

38TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

Relating to changes to Schedule 5 Table 2.2 of the Track Access Contract.

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This 38th SUPPLEMENTAL AGREEMENT is dated 20/04/2021 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 4th 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 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

- 1.1 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.
- 1.2 Effective Date means the later of:
 - (a) SCD2021
 - or
 - (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.

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 THE CONTRACT

The Contract shall be amended as follows:

Table 2.2 of Schedule 5 to the Contract shall be deleted in its entirety and replaced with Table 2.2 as set out in Annex A.

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



PRINT NAME Phil James

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY

PRINT NAME

Duly authorised for and on behalf of

FIRST TRANSPENNINE EXPRESS 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.

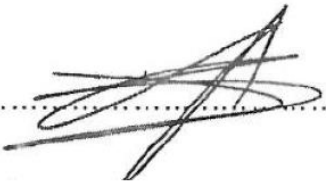
SIGNED BY

PRINT NAME

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY



.....

PRINT NAME DARREN HIGGINS (COMMERCIAL DIRECTOR)

Duly authorised for and on behalf of

FIRST TRANSPENNINE EXPRESS LIMITED

ANNEX A*Table 2.2: Additional Passenger Train Slots***Service Group: North Transpennine**

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Piccadilly	Hull		Eastbound	21733000	185	3 ¹	5 ²	7 ³
Manchester Victoria	Hull		Eastbound	21733000	185	0	0	1 ⁴

¹ From the Principal Change Date 2021 the quantum will revert to 0

² From the Principal Change Date 2021 the quantum will revert to 0

³ From the Principal Change Date 2021 the quantum will revert to 0

⁴ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Middlesbrough	Manchester Victoria /Yarm	Eastbound	21734000	185	1 ⁵	1 ⁶	2 ⁷
Manchester Airport	Redcar	Manchester Victoria /Yarm	Eastbound	21734000	185	2 ⁸	1 ⁹	3 ¹⁰

⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁶ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁷ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

¹⁰ From the Subsidiary Change Date 2022 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Liverpool Lime Street	Newcastle	Manchester Victoria	Eastbound	21731000	802	1 ¹¹	2 ¹²	2 ¹³
Manchester Airport	Newcastle		Eastbound	21734000 21731000	185	2 ¹⁴	1 ¹⁵	4 ¹⁶

¹¹ From the Principal Change Date 2021 the quantum will revert to 0

¹² From the Principal Change Date 2021 the quantum will revert to 0

¹³ From the Principal Change Date 2021 the quantum will revert to 0

¹⁴ From the Subsidiary Change Date 2022 the quantum will revert to 0

¹⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0

¹⁶ From the Subsidiary Change Date 2022 the quantum will revert to 0. Three trains required to operate in diesel mode between Aycliffe and Dalton unless expressly agreed by Network Rail prior to operation.

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Liverpool Lime Street	Scarborough	Manchester Victoria	Eastbound	21732000 21734000	185	2 ¹⁷	2 ¹⁸	0
Manchester Airport	Scarborough	Manchester Victoria	Eastbound	21734000 21732000	185	0	1 ¹⁹	2 ²⁰
Manchester Airport	York	Manchester Victoria	Eastbound	21734000	185	0	0	2 ²¹

¹⁷ From the Principal Change Date 2021 the quantum will revert to 0

¹⁸ From the Principal Change Date 2021 the quantum will revert to 0

¹⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

²⁰ From the Subsidiary Change Date 2022 the quantum will revert to 0

²¹ From the Subsidiary Change Date 2022 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
York	Newcastle		Eastbound	21731000	802	11 ²²	14 ²³	7 ²⁴
York	Redcar	Yarm	Eastbound	21734000	185	0	0	2 ²⁵
Newcastle	Edinburgh Waverley		Eastbound	21731000	802	17 ²⁶	17 ²⁷	12 ²⁸

²² From the Principal Change Date 2021 the quantum will revert to 0

²³ From the Principal Change Date 2021 the quantum will revert to 0

²⁴ From the Principal Change Date 2021 the quantum will revert to 0

²⁵ From the Principal Change Date 2021 the quantum will revert to 0

²⁶ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

²⁷ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

²⁸ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Huddersfield	Wakefield Kirkgate		Eastbound	21733000	185	18 ²⁹	18 ³⁰	15 ³¹

²⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0.

³⁰ From the Subsidiary Change Date 2022 the quantum will revert to 0.

³¹ From the Subsidiary Change Date 2022 the quantum will revert to 0.

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Hull	Huddersfield		Westbound	21733000	185	0	0	1 ³²
Hull	Manchester Piccadilly		Westbound	21730000	185	4 ³³	4 ³⁴	5 ³⁵
Middlesbrough	York	Yarm	Westbound	21734000	185	1 ³⁶	0	0

³² From the Principal Change Date 2021 the quantum will revert to 0

³³ From the Principal Change Date 2021 the quantum will revert to 0

³⁴ From the Principal Change Date 2021 the quantum will revert to 0

³⁵ From the Principal Change Date 2021 the quantum will revert to 0

³⁶ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Middlesbrough	Manchester Airport	Manchester Victoria / Yarm	Westbound	21734000	185	1 ³⁷	1 ³⁸	2 ³⁹
Redcar	Manchester Airport	Manchester Victoria / Yarm	Westbound	21734000	185	0	0	4 ⁴⁰
Redcar	York	Yarm	Westbound	21734000	185	2 ⁴¹	0	0

