

26th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

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

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THIS 26th SUPPLEMENTAL AGREEMENT is dated the 04 October 2023 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 later of the Principal Change Date 2023 and the date upon which the Office of Rail and Road issues its approval, pursuant to Section 22 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 expiry or earlier termination of the Contract.

3 AMENDMENTS TO THE CONTRACT

- 3.1 Expiry date of the Track Access Contract to be amended to read "PCD 2024"
- 3.2 Table 2.1 of Schedule 5 will be deleted in its entirety and replaced with the new table set out in Appendix 1.

- 3.3 Amendment to the first line of the front end of the contract to insert 8 August 2017, reflecting the date the contract was signed (and therefore made) by the parties

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.

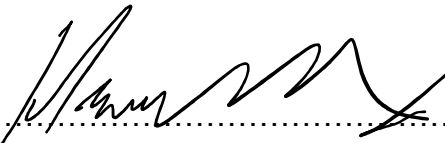
6 THIRD PARTY RIGHTS

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

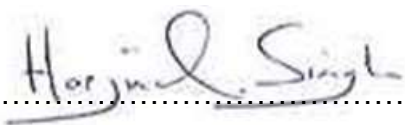
This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

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  HENRY BATES

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by 

Duly authorised for and on behalf of

XC TRAINS LIMITED

Appendix 1

2 Passenger Train Slots

Table 2.1: Passenger Train Slots 1st, 4th, 5th, 6th, 11th, 13th, 17th, 27th

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	2	2	2	2	2
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.3a	22180012 & 22180013	HST 2+7	14	14	14	13	13
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.4a	22180012 & 22180013	HST 2+7	2	1	2	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
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare	1.4b	22180012 & 22180013	221	1	1	1	1	1
Bristol Temple Meads	Birmingham New Street	Direct	1.7	22180012 & 22180013	HST 2+7	31	29	29	21	21
Bournemouth	Reading	Direct	1.9	22180010	221	14	14	14	11	11
Southampton Central	Reading	Direct	1.10	22180010 & 22180011	221	2	2	2	1	1
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221	17	17	17	22 18	22 18

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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
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	15 10	15 9	15 9	1 0 0	1
Birmingham New Street	Manchester Piccadilly	Wolverhampton Stafford, Stoke on Trent, Macclesfield, Stockport	1.14	22180014	221	31 30	32	32	22	22
Birmingham New Street	Manchester Piccadilly	Wolverhampton Stafford, Crewe, Wilmslow, Stockport	1.15	22180014	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
Birmingham New Street	Leeds	Tamworth, Clay Cross Tunnel, Chesterfield, Sheffield, Swinton, Wakefield Westgate	1.16	22180008 & 22180009	HST 2+8	16	16	16	14	14
Birmingham New Street	Leeds	Tamworth, Clay Cross Tunnel, Sheffield, Swinton, Doncaster, Wakefield Westgate	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	2	2	2	3	3

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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	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	9 4	9 4	9 4	4 1	4 1
Birmingham New Street	Derby	Direct	1.56	22180008 & 22180009	221	0	1	1	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
Derby	Nottingham	Direct	1.22	22180010	222	1	0	0	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
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	0	0
Newcastle	Edinburgh Waverley	Direct	1.24	22180008	HST 2+8	14	14	14	12	12
Edinburgh Waverley	Glasgow Central	Motherwell	1.26	22180008	HST 2+7	2	2	2	1	1
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
Glasgow Central	Edinburgh Waverley	Motherwell	1.32	22180008	HST 2+7	1	1	1	2	2

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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
Edinburgh Waverley	Newcastle	Direct	1.33	22180008	HST 2+7	14	13	13	11	11
Newcastle	Leeds	The ECML, Church Fenton, Micklefield	1.34	22180008 & 22180009	HST 2+8	14	13	13	11	11
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	7 2	7 2	7 2	2	2
York	Leeds	Church Fenton, Micklefield	1.36	22180008	221	1	2	2	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
Leeds	Birmingham New Street	Wakefield Westgate, Doncaster, Swinton, Chesterfield, Clay Cross Tunnel, Sheffield, Tamworth	1.37	22180008 & 22180009	221	0	0	0	3	3
Leeds	Birmingham New Street	Wakefield Westgate, Swinton, Sheffield, Chesterfield, Clay Cross Tunnel, Tamworth	1.38	22180008 & 22180009	HST 2+8	16	16	16	11	11
Sheffield	Birmingham New Street	Tamworth	1.39	22180008 & 22180009	221	0	0	0	1	1

