
SECOND SUPPLEMENTAL AGREEMENT

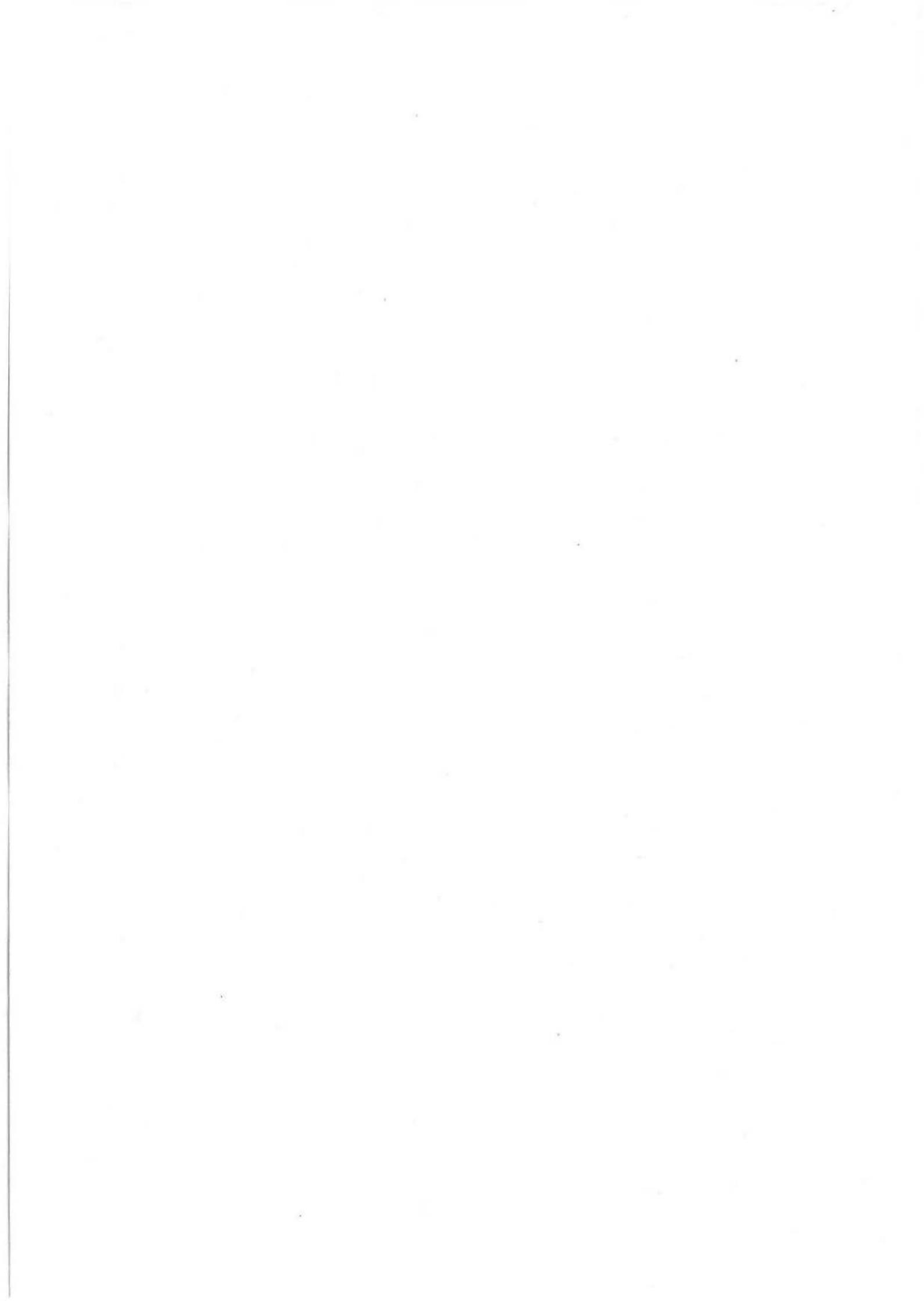
between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

TRENITALIA c2c LIMITED (trading as c2c)
as Train Operator

Relating to the Track Access Contract dated 3 March 2017



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THIS SECOND SUPPLEMENTAL AGREEMENT is dated 21st July 2017 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 2904587 having its registered office 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) **TRENITALIA c2c LIMITED (trading as c2c)** a company registered in England under number 07897267 having its registered office at 2nd Floor, Cutlers Court, 115 Houndsditch, London EC3A 7BR (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) (which is hereafter referred to as the "Contract") dated 3 March 2017 in a form approved by the Office of Rail and Road (ORR) under Section 18(7) of the Railways Act 1993 as amended by the First Supplemental Agreement.
- (B) The parties now propose to enter into this Supplemental Agreement in order to amend the Contract as described herein.

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;
- (B) "Effective Date" means 0200, 19th August 2017

2. EFFECTIVE DATE AND TERM

- 2.1 The amendments made to the Contract as set out in paragraph 3 of this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at the Expiry Date or earlier termination of the contract.

3. AMENDMENTS TO SCHEDULE 5

- 3.1 In Schedule 5 of the Contract, Table 2.1 shall be deleted in its entirety and replaced with the Table 2.1 shown in Appendix 1 to this Supplemental Agreement.
- 3.2 In Schedule 5 of the Contract, Table 2.2 shall be deleted in its entirety and replaced with the words "Not Used"

3.3 In Schedule 5 of the Contract, Table 4.1 shall be deleted in its entirety and replaced with the Table 4.1 shown in Appendix 2 to this Supplemental Agreement.

4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The parties agree that the Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms, and 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 any number of counterparts, each of which when executed and delivered shall constitute an original, but all the counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, entered into this Supplemental Agreement on the date first above written.

SIGNED by)
duly authorised for and on behalf of)
NETWORK RAIL) MELIHA DUYMAZ
INFRASTRUCTURE LIMITED) ROUTE MANAGING DIRECTOR
M. DUYMAZ
21/07/17

SIGNED by)
duly authorised for and on behalf of)
TRENITALIA c2c LIMITED (trading as c2c)) R. Bonley

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APPENDIX 1 – TABLE 2.1 PASSENGER TRAIN SLOTS

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Service Group HT01p and HT01op												
Service description							Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday	
						Morning Peak	Evening Peak					
London Street	Fenchurch Street	Shoeburyness	Laindon	1.1	21936004 26936004	357	0	18 19	65	83 84	36	9
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2	21936004 26936004	357	13	0	62	75	35	7
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.1	21936004 26936004	357	1	0	0	1	0	0
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.2	21936004 26936004	357	1	0	0	1	0	0
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.3	21936004 26936004	357	1	0	0	1	0	0
Thorpe Bay	London Street	Fenchurch Street	Laindon	1.3	21936004 26936004	357	1	0	1	2	0	0
Thorpe Bay	London Street	Fenchurch Street	Laindon	1.3.1	21936004 26936004	357	1	0	0	1	0	0
London Street	Fenchurch Street	Southend Central	Laindon	1.4	21936004 26936004	357	0	6	4	10	0	0
London Street	Fenchurch Street	Southend Central	Laindon	1.4.1	21936004 26936004	357	0	1	0	1	0	0
Southend Central	London Street	Fenchurch Street	Laindon	1.5	21936004	357	3	0	4	7	0	0
Laindon	London Street	Fenchurch Street	West Horndon	1.6	21936004 26936004	357	5	0	1	6	0	0
London Street	Fenchurch Street	Laindon	West Horndon	1.7	21936004 26936004	357	0	1 0	3	4 3	0	0
London Street	Fenchurch Street	Leigh on Sea	Laindon	1.8	21936004 26936004	357	0	5 6	1	6 7	0	0
Leigh on Sea	Fenchurch Street	Laindon		1.9	21936004 26936004	357	6	0	1	7	0	0
London Street	Fenchurch Street	Shoeburyness	Rainham	2.1	27936004 28936004	357	0	1	0	1	2	0
Shoeburyness	London Street	Fenchurch Street	Rainham	2.2	27936004 28936004	357	1	0	0	1	0	0
Thorpe Bay	London Street	Fenchurch Street	Rainham	2.3	28936004 27936004	357	1	0	0	1	0	0

