

3rd SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

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

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THIS 3rd SUPPLEMENTAL AGREEMENT is dated the 1st May 2018 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) 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 02:00 on 20th May 2018.

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 expiry of the Contract.

3 AMENDMENTS TO THE CONTRACT

Table 4.1 of Schedule 5 shall be deleted and replaced in its entirety with the version set out in Annex A to 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 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.

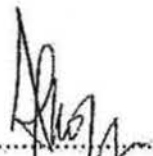
IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

Signed by 

Print name PAUL MCMAHON

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by 

Print name ANDREW COBOLD

Duly authorised for and on behalf of

XC TRAINS LIMITED

Annex A

Table 4.1: Calling Patterns^{3rd}

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Service Group EH01						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Penzance	Plymouth	Direct	1.1 & 1.54	22180012	St Erth, Camborne, Redruth, Truro, St Austell, Par, Bodmin Parkway, Liskeard	Hayle, Lostwithiel
Newquay	Plymouth	Direct	1.2 & 1.53	22180012 & 22180013	Bodmin Parkway, Liskeard, Par	Lostwithiel
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.3a & 1.51a	22180012 & 22180013	Totnes, Newton Abbot, Exeter St Davids, Tiverton Parkway, Taunton	N/A
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare	1.3b & 1.51b	22180012 & 22180013	Totnes, Newton Abbot, Exeter St Davids, Tiverton Parkway, Taunton, Weston Super Mare	N/A
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare or Weston Super Mare avoiding line	1.4a & b & 1.50a & b	22180012 & 22180013	Torquay, Newton Abbot, Exeter St Davids, Tiverton Parkway, Taunton, plus 4 calls at Teignmouth and Dawlish	Teignmouth, Dawlish,
Exeter St. Davids	Bristol Temple Meads	Taunton	1.5 & 1.52	22180012 & 22180013	Tiverton Parkway, Taunton	N/A

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Service Group EH01						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Cardiff Central	Bristol Temple Meads	Newport (Gwent), Severn Tunnel Junction	1.6 & 1.49	22180012 & 22180013	Newport, plus two calls each at Severn Tunnel Junction, Patchway and Filton Abbey Wood	Severn Tunnel Junction, Patchway, Filton Abbey Wood
Bristol Temple Meads	Birmingham New Street	Abbotswood Junction, Barnt Green	1.7 & 1.48	22180012 & 22180013	Bristol Parkway, Cheltenham Spa	Gloucester
Bath Spa	Bristol Temple Meads	Direct	1.8	22180012	N/A	N/A
Bournemouth	Reading	Direct	1.9 & 1.47	22180010	Brockenhurst, Southampton Central, Southampton Airport Parkway, Winchester, Basingstoke	N/A
Southampton Central	Reading	Direct	1.10 & 1.46	22180010 & 22180011	Southampton Airport Parkway, Winchester, Basingstoke	N/A
Winchester	Reading	Direct	1.11	22180011	Basingstoke	N/A
Guildford	Reading	Direct	1.12 & 1.45	22180011	N/A	N/A
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a & 1.44b	22180010 & 22180011	Oxford, Banbury, Leamington Spa, Coventry, Birmingham International	N/A
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b & 1.44a	22180010 & 22180011	Oxford, Banbury, Leamington Spa	N/A

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Service Group EH01						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport	1.14a & 1.42a	22180014	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport, plus 2 calls at Congleton	Congleton,
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport	1.14b & 1.42b	22180014	Wolverhampton, Macclesfield, Stoke on Trent, Stockport, Stafford	N/A
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Crewe, Wilmslow, Stockport	1.15 & 1.43	22180014	Stafford, Wolverhampton, Crewe, Wilmslow, Stockport	Stoke on Trent
Derby	Birmingham New Street	Direct	1.41	22180008 & 22180009	Burton on Trent, Tamworth	N/A
Nottingham	Birmingham New Street	Direct	1.40	22180010	Beeston, Derby, Burton on Trent, Tamworth	N/A
Sheffield	Birmingham New Street	Tamworth	1.39	22180008 & 22180009	Chesterfield, Derby, Burton on Trent, Tamworth	N/A

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Service Group EH01						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Leeds	Tamworth, Sheffield, Clay Cross Tunnel, Chesterfield, Swinton, Wakefield Westgate	1.16 & 1.38	22180008 & 22180009	Tamworth, Burton on Trent, Derby, Sheffield, Chesterfield, Wakefield Westgate	N/A
Birmingham New Street	Leeds	Swinton, Doncaster, Wakefield Westgate and the ECML	1.17 & 1.37	22180008	Derby, up to 3 calls at Chesterfield, Sheffield, Doncaster, Wakefield Westgate	Tamworth, Burton on Trent
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	Derby, Sheffield, Chesterfield, Doncaster	N/A
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19 & 1.35	22180008 & 22180009	Derby, Sheffield, up to 7 calls at Chesterfield, Doncaster, York, Darlington, Durham, plus 1 call at Chester le Street in the southbound direction	Tamworth, Burton on Trent, Chester le Street
Sheffield	Leeds	Swinton, Wakefield Westgate	1.20	22180008	Wakefield Westgate	N/A
Derby	Newcastle	Sheffield, Swinton, Hambleton North Junction and the ECML	1.21	22180008 & 22180009	Sheffield, Chesterfield, Doncaster, York, Darlington, Durham,	N/A