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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
Nottingham	Birmingham New Street	Direct	1.40	22180010	221	1	1	1	0	0
Derby	Birmingham New Street	Direct	1.41	22180008 & 22180009	221	2 1	2 1	2 1	1 0	1 0
Manchester Piccadilly	Birmingham New Street	Stockport, Macclesfield, Stoke on Trent, Stafford, Wolverhampton	1.42	22180014	221	28 27	30	30	20	20
Manchester Piccadilly	Birmingham New Street	Stockport, Wilmslow, Crewe, Stafford Wolverhampton	1.43	22180014	221	2	1	1	1	1
Birmingham New Street	Reading (via Solihull)	Solihull, Leamington Spa, Heyford, Oxford	1.44a	22180010 & 22180011	221	15 9	15 10	15 10	4 3	4 3

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	Reading (via Coventry)	Coventry, Leamington Spa, Heyford, Oxford	1.44b	22180010 & 22180011	221	17	16	16	17 13	17 13
Reading	Southampton	Direct	1.46	22180010	221	1	1	1	1	1
Reading	Bournemouth	Direct	1.47	22180010	221	15	15	15	12	12
Birmingham New Street	Bristol Temple Meads	Direct	1.48	22180012 & 22180013	HST 2+7	31 30	30	30	20	20
Bristol Temple Meads	Paignton	Weston Super Mare, Taunton	1.50a	22180012 & 22180013	221	1	1	1	0	0
Bristol Temple Meads	Paignton	Weston Super Mare avoiding line, Taunton	1.50b	22180012 & 22180013	HST 2+7	2	2	2	1	1

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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	Plymouth	Weston Super Mare avoiding line, Taunton	1.51a	22180012 & 22180013	HST 2+7	15	15	15	13	13
Bristol Temple Meads	Plymouth	Weston Super Mare, Taunton	1.51b	22180012 & 22180013	221	0	0	0	1	1
Plymouth	Penzance	Direct	1.54	22180012	HST 2+7	2	2	2	2	2
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, Worcester Shrub Hill	2.1	22333000	170	2	0	0	2	2
Cardiff Central	Nottingham	Newport (Gwent), Lydney, Gloucester, Worcestershire Parkway, Birmingham New Street, Derby, Long Eaton, Beeston	2.2	22333000	170	14	14	14	9	9
Gloucester	Birmingham New Street	Worcestershire Parkway	2.3a	22333000	170	0	1	1	0	0
Bristol Temple Meads	Birmingham New Street	Westerleigh Junction, Worcestershire Parkway	2.3b	22333000	170	1	0	0	0	0

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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
Bristol Temple Meads	Cardiff Central	Severn Tunnel Junction, Newport (Gwent)	2.3c	22333000	170	1	0	0	0	0
Birmingham New Street	Nottingham	Derby, Long Eaton, Beeston	2.5	22333000	170	17	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	<u>22260000</u> & 22268000	170	15 10	15 10	15 10	9	9
Birmingham New Street	Cambridge	Water Orton, Nuneaton, South Wigston	2.7	<u>22260000</u> & 22268000	170	5	5	5		
Birmingham New Street	Cambridge	Oakham, Stamford, Peterborough, Ely	2.8	22268000	170	2	1	1	1	1

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
Cambridge	Stansted Airport	Direct	2.9	22268000	170	4	4	4	5	5
Stansted Airport	Cambridge	Direct	2.10	22268000	170	2	3	3	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 12	15 12	15 12	10	10
Cambridge	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.12	22260000 & 22268000	170	4	4	4		
Leicester	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.13a	22260000 & 22268000	170	17	17	17	12	12

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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, Worcestershire Parkway	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, Worcestershire Parkway, Gloucester, Lydney, Newport (Gwent)	2.15	22333000	170	14	14	14	9	9

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	Cardiff Central	Worcester Shrub Hill Gloucester, Lydney, Newport (Gwent)	2.16	22333000	170	2	2	2	1	1
Cardiff Central	Derby	Newport (Gwent), Lydney, Gloucester, Worcestershire Parkway, Birmingham New Street	2.17	22333000	170	0	1	1	0	0

