Leasehold
Asda	Widnes	Area of 32,210 sq metres comprising land and buildings on the north side of Foundry Lane, WA8. Sold on 14.09.04 to Widnes Regeneration Ltd. OS grid reference: 348900 384250.	CH527207—Freehold CH575460—Freehold CH576153—Freehold CH576483—Freehold CH576486—Freehold CH576489—Freehold CH576490—Freehold CH576491—Freehold CH576492—Freehold CH576494—Freehold CH576495—Freehold CH576497—Freehold CH576499—Freehold CH576500—Freehold CH576503—Freehold CH576505—Freehold CH576507—Freehold CH576509—Freehold CH536298—Freehold CH573196—Freehold CH576487—Freehold CH576508—Freehold

<i>Grocery Retailer</i>	<i>Store benefiting from Restrictive Covenant</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
			CH576502—Freehold CH576501—Freehold
Asda	Harpurhey	Area of 29,817 sq metres comprising sections of the Harpurhey District Shopping Centre, M9 4DJ. Sold on 22.09.04 and 07.04.05 to Redman Heenan Properties Ltd. OS grid reference: 385931 401823.	GM514454—Leasehold GM534117—Leasehold GM577107—Leasehold GM741029—Leasehold GM741142—Leasehold GM953165—Leasehold MAN113721—Leasehold MAN113747—Leasehold MAN16170—Leasehold MAN19664—Leasehold MAN21360—Leasehold MAN23410—Leasehold MAN25468—Leasehold MAN25993—Leasehold MAN31341—Freehold MAN32596—Leasehold MAN36752—Leasehold MAN9150—Leasehold GM504058—Freehold GM772022—Freehold GM504058—Freehold GM953165—Leasehold MAN36750—Leasehold MAN20866—Leasehold MAN20291—Leasehold MAN20866—Leasehold MAN23232—Leasehold
Asda	Haydon	Area of 61,920 sq metres of the non-grocery retail park adjacent to the Haydon Wick Asda. Sold 06.02.02 to British Land Ltd.	WT208928—Freehold WT207329—Freehold
Asda	South Woodham Ferrers	Land and buildings on Tyler's Road, 5,429 sq metre site sold to McCarthy and Stone (Developments) Ltd in March 2004	EX635330—Freehold EX726290—Freehold EX744631—Freehold EX746348—Freehold EX754809—Freehold
CGL	Biggar	3,955 sq ft site at ML12 6BJ sold to R & J A Walker. Store closed in October 2002.	
CGL	Seahouses	A 139 sq metre site at 34 Main street, NE68 7RQ.	
CGL	Seaton, Underfleet	2,571 sq ft site at EX12 2LA. Store closed in July 2001.	

<i>Grocery Retailer</i>	<i>Store benefiting from Restrictive Covenant</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Co-op (Midlands)	Oundle	6,918 sq ft site at PE8 4DB. Store closed in August 2001. Sold to Twigden Homes Ltd.	
Morrisons	Leeds Yeadon	3,116 sq metre site at LS20 8AR. Site is on the south side of Park Road and to the west of a small retail park. 09.07.02 sold to Bright Horizons Ltd.	WYK592412
Morrisons	Livingston	14,164 sq metre site at EH54 6NB. Land and buildings in Almonvale Shopping Centre sold to Ravenseft Properties Ltd on 18.11.05.	WYK858068 MID67889
Sainsbury's	Ipswich, Warren Heath	Retail warehouse adjacent to Sainsbury's Warren Heath, sharing car park. Sold to Ramheath Properties in March 2005. Registered proprietor—Flodrine UK V (Nominee 1) Limited and Flodrine UK V (Nominee 2) Limited.	SK265431
Sainsbury's	Frome	Land adjacent to the Sainsbury's in Frome. Postcode of BA11 4DH at Sandys Hill Lane, Wessex Fields. Sold on 07.09.01 to McDonald's Restaurants Limited. Registered proprietor—McDonald's Restaurants Limited.	WS13175
Sainsbury's	London Colney	Five retail units at AL2 1BG sold to Legal & General Assurance PLC in October 2004. Part of London Colney Retail Park. Registered proprietor—Marks & Spencer PLC.	HD435000
Sainsbury's	Tunbridge Wells	Homebase store on Lyndon Park Road, TN2 5QL. Retail warehouse unit and parking sold in March 2005 to Ramheath Properties Limited. Registered Proprietor—St James' Place UK PLC.	K885375
Sainsbury's	Calcot	Two retail warehouse units (numbers 1 & 2) at RG3 7SA adjacent to Sainsbury's Calcot store, sold in February 2005 to Lothbury Property Trust Company Limited. Registered Proprietor—Lothbury Property Trust Company Limited.	BK395729
Sainsbury's	Derby, Kingsway	Homebase retail warehouse adjacent to Sainsbury's Kingsway store. Sold in March 2005 to Ramheath Properties Limited. Registered Proprietor—British Land Retail Warehouses Limited.	DY387796
Somerfield	Blandford Forum—East Street	Site at 2 Market Place, DT11 7EB. Surplus land. OS grid reference: ST 8850 0620. Sold on 04.02.05 to Kenneth Leslie Keep and Sheila Patricia Keep.	
Somerfield	Blandford Forum—East Street	995 sq metre site at 43B East Street, DT11 7DX. Lease assigned on 26.05.04 to Mackays Stores Limited. OS Grid reference: ST 8850 0620.	
Somerfield	Chepstow—Thomas Street	1,085 sq metre former supermarket site at NP16 5LL, Welsh Street. Sold on 16.04.04 to Wilkinson Hardware Stores Limited. OS grid reference: ST 5320 9370.	
Somerfield	Holsworthy—Station Road	850 sq metre site at 18/19 The Square, EX22 6AN. Freehold high street store and car park sold on 29.04.05 to Reef Estates Limited. OS grid reference: SS 3420 0370.	
Somerfield	Monmouth	757 sq metre site at 83/87 Monnow Street, NP25 3EW. Freehold supermarket sold on 24.11.04 to Mackays Stores (Holdings) Limited. OS grid reference: SO 5050 1260.	
Somerfield	Nailsea	753 sq metre site at 61/63 High Street, BS48 1AW. Long lease of supermarket assigned on 18.03.05 to Deeley Freed (Chippenham) Limited. OS grid reference: ST 4750 7070.	

<i>Grocery Retailer</i>	<i>Store benefiting from Restrictive Covenant</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Tesco	Trowbridge	12,000 sq metre former store sold to Allied London Properties Ltd in April 2000. Store to the south of St Stephen's Place and to the north of the river. OS grid reference: 385700 157700.	WT98305
Tesco	Leytonstone	4,065 sq metre site sold to Circle Thirty Three Housing Trust Limited in March 2001. Comprises listed hospital buildings adjacent to existing store.	EGL 420987
Tesco	Diss	2,322 sq metre site sold to Mark Christopher Skilton in February 2005.	Freehold—NK221815 Leasehold—NK119663
Tesco	Elgin Lossie Green	2,766 sq metre site sold to Thunderton Properties Limited in April 2004. Comprises closed store on Batchen Lane IV30 1LY. OS grid reference: 321400 862700.	MOR1727
Waitrose	Newmarket	5,000 sq metre site of former store and car park at Crown Walk, CB8, sold to Forest Heath District Council on 07.01.05.	

