

10th Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

ABELLIO SCOTRAIL LIMITED
as Train Operator

relating to amendments to the Track Access Contract
dated 03 March 2016
Changes to VTP Tables and HA03 Appendix 1 of Schedule 8

CONTENTS

1.	INTERPRETATION.....	2
2.	EFFECTIVE DATE AND DURATION.....	2
3.	AMENDMENTS TO THE CONTRACT.....	3
4.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT.....	3
5.	LAW.....	3
6.	THIRD PARTY RIGHTS.....	3
7.	COUNTERPARTS.....	4

THIS 10TH SUPPLEMENTAL AGREEMENT is dated 30 January 2018 and made

Between:

- (1) Network Rail Infrastructure Limited, ("Network Rail"), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London NW1 2DN; and
- (2) Abellio ScotRail Limited, (the "Train Operator"), a company registered in Scotland under number SC450732 having its registered office at 5th Floor, Culzean Building 36 Renfield Street, Glasgow, G2 1LU, United Kingdom.

Background:

- (A) The Train Operator and Network Rail entered into a Track Access Contract (Passenger Services)(which is hereafter referred to as the "Contract") dated 03 March 2016 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act.
- (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

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;
- 1.2 "**Effective Date**" means the date of this agreement.

2. EFFECTIVE DATE AND DURATION

The amendments made to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 2359 hours on the Expiry Date or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 Annex B to Part 3 of Schedule 4 of the Contract shall be deleted and replaced with the version set out in Appendix A to this Supplemental Agreement.

- 4.2 In Appendix 1 of Schedule 8 of the contract, the entry for HA03 shall be deleted and replaced with the version set out in Appendix B to this Supplemental Agreement.

5. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

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.

6. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the laws of Scotland.

7. THIRD PARTY RIGHTS

No rights shall be conferred under or arising out of this Supplemental Agreement on any person other than the Parties to this Supplemental Agreement and there shall not be created in any circumstances a jus quaesitum tertio in favour of any person.

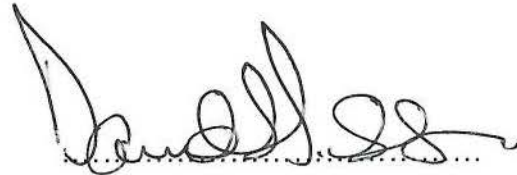
8. COUNTERPARTS

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 one and the same instrument.

IN WITNESS WHEREOF this Supplemental Agreement comprising this and the foregoing 2 pages and Appendices A - B are executed as follows:-

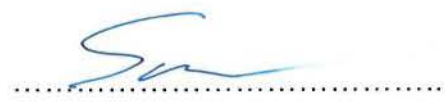
SIGNED on behalf of **NETWORK RAIL INFRASTRUCTURE LIMITED** by
DAVID DICKSON at *GLASGOW* on
30 JANUARY 2018 in the presence of:-

Witness: *NIS Pegg*
Full Name: *NICHOLAS FRANK*
Address: *151 ST VINCENT STREET*
GLASGOW



SIGNED on behalf of **ABELLIO SCOTRAIL LIMITED** by *SAN PRICE* at
GLASGOW on *30 JANUARY 2018* in the presence
of:-

Witness: *James M Craig*
Full Name: *JAMES M CRAIG*
Address: *ARRIVANT COURT*
50 WATERLOO ST.
GLASGOW G2 6HQ



