

30th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

**relating to amendments to the Track Access Contract
(Passenger Services) dated 11 November 2007**

CONTENTS

Clause	Page No.
1. INTERPRETATION	3
2. EFFECTIVE DATE AND TERM	3
3. ORR GENERAL APPROVAL	3
4. AMENDMENTS TO THE CONTRACT	4
5. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	4
6. LAW	4
7. THIRD PARTY RIGHTS	4
8. COUNTERPARTS	4

THIS 30th SUPPLEMENTAL AGREEMENT is dated the 14 August 2013 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) **XC Trains Limited**, a company registered in England under number 04402048 having its registered office at C/O Arriva PLC, 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP (the "**Train Operator**").

WHEREAS

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 11 November 2007 as amended by various Supplemental Agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) The parties wish to amend Schedule 8 of the Contract in the manner and on the terms described below, this being an amendment to the Contract of the kind specified in paragraph 12 of the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

IT IS HEREBY AGREED as follows:

1 INTERPRETATION

- 1.1 In this Supplemental Agreement, unless the context otherwise requires, 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 00:01 on 18 August 2013

2 EFFECTIVE DATE AND TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry of the Contract.

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 THE CONTRACT

Appendix 1 of Schedule 8 will be deleted and replaced in entirety with the version set out as an appendix to this Supplemental Agreement.

The parties are seeking to make this amendment in order to adjust the values in columns B and F of Appendix 1 to neutralise the impact of changes made to berthing offsets.

5 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.

6 LAW

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

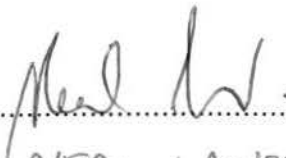
7 THIRD PARTY RIGHTS

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.

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 of which 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 NEAL LAWSON

