FORTY NINTH Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

EAST COAST MAIN LINE COMPANY LIMITED

as Train Operator

relating to amendments to a Track Access
Contract (Passenger Services) dated 04 February 2005

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN ("**Network Rail**"); and
- (2) **EAST COAST MAIN LINE COMPANY LIMITED**, a company registered in England under number 4659708 having its registered office at Friars Bridge Court, 41-45 Blackfriars Road, London, SE1 8NZ (the "**Train Operator**").

Background:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 04 February 2005 as amended by various supplemental agreements (which track access contract as subsequently amended 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

1.1 In this Supplemental Agreement 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.

2. EFFECTIVE DATE AND TERM

- 2.1 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.
- 2.2 Effective Date means the later of 02:00 on the Principal Change Date 2015 and the date on which the parties enter into this Supplemental Agreement pursuant to directions issued by the Office of Rail Regulation under Section 22A of the Act.

3. AMENDMENTS TO THE CONTRACT

The Contract shall be amended as follows:

3.1 Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights shall be deleted and replaced in its entirety with that shown in Appendix 1 of this Supplemental Agreement.

- 3.2 Under section 2 Passenger Train Slots within Schedule 5 that part of Table 2.2 of the Contract relating to Service Group 2 London North East and Scotland shall be amended, by adding two new rows and the associated footnote as set out in Appendix 2 of this Supplemental Agreement.
- 3.3 Appendix 1 of Schedule 8 of the Contract shall be replaced in its entirety with that shown in Appendix 3 of 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 with effect from and including the date hereof 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. LAW

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

6. 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.

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 one and the same instrument.

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

SIGNED BY)
for and on behalf of NETWORK RAIL INFRASTRUCTURE LIMITED)
SIGNED BY)
for and on behalf of EAST COAST MAIN LINE COMPANY LIMITED)

