

FORTY THIRD SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

FIRST CAPITAL CONNECT LIMITED

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 09 February 2006

CONTENTS

1.	INTERPRETATION	1
2.	OFFICE OF RAIL REGULATION - GENERAL APPROVAL.....	1
3.	EFFECTIVE DATE AND TERM.....	1
4.	AMENDMENTS TO THE CONTRACT	2
5.	EFFECTS OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT.....	2
6.	THIRD PARTY RIGHTS	2
7.	LAW	2
8.	COUNTERPARTS.....	2

THIS FORTY THIRD SUPPLEMENTAL AGREEMENT is dated 15 March 2012 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Kings Place 90 York Way, London N1 9AG ("Network Rail"); and
- (2) **FIRST CAPITAL CONNECT LIMITED**, a company registered in England under number 5281077, having its registered office at 50 Eastbourne Terrace, Paddington, London W2 6LX (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 09 February 2006 in a form approved pursuant to Section 18(7) of the Act, as amended by various supplemental agreements each in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties propose to enter into this Supplemental Agreement in order to amend Appendix 1 of Schedule 8 within the Track Access Contract.

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; and
- (B) "Effective Date" means: 0200, 04 March 2012.

2. **ORR GENERAL APPROVAL**

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

3. **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 at the Expiry Date or earlier termination of the Contract.

4. **AMENDMENTS TO THE CONTRACT**

- 4.1 Appendix 1 of schedule 8, in relation to Service Group EG04 peak, shall be deleted in its entirety and replaced by a new Appendix 1 for EGO4 peak as set out in Annex A to this supplemental agreement.
- 4.2 Appendix 1 of schedule 8, in relation to Service Group EG04 off peak, shall be deleted in its entirety and replaced by a new Appendix 1 for EGO4 off peak as set out in Annex B to this supplemental agreement.
- 4.3 Appendix 1 of schedule 8, in relation to Service Group EG05 peak, shall be deleted in its entirety and replaced by a new Appendix 1 for EGO5 peak as set out in Annex C to this supplemental agreement.
- 4.4 Appendix 1 of schedule 8, in relation to Service Group EG05 off peak, shall be deleted in its entirety and replaced by a new Appendix 1 for EGO5 off peak as set out in Annex D to this supplemental agreement.

5. **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.

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 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.

SIGNED by _____)
 _____)
 duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

SIGNED by _____)
 _____)
 duly authorised for and on behalf of _____)
FIRST CAPITAL CONNECT LIMITED _____)

3

Annex A

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 (Mins)	Payment Rate			Performance Point (Mins)	Payment Rate										
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total								
EG04 Northern Inners Peak	2009/10	1.0455	£2,027.06	£0.00	£2,027.06	0.8902	£12.71	£0.00	£12.71	30	120	713	Moorgate/King's X – Welwyn GC	Forward	London King's Cross	0.0348
	2010/11	0.9894										713	Moorgate/King's X – Welwyn GC	Forward	Finsbury Park	0.0735
	2011/12	0.9563										713	Moorgate/King's X – Welwyn GC	Forward	Moorgate East (GN)	0.0123
	2012/13	0.9199										713	Moorgate/King's X – Welwyn GC	Reverse	Welwyn Garden City	0.1704
	2013/14	0.8907										713	Moorgate/King's X – Welwyn GC	Forward	Old Street	0.0498
												714	Moorgate/King's X – Hertford North - Letchworth	Forward	London King's Cross	0.0364
												714	Moorgate/King's X – Hertford North - Letchworth	Forward	Moorgate East (GN)	0.0217
												714	Moorgate/King's X – Hertford North - Letchworth	Forward	Finsbury Park	0.1472
												714	Moorgate/King's X – Hertford North - Letchworth	Forward	Old Street	0.1242
												714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Hertford North	0.0515
												714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Gordon Hill	0.2713
												714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Letchworth Garden City	0.0029
												714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Stevenage	0.0040

Notes:

1. Peak: Trains arriving at London King's Cross, Moorgate or Old Street between 0700 and 0959 Monday to Friday (inclusive), or departing from London King's Cross, Moorgate or Old Street between 1600 and 1859 Monday to Friday (inclusive).

