

Sixth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

WEST MIDLANDS TRAINS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 3 March 2016

CONTENTS

1.	INTERPRETATION	2
2.	EFFECTIVE DATE AND TERM	2
3.	AMENDMENTS TO THE CONTRACT	2
4.	GENERAL	3
5.	THIRD PARTY RIGHTS	3
6.	LAW	3
7.	COUNTERPARTS	3

THIS SIXTH SUPPLEMENTAL AGREEMENT is dated 25th April 2018 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Network Rail, 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) **WEST MIDLANDS TRAINS LIMITED**, a company registered in England under number 09860466 having its registered office at 2nd Floor, St Andrew's House, 18-20 St Andrew Street, London EC4A 3AG (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 3 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 (the "Contract").
- (B) The rights and obligations of London and Birmingham Railway Limited under the Contract were transferred to the Train Operator pursuant to a transfer scheme made by the Secretary of State for Transport on 10th December 2017 under Schedule 2 of the Transport Act 2005.
- (C) The parties now propose to enter into this Supplemental Agreement to vary the Contract in the manner and on the terms set out below.

IT IS HEREBY AGREED as follows:

1. **INTERPRETATION**

In this Supplemental Agreement, unless the context otherwise requires:

- (A) words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement; and
- (B) "Effective Date" means the later of 20th May 2018 and 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 DATE AND TERM**

The amendments 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 earlier termination of the Contract.

3. **AMENDMENTS TO SCHEDULE 5**

3.1 Table 2.1 (Passenger Train Slots) for Service Group EJ03 shall be deleted and replaced with the version set out in Appendix 1 to this Supplemental Agreement.

3.2 Table 4.1 (Calling Patterns) for Service Group EJ03 shall be deleted and replaced with the version set out in Appendix 2 to this Supplemental Agreement.

4. **GENERAL**

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" or, as the case may be, the "Agreement", "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 two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

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..... M.J. Frobisher

Print name..... M.J. FROBISHER

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by..... J. Chaudhry

Print name..... JAN CHAUDHRY

Duly authorised for and on behalf of
WEST MIDLANDS TRAINS LIMITED

Appendix 1

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Lichfield City	Direct	3.1	12272323 22272000	323	1	2	0
Birmingham New Street	Lichfield Trent Valley	Direct	3.2	12272323 22272000	323	1	0	1
Birmingham New St	Four Oaks	Direct	3.68	12272323	323	1	0	0
Birmingham New Street	Longbridge	Direct	3.3	12272323	323	7	9	0
Birmingham New Street	Redditch	Direct	3.4	12272323 12272820	323	2	4	2
Blake Street	Longbridge	Direct	3.6	12272323	323	1	1	0
Four Oaks	Birmingham New St	Direct	3.67	12272323	323	1	0	0
Four Oaks	Longbridge	Direct	3.7X	12272323	323	13	12	0
Four Oaks	Redditch	Direct	3.7	12272323 12272820	323	15	13	0
Lichfield City	Longbridge	Direct	3.9	12272323 22272000	323	10	14	0
Lichfield City	Redditch	Direct	3.10	12272323 22272000	323	11	13	0

From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lichfield Trent Valley	Birmingham New Street	Direct	3.11	12272323 22272000	323	2	2	1
Lichfield Trent Valley	Longbridge	Direct	3.12	12272323 22272000	323	19	14	0
Lichfield Trent Valley	Redditch	Direct	3.13	12272323 22272000	323	21	19	28
Longbridge	Birmingham New Street	Direct	3.14	12272323	323	7	8	0
Longbridge	Lichfield City	Direct	3.15	12272323 22272000	323	11	13	0
Longbridge	Blake Street	Direct	3.16	12272323	323	1	1	0
Longbridge	Four Oaks	Direct	3.17	12272323	323	12	12	0
Longbridge	Lichfield Trent Valley	Direct	3.18	12272323 22272000	323	18	15	1
Redditch	Birmingham New Street	Direct	3.19	12272323 12272820	323	5	5	1
Redditch	Four Oaks	Direct	3.69	12272323	323	13	13	0
Redditch	Lichfield City	Direct	3.20	12272323 12272820	323	1	0	0
Redditch	Lichfield Trent Valley	Direct	3.21	12272323 12272820	323	20	18	27

From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham International	Birmingham New Street	Direct	3.22	12259320	323	17	17	1
Birmingham New Street	Birmingham International	Direct	3.23	12259320	323	16	16	1
Birmingham New Street	Coventry	Direct	3.24	12259320	350	8	5	16
Birmingham New Street	Northampton	Direct	3.25	22259000	350	47	48	14
Coventry	Birmingham New Street	Direct	3.26	12259320	350	8	4	16
Coventry	Northampton	Direct	3.27	22259000	350	2	0	0
Northampton	Birmingham New Street	Direct	3.28	22259000	350	46	48	15
Northampton	Coventry	Direct	3.29	22259000	350	0	0	1
Birmingham New Street	Wolverhampton	Direct	3.30	12256320	350	11	10	15
Wolverhampton	Birmingham New Street	Direct	3.31	12256320	350	10	9	15
Coventry	Wolverhampton	Birmingham New Street	3.32	22259000	350	1	0	0
Birmingham New Street	Hednesford	Walsall	3.34	12263310	170	1	2	0