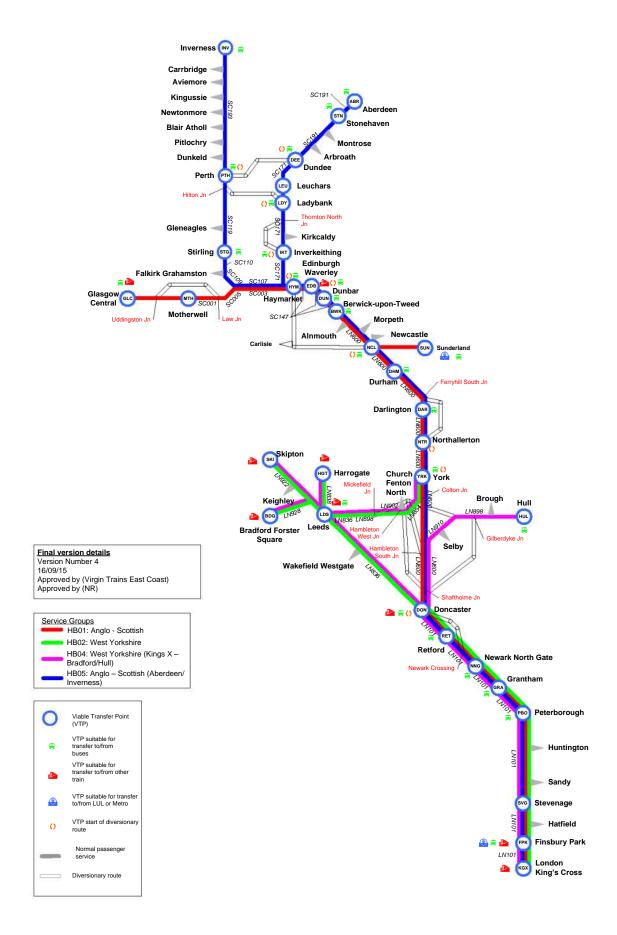
Appendix 1

Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights

							20074485	0-200 0	FULL	Bus Repla	acement (100%)	PART	TAL Bus	Replacen	nent (50%	x X%)	No Bus	
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ondon King's	Finsbury Park			HB001	HB01,02,04,05: No bus replacement required. Full		HB02	100%										0	(
(LGX)	(FPK)			MBOUT	transfer to LUL for London King's Cross		HB04	100%										0	- 1
(LON)	25					ļ.	HB05	100%			y .		A TOTAL	La vacasi	-			0	. (
					HB01.02.04.05: Partial bus between Stevenage and		HB01	100%					SVG	FPK	25.00			0	
		Blockage only Alexandra Palace to Stevenage		HB002	Finsbury Park with transfer to LUL for London King's		HB02 HB04	100%		_			SVG	FPK	25.00 25.00			0	
		Palace to Stevenage.		THE SPECIAL PROPERTY.	Cross and divert train around Finsbury Park		HB05	100%		-			SVG	FPK	25.00			0	
						1	HB01	100%	SVG	FPK	25.00		0.00	T.F.IX	20.00			0	-
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		The second of th			Luidon ranga cross		HB05	100%	SVG	FPK	25.00							0	(
	1				HB01.02.04.05: Full bus replacement between		HB01	100%	SVG	FPK	25.00			12				0	(
		Blockage Finsbury Park to north of Stevenage		HB004	Stevenage and Finsbury Park with transfer to LUL for		HB02 HB04	100%	SVG	FPK FPK	25.00 25.00		-					0	0
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					276 N	l l	HB05	100%	PBO	SVG	48.75			8 8				0	
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					Divert around Retiord via Newark Crossing.		HB05	100%					DON	RET	17.50			0	0
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(DON)	(LDS)			W-2,266	Divert between Leeds and Doncaster via Hambleton.	to York	-	_	_	-			_	5 - 5				0	0
	2						HB02	100%	LDS	SKI	26.25							0	0
Leeds	Skipton			HB012	Full bus replacement between Leeds and Skipton		HB04	100%	LDS	SKI	26.25							0	0
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	T-				Full bus replacement between Leeds and Bradford		HB02	100%	LDS	BDQ	13.50			9 9				0	0
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HB	LET	HB01	ANGLO - SCOTTISH	All Trains
HB	LET	HB02	WEST YORKSHIRE	All Trains
HB	LET	HB04	WEST YORKHIRE (Kings X - Bradford / Hull)	All Trains
HB	LET	HB05	ANGLO - SCOT (Aberdeen / Inverness)	All Trains

LN 101 London Kings Cross to Loversall Carr Jn

LN 105 Moorgate to Finsbury Park Jn

LN 110 Canonbury West Jcn to Finsbury Park Jn

LN 120 Alexandra Palace to Langley Jn (via Hertford)

LN 125 Hitchin Cambridge Jcn to Royston (inclusive)

LN 170 Werrington Junction to Gainsborough Trent (via Lincoln)

LN 175 Sleaford South Jn to Sleaford

LN 180 Sleaford North Jn to Sleaford

LN 185 Allington West Jcn to Skegness

LN 190 Allington East Jcn to Allington North Jn (Allington Chord)

LN 195 Grantham Nottingham Branch Jn to Bottesford West Jn

LN 200 Wrawby Junction to Pelham Street Junction

LN 206 Newark Castle to West Holmes Jn

LN3201 St Pancras International to Chesterfield (via Derby)

LN3204 Trent South Jn to Nottingham East Jn

LN3207 Trent East Jn to Clay Cross South Jn (Erewash Valley line)

LN3210 Junction Road Jn to Carlton Road Jn (Tottenham lines)

LN3213 Moorgate to Carlton Road Jn (Moorgate lines)

LN3216 Farringdon Jn to Blackfriars

LN3219 Cricklewood Curve Jn to Dudding Hill Jn

LN3222 Brent Curve Jn to Dudding Hill Jn

LN3228 Trent East Jn to Sheet Stores Jn

LN3231 Wigston South Jn to Glen Parva Jn

LN3232 Wigston North Jn to Hinckley (inclusive)

