

# Thirty-seventh Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

ABELLIO GREATER ANGLIA LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated December 10<sup>th</sup> 2004

*Passenger Access (Short Term Timetable and Miscellaneous Changes)  
General Approval 2009*

## CONTENTS

1.	INTERPRETATION .....	1
2.	EFFECTIVE DATE AND TERM.....	1
3.	ORR GENERAL APPROVAL .....	1
4.	AMENDMENTS TO APPENDIX 1 .....	1
5.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT .....	2
6.	THIRD PARTY RIGHTS .....	2
7.	LAW .....	2
8.	COUNTERPARTS.....	2
	ANNEX 1: REVISED VERSION of APPENDIX 1 .....	3

**THIS THIRTY-SEVENTH SUPPLEMENTAL AGREEMENT** is dated 13 March 2012 and made

**BETWEEN:**

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, ("Network Rail"), a company registered in England under number 2904587 having its registered office at Kings Place, 90 York Way, London N1 9AG; and
- (2) **ABELLIO GREATER ANGLIA LIMITED**, (the "Train Operator"), a company registered in England under number 06428369 having its registered office at 5 Fleet Place, London, EC4M 7RD

**WHEREAS:**

- (A) Network Rail Infrastructure Limited and London Eastern Railway Limited entered into a Track Access Contract (Passenger Services) dated 10 December 2004 in a form approved by the Office of Rail Regulation pursuant to section 18(7) of the Act, and subsequently assigned pursuant to Section 12(2) of the Railways Act (2005) to the Train Operator defined as 'the "Train Operator"' (which track access contract is hereafter referred to as the "Contract").
- (B) The parties now propose to amend the Contract in the manner and on the terms described below.

**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 hrs on 1<sup>st</sup> April 2012.

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.

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 SCHEDULE 8**

Appendix 1 to Schedule 8 of the Track Access Contract shall be deleted and replaced with the table set out in Annex 1 to this Supplemental Agreement.

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. **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. **LAW**

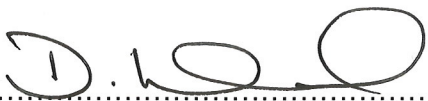
This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

8. **COUNTERPARTS**

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

**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.....



Print name.....

DAVE WARD

Duly authorised for and on behalf of

**NETWORK RAIL INFRASTRUCTURE LIMITED**

SIGNED by.....



Print name.....

NANOUKE VAN'T HOF

Duly authorised for and on behalf of

**ABELLIO GREATER ANGLIA LIMITED**

# ANNEX 1 –APPENDIX 1

## Appendix 1

A	B		C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate									
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB01	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	23	90	940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	London Liverpool Street	✕
Great Eastern	2010-11	✕														
	2011-12	✕										940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	Stratford	✕
Inners	2012-13	✕														
Off-Peak	2013-14	✕										940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	Romford	✕
												940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Gidea Park	✕
												940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Shenfield	✕
												940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Upminster	✕

## ANNEX 1 –APPENDIX 1

A	B		C	D	E	F	G	H	I	J	K	L		M	N	O	
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting	
	Performance Point		Payment Rate			Performance Point	Payment Rate										
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total								
EB01	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	8	90	940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	London Liverpool Street	✕	
Great Eastern	2010-11	✕											940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	Stratford	✕
Inners	2011-12	✕											940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Forward	Romford	✕
Peak	2012-13	✕											940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Gidea Park	✕
	2013-14	✕											940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Shenfield	✕
													940	Liv Street-Gidea Park/Shenfield/Romford/Upminster	Reverse	Upminster	✕

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Service	Network Rail				Train Operator				Cancellation	CAP	Service Code	Direction	Monitoring Point	Weighting

## ANNEX 1 –APPENDIX 1

Group	Performance Point		Payment Rate			Performance Point	Payment Rate			n Minutes						g
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB02 Southend And Southminster Off-Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	30	120	943	Liv Street - Wickford/Southminster/Southend Vic	Forward	London Liverpool Street	✕
	2010-11	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Forward	Stratford	✕
	2011-12	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Southend Victoria	✕
	2012-13	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Fambridge	✕
	2013-14	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Wickford	✕

# ANNEX 1 –APPENDIX 1

A	B		C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate									
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB02 Southend And Southminster Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	15	90	943	Liv Street - Wickford/Southminster/Southend Vic	Forward	London Liverpool Street	✕
	2010-11	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Forward	Stratford	✕
	2011-12	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Southend Victoria	✕
	2012-13	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Fambridge	✕
	2013-14	✕										943	Liv Street - Wickford/Southminster/Southend Vic	Reverse	Wickford	✕

