# FIFTEENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED as Network Rail

and

MTR Corporation (Crossrail) Limited as Train Operator

Relating to the Track Access Contract dated 21st November 2018

#### CONTENTS

1.	INTERPRETATION	2
2.	EFFECTIVE DATE AND TERM	3
4.	AMENDMENTS TO SCHEDULE 5	3
5.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	3
6.	THIRD PARTY RIGHTS	3
7.	LAW	3
8.	COUNTERPARTS	3
	ANNEX 1 – Schedule 5, Table 2.1	4

#### THIS FIFTEENTH SUPPLEMENTAL AGREEMENT is dated 25 August 2020 and made

#### **BETWEEN:**

- <u>Network Rail Infrastructure Limited</u>, a company registered in England under company number 2904587 having its registered office 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) <u>MTR Corporation (Crossrail) Limited</u>, a company registered in England under number 08754715 having its registered office at Providence House, Providence Place, London N1 0NT (the "Train Operator").

#### WHEREAS:

- (A) The parties entered into a First Crossrail Track Access Contract dated 21<sup>st</sup> November 2018 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of the Act; (which 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 the later of:
  - (1) 02.00 on 13<sup>th</sup> December 2020; and
  - (2) the date upon which the ORR issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

#### 2. EFFECTIVE TERM AND DATE

The amendments made 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 at an earlier date where specified, or earlier termination of the Contract.

#### 3. AMENDMENTS TO SCHEDULE 5

In Schedule 5, Table 2.1: shall be deleted and replaced with the version shown in **Annex 1** to 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 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. 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 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 MTR Corporation (Crossrail) Limited)

#### ANNEX 1 – Schedule 5 Amendments

# "Table 2.1: Passenger Train Slots

## These rights apply from the Subsidiary Change Date in May 2020 until the Principal Change Date in December 2020

1						2					
Service Group:	EX01 Shenfield – Stratford	/ Liverpc	ol Street								
Service descri Liverpool Stre	iption Shenfield – Pudding eet	Mill Lar	ne Junction Con	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time	es	Off- Peak	Weekday1	Saturday	Sunday
					LUau	Morning Peak	Evening Peak	times			
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	20	0	89	109	105	70
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	18	0	15	33	0	4

1						2					
Service Group: EX	01 Shenfield – Strat	ford / Liverpo	ol Street								
Service description	on Shenfield – Pud	ding Mill Lar	e Junction Con	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time	-	Off- Peak	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak	times			
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	21	92	113	104	72
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	17	14	31	2	2
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	0

1						2					
Service Grou	ıp: EX01 Shenfield – Stratfo	rd / Liverpo	ol Street								
Service des Liverpool St	cription Shenfield – Puddi reet	ng Mill Lar	ne Junction Con	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time Morning Peak	es Evening Peak	Off- Peak times	Weekday1	Saturday	Sunday
llford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	0	0	0	0	0

Notes to Table:

1						2					
Service Group: EX	02 Paddington – Hayes	& Harlin	gton (Heathrow)								
	on: Paddington (High L w Tunnel Junction Con				nection	Passeng	jer Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak tim	es	Off- Peak	Weekday1	Saturday	Sunday
					LUAU	Morning Peak	Evening Peak	times			
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	12	64	76	76	63
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	12	0	64	76	76	63

Notes to Table:

1						2					
Service Group: EX0	)2 Paddington – Ma	idenhead/F	Reading								
Service Descriptic Connection Point			Westbourne Parl	k Junction		Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak tim	-	Off- Peak	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak	times			
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	1	2	3	1	1

1						2					
Service Group: EX	02 Paddington – Maide	enhead/F	Reading								
-	on: Paddington (High – Maidenhead / Read		Westbourne Parl	k Junction		Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time	-	Off- Peak	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak	times			
London Paddington (High Level)	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	11	38	49	37	32
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	0	36	47	35	32

1						2					
Service Group: EX	(02 Paddington – Maide	enhead/I	Reading								
-	ion: Paddington (High t – Maidenhead / Reac	-	Westbourne Parl	(Junction		Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time	es	Off- Peak	Weekday1	Saturday	Sunday
					LUAU	Morning Peak	Evening Peak	times			
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	1	0	4	5	2	1

Notes to Table:

1						2					
Service Group:	EX01 Shenfield – Stratford	/ Liverpo	ool Street								
Service descri Liverpool Stre	iption Shenfield – Pudding eet	) Mill Laı	ne Junction Con	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak tim	es	Off- Peak	Weekday1	Saturday	Sunday
					LUAU	Morning Peak	Evening Peak	times			
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	22	0	116	138	144	70
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	18	0	11	29	3	44

1						2					
Service Group: EX	01 Shenfield – Strat	tford / Liverpo	ol Street								
Service description	on Shenfield – Pud	lding Mill Lar	ne Junction Con	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time		Off- Peak	Weekday1	Saturday	Sunday
						Morning Peak	Evening Peak	times			
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	21	117	138	147	74
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	17	11	28	0	40
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0

