

## Schedule of Agreements

<b>Download</b>	<b>Parties</b> (other than RailCorp, which is party to all the agreements)	<b>Agreement</b>	<b>If applicable, the nature of any excluded material and the reason for its exclusion</b>
Project Contract No C01645	Reliance Rail Pty Ltd	Project Contract	
Deed of Variation No 1	Reliance Rail Pty Ltd, BNY Trust (Australia) Registry Limited, Permanent Custodians Limited	Deed of Variation to the Project Contract	
Deed of Variation No 2	As above	Deed of Variation to the Project Contract	
Deed of Variation No 3	As above	Deed of Variation to the Project Contract	
Contract Schedules	Reliance Rail Pty Ltd	Schedule 1 to Project Contract - Conditions Precedent	
		Schedule 2 to Project Contract - Form of Bond	
		Schedule 2A to Project Contract - Form of Delivery Phase Bond	
		Schedule 3 to Project Contract - Occupational health and safety requirements	
		Schedule 4 to Project Contract - Conditions of access to Construction Site during Delivery Phase	

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		Schedule 5 to Project Contract - Safety Protocol	
		Schedule 6 to Project Contract - Dates for Practical Completion of Sets	
		Schedule 7 to Project Contract - Payment Regime	<p>The TLS Marginal Price has been excluded as it discloses Reliance Rail's cost structure and profit margin.</p> <p>Annexure 4 - the PPP Co Schedule of Rates has been excluded as it discloses Reliance Rail's cost structure and profit margins.</p> <p>Clause 2.5 of Annexure 6 - the Table of Labour Costs and Imported Component costs subject to Re-basing has been excluded as it discloses Reliance Rail's cost structure and profit margins.</p>
		Schedule 8 to Project Contract - Required Availability	
		Schedule 9 to Project Contract - Insurances - Sums insured and deductibles	
		Schedule 10 to Project Contract - Original estimated cost of relevant TLS Phase Insurances	Excluded as it discloses a term of the insurance policies.

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		Schedule 11 to Project Contract - Approved Escrow Deed (Sub-contractors)	
		Schedule 12 to Project Contract - Pre-Agreed Variation	
		Schedule 13 to Project Contract - Confidential Information	
		Schedule 14 to Payments Project Contract - Termination	
		Schedule 15 to Project Contract - Return Conditions	
		Schedule 16 to Project Contract - Expert Determination Agreement	
		Schedule 17 to Project Contract - Equity Documents	
		Schedule 18 to Project Contract - Request for Certificate of Practical Completion	
		Schedule 19 to Project Contract - RailCorp Enabling Works, Preconditions, Prescribed Notice Period and Prescribed Period.	
		Schedule 20 to Project Contract -	

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		Permitted Share Capital Dealings	
		Schedule 21 to Project Contract - Deemed Actions and Deemed Action Problems	
		Schedule 22 to Project Contract - Refinancing Assumptions	
Exhibit 1 - Dictionary of Technical Definitions and Abbreviations	As Above	Exhibit 1 to Project Contract - Dictionary of Technical Definitions and Abbreviations	
Exhibit 2 - Contract Management Requirements	As above	Exhibit 2 to Project Contract - Contract Management Requirements	
Exhibit 3 - Train Performance Specification	As above	Exhibit 3 to Project Contract - RailCorp Train Performance Specification	
	As above	Exhibit 4 to Project Contract - Train Design Book	Excluded as it discloses PPP Co's or its Core Contractors intellectual property.
Exhibit 5 - RailCorp Through Life Support Specification	As above	Exhibit 5 to Project Contract - RailCorp Through Life Support Specification	
	As above	Exhibit 6 to Project Contract - Through Life Support Description	Excluded as it discloses Reliance Rail's or its ' intellectual property.
Exhibit 7 - RailCorp Maintenance Facility Specification (inc.	As above	Exhibit 7 to Project Contract - RailCorp Maintenance Facility	

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Attachments 3, 7 & 8) Exhibit 7 - Attachment 1 Auburn Masterplan Exhibit 7 Attachment 2 - Track Schematic Exhibit 7 - Attachment 3 -Standards Exhibit 7 - Attachment 4 -RailCorp ICT Requirements Exhibit 7 - Attachment 5 - RailCorp Security Requirements Exhibit 7 - Attachment 6a - RailCorp Maintenance Facility Reference Design Exhibit 7 - Attachment 6b - Connell Wagner Reference Design Report Exhibit 7 - Attachment 7 - Signalling Functional Specification Attachment 8 - RFTA 00358 Attachments		Specification	
	As above	Exhibit 8 to Project Contract - Maintenance Facility Design Book	Excluded as it discloses Reliance Rail's or its Core Contractors intellectual property.
Exhibit 9 - RailCorp Simulator Specification	As above	Exhibit 9 to Project Contract - RailCorp Simulator Specification	