From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Rugeley Trent Valley	Walsall	3.36	12263310 12263810	170	30	29	14
Birmingham New Street	Walsall	Direct	3.38	12263310	323	8	1	15
Hednesford	Birmingham New Street	Walsall	3.39	12263310	170	0	1	0
Rugeley Trent Valley	Birmingham New Street	Walsall	3.41	22263000 12263810	170	31	29	14
Walsall	Birmingham New Street	Direct	3.45	22329000	323	6	3	14
Walsall	Wolverhampton	Birmingham New St	3.48	12271310	153	23	27	0
Wolverhampton	Walsall	Birmingham New St	3.49	12271310	153	22	27	0

From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Great Malvern	Five Ways	3.50	22329000	170	3	1	1
Birmingham New Street	Hereford	Five Ways	3.51	22329000	170	15	14	6
Birmingham New Street	Worcester Shrub Hill	Five Ways	3.52	22329000	170	4	1	0
Birmingham New Street	Gloucester	Five Ways	3.53	22329000 22331000	170	1 Fridays only	0	0
Worcester Foregate Street	Birmingham New Street	Direct	3.54	22339000	170	0	0	1
Birmingham New Street	Worcester Foregate Street	Direct	3.55	22339000	170	1	0	2
Great Malvern	Birmingham New Street	Five Ways	3.56	22329000	170	4	1	0
Hereford	Birmingham New Street	Five ways	3.57	22329000	170	15	12	6

From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Worcester Shrub Hill	Birmingham New Street	Five Ways	3.58	22329000	170	1	4	2
Hereford	Worcester Shrub Hill	Direct	3.59	22332000	170	2	2	1
Worcester Shrub Hill	Hereford	Direct	3.60	22332000	170	1	1	1
Great Malvern	Worcester Shrub Hill	Direct	3.61	22332000	170	1	0	0
Birmingham New Street	Bromsgrove	Direct	3.62	22332000	170	0	1	0
Bromsgrove	Birmingham New Street	Direct	3.63	22332000	170	0	1	0
Crewe	Walsall	Direct	3.64	22300000	350	1	0	0
Northampton	Walsall	Direct	3.65	22259000	350	1	0	0
Walsall	Liverpool	Direct	3.66	22300000	350	2	0	0
Rugby	Birmingham New St	Direct	3.70	22259000	350	0	0	1

Appendix 2

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Lichfield City	Direct	3.1	12272323 22272000	All Stations	N/A
Birmingham New Street	Lichfield Trent Valley	Direct	3.2	12272323 22272000	All Stations	N/A
Birmingham New Street	Longbridge	Direct	3.3,3.14	12272323	All Stations	N/A
Birmingham New Street	Redditch	Direct	3.4,3.19	12272323 12272820	All Stations	N/A
Blake Street	Birmingham New Street	Direct	3.5	12272323	Butlers Lane, Four Oaks, Sutton Coldfield.	N/A
Blake Street	Longbridge	Direct	3.6,3.16	12272323	All Stations	N/A
Four Oaks	Birmingham New St	Direct	3.67, 3.68	12272323	Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston	N/A

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Four Oaks	Redditch	Direct	3.7, 3.69	12272323 12272820	Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston, Birmingham New Street, Five Ways, University, Selly Oak, Bournville, Kings Norton, Northfield, Longbridge, Barnt Green, Alvechurch.	Duddeston
Four Oaks	Wolverhampton	Direct	3.8	12272323 12256320	Sutton Coldfield, Wylde Green, Chester Road, Erdington, Birmingham New Street, Smethwick Rolfe Street, Smethwick Galton Bridge, Sandwell and Dudley, Dudley Port, Tipton.	N/A
Lichfield City	Longbridge	Direct	3.9,3.15	12272323 22272000	Shenstone, Blake Street, Butlers Lane, Four Oaks, Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston, Birmingham New Street, Five Ways, University, Selly Oak, Bournville, Kings Norton, Northfield.	Duddeston
Lichfield City	Redditch	Direct	3.10, 3.20	12272323 22272000	All Stations	N/A
Lichfield Trent Valley	Birmingham New Street	Direct	3.11	12272323 22272000	Lichfield City, Blake Street, Butlers Lane, Four Oaks, Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston.	Shenstone, Duddeston

