

Second Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

ABELLIO EAST MIDLANDS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 1st September 2020

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THIS SECOND SUPPLEMENTAL AGREEMENT is dated 16 March 2021 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, (“Network Rail”), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN (“Network Rail”); and
- (2) **ABELLIO EAST MIDLANDS LIMITED**, (the “Train Operator”), a company registered in England under number 09860485 having its registered office at 2nd floor St Andrew’s House, 18-20 St Andrew Street, London, EC4A 3AG.

WHEREAS:

- (A) Network Rail and Abellio East Midlands Limited entered into a Track Access Contract (Passenger Services) dated 1st September 2020 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (this track access contract is hereafter referred to as the “**Contract**”).
- (B) The parties propose to enter into this Supplemental Agreement in order to amend Schedule 5 of the Contract.

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 made 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.
- 2.2 For the purposes of this Supplemental Agreement, “Effective Date” means the later of:
 - (a) the date upon which the Office of Rail and Road issues its approval, pursuant to Section 22 of the Act, of the terms of this Supplemental Agreement; and
 - (b) 02:30 hours on the Subsidiary Change Date 2021.

3 **AMENDMENTS TO THE CONTRACT**

- 3.1 In Schedule 5 Table 2.1 of the Contract, the entry for Service Group EM02 East Midlands Regional shall be deleted and replaced with the entry set out in Annex A to this Supplemental Agreement.

- 3.2 In Schedule 5 Table 4.1 of the Contract, the entry for Service Group EM02 East Midlands Regional shall be deleted and replaced with the entry set out in Annex B to this Supplemental.

4. **EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

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”, “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 whereof 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: Gary Walsh

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by: 

Print name: Paul Barnfield

Duly authorised for and on behalf of
ABELLIO EAST MIDLANDS LIMITED

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Annex A

Schedule 5 - Table 2.1

EM02

OFFICIAL

OFFICIAL

1						2		
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Barton-on-Humber	Cleethorpes	Direct	EM02	22833000	156	9	9	4
Boston	Nottingham	Sleaford and Grantham	EM02	22832000	156	1	1	1
Boston	Skegness	Direct	EM02	22832000	156	1	1	1
Cleethorpes	Barton-on-Humber	Direct	EM02	22833000	156	9	9	4
Cleethorpes	Leicester	Lincoln and Nottingham	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln and changes to 22321000 at Nottingham	156	0	2	0
Cleethorpes	Lincoln	Market Rasen	EM02	22836000	156	0	1	1
Cleethorpes	Nottingham	Market Rasen, Lincoln, and Newark Castle	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln	156	1	0	2
Crewe	Derby	Stoke on Trent	EM02	22320000	156	0	1	8
Crewe	Newark Castle	Derby and Nottingham	EM02 changes to EM01	22320000 changes to 22275000 at Derby and changes to 22277000 at Nottingham	156	12	12	0

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Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Crewe	Nottingham	Derby	EM02 changes to EM01	22320000 changes to 22275000 at Derby	156	4	3	0
Derby	Crewe	Stoke on Trent	EM02	22320000	156	0	1	7
Grantham	Nottingham	Direct	EM02	22832000	156	2	2	4
Grimsby Town	Leicester	Lincoln and Nottingham	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln and changes to 22321000 at Nottingham	156	7	5	0
Grimsby Town	Lincoln	Direct	EM02	22836000	156	1	0	0
Lincoln	Cleethorpes	Grimsby Town	EM02	22836000	156	1	1	0
Lincoln	Grimsby Town	Market Rasen	EM02	22836000	156	0	1	0
Nottingham	Boston	Grantham and Sleaford	EM02	22832000	156	2	2	1
Nottingham	Grantham	Direct	EM02	22832000	156	1	1	3
Nottingham	Peterborough	Grantham	EM02 changes to EM03	22832000 changes to 22269000 at Grantham	156	1	1	0
Nottingham	Skegness	Allington Chord and Sleaford	EM02	22832000	156	1	1	0
Nottingham	Skegness	Grantham and Sleaford	EM02	22832000	156	13	13	10

OFFICIAL

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Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Sleaford	Grantham	EM02	22832000	156	0	1	0
Skegness	Boston	Direct	EM02	22832000	156	0	0	1
Skegness	Nottingham	Sleaford and Allington Chord	EM02	22832000	156	1	0	0
Skegness	Nottingham	Sleaford and Grantham	EM02	22832000	156	14	15	10