Appendix A

Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Via	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)					No Bus Replacement (0%)	EBMs Total
										From	To	Miles	Trains	From	To	Miles	Trains	% Trains		
[Description]																				
Mallaig (MLG)	Fort William (FTW)				ASR101			HA04	100%	MLG	FTW	41.5								
Fort William (FTW)	Crianlarich (CNR)				ASR102			HA04	100%	FTW	CNR	62.5								
Crianlarich (CNR)	Oban (OBN)				ASR103			HA04	100%	CNR	OBN	41.75								
Crianlarich (CNR)	Dalmuir (DMR)				ASR104			HA04	100%	CNR	DMR	49								
Dalmuir (DMR)	Glasgow Queen Street (GLQ)				ASR105			HA04	100%	DMR	GLQ	10								
Balloch (BHC)	Dalmuir (DMR)				ASR106			HA06	100%	BHC	DMR	11.5								
Helensburgh Central (HLC)	Dalmuir (DMR)				ASR107			HA06	100%	HLC	DMR	14.5								
Dalmuir (DMR)	Anniesland (ANL)	(via Drumry)			ASR108			HA06	50%					DMR	ANL	5.25				
								HA06	50%					ANL	PTK	1.5				
Anniesland (ANL)	Glasgow Queen Street (GLQ)	(via Ashfield)			ASR109			HA07	100%	ANL	GLQ	6								
Milngavie (MLN)	Anniesland (ANL)				ASR110			HA06	100%	MLN	ANL	3.25								
								HA06	100%	ANL	PTK	1.5								
Dalmuir	Partick	(via Clydebank)			ASR111			HA06	100%	DMR	PTK	5.75								

(DMR)	(PTK)																						
Annie'sland (ANL)	Partick (PTK)			ASR112			HA06	100%	MLN	ANL	3.25												
							HA06	100%	ANL	PTK	1.5												
Partick (PTK)	Glasgow Central (GLC)			ASR113			HA06	100%	PTK	GLC	2.25												
							HA06	100%	GLC	RUT	3												
Glasgow Central (GLC)	Rutherglen (RUT)			ASR114			HA06	100%	PTK	GLC	2.25												
							HA06	100%	GLC	RUT	3												
							HA07	100%	GLC	RUT	3												
Glasgow Queen Street (GLQ)	Springburn (SPR)			ASR115			HA06	100%	PTK	GLQ	2.5												
							HA06	100%	GLQ	SPR	3.75												
							HA07	100%	GLQ	SPR	3.75												
Glasgow Queen Street (GLQ)	Shettleston (SLS)			ASR116			HA06	100%	PTK	GLQ	2.5												
							HA06	100%	GLQ	SLS	3.75												
Partick (PTK)	Glasgow Queen Street (GLQ)			ASR117			HA06	100%	PTK	GLQ	2.5												
							HA06	100%	GLQ	SLS	3.75												
				ASR118			HA06	100%	PTK	GLQ	2.5												
							HA06	100%	GLQ	SPR	2.5												
Glasgow Queen Street (GLQ)	Croy (CRO)			ASR119			HA01	100%	GLQ	CRO	11.5												
							HA07	100%	GLQ	CRO	11.5												
Croy (CRO)	Linlithgow (LIN)			ASR120			HA01	100%	CRO	LIN	19.5												
Croy (CRO)	Stirling (STG)	(via Larbert)		ASR121			HA01	100%	CRO	STG	18												
							HA07	100%	CRO	STG	18												
Stirling (STG)	Dunblane (DBL)			ASR122			HA01	100%	STG	DBL	5												
							HA01	100%	DBL	PTH	28												
							HA02	100%	STG	DBL	5												
							HA07	100%	STG	DBL	5												
Stirling (STG)	Alloa (ALO)			ASR123			HA02	100%	STG	ALO	6												
							HA07	100%	STG	ALO	6												
Dunblane (DBL)	Perth (PTH)			ASR124			HA01	100%	STG	DBL	5												
							HA01	100%	DBL	PTH	28												
							HA02	100%	DBL	PTH	28												
Perth	Dundee			ASR125			HA01	100%	PTH	DEE	21												