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# ANNEX 1 –APPENDIX 1

Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate									
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB03 Great Eastern Outers Off-Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	30	120	926	Colchester - Sudbury	Forward	Marks Tey	✕
	2010-11	✕										926	Colchester - Sudbury	Reverse	Sudbury	✕
	2011-12	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	London Liverpool Street	✕
	2012-13	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Thorpe-Le-Soken	✕
	2013-14	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Manningtree	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Colchester	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Chelmsford	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Walton-On-Naze	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Harwich Town	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Colchester	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Chelmsford	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Braintree	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Clacton	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Ipswich	✕

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# ANNEX 1 –APPENDIX 1

Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate									
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB03 Great Eastern Outers Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	15	90	926	Colchester - Sudbury	Forward	Marks Tey	✕
	2010-11	✕										926	Colchester - Sudbury	Reverse	Sudbury	✕
	2011-12	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	London Liverpool Street	✕
	2012-13	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Thorpe-Le-Soken	✕
	2013-14	✕										939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Manningtree	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Colchester	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Forward	Chelmsford	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Walton-On-Naze	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Harwich Town	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Colchester	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Chelmsford	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Braintree	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Clacton	✕
												939	Liv St/Colchester- Braintree/Clacton/Won/Hwc/Ipswic	Reverse	Ipswich	✕

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
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Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point		Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate										
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total								
EB04 Anglia Inter City Off-Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	68	270	770	Liverpool Street - Harwich International & Ipswich	Forward	London Liverpool Street	✕	
	2010-11	✕										770	Liverpool Street - Harwich International & Ipswich	Reverse	Harwich International	✕	
	2011-12	✕										781	Liverpool Street - Norwich	Forward	London Liverpool Street	✕	
	2012-13	✕										781	Liverpool Street - Norwich	Forward	Ipswich	✕	
	2013-14	✕										781	Liverpool Street - Norwich	Reverse	Ipswich	✕	
												781	Liverpool Street - Norwich	Reverse	Norwich	✕	

## ANNEX 1 –APPENDIX 1

A	B		C	D	E	F	G	H	I	J	K	L		M	N		O
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point		Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate										
EB04 Anglia City Peak Inter	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	45	180	770	Liverpool Street - Harwich International & Ipswich	Forward	London Liverpool Street	✕	
	2010-11	✕										770	Liverpool Street - Harwich International & Ipswich	Reverse	Harwich International	✕	
	2011-12	✕										781	Liverpool Street - Norwich	Forward	London Liverpool Street	✕	
	2012-13	✕										781	Liverpool Street - Norwich	Forward	Ipswich	✕	
	2013-14	✕										781	Liverpool Street - Norwich	Reverse	Ipswich	✕	
												781	Liverpool Street - Norwich	Reverse	Norwich	✕	

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Service	Network Rail				Train Operator				Cancellation	CAP	Service Code	Direction	Monitoring Point	Weighting

# ANNEX 1 –APPENDIX 1

Group	Performance Point		Payment Rate			Performance Point	Payment Rate			n Minutes						g
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EB05	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	90	270	891	Ipswich - Saxmundham - Lowestoft	Forward	Ipswich	✕
Anglia Locals	2010-11	✕										891	Ipswich - Saxmundham - Lowestoft	Reverse	Lowestoft	✕
All Trains	2011-12	✕										893	Ipswich - Felixstowe	Forward	Ipswich	✕
	2012-13	✕										893	Ipswich - Felixstowe	Reverse	Felixstowe	✕
	2013-14	✕										894	Harwich P Qy - B St Edmunds / Cambridge - P/Boro	Forward	Bury St Edmunds	✕
												894	Harwich P Qy - B St Edmunds / Cambridge - P/Boro	Forward	Ipswich	✕
												894	Harwich P Qy - B St Edmunds / Cambridge - P/Boro	Reverse	Bury St Edmunds	✕
												894	Harwich P Qy - B St Edmunds / Cambridge - P/Boro	Reverse	Peterborough	✕
												894	Harwich P Qy - B St Edmunds / Cambridge - P/Boro	Reverse	Cambridge	✕
												895	Norwich - Lowestoft	Forward	Norwich	✕
												895	Norwich - Lowestoft	Reverse	Lowestoft	✕
												896	Norwich - Acle / Reedham - Great Yarmouth	Forward	Norwich	✕
												896	Norwich - Acle / Reedham - Great Yarmouth	Reverse	Great Yarmouth	
												897	Norwich - Cromer / Sheringham	Forward	Norwich	
												897	Norwich - Cromer / Sheringham	Reverse	Cromer	
												899	Norwich - Cambridge	Forward	Ely	
												899	Norwich - Cambridge	Forward	Cambridge	
												899	Norwich - Cambridge	Reverse	Ely	
												899	Norwich - Cambridge	Reverse	Norwich	

