

7th 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 7TH SUPPLEMENTAL AGREEMENT is dated

2017 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 later of:
 - (1) 0200 hours on the Subsidiary Change Date 2017; and
 - (2) 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 or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

In Table 2.1 Passenger Train Slots of Schedule 5 of the Contract, the entries relating to Service Groups ET01 and ET05 shall be deleted and replaced by those set out in Annex A to this Supplemental Agreement.

In Table 4.1 Calling Patterns of Schedule 5 of the Contract, the entries relating to Service Group ET05 shall be deleted and replaced by those 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. Haxell

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by 

Print name Charles Horton

Duly authorised for and on behalf of
GOVIA THAMESLINK RAILWAY LIMITED

1						2					
Service Group: ET01											
Service description: Thameslink Bedford Mainline											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Farringdon	Bedford		1.1	22720000/ 22720001/ 22720002	319	0	0 ⁹	14 ⁹	14 ⁹	14 ⁹	20 ⁹
Farringdon	Bedford		1.2	22720000 22720002	319	0	8 ⁹	5 ⁹	13 ⁹	0	0
Farringdon	Bedford		1.3	22720000/ 22720001/ 22720002	319	0	14 ⁹	59 ⁹	73 ⁹	65 ⁹	45 ⁹
Farringdon	Luton		1.4	22720000/ 22720001 22720002	319	0	6 ¹⁰	26 ¹⁰	32 ¹⁰	31 ¹⁰	18 ¹⁰
Farringdon	St.Albans		1.5	22720000/ 22720001 22720002	319	0	7 ¹¹	26 ¹¹	33 ¹¹	27 ¹¹	0
Farringdon	West Hampstead Thameslink		1.6	22720001/ 22720002	319	0	0	13 ¹²	13 ¹²	0	0
Farringdon	Kentish Town		1.7	22720001/ 22720002	319	0	0	5 ¹²	5 ¹²	0	0
St Pancras International	Bedford		1.8	22720001/ 22720002	319	0	0	2	2	4	2

1						2					
Service Group: ET01											
Service description: Thameslink Bedford Mainline (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Bedford	Blackfriars		1.9	22720000/ 22720001/ 22720002	319	20 ¹³	0	69 ¹³	8 ¹³	6 ¹³	13 ¹³
Bedford	Blackfriars		1.10	22720000/ 22720001/ 22720002	319	8 ¹³	0	8 ¹³	16 ¹³	0	0
Bedford	Blackfriars		1.11	22720000/ 22720001/ 22720002	319	12 ¹³	0	53 ¹³	65 ¹³	66 ¹³	44 ¹³
Luton	Blackfriars		1.12	22720000/ 22720001/ 22720002	319	8 ¹⁴	0	34 ¹⁴	42 ¹⁴	39 ¹⁴	25 ¹⁴
St Albans	Blackfriars		1.13	22720000/ 22720001 /22720002	319	8 ¹⁵	0	23 ¹⁵	31 ¹⁵	24 ¹⁵	0
St. Pancras International	Blackfriars		1.14	22720000/ 22720001	319	0	0	1 ¹⁷	1 ¹⁷	1 ¹⁷	0
West Hampstead Thameslink	Blackfriars		1.15	22720001/ 22720002	319	0	0	19 ¹⁶	19 ¹⁶	3 ¹⁶	2 ¹⁶
Bedford	St Pancras International		1.16	22720001/ 22720002	319	0	0	1	1	1	1

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Service Group: ET05											
Service description: Great Northern Outers											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Cambridge	King's Cross	Welwyn Garden City	5.1	21725000	317	0	0	6	6	9	1
Cambridge	King's Cross	Welwyn Garden City	5.2	21725000	321	2	0	7	9	13	17
Cambridge	King's Cross	Welwyn Garden City	5.3	21726000	321	3	0	1	4	1	16
Royston	Ely		5.4	21726000	321	0	1	0	1	0	0
King's Lynn	King's Cross	Welwyn Garden City	5.5	21725000	365	5	0	10	15	16	15
King's Lynn	King's Cross	Welwyn Garden City	5.6	21725000	365	0	0	7	7	4	0
King's Lynn	King's Cross	Welwyn Garden City	5.7	21725000	365	0	0	1	1	1	1
Downham Market	King's Cross	Welwyn Garden City	5.8	21725000	321	0	0	1	1	0	0
King's Lynn	Cambridge		5.9	21725000	365	1	0	0	1	1	0

