

40th TG Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

**STAGECOACH SOUTH WESTERN TRAINS
LIMITED**
as Train Operator

relating to

the Track Access Contract (Passenger Services) dated
20th May 2004

CONTENTS

1.	INTERPRETATION	1
2.	EFFECTIVE DATE AND TERM	1
3.	OFFICE OF RAIL REGULATION GENERAL APPROVAL.....	1
4.	AMENDMENTS TO THE CONTRACT.....	1
5.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	2
6.	THIRD PARTY RIGHTS	2
7.	LAW.....	2
8.	COUNTERPARTS.....	3
	APPENDIX 1.....	5
	APPENDIX 2.....	6
	APPENDIX 3.....	7
	APPENDIX 4.....	8
	APPENDIX 5.....	10
	APPENDIX 6.....	11
	APPENDIX 7.....	12
	APPENDIX 8.....	13
	APPENDIX 9.....	14
	APPENDIX 10.....	15

THIS 40TH TG SUPPLEMENTAL AGREEMENT is dated 1st March 2012 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** a company registered in England under number 2904587 having its registered office at Kings Place, 90 York Way, London N1 9AG (“Network Rail”); and
- (2) **STAGECOACH SOUTH WESTERN TRAINS LIMITED**, a company registered in England under number 599788 having its registered office at Friars Bridges Court, 41-45 Blackfriars Road, London, SE1 8NZ (the “Train Operator”).

WHEREAS:

- (A) Network Rail and the Train Operator entered into a Track Access Contract (Passenger Services) dated 20th May 2004 in a form approved by ORR pursuant to section 18(7) of the Act, (which track access contract is hereafter referred to as the “Contract”).
- (B) The parties now propose to enter into this Supplemental Agreement to vary the Contract in the manner and on the terms set out below.

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; and
- (B) “Effective Date” means the later of:
 - (1) the date of signature of this Supplemental Agreement; and
 - (2) 4 March 2012.

2. **EFFECTIVE DATE AND TERM**

The amendments to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date or earlier termination of the Contract.

3. **OFFICE OF RAIL REGULATION GENERAL APPROVAL**

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

4. **AMENDMENTS TO THE CONTRACT**

Schedule 8 of the Contract shall be amended as follows:

- (A) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY01 Main Suburban Off Peak” shall be deleted and replaced with the table set out in Appendix 1 to this Supplemental Agreement;

- (B) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY01 Main Suburban Peak” shall be deleted and replaced with the table set out in Appendix 2 to this Supplemental Agreement;
- (C) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY02 South Hampshire Locals All Trains” shall be deleted and replaced with the table set out in Appendix 3 to this Supplemental Agreement;
- (D) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY03 Waterloo-West of England Off Peak” shall be deleted and replaced with the table set out in Appendix 4 to this Supplemental Agreement; and
- (E) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY03 Waterloo-West of England Peak” shall be deleted and replaced with the table set out in Appendix 5 to this Supplemental Agreement.
- (F) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY06 Windsor Outers Off Peak” shall be deleted and replaced with the table set out in Appendix 6 to this Supplemental Agreement.
- (G) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY07 Waterloo-Portsmouth Off Peak” shall be deleted and replaced with the table set out in Appendix 7 to this Supplemental Agreement.
- (H) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY07 Waterloo-Portsmouth Peak” shall be deleted and replaced with the table set out in Appendix 8 to this Supplemental Agreement.
- (I) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY08 Waterloo-Weymouth Off Peak” shall be deleted and replaced with the table set out in Appendix 9 to this Supplemental Agreement.
- (J) that part of the table contained in Appendix 1 of schedule 8 relating to Service Group “HY08 Waterloo-Weymouth Peak” shall be deleted and replaced with the table set out in Appendix 10 to this Supplemental Agreement.

5. **EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

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 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 whereof 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..... *RICHARD O'BRIEN*

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name..... *ANDREW WEST*

Duly authorised for and on behalf of
STAGECOACH SOUTH WESTERN TRAINS LIMITED

✘

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O		
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting		
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate										
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total								
HY01 Main Suburban Off Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	27	108	673	Main Suburban	Forward	Clapham Junction	✘	
											673	Main Suburban	Forward	London Waterloo	✘	
	2010-11	✘									673	Main Suburban	Forward	Wimbledon	✘	
	2011-12	✘									673	Main Suburban	Reverse	Chessington South	✘	
	2012-13	✘									673	Main Suburban	Reverse	Hampton Court	✘	
	2013-14	✘									673	Main Suburban	Reverse	Shepperton	✘	
												673	Main Suburban	Reverse	Guildford	✘
												673	Main Suburban	Reverse	Woking	✘
												673	Main Suburban	Reverse	Wimbledon	✘
												673	Main Suburban	Reverse	Surbiton	✘
											673	Main Suburban	Reverse	Dorking	✘	
											673	Main Suburban	Reverse	Epsom	✘	

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.

