

THIRTY SECOND SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

TRANSPORT FOR WALES RAIL LTD

relating to Schedule 5 of the Track Access Contract

THIS THIRTY SECOND SUPPLEMENTAL AGREEMENT

is dated _____ and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** (“**Network Rail**”), a company registered in England under number 04402220 having its registered office at Waterloo General Office, London, United Kingdom, SE1 8SW, and
- (2) **TRANSPORT FOR WALES RAIL LTD** (the “**Train Operator**”), a company registered in England and Wales under number 12619906, whose registered office is at 3 Llys Cadwyn, Pontypridd, CF37 4TH

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 6th August 2020 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the “**Contract**”);
- B. The Contract was novated from Keolis Amey Operations/Gweithrediadau Keolis Amey Limited to the Train Operator pursuant to a Deed of Novation dated 7th February 2021.
- C. The parties now propose to enter into this Supplemental Agreement in order to make changes within Schedule 5.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement:

- 1.1 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
- 1.2 “**Effective Date**” shall mean the later of:
 - a) 18th May 2025 at 02:00; and
 - b) the date upon which the Office of Rail and Road issues its approval pursuant to Section 22A of the Act.

2. EFFECTIVE DATE AND DURATION

- 2.1 The amendments made to the Contract shall have effect from the Effective Date and shall cease to have effect on the expiry or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 In Schedule 5, Table 2.1: Passenger Train Slots, that part of the table relating to Service Group HL05 Valley Lines and Cardiff Local Services shall be deleted in its entirety and replaced by that shown in Appendix 1 to this Supplemental Agreement.
- 3.2 In Schedule 5, Table 4.1: Calling Patterns, that part of the table relating to Service Group HL05 Valley Lines and Cardiff Local Services shall be deleted in its entirety and replaced by that shown in Appendix 2 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 with effect from and including the Effective Date 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. LAW

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

6. 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.

7. 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.

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

SIGNED BY)
)
for and on behalf of)
)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

SIGNED BY)
)
for and on behalf of)
)
TRANSPORT FOR WALES)
RAIL LTD)

Appendix 1

OFFICIAL

	Boundary			25447000									
Penarth	Cardiff East Boundary	Grangetown	5.1.12	25443000 / 25448000	150	24	4	5	15	24	16	8	0
Barry	Cardiff Central	Cogan	5.2.8	25442000	150	4	0	0	4	2	0	2	8
Barry	Cardiff East Boundary	Cogan	5.2.9	25442000 / 25448000	150	14	3	2	9	16	8	8	0
Barry Island	Cardiff Central	Cogan	5.2.10	25442000	150	6	0	0	6	3	0	3	8
Barry Island	Cardiff East Boundary	Cogan	5.2.11	25442000 / 25448000	150	39	6	8	25	42	24	18	22
Cardiff Central	Barry	Cogan	5.2.12	25442000	150	4	0	0	4	2	0	2	8
Cardiff Central	Barry Island	Cogan	5.2.13	25442000	150	6	0	0	6	5	0	5	6
Cardiff East Boundary	Barry	Cogan	5.2.14	25442000 / 25448000	150	14	2	2	10	15	8	7	0
Cardiff East Boundary	Barry	Cogan	5.2.15	25445000 / 25442000	150	0	0	0	0	1	0	1	0
Cardiff East Boundary	Barry Island	Cogan	5.2.16	25442000 / 25448000	150	39	7	8	24	40	24	16	23

