

THIRD SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

FIRST RAIL WALES AND WESTERN LIMITED
(formerly Grand Union Trains No 2 Limited)
as Train Operator

relating to the Track Access Contract dated 13 June 2023

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THIS THIRD SUPPLEMENTAL AGREEMENT is dated

2025 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, (“Network Rail”), a company registered in England under number 2904587, having its registered office at Waterloo General Office, London, SE1 8SW; and
- (2) **FIRST RAIL WALES AND WESTERN LIMITED**, (the “Train Operator”), a private company limited by shares registered in England under company number 14653926, having its registered office at Heol Gwyrosydd, Penlan, Swansea, West Glamorgan, SA5 7BN.

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 13 June 2023 following directions issued by the Office of Rail and Road pursuant to Section 17 of the Act (the “Agreement”).
- (B) The parties wish to amend the Agreement in the terms described below.

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 Agreement shall have the same meaning and effect when used in this Supplemental Agreement except where the context requires otherwise.

2. EFFECTIVE DATE AND TERM

- 2.1 The amendments made to the Agreement as set out in this Supplemental Agreement shall have effect from the Effective Date
- 2.2 “Effective Date” means the later of:
 - a) the date on which the Office of Rail and Road issues its approval pursuant to Section 22 of the Act, of the terms of this Supplemental Agreement; and
 - b) 02:00 on the Subsidiary Change Date 2028. (May 2028)

3. AMENDMENTS TO THE AGREEMENT

- 3.1 *Schedule 3.1 (Collateral Agreements)*: Replace “station” with “stations”. Add (bullet point) Bristol Temple Meads.
- 3.2 *Schedule 5.2. Passenger Train Slots – Table 2.1*: Add additional table as set out in Appendix 1 to this Supplemental Agreement.
- 3.3 *Schedule 5.4. Calling Patterns – Table 4.1*: Add additional table as set out in Appendix 2 to this Supplemental Agreement.
- 3.4 *Schedule 7C. (Default Train Consist Data)* – Replace with revised table as set out

in Appendix 3 to this Supplemental Agreement.

4. **EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE AGREEMENT**

The parties agree that the Agreement, 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 Agreement to “the Agreement”, “herein”, “hereof”, “hereunder” and other similar expressions shall, unless the context requires otherwise, be read and construed as a reference to the Agreement as amended by this Supplemental Agreement.

5. **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.

6. **LAW**

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

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 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)

SIGNED by)
)
duly authorised for and on behalf of)
FIRST RAIL WALES AND WESTERN LIMITED)

Appendix 1: Schedule 5: Additional Table

2 Passenger Train Slots

Table 2.1: Passenger Train Slots

1						2					
Service Group TBC											
Service description: London to Paignton						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Paddington	Paignton	Bristol Temple Meads	2.1	TBC	Class 802	0	1	3	4	4	3
London Paddington	Paignton	Bristol Parkway	2.2	TBC	Class 802	0	1	0	1	0	0
Paignton	London Paddington	Bristol Temple Meads	2.3	TBC	Class 802	0	0	5	5	3	3
Paignton	London Paddington	Bristol Parkway	2.4	TBC	Class 802	0	0	0	0	1	0
London Paddington	Exeter	Bristol Temple Meads	2.5	TBC	Class 802	0	0	1	1	1	1
Highbridge and Burnham	London Paddington	Bristol Temple Meads	2.6	TBC	Class 802	0	0	0	0	1	1
Highbridge and Burnham	London Paddington	Bristol Parkway	2.7	TBC	Class 802	1	0	0	1	0	0
Paignton	Bristol Temple Meads		2.8	TBC	Class 802	1	0	0	1	1	1

Notes to Table:

1. Peak times – arriving London Paddington between 07.30 and 10.01, departing London Paddington between 16.30 and 19.00
2. Off-Peak times - arriving at and departing from a relevant station outside Peak times
3. Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the subheading “Weekday”.

Appendix 2: Schedule 5: Additional Table

4 Calling Patterns

Table 4.1: Calling Patterns

1					2	3
Service Group TBC						
Service description London Paddington – Paignton						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Paddington	Paignton	Bristol Temple Meads	2.1	TBC	Bath Spa, Bristol Temple Meads, Taunton, Exeter St Davids, Teignmouth, Newton Abbot, Torre, Torquay.	
London Paddington	Paignton	Bristol Parkway	2.2	TBC	Bristol Parkway, Bristol Temple Meads, Taunton, Exeter St Davids, Teignmouth, Newton Abbot, Torre, Torquay	
Paignton	London Paddington	Bristol Temple Meads	2.3	TBC	Torquay, Torre, Newton Abbot, Teignmouth, Exeter St Davids, Taunton, Bristol Temple Meads, Bath Spa.	
Paignton	London Paddington	Bristol Parkway	2.4	TBC	Torquay, Torre, Newton Abbot, Teignmouth, Exeter St Davids, Taunton, Bristol Temple Meads, Bristol Parkway.	
London Paddington	Exeter	Bristol Temple Meads	2.5	TBC	Bath Spa, Bristol Temple Meads, Parson Street, Nailsea and Blackwell, Worle, Highbridge and Burnham, Taunton.	
Highbridge and Burnham	London Paddington	Bristol Temple Meads	2.6	TBC	Worle, Nailsea and Blackwell, Parson Street, Bristol Temple Meads, Bath Spa.	
Highbridge and Burnham	London Paddington	Bristol Parkway	2.7	TBC	Worle, Nailsea and Blackwell, Parson Street, Bristol Temple Meads, Bristol Parkway.	
Paignton	Bristol Temple Meads		2.8	TBC	Torquay, Torre, Newton Abbot, Teignmouth, Exeter St Davids, Taunton.	

Appendix 7C: Default Train Consist Data

Train Service Code	Description of Journey	Default Train Consist Details
TBC	Carmarthen – London Paddington	Class 802 (5 car)
TBC	Paignton – London Paddington	Class 802 (5 car)