

11th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

**relating to amendments to the Track Access Contract
(Passenger Services) dated 8th August 2017**

THIS 11th SUPPLEMENTAL AGREEMENT is dated the 09/12/2019 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) **XC Trains Limited**, a company registered in England under number 04402048 having its registered office at C/O Arriva PLC, 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP (the "Train Operator").

WHEREAS

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 8th August 2017 as amended by various Supplemental Agreements (which track access contract as subsequently amended 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

- 1.1 In this Supplemental Agreement, unless the context otherwise requires, 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:
 - (A) 0200 hours on the Subsidiary Change Date 2020; and
 - (B) 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.

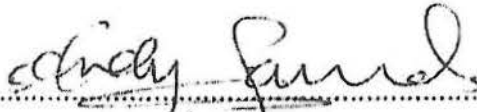
2 EFFECTIVE DATE AND TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry of the Contract.

3 AMENDMENTS TO THE CONTRACT

Table 2.1, Table 2.2, Table 2.3 and Table 4.1 of Schedule 5 shall be deleted and replaced in their entirety with the version set out in Annex A to this Supplemental Agreement.

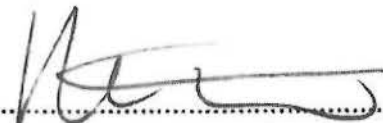
IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

Signed by 

Print name ANDY SAUNDERS

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by 

Print name TOM JORDAN

Duly authorised for and on behalf of

XC TRAINS LIMITED

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Penzance	Plymouth	Direct	1.1	22180012	HST 2+7	4	4	4	3	3
Newquay	Plymouth	Direct	1.2	22180012	HST 2+7	0	0	3	0	1
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.3a	22180012 & 22180013	HST 2+7	15	15	12	12	12
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare	1.3b	22180012 & 22180013	221	0	0	1	1	1
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.4a	22180012 & 22180013	HST 2+7	2	2	5	1	1

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bath Spa	Bristol Temple Meads	Direct	1.8	22180012	221	1	0	0	0	0
Bournemouth	Reading	Direct	1.9	22180010	221	14	15	15	11	11
Southampton Central	Reading	Direct	1.10	22180010 & 22180011	221	8	8	8	1	1
Guildford	Reading	Direct	1.12	22180011	221	1	1	1	1	1
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221	17	17	17	22	22
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	15	15	15	1	1

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New Street	Leeds	Swinton, Doncaster, Wakefield Westgate and the ECML	1.17	22180008 & 22180009	221	1	1	1	1	1
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	221	1	1	1	0	0
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	13	13	13	7	7
Birmingham New Street	Derby	Direct	1.56	22180008 & 22180009	221	0	1	0	0	0

1						2				
Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Dunbar	Edinburgh Waverley	Direct	1.25	22180008	221	1	0	0	0	0
Edinburgh Waverley	Glasgow Central	Motherwell	1.26	22180008	HST 2+7	9	9	9	7	7
Edinburgh Waverley	Dundee	Direct	1.27	22180008	HST 2+7	1	1	1	0	0
Edinburgh Waverley	Aberdeen	Direct	1.28	22180008	221	1	1	1	2	2
Dundee	Aberdeen	Direct	1.29	22180008	221	1	1	1	0	0
Aberdeen	Edinburgh Waverley	Direct	1.30	22180008	221	2	2	2	2	2
Dundee	Edinburgh Waverley	Direct	1.31	22180008	221	1	1	1	0	0

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Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Leeds	Birmingham New Street	Wakefield Westgate, Doncaster, Swinton	1.37	22180008 & 22180009	221	0	0	0	3	3
Leeds	Birmingham New Street	Wakefield Westgate, Swinton, Chesterfield, Clay Cross Tunnel, Sheffield, Tamworth	1.38	22180008 & 22180009	HST 2+8	17	17	17	11	11
Sheffield	Birmingham New Street	Tamworth	1.39	22180008 & 22180009	221	1	0	1	1	1
Nottingham	Birmingham New Street	Direct	1.40	22180010	221	1	1	1	0	0

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Service Group EH01										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Reading	Guildford	Direct	1.45	22180011	221	1	1	1	1	1
Reading	Southampton	Direct	1.46	22180010	221	7	7	7	1	1
Reading	Bournemouth	Direct	1.47	22180010	221	15	15	15	12	12
Birmingham New Street	Bristol Temple Meads	Barnet Green, Abbotswood Junction	1.48	22180012 & 22180013	HST 2+7	31	30	30	23	23
Bristol Temple Meads	Cardiff Central	Severn Tunnel Junction, Newport (Gwent)	1.49	22180012 & 22180013	221	2	1	1	0	0
Bristol Temple Meads	Paignton	Weston Super Mare, Taunton	1.50a	22180012 & 22180013	221	1	1	1	0	1
Bristol Temple Meads	Paignton	Weston Super Mare avoiding line, Taunton	1.50b	22180012 & 22180013	HST 2+7	2	2	4	1	1

