

Seventeenth 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 9 November 2007

CONTENTS

1. INTERPRETATION 1

2. OFFICE OF RAIL AND ROAD - GENERAL APPROVAL..... 1

3. EFFECTIVE DATE AND TERM..... 1

4. AMENDMENTS TO SCHEDULE 5..... 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 SEVENTEENTH SUPPLEMENTAL AGREEMENT is dated 28/10/2021 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) 9 November 2007 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 Table 2.1 and Table 2.3 of Schedule 5 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: 02:00hrs on the Principal Change Date 2021

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 5**

4.1 Table 2.1 of schedule 5, shall be deleted in its entirety and replaced by a new Table 2.1 as set out in Appendix A to this supplemental agreement.

4.2 Table 2.3 of schedule 5, shall be deleted in its entirety and replaced by a new Table 2.3 as set out in Appendix B 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**

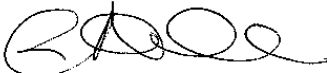
This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

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

) 
)
)
) Julie Dale, Customer Relationship Executive
) 22/10/2021

SIGNED by
duly authorised for and on behalf of
XC TRAINS LIMITED

) 
)
) Gill Ingham, Finance and Fleet Director
) 27/10/2021

Appendix A

Table 2.1 of Schedule 5

Table 2.1: Passenger Train Slots ^{1st, 4th, 5th, 6th, 11th, 13th, 16h, 17th}

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Penzance	Plymouth	Direct	1.1	22180012	HST 2+7	4	4	4	3	3
Newquay	Plymouth	Direct	1.2	22180012	HST 2+7	0	0	3	0	1
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.3a	22180012 & 22180013	HST 2+7	15	15	12	12	12
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare	1.3b	22180012 & 22180013	221	0	0	1	1	1
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.4a	22180012 & 22180013	HST 2+7	2	2	5	1	1
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare	1.4b	22180012 & 22180013	221	2	1	1	1	1
Exeter St. Davids	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.5	22180012 & 22180013	221	4	1	0	0	0
Cardiff Central	Bristol Temple Meads	Newport (Gwent), Severn Tunnel Junction	1.6	22180012 & 22180013	221	0	1	2	0	0
Bristol Temple Meads	Birmingham New Street	Abbotswood Junction, Barnt Green	1.7	22180012 & 22180013	HST 2+7	31	29	29	21	21
Bath Spa	Bristol Temple Meads	Direct	1.8	22180012	221	1	0	0	0	0
Bournemouth	Reading	Direct	1.9	22180010	221	14	15	15	11	11

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Southampton Central	Reading	Direct	1.10	22180010 & 22180011	221	8	8	8	1	1
Guildford	Reading	Direct	1.12	22180011	221	1	1	1	1	1
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221	17	17	17	22	22
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	15	15	15	1	1
Birmingham New Street	Manchester Picadilly	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport	1.14	22180014	221	31	32	32	22	22
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Crewe, Wilmslow, Stockport	1.15	22180014	221	1	1	1	0	0
Birmingham New Street	Leeds	Tamworth, Sheffield, Clay Cross Tunnel, Chesterfield, Swinton, Wakefield Westgate	1.16	22180008 & 22180009	HST 2+8	17	16	17	14	14

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New Street	Leeds	Swinton, Doncaster, Wakefield Westgate and the ECML	1.17	22180008 & 22180009	221	1	1	1	1	1
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	221	1	1	1	0	0
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	13	13	13	7	7
Birmingham New Street	Derby	Direct	1.56	22180008 & 22180009	221	0	1	0	0	0
Sheffield	Leeds	Swinton, Wakefield Westgate	1.20	22180008	221	0	0	0	1	1
Derby	Newcastle	Sheffield, Swinton, Hambleton North Junction and the ECML	1.21	22180008 & 22180009	221	1	1	1	0	0