Table 2.2: Additional Passenger Train Slots ^{5th, 6th, 11th, 13th, 15th, 16th, 20th, 21st, 25th}

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
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	3.23	22180008 & 22180009	221	1 ¹	0	0	0	0
York	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	3.35	22180008 & 22180009	221	3 ¹	3 ¹	3 ¹	3 ¹	3 ¹

Notes to Table:

1. From the Principal Change Date 2023 this Table 2.2 and paragraphs 2.4 and 2.5 will revert to "Not used".

- 2.4 The Train Operator has Contingent Rights to additional Passenger Train Slots in the Working Timetable in respect of a Service Group up to the number listed against each Service specified in Table 2.2 and on the Days so listed.
- 2.5 A Contingent Right for an additional Passenger Train Slot under paragraph 2.4 includes:
- (a) a Contingent right to call at any station listed in Table 4.1;
 - (b) a Contingent Right to have Scheduled part only of the Passenger Train Slot in question; and
 - (c) a Contingent Right to combine Passenger Train Slots to provide a through Service.

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Table 2.3: Through Services 1st,4th, 5th, 6th,11th, 13th, 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	2	2	2
Plymouth	1.3a or 1.3b	Bristol Temple Meads	Birmingham New St	1.7	14	14	14	13	13
Paignton	1.4a or 1.4b	Bristol Temple Meads	Birmingham New St	1.7	3	2	3	2	2
Bristol Temple Meads	1.7	Birmingham New St	Manchester Piccadilly	1.14	11	11	11	6	6
Bristol Temple Meads	1.7	Birmingham New St	Leeds	1.16 or 1.17	14	14	14	13	13
Bristol Temple Meads	1.7	Birmingham New St	Derby	1.56	0	1	1	3	3
Bournemouth	1.9	Reading	Birmingham New St	1.13a or b	14	14	14	11	11
Southampton Central	1.10	Reading	Birmingham New St	1.13a or b	2	2	2	1	1
Reading	1.13a	Birmingham New St	Manchester Piccadilly	1.14	15	15	15	12	12
Reading	1.13a	Birmingham New St	Leeds	1.17	1	1	1	1	1

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
Reading	1.13a or 1.13b		Birmingham New St		Newcastle	1.19	3	3	3
Reading	1.13a or 1.13b	Birmingham New St	York (via Doncaster)	1.18	2	2	2	3	3
Birmingham New Street	1.16 or 1.17	Leeds	York	1.23a	1	1	1	1	1
Birmingham New Street	1.16 or 1.17	Leeds	Newcastle	1.23	14	14	14	14	14
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	1	1	1	1	1
Newcastle	1.24	Edinburgh	Aberdeen	1.28	1	1	1	1	1
Aberdeen	1.30	Edinburgh	Newcastle	1.33	1	1	1	1	1
Glasgow Central	1.32	Edinburgh	Newcastle	1.33	1	1	1	2	2
Edinburgh	1.33	Newcastle	Leeds	1.34	14	13	13	11	11
Newcastle	1.34	Leeds	Birmingham New St	1.37 or 1.38	14	15	15	11	11

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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	1.35	Birmingham New St	Reading	1.44a or 1.44b	4	4	4	2	2
York	1.36	Leeds	Birmingham New St	1.37 or 1.38	1	2	2	1	1
Leeds	1.37 or 1.38	Birmingham New St	Bristol Temple Meads	1.48	15	15	15	14	14
York (via Doncaster)	1.18	Birmingham New St	Reading	1.44a or 1.44b	1	1	1	2	2
Sheffield	1.39	Birmingham New St	Reading	1.44a or 1.44b	0	0	0	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	0	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	15	14	14	12	12
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Bristol Temple Meads	1.48	11	11	11	5	5

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	1.44a or 1.44b	Reading	Bournemouth	1.47	15	15	15	12	12
Birmingham New St	1.44a or 1.44b	Reading	Southampton	1.46	1	1	1	1	1
Birmingham New St	1.48	Bristol Temple Meads	Paignton	1.50a or b	2	2	2	1	2
Birmingham New St	1.48	Bristol Temple Meads	Plymouth	1.51a or b	14	14	14	13	12
Bristol Temple Meads	1.51b	Plymouth	Penzance	1.54	2	2	2	3	3
Gloucester	2.1	Birmingham New St	Leicester	2.6	2	0	0	2	2