

49th 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 49TH SUPPLEMENTAL AGREEMENT is dated 6th May 2020 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 17 of the Act which has been amended by various Supplemental Agreements, each in a form approved by ORR pursuant to section 22 of the Act (the “Contract”).
- (B) The parties enter into this Supplemental Agreement in order to make amendment to Schedule 5 Table 2.1 of that contract to provide rights for service changes to be introduced on the Subsidiary Change Date 2020.

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 17th May 2020.

2. EFFECTIVE DATE AND TERM

The amendments to the Contract pursuant to this Supplemental Agreement shall have effect from the later of the Effective Date and the Approval by the Office of Rail and Road.

3. AMENDMENTS TO THE CONTRACT

3.1 In Schedule 5, Table 2.1 as it applies to Service Groups EF01, EF03, EF04, EF10 and EF13 shall be deleted and replaced with the table as set out in in Annex 1.

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... Mike Gallop.....

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

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.

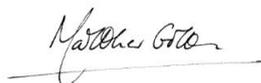
IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by.....

Print name.....

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

A handwritten signature in cursive script, appearing to read "Matthew Golton", is written over a horizontal line.

SIGNED by.....

Print name...Matthew Golton.....

Duly authorised for and on behalf of

FIRST GREATER WESTERN LIMITED

ANNEX 1

Table 2.1 Passenger Train Slots EF01

1						2					
EF 01											
Service description LONDON - BRISTOL						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	Bristol Temple Meads	Chippenham	EF01.101	25370002	800	0	3	25	28	27	19 ⁴
London Paddington	Bristol Temple Meads	Chippenham	EF01.102 Fast	25370002	800	0	3	0	3	0	0
Bristol Temple Meads	London Paddington	Chippenham	EF01.103	25370002	800	5	0	26	31	25	17
London Paddington	Bristol Temple Meads	Bristol Parkway	EF01.104 Fast	25370002	800	0	0	14	14	0	1
Bristol Temple Meads	London Paddington	Bristol Parkway	EF01.105	25370002	800	0	0	1	1	0	0
Bristol Temple Meads	London Paddington	Bristol Parkway	EF01.106 Fast	25370002	800	0	0	14	14	0	0
Swindon	London Paddington		EF01.107 Fast	25370002	800	0	0	1	1	0	0
London Paddington	Weston-super-Mare	Chippenham	EF01.108	25370002	800	0	1	0	1	2	6
London Paddington	Weston-super-Mare	Bristol Parkway	EF01.109 Fast	25370002	800	0	0	4	4	0	0
Weston-super-Mare	London Paddington	Chippenham	EF01.110	25370002	800	2	0	0	2	3	7
Weston-super-Mare	London Paddington	Bristol Parkway	EF01.111 Fast	25370002	800	0	0	4	4	0	0
London Paddington	Taunton	Chippenham and Weston-super-Mare	EF01.112	25370002	800	0	2	0	2	3	1

1						2					
EF 01											
Service description LONDON - BRISTOL						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				
Taunton	London Paddington	Weston-super-Mare and Chippenham	EF01.113	25370002	800	0	0	1	1	3	1
Taunton	London Paddington	Weston-super-Mare and Chippenham	EF01.114 Fast	25370002	800	1	0	0	1	0	0
London Paddington	Exeter St Davids	Chippenham	EF01.115	25370002	800	0	0	2	2	1	0
Exeter St Davids	London Paddington	Bristol Parkway	EF01.116 Fast	25370002	800	0	0	1	1	0	0

Notes to Table:

¹ Peak times – arriving London Paddington between 07.30 and 10.01, departing London Paddington between 16.30 and 19.00

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 minus one right between 28th June and 13th September 2020

Table 2.1 Passenger Train Slots EF03

1						2					
EF 03											
Service description LONDON - THE COTSWOLDS											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Paddington	Cheltenham Spa	Gloucester	EF03.101	25390003	800	0	3	12	15	14	13
Cheltenham Spa	London Paddington	Gloucester	EF03.102	25390003	800	2	0	14	16	16	13
London Paddington	Worcester Shrub Hill	Gloucester	EF03.113	25390003	800	0	0	2	2	0	0
Worcester Shrub Hill	London Paddington	Gloucester	EF03.114	25390003	800	1	0	0	1	0	0
London Paddington	Worcestershire Parkway	Oxford	EF03.115	25392003	800	0	0	1	1	0	0
London Paddington	Worcester Shrub Hill	Oxford	EF03.103	25392003	800	0	0	3	3	0	2
Worcester Shrub Hill	London Paddington	Oxford	EF03.104	25392003	800	1	0	2	3	0	0
London Paddington	Worcester Foregate Street	Oxford	EF03.105	25392003	800	0	1	3	4	4	4
Worcester Foregate Street	London Paddington	Oxford	EF03.106	25392003	800	3	0	2	5	4	5
London Paddington	Great Malvern	Oxford	EF03.107	25392003	800	0	1	7	8	8	4
Great Malvern	London Paddington	Oxford	EF03.108	25392003	800	0	0	8	8	8	5
London Paddington	Hereford	Oxford	EF03.109	25392003	800	0	2	3	5	4	5
Hereford	London Paddington	Oxford	EF03.110	25392003	800	3	0	4	7	5	4
London Paddington	Moreton-in-Marsh	Oxford	EF03.111	25392003	800	0	0	1FO	1FO	0	0
Moreton-in-Marsh	Paddington	Oxford	EF03.112	25392003	800	1	0	0	1	0	0

Notes to Table:

¹ Peak times – arriving London Paddington between 07.30 and 10.01, departing London Paddington between 16.30 and 19.00

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”.

Table 2.1 Passenger Train Slots EF04

1						2					
EF 04											
Service description LONDON - WEST OF ENGLAND											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Paddington	Plymouth	Hungerford, Castle Cary and Taunton	EF04.101	25397003	800	0	2 FO 1 FSX	7 FSX 6 FO	8 FSX 8 FO	6 WP 5 SP	8 WP 6 SP
Plymouth	London Paddington	Taunton, Castle Cary and Hungerford	EF04.102	25397003	800	3	0	4 FSX 5 FO	8 FO 7 FSX	6 WP 3 SP	6 WP 4 SP
London Paddington	Plymouth	Chippenham	EF04.103	25397003	800	0	0	0	0	0	2 ⁴
Plymouth	London Paddington	Weston-super-Mare and Chippenham	EF04.104	25397003	800	0	0	0	0	0	4
London Paddington	Penzance	Hungerford, Castle Cary and Taunton	EF04.105	25397003	800	0	3	8 FO 7 FSX	10 FSX 11 FO	8 WP 11 SP	7 WP 8 SP
Penzance	London Paddington	Taunton, Castle Cary and Hungerford	EF04.106	25397003	800	0	1	10	11	8 WP 11 SP	7 WP 8 SP
London Paddington	Penzance	Chippenham	EF04.107	25397003	800	0	0	0	0	1	1
Penzance	London Paddington	Chippenham	EF04.108	25397003	800	0	0	1	1	1	0

1						2					
EF 04											
Service description LONDON - WEST OF ENGLAND											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
London Paddington	Paignton	Hungerford, Castle Cary and Taunton	EF04.109	25397003	800	0	1	2	3	1 WP 3 SP	1
Paignton	London Paddington	Taunton, Castle Cary and Hungerford	EF04.110	25397003	800	0	0	3	3	3 SP 1 WP	1
Paignton	London Paddington	Weston-super-Mare and Chippenham	EF04.112	25397003	800	0	0	0	0	1	1
London Paddington	Exeter St Davids	Hungerford, Castle Cary and Taunton	EF04.113 (Exeter Service)	25397003	800	0	2 FSX	2	4 FSX 2 FO	3	4
Exeter St Davids	London Paddington	Taunton, Castle Cary and Hungerford	EF04.114 (Exeter Service)	25397003	800	0	0	3 FSX 2 FO	3 FSX 2 FO	4	4
London Paddington	Taunton	Hungerford and Castle Cary	EF04.115	25397003	800	0	0	0	0	0	0
Taunton	London Paddington	Castle Cary and Hungerford	EF04.116	25397003	800	0	0	0	0	1 WP 0 SP	0
London Paddington	Frome	Hungerford and Westbury	EF04.117	25397003	800	0	1	0	1	0	0

1						2					
EF 04											
Service description LONDON - WEST OF ENGLAND											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Frome	London Paddington	Westbury and Hungerford	EF04.118	25397003	800	1	0	0	1	0	0
Bristol Temple Meads	London Paddington	Hungerford	EF04.119 (Westbury Service)	25397003	800	1	0	0	1	0	0
London Paddington	Newquay	Hungerford, Castle Cary and Taunton	EF04.120	25397003	800	0	0	0	0	0 WP 2 SP	0 WP 1 SP
Newquay	London Paddington	Taunton, Castle Cary and Hungerford	EF04.121	25397003	800	0	0	0	0	0 WP 3 SP	0 WP 1 SP
London Paddington	Penzance	whichever route is open	EF04.122 (Sleeper Service)	25396002	75-57350	0	0	1	1	0	1
Penzance	London Paddington	whichever route is open	EF04.123 (Sleeper Service)	25396002	75-57350	0	0	1	1	0	1

Notes to Table:

¹ Peak times – arriving London Paddington between 07.30 and 10.01, departing London Paddington between 16.30 and 19.00

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 Plus 1 right between 28/06/2020 and 13/09/2020 to facilitate an extended London Paddington to Bristol Temple Meads service.

Table 2.1 Passenger Train Slots EF10

1						2		
EF 10								
Service description BRISTOL SUBURBAN						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Bristol Temple Meads	Gloucester		EF10.101	25484001	150	8 FSX 9 FO	7	1
Gloucester	Bristol Temple Meads		EF10.102	25484001	150	8	7	0
Bristol Temple Meads	Cheltenham Spa	Gloucester	EF10.103	25484001	150	0	1	1
Cheltenham Spa	Bristol Temple Meads	Gloucester	EF10.104	25484001	150	1	2	1
Bristol Temple Meads	Worcester Shrub Hill		EF10.105	25484001	150	1	2	1
Worcester Shrub Hill	Bristol Temple Meads	Gloucester	EF10.106	25484001	150	3	1	1
Gloucester	Worcester Shrub Hill		EF10.107	25484001	150	2	1	0
Worcester Shrub Hill	Gloucester		EF10.108	25484001	150	0	1	0
Bristol Temple Meads	Great Malvern	Gloucester	EF10.109	25484001	150	5	6	0
Great Malvern	Bristol Temple Meads	Gloucester	EF10.110	25484001	150	7	5	0
Worcester Foregate Street	Bristol Temple Meads	Gloucester	EF10.111	25484001	150	0	1	4
Bristol Temple Meads	Worcester Foregate Street	Gloucester	EF10.112	25484001	150	0	0	4
Gloucester	Great Malvern		EF10.113	25484001	150	0	0	0
Great Malvern	Gloucester		EF10.114	25484001	150	0	1	0
Cheltenham Spa	Gloucester		EF10.146	25484001	150	0	0	1
Swindon	Cheltenham Spa	Gloucester	EF10.115	25486001	150	3	1	2
Cheltenham Spa	Swindon	Gloucester	EF10.116	25486001	150	1	1	1
Swindon	Gloucester		EF10.117	25486001	150	0	1	0
Gloucester	Swindon		EF10.118	25486001	150	1	0	0

1						2		
EF 10								
Service description BRISTOL SUBURBAN						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Bath Spa	Bristol Parkway	Bristol Temple Meads	EF10.119	25488001	150	1	0	0
Bristol Parkway	Bristol Temple Meads		EF10.120	25488001	150	9	14	0
Bristol Temple Meads	Bristol Parkway		EF10.121	25488001	150	11	13	0
Bristol Parkway	Bath Spa		EF10.122	25488001	165-1	3	0	0
Bristol Temple Meads	Cardiff Central	The Severn Tunnel	EF10.123	25460001	150	5	8	9
Cardiff Central	Bristol Temple Meads	The Severn Tunnel	EF10.124	25460001	150	4	9	2
Avonmouth	Bristol Temple Meads		EF10.125	25466001	150	14	13	2
Bristol Temple Meads	Avonmouth		EF10.126	25466001	150	14	13	2
Severn Beach	Bristol Temple Meads		EF10.127	25466001	150	11	10	11
Bristol Temple Meads	Severn Beach		EF10.128	25466001	150	11	10	11
Taunton	Bristol Temple Meads	Weston-super-Mare	EF10.131	25467001	150	1	4	5
Bristol Temple Meads	Taunton	Weston-super-Mare	EF10.132	25467001	150	2	2	5
Bristol Temple Meads	Exeter St. Davids	Weston-super-Mare	EF10.133	25467001	150	3	6	3
Exeter St. Davids	Bristol Temple Meads	Weston-super-Mare	EF10.134	25467001	150	3	1	3
Bristol Temple Meads	Weston-super-Mare		EF10.135	25467001	150	2	13	6
Weston-super-Mare	Bristol Temple Meads ¹¹		EF10.136	25467001	150	3	13	9
Taunton	Bristol Parkway	Bristol Temple Meads	EF10.137	25467001 and 25488001	150	1	1	0

