

Sixteenth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

XC TRAINS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 8 August 2017

CONTENTS

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

THIS SIXTEENTH SUPPLEMENTAL AGREEMENT is dated 1/04/2021 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("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) 8 August 2017 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: 00:00hrs on 1st April 2021**
- (C)

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 SCHEDULE 8**

- 4.1 Appendix 1 of schedule 8, shall be deleted in its entirety and replaced by a new Appendix 1 as set out in Appendix A 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.

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

) Henry Bates, Head of National Passenger Operators

SIGNED by

)



)

duly authorised for and on behalf of

)

XC TRAINS LIMITED

) Tom Joyner, Managing Director

Appendix A

Appendix 1 to Schedule 8

A	B	C	D	E	F	G	H		I	J	K
Service Group	Network Rail		TOC		Cancellation Minutes	Cap	Service code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate	Performance Point	Payment Rate							
EH01 CrossCountry Inter City All Trains	2019-20 [redacted]	[redacted]	[redacted]	[redacted]	68	180	180	CrossCountry Inter City	Forward	ABERDEEN	[redacted]
	2020-21 [redacted]						180	CrossCountry Inter City	Forward	EDINBURGH	[redacted]
	2021-22 [redacted]						180	CrossCountry Inter City	Forward	GLASGOW CENTRAL	[redacted]
	2022-23 [redacted]						180	CrossCountry Inter City	Forward	NEWCASTLE	[redacted]
	2023-24 [redacted]						180	CrossCountry Inter City	Forward	YORK	[redacted]
		[redacted]	[redacted]	[redacted]	68	180	180	CrossCountry Inter City	Forward	LEEDS	[redacted]
							180	CrossCountry Inter City	Forward	SHEFFIELD	[redacted]
							180	CrossCountry Inter City	Forward	MANCHESTER PICCADILLY	[redacted]
							180	CrossCountry Inter City	Forward	BIRMINGHAM NEW STREET	[redacted]
							180	CrossCountry Inter City	Forward	READING	[redacted]
							180	CrossCountry Inter City	Forward	BRISTOL TEMPLE MEADS	[redacted]

							180	CrossCountry Inter City	Forward	PLYMOUTH	[redacted]
							180	CrossCountry Inter City	Forward	NEWTON ABBOT	[redacted]
							180	CrossCountry Inter City	Forward	CHELTENHAM SPA	[redacted]
							180	CrossCountry Inter City	Forward	SOUTHAMPTON CENTRAL	[redacted]
							180	CrossCountry Inter City	Forward	LEAMINGTON SPA	[redacted]
							180	CrossCountry Inter City	Forward	BIRMINGHAM INTERNATIONAL	[redacted]
							180	CrossCountry Inter City	Forward	WOLVERHAMPTON	[redacted]
							180	CrossCountry Inter City	Forward	STOKE-ON-TRENT	[redacted]
							180	CrossCountry Inter City	Forward	STOCKPORT	[redacted]
							180	CrossCountry Inter City	Forward	DERBY	[redacted]
							180	CrossCountry Inter City	Forward	DONCASTER	[redacted]
							180	CrossCountry Inter City	Forward	MOTHERWELL	[redacted]
							180	CrossCountry Inter City	Forward	DUNDEE	[redacted]
							180	CrossCountry Inter City	Reverse	EDINBURGH	[redacted]

							180	CrossCountry Inter City	Reverse	YORK	[redacted]
							180	CrossCountry Inter City	Reverse	SHEFFIELD	[redacted]
							180	CrossCountry Inter City	Reverse	BIRMINGHAM NEW STREET	[redacted]
							180	CrossCountry Inter City	Reverse	READING	[redacted]
							180	CrossCountry Inter City	Reverse	BRISTOL TEMPLE MEADS	[redacted]
							180	CrossCountry Inter City	Reverse	EXETER ST DAVIDS	[redacted]
							180	CrossCountry Inter City	Reverse	PAIGNTON	[redacted]
							180	CrossCountry Inter City	Reverse	PLYMOUTH	[redacted]
							180	CrossCountry Inter City	Reverse	PENZANCE	[redacted]
							180	CrossCountry Inter City	Reverse	BOURNEMOUTH	[redacted]
							180	CrossCountry Inter City	Reverse	CARDIFF CENTRAL	[redacted]
							180	CrossCountry Inter City	Reverse	DUNBAR	[redacted]
							180	CrossCountry Inter City	Reverse	NEWCASTLE	[redacted]
							180	CrossCountry Inter City	Reverse	LEEDS	[redacted]

							180	CrossCountry Inter City	Reverse	DONCASTER	[redacted]
							180	CrossCountry Inter City	Reverse	DERBY	[redacted]
							180	CrossCountry Inter City	Reverse	STOKE-ON-TRENT	[redacted]
							180	CrossCountry Inter City	Reverse	WOLVERHAMPTON	[redacted]
							180	CrossCountry Inter City	Reverse	BIRMINGHAM INTERNATIONAL	[redacted]
							180	CrossCountry Inter City	Reverse	LEAMINGTON SPA	[redacted]
							180	CrossCountry Inter City	Reverse	GUILDFORD	[redacted]
							180	CrossCountry Inter City	Reverse	SOUTHAMPTON CENTRAL	[redacted]
							180	CrossCountry Inter City	Reverse	CHELTENHAM SPA	[redacted]
							180	CrossCountry Inter City	Reverse	NEWQUAY	[redacted]
EH02 CrossCountry Local & Provincial All Trains	2019-20 [redacted] 2020-21 [redacted] 2021-22 [redacted] 2022-23 [redacted] 2023-24 [redacted]	[redacted]	[redacted]	[redacted]	69	270	260	Birmingham New Street - Leicester (Locals)	Forward	BIRMINGHAM NEW STREET	[redacted]
							260	Birmingham New Street - Leicester	Forward	NUNEATON	[redacted]

								(Locals)			
							260	Birmingham New Street - Leicester (Locals)	Reverse	LEICESTER	[redacted]
							260	Birmingham New Street - Leicester (Locals)	Reverse	NUNEATON	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Forward	BIRMINGHAM NEW STREET	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Forward	LEICESTER	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Forward	PETERBOROUGH	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Forward	NUNEATON	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Forward	CAMBRIDGE	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Reverse	CAMBRIDGE	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-Stansted	Reverse	LEICESTER	[redacted]
							268	Birmingham N Street-Leicester-Cambridge-	Reverse	PETERBOROUGH	[redacted]

								Stansted			
							268	Birmingham N Street- Leicester-Cambridge- Stansted	Reverse	STANSTED AIRPORT	[redacted]
							268	Birmingham N Street- Leicester-Cambridge- Stansted	Reverse	NUNEATON	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Forward	BIRMINGHAM NEW STREET	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Forward	CARDIFF CENTRAL	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Forward	DERBY	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Forward	GLOUCESTER	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Reverse	BIRMINGHAM NEW STREET	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Reverse	DERBY	[redacted]
							333	Cardiff Central - Birmingham - Nottingham	Reverse	NOTTINGHAM	[redacted]
							333	Cardiff Central - Birmingham -	Reverse	NEWPORT	[redacted]

								Nottingham			
							333	Cardiff Central - Birmingham - Nottingham	Reverse	GLOUCESTER	[redacted]