

Fifty-Second Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

LONDON & BIRMINGHAM RAILWAY LIMITED
as Train Operator

relating to changes to Schedule 5

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THIS FIFTY-SECOND SUPPLEMENTAL AGREEMENT is dated
made

2014 and

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Network Rail, Kings Place, 90 York Way, London N1 9AG ("Network Rail"); and
- (2) **LONDON & BIRMINGHAM RAILWAY LIMITED**, a company registered in England under number 05814584 having its registered office at 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 11 November 2007 in a form approved by the Office of Rail Regulation pursuant to section 18(7) of the Act, as amended by various supplemental agreements each in a form approved by ORR pursuant to section 22 of the Act (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, unless the context otherwise requires:

- (A) words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement; and
- (B) "Effective Date" means whichever is the later of 0200 on 14th December 2014 and the date upon which the ORR issues its approval, pursuant to the Section 22 of the Act, of the terms of this Supplemental Agreement

2. **EFFECTIVE DATE AND TERM**

The amendments to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date or earlier termination of the Contract.

3. **AMENDMENTS TO SCHEDULE 5 OF THE CONTRACT**

- 3.1: Table 2.1 (Passenger Train Slots) for Service Group EJ02 (Trent Valley) shall be deleted and replaced with the new version set out as Appendix 1 to this Supplemental Agreement
- 3.2: Table 2.1 (Passenger Train Slots) for Service Group EJ03 (West Midlands New St Locals) shall be deleted and replaced with the new version set out as Appendix 2 to this Supplemental Agreement
- 3.3: Table 2.1 (Passenger Train Slots) for Service Group EJ04 (West Midlands Inter-Urban) shall be deleted and replaced with the new version set out as Appendix 3 to this Supplemental Agreement
- 3.4: Table 2.1 (Passenger Train Slots) for Service Group EJ05 (WCML: London – Northampton) shall be deleted and replaced with the new version set out as Appendix 4 to this Supplemental Agreement
- 3.5: Table 4.1 (Regular Calling Patterns) for Service Group EJ04 (West Midlands Inter-Urban) shall be deleted and replaced with the new version set out as Appendix 5 to this Supplemental Agreement

4. **GENERAL**

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 during the period in which the amendments made by this Supplemental Agreement are to have effect, all references in the Contract to “the contract” or, as the case may be, the “Agreement”, “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. **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.

6. **LAW**

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

7. **COUNTERPARTS**

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by.....

Print name.....
Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name.....
Duly authorised for and on behalf of
LONDON & BIRMINGHAM RAILWAY LIMITED

Appendix 1

1						2		
Service Group EJ02 Trent Valley								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Coventry	Nuneaton	Direct	2.1	22328000	153	16	15	8
Nuneaton	Coventry	Direct	2.2	22328000	153	16	15	8
Crewe	Northampton	Stoke-on-Trent and Nuneaton	2.3	22330000	350	2	3	12
Northampton	Crewe	Nuneaton and Stoke-on-Trent	2.4	22330000	350	7	3	12
Crewe	Stafford	Stoke-on-Trent	2.5	22330000	350	0	0	0
Stafford	Crewe	Stoke-on-Trent	2.6	22330000	350	0	0	0
Crewe	Northampton	Either Madeley or Stoke-on-Trent	2.7	22330000	350	1	0	0
Crewe	Rugby	Stoke-on-Trent and Nuneaton	2.31 (110)	22330000	350/110	12	44 13	0
Rugby	Crewe	Nuneaton and Stoke-on-Trent	2.41 (110)	22330000	350/110	11	12	0

Appendix 2

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Lichfield City	Direct	3.1	12272323 22272000	323	1	2	0
Birmingham New Street	Lichfield Trent Valley	Direct	3.2	12272323 22272000	323	1	0	0
Birmingham New Street	Longbridge	Direct	3.3	12272323	323	8	11	0
Birmingham New Street	Redditch	Direct	3.4	12272323 12272820	323	1	2	2
Blake Street	Birmingham New Street	Direct	3.5	12272323	323	1	1	0
Blake Street	Longbridge	Direct	3.6	12272323	323	1	1	0
Four Oaks	Longbridge	Direct	3.7X	12272323	323	1	0	0
Four Oaks	Redditch	Direct	3.7	12272323 12272820	323	26	25	1
Four Oaks	Wolverhampton	Direct	3.8	12272323 12256320	323	0	0	0
Lichfield City	Longbridge	Direct	3.9	12272323 22272000	323	22	25	0
Lichfield City	Redditch	Direct	3.10	12272323 22272000	323	2	2	0
Lichfield Trent Valley	Birmingham New Street	Direct	3.11	12272323 22272000	323	1	1	1
Lichfield Trent Valley	Longbridge	Direct	3.12	12272323 22272000	323	33	27	0

