

58th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

LONDON & SOUTH EASTERN RAILWAY LIMITED

**Relating to amendments to the Track Access Contract
(Passenger Services) dated 06 December 2007**

THIS 58th SUPPLEMENTAL AGREEMENT is dated [29/03/] 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) **LONDON & SOUTH EASTERN RAILWAY LIMITED**, a company registered in England and Wales under company number 04860660, having its registered office at 3rd Floor, 41-51 Grey Street, Newcastle Upon Tyne, Tyne & Wear, NE1 6EE (the "**Train Operator**").

Background:

(A) The parties entered into a Track Access Contract (Passenger Services) dated 06 December 2007 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

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.

(a) "Effective Date" means:

- The later of 0200, 1 April 2017 and;
- The date on 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 made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall continue until the expiry of the contract.

3. AMENDMENTS TO SCHEDULE 7 OF THE CONTRACT

3.1 In Schedule 7 to the Contract, Appendix 7D shall be deleted and replaced with the version set out in Appendix 1 of 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.

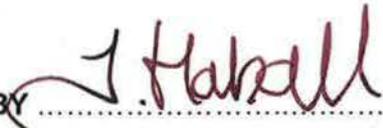
6. **THIRD PARTY RIGHTS**

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 John Halsall

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY 
PRINT NAME DAVID STATHAM

Duly authorised for and on behalf of

LONDON & SOUTH EASTERN RAILWAY LIMITED

Appendix 1

APPENDIX 7D

"METERED TRAINS M" FOR THE PURPOSES OF PARAGRAPH 4.1.1 OF PART 2 35TH, 41ST, 43RD

Train Type	Train ID	Traction Type
375	375805	DC
375	375812	DC
375	375811	DC
375	375814	DC
375	375821	DC
375	375809	DC
375	375830	DC
375	375824	DC
375	375804	DC
375	375910	DC
375	375916	DC
375	375907	DC
375	375913	DC
375	375914	DC
375	375906	DC
375	375904	DC
375	375927	DC
375	375920	DC
376	376013	DC
376	376035	DC
375	375302	DC
376	376018	DC

Train Type	Train ID	Traction Type
376	376015	DC
376	376028	DC
375	375305	DC
376	376012	DC
376	376002	DC
376	376023	DC
376	376031	DC
376	376033	DC
376	376030	DC
375	375304	DC
375	375627	DC
375	375614	DC
375	375626	DC
375	375604	DC
375	375301	DC
375	375303	DC
375	375306	DC
375	375307	DC
375	375308	DC
375	375309	DC
375	375310	DC
375	375605	DC
375	375611	DC
375	375612	DC
375	375619	DC
375	375624	DC

Train Type	Train ID	Traction Type
375	375701	DC
375	375702	DC
375	375703	DC
375	375704	DC
375	375705	DC
375	375706	DC
375	375707	DC
375	375708	DC
375	375709	DC
375	375710	DC
375	375711	DC
375	375712	DC
375	375713	DC
375	375714	DC
375	375715	DC
375	375901	DC
375	375902	DC
375	375903	DC
375	375905	DC
375	375908	DC
375	375909	DC
375	375911	DC
375	375912	DC
375	375915	DC
375	375917	DC
375	375918	DC

Train Type	Train ID	Traction Type
375	375919	DC
375	375921	DC
375	376001	DC
375	376003	DC
375	376004	DC
375	376005	DC
376	376006	DC
376	376007	DC
376	376008	DC
376	376009	DC
376	376010	DC
376	376011	DC
376	376014	DC
376	376016	DC
376	376017	DC
376	376019	DC
376	376020	DC
376	376021	DC
376	376022	DC
376	376024	DC
376	376025	DC
376	376026	DC
376	376027	DC
376	376029	DC
376	376032	DC
376	376034	DC

Train Type	Train ID	Traction Type
376	376036	DC
465	465235	DC
465	465237	DC
465	465240	DC
465	465241	DC
465	465247	DC
465	465249	DC
465	465250	DC
465	465924	DC
466	466014	DC
466	466038	DC
375	375922	DC
375	375923	DC
375	375924	DC
375	375925	DC
375	375926	DC
465	465236	DC
465	465238	DC
465	465239	DC
465	465242	DC
465	465243	DC
465	465244	DC
465	465245	DC
465	465246	DC
465	465248	DC
465	465901	DC

Train Type	Train ID	Traction Type
465	465902	DC
465	465903	DC
465	465909	DC
465	465914	DC
465	465915	DC
465	465920	DC
465	465921	DC
465	465929	DC
465	465932	DC
466	466002	DC
466	466004	DC
466	466005	DC
466	466009	DC
466	466010	DC
466	466011	DC
466	466013	DC
466	466015	DC
466	466017	DC
466	466018	DC
466	466020	DC
466	466021	DC
466	466022	DC
466	466023	DC
466	466026	DC
466	466029	DC
466	466030	DC

Train Type	Train ID	Traction Type
466	466031	DC
466	466032	DC
466	466034	DC
466	466036	DC
466	466037	DC
466	466039	DC
466	466040	DC
466	466043	DC
377	377501	DC
377	377502	DC
377	377503	DC
377	377504	DC
377	377505	DC
377	377506	DC
377	377507	DC
377	377508	DC