

Fifty-Fifth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

ARRIVA RAIL LONDON LIMITED

as Train Operator

Relating to the Track Access Contract (Passenger Services) dated 9 November 2007

Monday 6th February 2017

Schedule 5, Table 2.1 – addition of six Firm Rights in Service Group EK01 on the Gospel Oak to Barking route.

Schedule 5, Table 2.2 – deletion.

CONTENTS

1.	INTERPRETATION	1
2.	EFFECTIVE DATE AND TERM	1
3.	AMENDMENTS TO SCHEDULE 5	2
4.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	2
5.	THIRD PARTY RIGHTS	2
6.	LAW	2
7.	COUNTERPARTS	2
	SIGNATORIES	2
	APPENDIX 1: REVISED VERSION OF SCHEDULE 5 TABLE 2.1	3

THIS FIFTY-FIFTH SUPPLEMENTAL AGREEMENT is dated 31st January 2017 and made

BETWEEN:

- (1) **Network Rail Infrastructure Limited** ("Network Rail"), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **Arriva Rail London Limited** (the "Train Operator"), a company registered in England under number 041658661 having its registered office at 1 Admiral Way, Doxford International Business Park, Sunderland, Tyne & Wear, SR3 3XP.

WHEREAS:

- (A) The Parties entered into a Track Access Contract (Passenger Services) dated 09 November 2007 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (which Track Access Contract is hereafter referred to as "the Contract").
- (B) The parties now propose to amend the Contract in the manner and on the terms described below.

IT IS HEREBY AGREED AS FOLLOWS:

1 INTERPRETATION

In this Supplemental Agreement:

- a) Words and expressions defined in, and rules of interpretation set out in the Contract, shall have the same meaning and effect when used in this Supplemental Agreement except where the context requires otherwise; and
- b) "Effective Date" means the later of:
 - i. the date upon which the Office of Rail and Road issues its approval, pursuant to Section 22 of the Act, of the terms of this Supplemental Agreement; and
 - ii. 0200 Hours Monday 6th February 2017.

2 EFFECTIVE DATE AND TERM

- a) The amendments made to Schedule 5 Table 2.1 of the Contract, as set out in this Supplemental Agreement, shall have effect from the Effective Date and shall cease to have effect at 01:59hrs on the Expiry Date; and
- b) The amendments made to Schedule 5 Table 2.2 of the Contract, as set out in this Supplemental Agreement, and shall cease to have effect at 01:59hrs on the Expiry Date.

3 . AMENDMENTS TO SCHEDULE 5

- a) Schedule 5 Table 2.1 of the Contract shall be deleted and replaced by the version that is contained in Appendix 1 to this Supplemental Agreement; and
- b) Schedule 5 Table 2.2 of the Contract shall be deleted and replaced by the words "Table 2.1: Additional Passenger Train Slots - Not used".

4 EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms. During the period in which the amendments made by this Supplemental Agreement are to have effect, all references in the Contract to "the contract", "herein", "hereof", "hereunder" and other similar expressions shall, unless the context requires otherwise, be read and construed as a reference to the Contract as amended by this Supplemental Agreement.

5 THIRD PARTY RIGHTS

No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

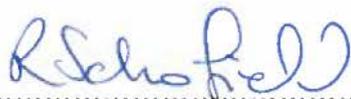
6 LAW

This Supplemental Agreement shall be governed by, construed and given effect to, in all respects in accordance with, English Law.

7 COUNTERPARTS

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental by signing either of such counterparts.

IN WITNESS whereof the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by..........

Richard Schofield

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by..........

Will Rogers

Duly authorised for and on behalf of

ARRIVA RAIL LONDON LIMITED

Appendix 1: Revised Version of Schedule 5 Table 2.1

“

2 Passenger Train Slots

Table 2.1: Passenger Train Slots ^{55th}

1						2					
Service Group											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Richmond	Stratford	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	74	70	55
Richmond	Willesden Junction High Level	Acton Central	All Stations	22214000	378	N/A	N/A	N/A	0	1	0
Willesden Junction High Level or Willesden Junction Low Level	Stratford	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	2	1	1
Willesden Junction High Level or Willesden Junction Low Level	Camden Road	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	1	0	0
Stratford	Richmond	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	72	72	55
Willesden Junction High Level	Richmond	Acton Central	All Stations	22214000	378	N/A	N/A	N/A	1	1	2