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Cardiff Central	Cardiff East Boundary	-	5.2.17	25448000	150	1 (Mon-Thu) 6 (Fri)	0	0	1 (Mon-Thu) 6 (Fri)	6	0	6	2
Cardiff East Boundary	Cardiff Central	-	5.2.18	25448000	150	1 (Mon-Thu) 6 (Fri)	0	0	1 (Mon-Thu) 6 (Fri)	6	0	6	2
Cardiff Central	Cardiff East Boundary	-	5.3.7	25447000	150	34	0	5	29	35	16	19	16
Cardiff East Boundary	Cardiff Central	-	5.3.8	25447000	150	36	5	0	31	36	16	20	14
Cardiff Central	Cardiff East Boundary	-	5.4.3	25446000	150	3	0	0	3	3	0	3	14
Cardiff East Boundary	Cardiff Central	-	5.4.4	25446000	150	3	0	0	3	3	0	3	13
Cardiff East Boundary	Cardiff West Boundary	Cardiff Central	5.5.5	25446000	150	30	4	5	21	30	16	14	0
Cardiff West Boundary	Cardiff East Boundary	Cardiff Central	5.5.6	25441000 / 25446000	150	30	5	5	20	30	16	14	0
Cardiff Central	Cardiff West Boundary	Ninian Park	5.5.7	25440000	150	2	0	0	2	2	0	2	13
Cardiff	Cardiff	Ninian	5.5.8	25440000	150	4	0	0	4	4	0	4	13

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Appendix 2

1					2	
Service Group: HL05					Calling patterns	
Service Description: Valley Lines and Cardiff Local Services						
From	To	Via	Description	TSC	Regular calling patterns	Additional stations
Cardiff Central	Cardiff East Boundary	-	5.1.3	25445000	Cardiff Central	N/A
Cardiff Central	Penarth	Grangetown	5.1.4	25443000	All Stations	N/A
Cardiff East Boundary	Penarth	Grangetown	5.1.5	25443000 / 25445000	All Stations	N/A
Cardiff East Boundary	Penarth	Grangetown	5.1.6	25443000 / 25448000	All Stations	N/A
Cardiff East Boundary	Penarth	Grangetown	5.1.7	25447000 / 25443000	All Stations	N/A
Cardiff East Boundary	Penarth	Grangetown	5.1.8	25448000 / 25447000	All Stations	N/A
Penarth	Cardiff Central	Grangetown	5.1.9	25443000	All Stations	N/A
Penarth	Cardiff East Boundary	Grangetown	5.1.10	25443000 / 25445000	All Stations	N/A
Penarth	Cardiff East Boundary	Grangetown	5.1.11	25443000 / 25447000	All Stations	N/A
Penarth	Cardiff East Boundary	Grangetown	5.1.12	25443000 / 25448000	All Stations	N/A
Barry	Cardiff Central	Cogan	5.2.8	25442000	All Stations	N/A
Barry	Cardiff East Boundary	Cogan	5.2.9	25442000 / 25448000	All Stations	N/A
Barry Island	Cardiff Central	Cogan	5.2.10	25442000	All Stations	N/A
Barry Island	Cardiff East Boundary	Cogan	5.2.11	25442000 / 25448000	All Stations	N/A
Cardiff Central	Barry	Cogan	5.2.12	25442000	All Stations	N/A
Cardiff Central	Barry Island	Cogan	5.2.13	25442000	All Stations	N/A
Cardiff East Boundary	Barry	Cogan	5.2.14	25442000 / 25448000	All Stations	N/A
Cardiff East Boundary	Barry	Cogan	5.2.15	25445000 / 25442000	All Stations	N/A
Cardiff East Boundary	Barry Island	Cogan	5.2.16	25442000 / 25448000	All Stations	N/A
Cardiff Central	Cardiff East Boundary	-	5.2.17	25448000	Cardiff Central	N/A
Cardiff East Boundary	Cardiff Central	-	5.2.18	25448000	Cardiff Central	N/A
Cardiff Central	Cardiff East Boundary	-	5.3.7	25447000	Cardiff Central	N/A

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Cardiff East Boundary	Cardiff Central	-	5.3.8	25447000	Cardiff Central	N/A
Cardiff Central	Cardiff East Boundary	-	5.4.3	25446000	Cardiff Central	N/A
Cardiff East Boundary	Cardiff Central	-	5.4.4	25446000	Cardiff Central	N/A
Cardiff East Boundary	Cardiff West Boundary	Cardiff Central	5.5.5	25446000	All Stations	N/A
Cardiff West Boundary	Cardiff East Boundary	Cardiff Central	5.5.6	25441000 / 25446000	All Stations	N/A
Cardiff Central	Cardiff West Boundary	Ninian Park	5.5.7	25440000	All Stations	N/A
Cardiff West Boundary	Cardiff Central	Ninian Park	5.5.8	25440000	All Stations	N/A