

SIXTEENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

HEATHROW EXPRESS OPERATING COMPANY

**relating to amendments to the Track Access Contract
(Passenger Services) dated 27 May 2005
Correction of the Train Operator payment rate in Schedule 8 Appendix 1**

THIS SIXTEENTH SUPPLEMENTAL AGREEMENT is dated 21st Dec 2016 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("**Network Rail**"); and
- (2) **HEATHROW EXPRESS OPERATING COMPANY**, a company registered in England and Wales under company number 03145133, having its registered office at The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2GW (the "**Train Operator**").

Background:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 27 May 2005 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) The parties wish to amend Appendix 1 of Schedule 8 to the Contract to correct errors in the train operator payment rates inserted into the Contract through the access charges review known as the 2013 periodic review.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement 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.

"Effective Date" means the later of:

- (a) 1 May 2016; and
- (b) the first day of the next full Period that commences following 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 (for the purposes of this Supplemental Agreement, "Period" shall have the meaning ascribed to it in Schedule 8 to the Contract).

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 SCHEDULE 8 OF THE CONTRACT

In Appendix 1 of Schedule 8 to the Contract, for each Service Group listed in column A, delete the corresponding Payment Rate listed in column I and replace it with the Payment Rate for that Service Group as set out in the Annex to this Supplemental Agreement.

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 date hereof 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 of England and Wales.


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. COUNTERPARTS

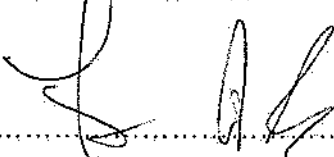
This Supplemental Agreement may be executed in any number of counterparts, each of which when executed and delivered shall constitute an original, but all the counterparts shall together constitute one and the same instrument.

IN WITNESS of which 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 
PRINT NAME MARK LANGMAN

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY 

PRINT NAME Fraser Brown

Duly authorised for and on behalf of

HEATHROW EXPRESS OPERATING COMPANY

Annex

Service Group		Payment Rate (£)
Code	Type	
EE02	All Trains	