

13th Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

FIRST GREATER WESTERN LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 4th March 2016

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THIS 13TH SUPPLEMENTAL AGREEMENT is dated 17th May 2017 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) **FIRST GREATER WESTERN LIMITED**, (the "Train Operator"), a company registered in England under number 05113733 having its registered office at Milford House, 1 Milford Street, Swindon SN1 1HL.

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 4th March 2016 on terms approved, and pursuant to directions issued, by ORR under section 18 of the Act.
- (B) The parties agree to enter into this 13th Supplemental Agreement in order to make the following amendments to the contract for changes to be introduced on 21st May 2017:
 - Amend Schedule 5 Table 2.1 and Table 4.1
 - Amend Schedule 8 Appendix 1

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement:

- (A) 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;
- (B) "Effective Date" means the later of:
 - 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; and
 - 0200 Hours Sunday 21st May 2017.

2. EFFECTIVE DATE AND TERM

The amendments to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date.

The amendments shall cease to have effect on the termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1. In Schedule 5 Table 2.1 the entries for Service groups EF06 and EF08 shall be deleted and replaced with those set out in Annex 1.
- 3.2. In Schedule 5 Table 4.1 the entries for Service groups EF06 and EF08 shall be deleted and replaced with those set out in Annex 2.
- 3.3. In Schedule 8 Appendix 1 the entries for Service groups EF06 and EF08 shall be deleted and replaced with those set out in Annex 3.

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.....

Print name.....

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by *Matthew Goulton*.....

Print name *MATTHEW GOULTON*.....

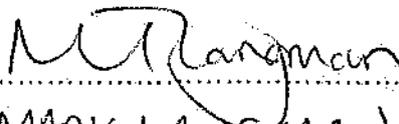
Duly authorised for and on behalf of

FIRST GREATER WESTERN LIMITED

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 .....
Print name MARK LANGMAN.....
Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....
Print name.....
Duly authorised for and on behalf of
FIRST GREATER WESTERN LIMITED

ANNEX 1

Table 2.1 Passenger Train Slots EF06

1						2					
EF 06						Table 2.1: Passenger Train Slots					
INNER LONDON						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Paddington ⁴	Hayes & Harlington		EF06.101	25515005	165 - 1	0	6	26	32	32	0
Hayes & Harlington	London Paddington ⁴		EF06.102	25515005	165 - 1	6	0	26	32	32	0
London Paddington ⁴	Henley-on-Thames		EF06.103	25516005	165 - 1	0	2	1	3	0	0
Henley-on-Thames	London Paddington ⁴		EF06.104	25516005	165 - 1	2	0	0	2	0	0
London Paddington ⁴	Reading		EF06.105	25516005	165 - 1	0	7	37	44	33	17
Reading	London Paddington ⁴		EF06.106	25516005	165 - 1	10	0	34	44	39	18
London Paddington ⁴	Slough		EF06.109	25516005	165 - 1	0	0	1	0	0	0
Slough	London Paddington ⁴		EF06.110	25516005	165 - 1	2 ⁵ 1 ⁶	0	0 ⁵ 1 ⁶	2 ⁵ 2 ⁶	0	0
London Paddington ⁴	M Maidenhead		EF06.111	25516005	165 - 1	0	1 ⁵ 4 ⁶	0	1 ⁵ 4 ⁶	0	0
M Maidenhead	London Paddington ⁴		EF06.112	25516005	165 - 1	0 ⁵ 3 ⁶	0	1	1 ⁵ 4 ⁶	0	0
London Paddington	Twyford		EF06.113	25516005	165 - 1	0	0	1	1	0	0

Notes to Table:

¹ Peak times – arriving London Paddington between 07.00 and 09.59, departing London Paddington between 16.00 and 18.59

² Off-Peak times – arriving at and departing from a relevant station outside Peak times

³ Passenger Train Slots listed under the sub-headings "Peak times" and "Off-Peak times" are the constituent parts of, and are not in addition to, those listed under the sub-heading "Weekday".

⁴ These rights expire at 02h00 on the May 2018 Subsidiary Timetable Change Date or when Crossrail services start whichever is later

⁵ Until the route between London Paddington and Maidenhead is confirmed open to electric traction for passenger services.

⁶ From the date the route between London Paddington and Maidenhead is confirmed open to electric traction for passenger services.

Table 2.1 Passenger Train Slots EF08

1						2		
EF 08 <i>Table 2.1: Passenger Train Slots</i>								
THAMES VALLEY BRANCHES						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
London Paddington ⁴	Greenford ⁴		EF08.113	25508006	165 - 1	1	1	0
Greenford ⁴	London Paddington ⁴		EF08.114	25508006	165 - 1	1	1	0
Greenford ⁴	West Ealing ⁴		EF08.115	25508006	165 - 1	31	31	0
West Ealing ⁴	Greenford ⁴		EF08.116	25508006	165 - 1	31	31	0
Maidenhead	Marlow		EF08.101	25509007	165 - 1	13	18	14
Marlow	Maidenhead		EF08.102	25509007	165 - 1	14	18	15
Maidenhead	Bourne End		EF08.103	25509007	165 - 1	11 ² 14 ³	0	0
Bourne End	Maidenhead		EF08.104	25509007	165 - 1	12 ² 14 ³	0	0
Bourne End	Marlow		EF08.105	25509007	165 - 1	13	0	0
Marlow	Bourne End		EF08.106	25509007	165 - 1	12	0	0
Slough	Windsor & Eton Central		EF08.107	25510006	165 - 1	54	45	40
Windsor & Eton Central	Slough		EF08.108	25510006	165 - 1	54	45	40
Reading	Henley-on-Thames		EF08.109	25511007	165 - 1	1	0	0
Twyford	Henley-on-Thames		EF08.110	25511007	165 - 1	33	29	23

1						2		
EF 08						Table 2.1: Passenger Train Slots		
THAMES VALLEY BRANCHES						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Henley-on-Thames	Reading		EF08.111	25511007	165 - 1	1	0	0
Henley-on-Thames	Twyford		EF08.112	25511007	165 - 1	33	29	23

Notes to Table:

¹ Until the route between London Paddington and Maidenhead is confirmed open to electric traction for passenger services.

² Until the route between London Paddington and Maidenhead is confirmed open to electric traction for passenger services.

³ From the date the route between London Paddington and Maidenhead is confirmed open to electric traction for passenger services.

⁴ These rights expire at 02h00 on the May 2018 Subsidiary Timetable Change Date or when Crossrail services start whichever is later

ANNEX 2

Table 4.1: Calling Patterns

1					2	3
EF 06 - Table 4.1 Calling Patterns ^{1st, 3rd}						
INNER LONDON						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Paddington	Henley-on-Thames		EF06. 103 and 104	25516005	Slough, Maidenhead, Twyford, Wargrave, Shiplake	Ealing Broadway, Hayes & Harlington, Burnham, Taplow
London Paddington	Bourne End		EF06. 107 and 108	25516005	Slough, Maidenhead, Furze Platt, Cookham	Ealing Broadway, Hayes & Harlington
London Paddington	Maidenhead		EF06.111 and 112; EF06.202	25516005		Acton Main Line, Ealing Broadway, West Ealing, Hanwell, Southall, Hayes & Harlington, West Drayton, Iver, Langley, Slough,
London Paddington	Reading		EF06. 105 and 106; EF06.201	25516005	Ealing Broadway, Southall, Hayes & Harlington, Slough, Maidenhead, Twyford, Burnham, Taplow	Acton Main Line, West Ealing, Hanwell, West Drayton, Iver, Langley
London Paddington	Hayes & Harlington		EF06.101 and 102	25515005	Acton Main Line, Ealing Broadway, West Ealing, Hanwell, Southall	

