

One Hundred and Ninth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

SE TRAINS LIMITED

as Train Operator

Relating to amendments to the Track Access Contract
(Passenger Services) dated 06 December 2007

*Passenger Access (Short Term Timetable and Miscellaneous
Changes) General Approval 2009*

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THIS ONE HUNDRED AND NINTH SUPPLEMENTAL AGREEMENT is dated
and made

2024

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) **SE TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Second Floor, 4 More, London Riverside, London, SW1 2AU (the "**Train Operator**").

BACKGROUND:

- (A) London & South Eastern Railway Limited ("**LSER**") and Network Rail entered into a Track Access Contract (Passenger Services) dated 06 December 2007 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) The Contract was transferred by way of a Statutory Transfer Scheme from LSER to the Train Operator on 17 October 2021.
- (C) 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; and
- (B) "**Effective Date**" means the date of this Supplemental Agreement.

2. **ORR GENERAL APPROVAL**

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

3. **EFFECTIVE DATE AND TERM**

- 3.1 The amendments made to the Contract as set out in clause 4.1 of this Supplemental Agreement shall have effect from the Effective Date.
- 3.2 The amendments made to the Contract as set out in clause 4.2 of this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 02:00 hours on the date falling 90 days after the Effective Date, at which time such amendments shall be reversed, such that Table 2.2 of Schedule 5 shall revert back to those in force immediately prior to the Effective Date.

4. **AMENDMENTS TO THE CONTRACT**

4.1 From the Effective Date, Table 2.1 of Schedule 5 of the Contract, shall be amended by removing the rows detailed in Appendix A, representing removed firm rights.

4.2 From the Effective Date, Table 2.2 of Schedule 5 of the Contract shall be amended by the addition of the rows set out in Appendix B, representing new contingent rights.

5. **EFFECTS 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 “this 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 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)
SE TRAINS LIMITED)

Appendix A

Table 2.1: Passenger Train Slots unused access rights to be removed.

1						Passenger Train Slots					
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Tonbridge	Hastings	Tunbridge Wells		24602004	375	0	0	1	1	0	0
Tunbridge Wells	London Charing Cross	Orpington		24602000	465	1	0	0	1	0	0
Faversham	Ramsgate	Direct		24604004	375	0	0	2	2	0	0
Faversham	Ashford Intl.	Ramsgate		24604004	375	0	0	2	2	0	0
Ashford Intl.	Margate	Canterbury West		24605004	375	0	0	1	1	0	0
Ramsgate	Ashford Intl.	Folkestone Central		24605004	375	0	0	1	1	1	0

1												
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak												
Service description						Passenger Train Slots						
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday	
						AM Peak	PM Peak					
London Cannon Street	Dartford	Bexleyheath		24650000	465	0	1	0	1	0	0	
London Charing Cross	Dartford	Bexleyheath		24650005	465	0	0	1	1	0	0	
Barnehurst	Dartford	Direct		24650005	465	0	0	1	1	0	0	
Barnehurst	London Cannon Street	Bexleyheath		24650005	465	0	0	1	1	0	0	
Peckham Rye	London Victoria	Direct		24650005	465	0	0	2	2	0	0	
London Charing Cross	Hayes	Ladywell		24653005	465	0	0	2	2	0	0	
Hayes	Lewisham	Ladywell		24653005	465	0	0	2	2	2	0	
Hayes	London Bridge	Direct		24653005	465	0	0	2	2	0	0	

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Charing Cross	Sevenoaks	Orpington		24655000	465	0	2	0	2	0	0
Orpington	London Cannon Street	Grove Park		24655005	465	0	0	1	1	0	0
Grove Park	Bromley North	Direct		24655005	465	0	0	4	4	0	0
Bromley North	Grove Park	Direct		24655005	465	0	0	4	4	0	0
London Charing Cross	Dartford	Sidcup		24657005	465	0	0	1	1	0	0
Lee	Slade Green	Sidcup		24657005	465	0	0	1	1	0	0
London Charing Cross	Gravesend	Sidcup		24657005	465	0	0	0	0	0	1
London Cannon Street	Dartford	Sidcup		24657005	465	0	0	1	1	0	0
Dartford	London Charing Cross	Sidcup		24657005	465	0	0	0	0	0	1
Crayford	London Cannon Street	Sidcup		24657000	465	1	0	0	1	0	0
London Cannon Street	Slade Green	Greenwich		24659005	465	1	0	0	1	0	0
Slade Green	London Cannon Street	Sidcup		24657000	465	1	0	0	1	0	0
London Cannon Street	Barnehurst	Greenwich		24659005	465	0	0	1	1	0	0
London Cannon Street	Dartford	Greenwich		24659005	465	0	0	1	1	0	0