## Schedule 2b

### Restrictive covenants which were Notified to the CC during the Investigation and which were not found to prevent, restrict or distort competition

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Asda	Bradford	Land and buildings at 418750 430113. 17,841 sq metre former store site sold in June 2001 to Headway PLC and 1,280 sq metre former PFS sold to Roadside Properties Ltd in September 2001.	WYK311686—Freehold WYK696736—Freehold WYK755128—Leasehold WYK775723—Leasehold WYK801705—Leasehold WYK861065—Leasehold WYK861093—Leasehold WYK873392—Leasehold
Asda	Sefton	Land at 399064 388948. 7,696 sq metre site sold in February 2004 to George Wimpey North West Ltd.	MS484376—Freehold MS491281—Freehold MS491612—Freehold MS492919—Freehold MS493170—Freehold MS493429—Freehold MS494557—Freehold MS494901—Freehold MS495107—Freehold MS495438—Freehold MS495646—Freehold MS496389—Freehold MS496579—Freehold MS497272—Freehold MS497365—Freehold MS498172—Freehold MS502470—Freehold MS505088—Freehold MS512142—Freehold
Asda	Chatham	House at ME5 9SE, 575488 163134. 1,653 sq metre site sold in July 2004 to Wayne Smith.	K875105—Freehold

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Asda	Leyton	Two parcels of land at E10, 538234 186218. A 33,511 sq metre site sold in July 2002 to Norwich Union Linked Life Assurance Ltd and a 4,860 sq metre site sold in June 2005 to Linden Homes Southern Ltd.	EGL464143—Leasehold EGL464356—Leasehold EGL465294—Leasehold EGL486862—Leasehold EGL501807—Leasehold EGL512870—Leasehold EGL525852—Leasehold EGL443826—Leasehold EGL468578—Leasehold
Asda	Poole	Land at 401491 092944. 4,860 sq metre site sold in June 2005 to Linden Homes Southern Ltd.	DT234704—Freehold DT264893—Freehold DT350901—Freehold DT47321—Freehold DT332642—Freehold DT47322—Freehold
Asda	Stirchley	Shop at B30 2NH, 405648 280567. 506 sq metre site sold in November 2005 to Adrian Ballantyne Mills—Howarth.	WM874752—Freehold
Asda	Newton Abbott	Land and Buildings including former car showrooms at T12 1JW, 285320 070986. 708 sq metre site sold in December 2005 to Mill House Partnership Ltd.	DN442786—Freehold
Asda	Newton Abbott	Part of Post Office Sorting Office at 285680 071340. 483 sq metre site sold in January 2006 to Edith Lorraine Learmonth, Karen Elizabeth Ligthelm, Elizabeth Anne Coban, Christopher Learmonth.	DN531852—Freehold
Asda	Newton Abbot	Two parcels—241 sq metre Scout Hut at 285750 71190 sold in March 2005 to The Scout Association Trust Corporation and 1,019 sq metre shop units sold in May 2006 to Bartmann LLP.	DN513686—Freehold DN109186—Freehold DN91867—Freehold
Asda	Sheffield	Former store at 442137 387116. 39,399 sq metre site—plots 4,5,6 & 9 of Dore Industrial Estate. Sold to Ackroyd & Abbott Ltd in March 2002.	SYK369100—Freehold
Asda	Winsford	Small shop units at 364746 366623. 333 sq metre site, incorporating retail units and snooker hall, sold to Modus (Winsford) Ltd and Winsford Ltd in September 2003.	CH517967—Freehold CH239049—Leasehold CH517967—Freehold CH239049—Leasehold CH568544—Leasehold

Grocery Retailer	Town	Description of land burdened by Restrictive Covenant	Title number of land burdened by Restrictive Covenant (where available)
Asda	Halifax	Land and buildings on the south-east side and east side of Lower Clay Pits Pellam together with land buildings on the west side of Blackwood Grove Pellam, 408059 425867. 20,350 sq metre former store site sold to David Wilson Homes Ltd in August 2004.	WYK218830—Freehold WYK786694—Freehold WYK799038—Freehold WYK799529—Freehold WYK803822—Freehold WYK805413—Freehold WYK806320—Freehold WYK807772—Freehold WYK807972—Freehold WYK808566—Freehold WYK811059—Freehold WYK811504—Freehold WYK823613—Freehold WYK824571—Freehold WYK825841—Freehold WYK826439—Freehold WYK827077—Freehold WYK827230—Freehold WYK827899—Freehold WYK829062—Freehold WYK829299—Freehold WYK829420—Freehold WYK829737—Freehold WYK830661—Freehold WYK830975—Freehold WYK831088—Freehold WYK832409—Freehold WYK833165—Freehold WYK833785—Freehold WYK833786—Freehold WYK834140—Freehold WYK834444—Freehold WYK834900—Freehold WYK836919—Freehold WYK837115—Freehold WYK837165—Freehold WYK837288—Freehold WYK838570—Freehold WYK839346—Freehold WYK839468—Freehold WYK840075—Freehold WYK841837—Freehold WYK842035—Freehold WYK842220—Freehold WYK842224—Freehold

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
	Halifax continued		WYK842908—Freehold WYK843476—Freehold WYK843797—Freehold WYK844788—Freehold WYK845646—Freehold WYK846857—Freehold WYK846858—Freehold WYK846980—Freehold WYK847844—Freehold WYK850896—Freehold WYK852838—Freehold WYK860696—Freehold WYK862656—Freehold WYK868876—Freehold WYK868894—Freehold WYK870605—Freehold WYK870906—Freehold WYK871230—Freehold WYK872764—Freehold WYK873045—Freehold WYK874327—Freehold WYK874853—Freehold
Asda	Huyton	Two parcels: 11,810 sq metre former store site at Archway Road and 7,628 sq metre site at Civic Way/ Archway Rd, 343703 393996. Sold to Development Securities (No 23) Ltd in January 2005 and Knowsley Metropolitan Borough Council in March 2005.	MS374604—Freehold MS502462—Freehold MS519695—Freehold MS522104—Leasehold MS522106—Leasehold MS532920—Leasehold MS536085—Leasehold MS536844—Leasehold MS537892—Leasehold MS538134—Leasehold MS542107—Leasehold MS542202—Leasehold MS543083—Leasehold MS544622—Leasehold MS546134—Leasehold MS546633—Leasehold MS548387—Leasehold MS552805—Leasehold MS555697—Leasehold MS556736—Leasehold MS519695—Freehold



Grocery Retailer	Town	Description of land burdened by Restrictive Covenant	Title number of land burdened by Restrictive Covenant (where available)
Asda	Sefton	4,960 sq metre site situated off Smithdown Road, 339064 388948. Sold to Charlton Homes Ltd in February 2005.	MS484376—Freehold MS504759—Freehold MS516317—Leasehold MS516418—Leasehold MS516419—Leasehold MS516420—Leasehold MS516421—Leasehold MS516453—Leasehold MS516465—Leasehold MS516577—Leasehold MS516780—Leasehold MS516858—Leasehold MS516859—Leasehold MS516930—Leasehold MS517052—Leasehold MS517217—Leasehold MS517218—Leasehold MS517219—Leasehold MS517297—Leasehold MS517378—Leasehold MS517447—Leasehold MS518496—Leasehold MS518499—Leasehold MS519271—Leasehold MS528292—Leasehold MS529269—Leasehold MS529386—Leasehold MS529584—Leasehold MS530322—Leasehold MS531100—Leasehold MS533008—Leasehold MS533678—Freehold
Asda	Llandudno	Land and buildings [former store].	CYM216967—Leasehold CYM336497—Leasehold CYM338632—Leasehold CYM330533—Leasehold CYM337954—Leasehold CYM323788—Leasehold CYM305891—Leasehold CYM329296—Leasehold CYM329574—Leasehold CYM305659—Leasehold CYM305502—Leasehold CYM329030—Leasehold CYM417292—Leasehold

