

81st SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

LONDON & SOUTH EASTERN RAILWAY LIMITED

**Relating to amendments to the Track Access Contract
(Passenger Services) dated 06 December 2007**

THIS 81st SUPPLEMENTAL AGREEMENT is dated
between:

and made

(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) **LONDON & SOUTH EASTERN RAILWAY LIMITED**, a company registered in England and Wales under company number 04860660, having its registered office at 3rd Floor, 41-51 Grey Street, Newcastle Upon Tyne, Tyne & Wear, NE1 6EE (the "**Train Operator**").

Background:

(A) The parties entered into a Track Access Contract (Passenger Services) dated 06 December 2007 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

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.

"Effective Date" means the date on which the Office of Rail and Road issues its approval pursuant to the terms of this 81st Supplemental Agreement

2. EFFECTIVE DATE AND TERM

2.1 The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall continue until the expiry of the contract.

2.2 Notwithstanding the Effective Date, for billing purposes the amendment made by this supplemental agreement shall be applied retrospectively from the date that the Train Operator first operates the relevant Class 707 units.

3. AMENDMENTS TO SCHEDULE 7 OF THE CONTRACT

In Schedule 7 to the Contract, in Appendix 7D (Metered Trains), additional entries shall be inserted at the end of the table as shown in Appendix 1 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 law 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

PRINT NAMEiona Taylor

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BYDocuSigned by:
Felix Beeson
0E563D6928F84A5.....

PRINT NAMEFelix Beeson

Duly authorised for and on behalf of

LONDON & SOUTH EASTERN RAILWAY LIMITED

Appendix 1

APPENDIX 7D

Train Type	Train ID	Traction Type
707	707001	DC
707	707002	DC
707	707011	DC
707	707012	DC
707	707013	DC
707	707014	DC
707	707015	DC
707	707016	DC
707	707017	DC
707	707018	DC
707	707019	DC
707	707020	DC

Train Type	Train ID	Traction Type
707	707021	DC
707	707022	DC
707	707023	DC
707	707024	DC
707	707025	DC
707	707026	DC
707	707027	DC
707	707028	DC
707	707029	DC
707	707030	DC