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	As above	Exhibit 10 to Project Contract - Simulator Design Book	Excluded as it discloses PPP Co's or its Core Contractors' intellectual property.
Exhibit 11 - RailCorp Enabling Works Specification	As above	Exhibit 11 to Project Contract - RailCorp Enabling Works Specification	
	As above	Exhibit 12 to Project Contract - Delivery Phase Insurances	Excluded as it discloses the terms of the insurance policies.
Exhibit 13 - Closing Protocol	As above	Exhibit 13 to Project Contract - Closing Protocol	Those parts which disclose the margins and fees payable to PPP Co's debt financiers, the cost structure or profit margins of PPP Co or the Core Contractors or their Associates or the terms on which the Equity Investors subscribe for the securities have been excluded.
Exhibit 14 - Construction Site	As above	Exhibit 14 to Project Contract - Construction Site	
Exhibit 15- Planning	As above	Exhibit 15 to Project Contract- Planning Approval and REF Approval and REF	
Exhibit 16- Promised Network Access Rights	As above	Exhibit 16 to Project Contract - Promised Network Access Rights	
	As above	Exhibit 17 to Project Contract - Project Plans	Excluded as it discloses PPP Co's or its Core Contractors intellectual

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			property.
Exhibit 18- MainTrain Site	As above	Exhibit 18 to Project Contract - MainTrain Site	
Cross Guarantee and Indemnity	Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd	Cross Guarantee and Indemnity	
Call Option Deed	Reliance Rail Pty Ltd	Call Option Deed	
Rolling Stock Manufacture Contract Side Deed	Reliance Rail Pty Ltd, EDI Rail Pty Ltd, Hitachi Australia Pty Ltd, Downer EDI Limited, Hitachi Limited, GHD Pty Ltd	Rolling Stock Manufacture Contract Side Deed	
TLS Contract Side Deed	Reliance Rail Pty Ltd, EDI Rail PPP Maintenance Pty Ltd, Downer EDI Limited, GHD Pty Ltd	Through Life Support Contract Side Deed	
Maintenance Facility Construction Contract Side Deed	Reliance Rail Pty Ltd, EDI Rail Pty Ltd, Downer EDI Limited, Currie & Brown (Australia) Pty Ltd	Maintenance Facility Construction Contract Side Deed	
Debt Finance Side Deed	Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd, Permanent Registry Limited	Debt Finance Side Deed	
RailCorp Deed of Charge	Reliance Rail Pty Ltd Reliance Rail Finance Pty Ltd	RailCorp Deed of Charge	
Deed of Guarantee(PAFA Act Guarantee)	Minister for Transport Reliance Rail Pty Ltd. Permanent Registry Limited	PAFA Act Guarantee	

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Original Source Code Escrow Agreement	Assurex Escrow Pty Ltd. Reliance Rail Pty Ltd	Source Code Escrow Agreement	
Approved Escrow Deed (Core Contractors)- Rolling Stock Manufacture	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd. EDI Rail Pty Ltd. Hitachi Australia Pty Ltd	Approved Escrow Deed (Core Contractors) - Rolling Stock Manufacture	
Approved Escrow Deed (Core Contractors) - Maintenance Facility Construction	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd. EDI Rail Pty Ltd	Approved Escrow Deed (Core Contractors) - Maintenance Facility Construction	
Approved Escrow Deed (Core Contractors) - Through Life Support Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, EDI - Rail PPP Maintenance Pty Ltd	Approved Escrow Deed (Core Contractors)Through Life Support	
Right of Entry Deed for Cardiff Maintenance Depot	EDI Rail Pty Ltd, Reliance Rail Pty Ltd	Right of Entry Deed for Cardiff Maintenance Depot	
FMFS Side Deed	Reliance Rail Pty Ltd, EDI Rail PPP Maintenance Pty Ltd, Downer EDI Rail Pty Ltd	FMFS Access Agreement Side Deed	
Approved Escrow Deed (Sub-contractors) - ADI Limited (trading as Thales Australia)	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, ADI Limited (trading as Thales Australia)	Approved Escrow Deeds (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Austbreck Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Austbreck Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Australian Rail	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd,	Approved Escrow Deed (Sub-	