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Slade Green	London Cannon Street	Greenwich		24659005	465	0	0	0	0	1	0
Crayford	London Charing Cross	Sidcup		24657000	465	1	0	0	1	0	0

1											
Service Group HU03 Kent Rural											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Maidstone West	Strood	Direct		24608006	375	0	0	11	11	14	0
Strood	Maidstone West	Direct		24608006	375	0	0	11	11	14	0

1						Passenger Train Slots					
Service Group HU06 Kent High Speed Peak / HU07 Kent High Speed Off Peak (including Saturday and Sunday)											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Ashford Jct.	Western	Dover Priory	Folkestone Central	24647005	395	0	0	0	0	18	14
Margate		Ashford Western Jct.	Canterbury West	24647005	395	0	0	1	1	1	1
Margate		Ashford Intl.	Canterbury West	24647005	395	0	0	0	0	1	1
Dover Priory		Ashford Western Jct.	Direct	24647005	395	0	0	0	0	18	15
Springhead Jct.	Road	Faversham	Chatham	24648001	395	0	1	0	1	0	0
Springhead Jct.	Road	Faversham	Chatham	24648005	395	0	0	1	1	0	0
Broadstairs		Springhead Road Jct.	Chatham	24648001	395	1	0	0	1	0	0
Faversham		Springhead Road Jct.	Chatham	24648005	395	0	0	1	1	0	0

1						Passenger Train Slots					
Service Group HU06 Kent High Speed Peak / HU07 Kent High Speed Off Peak (including Saturday and Sunday)											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Faversham	Springhead Road Jct.	Ramsgate		24648005	395	0	0	1	1	0	0
Maidstone West	Springhead Road Jct.	Gravesend		24648005	395	4	0	2	2	0	0
Faversham	Ashford Western Jct	Sandwich		24647001	395	1	0	0	1	0	0

Appendix B

Table 2.2: Passenger Train Slots additional access rights

1						Passenger Train Slots					
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Charing Cross	Tunbridge Wells	Orpington		24602004	465	0	0	4	4	4	0
London Charing Cross	Hastings	Orpington		24602004	375	0	0	1	1	0	0
Tunbridge Wells	London Charing Cross	Orpington		24602004	465	0	0	5	5	4	0
London Victoria	Gillingham (Kent)	Sole Street		24604004	465	0	0	0	0	2	0
London Victoria	Ramsgate	Sole Street		24604004	375	0	0	0	0	1	0
Dover Priory	London Victoria	Sole Street		24604004	375	0	0	0	0	10	0
London Charing Cross	Ramsgate	Orpington/Canterbury West		24605004	375	0	0	0	0	2	0
London Charing Cross	Ramsgate	Orpington/Folkestone Central		24605004	375	0	0	1	1	0	0
London Charing Cross	Dover Priory	Orpington		24605000	375	0	1	0	1	0	0
London Charing Cross	Tonbridge	Orpington		24605000	375	0	1	0	1	0	0
Ashford Intl.	Dover Priory	Folkestone Central		24605004	375	0	0	1	1	2	1
Dover Priory	London Cannon Street	Folkestone Central/Orpington		24605004	375	0	0	1	1	0	0
Tonbridge	London Cannon Street	Orpington		24605000	375	1	0	0	1	0	0