APPENDIX 2

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O		
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting		
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate										
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total								
HY01 Main Suburban Peak	2009-10	✗	✗	✗	✗	✗	✗	✗	20	90	673	Main Suburban	Forward	Clapham Junction	✗	
											673	Main Suburban	Forward	London Waterloo	✗	
	2010-11	✗									673	Main Suburban	Forward	Wimbledon	✗	
	2011-12	✗									673	Main Suburban	Reverse	Chessington South	✗	
	2012-13	✗									673	Main Suburban	Reverse	Hampton Court	✗	
	2013-14	✗									673	Main Suburban	Reverse	Shepperton	✗	
												673	Main Suburban	Reverse	Guildford	✗
												673	Main Suburban	Reverse	Woking	✗
												673	Main Suburban	Reverse	Wimbledon	✗
												673	Main Suburban	Reverse	Surbiton	✗
											673	Main Suburban	Reverse	Dorking	✗	
											673	Main Suburban	Reverse	Epsom	✗	

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday

APPENDIX 3

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting		
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate										
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total								
HY02 South Hampshire Locals All Trains	2009-10	✘	✘	✘	✘	✘	£	✘	✘	69	270	631	Waterloo - Portsmouth - Southampton - Poole	Forward	Southampton Central	✘
	2010-11	✘										631	Waterloo - Portsmouth - Southampton - Poole	Forward	Eastleigh	✘
	2011-12	✘										631	Waterloo - Portsmouth - Southampton - Poole	Reverse	Portsmouth & Southsea	✘
	2012-13	✘										631	Waterloo - Portsmouth - Southampton - Poole	Reverse	Portsmouth Harbour	✘
	2013-14	✘														

APPENDIX 4

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY03 Waterloo- West of England Off Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	119	270	623	Waterloo - West England	Forward	Yeovil Junction	✘
	2010-11	✘									623	Waterloo - West England	Forward	London Waterloo	✘
	2011-12	✘									623	Waterloo - West England	Forward	Basingstoke	✘
	2012-13	✘									623	Waterloo - West England	Forward	Salisbury	✘
	2013-14	✘									623	Waterloo - West England	Forward	Honiton	✘

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
											623	Waterloo - West England	Reverse	Exeter St Davids	✕
											623	Waterloo - West England	Reverse	Yeovil Junction	✕
											623	Waterloo - West England	Reverse	Basingstoke	✕
											623	Waterloo - West England	Reverse	Salisbury	✕
											623	Waterloo - West England	Reverse	Bristol Temple Meads	✕
											623	Waterloo - West England	Reverse	Honiton	✕

APPENDIX 5

A	B		C	D	E	F	G	H	I	J	K	L		M	N	O	
Service Group	Network Rail					Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting		
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate											
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total									
HY03 Waterloo- West of England Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	✘	39	156	623	Waterloo - West England	Forward	Yeovil Junction	✘	
	2010-11	✘										623	Waterloo - West England	Forward	London Waterloo	✘	
												623	Waterloo - West England	Forward	Basingstoke	✘	
	2011-12	✘											623	Waterloo - West England	Forward	Salisbury	✘
													623	Waterloo - West England	Forward	Honiton	✘
	2012-13	✘											623	Waterloo - West England	Reverse	Exeter St Davids	✘
													623	Waterloo - West England	Reverse	Yeovil Junction	✘
	2013-14	✘											623	Waterloo - West England	Reverse	Basingstoke	✘
													623	Waterloo - West England	Reverse	Salisbury	✘
													623	Waterloo - West England	Reverse	Honiton	✘

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.

APPENDIX 6

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code		Direction	Monitoring Point	Weighting
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY06	2009-10	✗	✗	✗	✗	✗	✗	✗	47	186	672	Windsor Outers	Forward	Clapham Junction	✗
Windsor Outers	2010-11	✗									672	Windsor Outers	Forward	London Waterloo	✗
Off Peak	2011-12	✗									672	Windsor Outers	Forward	Wokingham	✗
	2012-13	✗									672	Windsor Outers	Forward	Ascot	✗
	2013-14	✗									672	Windsor Outers	Forward	Aldershot	✗
											672	Windsor Outers	Reverse	Wokingham	✗
											672	Windsor Outers	Reverse	Guildford	✗
											672	Windsor Outers	Reverse	Staines	✗
											672	Windsor Outers	Reverse	Reading	✗
											672	Windsor Outers	Reverse	Ascot	✗

