EIGHTY SECOND SG SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

ARRIVA TRAINS WALES/ TRENAU ARRIVA CYMRU LIMITED

relating to Schedule 5

THIS EIGHTY SECOND SG SUPPLEMENTAL AGREEMENT

is dated 18/08/17 201 and made between:

- (1) NETWORK RAIL INFRASTRUCTURE LIMITED ("Network Rail"), a private company limited by shares registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) ARRIVA TRAINS WALES/TRENAU ARRIVA CYMRU LIMITED (the "Train Operator"), a private company limited by shares registered in England and Wales under company number 04337645, having its registered office at St. Mary's House, 47 Penarth Road, Cardiff CF10 5DJ.

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 5 February 2004 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (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 Schedule 5 of the Contract in order to enable the Train Operator to provide additional services.

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

"Effective Date" shall mean the later of:

- The date upon which the ORR issues its approval pursuant to Section 22 of the Act of the terms of this Supplemental Agreement; and
- 0200 hours on 19 August 2017

2. EFFECTIVE DATE AND DURATION

2.1 The amendments made to the Contract shall have effect from the Effective Date.

3. AMENDMENTS TO SCHEDULE 5 of THE CONTRACT

- 3.1 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL02 (Winter) relating to the descriptions shown in Appendix 1 shall be deleted and replaced with those set out in Appendix 1 to this Supplemental Agreement
- 3.2 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL02 (Summer) relating to the descriptions shown in Appendix 2 shall be deleted and replaced with those set out in Appendix 2 to this Supplemental Agreement."
- 3.3 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL06 relating to Descriptions 6.2.11, shall be deleted and replaced with those set out in Appendix 3 to this Supplemental Agreement.

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4. 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 with effect from and including the Effective Date 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. LAW

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

6. 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.

7. 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.

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

SIGNED BY

for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY

for and on behalf of

ARRIVA TRAINS WALES/ TRENAU ARRIVA CYMRU LIMITED

Appendix 1

1		2						
Service Group: H		Passenger Train Stots						
Service Descripti	on: West Wales	(Winter)		(
From 💌	To 💌	Via 🔹	Description "T	TSC ·	Timing Load	Total Weekde *	Saturday *	Sunday
Carmarthen	Fishguard Harbour	Clarbeston Road	2.2.1	25432000	142	2	2	0
Carmarthen	Swansea	Llanelli	2.2.3	25432000	142	9	9	6
Clarbeston Road	Fishguard Harbour	Goodwick	2.2.4	25432000	142	3	1	0
Fishguard Harbour	Carmarthen	Whitland	2.2.5	25432000	142	з	3	1
Fishguard Harbour	Clarbeston Road	Goodwick	2.2.6	25432000	142	ï	1	0
Fishguard Harbour	Swansea	Whitland	2.2.7	25432000	142	2	2	1
Swansea	Carmarthen	Llanelli	2.2.10	25432000	142	9	9	4
Swansea	Fishguard Harbour	Whitland	2.2.11	25432000	142	З	2	2
Swansea	Haverfordwest	Whitland	2.2.12	25432000	142	0	1	1
Carmarthen	Pembroke Dock	Whitland	2.4.1	25432000	142	1	1	1
Pembroke Dock	Carmarthen	Whitland	2.4.2	25432000	142	1	1	1
Pembroke Dock	Swansea	Lianelli	2.4.3	25432000	142	8	8	3
Swansea	Pembroke Dock	Llanelli	2.4.4	25432000	142	в	8	2
Tenby	Swansea	Llanelli	2.4.5	25432000	142	0	0	0
Whitland	Tenby	Narberth	2.4.6	25432000	142	0	0	O
Cardiff	Swansea	Bridgend	2.5.2 Fast	25348000	142	12	12	6
Swansea	Cardiff	Pontyclun	2.5.4 Slow	25348000	142	12	12	2
Swansea	Cardiff	Bridgend	2.5.5 Fast	25348000	142	12	12	7

Appendix 2

1		2						
Service Group: H	L02	Passenger Train Slots						
Service Descripti	on: West Wales	(Summer)						
From 🔫	To +	Via *	Description .T	TSC *	Timing Load •	Total Weekdi *	Saturday *	Sunday
Carmarthen	Fishguard Harbour	Clarbeston Road	2.2.1	25432000	142	2	2	0
Carmarthen	Milford Haven	Whitland	2.2.2	25432000	142	2	2	2
Carmarthen	Swansea	Llanelli	2.2.3	25432000	142	9	9	6
Clarbeston Road	Fishguard Harbour	Goodwick	2.2.4	25432000	142	3	1	0
Fishguard Harbour	Carmarthen	Whitland	2.2.5	25432000	142	3	3	1
Fishguard Harbour	Clarbeston Road	Goodwick	2.2.6	25432000	142		1	0
Fishguard Harbour	Swansea	Whitland	2.2.7	25432000	142	2	2	-1
Swansea	Carmarthen	Llaneili	2.2.10	25432000	142	9	9	4
Swansea	Fishguard Harbour	Whitland	2.2.11	25432000	142	3	2	2
Swansea	Haverfordwest	Whitland	2.2.12	25432000	142	0	1	1
Whitland	Fishguard Harbour	Clarbeston Road	2.2.15	25432000	142	0	1	0
Carmarthen	Pembroke Dock	Whitland	2.4.1	25432000	142	1	1	1
Pembroke Dock	Carmarthen	Whitland	2.4.2	25432000	142	1	1	2
Swansea	Pembroke Dock	Llanelli	2.4.4	25432000	142	8	8	з
Tenby	Carmarthen	Llaneili	2.4.5	25432000	142	0	0	a
Carmaithen	Tenby	Narberth	2.4.7	25432000	142	0	0	Ø
Cardiff	Swansea	Bridgend	2.5.2 Fast	25438000	142	12	12	6
Swansea	Cardiff	Pontyclun	2.5.4 Slow	25438000	142	12	12	2
Swansea	Cardiff	Bridgend	2.5.5 Fast	25438000	142	12	12	7

Appendix 3

						2 Passenger Train Slots			
Service Group: HL06									
Service Description. Marches Mainline									
From	+	Ta 🗸	Via +	Description .7	TSC *	Timing Load	Total Weekda*	Saturday *	Sunday 1
Newport		Cardiff Central	Ebbw Junction	6.2.11	25434000	150	t	1	1