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Service Group EH01						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Derby	Nottingham	Direct	1.22	22180010	Beeston	N/A
York	Leeds	Direct	1.36	22180008	N/A	N/A
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	1.23 & 1.34	22180008 & 22180009	York, Darlington, Durham	
Newcastle	Edinburgh Waverley	Direct	1.24 & 1.33	22180008	Up to 15 calls at Alnmouth, up to 19 calls at Berwick Upon Tweed, up to 15 calls at Dunbar	Morpeth
Dunbar	Edinburgh Waverley	Direct	1.25	22180008	N/A	N/A
Edinburgh Waverley	Glasgow Central	Motherwell	1.26 & 1.32	22180008	Edinburgh Haymarket, Motherwell	N/A
Edinburgh Waverley	Dundee	Direct	1.27 & 1.31	22180008	Edinburgh Haymarket, Inverkeithing, Kirkcaldy, Markinch, Ladybank, Cupar, Leuchars	N/A
Edinburgh Waverley	Aberdeen	Direct	1.28 & 1.30	22180008	Edinburgh Haymarket, Inverkeithing, Kirkcaldy, Markinch, Ladybank, Cupar, Leuchars, Dundee, Arbroath, Montrose, Stonehaven	N/A
Dundee	Aberdeen	Direct	1.29	22180008	Arbroath, Montrose, Stonehaven	N/A

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Service Group EH02						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green	2.1 & 2.16	22333000	Newport (Gwent), Gloucester, Cheltenham Spa, University	Severn Tunnel Junction, Caldicot, Chepstow, Lydney, Ashchurch, Bromsgrove
Gloucester	Birmingham New Street	Abbotswood Junction, Barnt Green	2.3	22333000	Cheltenham Spa, Ashchurch, Bromsgrove, University	N/A
Birmingham New Street	Derby	Direct	2.4	22333000	Water Orton, Wilnecote, Tamworth, Burton on Trent, Willington	N/A
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, South Wigston, Leicester, Oakham, Stamford, Peterborough, Ely, Waterbeach, Cambridge, Audley End	2.7 & 2.12	22260000 & 22268000	Nuneaton, Coleshill Parkway, Leicester, Melton Mowbray, Oakham, Stamford, Peterborough, March, Ely, Cambridge, Audley End, plus 3 calls each at Narborough and Hinckley and 2 calls at Whittlesea	Hinckley, Narborough South Wigston, Whittlesea, Manea
Birmingham New Street	Leicester	Water Orton, Nuneaton, South Wigston	2.6 & 2.13	22260000 & 22268000	Nuneaton, Coleshill Parkway, Hinckley, Narborough	South Wigston, Water Orton

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Service Group EH02						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Cambridge	Water Orton, Nuneaton, South Wigston, Oakham, Stamford, Peterborough, Ely, Waterbeach	2.8 & 2.11	22268000	Nuneaton, Coleshill Parkway, Leicester, Melton Mowbray, Oakham, Stamford, Peterborough, March, Ely , plus 1 call at Whittlesea in the westbound direction	Hinckley, Narborough South Wigston, Whittlesea, Manea
Cambridge	Stansted Airport	Direct	2.9 & 2.10	22268000	Audley End	N/A
Birmingham New Street	Nottingham	Direct	2.5	22333000	Derby, Burton on Trent, Tamworth,	Wilnecote, Willington, Spondon, Attenborough, Long Eaton, Beeston,
Cardiff Central	Nottingham	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnet Green, Birmingham New Street, Derby, Long Eaton, Beeston	2.2	22333000	Newport (Gwent), Gloucester, Cheltenham Spa University, Birmingham New Street, Beeston, Long Eaton, Derby, Burton on Trent, Tamworth	Severn Tunnel Junction, Caldicot, Chepstow, Lydney, Ashchurch, Bromsgrove, Wilnecote, Willington, Spondon, Attenborough
Nottingham	Birmingham New Street	Direct	2.14	22333000	Derby, Burton on Trent, Tamworth,	Wilnecote, Willington, Spondon, Attenborough, Long Eaton, Beeston

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Service Group EH02						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Nottingham	Cardiff Central	Beeston, Long Eaton, Derby, Birmingham New, Barnt Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent),	2.15	22333000	Derby, Burton on Trent, Tamworth, Birmingham New Street, University, Cheltenham Spa, Gloucester, Newport (Gwent), Long Eaton, Beeston	Wilnecote, Willington, Spondon, Attenborough, Bromsgrove, Ashchurch, Lydney, Chepstow, Severn Tunnel Junction, Caldicot

