



Ext/Direct  
Our ref  
Your ref  
Date

London Underground Limited

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31 December 2002

Tube Lines (Holdings) Limited  
29<sup>th</sup> Floor, One Canada Square  
Canary Wharf  
London  
E14 5DY

Infraco JNP Limited  
55 Broadway  
London  
SW1H 0BD

Dear Sirs:

**Re: Program Implementation and Completion Dates**

1. We refer to the JNP PPP Contract which sets out certain program implementation and completion dates (*Original Programme Dates*) on the basis that the Transfer Date was to be 7 November 2002. The Transfer Date is now to be 31 December 2002 (i.e. 54 days later), as a result of which the Original Programme Dates may require to be amended.

2. The Original Programme Dates are to be amended to achieve the following objectives:

- (a) neither Infraco JNP nor LUL to be put to any greater expense or at any greater risk of failing to achieve the relevant programme dates by reason of the later Transfer Date;
- (b) LUL to be able to comply with any contractual obligations to third parties to which specific programme dates are relevant or to integrate PPP works with outside party works;
- (c) the revised programme to be operationally practicable;
- (d) programme dates not to be unnecessarily extended, so as not to delay delivery of benefits to customers.

3. LUL agrees to amend the following dates such that the amended dates will be the Payment Period end date first occurring after the expiry of 54 days from the relevant Original Programme Date (each such date being an "Extended Date"):

- The dates referred to in Annex II to Schedule 1.3;
- Earliest and Latest Implementation Dates for Specified Line Upgrades set out in Appendix 5A to Schedule 2.1;

- Latest Completion Dates for Enhancements to Train Facilities set out in Appendix 7A to Schedule 2.1;
- Latest Completion Dates for Train Refurbishments set out in Appendix 8 to Schedule 2.1;
- Station Modernisation Completion Dates, Enhanced Refurbishment Completion Dates and Refurbishment Completion Dates set out in Appendix 15 to Schedule 2.1;
- Project Completion Dates for Station Accessibility Projects set out in Appendix 16 to Schedule 2.1.

4. LUL agrees to amend all other Original Programme Dates by extending such dates by 54 days (each such date being an "Extended Date").

5. Without prejudice to the immediate effect of the agreements set out in paragraphs 3 and 4, if LUL, TLH or Infraco JNP considers that amending the Original Programme Dates on the basis described in paragraphs 3 and 4 above would be inconsistent with the objectives set out in paragraph 2 above, the parties are to work together in good faith to agree a date which best achieves those objectives, taken together.

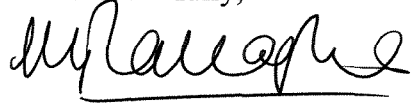
6. Where pursuant to Paragraph 5 it is agreed that an Original Programme Date is amended by extending such dates by less than 54 days (any such date which is extended by less than 54 days being an "Interim Date") then Infraco JNP shall not suffer abatements from the ISC in relation to the period from the Interim Date to the Extended Date nor shall Infraco otherwise be in breach of the JNP PPP Contract in relation to the obligation to achieve the relevant obligation by the Interim Date and before the Extended Date

- (a) save to the extent that a failure of Infraco JNP to use reasonable endeavours to fulfil the relevant obligation by the Interim Date has caused the failure to achieve that objective; and/or
- (b) in relation to the period after the Interim Date up to the Extended Date, save to the extent that a failure of Infraco JNP to use reasonable endeavours during such period to fulfil the relevant obligation has resulted in the relevant obligation not being achieved before the Extended Date.

7. To avoid doubt the provisions of the JNP PPP Contract in relation to the effect of Delay Events shall apply to the Interim Dates and to the Extended Dates in the same manner as they did to the Original Programme Dates.

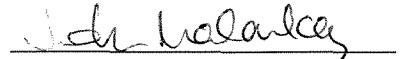
8. The parties are to work together to produce an agreed schedule of amended programme dates as soon as reasonably practicable after the Transfer Date.

Yours faithfully,



London Underground Limited

Acknowledged and accepted,

Tube Lines (Holdings) Limited



Infracore JNP Limited