(PTH)	(DEE)																				
Dundee (DEE)	Aberdeen (ABD)				ASR126			HA01	100%	DEE	ABD	71.25									
Aberdeen (ABD)	Dyce (DYC)				ASR127			HA04	100%	ABD	DYC	6									
Dyce (DYC)	Inverurie (INR)				ASR128			HA04	100%	DYC	INR	11									
Inverurie (INR)	Elgin (ELG)				ASR129			HA04	100%	INR	ELG	55									
Elgin (ELG)	Inverness (INV)				ASR130			HA04	100%	ELG	INV	37									
Inverness (INV)	Dingwall (DIN)				ASR131			HA04	100%	INV	DIN	18.75									
Dingwall (DIN)	Tain (TAI)				ASR132			HA04	100%	DIN	TAI	25.5									
								HA04	100%	DIN	TAI	25.5									
								HA04	100%	TAI	THS	110									
Tain (TAI)	Thurso (THS)				ASR134			HA04	100%	DIN	TAI	25.5									
								HA04	100%	TAI	THS	110									
Thurso (THS)	Wick (WCK)				ASR135			HA04	100%	THS	WCK	20.75									
Dingwall (DIN)	Strathcarron (STC)				ASR136			HA04	100%	DIN	STC	46									
								HA04	100%	SCR	KYL	17.75									
Strathcarron (SCR)	Kyle of Lochalsh (KYL)				ASR137			HA04	100%	SCR	KYL	17.75									
Perth (PTH)	Aviemore (AVM)				ASR138			HA01	100%	PTH	AVM	83.75									
Aviemore (AVM)	Inverness (INV)				ASR139			HA01	100%	AVM	INV	34.5									

Perth (PTH)	Kirkcaldy (KDY)			ASR140			HA01	100%	PTH	KDY	31														
							HA02	100%	PTH	KDY	31														
Dundee (DEE)	Kirkcaldy (KDY)			ASR141			HA01	100%	INK	KDY	12.75														
							HA01	100%	KDY	DEE	33.25														
							HA02	100%	INK	KDY	12.75														
							HA02	100%	KDY	DEE	33.25														
				ASR142			HA01	50%					INK	KDY	12.75										
							HA01	50%					KDY	DEE	33.25										
							HA02	50%					INK	KDY	12.75										
							HA02	50%					KDY	DEE	33.25										
Inverkeithing (INK)	Glenrothes With Thornton (GLT)			ASR144			HA02	100%	INK	GLT	17.25														
Glenrothes With Thornton (GLT)	Kirkcaldy (KDY)			ASR145			HA02	100%	GLT	KDY	5														
Inverkeithing (INK)	Kirkcaldy (KDY)			ASR146			HA01	100%	INK	KDY	12.75														
							HA01	100%	KDY	DEE	33.25														
							HA02	100%	INK	KDY	12.75														
							HA02	100%	KDY	DEE	33.25														
					ASR147			HA01	50%					INK	KDY	12.75									
								HA01	50%					KDY	DEE	33.25									
								HA02	50%					INK	KDY	12.75									
								HA02	50%					KDY	DEE	33.25									
Inverkeithing (INK)	Edinburgh Waverley (EDB)	(via Dalmeny)		ASR149			HA01	100%	INK	EDB	13														
							HA02	100%	INK	EDB	13														
Edinburgh Waverley (EDB)	Linlithgow (LIN)			ASR150			HA01	100%	EDB	LIN	17.5														
							HA02	100%	EDB	LIN	17.5														
Linlithgow (LIN)	Falkirk Grahamston (FKG)			ASR151			HA02	100%	LIN	FKG	8														
Falkirk Grahamston (FKG)	Stirling (STG)			ASR152			HA02	100%	FKG	STG	11														
Edinburgh Waverley (EDB)	Newcraighall (NEW)			ASR153			HA02	100%	EDB	NEW	4.75														
Newcraighall (NEW)	Tweedbank (TWB)			ASR154			HA02	100%	NEW	TWB	29.75														

