

10th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

GOVIA THAMESLINK RAILWAY LIMITED
as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 02 March 2016

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THIS 10TH SUPPLEMENTAL AGREEMENT is dated 11th September 2017 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("Network Rail"); and
- (2) **GOVIA THAMESLINK RAILWAY LIMITED**, a company registered in England under number 07934306, having its registered office at 3rd Floor, 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 02 March 2016 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of the Act, as amended by various supplemental agreements each in a form approved by ORR pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties wish to amend the Contract in the terms described below.

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; and
- 1.2 "Effective Date" means the later of:
 - (1) 0200 hours on the 18 September 2017; and
 - (2) 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.
- 1.3 "Annex" shall mean the annexes and their relevant parts and attached hereto.

2. EFFECTIVE DATE AND TERM

- 2.1 The amendments to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 In Schedule 5 Table 2.1 "Passenger Train Slots" of the Contract, Service Group ET08 (Southern Mainline) shall be deleted in its entirety and replaced with Annex A to this Supplemental Agreement.
- 3.2 In Schedule 7 of the Contract, Appendix 7C "Default Train Consists Data" shall be deleted and replaced with the version set out in Annex B to this Supplemental Agreement.

4. GENERAL

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 document.

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 J Halsall

Print name J. Halsall

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by N. Brown

Print name N. Brown

Duly authorised for and on behalf of
GOVIA THAMESLINK

RAILWAY

LIMITED

Annex A

1						2					
Service Group: ET08											
Service Description: Southern Mainline						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
East Grinstead	London Bridge	Direct	8.1	24749000	377	5	0	2	7	0	0
East Grinstead	London Victoria	Direct	8.2	24749000	377	5	0	30	35	35	27
London Bridge	East Grinstead	Direct	8.3	24749000	377	0	4	3	7	0	0
East Grinstead	East Croydon	Direct	8.4	24749000	377	0	0	3	3	0	0
London Victoria	East Grinstead	Direct	8.5	24749000	377	0	6	30	36	36	27
London Victoria	Oxted	Direct	8.6	24749000	377	0	0	1	1	1	0
East Croydon	Uckfield	Direct	8.7	24749000	171	0	0	1	1	0	2
London Bridge	Uckfield	Direct	8.8	24749000	171	0	6	15	21	18	0
Oxted	Uckfield	Direct	8.9	24749000	171	0	0	2	2	0	12
Uckfield	East Croydon	Direct	8.10	24749000	171	0	0	1	1	1	1
Uckfield	London Bridge	Direct	8.11	24749000	171	5	0	17	22	16	0
Uckfield	Oxted	Direct	8.12	24749000	171	0	0	2	2	0	12
London Bridge	Oxted	Direct	8.13	24749000	171	0	0	1	1	0	0
Oxted	East Croydon	Direct	8.14	24749000	171	0	0	1	1	0	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁶		Off-Peak times ²	Total Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
London Bridge	Reigate	Direct	8.15	24745000	377	0	0	1	1	0	0
London Bridge	Tonbridge	Direct	8.16	24745000	377	0	3	3	6	14 ^a	3
London Victoria	Reigate	Direct	8.17	24745000	377	0	0	9	9	11	0
London Victoria	Tonbridge	Direct	8.18	24745000	377	0	0	7	7	12	0
Redhill	Reigate	Direct	8.19	24745000	377	0	3	16	19	2	0
Redhill	Tonbridge	Direct	8.20	24745000	377	0	0	16	13	7	2
Reigate	London Bridge	Direct	8.21	24745000	377	3	0	0	3	0	0
Reigate	London Victoria	Direct	8.22	24745000	377	1	0	10	11	12	0
Reigate	Redhill	Direct	8.23	24745000	377	1	0	17	18	1	0
Tonbridge	London Bridge	Direct	8.24	24745000	377	2	0	1	3	0	15 ^b
Tonbridge	London Victoria	Direct	8.25	24745000	377	3	0	10	13	13	0
Tonbridge	Redhill	Direct	8.26	24745000	377	0	0	11	11	6	1
Gatwick Airport	Redhill	Direct	8.27	24745000	377	1	0	0	1	0	0
Horsham	London Victoria	Redhill	8.28	24745000	377	3	0	0	3	0	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁶		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Horsham	Redhill	Direct	8.29	24745000	377	3	0	0	3	0	0
London Bridge	Horsham	Redhill	8.30	24745000/ 22745100	377	0	5	27	32	34	16
London Victoria	Three Bridges	Redhill	8.31	24745000	377	0	2	0	2	0	0
Three Bridges	London Victoria	Redhill	8.32	24745000	377	1	0	0	1	0	0
Three Bridges	Redhill	Direct	8.33	24745000	377	1	0	0	1	0	0
Gatwick Airport	Horsham	Direct	8.34	24745000	377	0	0	0	0	0	1
Horsham	Gatwick Airport	Direct	8.35	24745000	377	0	0	0	0	0	1
Horsham	London Bridge	Redhill	8.36	24745000/ 22745100	377	0	0	24	24	35	15
Horsham	London Victoria	Direct	8.37	24745000	377	0	0	12	12	3	3
London Victoria	Horsham	Redhill	8.38	24745000	377	0	0	8	8	0	1
Three Bridges	Horsham	Direct	8.39	24745000	377	0	0	1	1	0	0
Littlehampton	London Bridge	Redhill	8.40	24745000/ 22745100	377	1	0	0	1	0	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ^b		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Brighton	Haywards Heath	Direct	8.41	24747000	377	1 ^a	0	0	1 ^a	0	0
Brighton	London Bridge	Direct	8.42	24747000/ 22747100	377	2	0	4	6	0	0
London Bridge	Brighton	Direct	8.43	24747000/ 22747100	377	0	1	3	4	0	0
London Victoria	Brighton	Direct	8.44	24747000	377	0	5	41	46	38	47
Brighton	London Victoria	Direct	8.45	24747000	377	3	0	29	32	38	44 1 ^c
Brighton	Three Bridges	Direct	8.46	24747000	377	0	0	2	2	0	0
London Victoria	Three Bridges	Direct	8.47	24747000	377	0	2	2	4	2	3
Brighton	Preston Park	Direct	8.48	24747000	377	0	0	0	0	1	0
Gatwick Airport	London Victoria	Direct	8.49	24747000	377	0	0	1MO	1MO	1	0
London Victoria	Gatwick Airport	Direct	8.50	24747000	377	0	0	1	1	1	0
Three Bridges	London Victoria	Direct	8.51	24747000	377	0	0	3	3	4	5
Eastbourne	London Bridge	Direct	8.52	24746000	377	2	0	0	2	0	0
Hastings	Haywards Heath	Direct	8.53	24746000	377	0	0	1 ^a	1 ^a	0	0
Hastings	Lewes	Direct	8.54	24746000	377	2 ^a	0	0	2 ^a	0	0
Hastings	London Victoria	Direct	8.55	24746000	377	2	0	1	3	1	0 ^b