1						2		
EF 10								
Service description BRISTOL SUBURBAN						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Bristol Parkway	Taunton	Bristol Temple Meads	EF10.138	25488001 and 25467001	150	1	0	0
Taunton	Cardiff Central	The Severn Tunnel	EF10.139	25467001 and 25460001	150	12	9	7
Exeter St Davids	Cardiff Central	The Severn Tunnel	EF10.140	25467001 and 25460001	150	4	1	0
Cardiff Central	Taunton	The Severn Tunnel	EF10.141	25460001 and 25467001	150	10	9	11
Cardiff Central	Exeter St Davids	The Severn Tunnel	EF10.142	25460001 and 25467001	150	4	1	0
Bristol Parkway	Weston-super-Mare	Bristol Temple Meads	EF10.143	25488001 and 25467001	150	12	11	0
Weston-super-Mare	Bristol Parkway	Bristol Temple Meads	EF10.144	25467001 and 25488001	150	11	11	0
Exeter St. Davids	Bristol Parkway	Weston-super-Mare	EF10.145	25488001 and 25467001	150	0	0	1

Notes to Table:

None

Table 2.1 Passenger Train Slots EF13

1						2		
EF 13								
Service description SOUTH WALES – SOUTH COAST						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Portsmouth Harbour	Westbury	Southampton Central	EF13.101	25470001	158	0	1	1
Westbury	Portsmouth Harbour	Southampton Central	EF13.102	25470001	158	1	1	0
Portsmouth Harbour	Cardiff Central	Southampton Central	EF13.104	25470001	158	15	15	10
Brighton	Bristol Temple Meads	Southampton Central	EF13.105	25470001	158	2	2	2
Brighton	Cardiff Central	Southampton Central	EF13.106	25470001	158	0	0	1
Bristol Temple Meads	Portsmouth Harbour	Southampton Central	EF13.107	25470001	158	1	1	0
Cardiff Central	Portsmouth Harbour	Southampton Central	EF13.108	25470001	158	15	15	12
Bristol Parkway	Bath Spa		EF13.109	25470001	158	1	0	0
Romsey	Brighton		EF13.110	25470001	158	0	0	1
Cardiff Central	Brighton	Southampton Central	EF13.111	25470001	158	0	0	3
Portsmouth Harbour	Brighton		EF13.112	25470001	158	1	1	0
Cardiff Central	Warminster		EF13.113	25471001	150	0	0	1
Southampton Central	Westbury		EF13.114	25470001	158	3	3	0
Frome	Bristol Temple Meads		EF13.115	25471001	150	1	0	2

1						2		
EF 13								
Service description SOUTH WALES – SOUTH COAST						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Frome	Westbury		EF13.116	25471001	150	3	2	1 ²
Westbury	Frome		EF13.128	25471001	150	1	0	2
Westbury	Bristol Temple Meads		EF13.117	25471001	150	5	8 WP 6 SP	1
Westbury	Swindon	Melksham	EF13.118	25485001	150	9	8	7 WP 8 SP
Swindon	Westbury	Melksham	EF13.119	25485001	150	9	8	7 WP 8 SP
Weymouth	Westbury		EF13.120	25471001	150	0	0	1 ¹
Weymouth	Bristol Temple Meads		EF13.121	25471001	150	8	7 WP 8 SP	4
Westbury	Salisbury		EF13.122	25470001	158	1	1	0
Westbury	Southampton Central		EF13.123	25470001	158	3	3	0
Westbury	Bath		EF13.124	25470001	158	0	1	0
Bristol Temple Meads	Frome		EF13.125	25471001	150	3	3	0
Bristol Temple Meads	Westbury		EF13.126	25471001	150	7	6	1
Westbury	Weymouth		EF13.127	25471001	150	1	1	1
Bristol Temple Meads	Weymouth		EF13.129	25471001	150	7	7 WP 8 SP	4

1						2		
EF 13								
Service description SOUTH WALES – SOUTH COAST						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Westbury	Warminster		EF13.130	25470001	150	2	3	1
Warminster	Westbury		EF13.131	25470001	150	1	1	1
Warminster	Bristol Temple Meads		EF13.132	25470001	150	4	3	0
Salisbury	Bristol Temple Meads		EF13.134	25470001	158	1	1	0
Bristol Temple Meads	Brighton		EF13.135	25470001	158	1	1	0
Brighton	Portsmouth Harbour		EF13.136	25470001	158	0	0	1
Bristol Temple Meads	Portsmouth and Southsea	Southampton Central	EF13.137	25470001	158	1	0	0
Portsmouth Harbour	Bristol Temple Meads	Southampton Central	EF13.138	25470001	158	1	0	0

Notes to Table:

¹ Plus 1 Passenger Train Slot between 30/03/20 and 25/10/20.

² Plus 1 Passenger Train Slot except between 30/03/20 and 25/10/20.