Edinburgh Waverley (EDB)	North Berwick (NBW)			ASR155			HA02	100%	EDB	NBW	22											
Edinburgh Waverley (EDB)	Dunbar (DUN)			ASR156			HA02	100%	EDB	DUN	29											
Edinburgh Waverley (EDB)	Bathgate (BHG)			ASR157			HA06	100%	EDB	BHG	18.75											
Bathgate (BHG)	Airdrie (ADR)			ASR158			HA06	100%	BHG	ADR	15											
Airdrie (ADR)	Shettleston (SLS)			ASR159			HA06	100%	ADR	SLS	7.25											
Springburn (SPR)	Cumbernauld (CUB)			ASR160			HA07	100%	SPR	CUB	2.75											
Cumbernauld (CUB)	Falkirk Grahamston (FKG)			ASR161			HA07	100%	CUB	FKG	9.75											
Rutherglen (RUT)	Uddingston (UDD)			ASR162			HA06	100%	RUT	UDD	5.25											
							HA07	100%	RUT	UDD	5.25											
Rutherglen (RUT)	Newton (NTN)			ASR163			HA06	100%	RUT	NTN	3.5											
Uddingston (UDD)	Glasgow Central (GLC)	(via Bridge Street Jn)		ASR164			HA06	100%	UDD	GLC	5.5											
							HA07	100%	UDD	GLC	5.5											
Newton (NTN)	Larkhall (LRH)			ASR165			HA06	100%	NEW	LRH	9.25											
Newton (NTN)	Motherwell (MTH)	(via Airbles)		ASR166			HA06	100%	NTN	MTH	8.25											
				ASR167			HA06	100%	NTN	MTH	8.25											
							HA06	100%	RUT	NTN	3.5											
Motherwell (MTH)	Wishaw (WSH)			ASR168			HA06	100%	MTH	WSH	3.25											
							HA07	100%	MTH	WSH	3.25											

Wishaw (WSH)	Carstairs (CRS)			ASR169			HA06	100%	WSH	CRS	12.75										
							HA07	100%	WSH	CRS	12.75										
Wishaw (WSH)	Lanark (LNK)			ASR170			HA06	100%	WSH	LNK	12.75										
Carstairs (CRS)	Edinburgh Waverley (EDB)			ASR171			HA07	100%	CRS	EDB	28.75										
West Calder (WCL)	Edinburgh Waverley (EDB)			ASR172			HA07	100%	WCL	EDB	16.75										
Carfin (CRF)	West Calder (WCL)			ASR173			HA07	100%	CRF	WCL	16.5										
Uddingston (UDD)	Carfin (CRF)	(via Holytown)		ASR174			HA07	100%	UDD	CRF	5.35										
Rutherglen (RUT)	Whifflet (WFF)	(via Kirkwood)		ASR175			HA06	100%	RUT	WFF	11										
Uddingston (UDD)	Motherwell (MTH)			ASR176			HA06	50%				UDD	MTH	5.5							
							HA07	50%				UDD	MTH	5.5							
				ASR177				HA06	100%	UDD	MTH	5.5									
								HA07	100%	UDD	MTH	5.5									
				ASR178				HA06	100%	NTN	MTH	8.25									
								HA06	100%	RUT	NTN	3.5									
HA06	100%							GLC	RUT	3											
Whifflet (WFF)	Motherwell (MTH)			ASR179			HA06	100%	WFF	MTH	4										
							HA07	100%	WFF	MTH	4										
Whifflet (WFF)	Cumbernauld (CUB)			ASR180			HA07	100%	WFF	CUB	7.5										
Glasgow Central (GLC)	Crossmyloof (CMY)	(via Muirhouse North Jn)		ASR181			HA03	100%	GLC	CMY	2.25										
							HA07	100%	GLC	CMY	2.25										
Crossmyloof (CMY)	East Kilbride (EKL)	(via Giffnock)		ASR182			HA07	100%	CMY	EKL	9.25										
Crossmyloof	Barrhead			ASR183			HA03	100%	CMY	BRR	7										

