

65th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

And

ARRIVA RAIL LONDON LIMITED
as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 9th November 2007

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THIS 65TH SUPPLEMENTAL AGREEMENT is dated 15th December, 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) **ARRIVA RAIL LONDON LIMITED**, a company registered in England under number 05668786, having its registered office at Great Central House, Marylebone Station, Melcombe Place, London, NW1 6JJ ("Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 9th November 2007 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 later of:
 - (1) 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; and
 - (2) 0200 hours on the Principal Change Date 2019
- 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 The tables relating to Service Groups EK01 and EK02 under Table 2.1 'Passenger Train Slots' of Schedule 5 of the Contract shall be deleted and replaced in their entirety with the new table 2.1 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

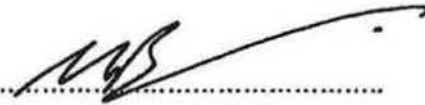
This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

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.....

MARK BIDDOW

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....



Print name.....

WILL ROGERS

Duly authorised for and on behalf of
ARRIVA RAIL LONDON LIMITED

Annex A

2 Passenger Train Slots

Table 2.1: Passenger Train Slots ^{60th, 62nd, 65th}

						2					
Service Group: EK01											
Service description: Orbitals						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Richmond	Stratford	Gospel Oak	All Stations	22214000	710	N/A	N/A	N/A	79 ^a	70 ^a	57 ^a
Richmond	Willesden Junction High Level	Acton Central	All Stations	22214000	710	N/A	N/A	N/A	1 ^a	1 ^a	0 ^a
Willesden Junction High Level <u>or</u> Willesden Junction Low Level	Stratford	Gospel Oak	All Stations	22214000	710	N/A	N/A	N/A	1 ^a	1 ^a	1 ^a
Stratford	Richmond	Gospel Oak	All Stations	22214000	710	N/A	N/A	N/A	80 ^a	71 ^a	54 ^a
Willesden Junction High Level	Richmond	Acton Central	All Stations	22214000	710	N/A	N/A	N/A	2 ^a	1	3 ^a
Stratford	Willesden Junction High Level <u>or</u> Willesden Junction Low Level	Gospel Oak	All Stations	22214000	710	N/A	N/A	N/A	4 ^a	4	1 ^a
Camden Road	Stratford	Canonbury	All Stations	22214000	710	N/A	N/A	N/A	1	0	0
Stratford	Camden Road	Canonbury	All Stations	22214000	710	N/A	N/A	N/A	0	0	1

1						2					
Service Group: EK01											
Service description: Orbitals						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
Clapham Junction	Stratford	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	77 ^a	67 ^a	49 ^a
Stratford	Clapham Junction	Gospel Oak	All Stations	22214000	378	N/A	N/A	N/A	76 ^a	68 ^a	50 ^a
Clapham Junction	Willesden Junction High Level	Kensington Olympia	All Stations	22204000	378	N/A	N/A	N/A	4 ^a	6 ^a	13 ^a
Willesden Junction High Level	Clapham Junction	Kensington Olympia	All Stations	22204000	378	N/A	N/A	N/A	6 ^a	5 ^a	13 ^a
Gospel Oak	Barking	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	69	69	57
Barking	Gospel Oak	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	73	70	59
Woodgrange Park	Willesden Low Level	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
Barking	South Tottenham	Blackhorse Road	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
South Tottenham	Gospel Oak	Upper Holloway	All Stations	21921000	172	N/A	N/A	N/A	1	0	0
Barking	Upper Holloway	South Tottenham	All Stations	21921000	172	N/A	N/A	N/A	1	0	0

						2					
Service Group: EK02											
Service description Watford DC						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
Service Group: EK02											
London Euston	Watford Junction	DC Electric Lines	All Stations	22216000	378	0	12 ^b	61 ^b	73 ^b	73 ^b	63 ^b
Watford Junction	London Euston	DC Electric Lines	All Stations	22216000	378	12 ^b	0	61 ^b	73 ^b	72 ^b	62 ^b
London Euston	Willesden Jn Low Level	DC Electric Lines	All Stations	22216000	378	0	0	1 ^b	1 ^b	2 ^b	2 ^b
Willesden Jn Low Level	London Euston	DC Electric Lines	All Stations	22216000	378	0	0	1 ^b	1 ^b	0	0

^a Those Firm Rights relating to Service Group EK01 under the 65th Supplemental Agreement shall expire from the Principal Change Date December 2020.

^b Those Firm Rights relating to Service Group EK02 under the 65th Supplemental Agreement shall expire from the Subsidiary Change Date May 2021.

1 Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.