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Executive, Access & Licensing
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3 December 2018

Nick Prag
Customer Relationship Manager
Network Rail Infrastructure Limited
151 St Vincent Street
Glasgow
G2 5NW

Sam Price
Head of Contracts
Abellio ScotRail Limited
Atrium Court
50 Waterloo Street
Glasgow
G2 6HQ

Dear Nick and Sam

Approval of the 13th supplemental agreement to the track access contract between Network Rail Infrastructure Limited (Network Rail) and Abellio ScotRail Limited

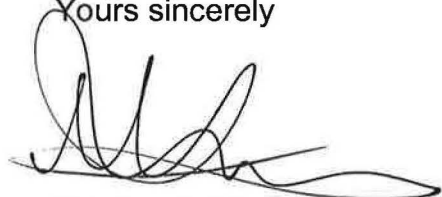
1. We have today approved the above supplemental agreement submitted to us formally on 3 December 2018 under section 22 of the Railways Act 1993 (the Act). This follows an earlier informal submission of a draft agreement for our consideration. The purpose of this letter is to set out the reasons for our decision.
2. This agreement amends Abellio ScotRail Limited's access rights to reflect service changes it is making for the December 2018 timetable.
3. Network Rail undertook the normal industry consultation ending on 24 October 2018 with no objections raised.
4. Our overall review identified no operational or economic issues and we are satisfied that approval is in accordance with our Statutory Duties under Section 22 of the Railways Act 1993. We identified some discrepancies in the drafting of the tables in the agreement where they did not match with the information provided in the Form P. After highlighting these to the parties, they have amended the agreement where the points we raised were errors for the formal submission.
5. In considering the agreement and in reaching our decision, we have had to weigh and strike the appropriate balance in discharging our statutory duties under section 4 of the Act. We have concluded that approval of this supplemental agreement is consistent

with our section 4 duties, in particular those relating to protecting the interests of users of railway services (section 4(1)(a)), promoting the use of the railway network for the carriage of passengers (section 4(1)(b)) and enabling persons providing railway services to plan their businesses with a reasonable degree of assurance (section 4(1)(g)).

6. Under clause 18.2.4 of the track access contract, Network Rail is required to produce a conformed copy, within 28 days of any amendment being made, and send copies to ORR and the Train Operator. Please send the conformed copy to me at ORR.

7. Electronic copies of this letter, the approval notice and the agreement will be sent to Keith Merritt at Department for Transport and to Peter Craig at Network Rail. Copies of the approval notice and the agreement will be placed on ORR's public register (website) and copies of this letter and the agreement will be placed on the ORR website. I am also copying this letter without any enclosures.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Michael Albon', with a long horizontal flourish extending to the right.

Michael Albon