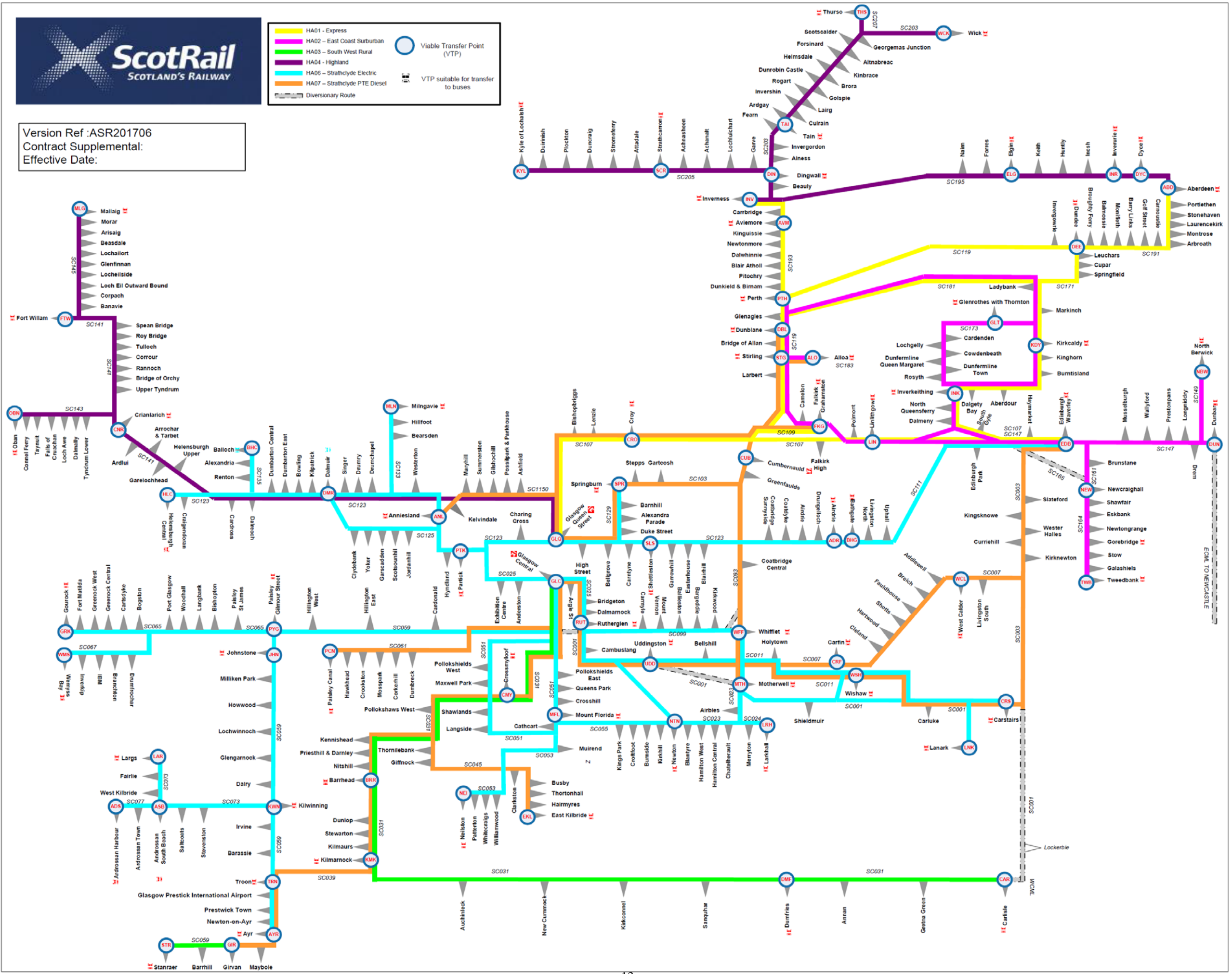
(CMY)	(BRR)							HA07	100%	CMY	BRR	7								
Neilston (NEI)	Mount Florida (MFL)	(Via Muirend)			ASR184			HA06	100%	NEI	MFL	8.5								
								HA06	100%	MFL	GLC	3.25								
								HA06	100%	NEI	MFL	8.5								
Mount Florida (MFL)	Glasgow Central (GLC)	(via Muirhouse North Jn)			ASR186			HA06	100%	NEI	MFL	8.5								
								HA06	100%	MFL	GLC	3.25								
								HA06	100%	NTN	MFL	5.5								
								HA06	100%	MFL	GLC	3.25								
								HA06	100%	GLC	PSE	3.75								
								HA06	100%	PSE	MFL	2								
								HA06	100%	MFL	GLC	3.25								
								HA06	100%	MFL	GLC	3.25								
Newton (NTN)	Mount Florida (MFL)	(via Kings Park)			ASR190			HA06	100%	NTN	MFL	5.5								
								HA06	100%	MFL	GLC	3.25								
Barrhead (BRR)	Kilmarnock (KMK)				ASR191			HA03	100%	BRR	KMK	17								
								HA07	100%	BRR	KMK	17								
Kilmarnock (KMK)	Dumfries (DMF)				ASR192			HA03	100%	KMK	DMF	58								
Dumfries (DMF)	Carlisle (CAR)				ASR193			HA03	100%	DMF	CAR	33								
Glasgow Central (GLC)	Paisley Gilmour Street (PYG)	(via Bridge Street Jn)			ASR194			HA06	100%	GLC	PYG	7.25								
Glasgow Central (GLC)	Paisley Canal (PCN)	(via Bridge Street Jn)			ASR195			HA07	100%	GLC	PCN	7.75								
Paisley Gilmour Street (PYG)	Gourock (GRK)				ASR196			HA06	100%	PYG	GRK	19								
Paisley Gilmour Street	Wemyss Bay (WMS)				ASR197			HA06	100%	GRK	WMS	23.5								