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lichfield Trent Valley	Redditch	Direct	3.13	12272323 22272000	323	6	6	27
Longbridge	Birmingham New Street	Direct	3.14	12272323	323	10	11	0
Longbridge	Lichfield City	Direct	3.15	12272323 22272000	323	22	26	0
Longbridge	Blake Street	Direct	3.16	12272323	323	1	1	0
Longbridge	Four Oaks	Direct	3.17	12272323	323	25	25	0
Longbridge	Lichfield Trent Valley	Direct	3.18	12272323 22272000	323	6	1	0
Redditch	Birmingham New Street	Direct	3.19	12272323 12272820	323	2	2	1
Redditch	Blake Street	Direct	3.19X	12272323 12272820	323	0	0	0
Redditch	Lichfield City	Direct	3.20	12272323 12272820	323	1	0	0
Redditch	Lichfield Trent Valley	Direct	3.21	12272323 12272820	323	31	32	27
Birmingham International	Birmingham New Street	Direct	3.22	12259320	323 or 350	17	17	1
Birmingham New Street	Birmingham International	Direct	3.23	12259320	323 or 350	16	16	1
Birmingham New Street	Coventry	Direct	3.24	12259320	350	44 8	5	16
Birmingham New Street	Northampton	Direct	3.25	22259000	350	44 47	48	14

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Coventry	Birmingham New Street	Direct	3.26	12259320	350	40 8	4	16
Coventry	Northampton	Direct	3.27	22259000	350	1	0	0
Northampton	Birmingham New Street	Direct	3.28	22259000	350	42 46	48	15
Northampton	Coventry	Direct	3.29	22259000	350	0	0	1
Birmingham New Street	Wolverhampton	Direct	3.30	12256320	323 or 350	11	10	15
Wolverhampton	Birmingham New Street	Direct	3.31	12256320	323 or 350	10	9	15
Coventry	Wolverhampton	Birmingham New Street	3.32	22259000	350	1	0	0
Birmingham International	Walsall	Birmingham New Street	3.33	12259320 12263310	323	0	0	0
Birmingham New Street	Hednesford	Walsall	3.34	12263310	170	1	2	0
Birmingham New Street	Rugeley Town	Walsall	3.35	12263310 12263810	170	0	0	0
Birmingham New Street	Rugeley Trent Valley	Walsall	3.36	12263310 12263810	170	24	29	14
Birmingham New Street	Stafford	Walsall	3.37	12263310 12263810	323	0	0	0
Birmingham New Street	Walsall	Direct	3.38	12263310	323	14	1	15
Hednesford	Birmingham New Street	Walsall	3.39	12263310	170	0	1	0

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Rugeley Town	Birmingham New Street	Walsall	3.40	12263310 12263810	170	0	0	0
Rugeley Trent Valley	Birmingham New Street	Walsall	3.41	22263000 12263810	170	25	29	14
Stafford	Birmingham New Street	Walsall	3.42	22263000 12263810	323	0	0	0
Stafford	Birmingham New Street	Wolverhampton	3.43	22300000 12256320	323	0	0	0
Walsall	Birmingham International	Birmingham New Street	3.44	12263310 12259320	323	0	0	0
Walsall	Birmingham New Street	Direct	3.45	22329000	323	12	3	14
Shrewsbury	Walsall	Wolverhampton	3.46	22266000 12271310	170	0	0	0
Walsall	Shrewsbury	Wolverhampton	3.47	22266000 12271310	170	0	0	0
Walsall	Wolverhampton	Birmingham New St	3.48	12271310	153	23	27	0
Wolverhampton	Walsall	Birmingham New St	3.49	12271310	153	22	27	0
Birmingham New Street	Great Malvern	Five Ways	3.50	22329000	170	3	1	1
Birmingham New Street	Hereford	Five Ways	3.51	22329000	170	15	14	6
Birmingham New Street	Worcester Shrub Hill	Five Ways	3.52	22329000	170	4	1	0