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Derby	Nottingham	Direct	1.22	22180010	222	1	0	0	0	0
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	1.23	22180008 & 22180009	HST 2+8	14	14	14	13	13
Leeds	York	Direct	1.23a	22180008	HST 2+8	0	1	1	1	1
Newcastle	Edinburgh Waverley	Direct	1.24	22180008	HST 2+8	15	14	14	14	14
Edinburgh Waverley	Glasgow Central	Motherwell	1.26	22180008	HST 2+7	9	9	9	7	7
Edinburgh Waverley	Dundee	Direct	1.27	22180008	HST 2+7	1	1	1	0	0
Edinburgh Waverley	Aberdeen	Direct	1.28	22180008	221	1	1	1	2	2
Dundee	Aberdeen	Direct	1.29	22180008	221	1	1	1	0	0
Aberdeen	Edinburgh Waverley	Direct	1.30	22180008	221	2	2	2	2	2
Dundee	Edinburgh Waverley	Direct	1.31	22180008	221	1	1	1	0	0
Glasgow Central	Edinburgh Waverley	Motherwell	1.32	22180008	HST 2+7	9	9	9	7	7
Edinburgh Waverley	Newcastle	Direct	1.33	22180008	HST 2+7	15	14	14	12	12
Newcastle	Leeds	The ECML, Church Fenton, Micklefield	1.34	22180008 & 22180009	HST 2+8	15	15	14	11	11

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	13	13	13	7	7
York	Leeds	Church Fenton, Micklefield	1.36	22180008	221	1	1	2	1	1
Leeds	Birmingham New Street	Wakefield Westgate, Doncaster, Swinton	1.37	22180008 & 22180009	221	0	0	0	3	3
Leeds	Birmingham New Street	Wakefield Westgate, Swinton, Chesterfield, Clay Cross Tunnel, Sheffield, Tamworth	1.38	22180008 & 22180009	HST 2+8	17	17	17	11	11
Sheffield	Birmingham New Street	Tamworth	1.39	22180008 & 22180009	221	0	0	1	1	1
Nottingham	Birmingham New Street	Direct	1.40	22180010	221	1	1	1	0	0
Derby	Birmingham New Street	Direct	1.41	22180008 & 22180009	221	1	2	1	1	1

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Manchester Piccadilly	Birmingham New Street	Stockport, Macclesfield, Stoke on Trent, Stafford, Wolverhampton	1.42	22180014	221	29	31	31	21	21
Manchester Piccadilly	Birmingham New Street	Stockport, Wilmslow, Crewe, Stafford Wolverhampton	1.43	22180014	221	3	1	1	1	1
Birmingham New Street	Reading (via Solihull)	Solihull, Leamington Spa, Heyford, Oxford	1.44a	22180010 & 22180011	221	15	15	15	4	4
Birmingham New Street	Reading (via Coventry)	Coventry, Leamington Spa, Heyford, Oxford	1.44b	22180010 & 22180011	221	17	16	16	18	18
Reading	Guildford	Direct	1.45	22180011	221	1	1	1	1	1
Reading	Southampton	Direct	1.46	22180010	221	7	7	7	1	1
Reading	Bournemouth	Direct	1.47	22180010	221	15	15	15	12	12
Birmingham New Street	Bristol Temple Meads	Barnt Green, Abbotswood Junction	1.48	22180012 & 22180013	HST 2+7	31	30	30	23	23
Bristol Temple Meads	Cardiff Central	Severn Tunnel Junction, Newport (Gwent)	1.49	22180012 & 22180013	221	2	1	1	0	0
Bristol Temple Meads	Paignton	Weston Super Mare, Taunton	1.50a	22180012 & 22180013	221	1	1	1	0	1

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bristol Temple Meads	Paignton	Weston Super Mare avoiding line, Taunton	1.50b	22180012 & 22180013	HST 2+7	2	2	4	1	1
Bristol Temple Meads	Plymouth	Weston Super Mare avoiding line, Taunton	1.51a	22180012 & 22180013	HST 2+7	16	16	14	14	14
Bristol Temple Meads	Plymouth	Weston Super Mare, Taunton	1.51b	22180012 & 22180013	221	0	0	0	1	0
Bristol Temple Meads	Exeter St. Davids	Weston Super Mare avoiding line, Taunton	1.52	22180012 & 22180013	221	4	1	0	0	0
Plymouth	Newquay	Direct	1.53	22180012 & 22180013	HST 2+7	0	0	3	0	1
Plymouth	Penzance	Direct	1.54	22180012	HST 2+7	4	4	4	3	3
Southampton Central	Bournemouth	Brockenhurst	1.55	22180010	221	1	0	0	0	0