1						2					
Service Grou	up: EX01 Shenfield – Stratfo	rd / Liverpo	ol Street								
Service des Liverpool S	cription Shenfield – Puddi treet	ng Mill Lar	ne Junction Cor	nection Point	1	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time Morning Peak	es Evening Peak	Off- Peak times	Weekday1	Saturday	Sunday
llford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	0	0	0	0	0

Notes to Table:

1						2					
Service Group: EX	02 Paddington – Hayes	& Harlin	gton (Heathrow)								
	on: Paddington (High L w Tunnel Junction Con				nection	Passeng	er Train S	lots			
From	То	Via	Description	TSC	Timing Load	Peak time	es	Off- Peak	Weekday1	Saturday	Sunday
					Load	Morning Peak	Evening Peak	times			
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	12	64	76	76	63
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	12	0	64	76	76	63

Notes to Table:

1						2							
Service Group: EX(	)2 Paddington – Ma	idenhead/F	Reading										
-	on: Paddington (Hig – Maidenhead / Re		Westbourne Parl	k Junction		Passenger Train Slots							
From	То	Via	Description	TSC	Timing Load	Peak times		Off- Peak	Weekday1	Saturday	Sunday		
						Morning Peak	Evening Peak	times					
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
London Paddington (High Level)	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	1	2	3	1	1		

1						2							
Service Group: EX0	02 Paddington – Maide	enhead/F	Reading										
-	n: Paddington (High – Maidenhead / Read		Westbourne Parl	k Junction		Passenger Train Slots							
From	То	Via	Description	TSC	Timing Load	Peak times		Off- Peak	Weekday1	Saturday	Sunday		
						Morning Peak	Evening Peak	times					
London Paddington (High Level)	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	11	38	49	37	32		
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	0	36	47	35	32		

1						2					
Service Group: EX0	02 Paddington – Maide	enhead/F	Reading								
-	n: Paddington (High	-	Westbourne Park	Junction		Passeng	er Train S	lots			
Connection Point	– Maidenhead / Read	ling									
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday1	Saturday	Sunday
					Load	Morning Peak	Evening Peak	Peak times			
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	1	0	4	5	2	1

Notes to Table:

1						2							
	01 Shenfield – Maidenhe												
Service descriptio	on Shenfield – Pudding	Mill La	ne Junction Con	nection Point	1	Passenger Train Slots							
From	То	Via	Description	TSC	Timing	Peak times		Off-	Weekday1	Saturday	Sunday		
					Load	Morning Peak	Evening Peak	Peak times					
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	34	35	117	186	177	143		
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	5		
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	2		
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	0	1	12	1	5		
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	35	34	117	186	177	141		
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	4	10		

# These rights apply from the Subsidiary Change Date in May 2021

1						2						
·	01 Shenfield – Maiden n Shenfield – Puddir		<u> </u>	nection Point	1	Passenger Train Slots						
From	То	Via	Description	TSC	Timing	Peak times		Off-	Weekday1	Saturday	Sunday	
					Load	Morning Peak	Evening Peak	Peak times				
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	4	
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	10	2	12	0	0	
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	0	
llford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	0	

These rights apply from the Subsidiary Change Date in May 2021

Notes to Table:

These rights apply from the Subsidiary Change I	Date in May 2021
These rights apply nom the substalary onlinger	

1						2						
	(01 Shenfield – Maidenhe		0									
	on: Paddington (High L w Tunnel Junction Con				nection	Passenger Train Slots						
From	То	Via	Description	TSC	Timing	Peak times		Off-	Weekday1	Saturday	Sunday	
					Load	Morning Peak	Evening Peak	Peak times				
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	71	107	107	94	
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	13	
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	77	113	113	96	
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	12	

Notes to Table:

1						2							
	01 Shenfield – Maider												
	on: Paddington (High – Maidenhead / Rea		Westbourne Par	k Junction		Passenger Train Slots							
From	То	Via	Description	TSC	Timing	Peak times		Off-	Weekday1	Saturday	Sunday		
					Load	Morning Peak	Evening Peak	Peak times					
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	4	6	23	33	37	26		
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	8	10	25	43	34	30		
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	3	1		
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	1		
London Paddington (High Level)	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	3		
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	0	0		
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	6	5	20	31	36	24		

These rights apply from the Subsidiary Change Date in May 2021

These rights apply from the Subsidiar	v Change Date in May 2021
incod ingine apply normale caborata	y onlange bate in may zezi

1						2								
Service Group: E	EX01 Shenfield – Maider	head/R	eading											
	Service Description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Maidenhead / Reading							Passenger Train Slots						
From	То	Via	Description	TSC	Timing	Peak tim	es	Off-	Weekday1	Saturday	Sunday			
					Load	Morning Peak	Evening Peak	Peak times						
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	7	28	46	36	32			
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	2			
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	1			

Notes to Table: