

FIRST SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

TRENITALIA c2c LIMITED (trading as c2c)
as Train Operator

Relating to the Track Access Contract dated 3 March 2017

CONTENTS

1.	INTERPRETATION	2
2.	ORR GENERAL APPROVAL	2
3.	EFFECTIVE DATE AND TERM	2
4.	AMENDMENTS TO SCHEDULE 5	2
5.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	3
6.	THIRD PARTY RIGHTS	3
7.	LAW	3
8.	COUNTERPARTS	4
9.	APPENDIX 1 - TABLE 2.1	5
10.	APPENDIX 2 - TABLE 2.2	7

THIS FIRST SUPPLEMENTAL AGREEMENT is dated 18th May 2017 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 2904587 having its registered office 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) **TRENITALIA c2c LIMITED (trading as c2c)** a company registered in England under number 07897267 having its registered office at 2nd Floor, Cutlers Court, 115 Houndsditch, London EC3A 7BR (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 3 March 2017 in a form approved by the Office of Rail and Road (ORR) under Section 22 of the Railways Act (2005), (the track access contract 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:

- (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 0200, 21st May 2017

2. ORR- GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

EFFECTIVE DATE AND TERM

3. The amendments made to the Contract as set out in paragraph 4 of this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 01.59 on 19th August 2017 or earlier termination of the Contract.

4. AMENDMENTS TO SCHEDULE 5

- 4.1 In Schedule 5 of the Contract, Table 2.1 shall be deleted in its entirety and replaced with the Table 2.1 shown in Appendix 1 to this Supplemental Agreement.

4.2 In Schedule 5 of the Contract, under the heading "ADDITIONAL PASSENGER TRAIN SLOTS" delete the words "Not Used" and insert Table 2.2 as shown in Appendix 2 to this Supplemental Agreement. .

5. 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 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.

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. LAW

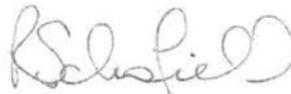
This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English law.

8. 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.

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

SIGNED by)
)
duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)



SIGNED by)
)
duly authorised for and on behalf of)
TRENITALIA c2c LIMITED (trading as c2c))



9. APPENDIX 1 – TABLE 2.1 PASSENGER TRAIN SLOTS

1						2						
Service Group HT01p and HT01op												
Service description						Passenger Train Slots						
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday	
						Morning Peak	Evening Peak					
London Street	Fenchurch Street	Shoeburyness	Laindon	1.1	21936004 26936004	357	0	18	65	83	36	9
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2	21936004 26936004	357	13	0	62	75	35	7
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.1	21936004 26936004	357	1	0	0	1	0	0
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.2	21936004 26936004	357	1	0	0	1	0	0
Shoeburyness	London Street	Fenchurch Street	Laindon	1.2.3	21936004 26936004	357	1	0	0	1	0	0
Thorpe Bay	London Street	Fenchurch Street	Laindon	1.3	21936004 26936004	357	1	0	1	2	0	0
Thorpe Bay	London Street	Fenchurch Street	Laindon	1.3.1	21936004 26936004	357	1	0	0	1	0	0
London Street	Fenchurch Street	Southend Central	Laindon	1.4	21936004 26936004	357	0	6	4	10	0	0
Southend Central	London Street	Fenchurch Street	Laindon	1.5	21936004	357	3	0	4	7	0	0
Laindon	London Street	Fenchurch Street	West Horndon	1.6	21936004 26936004	357	5	0	1	6	0	0
London Street	Fenchurch Street	Laindon	West Horndon	1.7	21936004 26936004	357	0	10	3	43	0	0
London Street	Fenchurch Street	Leigh on Sea	Laindon	1.8	21936004 26936004	357	0	5	1	6	0	0
Leigh on Sea	Fenchurch Street	Laindon	Laindon	1.9	21936004 26936004	357	6	0	1	7	0	0
London Street	Fenchurch Street	Shoeburyness	Rainham	2.1	27936004 28936004	357	0	1	0	1	2	0
Shoeburyness	London Street	Fenchurch Street	Rainham	2.2	27936004 28936004	357	1	0	0	1	0	0
Thorpe Bay	London Street	Fenchurch Street	Rainham	2.3	28936004 27936004	357	1	0	0	1	0	0
Southend Central	London Street	Fenchurch Street	Rainham	2.4	27936004 28936004	357	3	0	1	4	0	0

1							2					
Service Group HT01p and HT01op												
Service description							Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday	
						Morning Peak	Evening Peak					
London Street	Fenchurch	Pitsea	Rainham	2.5	27936004 28936004	357	0	9	2	11	0	0
Pitsea	London Street	Fenchurch	Rainham	2.6	27936004 28936004	357	6	0	6	12	0	0
London Street	Fenchurch	Grays	Rainham	2.7	27936004 28936004	357	0	2	35	37	36	29
Grays	London Street	Fenchurch	Rainham	2.8	27936004 28936004	357	1	0	32	33	36	31
Barking	Grays	Rainham		2.9	27936004	357	0	0	2	2	0	1
London Street	Fenchurch	Shoeburyness	Ockendon	3.1	24936004	357	0	0	7	7	5	4
Shoeburyness	London Street	Fenchurch	Ockendon	3.2	24936004	357	0	0	0	0	0	4
London Street	Fenchurch	Southend Central	Ockendon	3.3	24936004	357	0	2	20	22	33	26
Southend Central	London Street	Fenchurch	Ockendon	3.4	24936004	357	1	0	24	25	38	27
Thorpe Bay	London Street	Fenchurch	Ockendon	3.5	24936004	357	0	0	3	3	0	0
London Street	Fenchurch	Pitsea	Ockendon	3.6	24936004	357	0	1	5	6	0	0
Pitsea	London Street	Fenchurch	Ockendon	3.7	24936004	357	0	0	1	1	0	0
London Street	Fenchurch	Grays	Ockendon	3.8	24936004	357	0	8	1	9	0	0
Grays	London Street	Fenchurch	Ockendon	3.9	24936004	357	11	0	5	16	0	0
Barking	Southend Central	Ockendon		3.10	24936004	357	0	0	1	1	1	2
Southend Central	Barking	Ockendon		3.11	24936004	357	0	0	0	0	1	0
Shoeburyness	London Street	Liverpool	Laindon	4.1	21936004	357	0	0	0	0	31 ¹	28 ¹
London Liverpool Street	Shoeburyness	Laindon		4.2	21936004	357	0	0	0	0	31 ¹	28 ¹

10. APPENDIX 2 – TABLE 2.2 ADDITIONAL PASSENGER TRAIN SLOTS

1						2					
Service Group HT01p and HT01op											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday ¹	Saturday	Sunday
						Morning Peak	Evening Peak				
South End Central	Shoeburyness		1.1	21936004 26936004	357	0	1	0	1	0	0
Laindon	Leigh on Sea		1.8	21936004 26936004	357	0	1	0	1	0	0