1						2					
Service Group HT01p and HT01op											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Southend Central	London Fenchurch Street	Rainham	2.4	27936004 28936004	357	3	0	1	4	0	0
London Fenchurch Street	Pitsea	Rainham	2.5	27936004 28936004	357	0	9	2	11	0	0
Pitsea	London Fenchurch Street	Rainham	2.6	27936004 28936004	357	6	0	6	12	0	0
London Fenchurch Street	Grays	Rainham	2.7	27936004 28936004	357	0	2	35	37	36	29
Grays	London Fenchurch Street	Rainham	2.8	27936004 28936004	357	1	0	32	33	36	31
Barking	Grays	Rainham	2.9	27936004	357	0	0	2	2	0	1
London Fenchurch Street	Shoeburyness	Ockendon	3.1	24936004	357	0	0	7	7	5	4
Shoeburyness	London Fenchurch Street	Ockendon	3.2	24936004	357	0	0	0	0	0	4
London Fenchurch Street	Southend Central	Ockendon	3.3	24936004	357	0	2	20	22	33	26
Southend Central	London Fenchurch Street	Ockendon	3.4	24936004	357	1	0	24	25	38	27
Thorpe Bay	London Fenchurch Street	Ockendon	3.5	24936004	357	0	0	3	3	0	0
London Fenchurch Street	Pitsea	Ockendon	3.6	24936004	357	0	1	5	6	0	0
Pitsea	London Fenchurch Street	Ockendon	3.7	24936004	357	0	0	1	1	0	0
London Fenchurch Street	Grays	Ockendon	3.8	24936004	357	0	8	1	9	0	0
Grays	London Fenchurch Street	Ockendon	3.9	24936004	357	11	0	5	16	0	0
Barking	Southend Central	Ockendon	3.10	24936004	357	0	0	1	1	1	2
Southend Central	Barking	Ockendon	3.11	24936004	357	0	0	0	0	1	0
Shoeburyness	London Liverpool Street	Laindon	4.1	21936004	357	0	0	0	0	31 ¹	28 ¹
London Liverpool Street	Shoeburyness	Laindon	4.2	21936004	357	0	0	0	0	31 ¹	28 ¹

The rights of the Train Operator to operate the Services between London Liverpool Street and Shoeburyness shall expire at 01:59hrs on the Principal Change Date in December 2017.

APPENDIX 2 – TABLE 4.1 CALLING PATTERNS

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Shoeburyness	Laindon	1.1	21936004 26936004	Chalkwell Westcliff Southend Central Southend East Thorpe Bay	Limehouse West Ham Barking Upminster West Horndon Laindon Basildon Pitsea Benfleet Leigh on Sea
Shoeburyness	London Fenchurch Street	Laindon	1.2	21936004 26936004	Thorpe Bay Southend East Southend Central Westcliff Chalkwell	West Horndon Pitsea Benfleet Leigh on Sea Basildon Laindon Upminster Barking West Ham Limehouse

1					2	3
Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Shoeburyness	London Fenchurch Street	Laindon	1.2.1	21936004 26936004	Thorpe Bay Southend East Leigh on Sea Benfleet Pitsea Basildon Laindon Barking West Ham Limehouse	
Shoeburyness	London Fenchurch Street	Laindon	1.2.2	21936004 26936004	Thorpe Bay Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet	
Shoeburyness	London Fenchurch Street	Laindon	1.2.3	21936004 26936004	Thorpe Bay Southend East Southend Central Westcliff Chalkwell Basildon West Ham	
Thorpe Bay	London Fenchurch Street	Laindon	1.3	21936004 26936004	Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Basildon Upminster	Laindon West Horndon Barking West Ham Limehouse

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Thorpe Bay	London Fenchurch Street	Laindon	1.3.1	21936004 26936004	Southend East Leigh on Sea Benfleet Basildon West Ham Limehouse	
London Fenchurch Street	Southend Central	Laindon	1.4	21936004 26936004	Limehouse Basildon	West Ham Barking Upminster West Horndon Laindon Pitsea Benfleet Leigh on Sea Chalkwell Westcliff
London Fenchurch Street	Southend Central	Laindon	1.4.1	21936004 26936004	Limehouse West Ham Barking Basildon Benfleet Leigh on Sea	
Southend Central	London Fenchurch Street	Laindon	1.5	21936004 26936004	Limehouse	West Horndon Westcliff Chalkwell, Leigh on Sea Benfleet Pitsea Basildon Laindon Upminster Barking West Ham

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Laindon	London Fenchurch Street	West Horndon	1.6	21936004 26936004	West Horndon Upminster West Ham Limehouse	Barking
London Fenchurch Street	Laindon	West Horndon	1.7	21936004 26936004	Limehouse West Ham Barking	Upminster West Horndon
London Fenchurch Street	Leigh-on-Sea	Laindon	1.8	21936004 26936004	Limehouse	West Ham Barking Upminster Laindon Basildon Pitsea Benfleet
Leigh-on-Sea	London Fenchurch Street	Laindon	1.9	21936004 26936004	Benfleet West Ham Limehouse	Pitsea Basildon Laindon West Horndon Upminster Barking