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁵		Off-Peak times ²	Total Week day ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Bridge	Eastbourne	Direct	8.56	24746000	442	0	2	0	2	0	0
London Victoria	Seaford	Direct	8.57	24746000	377	0	1	0	1	0	0
Seaford	London Victoria	Direct	8.58	24746000	377	2	0	0	2	0	0
Eastbourne	Gatwick Airport	Direct	8.59	24746000	377	0	0	0	0	1	0
Eastbourne	Haywards Heath	Direct	8.60	24746000	377	0	0	9	9	13	0
Eastbourne	London Victoria	Direct	8.61	24746000	377	0	0	3	3	1+1 ^p	2 ^b
Gatwick Airport	Ore	Direct	8.62	24746000	377	0	0	0	0	1	0
Haywards Heath	Eastbourne	Direct	8.63	24746000	377	0	1 ^a	13	13+1 ³	14	1
Haywards Heath	Hastings	Direct	8.64	24746000	377	0	0	1	1	1	0
Haywards Heath	Seaford	Direct	8.65	24746000	377	0	0	1	1	0	0
Haywards Heath	Ore	Direct	8.66	24746000	377	0	0	1	1	1	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁶		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Victoria	Eastbourne	Direct	8.67	24746000	377	0	0	0	0	1 ^b	1
London Victoria	Hastings	Direct	8.68	24746000	377	0	1	3	4	3	2
London Victoria	Ore	Direct	8.69	24746000	377	0	2	10	12	13	12
Ore	Haywards Heath	Direct	8.70	24746000	377	0	0	3	3	0	0
Ore	London Victoria	Direct	8.71	24746000	377	0	0	10	10	15	13
Bognor Regis	London Bridge	Direct	8.72	24748000	377	1	0	0	1	0	0
Bognor Regis	London Victoria	Direct	8.73	24748000	377	4	0	20	24	24	16
London Victoria	Bognor Regis	Direct	8.74	24748000	377	0	0	0	0	0	16
Havant	London Victoria	Direct	8.75	24748000	377	1	0	0	1	1	0
Horsham	Bognor Regis	Direct	8.76	24748000	377	0	4	21	25	27	0
London Bridge	Bognor Regis	Direct	8.77	24748000	377	0	1	0	1	0	0
Portsmouth Harbour	Horsham	Direct	8.78	24748000	377	1 ^a	0	10	10+1 ^a	12	0
Portsmouth Harbour	Three Bridges	Direct	8.79	24748000	377	1 ^a	0	1	1+1 ^a	1	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁶		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Southampton Central	Barnham	Direct	8.80	24748000	377	0	0	1	1	0	0
Southampton Central	Horsham	Direct	8.81	24748000	377	0	0	11	11	12	0
Three Bridges	Bognor Regis	Direct	8.82	24748000	377	0	1 ^a	0	1 ^e	0	0
Chichester	Three Bridges	Direct	8.83	24748000	377	0	0	1	1	1	0
Gatwick Airport	Southampton Central	Direct	8.84	24748000	377	0	0	1	1	1	0
London Victoria	Chichester	Direct	8.85	24748000	377	0	0	1+1FO	1+1FO	1	0
London Victoria	Portsmouth Southsea &	Direct	8.86	24748000	377	0	1	2	3	1	0
London Victoria	Portsmouth Harbour	Direct	8.87	24748000	377	0	2	9	11	14	0
London Victoria	Southampton Central	Direct	8.88	24748000	377	0	3	11	14	14	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Portsmouth Southsea &	London Victoria	Direct	8.89	24748000	377	0	0	1	1	1	0
Portsmouth Harbour	Littlehampton	Direct	8.90	24748000	377	0	0	0	0	1	0
Southampton Central	London Victoria	Direct	8.91	24748000	377	0	0	3	3	3	0
Three Bridges	Portsmouth Harbour	Direct	8.92	24748000	377	0	0	0	0	1	0
Havant	London Victoria	Direct	8.93	24746000	377	0	0	1	1	0	0
Littlehampton	London Bridge	Direct	8.94	24746000/ 22746100	377	2	0	0	2	0	0
Littlehampton	London Victoria	Direct	8.95	24746000	377	4	0	11	15	12	14
London Bridge	Littlehampton	Direct	8.96	24746000/ 22746100	377	0	3	0	3	0	0
Bognor Regis	London Victoria	Hove	8.97	24746000	377	0	0	3	3	3	0
Haywards Heath	Littlehampton	Direct	8.98	24746000	377	0	1	10	11	16	0
Haywards Heath	Worthing	Direct	8.99	24746000	377	0	0	1	1	1	0
Littlehampton	Haywards Heath	Direct	8.100	24746000	377	0	0	12	12	17	0

