

12TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

**relating to changes to Schedule 5 of the Track Access Contract for Service
enhancements and improvements between Manchester and Edinburgh
Waverley/Glasgow Central from PCD 2017 to SCD 2019 and Manchester Airport to
Cleethorpes from PCD 2017 to SCD 2019 or PCD 2024**

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THIS 12th SUPPLEMENTAL AGREEMENT is dated 7th December 2017 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 09000801 having its registered office at 50 Eastbourne Terrace, Paddington, London W2 6LG.

Background:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 03 March 2016 in a form approved and directed by the Office of Rail and Road pursuant to section 17 of the Railways Act 1993 ("the Act") 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 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.

2. EFFECTIVE DATE AND TERM

- 2.1 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 Principal Change Date 2024.
- 2.2 Effective Date means the later of:
 - a) 02:00 on 10 December 2017; and
 - b) the date on which the Office of Rail and Road issues its approval of the terms of this Supplemental Agreement under Section 22 of the Act.

3. AMENDMENTS TO THE CONTRACT

The Contract shall be amended as follows:

- 3.1 In Table 2.1 of Schedule 5 to the Contract the entries for Service Groups: South Transpennine (Eastbound); South Transpennine (Westbound); and Anglo-Scottish, shall be deleted and replaced with the versions as set out in Annex A.

- 3.2 In Table 4.1 of Schedule 5 to the Contract, in the entry for the service between Cleethorpes and Manchester Airport via Stockport, "Dore" shall be added to the list of Additional stations in Column 3.

4. 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.

5. 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.

6. 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.

7. 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. Fröbisher*

PRINT NAME *M.J. FRÖBISHER*

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY *[Signature]*

PRINT NAME *LEO COOKE*

Duly authorised for and on behalf of

FIRST TRANSPENNINE EXPRESS LIMITED

Passenger Train Slots

Annex A

Table 2.1: Passenger Train Slots

Service Group: South Transpennine

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
						Weekday	Saturday	Sunday
Manchester Airport	Cleethorpes	Stockport and Rotherham Masborough	Eastbound	11817020	185 or 170	14	14	13 ¹
Manchester Airport	Sheffield	Stockport	Eastbound	11817020	185 or 170	2	1	3
Manchester Airport	Sheffield	Romiley	Eastbound	11817020	185 or 170	1	1	0

¹ From the Subsidiary Change Date 2019 the quantum will be reduced to 11.

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
						Weekday	Saturday	Sunday
Manchester Airport	Sheffield	Huddersfield	Eastbound	11817020	185 or 170	1	1	0
Manchester Airport	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	0	0	0
Sheffield	Cleethorpes	Rotherham Masborough	Eastbound	11817020	185 or 170	2	1	1
Sheffield	Cleethorpes	Rotherham Central	Eastbound	11817020	185 or 170	0	0	1

1						2		
Service Group: South Transpennine (Westbound)								
Service description						Passenger Train Slots		
						Weekday	Saturday	Sunday
Cleethorpes	Manchester Airport	Rotherham Masborough, Stockport	Westbound	11817020	185 or 170	14	14	12
Sheffield	Manchester Airport	Stockport	Westbound	11817020	185 or 170	1	0	2
Sheffield	Manchester Airport	Huddersfield	Westbound		185 or 170	1	1	0
Sheffield	Manchester Airport	Romiley	Westbound	11817020	185 or 170	1	1	0
Doncaster	Manchester Airport	Stockport, Rotherham Masborough	Westbound	11817020	185 or 170	1	1	1
Cleethorpes	Sheffield	Rotherham Masborough	Westbound	11817020	185 or 170	1	1	0
Cleethorpes	Sheffield	Rotherham Central	Westbound	11817020	185 or 170	1	1	0

Service Group: Anglo-Scottish

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Edinburgh Waverley	Golborne Jn., Shap, Carlisle and Kirknewton	Northbound	21730001	350	8	8 ²	7 ³
Manchester Airport	Edinburgh Waverley	Golborne Jn., Shap, Carlisle and Kirknewton	Northbound	21730001	185	0	0	1 ⁴

² From the Subsidiary Change Date 2019 the quantum will be reduced to 7

³ From the Subsidiary Change Date 2019 the quantum will be reduced to 6

⁴ From the Subsidiary Change Date 2019 the quantum will be reduced to 0

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Glasgow Central	Golborne Jn., Shap, Carlisle and Beattock	Northbound	21730001	350	7 ⁵	5	7 ⁶
Manchester Airport	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	185	1	1	0
Manchester Piccadilly	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	185	1	1 ⁷	0
Manchester Airport	Preston	Golborne Jn.	Northbound	21730001	185	0	1	0

⁵ From the Subsidiary Change Date 2019 the quantum will be reduced to 6

⁶ From the Subsidiary Change Date 2019 the quantum will be reduced to 6.

⁷ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	8 ⁸	6	6
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle and Shap	Southbound	21730001	185	1	1	1 ⁹
Glasgow Central	Manchester Airport	Beattock, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	8	5	6 ¹⁰

⁸ From the Subsidiary Change Date 2019 the quantum will be reduced to 7.

⁹ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.

¹⁰ From the Subsidiary Change Date 2019 the quantum will be reduced to 5.

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Glasgow Central	Manchester Airport	Beattock, Carlisle and Shap	Southbound	21730001	185	0	1	0
Preston	Manchester Airport	Golborne Jn	Southbound	21730001	185	1	1	0
Lancaster	Manchester Airport	Golborne Jn	Southbound	21730001	185	0	1	0
Glasgow Central	Manchester Piccadilly	Beattock, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	0	1 ¹¹	0

¹¹ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.