

MINUTE OF VARIATION

among

- 1) **TIE LIMITED**, a company incorporated in Scotland under number SC230949 and having its registered office at City Chambers, High Street, Edinburgh, EH1 1YJ ("**TIE**"), which expression shall include its successors, permitted assignees and transferees;
- 2) **BILFINGER BERGER UK LIMITED**, a company incorporated in England and Wales under number 02418086 and having its registered office at 150 Aldersgate Street, London, EC1A 4EJ, which expression shall include its successors, permitted assignees and transferees;
- 3) **SIEMENS PLC**, a company incorporated in England and Wales under number 00727817 and having its registered office at Faraday House, Sir William Siemens Square, Frimley, Camberley, Surrey, GU16 8QD, which expression shall include its successors, permitted assignees and transferees; and
- 4) **CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES S.A.**, a company registered in Spain in the Corporate Register of Guipuzcoa: volume 983, sheet 144, page number SS-329, entry 239 and having its registered office at J.M. Iturrioz 26, 20200 Beasain (Guipuzcoa), Spain ("**CAF**") which expression shall include its personal representatives, successors, permitted assignees and transferees;

(2), (3) and (4) together acting jointly and severally as "the Infraco"

WHEREAS

(A) **tie**, Bilfinger Berger (UK) Limited and Siemens plc entered into an agreement on 14 May 2008 amended by the Minute of Variation between **tie**, Bilfinger Berger (UK) Limited, Siemens plc and Construcciones Y Auxiliar de Ferrocarriles S.A dated 14 May 2008 (the "**Infraco Contract**");

(B) The Parties have agreed to amend the Infraco Contract as set out in this Minute of Variation;

TIE and the Infraco hereby agree as follows:

1. This document constitutes a variation in writing pursuant to Clause 108 of the Infraco Contract.
2. All other provisions of the Infraco Contract remain in full force and effect as set out therein.
3. The Infraco Contract is hereby amended as follows:

In Schedule Part 4 Appendix G to the Infraco Contract at paragraph 1.3:

After the sentence ending "...Spreadsheet 1 in Appendix F.", the following sentence shall be inserted:

"Further, 17.5% to be added to the Actual Cost to cover any other Preliminaries (in addition to the Consortium Preliminaries) with regard to any tie Change associated with Civil Engineering Works, provided that this calculation shall in no case apply to Systems and Trackworks or claims for other Preliminaries in relation to prolongation costs arising from extensions of time or delay."

The sentence starting "If appropriate to the particular tie Change..." shall be amended to read:

"If appropriate to any particular tie Change which relates to Systems and Trackworks, any other Preliminaries valued in accordance with the Spreadsheet 2 set out in Appendix F."

and there shall be inserted the following sentence:

"If appropriate to any particular tie Change, claims for other Preliminaries elements in relation to prolongation costs arising from extensions of time or delay, valued in accordance with the Spreadsheet 2 set out in Appendix F."

- 4. The Parties undertake and warrant to one another that each signatory to this Minute of Variation has full delegated authority to execute this document.

IN WITNESS WHEREOF these presents consisting of this and the preceding page are executed as follows:

EXECUTED for and on behalf of TIE Limited
at Edinburgh on 3 June 2009

..... Director/Authorised Signatory

..... Full Name

..... Witness

..... Full Name and Address

EXECUTED for and on behalf of Bilfinger Berger (UK) Limited
at Edinburgh on 3 June 2009

..... Director/Authorised Signatory

..... Full Name

..... Director/ Authorised Signatory

..... Full Name and Address

EXECUTED for and on behalf of **Siemens plc**
at Edinburgh on 3 June 2009

..... Director/Authorised Signatory
Alfred Brandeburger
Full Name

..... Director/ Authorised Signatory

MICHAEL FLYNN Full Name and Address

EXECUTED for and on behalf of **Construcciones Y Auxiliar de Ferrocarriles S.A.**
at Edinburgh on 13 June 2009

..... Director/Authorised Signatory
Antonio M. Campos Full Name

..... Witness

A. Urriza Full Name and Address

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