

8th Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

ABELLIO SCOTRAIL LIMITED
as Train Operator

relating to amendments to the Track Access Contract
dated 03 March 2016
Addition of Class 385s to Specified Equipment

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THIS 8TH SUPPLEMENTAL AGREEMENT is dated 1 September 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) Abellio ScotRail Limited, (the "Train Operator"), a company registered in Scotland under number SC450732 having its registered office at 5th Floor, Culzean Building 36 Renfield Street, Glasgow, G2 1LU, United Kingdom.

Background:

- (A) Abellio ScotRail Limited and Network Rail Infrastructure Limited entered into a Track Access Contract (Passenger Services)(which is hereafter referred to as the "Contract") dated 03 March 2016 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act.
- (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:

- 1.1 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;
- 1.2 "**Effective Date**" means the date of this agreement.

2. EFFECTIVE DATE AND DURATION

The amendments made to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 2359 hours on the Expiry Date or earlier termination of the Contract.

3. ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

4. AMENDMENTS TO THE CONTRACT

- 4.1 Clause 5.1 (a) of Schedule 5, relating to Specified Equipment, will be amended to include, 'Class 385 EMU'.

5. 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, 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.

6. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the laws of Scotland.

7. THIRD PARTY RIGHTS

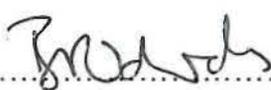
No rights shall be conferred under or arising out of this Supplemental Agreement on any person other than the Parties to this Supplemental Agreement and there shall not be created in any circumstances a jus quaesitum tertio in favour of any person.

8. COUNTERPARTS

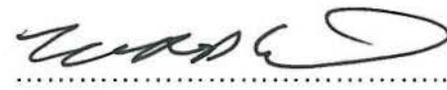
This Supplemental Agreement may be executed in any number of counterparts, each of which when executed and delivered shall constitute an original, but all the counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF this Supplemental Agreement comprising this and the foregoing 2 pages are executed as follows:-

SIGNED on behalf of **NETWORK RAIL INFRASTRUCTURE LIMITED** by **BEN EDWARDS** at **GLASGOW** on **1 SEPTEMBER 2017** in the presence of:-

Witness: 
Full Name: NICHOLAS PRANG 
Address: 151 ST VINCENT STREET
GLASGOW, G2 5NW

SIGNED on behalf of **ABELLIO SCOTRAIL LIMITED** by **KENNY McPHAIL** at **GLASGOW** on **6 SEPTEMBER 2017** in the presence of:-

Witness: 
Full Name: SAMUEL ANDREW PRICE 
Address: ATRIUM COURT,
50 WATERLOO STREET
GLASGOW