Table 4.1: Calling Patterns EF08

1					2	3
EF 08 Table 4.1 Calling Patterns						
THAMES VALLEY BRANCHES						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
London Paddington	West Ealing		EF08.113 and 114	25508006	Acton Main Line, Ealing Broadway,	
West Ealing	Greenford		EF08.115 and 116	25508006	Drayton Green, Castle Bar Park, South Greenford	
Maidenhead	Marlow		EF08.101 and 102	25509007	Furze Platt, Cookham, Bourne End	
Maidenhead	Bourne End		EF08.103 and 104	25509007	Furze Platt, Cookham	
Twyford	Henley-on-Thames		EF08.110 and 112	25511007	Wargrave, Shiplake	
Reading	Henley-on-Thames		EF08.109 and 111;	25511007	Twyford, Wargrave, Shiplake	

ANNEX 3

APPENDIX 1 OF SCHEDULE 8

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Service Group	Network Rail	Train Operator			Performance Point	Payment Rate			Cancellation Minutes	CAP	Service Code	Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate				Payment Rate								
		(Not Used)	(Not Used)	Total		(Not Used)	(Not Used)	Total						
EF06 ^{3RD}	2014-15								30	120	515	London Paddington – Hayes & Harlington	Forward	Ealing Broadway
Inner Thames Valley - London	2015-16										515	London Paddington – Hayes & Harlington	Forward	Hayes & Harlington
Off-Peak	2016-17										515	London Paddington – Hayes & Harlington	Reverse	London Paddington
	2017-18										516	London Paddington - Henley / Reading	Forward	Maidenhead
	2018-19										516	London Paddington - Henley / Reading	Forward	Reading
											516	London Paddington - Henley / Reading	Forward	Henley On Thames
											516	London Paddington - Henley / Reading	Reverse	London Paddington
											516	London Paddington - Henley / Reading	Reverse	Slough

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
	Network Rail				Train Operator										
Service	Performance Point	Payment Rate			Performance Point	Payment Rate			Cancellation	CAP	Service Code		Direction	Monitoring Point	Weighting
Group		(Not Used)	(Not Used)	Total		(Not Used)	(Not Used)	Total	Minutes						
EF05 ^{3RD}	2014-15								18	90	515	London Paddington – Hayes & Harlington	Forward	Eating Broadway	
Inner Thames Valley - London	2015-16										515	London Paddington – Hayes & Harlington	Forward	Hayes & Harlington	
Peak	2016-17										515	London Paddington – Hayes & Harlington	Reverse	London Paddington	
	2017-18										516	London Paddington - Henley / Reading	Forward	M Maidenhead	
	2018-19										516	London Paddington - Henley / Reading	Forward	Reading	
											516	London Paddington - Henley / Reading	Forward	Henley On Thames	
											516	London Paddington - Henley / Reading	Reverse	London Paddington	
											516	London Paddington - Henley / Reading	Reverse	Slough	

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Service Code	Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate			Performance Point	Payment Rate								
		(Not Used)	(Not Used)	Total		(Not Used)	(Not Used)	Total						
EF08	2014-15								60	240	508 West Ealing - Greenford	Forward	Greenford	
Thames Valley Branches	2015-16										508 West Ealing - Greenford	Reverse	West Ealing	
All Trains	2016-17										509 Maidenhead / Bourne End - Marlow	Forward	Marlow	
	2017-18										509 Maidenhead / Bourne End - Marlow	Reverse	Maidenhead	
	2018-19										510 Slough - Windsor	Forward	Windsor & Eton Central	
											510 Slough - Windsor	Reverse	Slough	
											511 Reading / Twyford - Henley	Forward	Henley-On-Thames	
											511 Reading / Twyford - Henley	Reverse	Reading	
											511 Reading / Twyford - Henley	Reverse	Twyford	