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by 

Print name ANDREW COOPER

Duly authorised for and on behalf of

XC TRAINS LIMITED

Appendix 1 4TH; 7TH; 11TH; 12TH;16TH; 23RD: 25TH: 27TH: 28TH: 30TH

A	B		C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Performance Point		Network Rail			Performance Point	Train Operator			Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
			Payment Rate				Payment Rate									
	MRE	Societal Rate	Total	Train Operator Rate	Passenger Charter Rate	Total										
EH01	2009-10	✗	✗		✗	✗	✗	✗	60	180	180	Cross Country Inter City	Forward	Aberdeen	✗	
Cross Country Inter City	2010-11	✗			✗						180	Cross Country Inter City	Forward	Birmingham New Street	✗	
All Trains	2011-12	✗			✗						180	Cross Country Inter City	Forward	Bristol Temple Meads	✗	
	2012-13	✗			✗						180	Cross Country Inter City	Forward	Edinburgh	✗	
	2013-14	✗			✗						180	Cross Country Inter City	Forward	Glasgow Central	✗	
											180	Cross Country Inter City	Forward	Leeds	✗	
											180	Cross Country Inter City	Forward	Newton Abbot	✗	
											180	Cross Country Inter City	Forward	Manchester Piccadilly	✗	
											180	Cross Country Inter City	Forward	Newcastle	✗	
											180	Cross Country Inter City	Forward	Plymouth	✗	
											180	Cross Country Inter City	Forward	Reading	✗	
											180	Cross Country Inter City	Forward	Sheffield	✗	
											180	Cross Country Inter City	Forward	Cheltenham Spa	✗	
											180	Cross Country Inter City	Forward	York	✗	
											180	Cross Country Inter City	Forward	Southampton Central	✗	
											180	Cross Country Inter City	Forward	Leamington Spa	✗	
											180	Cross Country Inter City	Forward	Birmingham International	✗	
											180	Cross Country Inter City	Forward	Wolverhampton	✗	
											180	Cross Country Inter City	Forward	Stoke-on-Trent	✗	
											180	Cross Country Inter City	Forward	Stockport	✗	
											180	Cross Country Inter City	Forward	Derby	✗	
											180	Cross Country Inter City	Forward	Doncaster	✗	
											180	Cross Country Inter City	Forward	Motherwell	✗	
											180	Cross Country Inter City	Forward	Dundee	✗	
											180	Cross Country Inter City	Reverse	Birmingham New Street	✗	
											180	Cross Country Inter City	Reverse	Bournemouth	✗	
											180	Cross Country Inter City	Reverse	Bristol Temple Meads	✗	
											180	Cross Country Inter City	Reverse	Cardiff Central	✗	
											180	Cross Country Inter City	Reverse	Edinburgh	✗	
											180	Cross Country Inter City	Reverse	Exeter St Davids	✗	
											180	Cross Country Inter City	Reverse	Paignton	✗	
											180	Cross Country Inter City	Reverse	Penzance	✗	
											180	Cross Country Inter City	Reverse	Plymouth	✗	
											180	Cross Country Inter City	Reverse	Reading	✗	
											180	Cross Country Inter City	Reverse	Sheffield	✗	
											180	Cross Country Inter City	Reverse	York	✗	
											180	Cross Country Inter City	Reverse	Dunbar	✗	
											180	Cross Country Inter City	Reverse	Newcastle	✗	
											180	Cross Country Inter City	Reverse	Leeds	✗	
											180	Cross Country Inter City	Reverse	Doncaster	✗	
											180	Cross Country Inter City	Reverse	Derby	✗	
											180	Cross Country Inter City	Reverse	Stoke-on-Trent	✗	
											180	Cross Country Inter City	Reverse	Wolverhampton	✗	
											180	Cross Country Inter City	Reverse	Birmingham International	✗	
											180	Cross Country Inter City	Reverse	Leamington Spa	✗	
											180	Cross Country Inter City	Reverse	Guildford	✗	
											180	Cross Country Inter City	Reverse	Southampton Central	✗	
											180	Cross Country Inter City	Reverse	Cheltenham Spa	✗	
											180	Cross Country Inter City	Reverse	Newquay	✗	

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							
EH02	2009-10	✗	✗		✗	✗	✗	✗	✗	90	270	268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Forward	Birmingham New Street	✗
Cross Country Local & Provincial	2010-11	✗				✗						268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Forward	Leicester	✗
All Trains	2011-12	✗				✗						268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Forward	Peterborough	✗
	2012-13	✗				✗						268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Forward	Cambridge	✗
	2013-14	✗				✗						268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Forward	Nuneaton	✗
												268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Reverse	Cambridge	✗
												268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Reverse	Leicester	✗
												268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Reverse	Peterborough	✗
												268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Reverse	Stansted Airport	✗
												268	Birmingham New Street - Leicester - Cambridge - Stansted Airport	Reverse	Nuneaton	✗
												260	Birmingham New Street - Leicester (Local services)	Forward	Birmingham New Street	✗
												260	Birmingham New Street - Leicester (Local services)	Forward	Nuneaton	✗
												260	Birmingham New Street - Leicester (Local services)	Reverse	Leicester	✗
												260	Birmingham New Street - Leicester (Local services)	Reverse	Nuneaton	✗
												333	Cardiff Central - Birmingham - Nottingham	Forward	Birmingham New Street	✗
												333	Cardiff Central - Birmingham - Nottingham	Forward	Cardiff Central	✗
												333	Cardiff Central - Birmingham - Nottingham	Forward	Derby	✗
												333	Cardiff Central - Birmingham - Nottingham	Forward	Gloucester	✗
												333	Cardiff Central - Birmingham - Nottingham	Reverse	Birmingham New Street	✗
												333	Cardiff Central - Birmingham - Nottingham	Reverse	Derby	✗
												333	Cardiff Central - Birmingham - Nottingham	Reverse	Nottingham	✗
												333	Cardiff Central - Birmingham - Nottingham	Reverse	Newport	✗
												333	Cardiff Central - Birmingham - Nottingham	Reverse	Gloucester	✗

APPENDIX 2

Not used