

32nd 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

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THIS 32ND SUPPLEMENTAL AGREEMENT is dated *3rd of July* 2019 and made

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 18(7) of the Act, as amended by various supplemental agreements each in a form approved by ORR pursuant to Section 22 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 Office of Rail and Road 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

- 2.1. 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 Date or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 In Schedule 1: Contact Particulars, The contact details for the Route Managing Director shall be amended as follows:

Delete - **2nd Floor, Cotton Centre, Tooley Street, London, SE1 2QG**

And replace it with

Network Rail, 27 Great Suffolk Street, London, SE1 0NS

- 3.2 The table in Appendix 7C of the Contract shall be deleted in its entirety and replaced with Appendix 7C as set out in Annex of this Supplemental Agreement. Appendix 7C is in Schedule 7 of the Contract

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..... SCHESSEX.....

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by..... .....

Print name..... STEVE WHITE.....

Duly authorised for and on behalf of
GOVIA THAMESLINK

APPENDIX 7C – DEFAULT TRAIN CONSIST DATA^{19 SA}

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
22720000	Train movements between St Pancras/Blackfriars and Bedford	1 x Class 700 Electric Multiple Unit 6 Motor Coaches and 6 Trailer Coaches
22728000	Train movements between St Pancras/Blackfriars and Luton/St Albans/Kentish Town	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
22721000	Train movements between Blackfriars/St Pancras and Brighton/Littlehampton	1 x Class 700 Electric Multiple Unit 6 Motor Coaches and 6 Trailer Coaches
22729000	Train movements between Blackfriars/St Pancras and Gatwick/Horsham	1 x Class 700 Electric Multiple Unit 6 Motor Coaches and 6 Trailer Coaches
22729001	Train movements between Blackfriars/St Pancras and East Grinstead	1 x Class 700 Electric Multiple Unit 6 Motor Coaches and 6 Trailer Coaches
22722000	Train movements between Blackfriars/St Pancras and Sutton	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
22742000	Train movements between Blackfriars/St Pancras and Sevenoaks/Orpington via Catford Loop	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
21723000	Train Movements between King's Cross or Moorgate and Welwyn Garden City	2 x Class 313 Electric Multiple Unit 4 Motor Coaches and 2 Trailer Coaches
22723100	Train Movements between King's Cross / St Pancras / Blackfriars and Welwyn Garden City	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
21724000	Train Movements on the Hertford Loop between King's Cross or Moorgate and Hertford North or S Stevenage	2 x Class 313 Electric Multiple Unit 4 Motor Coaches and 2 Trailer Coaches
21725000	Train movements between King's Cross and Ely/Kings Lynn	2 x Class 387 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
21726000	Train movements between King's Cross and Letchworth-Royston/Cambridge	2 x Class 365 Electric Multiple Unit 2 Motor Coaches and 2 Trailer Coaches

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
22726100	Train movements between St Pancras/Blackfriars and Cambridge Stations	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
21727000	Train movements between King's Cross and Peterborough	2 x Class 387 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
22727100	Train movements between St Pancras/Blackfriars and Peterborough	1 x Class 700 Electric Multiple Unit 6 Motor Coaches and 6 Trailer Coaches
22761000	Train movements between Blackfriars/St Pancras and Rainham	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
24743000	Train movements between Ashford International and Hastings/Brighton	1 x Class 171 Diesel Multiple Unit 2 Motor Coaches
24744000	Train movements between Brighton and Portsmouth	1 x Class 313 Electric Multiple Unit 2 Motor Coaches and 1 Trailer Coach
24745000	Train movements between London and Redhill, Reigate, Tonbridge or Gatwick	1 x Class 377 Electric Multiple Units 3 Motor Coaches and 1 Trailer

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
		Coach
24746000	Train movements between London and the Sussex Coast via Haywards Heath	2 x Class 377 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
24747000	Train movements between London and Brighton	2 x Class 377 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
24748000	Train movements between London and Sussex Coast via Horsham	2 x Class 377 Electric Multiple Units 6 x Motor Coaches and 2 x Trailer Coaches
24749000	Train movements between London and Uckfield/East Grinstead	1 x Class 171 Diesel Multiple Unit 4 Motor coaches
24780000	Train movements between London and Dorking Guildford and Horsham	2 x Class 377 Electric Multiple Unit 6 Motor Coaches and 2 x Trailer Coaches
24782000	Train movements between Victoria and West Croydon via Streatham Hill or Norbury	2 x Class 377 Electric Multiple Units 6 Motor Coaches and 2 Trailer Coaches.
24783000	Train movements between London Bridge and South London via Sydenham	2 x Class 377 Electric Multiple Units

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
		6 Motor Coaches and 2 Trailer Coaches.
24785000	Train movement between London Victoria and Epsom	2 x Class 377 Electric Multiple Units 6 Motor Coaches and 2 Trailer Coaches.
24786000	Train movements between London and Caterham/Tattenham Corner	2 x Class 377 Electric Multiple Units 8 Motor Coaches and 2 Trailer Coaches
24787000	Train movements between London Bridge, Beckenham Junction, Sutton and Caterham via Tulse Hill & Wimbledon	2 x Class 455 Electric Multiple Units 2 Motor Coach and 6 Trailer Coaches.
24968000	Train movement(s) between Milton Keynes Central/Watford Junction and Kensington Olympia	2 x Class 377 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
24969000	Non-stop Train movement(s) between Victoria and Gatwick Airport/Brighton	2 x Class 387 Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches
24788004	Ctl. Div. Staff Trains	1 x Class 377 Electric Multiple Unit 3 Motor Coaches and 1 Trailer Coach
24788005	Empty coaching stock movement(s)	2 x Class 377 Electric Multiple Units

TRAIN SERVICE CODE	TYPE OF TRAIN MOVEMENT	DEFAULT TRAIN CONSIST DATA
		6 Motor Coaches and 2 Trailer Coach
21788001	Non revenue earning trains (GN Route)	2 x Class 387 Electric Multiple Unit 4 Motor Coaches and 4 trailers
22788002	Non revenue earning trains (TL Route)	1 x Class 700 Electric Multiple Unit 4 Motor Coaches and 4 Trailer Coaches
24788007	Gatwick Express Empty Coaching Stock	2 x Class 387s Electric Multiple Unit 6 Motor Coaches and 2 Trailer Coaches