

# One Hundred and Eleventh Supplemental Agreement

between

**NETWORK RAIL INFRASTRUCTURE LIMITED**

as Network Rail

and

**SE TRAINS LIMITED**

as Train Operator

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

**CONTENTS**

<b>1.</b>	<b>INTERPRETATION .....</b>	<b>1</b>
<b>2.</b>	<b>EFFECTIVE DATE AND TERM .....</b>	<b>1</b>
<b>3.</b>	<b>AMENDMENTS TO THE CONTRACT .....</b>	<b>2</b>
<b>4.</b>	<b>EFFECTS OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT.....</b>	<b>2</b>
<b>5.</b>	<b>THIRD PARTY RIGHTS .....</b>	<b>2</b>
<b>6.</b>	<b>LAW .....</b>	<b>2</b>
<b>7.</b>	<b>COUNTERPARTS.....</b>	<b>2</b>
	<b>Appendix A.....</b>	<b>3</b>

**THIS ONE HUNDRED & ELEVENTH SUPPLEMENTAL AGREEMENT** is dated **13th August 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) **SE TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Second Floor, 4 More London Riverside, London, SE1 2AU (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:

- (A) 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
- (B) "**Effective Date**" means the later of:
  - (1) 02:00 15th December 2024 (Principal Change Date 2024)
  - (2) the date upon which the Office of Rail and Road issues its approval of the terms of this Supplemental Agreement, pursuant to Section 22 of the Act.

2. **EFFECTIVE DATE AND TERM**

The amendments made to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall continue until the Expiry Date.

3. **AMENDMENTS TO THE CONTRACT**

From the Effective Date, sections HU02 Kent Metro Off Peak and HU05 Kent Metro Peak Table 2.1 of Schedule 5 of the Contract shall be deleted in their entirety and replaced with the table set out in Appendix A of this Supplemental Agreement.

4. **EFFECTS OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

The Contract, 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 Contract to “this 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. **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 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.

<b>SIGNED</b> by	)	
	)	
duly authorised for and on behalf of	)	
<b>NETWORK RAIL</b>	)	
<b>INFRASTRUCTURE LIMITED</b>	)	_____
		David Davidson (Aug 13, 2024 10:26 GMT+1)

<b>SIGNED</b> by	)	
	)	
duly authorised for and on behalf of	)	
<b>SE TRAINS LIMITED</b>	)	_____
		Steve White (Aug 9, 2024 14:20 GMT+1)

## Appendix A

Schedule 5 Table 2.1

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Bridge	Dartford	Bexleyheath		24650005	465	0	0	1	1	0	0
London Charing Cross	Dartford	Bexleyheath		24650000	465	0	6	0	6	0	0
London Cannon Street	Dartford	Bexleyheath		24650005	465	0	0	3	3	0	3
London Cannon Street	Gravesend	Bexleyheath		24650000	465	0	1	0	1	0	0
London Cannon Street	Slade Green	Bexleyheath		24650000	465	0	6	0	6	0	0
London Cannon Street	Slade Green	Bexleyheath		24650005	465	0	0	26	26	32	30
London Cannon Street	Strood	Bexleyheath		24650000	465	0	1	0	1	0	0
London Charing Cross	Dartford	Bexleyheath		24650005	465	0	0	25	25	21	0
London Victoria	Dartford	Bexleyheath		24650000	465	0	1	0	1	0	0
London Victoria	Gravesend	Bexleyheath		24650000	465	0	5	0	5	0	0

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Length	Peak Times		Off Peak	Total	Saturday	Sund
London Victoria	Dartford	Bexleyheath		24650005	465	0	0	2	2	2	34
London Victoria	Gravesend	Bexleyheath		24650005	465	0	0	29	29	35	0
Dartford	London Cannon Street	Bexleyheath		24650005	465	0	0	3	3	0	0
Dartford	London Charing Cross	Bexleyheath		24650000	465	6	0	0	6	0	0
Dartford	London Charing Cross	Bexleyheath		24650005	465	0	0	23	23	18	0
Dartford	London Victoria	Bexleyheath		24650000	465	2	0	0	2	0	0
Gravesend	London Victoria	Bexleyheath		24650000	465	4	0	0	4	0	0
Dartford	London Victoria	Bexleyheath		24650005	465	0	0	2	2	3	33
Gravesend	London Victoria	Bexleyheath		24650005	465	0	0	28	28	34	0
Barnehurst	London Charing Cross	Bexleyheath		24650005	465	0	0	0	0	3	0
Barnehurst	London Victoria	Bexleyheath		24650005	465	0	0	0	0	0	1
Barnehurst	London Cannon Street	Bexleyheath		24650000	465	8	0	0	8	0	0
Barnehurst	London Cannon Street	Bexleyheath		24650005	465	0	0	28	28	33	33
London Victoria	Orpington	Herne Hill		24652000	465	0	12	0	12	0	0
London Victoria	Orpington	Herne Hill		24652005	465	0	0	62	62	39	34

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Length	Peak Times		Off Peak	Total	Saturday	Sunday
Orpington	London Victoria	Herne Hill		24652000	465	12	0	0	12	0	0
Orpington	London Victoria	Herne Hill		24652005	465	0	0	62	62	38	34
Swanley	London Victoria	Herne Hill		24652005	465	0	0	1	1	1	0
Beckenham Jct.	London Blackfriars	Herne Hill		24652000	465	5	0	0	5	0	0
Beckenham Jct.	London Blackfriars	Herne Hill		24652005	465	0	0	1	1	0	0
London Blackfriars	Beckenham Jct.	Herne Hill		24652000	465	0	2	0	2	0	0
London Blackfriars	Beckenham Jct.	Herne Hill		24652005	465	0	0	3	3	0	0
Beckenham Jn	London Victoria	Herne Hill		24652005	465	0	0	1	1	0	0
London Charing Cross	Hayes	Ladywell		24653000	465	0	12	0	12	0	0
London Charing Cross	Hayes	Ladywell		24653005	465	0	0	58	58	73	33
Hayes	Lewisham	Ladywell		24653005	465	0	0	4	4	6	3
London Cannon Street	Hayes	Ladywell		24653005	465	0	0	1	1	0	0
Hayes	London Charing Cross	Ladywell		24653000	465	13	0	0	13	0	0
Hayes	London Charing Cross	Ladywell		24653005	465	0	0	61	61	71	32
Hayes	London Cannon Street	Ladywell		24653005	465	0	0	3	3	0	0

1												
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak												
Service description							Passenger Train Slots					
From	To	Via	Description	TSC	Length	Peak Times		Off Peak	Total	Saturday	Sunday	
London Charing Cross	Orpington	Grove Park		24655000	465	0	2	0	2	0	0	
London Charing Cross	Orpington	Grove Park		24655005	465	0	0	4	4	1	2	
London Charing Cross	Sevenoaks	Orpington		24655000	465	0	6	0	6	0	0	
London Cannon Street	Orpington	Grove Park		24655000	465	0	6	0	6	0	0	
London Cannon Street	Orpington	Grove Park		24655005	465	0	0	31	31	32	1	
London Cannon Street	Sevenoaks	Orpington		24655005	465	0	0	1	1	0	0	
London Charing Cross	Sevenoaks	Grove Park		24655005	465	0	0	31	31	37	32	
London Bridge	Sevenoaks	Grove Park		24655005	465	0	0	1	1	0	0	
Sevenoaks	London Charing Cross	Orpington		24655000	465	6	0	0	6	0	0	
Sevenoaks	London Charing Cross	Orpington		24655005	465	0	0	31	31	37	33	
Sevenoaks	London Cannon Street	Orpington		24655005	465	0	0	3	3	0	0	
Orpington	London Charing Cross	Grove Park		24655000	465	3	0	0	3	0	0	
Orpington	London Charing Cross	Grove Park		24655005	465	0	0	2	2	1	1	
Orpington	London Cannon Street	Grove Park		24655000	465	6	0	0	6	0	0	
Orpington	London Cannon Street	Grove Park		24655005	465	0	0	28	28	33	0	



1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Stop	Peak Times		Off Peak	Total	Saturday	Sund
Hither Green	London Cannon Street	Direct		24655005	465	0	0	0	0	1	0
Grove Park	Bromley North	Direct		24655005	465	0	0	42	42	39	0
Bromley North	Grove Park	Direct		24655005	465	0	0	42	42	38	0
London Charing Cross	Dartford	Sidcup		24657000	465	0	6	0	6	0	0
London Charing Cross	Dartford	Sidcup		24657005	465	0	0	28	28	36	29
London Cannon Street	Slade Green	Sidcup		24657005	465	0	0	4	4	0	0
London Cannon Street	Slade Green	Sidcup		24657000	465	0	6	0	6	0	0
London Charing Cross	Slade Green	Sidcup		24657005	465	0	0	1	1	0	0
Lee	Slade Green	Sidcup		24657005	465	0	0	2	2	0	0
London Charing Cross	Gravesend	Sidcup		24657000	465	0	5	0	5	0	0
London Charing Cross	Gravesend	Sidcup		24657005	465	0	0	34	34	39	33
Gravesend	London Charing Cross	Sidcup		24657000	465	6	0	0	6	0	0
Gravesend	London Charing Cross	Sidcup		24657005	465	0	0	33	33	39	32
Gravesend	London Cannon Street	Sidcup		24657005	465	0	0	3	3	0	0
London Cannon Street	Gravesend	Sidcup		24657005	465	0	0	3	3	0	0

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	ing Load	Peak Times		Off Peak	Total	Saturday	Sund
Dartford	London Charing Cross	Sidcup		24657000	465	6	0	0	6	0	0
Dartford	London Charing Cross	Sidcup		24657005	465	0	0	27	27	36	30
Crayford	London Charing Cross	Sidcup		24657000	465	2	0	0	2	0	0
Crayford	London Cannon Street	Sidcup		24657005	465	0	0	9	9	0	0
London Charing Cross	Gillingham (Kent)	Sidcup		24657000	465	0	1	0	1	0	0
Strood	London Charing Cross	Sidcup		24657000	465	2	0	0	2	0	0
Crayford	London Blackfriars	Sidcup		24657000	465	1	0	0	1	0	0
Crayford	London Cannon Street	Sidcup		24657000	465	6	0	0	6	0	0
London Charing Cross	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	2	2	0	0
London Cannon Street	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	29	29	36	0
Gravesend	London Cannon Street	Lewisham/ Abbey Wood		24658000	465	1	0	0	1	0	0
London Cannon Street	Dartford	Lewisham/ Abbey Wood		24658000	465	0	6	0	6	0	0
London Bridge	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	1	1	0	0
Dartford	London Cannon Street	Lewisham/ Abbey Wood		24658005	465	0	0	29	29	35	0
Dartford	London Cannon Street	Lewisham/ Abbey Wood		24658000	465	4	0	0	4	0	0

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Stop	Peak Times		Off Peak	Total	Saturday	Sunday
Gillingham	London Cannon Street	Lewisham/Abbey Wood		24658000	465	1	0	0	1	0	0
Dartford	London Charing Cross	Lewisham/Abbey Wood		24658005	465	0	0	3	3	0	0
London Cannon Street	Barnehurst	Greenwich		24659000	465	0	6	0	6	0	0
London Cannon Street	Barnehurst	Greenwich		24659005	465	0	0	26	26	34	30
London Cannon Street	Dartford	Greenwich		24659005	465	0	0	7	7	5	3
London Cannon Street	Crayford	Greenwich		24659005	465	0	0	5	5	0	0
London Cannon Street	Crayford	Greenwich		24659000	465	0	6	0	6	0	0
London Bridge	Dartford	Greenwich		24659005	465	0	0	1	1	0	0
Dartford	London Cannon Street	Greenwich		24659005	465	0	0	2	2	2	0
Dartford	London Bridge	Greenwich		24659005	465	0	0	1	1	1	0
Slade Green	London Cannon Street	Greenwich		24659005	465	0	0	38	38	35	34
Slade Green	London Cannon Street	Greenwich		24659000	465	10	0	0	10	0	0