1						2				
Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green	2.1	22333000	170	3	1	1	2	2
Cardiff Central	Nottingham	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green, Birmingham New Street, Derby, Long Eaton, Beeston	2.2	22333000	170	13	14	14	9	9
Gloucester	Birmingham New Street	Abbotswood Junction, Barnt Green	2.3a	22333000	170	0	1	1	0	0
Bristol Temple Meads	Birmingham New Street	Westerleigh Junction, Abbotswood Junction, Barnt Green	2.3b	22333000	170	1	0	0	0	0
Birmingham New Street	Derby	Direct	2.4	22333000	170	1	1	1	0	0

1						2				
Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New Street	Nottingham	Derby, Long Eaton, Beeston	2.5	22333000	170	18	16	16	1	1
Birmingham New Street	Leicester	Water Orton, Nuneaton, South Wigston	2.6	22260000 & 22268000	170	18	17	17	13	13
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, South Wigston	2.7	22260000 & 22268000	170	15	15	15	9	9
Birmingham New Street	Cambridge	Oakham, Stamford, Peterborough, Ely	2.8	22268000	170	2	1	1	1	1
Cambridge	Stansted Airport	Direct	2.9	22268000	170	4	4	4	5	5
Stansted Airport	Cambridge	Direct	2.10	22268000	170	3	4	4	4	4
Cambridge	Birmingham New Street	Ely, Peterborough, Stamford, Oakham	2.11	22268000	170	1	1	1	0	0
Stansted Airport	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.12	22260000 & 22268000	170	16	15	15	10	10
Leicester	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.13a	22260000 & 22268000	170	17	17	17	12	12

1						2				
Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Leicester	Gloucester	South Wigston, Nuneaton, Water Orton, Birmingham New Street, Barnt Green, Abbotswood Junction,	2.13b	22260000 & 22268000	170	1	0	0	0	0
Nottingham	Birmingham New Street	Beeston, Long Eaton, Derby	2.14	22333000	170	15	15	15	3	3
Nottingham	Cardiff Central	Beeston, Long Eaton, Derby, Birmingham New Street, Barnt Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent)	2.15	22333000	170	14	14	14	10	10
Birmingham New Street	Cardiff Central	Barnt Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent)	2.16	22333000	170	2	2	2	1	1

Appendix B

Table 2.3 of Schedule 5

Table 2.3: Through Services ^{1st,4th, 5th, 6th,11th, 13th,16th,17th}

1		2		3		4				
Passenger Train Slot – Arrival		Combination Station		Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description			Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Penzance	1.1	Plymouth		Bristol Temple Meads	1.3a or b	3	3	3	3	3
Newquay	1.2	Plymouth		Bristol Temple Meads	1.3a or b	0	0	2	0	1
Plymouth	1.3a or 1.3b	Bristol Meads	Temple	Birmingham New St	1.7	15	13	13	13	13
Paignton	1.4a or 1.4b	Bristol Meads	Temple	Birmingham New St	1.7	4	3	6	2	2
Exeter St Davids	1.5	Bristol Meads	Temple	Birmingham New St	1.7	4	1	0	0	0
Cardiff Central	1.6	Bristol Meads	Temple	Birmingham New St	1.7	0	1	1	0	0
Bristol Temple Meads	1.7	Birmingham New St		Manchester Piccadilly	1.14	13	13	14	7	7
Bristol Temple Meads	1.7	Birmingham New St		Leeds	1.16 or 1.17	14	14	14	12	12
Bristol Temple Meads	1.7	Birmingham New St		Derby	1.56	0	1	0	0	0