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
			CYM413131—Leasehold CYM344980—Leasehold CYM337113—Leasehold CYM305500—Leasehold CYM371346—Leasehold
Asda	York	26,920 sq metre former store site at 462000 455140, Jockey Lane. Sold to Opus Land (Monks Cross) Ltd in January 2006.	NYK341642—Leasehold NYK59173—Freehold NYK111568—Freehold
CGL	Portree	6,800 sq ft site at IV51 9HQ. Sublet to Howden Joinery. Store closed in October 2002.	
Morrisons	Camden	Land at 528435 184293. 100 sq metre site sold in February 2006 to Camden Market Estate Holdings.	NGL861189
Morrisons	Grays	Development site at 561286 178044. 4,046 sq metre site sold in April 2005 to Bellway Homes Ltd.	EX746591
Morrisons	Ipswich	Four cottages sold at IP1 5AQ, 613777 245252. Site sold in March 2005 to Omnicorp Limited.	SK263254
Morrisons	Irvine East Road	Supermarket at KA12 0DN, 232180 639111. 11,331 sq metre site sold in October 2005 to ALDI Stores Ltd.	AYR68080
Morrisons	Oldham	14,285 sq metre site at OL9 7LD, Tweedale Road, 390053 402823. Site sold to Portcullis Chadderton Ltd in May 2003.	GM642532
Sainsbury's	Birmingham, Northfield	Former supermarket at B31 2JU, 402274 279873.	
Sainsbury's	Halesowen, Great Cornbow	Ancillary buildings to former retail store at B63 3AB, 396805 283342.	
Sainsbury's	Bath, Homebase	Retail warehouse let to Homebase at BA2 3ET, 374199 164798.	
Sainsbury's	Burnley	Health Centre and 3 retail warehouse units at BB11 1BS, 383683 432712.	
Sainsbury's	Bolton closed store	Former retail store at BL3 5DJ, 370850 408622.	
Sainsbury's	Bolton	Retail warehouse at BL3 6DH, 371660 408527.	
Sainsbury's	Bolton	Car park at BL3 6SJ, 371202 407991.	
Sainsbury's	Brighton	Development land for residential at BN1 4GN, 531225 105239.	
Sainsbury's	Brighton	Development land for residential and air space for housing at BN1 4JA, 531338 105059.	
Sainsbury's	Belfast, Shane Park	Playing field at BT12 6UA, 331900 371560.	
Sainsbury's	Newtownabbey	Industrial buildings at BT37 9UL, 147215 535960.	

*Title number of land burdened  
by Restrictive Covenant (where  
available)*

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Sainsbury's	Upton Homebase	Retail warehouse unit and parking at CH49 6QG.	
Sainsbury's	Deal	House and garden at CT14 6AJ, 637485 152734.	
Sainsbury's	Sidcup, Crittals Corner	Vacant retail warehouse at DA14 5BY, 547266 170847.	
Sainsbury's	Swadlincote	Undeveloped land at DE11 0AD.	
Sainsbury's	Chingford	Vacant land for hotel at 537146 191331.	
Sainsbury's	Edinburgh, Craigeleith	Surplus service yard and vacant land at EH4 2EB, 322631 674416.	
Sainsbury's	Poulton-le-Fylde, Station Road and Breck Road	Land for housing at FY6 7HD, 335189 439828.	
Sainsbury's	Woking Brookwood	Open space and former hospital grounds at GU21 2QT, 495959 157924.	
Sainsbury's	Liphook	Former army land sold for housing at GU30 7TW, 484105 131371.	
Sainsbury's	Alperton	Surplus car park at HA0 1AD.	
Sainsbury's	Ipswich, Warren Heath Homebase	Retail warehouse let and parking at IP3 8TQ.	
Sainsbury's	Manchester, Fallowfield	Land in car park at M14 6RQ, 385901 393288.	
Sainsbury's	Salford	Retail warehouse at M5 4QU, 382306 397835.	
Sainsbury's	Milngavie, Bus Garage	Former bus depot at 255455 673770.	
Sainsbury's	Sittingbourne	Office building at 590915 163540.	
Sainsbury's	Enfield, Highlands Village	Land for development of housing and day nursery at N21 1UD, 530787 195694.	
Sainsbury's	Wellingborough	Cycle track at NN8 3GZ, 487349 266788.	
Sainsbury's	North Walsham	Garage at NR28 9DR.	
Sainsbury's	London, Camden, Grand Union House	Office building at NW1 9LJ, 529033 184040.	
Sainsbury's	Peterborough, Bretton	New supermarket and car park at PE3 8DA, 516363 300651.	
Sainsbury's	Fareham, Broadcut	Land at PO16 8SU.	
Sainsbury's	Horsham	Residential associated with development site at RH12 1NU, 517107 130553.	

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Sainsbury's	London, SE1 Rennie House	Office building at SE1 9NT, 531589 180357.	
Sainsbury's	West Norwood	Land at SE27 0BU, 531779 172444.	
Sainsbury's	Maidenhead	Airspace to construct flats at SL6 8SB.	
Sainsbury's	Rayleigh Weir—Homebase Store	Retail warehouse unit and parking at SS7 3NT, 580314 189534.	
Sainsbury's	New Romney	Land for residential development at TN28 8BA, 606790 125133.	
Sainsbury's	Torquay, Riviera Way	Undeveloped land at TQ2 7AP, 290090 066151.	
Sainsbury's	Hayes	Retail Park at UB3 3EX, 510719 180955.	
Sainsbury's	Holborn	Residential associated with development site at WC2B 5EF.	
Sainsbury's	Wakefield, Ings Road	Supermarket and parking at WF1 1RS, 433163 420259.	
Tesco	Newtownabbey	Unit in centre at BT37 9UL, 659100 726000. Sold in January 2002.	
Tesco	Antrim	Closed Store at BT41 4DP, 314800 386800. 1,914 sq metre site lease surrendered in February 2004 to Antrim Trust.	
Tesco	Antrim NI	Depot and Yard. Sold in March 2005 to Junction One Limited.	
Tesco	Cambridge	Land in CB5, 546600 259300. 12,140 sq metre site Sold in July 2003 to Wates Homes.	
Tesco	Cardiff	Industrial unit and yard. 36,422 sq metre site sold in August 2003 to Deanminster Ltd.	
Tesco	Cheshunt	Land and derelict warehouse facilities at EN8 9DG. Sold in April 2003 to Bovis Homes Limited.	
Tesco	Clevedon, Avon	Land at 340700 170200. 170 sq metre site sold in July 2005 to Stephan John Edwards.	
Tesco	Corstophine, Edinburgh	Surplus land following store development at EH12 7UQ, 319200 672500. Sold in July 2000 to Cala Management Ltd.	
Tesco	Carrickfergus, County Antrim	Closed Store and off licence at BT38 7AG, 341500 387600. Sold in January 2005 to JP Morgan Enterprises.	
Tesco	Derriaghy	Closed store at BT17 9HG. 28,328 sq metre site sold in September 2004 to Eastonville Traders Association.	
Tesco	Elgin	Closed Store at IV30 1LY, 321400 862700. 2,766 sq metre site sold in April 2004 to Thunderton Properties Ltd.	

