

ELEVENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

MTR Corporation (Crossrail) Limited

as Train Operator

Relating to the Track Access Contract dated 21st November 2018

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THIS ELEVENTH SUPPLEMENTAL AGREEMENT is dated *5 December* 2019 and made

BETWEEN:

- (1) **Network Rail Infrastructure Limited**, a company registered in England under company number 2904587 having its registered office 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) **MTR Corporation (Crossrail) Limited**, a company registered in England under number 08754715 having its registered office at Providence House, Providence Place, London N1 0NT (the "Train Operator").

WHEREAS:

- (A) The parties entered into a First Crossrail Track Access Contract dated 21st November 2018 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of the Act; (which is hereafter referred to as the "Contract").
- (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:

- (A) 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;
- (B) "Effective Date" means the later of:
 - (1) 02.00 on 15th December 2019; and
 - (2) the date upon which the ORR issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

2. EFFECTIVE TERM AND DATE

The amendments made to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date, or at an earlier date where specified, or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 4

In Schedule 4, **Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights** will be deleted and replaced with the version shown in **Appendix 1** to this Supplemental Agreement.

In Schedule 4, **Annex C to Part 3 of Schedule 4 – Payment Rate per train mile** will be deleted and replaced with the version shown in **Appendix 2** to this Supplemental Agreement.

In Schedule 4, **Annex D to Part 3 of Schedule 4 – Defined Service Group Revenue** will be deleted and replaced with the version shown in **Appendix 3** to this Supplemental Agreement

4. AMENDMENTS TO SCHEDULE 5

In Schedule 5, Table 2.1: shall be deleted and replaced with the version shown in **Appendix 4** to this Supplemental Agreement.

5. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The parties agree that 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. 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.

7. LAW

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

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 but one and the same instrument.

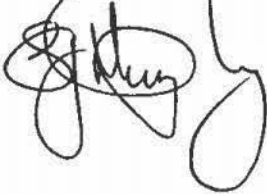
IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, entered into this Supplemental Agreement on the date first above written.

SIGNED by)
)
duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)



M BODEN

SIGNED by)
)
duly authorised for and on behalf of)
MTR Corporation (Crossrail) Limited)



APPENDIX 2 - Annex C to Part 3 of Schedule 4 – Payment Rate per train mile

Service Group	Description	Compensation Rate	Total Train Cost per Mile (Pence)
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Off Peak)	LSE	
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street(Peak)	LSE	
EX02	Paddington – Hayes & Harlington (Heathrow) Paddington – Maidenhead/Reading (Off peak)	LSE	
EX02	Paddington – Hayes & Harlington (Heathrow) Paddington – Maidenhead/Reading (Peak)	LSE	

APPENDIX 3 - Annex D to Part 3 of Schedule 4 – Defined Service Group Revenue

Service Group	Description	Defined Service Group Revenue
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Off Peak)	
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Peak)	
EX02	Paddington - Hayes & Harlington (Heathrow) Paddington – Maidenhead / Reading (Off Peak)	
EX02	Paddington - Hayes & Harlington (Heathrow) Paddington – Maidenhead / Reading (Peak)	

APPENDIX 4 - Schedule 5 Amendments

Table 2.1: Passenger Train Slots

These rights apply from the Principal Change Date in December 2019 until the Subsidiary Change Date in May 2020

1						2					
Service Group: EX01 Shenfield – Stratford / Liverpool Street											
Service description Shenfield – Pudding Mill Lane Junction Connection Point / Liverpool Street						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	20	0	89	109	105	70
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	18	0	15	33	0	4

pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	21	92	113	104	72
pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	17	14	31	2	2
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	0
Ilford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	0	0	0	0	0

Notes to Table:

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".

These rights apply from the Principal Change Date in December 2019 until the Principal Change date in December 2020

1						2					
Service Group: EX02 Paddington – Hayes & Harlington (Heathrow)											
Service description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Heathrow Tunnel Junction Connection Point (Heathrow)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	0	12	64	76	76	61
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	12	0	64	76	76	61

Notes to Table:

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”.

These rights apply from the Principal Change Date in December 2019 until the Principal Change Date in December 2020

1						2					
Service Group: EX02 Paddington – Maidenhead/Reading											
Service Description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Maidenhead / Reading						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Maidenhead	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	0	1	2	3	1	1

London Paddington (High Level)	Reading	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	0	11	38	49	37	32
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Reading	London Paddington (High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	11	0	36	47	35	32
Maidenhead	London Paddington (High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	1	0	4	5	2	1

Notes to Table:

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".

These rights apply from the Subsidiary Change Date in May 2020

1						2					
Service Group: EX01 Shenfield – Maidenhead/Reading											
Service description Shenfield – Pudding Mill Lane Junction Connection Point / Liverpool Street						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	34	35	117	186	177	143
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	5
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	2
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	0	1	12	1	5
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	35	34	117	186	177	141

Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	4	10
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	4
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	10	2	12	0	0
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	0
Ilford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	0

Notes to Table:

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".

These rights apply from the from the Principal Change Date in December 2020

1						2					
Service Group: EX01 Shenfield – Maidenhead/Reading											
Service description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Heathrow Tunnel Junction Connection Point (Heathrow)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	71	107	107	94
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	13
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	77	113	113	96
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	12

Notes to Table:

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”.

These rights apply from the from the Principal Change Date in December 2020

1						2					
Service Group: EX01 Shenfield – Maidenhead/Reading											
Service Description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Maidenhead / Reading						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak				
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	4	6	23	33	37	26
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	8	10	25	43	34	30
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	3	1
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	1
London Paddington (High Level)	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	3

Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	0	0
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	6	5	20	31	36	24
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	7	28	46	36	32
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	2
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	1

Notes to Table:

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".