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Lichfield Trent Valley	Longbridge	Direct	3.12, 3.18	12272323 22272000	Lichfield City, Blake Street, Butlers Lane, Four Oaks, Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston, Birmingham New Street, Five Ways, University, Selly Oak, Bournville, Kings Norton, Northfield.	Shenstone, Duddeston.
Lichfield Trent Valley	Redditch	Direct	3.13,3.21	12272323 22272000	Lichfield City, Blake Street, Butlers Lane, Four Oaks, Sutton Coldfield, Wylde Green, Chester Road, Erdington, Gravelly Hill, Aston, Birmingham New Street, Five Ways, University, Selly Oak, Bournville, Kings Norton, Northfield Longbridge, Barnt Green, Alvechurch.	Duddeston, Shenstone.
Longbridge	Four Oaks	Direct	3.17	12272323 22272000	Northfield, Kings Norton, Bournville, Selly Oak, University, Five Ways Birmingham New Street, Aston, Gravelly Hill, Erdington, Chester Road, Wylde Green, Sutton Coldfield.	Duddeston
Birmingham International	Birmingham New Street	Direct	3.22, 3.23	22259000	Lea Hall, Stechford, Adderley Park.	Marston Green,
Birmingham New Street	Coventry	Direct	3.24, 3.26	12259320	Marston Green Birmingham International, Hampton-in-Arden, Berkswell,	Adderley Park, Stechford, Lea Hall, Tile Hill, Canley.

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Northampton	Direct	3.25,3.28	12259320 22259000	Marston Green Birmingham International, Coventry, Rugby, Long Buckby.	Adderley Park, Stechford, Lea Hall, Hampton-in-Arden, Berkswell, Tile Hill, Canley
Rugby	Birmingham New St	Direct	3.70	22259000	Coventry, Tile Hill, Birmingham International, Marston Green	N/A
Coventry	Northampton	Direct	3.27,3.29	22259000	All Stations	N/A
Birmingham New Street	Wolverhampton	Direct	3.30,3.31	12256320	Smethwick Rolfe Street, Smethwick Galton Bridge, Dudley Port, Tipton, Coseley	Sandwell and Dudley
Coventry	Wolverhampton	Birmingham New Street	3.32	22259000	All Stations	N/A
Birmingham International	Walsall	Birmingham New Street	3.33,3.44	12259320 12263310	All Stations.	N/A
Birmingham New Street	Hednesford	Walsall	3.34	12263310	All Stations	N/A
Birmingham New Street	Rugeley Town	Walsall	3.35, 3.40	12263310 12263810	Tame Bridge Parkway, Walsall, Bloxwich, Bloxwich North, Landywood, Cannock Hednesford.	N/A

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Rugeley Trent Valley	Walsall	3.36, 3.41	12263310 12263810	Tame Bridge Parkway, Walsall, Cannock Hednesford, Rugeley Town.	Duddeston, Aston, Witton, Perry Bar, Hamstead, Bescot Stadium, Bloxwich, Bloxwich North, Landywood
Birmingham New Street	Walsall	Direct	3.38, 3.45	12263310	Tame Bridge Parkway	Duddeston, Aston, Witton, Perry Bar, Hamstead, Bescot Stadium.
Hednesford	Birmingham New Street	Walsall	3.39	12263310	Cannock, Landywood, Bloxwich North, Bloxwich, Walsall, Tame Bridge Parkway.	Bescot Stadium, Hamstead, Perry Barr, Witton, Aston, Duddeston.
Stafford	Birmingham New Street	Wolverhampton	3.43	22300000 12256320	All Stations	N/A
Shrewsbury	Walsall	Wolverhampton	3.46, 3.47	22266000 12271310	Wellington, Oakengates, Telford Central, Shifnal, Cosford, Albrighton, Codsall, Bilbrook, Wolverhampton.	N/A
Walsall	Wolverhampton	Direct	3.48, 3.49	12271310	N/A	N/A
Birmingham New Street	Great Malvern	Five Ways	3.50,3.56	22329000	University, Barnt Green, Bromsgrove, Droitwich Spa, Worcester Foregate Street, Malvern Link.	Worcester Shrub Hill
Birmingham New Street	Hereford	Five Ways	3.51,3.57	22329000	University, Bromsgrove, Droitwich Spa, Worcester Foregate Street, Malvern Link, Great Malvern, Colwall, Ledbury.	Barnt Green, Worcester Shrub Hill
Birmingham New Street	Worcester Shrub Hill	Five Ways	3.52, 3.58	22329000	University, Droitwich Spa.	Bromsgrove

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Service Group EJ03 West Midlands New Street Locals						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Gloucester	Five Ways	3.53	22329000 22331000	Bromsgrove, University Worcester Shrub Hill, Droitwich Spa, Cheltenham Spa.	N/A
Worcester Foregate Street	Birmingham New Street	Direct	3.54	22339000	Worcester Shrub Hill, Droitwich Spa, Bromsgrove, University	N/A
Worcester Shrub Hill	Hereford	Direct	3.59, 3.60	22332000	All Stations	N/A
Great Malvern	Worcester Shrub Hill	Direct	3.61	22332000	All Stations	N/A
Birmingham New Street	Bromsgrove	Direct (Non Stop)	3.62, 3.63	22332000	N/A	N/A