

**16TH SUPPLEMENTAL AGREEMENT**

**between**

**NETWORK RAIL INFRASTRUCTURE LIMITED**

**and**

**FIRST TRANSPENNINE EXPRESS LIMITED**

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16th Supplemental Agreement to the TRACK ACCESS CONTRACT (PASSENGER SERVICES) between Network Rail Infrastructure Limited ("NR") and First TransPennine Express Limited ("FTPE") – recalibration of Appendix 1 of Schedule 8 EA01 Service Group

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**THIS 16th SUPPLEMENTAL AGREEMENT is dated 7-8-2018 and made between:**

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("**Network Rail**"); and
- (2) **FIRST TRANSPENNINE EXPRESS LIMITED**, a company registered in England under number 09111801 having its registered office at 4<sup>th</sup> Floor Capital House, 25 Chapel Street, London, NW1 5DH.

**Background:**

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 03 March 2016 hereafter referred to as the "**Contract**").
- (B) 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;
- (B) "Effective Date" means the date on which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

**2. EFFECTIVE DATE AND TERM**

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry of the Contract or the earlier termination of the Contract.

**3. RETROSPECTIVE EFFECT**

Notwithstanding the Effective Date, the amendments shall be applied retrospectively from 02:00 on 27<sup>th</sup> May 2018.

**4. AMENDMENTS TO THE CONTRACT**

- 4.1 In Schedule 8, Appendix 1 of the Contract, the entry for EA01 shall be deleted and replaced with the Appendix 1 as set out in Annex 1.
- 4.2 Delete the registered offices address of First TransPennine Express Limited in the preamble and replace with the following:

First TransPennine Express Limited, a company registered in England under number 09111801 having its registered office at 4<sup>th</sup> Floor Capital House, 25 Chapel Street, London, NW1 5DH (the "Train Operator").

- 4.3 Schedule 1, Contract Particulars shall be deleted and replaced with Schedule 1 as shown in Annex 2 of this Agreement; this is to reflect the change of registered offices address for First Transpennine Express Limited.

**5. 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 date hereof 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.

**6. LAW**

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

**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.

**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** of which 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** ..... *M.J. Frobisher* .....

**PRINT NAME** ..... *M.J. FROBISHER* .....

Duly authorised for and on behalf of

**NETWORK RAIL INFRASTRUCTURE LIMITED**

**SIGNED BY** .....  .....

**PRINT NAME** ..... *Daraa Higgins* .....

Duly authorised for and on behalf of

**FIRST TRANSPENNINE EXPRESS LIMITED**

Annex 1

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O	
Service Group	Network Rail				TOC				Cancellation Minutes	CAP	Service Code	Direction	Monitoring Point	weighting		
	Performance Point	Payment Rate			Performance Point	Payment Rate										
		(Not used)	(Not used)	Total		(Not used)	(Not used)	Total								
EA01 North Transpennine All Trains	2014-15	✗		✗	✗			✗	30	120	731	Newcastle – Manchester Airport	Forward	Manchester Victoria	✗	
	2015-16	✗									731	Newcastle – Manchester Airport	Forward	Leeds		
	2016-17	✗									731	Newcastle – Manchester Airport	Forward	York	✗	
	2017-18	✗									731	Newcastle – Manchester Airport	Forward	Liverpool Lime Street	✗	
	2018-19	✗									731	Newcastle – Manchester Airport	Reverse	Manchester Victoria	✗	
												731	Newcastle – Manchester Airport	Reverse	Newcastle	✗
												731	Newcastle – Manchester Airport	Reverse	Leeds	✗
												731	Newcastle – Manchester Airport	Reverse	York	✗
												732	Scarborough/York – Liverpool	Forward	Liverpool Lime Street	✗
												732	Scarborough/York – Liverpool	Forward	Manchester Victoria	✗
												732	Scarborough/York – Liverpool	Forward	Leeds	✗
												732	Scarborough/York – Liverpool	Forward	York	✗
												732	Scarborough/York – Liverpool	Reverse	Manchester Victoria	✗
												732	Scarborough/York – Liverpool	Reverse	Scarborough	✗
												732	Scarborough/York – Liverpool	Reverse	Leeds	✗
												732	Scarborough/York – Liverpool	Reverse	York	✗
												733	Hull – Manchester	Forward	Manchester Piccadilly	✗
												733	Hull – Manchester	Forward	Leeds	✗
												733	Hull – Manchester	Reverse	Leeds	✗
												733	Hull – Manchester	Reverse	Hull	✗
												734	Middlesbrough – Manchester Airport	Forward	Manchester Piccadilly	✗
												734	Middlesbrough – Manchester Airport	Forward	Manchester Airport	✗
												734	Middlesbrough – Manchester Airport	Forward	Leeds	✗
												734	Middlesbrough – Manchester Airport	Forward	York	✗
											734	Middlesbrough – Manchester Airport	Reverse	Manchester Piccadilly	✗	
											734	Middlesbrough – Manchester Airport	Reverse	Middlesbrough	✗	
											734	Middlesbrough – Manchester Airport	Reverse	Leeds	✗	
											734	Middlesbrough – Manchester Airport	Reverse	York	✗	

## ANNEX 2

### SCHEDULE 1: CONTACT PARTICULARS

1. Network Rail's address for service of notices is:

Network Rail Infrastructure Limited  
1 Eversholt Street  
London  
NW1 2DN

Tel: 020 7904 4001

Email: [notices@networkrail.co.uk](mailto:notices@networkrail.co.uk)

All written notices to be marked:

“URGENT: ATTENTION THE COMPANY SECRETARY AND SOLICITOR”

and copied to:

Managing Director, London North Western  
Network Rail  
Floor 1, Baskerville House  
Centenary Square  
Birmingham  
B1 2ND  
Tel: 0330 854 0128

2. The Train Operator's address for the service of notices is:

First TransPennine Express Limited  
4<sup>th</sup> Floor, Capital House  
25 Chapel Street  
London  
NW1 5DH

All written notices to be marked:

“URGENT: ATTENTION COMPANY SECRETARY”

and copied to:

- (a) The Secretary of State  
Department for Transport  
Great Minster House  
33 Horseferry Road  
London  
SW1P 4DR;  
and

(b) First TransPennine Express Limited  
Bridgewater House  
60 Whitworth Street  
Manchester  
M1 6LT

All written notices to be marked:  
"URGENT: ATTENTION OF THE MANAGING DIRECTOR OF FIRST  
TRANSPENNINE EXPRESS LIMITED"