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Tesco	Halesowen	Land at B63 4DJ, 395780 283828. 230 sq metre site sold in November 2005 to Hazdor Davies Residential Ltd.	
Tesco	Holywood	4,046 sq metre site sold in December 2004 to Robinson Family Ltd.	
Tesco	Hungerford, Berkshire	Former store. 16,187 sq metre site sold in January 2000 to Kerridge Properties Ltd.	
Tesco	Preston	Closed store sold in June 2002 to Scottish Provident.	
Tesco	Stafford	Derelict warehouse and yard at ST16 2HE, 392100 322700. 3,650 sq metre site sold in January 2005 to Bellway Homes.	
Tesco	Stirchley	Land at B30 2XL, 405742 281960. 38,850 sq metre site sold in January 2006 to Westowe Properties Ltd.	
Tesco	Torquay	Divided into 23 parcels of flats at TQ1 1DB, 291700 063900. Sold between December 2004 and August 2005 to 23 different purchasers.	
Tesco	Wimbledon	Ex-store, sublet and sold at SW19 1Q, 525100 170200. Sold in December 2001 to First London Investment Group Ltd.	
Tesco	Wood Green	Residential flats at N22 8JD, 530900 191500. Sold in March 2004 to Agate Properties Ltd.	
Tesco	Portishead	DIY centre and non-food retail development 3,530 sq metre site sold in June 2005 to Nominees of the Britannic Group Pension Scheme.	
Waitrose	Whetstone	Unit shops (car park behind retained) at N20 9HX, 526357 194091. 1,400 sq metre site sold in August 2000 to Boots Properties Ltd.	TO BE PROVIDED
Somerfield	Stalham—S	House adjoining store at NR12 9BB, TG 3710 2510. Site sold January 2002 to Kinsman Properties Limited.	
Somerfield	Stockport—Hazel Grove—S	Assigned store lease at SK7 4HS, SJ 9210 8690. 863 sq metre site on 28.04.01 to Kinsman Properties Limited.	
Somerfield	Kirkby in Ashfield—Lowm'r—S	Lease of supermarket assigned at NG17 7BE, SK 5060 5600. 1,180 sq metre site on 27.01.06 to W Boyes & Co Limited (Company No 66251).	
Somerfield	London—Chingford Cherrydn—S	Lease on store assigned at E4 8DP, TQ 3720 9280. 1,047 sq metre site on 13.09.00 to Poundstretcher Limited.	
Somerfield	Ringwood—Southampton Road—S	Lease assigned high street store at BH24 1HY, SU 1480 0520. 1,113 sq metre site on 10.11.03 to Mackays Stores Limited.	
Somerfield	Maesteg—Llynfi Road—S	Freehold supermarket at CF34 9DS, SS 8500 9140. 1,201 sq metre site sold 30.09.05 to Albemarle Property Opportunities LLP.	

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Somerfield	Congleton—Wines & Spirits—S	Freehold of former small stand-alone wines and spirits unit at CF34 9DS, SJ 8440 6300. Site sold 08.02.02 to George Douglas Murphy.	
Somerfield	Rushden—18 High Street—S	Lease on high street store assigned at NN10 0PR, SP 9570 6660. 696 sq metre site on 31.05.01 to Dorsman Estates Limited.	
Somerfield	Ammanford—S	Freehold supermarket sold at SA18 3DE, SN 6300 1220. 1,676 sq metre site sold 03.07.03 to Liberty Properties Plc.	
Somerfield	Warrington—Stockton H'th—S	Lease on supermarket surrendered at WA4 6NJ, SJ 6130 8600. 867 sq metre site on 02.05.03 to Fortlands Limited.	
Somerfield	Runcorn—Halton—S	Freehold of high street store at WA7 1LB, SJ 5100 8300. 908 sq metre site sold 25.08.04 to J D Wetherspoon plc.	
Somerfield	Ellesmere Port—Whitby Rd—S	Freehold store at CH65 8AB, SJ 4010 7620. 874 sq metre site sold 13.01.03 to J D Wetherspoon plc.	
Somerfield	Telford—Oakengates—S	Lease on small store surrendered at TF2 6EP, SJ 6960 1090. 724 sq metre site on 06.04.01 to Telford and Wrekin Council.	
Somerfield	Newport—Chetwynd KS—S	Freehold store at TF10 8JX, SJ 7210 1930. 965 sq metre site sold 24.02.06 to Mackays Stores (Holdings) Limited.	
Somerfield	Stoke on Trent—Tunstall—S	Small strip of land at ST6 5EG, SJ 8590 5150. 2,036 sq metre site sold 13.02.04 to John Hall and Peter Sturgess The Trustees of the Lisland Pension Fund of St Chads.	
Somerfield	Stoke on Trent—Fenton—S	Freehold supermarket at ST4 2PF, SJ 8880 4600. 638 sq metre site sold 23.04.04 to UC Developments Limited.	
Somerfield	Crewe—Delamere Street—S	Freehold supermarket at CW1 2JX, SJ 7010 5560. 1,723 sq metre site sold 29.04.05 to MCP Publications Limited.	
Somerfield	Leicester—Oadby—S	Lease on store assigned at LE2 5BF, SK 6210 0060. 803 sq metre site on 06.10.00 to Poundstretcher Limited.	
Somerfield	Ashby de la Zouch—Market Street—S	Freehold supermarket at LE6 5AL, SK 3560 1660. 546 sq metre site sold 21.02.00 to London and City Retail Limited.	
Somerfield	Derby—Allestree KS—S	Lease on store surrendered at DE22 2QQ, SK 3390 3850. 1,346 sq metre site on 05.03.01 to Sovereign Land (H Investment) Limited.	
Somerfield	Ashbourne KS—S	Leasehold store assigned at DE6 1GF, SK 1800 4660. 901 sq metre site on 15.07.03 to Mackays Stores (Holdings) Limited.	
Somerfield	Sutton in Ashfield—Forest—S	Site of supermarket destroyed by fire at G17 1BE, SK 4970 5880. Site sold 27.11.01 to Metropolitan & District Developments (Sutton) Limited.	

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Somerfield	Doncaster—High Fishergate—S	Mixed freehold/leasehold supermarket at DN1 1QZ, SE 5750 0350. 1,068 sq metre site sold 15.11.20 to Basilton Properties Limited.	
Somerfield	Worksop—Newcastle Street—S	Freehold of leasehold supermarket purchased and sold on immediately at S80 2AS, SK 5850 7890. 887sq metre site sold 14.03.01 to J D Wetherspoon plc.	
Somerfield	Rotherham—Parkgate KS—S	Lease on supermarket surrendered at S60 1TG, SK 4350 9420. 1,292 sq metre site on 03.05.02 to Stadium (Parkgate) Limited.	
Somerfield	Rotherham—Wath Upon Dearne—S	Freehold supermarket at S63 7DE, SE 4370 0090. 848 sq metre site sold 26.07.02 to Limes Developments Limited.	
Somerfield	Ludlow—Castle Street—S	Freehold store at SY8 1AT, SO 5100 7460. 628 sq metre site sold 20.12.04 to Mackays Stores (Holdings) Limited.	
Somerfield	Cowdenbeath—Woodend—LD—S	Land at KY4 8EE, NT 1560 9050. 962 sq metre site sold 06.03.06 to William Whitehead.	
Somerfield	Ayr KS—S	Freehold supermarket at KA8 8JT, NS 3440 2360. 1,142 sq metre site sold 12.05.03 to Wilson Distributors (Scotland) Limited.	
Somerfield	Stirling—Burghmuir Road—S	Freehold supermarket at FK7 7PB, NS 7990 9290. 1,346 sq metre site sold 29.09.04 to Central Property Assets Limited.	
Somerfield	Newton Aycliffe—Bev' Way—S	Lease on store assigned at DL5 4DZ, NZ 2770 2490. 891 sq metre site on 05.10.00 to Poundstretcher Limited.	
Somerfield	Nelson—Brooke Street KS—S	Freehold supermarket at BB9 9PU, SD 8630 3760. 1,037 sq metre site sold 17.07.03 to The Borough Council of Pendle.	
Somerfield	Manchester—Irlam—S	Freehold with mall area with shop units as well as supermarket at M44 6BA, SJ 7200 9370. 4,060 sq metre site sold 27.09.04 to Peel Investments (North) Limited.	
Somerfield	Liverpool—Maghull KS—S	Lease on store assigned at L31 0AD, SD 3740 0250. 464 sq metre site on 20.12.04 to T J Morris Limited.	
Somerfield	Manchester—Radcliffe—S	Freehold supermarket at M26 1NP, SD 7850 0690. 936 sq metre site sold 07.05.04 to The Metropolitan Borough of Bury.	
Somerfield	Bolton—Cannon Street—S	Leasehold with mall area with shop units as well as closed supermarket that had been damaged by fire at BL3 5BP, SD 7070 0830. 2,823 sq metre site sold 20.12.04 to Fusion UK Developments Limited.	
Somerfield	Wilmslow—Handforth KS—S	Freehold supermarket at SK9 3JZ, SJ 8540 8450. 636 sq metre site sold 22.10.02 to Lakeland Ltd.	
Somerfield	Leeds—Kirkstall—S	Lease of supermarket and shop units assigned at LS5 3BH, SE 2630 3550. 3,043 sq metre site on 24.11.03 to Chooseformat Limited.	