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Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green	2.1	22333000	170	3	1	1	2	2
Cardiff Central	Nottingham	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green, Birmingham New Street, Derby, Long Eaton, Beeston	2.2	22333000	170	13	14	14	9	9

1						2				
Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, South Wigston	2.7	22260000 & 22268000	170	15	15	15	9	9
Birmingham New Street	Cambridge	Oakham, Stamford, Peterborough, Ely	2.8	22268000	170	2	1	1	1	1
Cambridge	Stansted Airport	Direct	2.9	22268000	170	4	4	4	5	5
Stansted Airport	Cambridge	Direct	2.10	22268000	170	3	4	4	4	4
Cambridge	Birmingham New Street	Ely, Peterborough, Stamford, Oakham	2.11	22268000	170	1	1	1	0	0
Stansted Airport	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.12	22260000 & 22268000	170	16	15	15	10	10

1						2				
Service Group EH02										
Service description						Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Nottingham	Cardiff Central	Beeston, Long Eaton, Derby, Birmingham New Street, Barnt Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent)	2.15	22333000	170	14	14	14	10	10
Birmingham New Street	Cardiff Central	Barnt Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent)	2.16	22333000	170	2	2	2	1	1

Table 2.2: Additional Passenger Train Slots ^{UK, GH}

1						2				
Service Group EH01						Passenger Train Slots				
Service description										
From	To	Via	Description	TSC	Timing Load	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	3.23	22180008 & 22180009	221	1	0	0	0	0
York	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	3.35	22180008 & 22180009	221	1	1	1	0	0
York	Newcastle	Direct	3.56	22180010	221	2	0	0	0	0
Newcastle	York	Direct	3.57	22180008	221	2	0	0	0	0

1		2	3		4				
Passenger Train Slot – Arrival			Combination Station	Passenger Train Slot – Departure		Number of combinations			
Arriving from (location or from the direction of)	Description	Departing towards (location or in the direction of)		Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bournemouth	1.9	Reading	Birmingham New St	1.13a or b	14	15	15	11	11
Southampton Central	1.10	Reading	Birmingham New St	1.13a or b	8	8	8	1	1
Guildford	1.12	Reading	Birmingham New St	1.13a or b	1	1	1	1	1
Reading	1.13a	Birmingham New St	Manchester Piccadilly	1.14	15	15	14	12	12
Reading	1.13a	Birmingham New St	Leeds	1.17	0	0	1	1	1
Reading	1.13a or 1.13b	Birmingham New St	Newcastle	1.19	11	11	11	5	5
Reading	1.13a or 1.13b	Birmingham New St	York (via Doncaster)	1.18	1	1	1	0	0
Birmingham New Street	1.16 or 1.17	Leeds	York	1.23a	0	1	1	1	1
Birmingham New Street	1.16 or 1.17	Leeds	Newcastle	1.23	14	14	14	11	11
Sheffield	1.20	Leeds	Newcastle	1.23	0	0	0	1	1
Leeds	1.23	Newcastle	Edinburgh	1.24	14	13	13	12	12
Newcastle	1.24	Edinburgh	Glasgow Central	1.26	7	7	7	6	6
Newcastle	1.24	Edinburgh	Dundee	1.27	1	1	1	0	0

1		2	3		4				
Passenger Train Slot – Arrival			Combination Station	Passenger Train Slot – Departure		Number of combinations			
Arriving from (location or from the direction of)	Description	Departing towards (location or in the direction of)		Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Sheffield	1.39	Birmingham New St	Reading	1.44a or 1.44b	1	0	1	1	1
Nottingham	1.40	Birmingham New St	Reading	1.44a or 1.44b	1	1	1	0	0
Derby	1.41	Birmingham New St	Reading	1.44a or 1.44b	0	1	0	1	1
Derby	1.41	Birmingham New St	Bristol Temple Meads	1.48	1	1	1	0	0
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Reading	1.44a or 1.44b	14	14	14	12	12
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Bristol Temple Meads	1.48	14	14	14	8	8
Birmingham New St	1.44a or 1.44b	Reading	Bournemouth	1.47	15	15	15	11	11
Birmingham New St	1.44a	Reading	Guildford	1.45	1	1	1	1	1
Birmingham New St	1.44a or 1.44b	Reading	Southampton	1.46	7	7	7	1	1
Birmingham New St	1.48	Bristol Temple Meads	Cardiff Central	1.49	1	1	1	0	0

4 Calling Patterns

Table 4.1: Calling Patterns ^{1st, 3rd, 4th, 5th, 6th}

1					2		3
Service Group EH01							
Service description							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Bristol Temple Meads	Birmingham New Street	Abbotswood Junction, Barnt Green	1.7 & 1.48	22180012 & 22180013	Bristol Parkway, Cheltenham Spa	Gloucester	
Bath Spa	Bristol Temple Meads	Direct	1.8	22180012	N/A	N/A	
Bournemouth	Reading	Direct	1.9 & 1.47	22180010	Brockenhurst, Southampton Central, Southampton Airport Parkway, Winchester, Basingstoke	N/A	
Southampton Central	Reading	Direct	1.10 & 1.48	22180010 & 22180011	Southampton Airport Parkway, Winchester, Basingstoke	N/A	
Guildford	Reading	Direct	1.12 & 1.45	22180011	N/A	N/A	
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a & 1.44b	22180010 & 22180011	Oxford, Banbury, Leamington Spa, Coventry, Birmingham International	N/A	
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b & 1.44a	22180010 & 22180011	Oxford, Banbury, Leamington Spa	N/A	
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport	1.14 & 1.42	22180014	Wolverhampton, Macclesfield, Stoke on Trent, Stockport, Stafford	N/A	

1					2		3
Service Group EH01							
Service description							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19 & 1.35	22180008 & 22180009	Derby, Sheffield, up to 7 calls at Chesterfield, Doncaster, York, Darlington, Durham, plus 1 call at Chester le Street in the southbound direction	Tamworth, Burton on Trent, Chester le Street	
Sheffield	Leeds	Swinton, Wakefield Westgate	1.20	22180008	Wakefield Westgate	N/A	
Derby	Newcastle	Sheffield, Swinton, Hambleton North Junction and the ECML	1.21	22180008 & 22180009	Sheffield, Chesterfield, Doncaster, York, Darlington, Durham,	N/A	
Derby	Nottingham	Direct	1.22	22180010	Beeston	N/A	
York	Leeds	Direct	1.36	22180008	N/A	N/A	
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	1.23 & 1.34	22180008 & 22180009	York, Darlington, Durham		
Newcastle	Edinburgh Waverley	Direct	1.24 & 1.33	22180008	Up to 16 calls at Alnmouth, up to 19 calls at Berwick Upon Tweed, up to 15 calls at Dunbar, up to 11 calls at Morpeth	1 call at Morpeth 1 call at Alnmouth 1 call at Berwick Upon Tweed	
Dunbar	Edinburgh Waverley	Direct	1.25	22180008	N/A	N/A	
Edinburgh Waverley	Glasgow Central	Motherwell	1.26 & 1.32	22180008	Edinburgh Haymarket, Motherwell	N/A	

1					2		3
Service Group EH02							
Service description							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Abbotswood Junction, Barnt Green	2.1 & 2.16	22333000	Newport (Gwent), Gloucester, Cheltenham Spa, University	Severn Tunnel Junction, Caldicot, Chepstow, Lydney, Ashchurch,	
Gloucester	Birmingham New Street	Abbotswood Junction, Barnt Green	2.3	22333000	Cheltenham Spa, Ashchurch, University	Worcestershire Parkway	
Birmingham New Street	Derby	Direct	2.4	22333000	Water Orton, Wilnecote, Tamworth, Burton on Trent, Willington	N/A	
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, South Wigston, Leicester, Oakham, Stamford, Peterborough, Ely, Waterbeach, Cambridge, Audley End	2.7 & 2.12	22260000 & 22268000	Nuneaton, Coleshill Parkway, Leicester, Melton Mowbray, Oakham, Stamford, Peterborough, March, Ely, Cambridge, Audley End, plus 3 calls each at Narborough and Hinckley and 2 calls at Whittlesea	Hinckley, Narborough South Wigston, Whittlesea, Manea,	
Birmingham New Street	Leicester	Water Orton, Nuneaton, South Wigston	2.6 & 2.13	22260000 & 22268000	Nuneaton, Coleshill Parkway, Hinckley, Narborough	South Wigston, Water Orton	

1					2	3
Service Group EH02						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Nottingham	Cardiff Central	Beeston, Long Eaton, Derby, Birmingham New Street, Barnet Green, Abbotswood Junction, Gloucester, Lydney, Newport (Gwent)	2.15	22333000	Derby, Burton on Trent, Tamworth, Birmingham New Street, University, Cheltenham Spa, Gloucester, Newport (Gwent), Long Eaton, Beeston, Worcesterhire Parkway	Winecote, Willington, Spondon, Attenborough, Ashchurch, Lydney, Chepstow, Severn Tunnel Junction, Caldicot