LN3234 Syston East Jn to Syston North Jn

LN3237 Loughborough South Jn to Hotchley Hill (British Gypsum)

LN3246 Ambergate Jn to Matlock

LN3249 Lenton Sth Jn to Lenton Nth Jn

LN3252 Mansfield Jn to Trowell Jn

LN3255 Radford Jn to Kirkby Lane End Jn

LN3261 Trent South Jn to Meadow Lane Jn (High Level Goods Line)

LN3264 Attenborough Jn to Toton Jn (High Level Goods Line)

LN3267 Stapleford and Sandiacre to Stanton Gate

LN3270 Codnor Park Jn to Ironville GF

LN3273 Pye Bridge Jn to Shirebrook

LN3501 Derby London Road to Tamworth (exclusive)

LN3505 North Stafford Jn to Stoke Jn (exclusive)

LN3515 Melbourne Jn to Sinfin

LN3520 Sheet Stores Jn to Stenson Jn

LN3525 Knighton Jn to Leicester Jn (Burton goods line)

LN3535 Birmingham Curve Jn to Branston Jn

LN3601 Kettering North Jn to Manton Jn

LN3605 Corby BSC Works to Corby North Jn

LN3610 Corby Automotive Terminal to Corby North Jn

LN3615 Helpston Jn to Syston South Jn

LN3620 Melton Jn GF to Ashfordby

LN3625 Nottingham East to Newark Castle

LN3635 Bottesford West Jn to Netherfield Jn

LN3645 Netherfield to Gedling Colliery

LN600 Doncaster Loversall Carr to Marshall Meadows

LN627/676 Longlands Jn - Stockton Cut Jn - Sunderland - Greensfield Jn - Kinc Edward Bridge Sth Jn. and

Branchas

LN631/632 Darlington - Stockton Cut Jn. - Saltburn

LN634 Guisborough Jn. to Whitby

LN646 Norton to Ferryhill

LN678 Darlington to Bishop Auckland

LN682 King Edward Bridge South Junction to Carlisle

LN684 Newcastle Goods Lines

LN694 Benton Nth Jn. to Butterwell Jn and Morpeth North Junction (Blyth and Tyne)

LN722 Doncaster Area Goods lines

LN726 Gainsborough to Bessacarr Junction

LN736/752 Cleethcrpes to Doncaster

LN736 Wrawby Junction to Nunnery Main Line Junction

LN740/742 Immingham to Brocklesby Junction (excl Ulceby)

LN744 Haborough Junction to Barton on Humber

LN758 Brancliffe East Junction to St Catherines Junction

LN766 Bentley Jn to Hexthorpe Jn (Doncaster Avoiding Line)

LN768 Mansfield West Junction to Shireoaks Junctions

LN774 Barrow Hill to Oxcroft/Bolsover

LN784 High Marnham And Branches to Shirebrook Junctions

LN804 Clay Cross Junction - Sheffield - Church Fenton via Pontefract

LN806 Tapton Jn. to Masborough Junction via 'Old Road'

LN816 Beighton Junction to Woodhouse Junction

LIVE to Deignton Junction to vvocanouse Jun

LN826 Doncaster to Swinton

LN828/830 Mexborough - Aldwarke Jn. - Woodburn Junction

LN836 Doncaster to Holbeck Junction

LN836/898/854 Ho beck Junction to Colton Junction

LN838 York - Harrogate - Leeds

LN842 Stainforth Junction to Adwick Junction/Carcroft Junction

LN848 Hare Park Junction to Crofton West Junction

LN850 Wakefield Kirkgate to Wakefield Westgate

LN852 Holbeck Junction to Bradford Interchange LN854 Milner Royd Junction to Heaton Lodge Junction

LN654 Willner Royc Junction to Heaton Lodge Junction

LN854/858 Hall Royd Junction to Mill Lane Junction

LN860/854 Diggle Junction to Horbury Junction and Whitehall Junction

LN862 Barnsley to Huddersfield

LN868/854 Wincobank Junction to Milford Junction via Barnsley

LN872 Altofts Junction to Leeds West Junction/Whitehall Junction

LN875 Castleford to Pontefract

LN880 York to Scarborough

LN882 Wakefield to Goole

LN888 Shaftholme Junction to Ferrybridge North Junction

LN898 Micklefield to Hull

LN912 Thorne Junction to Gilberdyke

LN914 Hull to Seamer

LN916 Hessle Road Junction to Saltend & Freight Sidings

LN922/924/928 Armley Junction to Hellifield, Ilkley and Bradford

LN926 Dockfield Jn to Guiseley

Appendix 2

Schedule 5 Table 2.2: Additional Passenger Train Slots

Table 2.2: Additional Passenger Train Slots 37th 48th

1				2								
Service Group 2 Londo	on – North East and S											
Service description		Additional Passenger Train Slots										
From	То	Via	Description	TSC	Total Weekday	Peak tin morning Peak			Saturday	Sunday		
Sunderland	Newcastle	Pelaw Jn	Northbound	21700001	1							
Newcastle	Sunderland	Pelaw Jn	Southbound	21700001	1							

Note – The Train Operator's right to operate services to and from Sunderland are conditional on completion of a drivers' walkway at Sunderland Station, or alternative arrangements acceptable to Network Rail.

Appendix 3

Appendix 1

Α	В	С	D	E	F	G	Н	I	J	K		L	М	N	0
	1	Network F	Rail	II.		TC	С								
Service Group	Performance	Pa	ayment F	Rate	Performance	I	Payment Rat	e							
Service Group	Point	(Not Used)	(Not Used)	Total	Point	<u>(Not</u> Used)	(Not Used)	Total	Cancellation Minutes	Сар	S	ervice Code	Direction	Monitoring Point	Weighting
HB01				*	*			*	90	270	700	London Kings X –	Forward	London Kings Cross	*
ANGLO—												York – Newcastle – Edinburgh -	Forward	Peterborough	*
SCOTTISH												Glasgow	Forward	Edinburgh	*
All Trains													Forward	Doncaster	*
													Forward	Newcastle	*
													Forward	York	*
													Reverse	Glasgow Central	*
													Reverse	Peterborough	*
													Reverse	Newcastle	*
													Reverse	Edinburgh	*
													Reverse	York	*
													Reverse	Sunderland	*
													1.070.00	ou.iuo.iu.iu	
									00	070	702	London Kings X –	Forward	Wakefield Westgate	*
HB02				*	*			><	90	270		Peterborough -	Forward	London Kings Cross	*
WEST												Leeds	Forward	Peterborough	*
YORKSHIRE													Reverse	Newark Northgate	*
All Trains													Reverse	Peterborough	* <
													Reverse	Leeds	*
													Reveise	Leeus	
														607512	

6975135

HB04		*	*		*	270	270	703	London Kings X –	Forward	London Kings Cross	*
WEST									Bradford – Harrogate - Hull	Forward	Doncaster	*
YORKHIRE (Kings X -									The state of the s	Reverse	Bradford Forster Square	*
Bradford / Hull)										Reverse	Wakefield Westgate	*
All Trains										Reverse	Peterborough	*
										Reverse	Doncaster	*
										Reverse	Skipton	*
										Reverse	Leeds	*
										Reverse	Hull	*
HB05		*	×		*	270	270	701	London Kings X –	Forward	London Kings Cross	*
ANGLO - SCOT									Aberdeen / Inverness	Forward	Newcastle	*
(Aberdeen / Inverness)										Forward	Edinburgh	*
All Trains										Forward	York	*
7 th Frants										Reverse	Inverness	*
										Reverse	Edinburgh	*
										Reverse	Newcastle	*
										Reverse	Aberdeen	*
										Reverse	York	*
										Reverse	Stirling	*