

FIRST SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

MTR Corporation (Crossrail) Limited

as Train Operator

Relating to the Track Access Contract dated 21st November 2018

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THIS FIRST SUPPLEMENTAL AGREEMENT is dated 5 December 2018 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) **MTR Corporation (Crossrail) Limited**, a company registered in England under number 08754715 having its registered office at Providence House, Providence Place, London N1 0NT (the "Train Operator").

WHEREAS:

- (A) The parties entered into a First Crossrail Track Access Contract dated 21st November 2018 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of the Act; (which is hereafter referred to as the "Contract").
- (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 the later of:
 - (1) 02.00 on 9th December 2018; and
 - (2) the date upon which the ORR issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

2. EFFECTIVE DATE AND TERM

The amendments made to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 5

In Schedule 5, Table 2.3: Ancillary Movements shall be deleted and replaced with the version shown in **Annex 1** 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.

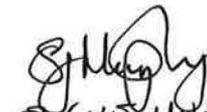
SIGNED by

duly authorised for and on behalf of
NETWORK RAIL
INFRASTRUCTURE LIMITED

) 
) MELIHA DUZMAZ
) MD, ANGLIA
)

SIGNED by

duly authorised for and on behalf of
MTR Corporation (Crossrail) Limited

) 
) STEVE MURPHY
) MD

ANNEX 1 – Schedule 5, Table 2.3 – Ancillary Movements

“Table 2.3: Ancillary Movements and COS Ancillary Movements

Driver Training and Empty Coaching Stock from the Principal Change Date in December 2018 to the Subsidiary Change Date in May 2019

1					2		
Service Group : EX99 All MTR Crossrail ECS moves on NR infrastructure							
Ancillary Movements and COS Ancillary Movements description					Quantum		
From	To	Via	Description	TSC	Weekday	Saturday	Sunday
Westbourne Park Junction Connection Point	Old Oak Common Depot entrance	n/a	n/a	21381008	20	20	20
Old Oak Common Depot entrance	Westbourne Park Junction Connection Point	n/a	n/a	21381008	20	20	20
Heathrow Tunnel Junction Connection Point	Old Oak Common Depot	n/a	n/a	21381008	2	2	2
Old Oak Common Depot	Heathrow Tunnel Junction Connection Point	n/a	n/a	21381008	4	4	4

1					2		
Service Group : EX99 All MTR Crossrail ECS moves on NR infrastructure							
Ancillary Movements and COS Ancillary Movements description					Quantum		
From	To	Via	Description	TSC	Weekday	Saturday	Sunday
Shenfield Sidings / Gidea Park Sidings / Ilford Depot	Pudding Mill Lane Junction Connection Point	n/a	n/a	21381008	2	2	2
Pudding Mill Lane Junction Connection Point	Shenfield Sidings / Gidea Park Sidings / Ilford Depot	n/a	n/a	21381008	2	2	2

Notes to Table:

No schedule 4 will be payable in respect of these rights.

Table 2.3: Ancillary Movements and COS Ancillary Movements

Driver Training and Empty Coaching Stock – From the Subsidiary Change Date in May 2019 to the Principal Change Date In December 2019

1					2		
Service Group : EX99 All MTR Crossrail ECS moves on NR infrastructure							
Ancillary Movements and COS Ancillary Movements description					Quantum		
From	To	Via	Description	TSC	Weekday	Saturday	Sunday
Westbourne Park Junction Connection Point	Old Oak Common Depot entrance	n/a	n/a	21381008	20	20	20
Old Oak Common Depot entrance	Westbourne Park Junction Connection Point	n/a	n/a	21381008	20	20	20
Heathrow Tunnel Junction Connection Point	Old Oak Common Depot	n/a	n/a	21381008	2	2	2
Old Oak Common Depot	Heathrow Tunnel Junction Connection Point	n/a	n/a	21381008	4	4	4

1					2		
Service Group : EX99 All MTR Crossrail ECS moves on NR infrastructure							
Ancillary Movements and COS Ancillary Movements description					Quantum		
From	To	Via	Description	TSC	Weekday	Saturday	Sunday
Shenfield Sidings / Gidea Park Sidings / Ilford Depot	Pudding Mill Lane Junction Connection Point	n/a	n/a	21381008	2	2	2
Pudding Mill Lane Junction Connection Point	Shenfield Sidings / Gidea Park Sidings / Ilford Depot	n/a	n/a	21381008	2	2	2

Notes to Table:

No schedule 4 will be payable in respect of these rights.

Driver Training and Empty Coaching Stock – From the Principal Change Date in December 2019

1					2		
Service Group : EX99 All MTR Crossrail ECS moves on NR infrastructure							
Ancillary Movements and COS Ancillary Movements description					Quantum		
From	To	Via	Description	TSC	Weekday	Saturday	Sunday
Westbourne Park Junction Connection Point	Old Oak Common Depot entrance	n/a	n/a	21381008	20	20	20
Old Oak Common Depot entrance	Westbourne Park Junction Connection Point	n/a	n/a	21381008	20	20	20
Heathrow Tunnel Junction Connection Point	Old Oak Common Depot	n/a	n/a	21381008	2	2	2
Old Oak Common Depot	Heathrow Tunnel Junction Connection Point	n/a	n/a	21381008	4	4	4
Shenfield Sidings / Gidea Park Sidings / Ilford Depot	Pudding Mill Lane Junction Connection Point	n/a	n/a	21381008	0	0	0
Pudding Mill Lane Junction Connection Point	Shenfield Sidings / Gidea Park Sidings / Ilford Depot	n/a	n/a	21381008	0	0	0

Notes to Table:

No schedule 4 will be payable in respect of these rights.”