1						2					
Service Group: ET05											
Service description: Great Northern Outers (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Royston	King's Cross	Welwyn Garden City	5.10	21726000	321	5	0	1	6	0	0
Royston	King's Cross	Welwyn Garden City	5.11	21726000	321	0	0	2	2	1	0
Letchworth Garden City	King's Cross	Welwyn Garden City	5.12	21726000	321	2	0	2	4	0	3
Ely	King's Cross	Welwyn Garden City	5.13	21725000	365	0	0	2	2	0	0
Ely	King's Cross	Welwyn Garden City	5.14	21725000	365	0	0	12	12	10	0
Ely	Kings Cross	Welwyn Garden City	5.40	21725000	365	0	0	1	1	0	0
Cambridge North	Kings Cross	Welwyn Garden City	5.42	21726000	365	2	0	12	14	16	0
Cambridge North	Cambridge		5.45	21726000	365	0	0	1	1	0	0

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Service Group: ET05											
Service description: Great Northern Outers (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekdays ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Ely	Cambridge		5.46	21725000	365	0	0	2	2	0	0
Peterborough	King's Cross	Welwyn Garden City	5.15	21727000	321	5	0	2	7	6	3
Peterborough	King's Cross	Welwyn Garden City	5.16	21727000	321	4	0	17	21	18	17
Peterborough	King's Cross	Welwyn Garden City	5.17	21727000	321	1	0	14	15	19	1
Peterborough	King's Cross	Hertford North	5.18	21727000	321	0	0	1	1	1	0
Huntingdon	King's Cross	Welwyn Garden City	5.19	21727000	321	0	0	1	1	0	0
Huntingdon	King's Cross	Welwyn Garden City	5.20	21727000	321	0	0	0	0	1	0
King's Cross	Cambridge	Welwyn Garden City	5.21	21725000	317	0	1	1	2	4	0
King's Cross	Cambridge	Welwyn Garden City	5.22	21725000	321	0	1	13	14	18	16

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Service Group: ET05											
Service description: Great Northern Outers (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
King's Cross	Cambridge	Welwyn Garden City	5.23	21726000	321	0	3	4	7	4	21
King's Cross	King's Lynn	Welwyn Garden City	5.24	21725000	365	0	4	17	21	20	15
King's Cross	King's Lynn	Welwyn Garden City	5.25	21725000	365	0	0	1	1	0	1
King's Cross	Royston	Welwyn Garden City	5.27	21726000	321	0	1	2	3	1	0
King's Cross	Royston	Welwyn Garden City	5.28	21726000	321	0	4	1	5	0	0
King's Cross	Royston	Hertford North	5.29	21726000	321	0	0	1	1	1	1

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Service Group: ET05											
Service description: Great Northern Outers (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
King's Cross	Ely	Welwyn Garden City	5.30	21725000	365	0	1	12	13	11	0
Kings Cross	Ely	Welwyn Garden City	5.41	21725000	365	0	0	3	3	0	0
Cambridge	Ely		5.31	21725000	365	0	0	0	0	0	0
King's Cross	Letchworth Garden City	Welwyn Garden City	5.32	21726000	321	0	0	2	2	2	0
Cambridge	King's Lynn		5.33	21725000	365	0	0	1	1	1	0
Kings Cross	Cambridge North	Welwyn Garden City	5.43	21726000	365	0	3	8	11	15	0
Kings Cross	Cambridge North	Welwyn Garden City	5.44	21725000	365	0	0	1	1	0	0

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Service Group: ET05											
Service description: Great Northern Outers (continued)											
From	To	Via	Description	TSC	Timing Load	Peak times ⁵		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
King's Cross	Peterborough	Welwyn Garden City	5.35	21727000	321	0	5	7	12	6	3
King's Cross	Peterborough	Welwyn Garden City	5.36	21727000	321	0	5	18	22	21	16
King's Cross	Peterborough	Welwyn Garden City	5.37	21727000	321	0	0	14	14	18	2
King's Cross	Huntingdon	Welwyn Garden City	5.38	21727000	321	0	1	0	1	0	0
Stevenage	Peterborough		5.39	21727000	321	0	0	0	0	0	1

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Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Cambridge	King's Cross	Welwyn Garden City	5.2/5.22	21725000	Royston, Baldock, Letchworth Garden City, Hitchin, Stevenage, Finsbury Park.	Foxton, Shepreth, Meldreth, Ashwell & Morden.
Cambridge	King's Cross	Welwyn Garden City	5.3/5.23	21726000	Foxton, Shepreth, Meldreth, Royston, Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Finsbury Park.	Hatfield, Potters Bar,
Letchworth Garden City	King's Cross	Welwyn Garden City	5.12/5.32	21725000	Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Hatfield, Potters Bar, and Finsbury Park.	Welham Green, Brookmans Park, Hadley Wood, New Barnet, Oakleigh Park, New Southgate and Alexandra Palace
King's Lynn	King's Cross	Welwyn Garden City	5.5/5.24	21725000	Watlington, Downham Market, Littleport, Ely, Waterbeach, Cambridge.	Cambridge North, Royston and Letchworth Garden City
King's Lynn	King's Cross	Welwyn Garden City	5.6/5.25	21725000	Watlington, Downham Market, Littleport, Ely, Waterbeach, Cambridge, Royston, Baldock, Letchworth Garden City, Hitchin, Stevenage	Cambridge North, Foxton, Shepreth, Meldreth and Ashwell & Morden.