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Somerfield	Stockport—Hazel Grove KS	Surplus land adjacent to trading supermarket at SK7 4BE, SJ 9180 8730. 1,532 sq metre site sold 28.02.06 to Tracmax Limited.	
Somerfield	Port Talbot—Station Road—S	Freehold supermarket at SA13 1JS, SS 7670 8980. 895 sq metre site sold 25.06.04 to Esterkin Properties Limited.	
Somerfield	Abertillery—Somerset St—S	Freehold supermarket at NP13 1DJ, SO 2170 0400. 908 sq metre site sold 28.04.04 to Maescywmmmer Properties Limited.	
Somerfield	Blackwood—Hall Street—S	Freehold supermarket at NP12 1NY, ST 1750 9710. 530 sq metre site sold 23.04.04 to K & W Property Trading Limited.	
Somerfield	Caerphilly—Cardiff Road—S	Long lease of supermarket assigned at CF83 1FQ, ST 1550 8660. 380 sq metre site on 27.10.03 to Tokenpanel Limited.	
Somerfield	Hereford KS—S	Freehold supermarket at HR1 2BP, SO 5130 4010. 585 sq metre site sold 01.08.00 to J D Wetherspoon plc.	
Somerfield	Kenilworth—Warwick Road—S	Lease on store assigned at CV8 1HE, SP 2880 7150. 452 sq metre site on 19.10.00 to Dorsman Estates Company Limited.	
Somerfield	Reading—Oxford Road KS—S	Freehold supermarket at RG30 1EH, SU 6900 7390. 773 sq metre site sold 11.10.02 to SI (Reading).	
Somerfield	Gloucester—Northgate Street—S	Freehold of closed supermarket at GL1 2AA, SO 8340 1870. 2,125 sq metre site sold 20.12.05 to Highland Developments Limited.	
Somerfield	Tewkesbury—Oldbury Road—S	Former supermarket underlet to Halford then freehold sold at GL20 5LZ, SO 8940 3290. 512 sq metre site sold 29.04.05 to James Hay Pension Trustees Limited.	
Somerfield	Gainsborough—North Street LD—S	Freehold of cleared site in DN21, SK 8160 9030. Site sold 17.04.03 to Gelder Limited.	
Somerfield	Bulwell—Main Street KS—S	Former supermarket underlet to Argos then freehold sold at NG6 8QD, SK 5390 4500. 1,043 sq metre site sold 07.11.02 to Brian Pickard.	
Somerfield	Hull—Spring Bank Land KS—S	Freehold land at TA 0600 2930. Site sold 12.12.03 to TCK Property Limited.	
Somerfield	Washington—Land—S	Freehold land in NE37, NZ 3110 5700. Site sold 11.05.01 to Washington Envelopes Limited.	
Somerfield	Birmingham—Chelmsley Wood—S	Lease on supermarket surrendered—smaller store in same site taken instead at B37 5TT, SP 1780 8690. 7,727 sq metre site on 01.10.05 to Fordgate Midlands Properties Limited.	
Somerfield	Newcastle UL—London Rd—S	Freehold land in ST5, SJ 8500 4560. Site sold 18.03.02 to Number One London Road Ltd.	
Somerfield	Sunderland—Ryhope Road KS—S	Lease of closed store Assigned at SR2 9QE, NZ 4050 5480. Site on 11.09.00 to Global Video plc.	



*Title number of land burdened  
by Restrictive Covenant (where  
available)*

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Restrictive Covenant</i>	<i>Title number of land burdened by Restrictive Covenant (where available)</i>
Somerfield	Laindon—Basildon KS—S	Lease on closed store surrendered at SS15 5TQ, TQ 6800 8890. Site on 08.05.03 to Lakehill Investments Limited.	
Somerfield	Wigan—Hindley KS—S	Freehold closed store at WN2 3AN, SD 6180 0450. Site sold 17.05.00 to Emma Pugh.	
Somerfield	London—Tottenham—S	Closed store at N17 9JD, TQ 3380 8990. Site sold 19.06.02 to Hemang Chhottalal Badiani and Jayman Chhottalal Badiani.	
Somerfield	Mansfield—Padley—House	Freehold House in NG18, SK 5320 6090. Site sold 11.04.02 to Lee Greenville Limited.	
Somerfield	Cheadle—Staffs—S	Freehold House at ST10 1YP, SK 0100 4330. Site sold 12.05.00 to Ann Sellers.	
Somerfield	Melton Mowbray—Land—S	House and land in LE13, SK 7530 1900. Site sold 02.05.02 to Sutherland Walk Developments Limited.	
Somerfield	Prestatyn—Warehouse—S	Freehold offices and warehouse (part of closed KS HQ Complex) at LL19 7HU, SJ 0760 8360. Site sold 03.11.00 to Moormount Properties Limited.	
Somerfield	Bristol—Hartcliffe Motors—S	Closed PFS and car workshop at BS13 7TN, ST 5780 6850. Site sold 21.06.05 to BCH Properties Limited.	
Co-op	Osset	5,000 sq ft site at WF5 9BP sold 2003 to London & City Land Ltd.	
Co-op	Lochgelly closed 0203	3,410 sq ft site at KY5 9QG sold 2002.	
Co-op	Pontycymmer	1,523 sq ft site at CF32 8DD sold 2003 to Hasan Savda & Ali Savda.	
Co-op	Borough Green	4,470 sq ft site sold 2003 to Keith Palmer.	
Co-op	St Columb Major	900 sq ft site at TR9 6AL sold 2003 to Excel Properties Limited.	
Co-op	Woolston	6,031 sq ft site at SO19 9DY sold 2004 to Brickstamp Ltd.	
Co-op	Normanton (Acq) closed 0243	2,000 (est) sq ft site let 2002 to Ethel Austin.	
Co-op	Broadway, Leigh on Sea	2,215 sq ft site at SS9 1PA sublet 2005 to Savers Health & Beauty.	
Co-op	Blaengarw	1,404 sq ft site at CF32 8AB sold 2001 to Anthony Dethridge.	

---

*Note:* All six-digit and eight-digit references are to OS Grid references.

## Schedule 3a

### Exclusivity arrangements identified in the Report which prevent, restrict or distort competition

	<i>Grocery Retailer</i>	<i>Store benefiting from Exclusivity Arrangement</i>	<i>Description of land burdened by Exclusivity Arrangement</i>
1	Asda	Frome	Two exclusivity agreements put in place: one granted by Beryl Cross for 13,660 sq metres of land upon sale of land on 24.12.03; and one granted by BC Hann and PA Hann for 173,500 sq metres of land upon sale of land on 24.12.03.
2	Asda	Downpatrick	Exclusivity agreement granted by J and H Miskelly for 46,250 sq metres of land. OS grid reference: 161166 502336.
3	Asda	Brynmawr	Exclusivity agreement applies to 11,400 sq metre site owned by CDF (Brynmawr) Limited. Originally put in place by Safeway. OS grid reference: 318980 211530.
4	Asda	Boston	Exclusivity agreement granted by A G Jones, AJC Ellerman and Dolphin Head Group Holdings PLC for 7,645 sq metres of land 01.12.04. OS grid reference: 531970 344170.
5	Asda	Widnes	Exclusivity agreement granted by Widnes Regeneration Ltd for 928 sq metres of land on July 2003 sale. Listed as adjacent to Asda store (in town centre). OS grid reference: 351540 385570.
6	Morrisons	Livingston	Exclusivity agreement granted by Clerical Medical Investment Group Limited on 34,620 sq metres of Livingston Retail Park, Almondvale Road.
7	Sainsbury's	Bristol, Clifton Down	Exclusivity agreement granted by Maybrook Properties PLC on area of approximately 2,000 sq metres. Applies to parts of Clifton Down Shopping Centre not owned or used by Sainsbury's.
8	Sainsbury's	Newry	Exclusivity agreement granted by Parker Green Company Limited on area of approximately 14,000 sq metres.
9	Sainsbury's	Ballymena	Exclusivity agreement granted by Samuel Vernon Morrison on approximately 8,000 sq metres of land, incorporating Braidwater Retail Park and any extension.
10	Sainsbury's	Armagh	Exclusivity agreement granted by Drumragh Property Investments Limited on site in The Mall Shopping Centre, BT61 9AJ.
11	Sainsbury's	Dartford	Exclusivity agreement granted by Priory Centre Investments and Twingem Limited on site at the Priory Centre.
12	Sainsbury's	Finchley Road	Exclusivity agreement granted by Potterplace Limited and Burford Group PLC on approximately 7,000 sq metres of land at the O2 centre, NW3 6LU.
13	Sainsbury's	Didcot	Exclusivity agreement granted by LXB Properties (Didcot) Limited on site at the Orchard Centre, Didcot, OX11 8RJ.
14	Somerfield	Aberystwyth—Parc Ave New	18,540 sq metre site at SY23 1PB, 258 471E 281 453N. Agreed with Liverpool Victoria Friendly Society Ltd.
15	Somerfield	Newport—Salop	965 sq metre site at TF10 8JX, SJ7210 1930. Agreed with Mackays Stores (Holdings) Ltd.

	<i>Grocery Retailer</i>	<i>Store benefiting from Exclusivity Arrangement</i>	<i>Description of land burdened by Exclusivity Arrangement</i>
16	Tesco	Portadown Meadow Centre	Exclusivity agreement granted by Turret Investments Limited on 31,260 sq metres of the Portadown Meadows Centre, BT62 3TN.
17	Tesco	Newtownabbey, Abbey Retail Park	Exclusivity agreement granted by Abbey Retail Park Limited on 61,773 sq metres of Abbey Retail Park, Church Road, BT36 7GU.
18	Tesco	Lower Main Street Limavady	Exclusivity agreement granted by Sean Mullan and Son (Properties) Limited on land adjacent to Lower Main Street, Limavady.
19	Tesco	Cookstown Broadfield	Exclusivity agreement granted by Norman Menary on 7,776 sq metres of land on Orritor Road, Cookstown.
20	Tesco	Merthyr T Station Yard	Exclusivity agreement granted by the Welsh Development Agency on 126,966 sq metres of land to the north-west of the town off Swansea Road. OS grid reference: 304000, 206600.
21	Tesco	Dundee Extra	Exclusivity agreement granted by Ravenside Investments Limited, Kingsway (Dundee) Limited and Kingsway (Dundee) (No 2) Limited on 83,856 sq metres of the developer's retail park at Kingsway West.
22	Tesco	South Queensferry	Exclusivity agreement granted by FR Evans (Leeds) Limited on 91,400 sq metres of the owner's land adjacent to the Tesco store at Ferrymuir.
23	Tesco	Tiverton Blundells	Exclusivity agreement granted by Lowman Manufacturing Company Limited on 29,203 sq metres of land to the north-east of the Tesco store, comprising land and buildings.
24	Tesco	Abergele	Exclusivity agreement granted by Slaters of Abergele Limited on 3,237 sq metres of land to the north of Market Street, Abergele. OS grid reference: 294500, 377700.
25	Tesco	Hucknall	Exclusivity agreement granted by Derbyshire Estates Limited on 74,110 sq metres of land between Station Road and Portland Road in Hucknall. OS grid reference: 454000, 348900.
26	Tesco	Wadebridge	Exclusivity agreement granted by TTR Developments Limited on 5,061 sq metres of land to the south of West Hill and the east of the Tesco store. OS grid reference: 197720 072550.
27	Tesco	Longton Extra	Exclusivity agreements granted by The Council of the City of Stoke-on-Trent on 2,565 sq metres of land currently comprising a bus depot on the north-east corner of the Tesco site. OS grid reference: 390850, 343600.
28	Tesco	Coulby Newham	Exclusivity agreement granted by Middlesbrough Council and Burford Beta on any land belonging to the owner within half of one mile of the site.
29	Waitrose	Tonbridge	Exclusivity agreement granted by Clerical Medical Insurance on 790 sq metres of land. This land mostly comprises a retail store which was occupied by Iceland on Sovereign Way when the Exclusivity Arrangement was granted.

## Schedule 3b

### Exclusivity arrangements which were notified to the CC during the investigation and which were not found to prevent, restrict or distort competition

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Exclusivity Agreement</i>
Asda	Bromsgrove	Exclusivity agreement put in place when Asda purchased land for store extension on 02.06.03. Covers two car parks adjacent to store, to the north-east and north-west.
Asda	Basingstoke	4,959 sq metre site at 461900/149890, adjoining Asda store. Agreed with Proudreed Limited from 30.05.03.
Asda	Blackwood	30,330 sq metre site at 317505/197471, adjoining Asda store. Agreed with Carrillion (Chelverton) Ltd, Foxborough Developers Ltd & Richmond Land UK Ltd from 16.08.01.
Asda	Cape Hill	31,197 sq metre site at 402780/287720, adjoining the Asda store. Agreed with Figure Value Ltd and Modus Smethwich Ltd from 02.02.06.
Asda	Crawley	2,235 sq metre site at 526560/136590, adjoining the Asda store. Agreed with Crawley Borough Council from 15.08.02.
Asda	Doncaster	Area affected is council owned land within a radius of 2km of the Asda store. Agreed with Doncaster Borough Council from 03.06.
Asda	Hamilton	66,090 sq metre site at 272720/655650, adjoining Asda store. Agreed with South Lanarkshire Council from 01.00.
Asda	Harlow	63,090 sq metre site at 544655/209691, adjoining the Asda store. Agreed with Resolution Harlow (CI) Ltd from 09.03.
Asda	Llandudno	32,380 sq metre site at 278870/381780, consisting of old Asda supermarket site, across road from new store. Agreed with Mostyn Estates Ltd from 08.04.
Asda	Milton Keynes	201,440 sq metre site at 486910/235400, adjoining Asda store. Agreed with Ikea, Milton Keynes Borough Council and Inter MK Ltd from 12.04.
Asda	Peterlee	54,503 sq metre site at 443000/540710, adjoining Asda store. Agreed with Modus (Peterlee) Ltd and Marketgood Ltd from 08.12.04.
Asda	Southport	33,450 sq metre site at 334130/416970, adjoining Asda store. Agreed with Boots Properties PLC from 17.04.02.
Asda	Stevenage	16,280 sq metre site at 523973/223572, adjoining Asda store. Agreed with North Hertfordshire College Further Education Corporation from 26.11.01.
Asda	Byker (George Unit)	39,343 sq metre site at 426790/564580, consisting of retail park land surrounding Asda store. Agreed with The Standard Life Assurance Company from 12.05.06.
Asda	Rawtenstall (new)	5,087 sq metre site at 381060/422820. Agreed with Hurstwood Developments Ltd from 16.12.03.
Morrisons	Cardiff	224,300 sq metre site at CF11 OSP, 318106 173166. Agreed with The County Council of the City and County of Cardiff and the owners and tenants of the site from 06.12.05.

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Exclusivity Agreement</i>
Morrisons	Swansea	101,504 sq metre site at SA1 7DF, 266392 195675. Agreed with Swansea Retail Park Limited.
Sainsbury's	Ashton Moss	c3,500 sq metre site at OL6 7UB, 393070 399419. Agreed with Legal & General for Ashton Moss Development.
Sainsbury's	Bexleyheath	c35,000 sq metre site at DA6 7DF, 549387 175198. Agreed with HSBC Bank for Broadway Centre.
Sainsbury's	Birmingham, Castle Vale	c11,500 sq metre site at B35 6HB, 413822 291062. Agreed with Stenhouse Ltd for Castle Vale Retail Park.
Sainsbury's	Coleraine	c19,000 sq metre site at BT51 3QQ, 101298 590508. Agreed with Stannifer Developments Ltd for Riverside Retail Park.
Sainsbury's	Craigavon	c20,000 sq metre site at BT37 9EL, 146811 537099. Agreed with Prudential Assurance Company Ltd for Rushmere Shopping Centre.
Sainsbury's	Fulham Broadway	c3,000 sq metre site at SW6 1BW, 525479 177278. Agreed with The Merchant Place Property Partnership 34 acting by its General Partner, Fulham Broadway Partnership 34(GP) Ltd for Fulham Broadway Retail Centre.
Sainsbury's	Glasgow, Braehead	c75,000 sq metre site at G51 4BP, 242150 667282. Agreed with Capital Shopping Centres for Braehead Centre.
Sainsbury's	Leeds, White Rose	c52,000 sq metre site at LS15 9JA, 428442 429410. Agreed with Evans of Leeds for White Rose Centre.
Sainsbury's	Peterborough, Bretton	c2,000 sq metre site at PE3 8DA, 441727 540396. Agreed with Workramp Ltd for The Bretton Centre.
Sainsbury's	Romford	c2,000 sq metre site at RM1 1AU, 552298 188626. Agreed with Equitable Life Assurance Society for The Brewery.
Sainsbury's	Shiremoor	Currently <1,000 sq metre site at NE27 0RR, 349264 310393. Agreed with Hotspur Land Ltd for Northumberland Park District Centre.
Sainsbury's	Sprucefield	c12,000 sq metre site at BT27 5UJ, 514445 206370. Agreed with The Sprucefield Centre Ltd for Sprucefield Retail Park.
Sainsbury's	Telford	c20,000 sq metre site at TF3 4AG, 369478 309487. Agreed with Scottish Widows Fund and Life Assurance Society for Telford Forge Retail Park.
Tesco	Alfreton	750 sq metre site in DE55, 440900 355600, consisting of land to the north of Hall Street, Alfreton. Agreed with Gospel Centre (Assemblies of God).
Tesco	Coventry	14,5243 sq metre site at CV6 6EN, 434400 283500, consisting of the council's land at the Coventry Arena. Agreed with The Council of the City of Coventry.
Tesco	Burnage Store	3,353 sq metre site at M19 1SR, 385800 391600, consisting of the seller's land at Fog Lane, Kingsway. Agreed with Kirkland Developments Limited.
Tesco	Clacton	23,392 sq metre site at 617000 217200, consisting of land on the west side of London Road. Agreed with Kevin James Britton.
Tesco	Coatbridge Extra	6,488 sq metre site at ML5 3SQ, 273600 664500. Unit 1, Faraday Retail Park. Agreed with Legal & General Assurance Society Ltd.
Tesco	Gallions Reach Extra	175,566 sq metre site at 544100 181900, Armada Way. Agreed with Lattice Property Holdings Ltd.
Tesco	Hurst Park	2,045 sq metre site at 513600 169000, consisting of seller's retained land on Victoria Avenue. Agreed with JJ Gallagher Ltd, Countrywide Molesey Ltd and Barton Finch Developments Ltd.

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Exclusivity Agreement</i>
Tesco	Inverness Inshes	77,011 sq metre site in IV2, 268700 844100, consisting of Inshes Retail Park. Agreed with Teesmartin Inshes Ltd.
Tesco	Liverpool Old Swan	1,045 sq metre site in L13, 339200 391000, consisting of land on St Oswald's Street. Agreed with Central Liverpool Primary Care Trust.
Tesco	Nailsea	3,004 sq metre site in BS48, 347800 017100, at the Glassworks. Agreed with North Somerset District Council.
Tesco	Pontardawe	20,709 sq metre site a in SA8, 203200 272000, consisting of land immediately adjacent to Tesco store. Agreed with The Pontardawe Coal & Metals Company Ltd.
Tesco	Prescot Extra	43,463 sq metre site at 346900 392500, consisting of land at Cables Retail Park. Agreed with Brookhouse Property Investments Ltd.
Tesco	South Shields	787 sq metre site at 434480 564120, consisting of land on the north side of Leam Lane. Agreed with Buxson Ltd.
Tesco	Glasgow Pollok	255,564 sq metre site in G52, 253200 661400. Agreed with Retail Property Holdings Ltd & Glasgow City Council.
Tesco	Gloucester Brockworth	601,237 sq metre site at GL3 4AA, 387900 216700, consisting of land at Gloucester Business Park. Agreed with Gloucester Business Park Ltd.
Tesco	Kingston Upon Hull Ferensway	23,223 sq metre site at 509050 428950. Agreed with London & Amsterdam (Ferensway) Ltd.
Tesco	Manchester—Cheetham Hill	7,930 sq metre site in M8, 383900 401800, consisting of land fronting Arlington Street. Agreed with Mars Pension Trustees Ltd.
Tesco	Rutherglen Extra	69,026 sq metre site in G73, 261500 662500, consisting of developer's residential/industrial/supermarket development on Dalmarnock Road. Agreed with Vico Projects Ltd and Barrat Homes Ltd.
Tesco	Port Glasgow—East Glen Yard	57,136 sq metre site in PA14, 231550 674750, consisting of developer's retail park development on Belhaven Street. Agreed with Gallagher Estates Ltd/JJ Gallagher Ltd.
Tesco	Reading—Battle Hospital	51,200 sq metre site in RG30, 46900 173800, consisting of land between Portman Road and Oxford Road. Agreed with KingsOak Homes Ltd.
Waitrose	Bloomsbury	Site at WC1N 1AF, 530277 182264, consisting of the Brunswick Centre. Agreed with Allied London Investments.
Waitrose	Hale Barns	Site at WA15 8TS, 379288 385891, consisting of the Square Shopping Centre. Agreed with Citybranch Ltd.
Waitrose	Kenilworth	Site at 428860 271660, consisting of the Talisman Square Shopping Centre. Agreed with Discovery Properties.
Waitrose	Lichfield	Site at WS13 6RX, 410834 308592, consisting of a 10,000 sq metre site. Agreed with Deltabridge Ltd.
Waitrose	Newmarket	Site at CB8 8NY, 564471 263698, consisting of a 1,316 sq metre old store. Agreed with Forest Heath District Council.
Waitrose	Portishead	Site at BS20 7DE, 346935 176649, consisting of a shared walkway in front of the store. Agreed with Crest Nicholson.
Waitrose	Wandsworth	Site at SW18 4TG, 525622 174423, consisting of land at Southside Shopping Centre. Agreed with Wandsworth LP.
Waitrose	Waterlooville	Site at PO7 7HS, 468274 109394, consisting of land at Dukes Walk Shopping Centre. Agreed with Clerical Medical Investments Ltd.
Somerfield	East Peckham—Tonbridge	2-mile radius of TN12 5HH (567445E; 148087N). Agreed with Supermarket Stores Limited.