Appendix 1: Revised Version of Schedule 5 Table 2.1

1						2					
Service Group											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Stratford	Willesden Junction High Level or Willesden Junction Low Level	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	5	1	2
Camden Road	Stratford	Canonbury	All Stations	22214000	378	N/A	N/A	N/A	2	0	0
Stratford	Camden Road	Canonbury	All Stations	22214000	378	N/A	N/A	N/A	1	0	0
Clapham Junction	Stratford	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	39	33	23
Stratford	Clapham Junction	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	41	32	26
Clapham Junction	Willesden Junction High Level	Kensington Olympia	All Stations	22204000	378	N/A	N/A	N/A	31	37	32
Willesden Junction High Level	Clapham Junction	Kensington Olympia	All Stations	22204000	378	N/A	N/A	N/A	27	36	30
Gospel Oak	Barking	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	68	67	56
Barking	Gospel Oak	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	69	68	57
Woodgrange Park	Willesden Low Level	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
Barking	South Tottenham	Blackhorse Road	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
South Tottenham	Gospel Oak	Upper Holloway	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
Barking	Upper Holloway	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	1	0	0

Appendix 1: Revised Version of Schedule 5 Table 2.1

1						2					
Service Group											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Service Group: EK02											
London Euston	Watford Junction	DC Electric Lines	All Stations	22216000	378	0	9	44	53	53	48
Watford Junction	London Euston	DC Electric Lines	All Stations	22216000	378	8	0	45	53	53	47

Appendix 1: Revised Version of Schedule 5 Table 2.1

1						2					
Service Group											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Service Group: EK03											
New Cross Gate Connection Point	West Croydon	Norwood Junction	All Stations	22215003	378	0	12	61	73	73	55
West Croydon	New Cross Gate Connection Point	Norwood Junction	All Stations	22215003	378	12	0	60	72	72	55
New Cross Gate Connection Point	Crystal Palace	Sydenham	All Stations	22215003	378	0	12	62	74	74	55
Crystal Palace	New Cross Gate Connection Point	Sydenham	All Stations	22215003	378	12	0	62	74	74	54
Highbury & Islington	Western Curve Connection Point	Canonbury	All Stations	22215003	378	0	24	123	147	147	125
Western Curve Connection Point	Highbury & Islington	Canonbury	All Stations	22215003	378	24	0	122	146	146	126
Old Kent Road Junction Connection Point	Clapham Junction	Denmark Hill	All Stations	22206000	378	0	12	58	70	71	60
Clapham Junction	Old Kent Road Junction Connection Point	Denmark Hill	All Stations	22206000	378	12	0	58	70	71	59
Old Kent Road Junction Connection Point	Battersea Park	Denmark Hill	All Stations	22206000	378	0	0	1	1	0	0
Battersea Park	Old Kent Road Junction Connection Point	Denmark Hill	All Stations	22206000	378	0	0	2	2	0	1

Appendix 1: Revised Version of Schedule 5 Table 2.1

1						2					
Service Description						Passenger Train Slots					
From	To	Via	Description	Train Service Code	Timing Load	Weekday ¹	Peak Times		Off Peak Times	Saturday	Sunday
							Morning Peak	Evening Peak			
Service Group EK04											
Chingford	Liverpool Street	Clapton	Stopping	Peak: 25235001 Off Peak: 21235001	315	74	12	N/A	62	74	67
Liverpool Street	Chingford	Clapton	Stopping	Peak: 25235001 Off Peak: 21235001	315	76	N/A	12	64	76	69
Enfield Town	Liverpool Street	Seven Sisters	Stopping	Peak: 25234001 Off Peak: 21234001	315	47	11	N/A	36	36	32
Liverpool Street	Enfield Town	Seven Sisters	Stopping	Peak: 25234001 Off Peak: 21234001	315	48	N/A	11	37	38	33
Cheshunt	Liverpool Street	Southbury	Stopping	Peak: 25234001 Off Peak: 21234001	315	38	7	N/A	31	37	33
Liverpool Street	Cheshunt	Southbury	Stopping	Peak: 25234001 Off Peak: 21234001	315	38	N/A	6	32	38	32

Appendix 1: Revised Version of Schedule 5 Table 2.1

1						2					
Service Description						Passenger Train Slots					
From	To	Via	Description	Train Service Code	Timing Load	Weekday ¹	Peak Times		Off Peak Times	Saturday	Sunday
							Morning Peak	Evening Peak			
Service Group EK05											
Romford	Upminster	Direct	All Stations	21237001	315	32	N/A	N/A	32	32	23
Upminster	Romford	Direct	All Stations	21237001	315	32	N/A	N/A	32	32	23

¹ Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

”

Appendix 2: Revised Version of Schedule 5 Table 2.2

“

Table 2.2: Additional Passenger Train Slots

Not used.

”