APPENDIX 7

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O																												
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code		Direction	Monitoring Point	Weighting																												
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate																																					
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total																																			
HY07 Waterloo- Portsmouth Off Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	41	162	621	Waterloo - Portsmouth	Forward	London Waterloo	✘																												
	2010-11	✘	✘	✘	✘	✘	✘	✘			621	Waterloo - Portsmouth	Forward	Guildford	✘																												
																2011-12	✘	✘	✘	✘	621	Waterloo - Portsmouth	Reverse	Portsmouth & Southsea	✘																		
																										2012-13	✘	✘	✘	621	Waterloo - Portsmouth	Reverse	Portsmouth Harbour	✘									
																																			2013-14	✘	✘	✘	621	Waterloo - Portsmouth	Reverse	Haslemere	✘

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.

APPENDIX 8

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY07 Waterloo- Portsmouth Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	26	102	621	Waterloo - Portsmouth	Forward	London Waterloo	✘
	2010-11	✘									621	Waterloo - Portsmouth	Forward	Guildford	✘
											621	Waterloo - Portsmouth	Reverse	Portsmouth & Southsea	✘
											621	Waterloo - Portsmouth	Reverse	Portsmouth Harbour	✘
											621	Waterloo - Portsmouth	Reverse	Haslemere	✘
											621	Waterloo - Portsmouth	Reverse	Guildford	✘

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.

APPENDIX 9

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code		Direction	Monitoring Point	Weighting
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY08 Waterloo- Weymouth Off Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	53	210	620	Waterloo - Weymouth (Fast)	Forward	Southampton Central	✘
	2010-11	✘									620	Waterloo - Weymouth (Fast)	Forward	London Waterloo	✘
											620	Waterloo - Weymouth (Fast)	Forward	Basingstoke	✘
	2011-12	✘									620	Waterloo - Weymouth (Fast)	Reverse	Southampton Central	✘
											620	Waterloo - Weymouth (Fast)	Reverse	Basingstoke	✘
	2012-13	✘									620	Waterloo - Weymouth (Fast)	Reverse	Bournemouth	✘
											620	Waterloo - Weymouth (Fast)	Reverse	Weymouth	✘
	2013-14	✘									620	Waterloo - Weymouth (Fast)	Reverse	Poole	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	London Waterloo	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Brockenhurst	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Basingstoke	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Woking	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Southampton Central	✘

APPENDIX 10

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code		Direction	Monitoring Point	Weighting
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Not Used	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY08 Waterloo- Weymouth Peak	2009-10	✘	✘	✘	✘	✘	✘	✘	35	138	620	Waterloo - Weymouth (Fast)	Forward	Southampton Central	✘
	2010-11	✘									620	Waterloo - Weymouth (Fast)	Forward	London Waterloo	✘
											620	Waterloo - Weymouth (Fast)	Forward	Basingstoke	✘
	2011-12	✘									620	Waterloo - Weymouth (Fast)	Reverse	Southampton Central	✘
											620	Waterloo - Weymouth (Fast)	Reverse	Basingstoke	✘
	2012-13	✘									620	Waterloo - Weymouth (Fast)	Reverse	Bournemouth	✘
											620	Waterloo - Weymouth (Fast)	Reverse	Weymouth	✘
	2013-14	✘									620	Waterloo - Weymouth (Fast)	Reverse	Wareham	✘
											620	Waterloo - Weymouth (Fast)	Reverse	Poole	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	London Waterloo	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Brockenhurst	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Basingstoke	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Woking	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Southampton Central	✘
								629	Waterloo - Basingstoke / Southampton / Wareham	Forward	Romsey	✘			

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	CAP	Train Service Code		Direction	Monitoring Point	Weighting
	Performance Point (Minutes)	Payment Rate			Performance Point (Minutes)	Payment Rate									
		MRE	Societal Rate	Total		Train Operator Rate	Passenger Charter Rate	Total							
HY08	2009-10	✘	✘	✘	✘	✘	✘	✘	35	138	629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Basingstoke	✘
Waterloo- Weymouth	2010-11	✘									629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Bournemouth	✘
Peak (Cont.)	2011-12	✘									629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Wareham	✘
	2012-13	✘									629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Woking	✘
	2013-14	✘									629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Poole	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Southampton Central	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Lymington Pier	✘
											629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	Totton	✘

Peak: All trains arriving at Waterloo (London) between 0700 and 0959 (inclusive) Monday to Friday, or departing from Waterloo (London) between 1600 and 1859 (inclusive), Monday to Friday.