

85th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

SE TRAINS LIMITED

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

THIS 85TH SUPPLEMENTAL AGREEMENT is dated 3 May 2022 and made between:

- (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) **SE TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Albany House SW1H 9EA (the "**Train Operator**").

Background:

- (A) London & South Eastern Railway Limited ("LSER") and Network Rail 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 Contract was transferred by way of a Statutory Transfer Scheme from LSER to the Train Operator on 17 October 2021.
- (C) 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 85th 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 1st April 2022.

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 
B680C1725G46421.....

PRINT NAME Fiona TAYLOR

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY 
B3D8C4066DDE4F6.....

PRINT NAME Managing Director - Steve White

Duly authorised for and on behalf of

SE TRAINS LIMITED

Appendix 1

APPENDIX 7D

Train Type	Train ID	Traction Type
395	395001	AC/DC
395	395002	AC/DC
395	395003	AC/DC
395	395004	AC/DC
395	395005	AC/DC
395	395006	AC/DC
395	395007	AC/DC
395	395008	AC/DC
395	395009	AC/DC
395	395010	AC/DC
395	395011	AC/DC
395	395012	AC/DC
395	395013	AC/DC
395	395014	AC/DC
395	395015	AC/DC
395	395016	AC/DC
395	395017	AC/DC
395	395018	ACDC
395	395019	AC/DC
395	395020	AC/DC
395	395021	AC/DC
395	395022	AC/DC
395	395023	AC/DC
395	395024	AC/DC

Train Type	Train ID	Traction Type
395	395025	AC/DC
395	395026	AC/DC
395	395027	AC/DC
395	395028	AC/DC
395	395029	AC/DC