(PYG)																							
Paisley Gilmour Street (PYG)	Johnstone (JHN)				ASR198			HA06	100%	PYG	JHN	3.5											
Johnstone (JHN)	Kilwinning (KWN)				ASR199			HA06	100%	JHN	KWN	16											
Kilwinning (KWN)	Troon (TRN)				ASR200			HA06	100%	KWN	TRN	8.25											
Ayr (AYR)	Girvan (GIR)				ASR201			HA03	100%	GIR	STR	38.25											
								HA07	100%	AYR	GIR	21.25											
Girvan (GIR)	Stranraer (STR)				ASR202			HA03	100%	GIR	STR	38.25											
								HA07	100%	AYR	GIR	21.25											
Troon (TRN)	Ayr (AYR)				ASR203			HA03	100%	GIR	STR	38.25											
								HA06	100%	TRN	AYR	6.5											
								HA07	100%	TRN	AYR	6.5											
								HA07	100%	AYR	GIR	21.25											
Troon (TRN)	Kilmarnock (KMK)				ASR204			HA07	100%	TRN	KMK	9											
Kilwinning (KWN)	Ardrossan South Beach (ASB)				ASR205			HA06	100%	KWN	ASB	4.5											
								HA06	100%	ASB	LAR	11.5											
					ASR206			HA06	100%	KWN	ASB	4.5											
								HA06	100%	ASB	ADS	1											
Ardrossan South Beach (ASB)	Ardrossan Harbour (ADS)				ASR207			HA06	100%	ASB	ADS	1											
Ardrossan South Beach (ASB)	Largs (LAR)				ASR208			HA06	100%	ASB	LAR	11.5											



█ HA01 - Express		Viable Transfer Point (VTP)
█ HA02 - East Coast Suburban		VTP suitable for transfer to buses
█ HA03 - South West Rural		
█ HA04 - Highland		
█ HA06 - Strathclyde Electric		
█ HA07 - Strathclyde PTE Diesel		
█ Diversionary Route		

Version Ref : ASR201706
 Contract Supplemental:
 Effective Date:



Appendix B

HA03

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Service Code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate			Performance Point	Payment Rate									
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
HA03	2014-15	><		><	><			><	180	270					
South West	2015-16	><									579	South West Services	Forward	Carlisle	><
Rural	2016-17	><									579	South West Services	Forward	Girvan	><
All Trains	2017-18	><									579	South West Services	Reverse	Stranraer	><
	2018-19	><									579	South West Services	Reverse	Glasgow Central	><
											579	South West Services	Reverse	Dumfries	><