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A	B		C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate			Performance Point	Payment Rate										
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total								
EB06 West Anglia Outers Off Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	45	180	911	Stansted Express	Forward	London Liverpool Street	✕
	2010-11	✕												Forward	Stratford	✕
	2011-12	✕										911	Stansted Express	Reverse	Stansted Airport	✕
	2012-13	✕										913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Forward	London Liverpool Street	✕
	2013-14	✕										913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Forward	Stratford	✕
												913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Reverse	Bishops Stortford	✕
												913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Reverse	Cambridge	✕
												915	Cambridge - Kings Lynn	Forward	Cambridge	✕
												915	Cambridge - Kings Lynn	Forward	Ely	✕
												915	Cambridge - Kings Lynn	Reverse	Ely	✕
												915	Cambridge - Kings Lynn	Reverse	Kings Lynn	✕

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A	B		C	D	E	F	G	H	I	J	K	L		M	N		O	
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point		Weighting	
	Performance Point		Payment Rate			Performance Point	Payment Rate											
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total									
EB06 West Anglia Outers Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	30	120	911	Stansted Express	Forward	London	Liverpool Street	✕	
	2010-11	✕												Forward		Stratford	✕	
	2011-12	✕											911	Stansted Express	Reverse		Stansted Airport	✕
	2012-13	✕											913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Forward	London	Liverpool Street	✕
	2013-14	✕											913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Forward		Stratford	✕
													913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Reverse		Bishops Stortford	✕
													913	Liverpool Street/Stratford - Bishops Stortford - Cambridge	Reverse		Cambridge	✕
													915	Cambridge - Kings Lynn	Forward		Cambridge	✕
													915	Cambridge - Kings Lynn	Forward		Ely	✕
													915	Cambridge - Kings Lynn	Reverse		Ely	✕
													915	Cambridge - Kings Lynn	Reverse		Kings Lynn	✕

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A	B		C	D	E	F	G	H	I	J	K	L		M	N		O	
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point		Weighting	
	Performance Point		Payment Rate			Performance Point	Payment Rate											
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total									
EB07 West Anglia Inners Off Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	45	180	910	Liverpool Street - Chingford	Forward	London	Liverpool Street	✕	
	2010-11	✕											910	Liverpool Street - Chingford	Reverse	Chingford		
	2011-12	✕											912	Liverpool Street - Enfield Town & Cheshunt	Forward	London	Liverpool Street	✕
	2012-13	✕											912	Liverpool Street - Enfield Town & Cheshunt	Reverse	Enfield Town	✕	
	2013-14	✕											912	Liverpool Street - Enfield Town & Cheshunt	Reverse	Cheshunt	✕	
													920	Liverpool Street/Stratford - Hertford East	Forward	London	Liverpool Street	✕
													920	Liverpool Street/Stratford - Hertford East	Forward	Stratford	✕	
													920	Liverpool Street/Stratford - Hertford East	Reverse	Hertford East	✕	

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Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point		Weighting
	Performance Point		Payment Rate			Performance Point	Payment Rate										
			MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total								
EB07 West Anglia Inners Peak	2009-10	✕	✕	✕	✕	✕	✕	✕	✕	30	120	910	Liverpool Street - Chingford	Forward	London	Liverpool Street	✕
	2010-11	✕										910	Liverpool Street - Chingford	Reverse	Chingford		✕
	2011-12	✕										912	Liverpool Street - Enfield Town & Cheshunt	Forward	London	Liverpool Street	✕
	2012-13	✕										912	Liverpool Street - Enfield Town & Cheshunt	Reverse	Enfield Town		✕
	2013-14	✕										912	Liverpool Street - Enfield Town & Cheshunt	Reverse	Cheshunt		✕
												920	Liverpool Street/Stratford - Hertford East	Forward	London	Liverpool Street	✕
												920	Liverpool Street/Stratford - Hertford East	Forward	Stratford		✕
												920	Liverpool Street/Stratford - Hertford East	Reverse	Hertford East		✕