1						Passenger Train Slots					
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Victoria	Ashford Intl.	Maidstone East		24606004	465	0	0	1	1	1	0
Ashford Intl.	London Victoria	Maidstone East		24606004	465	0	0	1	1	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Dartford	London Charing Cross	Bexleyheath		24650005	465	0	0	1	1	0	0
Dartford	London Victoria	Bexleyheath		24650005	465	0	0	0	0	1	0
Barnehurst	London Victoria	Bexleyheath		24650005	465	0	0	0	0	0	1
London Cannon Street	Rochester	Bexleyheath		24650000	465	0	1	0	1	0	0
Barnehurst	London Cannon Street	Bexleyheath		24650000	465	1	0	0	1	0	0
London Victoria	Orpington	Herne Hill		24652005	465	0	0	0	0	1	0
London Bridge)	Hayes	Direct		24653005	465	0	0	1	1	0	0
Hayes	London Charing Cross	Ladywell		24653005	465	0	0	1	1	4	0
Hayes	London Cannon Street	Ladywell		24653005	465	0	0	2	2	0	0
London Charing Cross	Orpington	Grove Park		24655005	465	0	0	3	3	1	0
London Cannon Street	Orpington	Grove Park		24655000	465	0	2	0	2	0	0
London Cannon Street	Orpington	Grove Park		24655005	465	0	0	1	1	0	0
Sevenoaks	London Cannon Street	Orpington		24655005	465	0	0	1	1	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Orpington	London Charing Cross	Grove Park		24655005	465	0	0	1	1	0	0
Orpington	London Cannon Street	Grove Park		24655005	465	0	0	0	0	1	0
Hither Green	London Cannon Street	Direct		24655005	465	0	0	0	0	1	0
Dartford	London Cannon Street	Sidcup		24657000	465	1	0	0	1	0	0
Crayford	London Charing Cross	Sidcup		24657000	465	1	0	0	1	0	0
Crayford	London Blackfriars	Sidcup		24657000	465	1	0	0	1	0	0
London Cross	Charing Cross	Gravesend	Sidcup	24657005	465	0	0	0	0	1	0
London Street	Cannon	Dartford	Lewisham/Abbey Wood	24658005	465	0	0	5	5	4	0
London Street	Cannon	Gravesend	Lewisham/Abbey Wood	24658005	465	0	0	13	13	32	0
Gravesend	London Cannon Street	Lewisham/Abbey Wood		24658005	465	0	0	18	18	32	0
Dartford	London Cannon Street	Lewisham/Abbey Wood		24658005	465	0	0	0	0	4	0
Dartford	London Charing Cross	Lewisham/Abbey Wood		24658005	465	0	0	1	1	0	0
London Street	Cannon	Crayford	Greenwich	24659005	465	0	0	2	2	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Bridge	Dartford	Greenwich		24659005	465	0	0	1	1	0	0
Dartford	London Cannon Street	Greenwich		24659005	465	0	0	0	0	2	0
Slade Green	London Cannon Street	Greenwich		24659005	465	0	0	0	0	0	1
Slade Green	London bridge	Greenwich		24659005	465	0	0	1	1	0	0

1						Passenger Train Slots					
Service Group HU03 Kent Rural											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Sittingbourne	Sheerness-on-Sea	Direct		24607006	465	0	0	0	0	1	0
Paddock Wood	Strood	Maidstone West		24608006	375	0	0	10	10	15	0
Strood	Paddock Wood	Maidstone West		24608006	375	0	0	12	12	15	0

1						Passenger Train Slots					
Service Group HU06 Kent High Speed Peak / HU07 Kent High Speed Off Peak (including Saturday and Sunday)											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Ashford Western Jct.	Margate	Canterbury West		24647005	395	0	0	17	17	18	15
Ramsgate	Ashford Intl.	Folkestone Central		24647005	395	0	0	11	11	18	15
Springhead Road Jct.	Maidstone West	Gravesend		24648001	395	0	2	0	2	0	0
Springhead Road Jct.	Margate	Chatham		24648001	395	0	1	0	1	0	0
Broadstairs	Springhead Road Jct.	Chatham		24648005	395	0	0	1	1	0	0
Maidstone West)	Springhead Road Jct.	Gravesend		24648001	395	2	0	0	2	0	0

1						Passenger Train Slots					
Service Group HU06 Kent High Speed Peak / HU07 Kent High Speed Off Peak (including Saturday and Sunday)											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Springhead Road Jct.	Ramsgate	Chatham		24648005	395	0	0	1	1	0	0