

Thirty ninth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

XC Trains Limited

as Train Operator

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

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IT IS HEREBY AGREED as follows: 3

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THIS 39th SUPPLEMENTAL AGREEMENT is dated the 29/01/2025 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: 00:00hrs on 02/02/2025

2 ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2025.

3 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 at the Expiry Date or earlier termination of the contract.

4 AMENDMENTS TO THE CONTRACT

Appendix 1 to Schedule 8 of the Track Access Contract shall be deleted in its entirety and replaced with the version set out in Appendix A.

5 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.

6 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.

7 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.

8 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



Steve Hopkinson

Signed by

Duly authorised for and on behalf of

XC TRAINS LIMITED

APPENDIX A – Appendix 1 to Schedule 8

A	B	C	D	E	F	G	H	I	J	K	
Service Group	Network Rail		TOC		Cancellation Minutes	Cap	Service Code	Direction	Monitoring Point	Weighting	
	Performance Point	Payment Rate (£)	Performance Point	Payment Rate (£)							
EH01	2024-25	████████	████████	████████	█	180	180	CrossCountry Inter City	Forward	ABERDEEN	████████
	████████		█								
	2025-26	████████									
	█										
2026-27	████████										
	█										
2027-28	████████										
	█										
2028-29	████████										
	█										

CrossCountry Inter City							180	CrossCountry Inter City	Forward	BIRMINGHAM INTERNATIONAL	████
All Trains							180	CrossCountry Inter City	Forward	BIRMINGHAM NEW STREET	████
							180	CrossCountry Inter City	Forward	BRISTOL TEMPLE MEADS	████
							180	CrossCountry Inter City	Forward	CHELTENHAM SPA	████
							180	CrossCountry Inter City	Forward	DERBY	████
							180	CrossCountry Inter City	Forward	DONCASTER	████
							180	CrossCountry Inter City	Forward	DUNDEE	████
							180	CrossCountry Inter City	Forward	EDINBURGH	████
							180	CrossCountry Inter City	Forward	GLASGOW CENTRAL	████
							180	CrossCountry Inter City	Forward	LEAMINGTON SPA	████

							180	CrossCountry Inter City	Forward	LEEDS	██████
							180	CrossCountry Inter City	Forward	MANCHESTER PICCADILLY	██████
							180	CrossCountry Inter City	Forward	MOTHERWELL	██████
							180	CrossCountry Inter City	Forward	NEWCASTLE	██████
							180	CrossCountry Inter City	Forward	NEWTON ABBOT	██████
							180	CrossCountry Inter City	Forward	PLYMOUTH	██████
							180	CrossCountry Inter City	Forward	READING	██████
							180	CrossCountry Inter City	Forward	SHEFFIELD	██████
							180	CrossCountry Inter City	Forward	SOUTHAMPTON CENTRAL	██████
							180	CrossCountry Inter City	Forward	STOCKPORT	██████

							180	CrossCountry Inter City	Forward	STOKE-ON-TRENT	████
							180	CrossCountry Inter City	Forward	WOLVERHAMPTON	████
							180	CrossCountry Inter City	Forward	YORK	████
							180	CrossCountry Inter City	Reverse	BIRMINGHAM INTERNATIONAL	████
							180	CrossCountry Inter City	Reverse	BIRMINGHAM NEW STREET	████
							180	CrossCountry Inter City	Reverse	BOURNEMOUTH	████
							180	CrossCountry Inter City	Reverse	BRISTOL TEMPLE MEADS	████
							180	CrossCountry Inter City	Reverse	CARDIFF CENTRAL	████
							180	CrossCountry Inter City	Reverse	CHELTENHAM SPA	████
							180	CrossCountry Inter City	Reverse	DERBY	████

							180	CrossCountry Inter City	Reverse	DONCASTER	████
							180	CrossCountry Inter City	Reverse	DUNBAR	████
							180	CrossCountry Inter City	Reverse	EDINBURGH	████
							180	CrossCountry Inter City	Reverse	EXETER ST DAVIDS	████
							180	CrossCountry Inter City	Reverse	GUILDFORD	████
							180	CrossCountry Inter City	Reverse	LEAMINGTON SPA	████
							180	CrossCountry Inter City	Reverse	LEEDS	████
							180	CrossCountry Inter City	Reverse	NEWCASTLE	████
							180	CrossCountry Inter City	Reverse	NEWQUAY	████
							180	CrossCountry Inter City	Reverse	PAIGNTON	████

							180	CrossCountry Inter City	Reverse	PENZANCE	██████
							180	CrossCountry Inter City	Reverse	PLYMOUTH	██████
							180	CrossCountry Inter City	Reverse	READING	██████
							180	CrossCountry Inter City	Reverse	SHEFFIELD	██████
							180	CrossCountry Inter City	Reverse	SOUTHAMPTON CENTRAL	██████
							180	CrossCountry Inter City	Reverse	STOKE-ON-TRENT	██████
							180	CrossCountry Inter City	Reverse	WOLVERHAMPTON	██████
							180	CrossCountry Inter City	Reverse	YORK	██████
EH02	2024-25 ██████	██████	██████	██████	█	270	260	Birmingham New Street - Leicester (Locals)	Forward	BIRMINGHAM NEW STREET	██████

CrossCountry Local & Provincial	2025-26 ██████						260	Birmingham New Street - Leicester (Locals)	Forward	NUNEATON	██████
All Trains	2026-27 ██████						260	Birmingham New Street - Leicester (Locals)	Reverse	LEICESTER	██████
	2027-28 ██████						260	Birmingham New Street - Leicester (Locals)	Reverse	NUNEATON	██████
	2028-29 ██████						268	Birmingham N Street- Leicester- Cambridge- Stansted	Forward	BIRMINGHAM NEW STREET	██████
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Forward	CAMBRIDGE	██████
							268	Birmingham N Street- Leicester-	Forward	LEICESTER	██████

								Cambridge- Stansted			
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Forward	NUNEATON	██████
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Forward	PETERBOROUGH	██████
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Reverse	CAMBRIDGE	██████
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Reverse	LEICESTER	██████
							268	Birmingham N Street- Leicester-	Reverse	NUNEATON	██████

								Cambridge- Stansted			
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Reverse	PETERBOROUGH	██████
							268	Birmingham N Street- Leicester- Cambridge- Stansted	Reverse	STANSTED AIRPORT	██████
							333	Cardiff Central - Birmingham - Nottingham	Forward	BIRMINGHAM NEW STREET	██████
							333	Cardiff Central - Birmingham - Nottingham	Forward	CARDIFF CENTRAL	██████
							333	Cardiff Central - Birmingham - Nottingham	Forward	DERBY	██████

							333	Cardiff Central - Birmingham - Nottingham	Forward	GLOUCESTER	██████
							333	Cardiff Central - Birmingham - Nottingham	Reverse	BIRMINGHAM NEW STREET	██████
							333	Cardiff Central - Birmingham - Nottingham	Reverse	DERBY	██████
							333	Cardiff Central - Birmingham - Nottingham	Reverse	GLOUCESTER	██████
							333	Cardiff Central - Birmingham - Nottingham	Reverse	NEWPORT	██████
							333	Cardiff Central - Birmingham - Nottingham	Reverse	NOTTINGHAM	██████