1						2					
Service Group: ET08											
Service Description: Southern Mainline (Continued)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times ⁶		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Victoria	Bognor Regis	Hove	8.101	24746000	377	0	0	2	2	2	0
London Victoria	Chichester	Direct	8.102	24746000	377	0	0	0	0	1	0
London Victoria	Littlehampton	Direct	8.103	24746000	377	0	4	12	16	13	0
London Victoria	Portsmouth Harbour	Hove	8.104	24746000	377	0	0	0	0	0	14
London Victoria	Worthing	Direct	8.105	24746000	377	0	0	1 +1MSX	1 +1MSX	1	3
Portsmouth & Southsea	Haywards Heath	Hove	8.106	24746000	377	0	0	0	0	1	0
Portsmouth Harbour	Worthing	Direct	8.107	24746000	377	0	0	0	0	0	13
Worthing	Littlehampton	Direct	8.108	24746000	377	0	0	0	0	0	14

Annex B

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT CONSIST DATA	TRAIN
22720000	Train movement(s) between Farringdon/ St Pancras and Bedford/ Luton/ St Albans to and from the Brighton Main Line	2 x class 319 Electric Multiple Unit 2 Motor Coach and 6 Trailer Coaches	
22720001	Train movement(s) between Farringdon/ St Pancras and Bedford/ Luton/ St Albans to and from the Wimbledon Loop	2 x class 319 Electric Multiple Unit 2 Motor Coaches and 6 Trailer Coaches	
22720002	Train movement(s) between Farringdon/ St Pancras / and Bedford/ Luton/ St Albans to and from Sevenoaks / Orpington / Bromley South / Beckenham Junction	2 x class 319 Electric Multiple Unit 2 Motor Coaches and 6 Trailer Coaches	
22721000	Train movement(s) between Farringdon / Blackfriars and Brighton/ Gatwick Airport/ Three Bridges / East Croydon	2 x class 319 Electric Multiple Unit 2 Motor Coaches and 6 Trailer Coaches	

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT CONSIST DATA	TRAIN
22722000	Train movement(s) between Sutton/ Streatham/ Wimbledon/ Tulse Hill and Farringdon.	2 x class 319 Electric Multiple Unit 2 Motor Coaches and 6 Trailer Coaches	
21723000	Train Movements between King's Cross or Moorgate and Welwyn Garden City	1 x Class 313 Electric Multiple Unit 2 Motor Coaches and 1 trailer	
21724000	Train Movements on the Hertford Loop between King's Cross or Moorgate and Hertford North, Stevenage and Letchworth Garden City.	2 x Class 313 Electric Multiple Unit 4 Motor Coaches and 2 Trailer Coaches	
21726000	Train Movements between King's Cross and Letchworth Garden City/Royston (stopping) and Cambridge (slow) stopping at all intermediate stations between Royston and Cambridge	2 x Class 317 Electric Multiple Unit 2 Motor Coaches and 6 Trailer Coaches	

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT CONSIST DATA	TRAIN
21725000	Train Movements between King's Cross, Cambridge (non-stop and semi-fast) and King's Lynn	1 x Class 365 Electric Multiple Unit 2 Motor Coaches and 2 trailers	
21727000	Train Movements between King's Cross and Huntingdon or Peterborough.	1 x Class 317 Electric Multiple Unit 1 Motor Coaches and 3 Trailer Coaches	
24742001	Train Movements between Blackfriars/Farringdon and Orpington via Herne Hill.	2 x Class 319 Electric Multiple Unit 2 Motor Coach and 6 Trailer Coaches	
24742000	Train Movements between Blackfriars/Farringdon and Sevenoaks via Catford.	2 x Class 319 Electric Multiple Unit 2 Motor Coach and 6 Trailer Coaches	