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Shoeburyness	Rainham	2.1	27936004 28936004	Limehouse West Ham Barking Dagenham Dock Rainham Purfleet Grays Tilbury Town East Tilbury Stanford Le Hope Pitsea Benfleet Leigh on Sea Chalkwell Westcliff Southend Central Southend East Thorpe Bay	
Shoeburyness	London Fenchurch Street	Rainham	2.2	27936004 28936004	Thorpe Bay Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Purfleet Rainham Dagenham Dock Barking West Ham Limehouse	

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Thorpe Bay	London Fenchurch Street	Rainham	2.3	27936004 28936004	Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Purfleet Rainham Dagenham Dock West Ham Limehouse	
Southend Central	London Fenchurch Street	Rainham	2.4	27936004 28936004	Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Purfleet Rainham Dagenham Dock Barking West Ham Limehouse	

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Pitsea	Rainham	2.5	27936004 28936004	Limehouse Barking Dagenham Dock Rainham Purfleet Grays Tilbury Town East Tilbury Stanford Le Hope	West Ham
Pitsea	London Fenchurch Street	Rainham	2.6	27936004 28936004	Stanford Le Hope East Tilbury Tilbury Town Grays Purfleet Rainham Dagenham Dock Barking West Ham	Limehouse
London Fenchurch Street	Grays	Rainham	2.7	27936004 28936004	Limehouse West Ham Barking Dagenham Dock Rainham Purfleet	
Grays	London Fenchurch Street	Rainham	2.8	27936004 28936004	Purfleet Rainham Dagenham Dock Barking West Ham Limehouse	
Barking	Grays	Rainham	2.9	27936004 28936004	Dagenham Dock Rainham Purfleet	

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Shoeburyness	Ockendon	3.1	24936004	Limehouse West Ham Barking Upminster Ockendon Chafford Hundred Grays Tilbury Town East Tilbury Stanford Le Hope Pitsea Benfleet Leigh on Sea Chalkwell Westcliff Southend Central Southend East Thorpe Bay	
Shoeburyness	London Fenchurch Street	Ockendon	3.2	24936004	Thorpe Bay Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Chafford Hundred Ockendon, Upminster Barking West Ham Limehouse	

1					2	3
Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Southend Central	Ockendon	3.3	24936004	Limehouse West Ham Barking Upminster Ockendon Chafford Hundred Grays Tilbury Town East Tilbury Stanford Le Hope Pitsea Benfleet Leigh on Sea Chalkwell, Westcliff	
Southend Central	London Fenchurch Street	Ockendon	3.4	24936004	Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Chafford Hundred Ockendon Upminster Barking West Ham Limehouse	

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Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Thorpe Bay	London Fenchurch Street	Ockendon	3.5	24936004	Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Chafford Hundred Ockendon Upminster Barking West Ham Limehouse	
London Fenchurch Street	Pitsea	Ockendon	3.6	24936004	West Ham Barking Upminster Ockendon Chafford Hundred Grays Tilbury Town East Tilbury Stanford Le Hope	Limehouse
Pitsea	London Fenchurch Street	Ockendon	3.7	24936004	Stanford Le Hope East Tilbury Tilbury Town Grays Chafford Hundred Ockendon Upminster Barking West Ham Limehouse	

1					2	3
Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Fenchurch Street	Grays	Ockendon	3.8	24936004	Limehouse Upminster Ockendon Chafford Hundred	West Ham Barking
Grays	London Fenchurch Street	Ockendon	3.9	24936004	Chafford Hundred Ockendon Upminster West Ham Limehouse	Barking
Barking	Southend Central	Ockendon	3.10	24936004	Upminster Ockendon Chafford Hundred Grays Tilbury Town East Tilbury Stanford Le Hope Pitsea Benfleet Leigh on Sea Chalkwell Westcliff	
Southend Central	Barking	Ockendon	3.11	24936004	Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Stanford Le Hope East Tilbury Tilbury Town Grays Chafford Hundred Ockendon Upminster	

1					2	3
Service Group HT01p and HT01op						
Service description						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Shoeburyness	London Liverpool Street	Laindon	4.1	21936004		Thorpe Bay Southend East Southend Central Westcliff Chalkwell Leigh on Sea Benfleet Pitsea Basildon Laindon West Horndon Upminster Barking Stratford
London Liverpool Street	Shoeburyness	Laindon	4.2	21936004		Stratford Barking Upminster West Horndon Laindon Basildon Pitsea Benfleet Leigh on Sea Chalkwell Westcliff Southend Central Southend East Thorpe Bay