Annex B

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 (Mins)	Payment Rate			Performance Point (Mins)	Payment Rate									
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EG04 Inners Off-Peak	2009/10 0.9033	£2,140.69	£0.00	£2,140.69	0.4732	£39.74	£0.00	£39.74	45	180	713	Moorgate/King's X – Welwyn GC	Forward	London King's Cross	0.0162
	2010/11 0.8622										713	Moorgate/King's X – Welwyn GC	Forward	Finsbury Park	0.0986
	2011/12 0.8374										713	Moorgate/King's X – Welwyn GC	Forward	Moorgate East (GN)	0.0838
	2012/13 0.8087										713	Moorgate/King's X – Welwyn GC	Reverse	Welwyn Garden City	0.1986
	2013/14 0.7859										714	Moorgate/King's X – Hertford North - Letchworth	Forward	King's Cross	0.0266
											714	Moorgate/King's X – Hertford North - Letchworth	Forward	Moorgate East (GN)	0.1235
											714	Moorgate/King's X – Hertford North - Letchworth	Forward	Finsbury Park	0.1513
											714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Hertford North	0.0634
											714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Gordon Hill	0.2118
											714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Letchworth Garden City	0.0105
										714	Moorgate/King's X – Hertford North - Letchworth	Reverse	Stevenage	0.0157	

Notes:

1. Peak: Trains arriving at London King's Cross or Moorgate between 0700 and 0959 Monday to Friday (inclusive), or departing from London King's Cross or Moorgate between 1600 and 1859 Monday to Friday (inclusive).

Annex C

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 (Mins)	Payment Rate									
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EG05	2009/10 1.1134	£4,443.79	£0.00	£4,443.79	0.5578	£519.52	£0.00	£519.52	30	120	715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Ely	0.0035
Northen	2010/11 1.0518										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Cambridge	0.0099
Outers	2011/12 1.0159										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Royston	0.0014
Peak	2012/13 0.9770										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	London King's Cross	0.1177
	2013/14 0.9459										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	King's Lynn	0.0051
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Ely	0.0061
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Cambridge	0.0633
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Royston	0.0558
											716	King's X - Letchworth/Royston/Cambridge (slow)	Forward	Royston	0.0017
											716	King's X - Letchworth/Royston/Cambridge (slow)	Forward	London King's Cross	0.2059
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Letchworth Garden City	0.1891
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Royston	0.0111
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Cambridge	0.0075
											717	King's X-Huntingdon/Peterborough	Forward	London King's Cross	0.1609
											717	King's X-Huntingdon/Peterborough	Reverse	Hitchin	0.0637
											717	King's X-Huntingdon/Peterborough	Reverse	Huntingdon	0.0903
											717	King's X-Huntingdon/Peterborough	Reverse	Peterborough	0.0070

Notes:

1. Peak: Trains arriving at London King's Cross or Moorgate between 0700 and 0959 Monday to Friday (inclusive), or departing from London King's Cross or Moorgate between 1600 and 1859 Monday to Friday (inclusive).

Annex D

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 (Mins)	Payment Rate									
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
EG05 Northern Outers Off-Peak	2009/10 1.2092	£6,358.25	£0.00	£6,358.25	0.4086	£2,089.35	£0.00	£2,089.39	45	180	715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Ely	0.0122
	2010/11 1.1430										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Cambridge	0.0247
	2011/12 1.1040										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	Royston	0.0004
	2012/13 1.0613										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Forward	London King's Cross	0.0988
	2013/14 1.0272										715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Royston	0.0130
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Cambridge	0.0861
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	Ely	0.0150
											715	King's X - Cambridge (fast)/Ely/Kings Lynn	Reverse	King's Lynn	0.0203
											716	King's X - Letchworth/Royston/Cambridge (slow)	Forward	Royston	0.0122
											716	King's X - Letchworth/Royston/Cambridge (slow)	Forward	London King's Cross	0.1885
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Letchworth Garden City	0.1384
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Royston	0.0218
											716	King's X - Letchworth/Royston/Cambridge (slow)	Reverse	Cambridge	0.0405
											717	King's X-Huntingdon/Peterborough	Forward	London King's Cross	0.1640
											717	King's X-Huntingdon/Peterborough	Reverse	Hitchin	0.0820
											717	King's X-Huntingdon/Peterborough	Reverse	Huntingdon	0.0597
											717	King's X-Huntingdon/Peterborough	Reverse	Peterborough	0.0224

Notes:

1. Peak: Trains arriving at London King's Cross, Moorgate or Old Street between 0700 and 0959 Monday to Friday (inclusive), or departing from London King's Cross, Moorgate or Old Street between 1600 and 1859 Monday to Friday (inclusive)