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Service Group EJ03 West Midlands New Street Locals								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Gloucester	Five Ways	3.53	22329000 22331000	170	1 Fridays only	0	0
Worcester Foregate Street	Birmingham New Street	Direct	3.54	22339000	170	0	0	1
Birmingham New Street	Worcester Foregate Street	Direct	3.55	22339000	170	1	0	2
Great Malvern	Birmingham New Street	Five Ways	3.56	22329000	170	4	1	0
Hereford	Birmingham New Street	Five ways	3.57	22329000	170	15	12	6
Worcester Shrub Hill	Birmingham New Street	Five Ways	3.58	22329000	170	1	4	2
Hereford	Worcester Shrub Hill	Direct	3.59	22332000	170	2	2	1
Worcester Shrub Hill	Hereford	Direct	3.60	22332000	170	1	1	1
Great Malvern	Worcester Shrub Hill	Direct	3.61	22332000	170	1	0	0
Birmingham New Street	Bromsgrove	Direct	3.62	22332000	170	0	1	0
Bromsgrove	Birmingham New Street	Direct	3.63	22332000	170	0	1	0
Crewe	Walsall	Direct	3.64	22300000	350	1	0	0
Northampton	Walsall	Direct	3.65	22259000	350	1	0	0
Walsall	Liverpool	Direct	3.66	22300000	350	2	0	0

Appendix 3

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Service Group EJ04 West Midlands Inter Urban								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Crewe	Penkridge	4.1	22300000	350	3 2	4 3	1
Birmingham New Street	Liverpool Lime Street	Crewe, Runcorn	4.2	22300000	350	26	27	11
Birmingham New Street	Stafford	Penkridge	4.3	12256320 22300000	350	0	0	0
Crewe	Birmingham New Street	Penkridge	4.4	22300000	350	1	2	1
Crewe	Liverpool Lime Street	Runcorn	4.5	22300000	350	3	3	0
Liverpool Lime Street	Birmingham New Street	Crewe, Runcorn	4.6	22300000	350	30	29	11
Liverpool Lime Street	Crewe	Runcorn	4.7	22300000	350	2	1	0
Birmingham New Street	Shrewsbury	Wolverhampton	4.8	22266000	170	17	16	0
Shrewsbury	Birmingham New Street	Wolverhampton	4.9	22266000	170	18	16	0
Shrewsbury	Wolverhampton	Direct	4.10	22266000	170	1	0	0
Wolverhampton	Shrewsbury	Direct	4.11	22266000	170	2	1	0
Birmingham Int	Liverpool	Direct	4.12	22300000	350	1	0	0
Crewe	Birmingham New Street	Stoke-on-Trent, Penkridge	4.13	22300000	350	1	0	0
Birmingham New St	Crewe	Stoke-on-Trent, Penkridge	4.14	22300000	350	1	1	0

Appendix 4

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Service Group EJ05 WCML: London – Northampton											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Total Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
Bletchley	London Euston	Direct	5.1	22209000	350	4	3	0	1	3	1
Bletchley	Northampton	Direct	5.2	22209000	350	1	0	0	1	1	N/A
London Euston	Bletchley	Direct	5.3	22209000	350	3	0	1	2	2	0
London Euston	Milton Keynes Central	Direct	5.4	22209000	350	22	0	5	17	13	8
London Euston	Northampton	Direct	5.5 Calling service	22209000	350	19	0	1	18	19	11
London Euston	Northampton	Direct	5.6 Express service	22209000	350	3	0	0	3	0	4
London Euston	Northampton	Direct	5.7 Semi fast service	22209000	350	13 14	0	4 2	12	11	N/A
London Euston	Northampton	Direct	5.8 All stations service	22209000	350	4 5	0	2 3	2	6	17
London Euston	Rugby	Direct	5.9 Weekdays service	22209000	350	4 0	0	4 0	0	N/A	N/A