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Annex B

Schedule 5 - Table 4.1

EM02

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Service Group : EM02 East Midlands Regional						
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Barton-on-Humber	Cleethorpes	Direct	EM02	22833000	Barrow Haven, New Holland, Goxhill, Thornton Abbey, Ulceby, Habrough, Stallingborough, Healing, Great Coates, Grimsby Town, Grimsby Docks, New Clew	
Boston	Nottingham	Sleaford and Grantham	EM02	22832000	Heckington, Sleaford, Grantham, Bottesford, Aslockton, Bingham, Radcliffe (Notts) and Netherfield	Rauceby
Cleethorpes	Lincoln	Market Rasen	EM02	22836000	Grimsby Town, Habrough, Barnetby and Market Rasen	
Cleethorpes	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000	Grimsby Town, Habrough, Barnetby, Market Rasen, Lincoln, Hykeham, Swinderby and Collingham	
Cleethorpes	Nottingham	Market Rasen, Lincoln, Newark North Gate and Newark Castle	EM02 changes to EM01	22836000 changes to 22277000	Grimsby Town, Habrough, Barnetby, Market Rasen, Lincoln, Hykeham, Swinderby, Collingham, Newark North Gate, Newark Castle and Lowdham	
Crewe	Derby	Stoke on Trent	EM02	22320000	Alsager, Kidsgrove, Longport, Stoke-on-Trent, Longton, Blythe Bridge, Uttoxeter and Tutbury and Hatton	Peartree
Derby	Crewe	Stoke on Trent	EM02	22320000	Tutbury and Hatton, Uttoxeter, Blythe Bridge, Longton, Stoke-on-Trent, Longport, Kidsgrove and Alsager	Peartree
Grantham	Nottingham	Direct	EM02	22832000	Bottesford, Elton & Orston, Aslockton, Bingham and Radcliffe (Notts)	Netherfield

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Service Group : EM02 East Midlands Regional						
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Grantham	Skegness	Sleaford	EM02	22832000	Sleaford, Heckington, Boston and Wainfleet	Rauceby
Grimsby Town	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000	Habrough, Barnetby, Market Rasen, Lincoln and Collingham	Hykeham, Swinderby
Grimsby Town	Lincoln	Market Rasen	EM02	22836000	Habrough, Barnetby and Market Rasen	
Lincoln	Grimsby Town	Market Rasen	EM02	22836000	Market Rasen, Barnetby and Habrough	
Nottingham	Boston	Grantham and Sleaford	EM02	22832000	Bingham, Bottesford, Grantham and Sleaford	Netherfield, Radcliffe (Notts), Aslockton, Rauceby, Heckington
Nottingham	Grantham	Direct	EM02	22832000	Bingham	
Nottingham	Skegness	Allington Chord and Sleaford	EM02	22832000	Bingham, Sleaford, Heckington, Boston and Wainfleet	Netherfield, Radcliffe (Notts), Aslockton, Elton & Orston, Bottesford, Ancaster, Rauceby, Swineshead, Hubberts Bridge, Thorpe Culvert, Havenhouse
Nottingham	Skegness	Grantham and Sleaford	EM02	22832000	Bingham, Grantham, Sleaford, Heckington, Boston and Wainfleet	Netherfield, Radcliffe (Notts), Aslockton, Elton & Orston, Bottesford, Ancaster, Rauceby, Swineshead, Hubberts Bridge, Thorpe Culvert, Havenhouse

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Service Group : EM02 East Midlands Regional						
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Skegness	Derby	Sleaford, Allington Chord and Nottingham	EM02 changes to EM01	22832000 changes to 222275000	Wainfleet, Boston, Heckington, Sleaford, Bingham, Nottingham, Beeston, Attenborough and Long Eaton	
Skegness	Nottingham	Sleaford and Allington Chord	EM02	22832000	Wainfleet, Boston, Heckington, Grantham and Bingham	Havenhouse, Thorpe Culvert, Hubberts Bridge, Swineshead, Rauceby, Ancaster, Bottesford, Elton & Orston, Aslockton, Radcliffe (Notts), Netherfield
Skegness	Nottingham	Sleaford and Grantham	EM02	22832000	Wainfleet, Boston, Sleaford and Bingham	Havenhouse, Thorpe Culvert, Hubberts Bridge, Swineshead, Heckington, Rauceby, Ancaster, Bottesford, Elton & Orston, Aslockton, Radcliffe (Notts), Netherfield