

23rd SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

GOVIA THAMESLINK RAILWAY LIMITED
as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 02 March 2016

CONTENTS

1.	INTERPRETATION.....	3
2.	EFFECTIVE DATE AND TERM	3
3.	AMENDMENTS TO CONTRACT	3
4.	GENERAL.....	4
5.	THIRD PARTY RIGHTS.....	4
6.	LAW	4
7.	COUNTERPARTS	4
8.	Annex A.....	5

THIS 23RD SUPPLEMENTAL AGREEMENT is dated
and made

16th January

2019

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("Network Rail"); and
- (2) **GOVIA THAMESLINK RAILWAY LIMITED**, a company registered in England under number 07934306, having its registered office at 3rd Floor, 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 02 March 2016 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 17 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties wish to amend the Contract in the terms described below.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement:

- 1.1 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 date upon which the ORR issues its approval, pursuant to Section 22 of the Act, of the terms of this Supplemental Agreement.
- 1.3 "Annex" shall mean the annexes and their relevant parts and attached hereto.

2. EFFECTIVE DATE AND TERM

The amendments to the Contract 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

Appendix 7D to Schedule 7 of the Track Access Contract shall be deleted in its entirety and replaced by the new Appendix 7D as set out in Annex A to this Supplemental Agreement.

4. **GENERAL**

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 "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. **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 but one and the same document.

IN WITNESS whereof the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by 

Print name J. Halsall

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by 

Print name S WHITE

Duly authorised for and on behalf of
GOVIA THAMESLINK RAILWAY LIMITED

8. **Annex A**

APPENDIX 7D 1st, 6th, 23rd

"METERED TRAINS M" FOR THE PURPOSES OF PARAGRAPH 4.1.1 OF PART 2

Train Type	Train ID	Traction Type
365	All	AC
387	All	AC/DC
313	313201	DC
313	313202	DC
313	313203	DC
313	313204	DC
313	313205	DC
313	313206	DC
313	313207	DC
313	313208	DC
313	313209	DC
313	313210	DC
313	313211	DC
313	313212	DC
313	313213	DC
313	313214	DC
313	313215	DC
313	313216	DC
313	313217	DC
313	313219	DC
313	313220	DC
377	377101	DC
377	377102	DC
377	377103	DC
377	377104	DC
377	377105	DC
377	377106	DC
377	377107	DC
377	377108	DC
377	377109	DC
377	377110	DC
377	377111	DC
377	377112	DC
377	377113	DC
377	377114	DC
377	377115	DC
377	377116	DC
377	377117	DC
377	377118	DC
377	377119	DC
377	377120	DC
377	377121	DC
377	377122	DC
377	377123	DC
377	377124	DC
377	377125	DC
377	377126	DC

Train Type	Train ID	Traction Type
377	377127	DC
377	377128	DC
377	377129	DC
377	377130	DC
377	377131	DC
377	377132	DC
377	377133	DC
377	377134	DC
377	377135	DC
377	377136	DC
377	377137	DC
377	377138	DC
377	377139	DC
377	377140	DC
377	377141	DC
377	377142	DC
377	377143	DC
377	377144	DC
377	377145	DC
377	377146	DC
377	377147	DC
377	377148	DC
377	377149	DC
377	377150	DC
377	377151	DC
377	377152	DC
377	377153	DC
377	377154	DC
377	377155	DC
377	377156	DC
377	377157	DC
377	377158	DC
377	377159	DC
377	377160	DC
377	377161	DC
377	377162	DC
377	377163	DC
377	377164	DC
377	377201	AC/DC
377	377202	AC/DC
377	377203	AC/DC
377	377204	AC/DC
377	377205	AC/DC
377	377206	AC/DC
377	377207	AC/DC
377	377208	AC/DC
377	377209	AC/DC
377	377210	AC/DC
377	377211	AC/DC
377	377212	AC/DC
377	377213	AC/DC
377	377214	AC/DC
377	377215	AC/DC

Train Type	Train ID	Traction Type
377	377501	AC/DC
377	377502	AC/DC
377	377503	AC/DC
377	377504	AC/DC
377	377505	AC/DC
377	377506	AC/DC
377	377507	AC/DC
377	377508	AC/DC
377	377509	AC/DC
377	377510	AC/DC
377	377511	AC/DC
377	377512	AC/DC
377	377513	AC/DC
377	377514	AC/DC
377	377515	AC/DC
377	377516	AC/DC
377	377517	AC/DC
377	377518	AC/DC
377	377519	AC/DC
377	377520	AC/DC
377	377521	AC/DC
377	377522	AC/DC
377	377523	AC/DC
377	377301	DC
377	377302	DC
377	377303	DC
377	377304	DC
377	377305	DC
377	377306	DC
377	377307	DC
377	377308	DC
377	377309	DC
377	377310	DC
377	377311	DC
377	377312	DC
377	377313	DC
377	377314	DC
377	377315	DC
377	377316	DC
377	377317	DC
377	377318	DC
377	377319	DC
377	377320	DC
377	377321	DC
377	377322	DC
377	377323	DC
377	377324	DC
377	377325	DC
377	377326	DC
377	377327	DC
377	377328	DC
377	377342	DC
377	377401	DC

Train Type	Train ID	Traction Type
377	377402	DC
377	377403	DC
377	377404	DC
377	377405	DC
377	377406	DC
377	377407	DC
377	377408	DC
377	377409	DC
377	377410	DC
377	377411	DC
377	377412	DC
377	377413	DC
377	377414	DC
377	377415	DC
377	377416	DC
377	377417	DC
377	377418	DC
377	377419	DC
377	377420	DC
377	377421	DC
377	377422	DC
377	377423	DC
377	377424	DC
377	377425	DC
377	377426	DC
377	377427	DC
377	377428	DC
377	377429	DC
377	377430	DC
377	377431	DC
377	377432	DC
377	377433	DC
377	377434	DC
377	377435	DC
377	377436	DC
377	377437	DC
377	377438	DC
377	377439	DC
377	377440	DC
377	377441	DC
377	377442	DC
377	377443	DC
377	377444	DC
377	377445	DC
377	377446	DC
377	377447	DC
377	377448	DC
377	377449	DC
377	377450	DC
377	377451	DC
377	377452	DC
377	377453	DC
377	377454	DC

Train Type	Train ID	Traction Type
377	377455	DC
377	377456	DC
377	377457	DC
377	377458	DC
377	377459	DC
377	377460	DC
377	377461	DC
377	377462	DC
377	377463	DC
377	377464	DC
377	377465	DC
377	377466	DC
377	377467	DC
377	377468	DC
377	377469	DC
377	377470	DC
377	377471	DC
377	377472	DC
377	377473	DC
377	377474	DC
377	377475	DC
377	377601	DC
377	377602	DC
377	377603	DC
377	377604	DC
377	377605	DC
377	377606	DC
377	377607	DC
377	377608	DC
377	377609	DC
377	377610	DC
377	377611	DC
377	377612	DC
377	377613	DC
377	377614	DC
377	377615	DC
377	377616	DC
377	377617	DC
377	377618	DC
377	377619	DC
377	377620	DC
377	377621	DC
377	377622	DC
377	377623	DC
377	377624	DC
377	377625	DC
377	377626	DC
377	377701	DC/AC
377	377702	DC/AC
377	377703	DC/AC
377	377705	DC/AC

Train Type	Train ID	Traction Type
377	377706	DC/AC
377	377707	DC/AC
377	377708	DC/AC
442	All	DC
455	All	DC
700 ^{1st SA}	All	DC/AC
Class 717 ^{23rd SA}	All	DC/AC