

38th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

**relating to amendments to and extension of the Track Access Contract
(Passenger Services) dated 8th August 2017**

CONTENTS

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

THIS 38th SUPPLEMENTAL AGREEMENT is dated the **** 2024** and made **BETWEEN**

- (1) **Network Rail Infrastructure Limited**, a company registered in England under number 2904587, having its registered office at Waterloo General Office, London, SE1 8SW (“**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 8th August 2017 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

- 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 the date upon which the Office of Rail and Road issues its approval, pursuant to Section 22A of the Act, of the terms of this Supplemental Agreement.

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 Principal Change Date 2027.

3 AMENDMENTS TO THE CONTRACT

The rights detailed in Appendix 1 below are added to table 2.1 of Schedule 5 in the current version of the TAC.

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 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 Henry Bates, Head of Freight and Customer

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by

Print name **XXXX**, Managing Director

Duly authorised for and on behalf of

XC TRAINS LIMITED

Appendix 1

Passenger Train Slots

Table 2.1: Passenger Train Slots

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.4a	22180012 & 22180013	221		1 ¹	
Bristol Temple Meads	Birmingham New Street	Direct	1.7a	22180012 & 22180013	221	1 ¹		
Southampton Central	Reading	Direct	1.10	22180010 & 22180011	221	1 ¹		
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221			5 ¹
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	2 ¹ 5 ²	2 ¹ 6 ²	1 ¹

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke, Crewe, Styal	1.15b	22180014	221	1 ¹	1 ¹	
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	221	0 ¹ 1 ²	0 ¹ 1 ²	3 ¹
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	2 ¹ 4 ²	2 ¹ 4 ²	4 ¹
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	1 ¹	1 ¹ 2 ²	1 ¹
York	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.57	22180008 & 22180009	221	1 ¹ 2 ²	1 ¹ 2 ²	3 ¹
Derby	Birmingham New Street	Tamworth	1.41	22180008 & 22180009	221			1 ¹

OFFICIAL

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Piccadilly	Birmingham New Street	Stockport, Macclesfield, Stoke on Trent, Stafford, Wolverhampton	1.42	22180014	221	1 ¹	1 ¹	
Birmingham New Street	Reading (via Solihull)	Solihull, Leamington Spa, Heyford, Oxford	1.44a	22180010 & 22180011	221	3 ¹ 6 ²	3 ¹ 5 ²	1 ¹
Birmingham New Street	Reading (via Coventry)	Coventry, Leamington Spa, Heyford, Oxford	1.44b	22180010 & 22180011	221			4 ¹ 5 ²
Birmingham New Street	Bristol Temple Meads	Direct	1.48a	22180012 & 22180013	221	1 ¹	1 ¹	

1 – Additional Rights sought from May 25

2 – Cumulative additional Rights sought from December 25 (i.e. line 1.13b +2 Rights for May 25, +5 Rights for Dec 25 in total (not 7 additional rights in total))

Service Group EH02								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Cambridge	Water Orton, Nuneaton, Leicester, Stamford, Peterborough, Ely	2.7	22260000 & 22268000	170	5 [±]	5 [±]	
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, Leicester, Stamford, Peterborough, Ely, Cambridge	2.8	22260000 & 22268000	170	6 ¹	6 ¹	
Stansted Airport	Cambridge	Direct	2.10	22268000	170	1 ¹	1 ¹	
Cambridge	Birmingham New Street	Ely, Peterborough, Stamford, Oakham, Leicester, Nuneaton, Water Orton	2.11	22260000 & 22268000	170	4 [±]	4 [±]	
Stansted Airport	Birmingham New Street	Cambridge, Ely, Peterborough, Stamford, Leicester, Nuneaton, Water Orton	2.12	22260000 & 22268000	170	5 ¹	5 ¹	

1 – Additional Rights sought from May 25 (red strikethrough denotes reduction in rights)