1		2		3		4				
Passenger Train Slot – Arrival		Combination Station		Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description			Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bath Spa	1.8	Bristol Temple Meads	Birmingham New St	1.7	1	0	0	0	0	
Bournemouth	1.9	Reading	Birmingham New St	1.13a or b	14	15	15	11	11	
Southampton Central	1.10	Reading	Birmingham New St	1.13a or b	8	8	8	1	1	
Guildford	1.12	Reading	Birmingham New St	1.13a or b	1	1	1	1	1	
Reading	1.13a	Birmingham New St	Manchester Piccadilly	1.14	15	15	14	12	12	
Reading	1.13a	Birmingham New St	Leeds	1.17	0	0	1	1	1	
Reading	1.13a or 1.13b	Birmingham New St	Newcastle	1.19	11	11	11	5	5	
Reading	1.13a or 1.13b	Birmingham New St	York (via Doncaster)	1.18	1	1	1	0	0	
Birmingham New Street	1.16 or 1.17	Leeds	York	1.23a	0	1	1	1	1	
Birmingham New Street	1.16 or 1.17	Leeds	Newcastle	1.23	14	14	14	11	11	
Sheffield	1.20	Leeds	Newcastle	1.23	0	0	0	1	1	
Leeds	1.23	Newcastle	Edinburgh	1.24	14	13	13	12	12	
Newcastle	1.24	Edinburgh	Glasgow Central	1.26	7	7	7	6	6	

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Newcastle	1.24	Edinburgh	Dundee	1.27	1	1	1	0	0
Newcastle	1.24	Edinburgh	Aberdeen	1.28	1	1	1	1	1
Aberdeen	1.30	Edinburgh	Newcastle	1.33	1	1	1	1	1
Dundee	1.31	Edinburgh	Newcastle	1.33	1	1	1	0	0
Glasgow Central	1.32	Edinburgh	Newcastle	1.33	8	7	7	6	6
Edinburgh	1.33	Newcastle	Leeds	1.34	13	13	13	10	10
Edinburgh	1.33	Newcastle	Birmingham New St	1.35	1	1	1	1	1
Newcastle	1.34	Leeds	Birmingham New St	1.37 or 1.38	15	15	14	11	11
Newcastle	1.35	Birmingham New St	Reading	1.44a or 1.44b	11	11	11	5	5
York	1.36	Leeds	Birmingham New St	1.37 or 1.38	1	1	2	1	1
Leeds	1.37 or 1.38	Birmingham New St	Bristol Temple Meads	1.48	15	14	14	14	14
Leeds	1.37 or 1.38	Birmingham New St	Reading	1.44a or 1.44b	0	1	1	0	0
York (via Doncaster)	1.18	Birmingham New St	Reading	1.44a or 1.44b	1	0	0	0	0

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Sheffield	1.39	Birmingham New St	Reading	1.44a or 1.44b	1	0	1	1	1
Nottingham	1.40	Birmingham New St	Reading	1.44a or 1.44b	1	1	1	0	0
Derby	1.41	Birmingham New St	Reading	1.44a or 1.44b	0	1	0	1	1
Derby	1.41	Birmingham New St	Bristol Temple Meads	1.48	1	1	1	0	0
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Reading	1.44a or 1.44b	14	14	14	12	12
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Bristol Temple Meads	1.48	14	14	14	8	8
Birmingham New St	1.44a or 1.44b	Reading	Bournemouth	1.47	15	15	15	11	11
Birmingham New St	1.44a	Reading	Guildford	1.45	1	1	1	1	1
Birmingham New St	1.44a or 1.44b	Reading	Southampton	1.46	7	7	7	1	1
Birmingham New St	1.48	Bristol Meads Temple	Cardiff Central	1.49	1	1	1	0	0
Birmingham New St	1.48	Bristol Meads Temple	Paignton	1.50a or b	3	3	5	1	2

1		2		3		4				
Passenger Train Slot – Arrival		Combination Station		Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description			Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New St	1.48	Bristol Meads	Temple	Plymouth	1.51a or b	15	15	13	13	12
Birmingham New St	1.48	Bristol Meads	Temple	Exeter St Davids	1.52	4	1	0	0	0
Bristol Meads	1.51a	Plymouth		Newquay	1.53	0	0	2	0	0
Bristol Meads	1.51b	Plymouth		Penzance	1.54	3	3	4	3	3
Cardiff	2.1	Birmingham New St		Leicester	2.6	0	0	0	1	1