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Technologies Projects Pty Ltd	Australian Rail Technologies Projects Pty Ltd	contractors)	
Approved Escrow Deed (Sub-contractors) - Knorr Bremse Australia Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Knorr Bremse Australia Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Knorr Bremse Australia Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Knorr Bremse Australia Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Knorr Bremse Australia Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Knorr Bremse Australia Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Knorr Bremse Australia Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Knorr Bremse Australia Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Voith Turbo Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Voith Turbo Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Faiveley Transport Australia Limited	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Faiveley Transport Australia Limited	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-contractors) - Sydac Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Sydac Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Approved Escrow Deed (Sub-	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd,	Approved Escrow Deed (Sub-	

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contractors) - EKE-Electronics Ltd	EKE-Electronics Ltd	contractors)	
Approved Escrow Deed (Sub-contractors) - Sigma Coachair Group Pty Ltd	Assurex Escrow Pty Ltd, Reliance Rail Pty Ltd, Downer EDI Rail Pty Ltd, Sigma Coachair Group Pty Ltd	Approved Escrow Deed (Sub-contractors)	
Set 1 Waiver Letter	Reliance Rail Pty Ltd	Set 1 Waiver Letter	
Set 7 Waiver Letter	Reliance Rail Pty Ltd	Set 7 Waiver Letter	
Restructure Co-Ordination Deed	The Honourable Michael Baird MP, Treasurer (for and on behalf of the Crown in right of the State of New South Wales), Reliance Rail Holdings Pty Ltd, Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd, FGIC UK Limited, Syncora Guarantee Inc., Downer EDI Rail Pty Ltd, Hitachi Australia Pty Ltd, Permanent Custodians Limited, BNY Trust (Australia) Registry Limited, Each Unitholder listed in Part A of Schedule 2, Each Noteholder listed in Part B of Schedule 2	Restructure Co-Ordination Deed	Those parts which relate to: <ul style="list-style-type: none"> <li>• Reliance Rail's financing arrangements;</li> <li>• information that places Equity Investors at a substantial commercial disadvantage in relation to future potential equity investors; or</li> <li>• information which would prejudice Downer EDI Rail's legitimate business and commercial interests.</li> </ul>
Capital Commitment Deed	The Honourable Michael Baird MP, Treasurer (for and on behalf of the Crown in right of the State of New South Wales), Reliance Rail Holdings Pty Ltd, Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd	Capital Commitment Deed	Those parts which relate to: <ul style="list-style-type: none"> <li>• Reliance Rail's financing arrangements;</li> <li>• information that places Reliance Rail at a substantial commercial disadvantage in relation to future</li> </ul>

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			<p>potential debt financiers; or</p> <ul style="list-style-type: none"> <li>• information which would prejudice Downer EDI Rail's legitimate business and commercial interests.</li> </ul>
Existing Investors Side Deed	The Honourable Michael Baird MP, Treasurer (for and on behalf of the Crown in right of the State of New South Wales), Each Equity Security Holder listed in Part A of Schedule 1, Each Note Holder listed in Part B of Schedule 1	Existing Investors Side Deed	<p>Those parts which relate to:</p> <ul style="list-style-type: none"> <li>• Reliance Rail's financing arrangements;</li> <li>• information that places Equity Investors at a substantial commercial disadvantage in relation to future potential equity investors; or</li> <li>• information which would prejudice Downer EDI Rail's legitimate business and commercial interests.</li> </ul>
RailCorp Consent Deed	Reliance Rail Pty Ltd	RailCorp Consent Deed	
Financial Guarantors Undertaking Deed	The Honourable Michael Baird MP, Treasurer (for and on behalf of the Crown in right of the State of New South Wales), Reliance Rail Holdings Pty Ltd, Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd, FGIC UK Limited, Syncora Guarantee Inc.	Financial Guarantors Undertaking Deed	<p>Those parts which relate to:</p> <ul style="list-style-type: none"> <li>• Reliance Rail's financing arrangements;</li> <li>• information that places Reliance Rail at a substantial commercial disadvantage in relation to future potential debt financiers; or</li> </ul>

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TLS Consent Letter	EDI Rail PPP Maintenance Pty Ltd, Reliance Rail Pty Ltd	TLS Consent Letter	
Reliance Rail Undertakings Deed	The Honourable Michael Baird MP, Treasurer (for and on behalf of the Crown in right of the State of New South Wales), Reliance Rail Holdings Pty Ltd, Reliance Rail Pty Ltd, Reliance Rail Finance Pty Ltd, FGIC UK Limited, Syncora Guarantee Inc.	Reliance Rail Undertakings Deed	<p>Those parts which relate to:</p> <ul style="list-style-type: none"> <li>Reliance Rail's financing arrangements; or</li> <li>information that places Reliance Rail at a substantial commercial disadvantage in relation to future potential debt financiers.</li> </ul>