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Exclusivity Agreement</i>
Somerfield	Amesbury	Site at SP4 7RX (418040E; 142227N). Agreed with The Amesbury Property Company Ltd, Circle Ltd Partnership.
Somerfield	Minster	2-mile radius of CT12 4AU (631014E; 165797E). Agreed with Margram Holdings PLC.
Somerfield	Birmingham—Harbourne	Site at B17 9QG (403390E; 284497N).
Somerfield	Bournemouth—Castle Park	Site at BH9 3JZ (409816E; 95095N).
Somerfield	Eastbourne—Polegate	2-mile radius of BN26 6RE (557785E; 106605N). Agreed with Margram Holdings PLC.
Somerfield	Worthing—Durrington	Site at BN13 2JY (512002E; 103596N).
Somerfield	Dudley Port	2-mile radius of DY4 7RB (396819E; 291851N). Agreed with Margram Holdings PLC.
Somerfield	Walthamstow	Site at E17 8BQ 536610E; 188125N).
Somerfield	Honley	2-mile radius of HD7 2PF (414082E; 412156N). Agreed with Margram PLC.
Somerfield	Waterside, Beverley	2-mile radius of HU17 0PH (504693E; 439194N). Agreed with Margram PLC.
Somerfield	Portway—Milton Keynes	2-miles radius of MK9 3DZ (485401E; 239569N). Agreed with Supermart (Milton Keynes) Ltd.
Somerfield	Baldock MSA (C-Store)	Baldock Motorway Service Area at Junction 10, A1. Agreed with Extra MSA Services Ltd.
Somerfield	Wolverhampton—Fallings Park	Site at WV10 0AE (393076E; 300674N).
Somerfield	Blackburn MSA (C-Store)	8,650 sq metre site at BB3 0AT (368316E; 424242N). Agreed with Blackburn MSA Services Ltd.
Somerfield	Bolnere Village (C-Store)	1,122 sq metre site at RH16 4RB 532072E; 123336N). Agreed with Nicholson Estates GN Tower No 1 Ltd.
Somerfield	Guisborough	2-mile radius of TS14 6QU (459632E; 516003N). Agreed with Woodhouse Triangle Ltd.
Somerfield	Ashford (Eureka Leisure Park)	10,500 sq metre site at M20, Junction 9 (600899E; 144405N). Agreed with Life Property Ltd.
Somerfield	Clitheroe	2-mile radius of BB7 9BA (374000E; 438100N). Agreed with Supermart Stores Ltd.
Somerfield	Blackburn—West End	2-mile radius of BB2 6PN (367900E; 428400N). Agreed with Aziz Issabhai Patel, Ayub Issabhai Patel, Mehboob Isaabhai Patel and Salim Issabhai Patel.
Somerfield	Walsall Primley	2-mile radius of WS2 8RN (399799E; 298772N). Agreed with Supermart Stores Ltd.
Somerfield	Newcastle-under-Lyme—Clayton	2-mile radius of ST5 4AE (385059E; 343503N). Agreed with Supermart Stores Ltd.
Somerfield	Penwortham (C-Store)	Site at PR1 0AD (352000E; 428400N). Agreed with Tatton Property Investments (Formby) Ltd.
Somerfield	Sunderland—North Moor Road (C-Store)	Site at SR31TJ (437083E; 534249N). Agreed with Opus Land (Sunderland) Ltd.

<i>Grocery Retailer</i>	<i>Town</i>	<i>Description of land burdened by Exclusivity Agreement</i>
Somerfield	Sheffield—Woodbank (C-Store)	2-mile radius of S8 0RS (434621E; 384300N). Agreed with Supermart Stores Ltd.
Somerfield	Selby	0.5-mile radius plus 1.5-mile corridor either way on A19 of YO8 8QQ (460161E; 430663N). Agreed with D&R Smith Motors Ltd.
Somerfield	Blackness, Dundee (C-Store)	Site at DD1 5NR (339296E; 730315N). Agreed with Fakhriya Hassan Abed.
Somerfield	New Scone (PFS)	Site at PH2 6JJ (313745E; 726062N). Agreed with Osprey Forecourts Ltd.
Somerfield	Hopton (PFS)	1-mile radius of NR31 9AH (652476E; 300021N). Agreed with Supermart Retailers Ltd.
Somerfield	Watford Rd, Harrow (C-Store)	1-mile radius of HA1 3UA (516438E; 186506N). Agreed with Supermart Stores Ltd.
Somerfield	Crewkerne	6,503 sq metre site at TA18 7JS (344156E; 109704N). Agreed with Crewkerne Property Investment Ltd.
Somerfield	York—Hull Rd	4,225 sq metre site at YO10 3LQ (462323; 457263N). Agreed with Caddick (York) Ltd.
Somerfield	Southport—Fylde Rd	7,432 sq metre site at PR9 9XL (336468E; 419871N). Agreed with Liberty Properties PLC.
Somerfield	Nottingham—Sherwood	929 sq metre site at NG5 2GE (457546E; 343250N). Agreed with Simons Developments Ltd.
Somerfield	Corsham	9,290 sq metre site at SN13 0HL (387148E; 170365N). Agreed with Martingate Centre Ltd.

---

*Note:* All six-digit and eight-digit references are to OS Grid references.



## Schedule 4

### Test to be applied to Restrictive Covenants and Exclusivity Arrangements in accordance with Articles 4 and 7

1. The Test referred to in Articles 4(3)(b)(iii) and 7(2)(b)(ii) is carried out as follows:
  - (i) Construct a 10-minute drive-time isochrone around the site burdened by the Restrictive Covenant or on which grocery retailing is restricted by an Exclusivity Arrangement.
  - (ii) Identify any Larger Grocery Store or Mid-sized Grocery Store owned or controlled by the Large Grocery Retailer (or a company under common control or ownership) which benefits from the Restrictive Covenant or Exclusivity Arrangement and which is located within the 10-minute drive-time isochrone identified in paragraph 1(i) above ('Associated Grocery Store').
  - (iii) If no Associated Grocery Stores are identified in performing the step described in paragraph 1(ii) above, the Test is passed.
  - (iv) If one or more Associated Grocery Stores are identified in performing the step described in paragraph 1(ii) above, construct a 10-minute drive-time isochrone around each of the Associated Grocery Stores (each a 'Relevant Isochrone').
  - (v) For the area within each Relevant Isochrone, carry out the Test described in paragraphs 1(vi) and 1(vii) below.
  - (vi) If the Associated Grocery Store is a Larger Grocery Store, count the number of Fascias under which Larger Grocery Stores are operated within the Relevant Isochrone and
    - (a) if the total number of Fascias (including that of the Associated Grocery Store) under which Larger Grocery Stores are operated within the Relevant Isochrone is four or more, the Test is passed;
    - (b) if the total number of Fascias (including that of the Associated Grocery Store) under which Larger Grocery Stores are operated within the Relevant Isochrone is three or fewer, calculate the share of the Large Grocery Retailer benefiting from the Restrictive Covenant or Exclusivity Arrangement of Larger Grocery Stores Groceries Sales Areas within the Relevant Isochrone. If the share is:
      - (1) 60 per cent or greater, the Test is failed;
      - (2) less than 60 per cent, the Test is passed.
  - (vii) If the Associated Grocery Store is a Mid-sized Grocery Store, count the number of Fascias under which Larger Grocery Stores and Mid-sized Grocery Stores are operated within the Relevant Isochrone and
    - (a) if the total number of Fascias under which Larger Grocery Stores and Mid-sized Grocery Stores within the Relevant Isochrone is four or more, the Test is passed;

- (b) if the total number of Fascias under which Larger Grocery Stores and Mid-sized Grocery Stores are operated within the Relevant Isochrone is three or fewer, calculate the share of the Large Grocery Retailer benefiting from the Restrictive Covenant or Exclusivity Arrangement of Larger Grocery Stores and Mid-sized Grocery Stores Groceries Sales Areas within the Relevant Isochrone. If the share is:
- (1) 60 per cent or greater, the Test is failed;
  - (2) less than 60 per cent, the Test is passed.
- (viii) For the purposes of this Test, if any Larger Grocery Stores within the Relevant Isochrone are under common ownership or control they will be considered to be operating under a single Fascia.
- (ix) For the purposes of this Test, if any Mid-sized Grocery Stores within the Relevant Isochrone are under common ownership or control they will be considered to be operating under a single Fascia.
- (x) For the purposes of this Test, if any Mid-sized Grocery Stores and Larger Grocery Stores within the Relevant Isochrone are under common ownership or control they will be considered to be operating under a single Larger Grocery Store Fascia.
- (xi) Any Grocery Store which has a Net Sales Area of less than 280 sq metres is not relevant for the purposes of this Test.