

**Vanbrugh Trustees Limited and Vanbrugh Trustees No.2 Limited  
as trustees of the Vanbrugh Unit Trust ('VUT')**

**Option to acquire lease(s) at Botley West Solar Farm  
in favour of Solarfive Limited (the 'Option')**

**Points raised at the Open Floor Hearing 1 (OFH1) (Part 2)**

**Disclaimer: This document and its entire contents are provided for information purposes only and do not constitute legal advice. Withers LLP shall assume no responsibility or liability as to its contents which are not intended to be relied upon by any member of the public.**

The land subject to the Option (the '**Option Land**') is owned by VUT, partly freehold and partly leasehold. The freehold reversion in VUT's leasehold part of the Option Land is owned by the 1984 Maintenance Fund (and in this note, we refer to VUT and 1984 Maintenance Fund together as the '**Blenheim Parties**').

**1. Meaning of registered ownership**

- 1.1 The sole absolute owner of all land in England and Wales is ultimately the Crown, but the actual question being posed is who owns the freehold and leasehold estates in the Option Land.
- 1.2 The meaning of freehold and leasehold is set out under Section 1(1) of the Law of Property Act 1925: the only estates capable of subsisting or being conveyed or created at law are either: (a) an estate in fee simple absolute in possession (ie freehold); or (b) a term of years absolute (ie leasehold).
- 1.3 The freehold and leasehold interests in the Option Land are registered at the Land Registry in the names of the Blenheim Parties (respectively as applicable). The register of title is guaranteed by the State as an accurate statement of title at any given time. If any person suffers a loss as a result of some omission or mistake in the register of title, they are entitled to be indemnified for that loss<sup>1</sup>.
- 1.4 The respective registers of title of the Option Land are evidence that the Blenheim Parties together own the Option Land<sup>2</sup>.
- 1.5 We have explained in more detail below how the Blenheim Parties acquired freehold and leasehold interests in the Option Land.

**2. Option Land**

- 2.1 The Option Land does not comprise any part of Blenheim Palace, the Park or the Palace Gardens ('**Blenheim Park**').
- 2.2 The Option Land comprises:
  - (a) land that formed part of an original estate that was granted to the 1st Duke (and his heirs and successors) by Queen Anne as an entail pursuant to letters patent in 1705 and 1706 (the '**Parliamentary Estates**'); and
  - (b) land that was subsequently acquired by the 1st Duke and his heirs from their private means, which is likely to be most of the Option Land.

<sup>1</sup> Paragraph 6 of the Explanatory Notes of the Land Registration Act 2022 ('**LRA 2022**') (Nb. These explanatory notes do not form part of the Act but are prepared by the Lord Chancellor's Department to assist the reader in understanding the Act).

<sup>2</sup> Official copy registers are admissible in evidence to the same extent as the original document would be, Paragraph 114 of the Explanatory Notes of the LRA 2022.

## 2.3 Historic Entail

- (a) As mentioned at 2.2(a) above, part of the land was granted in 1705 and 1706 as an entail. The entail restricts the inheritance of the property subject to it (as an abstract construct), but does not constrain the ability of the Duke as 'tenant for life' to deal with that property and to sell, lease or charge it.
- (b) In 1984, the court authorised the transfer of some of the land held by the Parliamentary Estates to the 1984 Maintenance Fund. That land was then leased to the Blenheim Settled Estates (a settlement established by the 11<sup>th</sup> Duke of Marlborough).
- (c) In 1994, the court authorised the transfer of the remaining land held by the Parliamentary Estates to a new settlement, the 1994 Parliamentary Settlement (the '**1994 Parliamentary Settlement**'), under which the 11th and 12th Dukes would no longer have personal powers of management associated with a tenant for life. Instead, these powers were vested in the trustees.
- (d) In 2006, the court authorised the transfer of all the land that the 1994 Parliamentary Settlement owned outside the walls of Blenheim Park to a new heritage maintenance fund (the '**2006 Maintenance Fund**').
- (e) In 2006, VUT acquired:
  - (i) the leasehold interest in the land held by the Blenheim Settled Estates mentioned above (and the reversionary interest remains with the 1984 Maintenance Fund);
  - (ii) the freehold interest in the land held by the 1994 Parliamentary Settlement mentioned above.
- (f) In summary, the above transfers to the Blenheim Parties were effected by court order pursuant to which they acquired unencumbered titles and those transfers cannot be called into question. The Blenheim Parties were, and are, not constrained by the original entail and have the power to deal with that property and to sell, lease and charge it.
- (g) To the extent it is relevant, the trustees of the Blenheim Parties consider that it is in the best interests of their beneficiaries for the Option to be granted.

## 2.4 Other Land

- (a) The 1st Duke (and subsequent Dukes) acquired further land after the 1705 grant. Such land was acquired from other settlements created by the 10th and 11th Dukes and could not have been affected by the entail granted in 1705.
- (b) Therefore, it is clear from the above that no part of the Option Land is affected by the 1705 '**Queen Anne Act**' (or the entail in effect at the time).
- (c) The Blenheim Parties together have unencumbered freehold title to the Option Land and have the power to sell, lease and charge it.

## 3. 1000 year Mortgage

- 3.1 It has been suggested that the Option Land is subject to a 1000 year mortgage pursuant to the Blenheim Estate Act 1856 (the '**1856 Act**') which prohibits the grant of the Option and/or the Leases over the Option Land.
- 3.2 However, as mentioned above, the Blenheim Parties are the registered owners of the Option Land. The Blenheim Parties are not aware of any claim by any mortgagee that there is any such mortgage affecting the Option Land. There is no such mortgage registered against the title of the Option Land.

- 3.3 Notwithstanding that there is no evidence on the title of any such mortgage, the provisions of the 1856 Act expressly stipulate that the Duke can enter into contracts and grant leases and receive rents. It would not have restricted the transfer of the Option Land to the Blenheim Parties nor constrain the Blenheim Parties' ability to grant leases to the Developer.

4. **Annual presentation of a standard to the Crown**

- 4.1 We understand that Blenheim Palace annually presents a replica standard to the Crown.

- 4.2 As explained above, the 1705 grant is not a lease and the relevant part of the Option Land was transferred to the Blenheim Parties pursuant to court orders. The Blenheim Parties have together acquired registered freehold title in the land and there is no evidence of any such lease on the registered title of the Option Land.

- 4.3 Any queries about the annual standard appears to be academic and not relevant to the application.

5. **Restrictions on use**

- 5.1 While the original entail granted in 1705 and 1706 affected the way that the 1st Duke could give away land (through his inheritance), it did not restrict the way that he could sell, lease or charge or otherwise deal with the relevant land. It was not restriction on the use of land.

- 5.2 The Blenheim Parties own the Option Land. Their respective trustees have to act in the best interests of their beneficiaries and in accordance with the terms on which they are appointed. They each have the power to grant leases (including to the Developer pursuant to the Option).

6. **Will land owned by the Blenheim Parties be acquired for the purposes of the proposed development through the exercise of CPO powers**

The Developer will be granted leases of the land owned by the Blenheim Parties pursuant to the Option. The land will not be acquired through the exercise of CPO powers.

**30 May 2025**

**Withers LLP**