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
24743000	Train movement(s) between Ashford International and Hastings/Brighton	1 x Class 171 Diesel Multiple Unit of 2 x motor coaches
24744000	Train movement(s) between Brighton and Portsmouth	1 x Class 377 Electric Multiple Unit of 2 x motor coaches and 1 x trailer coach
24745000	Train movements between London-Redhill/Reigate/Tonbridge and Horsham	1 x Class 377 Electric Multiple Units of 3 x motor coaches and 1 x trailer coach
22745100	Train movements between London-Redhill/Reigate/Tonbridge and Horsham	1 x Class 700 Electric Multiple Unit of 6 x motor coaches and 6 x trailer coaches
24746000	Train movement(s) between London and Portsmouth/Southampton via Hove	1 x Class 377 Electric Multiple Unit of 3 x motor coaches and 1 x trailer coach
22746100	Train movement(s) between London and Portsmouth/Southampton via Hove	1 x Class 700 Electric Multiple Unit of 6 x motor coaches and 6 x trailer coaches

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT CONSIST DATA	TRAIN
24747000	Train movement(s) between London and Brighton	2 x Class 377 Electric Multiple Units each of 3 x motor coaches and 1 x trailer coach.	
22747100	Train movement(s) between London and Brighton	1 x Class 700 Electric Multiple Unit of 6 x motor coaches and 6 x trailer coaches	
24748000	Train movement(s) between London and Portsmouth via Arundel	3 x Class 377 Electric Multiple Units each of 3 x motor coaches and 1 x trailer coach	
24749000	Train movement(s) between London and Uckfield	1 x Class 171 Diesel Multiple Unit of 4 x motor coaches	
24782000	Train movement(s) between Victoria and West Croydon via Crystal Palace	2 x Class 377 Electric Multiple Units each of 2 x motor coaches and 1 x trailer coach.	
24783000	Train movement(s) between London Bridge and Guildford via Forest Hill	2 x Class 377 Electric Multiple Units each of 2 x motor coaches and 1 x trailer coach.	
24784000	Train movement(s) between Victoria and Sutton via Selhurst and West Croydon	2 x Class 377 Electric Multiple Units each of 2 x motor coaches and 1 x trailer coach.	

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
24785000	Train movement(s) between Victoria and Epsom Downs	1 x Class 455 Electric Multiple Unit of 1 x motor coach and 3 x trailer coaches
24786000	Train movement(s) between London and Caterham/Tattenham Corner	2 x Class 377 Electric Multiple Units each of 2 x motor coaches and 1 x trailer coach.
24787000	Train movement(s) between Victoria and Beckenham Junction; and Train movements between London Bridge and Sutton via Tulse Hill & Wimbledon	2 x Class 377 Electric Multiple Units each of 2 x motor coaches and 1 x trailer coach.
24968000	Train movement(s) between Milton Keynes Central/Watford Junction and Kensington Olympia	1 x Class 377 Electric Multiple Unit of 3 x motor coaches and 1 x trailer coach
24968001	Train movement(s) Clapham Junction/East Croydon/South Croydon and Kensington Olympia	1 x Class 377 Electric Multiple Unit of 3 x motor coaches and 1 x trailer coach
24969000	Non-stop Train movement(s) between Victoria and Gatwick Airport/Brighton	1 x Class 442 Electric Multiple Unit of 1x motor coaches and 4x trailer coaches

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT CONSIST DATA	TRAIN
24788004	Ctl. Div. Staff Trains	1 x Class 377 Electric Multiple Unit of 3 x motor coaches and 1 x trailer coach	
24788005	Empty coaching stock movement(s)	2 x Class 377 Electric Multiple Units each of 3 x motor coaches and 1 x trailer coach	
21788001	Non revenue earning trains (GN Route)	1 x Class 317 Electric Multiple Unit 1 Motor Coach and 3 Trailer Coaches	
22788002	Non revenue earning trains (TL Route)	1 x class 319 Electric Multiple Unit 1 Motor Coach and 3 Trailer Coaches	