1						2					
Service Group EJ05 WCML: London – Northampton											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Total Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
London Euston	Rugby	Direct	5.10 Sunday service	22209000	350	N/A	N/A	N/A	N/A	N/A	N/A
London Euston	Tring	Direct	5.11	22209000	350	30	0	7	23	25	9
London Euston	Watford Junction	Direct	5.12	22209000	350	1	0	1	0	0	0
Milton Keynes Central	London Euston	Direct	5.13	22209000	350	20	5	0	15	15	11
Northampton	Bletchley	Direct	5.14	22209000	350	0	0	0	0	0	0
Northampton	London Euston	Direct	5.15 Calling service	22209000	350	15 14	1	0	14 13	17	9
Northampton	London Euston	Direct	5.16 Express service	22209000	350	13	0	0	13	12	10
Northampton	London Euston	Direct	5.17 Semi fast service	22209000	350	4 3	4 3	0	0	0	N/A
Northampton	London Euston	Direct	5.18 All Stations service	22209000	350	7	1	0	6	7	14
Rugby	London Euston	Direct	5.19 Weekdays service	22209000	350	≥ 1	4 0	0	1	N/A	N/A

1							2				
Service Group EJ05 WCML: London – Northampton											
Service description							Passenger Train Slots				
From	To	Via	Description	TSC	Timing Load	Total Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
Rugby	London Euston	Direct	5.20 Sunday service	22209000	350	N/A	N/A	N/A	N/A	N/A	N/A
Tring	London Euston	Direct	5.21	22209000	350	31	6	0	25	25	8
Watford Junction	London Euston	Direct	5.22 ¹	22209000	350	2	2	0	0	0	0
London Euston	Watford Junction	DC Electric lines	5.23	22209000	350	0	0	0	0	0	1
Watford Junction	London Euston	DC Electric lines	5.24	22209000	350	0	0	0	0	1	0
Milton Keynes	Northampton	Direct	5.25	22209000	350	1	0	0	1	0	0
Rugby	Euston	Direct	5.31 (110)	22209000	350/110	12	1	0	11	44 13	0
Northampton	Euston	Direct	5.32 (110)	22209000	350/110	13 15	4 4	0	42 11	10	0
Euston	Rugby	Direct	5.41 (110)	22209000	350/110	11	0	2	9	12	0
Euston	Northampton	Direct	5.42 (110)	22209000	350/110	13 16	0	4 7	9	12	0

Notes to Table:

¹ Peak times – arriving Euston between 0700 and 0959, departing Euston between 1600 and 1859

² Off-Peak times - arriving at and departing from a relevant station outside Peak times

³ Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

Appendix 5

1					2	3
Service Group EJ04 West Midlands Inter Urban						
Service description						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Birmingham New Street	Crewe	Penkridge	4.1, 4.4	22300000	Coseley, Wolverhampton, Penkridge, Stafford.	Smethwick Rolfe Street, Smethwick Galton Bridge, Sandwell and Dudley, Dudley Port, Tipton, Penkridge
Birmingham New Street	Liverpool Lime Street	Crewe, Runcorn	4.2, 4.6	22300000	Wolverhampton, Penkridge, Stafford, Crewe, Winsford, Hartford, Runcorn, Liverpool South Parkway.	Smethwick Galton Bridge, Coseley, , Acton Bridge, Mossley Hill.
Birmingham New Street	Stafford	Penkridge	4.3	22300000	Smethwick Rolfe Street, Smethwick Galton Bridge, Sandwell and Dudley, Dudley Port, Tipton, Coseley, Wolverhampton, Penkridge,.	N/A
Liverpool Lime Street	Crewe	Runcorn	4.5, 4.7	22300000	Liverpool South Parkway, Runcorn, Acton Bridge, Hartford, Winsford.	Mossley Hill
Birmingham New Street	Shrewsbury	Wolverhampton	4.8, 4.9	22266000	Sandwell and Dudley, Wolverhampton, Bilbrook, Codsall, Albrighton, Cosford, Shifnal, Telford Central, Oakengates, Wellington.	Smethwick Galton Bridge, Dudley Port, Coseley.
Shrewsbury	Wolverhampton	Direct	4.10, 4.11	22266000	Wellington, Oakengates, Telford Central, Shifnal, Cosford, Albrighton, Codsall, Bilbrook.	N/A
Crewe	Birmingham New St	Stoke-on-Trent, Penkridge	4.13, 4.14	22300000	Alsager, Kidsgrove, Stoke-on-Trent, Stone, Stafford, Penkridge, Wolverhampton, Coseley, Tipton, Dudley Port, Smethwick Galton Bridge, Smethwick Rolfe St	N/A