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Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
					and Finsbury Park.	
King's Lynn	King's Cross	Welwyn Garden City	5.7	21725000	Watlington, Downham Market, Littleport, Ely, Waterbeach, Cambridge North, Cambridge, Foxton, Shepreth, Meldreth, Royston, Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Hatfield, Potters Bar and Finsbury Park.	
Ely	King's Cross	Welwyn Garden City	5.14/5.30	21725000	Cambridge North, Cambridge,	Waterbeach, Royston and Letchworth Garden City
Ely	King's Cross	Welwyn Garden City	5.13	21725000	Waterbeach, Cambridge, Cambridge North, Royston, Baldock, Letchworth Garden City, Hitchin, Stevenage and Finsbury Park	Foxton, Shepreth, Meldreth and Ashwell and Morden.
Downham Market	King's Cross	Welwyn Garden City	5.8	21725000	Ely and Cambridge North, Cambridge	
Cambridge	King's Lynn	N/A	5.9/5.33	21725000	Waterbeach, Ely, Littleport, Downham Market	Cambridge North

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Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
					and Watlington	
Cambridge	Downham Market	N/A	5.34	21725000	Waterbeach and Ely	Littleport
Cambridge	Ely	N/A	5.31	21725000	Waterbeach	
Royston	King's Cross	Welwyn Garden City	5.10/5.28	21726000	Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage and Finsbury Park.	Knebworth and Welwyn North
Royston	King's Cross	Welwyn Garden City	5.11/5.27	21726000	Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Hatfield, Potters Bar, Finsbury Park.	
Royston	King's Cross	Hertford North	5.29	21726000	Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Hertford North, Cuffley, Gordon Hill, Enfield Chase, Winchmore Hill, Palmers Green, Alexandra Palace and Finsbury Park.	

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Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Peterborough	King's Cross	Welwyn Garden City	5.15/5.35	21727000	Huntingdon, St. Neots.	Biggleswade, Hitchin and Stevenage
Peterborough	King's Cross	Welwyn Garden City	5.16/5.36	21727000	Huntingdon, St. Neots, Sandy, Biggleswade, Arlesey, Hitchin, Stevenage and Finsbury Park.	Knebworth and Welwyn North
Peterborough	King's Cross	Welwyn Garden City	5.17 /5.37	21727000	Huntingdon, St. Neots, Sandy, Biggleswade, Arlesey, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Hatfield, Potters Bar and Finsbury Park.	Hadley Wood, New Barnet, Oakleigh Park, New Southgate, Alexandra Palace, Hornsey and Harringay
Peterborough	King's Cross	Hertford North	5.18	21727000	Huntingdon, St. Neots, Sandy, Biggleswade, Arlesey, Hitchin, Stevenage, Hertford North, Gordon Hill, Enfield Chase and Finsbury Park.	Cuffley, Winchmore Hill, Palmers Green and Alexandra Palace.
Huntingdon	King's Cross	Welwyn Garden City	5.19/5.38	21727000	St Neots, Biggleswade, Hitchin, Stevenage and Finsbury Park	Sandy, Arlesey, Knebworth and Welwyn North
Huntingdon	King's Cross	Welwyn Garden City	5.20	21727000	St Neots, Sandy, Biggleswade, Arlesey, Hitchin, Stevenage, Knebworth, Welwyn North,	

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Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
					Welwyn Garden City, Hatfield, Potters Bar and Finsbury Park	
Royston	Ely		5.4	21726000	Meldreth, Shepworth, Foxton, Cambridge, Cambridge North	
Ely	Kings Cross	Welwyn Garden City	5.40/5.41	21725000	Waterbeach, Cambridge North, Cambridge, Foxton, Shepreth, Meldreth, Royston, Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Hatfield, Potters Bar, Finsbury Park.	
Cambridge North	Kings Cross	Welwyn Garden City	5.42/5.43	21726000	Cambridge, Foxton, Shepreth, Meldreth, Royston, Ashwell & Morden, Baldock, Letchworth Garden City, Hitchin, Stevenage, Knebworth, Welwyn North, Welwyn Garden City, Finsbury Park.	Hatfield, Potters Bar.
Kings Cross	Cambridge	Welwyn	5.44	21726000	Hitchin, Letchworth Garden City, Royston,	

1					2	3
Service Group: ET05						
Service description: Great Northern Outers						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
					Cambridge	
Ely	Cambridge		5.46	21725000	Waterbeach, Cambridge North	

