

THIRTEENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST KEOLIS TRANSPENNINE LIMITED

**relating to amendments to Schedule 8 Appendix 1 Track Access Contract
(Passenger Services) dated 28 February 2013**

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THIS THIRTEENTH SUPPLEMENTAL AGREEMENT is dated 4 March 2016 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/KEOLIS TRANSPENNINE LIMITED**, a company registered in England under number 04113923 having its registered office at 50 Eastbourne Terrace, Paddington, London W2 6LX.

Background:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 28 February 2013 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) The parties wish to amend Appendix 1 of Schedule 8 of the Contract in the manner and on the terms described below, this being an amendment to the Contract of the kind specified in paragraph 12 of the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

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; and
- (B) "Effective Date" means 6th March 2016.

2. ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable Changes and Miscellaneous Changes) General Approval 2009.

3. 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.

4. AMENDMENTS TO SCHEDULE 8 OF THE CONTRACT

The parties are seeking to make this amendment in order to adjust the values in columns B and F of Appendix 1 to neutralise the impact of changes made to berthing offsets at Carlisle, Oxenholme and Manchester Airport.

Appendix 1 of Schedule 8 will be deleted and replaced in its entirety with the version set out as an appendix to this supplemental agreement.

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 

PRINT NAME *Ros M. Wilson*

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY

PRINT NAME

Duly authorised for and on behalf of

FIRST/KEOLIS TRANSPENNINE LIMITED

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

PRINT NAME

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY



PRINT NAME

Darren Higgins

Duly authorised for and on behalf of

FIRST/KEOLIS TRANSPENNINE LIMITED

Appendix 1

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	NR performance points (Minutes)	(Not used)	(Not used)	Total	TOC Performance Points (Minutes)	(Not used)	(Not used)	Total	Cancellation Minutes	CAP	Service Code	Direction	Monitoring Point	weighting	
EA01 North Transpennine All Trains	2014-15	∞		∞	∞			∞	30	120	731 Newcastle – Manchester Airport	Forward	Manchester Piccadilly	∞	
	2015-16	∞									731 Newcastle – Manchester Airport	Forward	Leeds	∞	
	2016-17	∞									731 Newcastle – Manchester Airport	Forward	York	∞	
	2017-18	∞									731 Newcastle – Manchester Airport	Forward	Manchester Airport	∞	
	2018-19	∞									731 Newcastle – Manchester Airport	Reverse	Manchester Piccadilly	∞	
												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 Piccadilly	∞
												732 Scarborough/York – Liverpool	Forward	Leeds	∞
												732 Scarborough/York – Liverpool	Forward	York	∞
												732 Scarborough/York – Liverpool	Reverse	Manchester Piccadilly	∞
												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	∞	

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							
EA02 South Transpennine All Trains	2014-15	✗		✗	✗			✗	60	240	817	Manchester-Sheffield-Doncaster-Cleethorpes	Forward	Manchester Piccadilly	✗
	2015-16	✗									817	Manchester-Sheffield-Doncaster-Cleethorpes	Forward	Cleethorpes	✗
	2016-17	✗									817	Manchester-Sheffield-Doncaster-Cleethorpes	Forward	Doncaster	✗
	2017-18	✗									817	Manchester-Sheffield-Doncaster-Cleethorpes	Forward	Sheffield	✗
	2018-19	✗									817	Manchester-Sheffield-Doncaster-Cleethorpes	Reverse	Manchester Piccadilly	✗
											817	Manchester-Sheffield-Doncaster-Cleethorpes	Reverse	Manchester Airport	✗
											817	Manchester-Sheffield-Doncaster-Cleethorpes	Reverse	Sheffield	✗
											817	Manchester-Sheffield-Doncaster-Cleethorpes	Reverse	Doncaster	✗

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							
EA03 North West Transpennine All Trains	><			><	><			><	50	198	246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Forward	Manchester Oxford Road	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Forward	Barrow-in-Furness	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Forward	Windemere	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Forward	Preston	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Reverse	Manchester Oxford Road	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Reverse	Manchester Airport	><
											246	Mia/Mcv-Bolton-Wigan-Preston-Barrow/Wdm	Reverse	Preston	><
											356	Windemere-Oxenholme	Forward	Windemere	><
											356	Windemere-Oxenholme	Reverse	Oxenholme	><

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							
EA06 Manchester Airport – Blackpool North All Trains	><			><	><			><	50	198	247	Manchester Airport – Blackpool North	Forward	Blackpool North	><
											247	Manchester Airport – Blackpool North	Forward	Preston	><
											247	Manchester Airport – Blackpool North	Forward	Manchester Oxford Road	><
											247	Manchester Airport – Blackpool North	Reverse	Manchester Airport	><
											247	Manchester Airport – Blackpool North	Reverse	Manchester Oxford Road	><

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							
EA07 Preston – Scotland All Trains	∞			∞	∞			∞	90	270	730 730 730 730 730	Preston – Glasgow/Edinburgh Preston – Glasgow/Edinburgh Preston – Glasgow/Edinburgh Preston – Glasgow/Edinburgh Preston – Glasgow/Edinburgh	Forward Forward Forward Reverse Reverse	Carlisle Edinburgh Glasgow Central Carlisle Preston	∞ ∞ ∞ ∞ ∞