³⁷ From the Subsidiary Change Date 2022 the quantum will revert to 0

³⁸ From the Subsidiary Change Date 2022 the quantum will revert to 0

³⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁴⁰ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁴¹ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Newcastle	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	802	4 ⁴²	4 ⁴³	2 ⁴⁴
Newcastle	Manchester Airport		Westbound	21731000 21734000	185	0	2 ⁴⁵	4 ⁴⁶
Newcastle	Durham		Westbound	21731000 21732000	185	0	1 ⁴⁷	0

⁴² From the Principal Change Date 2021 the quantum will revert to 0

⁴³ From the Principal Change Date 2021 the quantum will revert to 0

⁴⁴ From the Principal Change Date 2021 the quantum will revert to 0

⁴⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁴⁶ From the Subsidiary Change Date 2022 the quantum will revert to 0. Three trains required to operate in diesel mode between Aycliffe and Dalton unless expressly agreed by Network Rail prior to operation.

⁴⁷ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Scarborough	Manchester Airport	Manchester Victoria	Westbound	21732000 21734000	185	2 ⁴⁸	3 ⁴⁹	2 ⁵⁰
Scarborough	Liverpool Lime Street	Manchester Victoria	Westbound	21732000	185	1 ⁵¹	1 ⁵²	0
Scarborough	Manchester Piccadilly		Westbound	21734000	185	0	0	1 ⁵³

⁴⁸ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁴⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁵⁰ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁵¹ From the Principal Change Date 2021 the quantum will revert to 0

⁵² From the Principal Change Date 2021 the quantum will revert to 0

⁵³ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
York	Manchester Airport	Manchester Victoria	Westbound	21734000	185	1 ⁵⁴	0	0
York	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	802	0	1 ⁵⁵	0
Newcastle	York		Westbound	21731000	802	13 ⁵⁶	14 ⁵⁷	6 ⁵⁸

⁵⁴ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁵⁵ From the Principal Change Date 2021 the quantum will revert to 0

⁵⁶ From the Principal Change Date 2021 the quantum will revert to 0

⁵⁷ From the Principal Change Date 2021 the quantum will revert to 0

⁵⁸ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA01								
Service description: North Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Edinburgh Waverley	Newcastle		Westbound	21731000	802	17 ⁵⁹	17 ⁶⁰	12 ⁶¹
Wakefield Kirkgate	Huddersfield		Westbound	21733000	185	18 ⁶²	18 ⁶³	14 ⁶⁴

⁵⁹ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

⁶⁰ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

⁶¹ From the Principal Change Date 2021 the quantum will revert to 0. Required to operate in diesel mode between Chathill and Longniddry unless expressly agreed by Network Rail prior to operation.

⁶² From the Subsidiary Change Date 2022 the quantum will revert to 0.

⁶³ From the Subsidiary Change Date 2022 the quantum will revert to 0.

⁶⁴ From the Subsidiary Change Date 2022 the quantum will revert to 0.

Service Group: South Transpennine

1						2		
Service Group: EA02								
Service description: South Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Cleethorpes	Stockport and Rotherham Masborough	Eastbound	11817020	185	1 ⁶⁵	0	2 ⁶⁶

⁶⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁶⁶ From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA02								
Service description: South Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Doncaster	Rotherham Masborough	Eastbound	11817020	185	1 ⁶⁷	1 ⁶⁸	1 ⁶⁹
Sheffield	Doncaster		Eastbound	11817020	185	0	1 ⁷⁰	0
Manchester Piccadilly	Sheffield	Huddersfield	Easbound	11817020	185	0	1 ⁷¹	0
Cleethorpes	Doncaster	Rotherham Masborough	Westbound	11817020	185	1 ⁷²	0	0

⁶⁷ From the Principal Change Date 2021 the quantum will revert to 0

⁶⁸ From the Principal Change Date 2021 the quantum will revert to 0

⁶⁹ From the Principal Change Date 2021 the quantum will revert to 0

⁷⁰ From the Principal Change Date 2021 the quantum will revert to 0

⁷¹ From the Principal Change Date 2021 the quantum will revert to 0

⁷² From the Principal Change Date 2021 the quantum will revert to 0

1						2		
Service Group: EA02								
Service description: South Transpennine						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Cleethorpes	Sheffield	Rotherham Central	Westbound	11817020	185	0	0	1 ⁷³
Cleethorpes	Manchester Airport	Rotherham Masborough	Westbound	11817020	185	1 ⁷⁴	0	0

⁷³ From the Principal Change Date 2021 the quantum will revert to 0

⁷⁴ From the Subsidiary Change Date 2022 the quantum will revert to 0

Service Group: Anglo-Scottish

1						2		
Service Group: EA07								
Service description: Anglo-Scottish						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Carlisle	Farnworth Corridor., Shap	Northbound	21730001	397	1 ⁷⁵	0	0
Manchester Airport	Edinburgh Waverley	Farnworth Corridor., Shap, Carlisle and Kirknewton	Northbound	21730001	397	0	1 ⁷⁶	1 ⁷⁷
Manchester Airport	Edinburgh Waverley	Farnworth Corridor., Shap, Carlisle and Kirknewton	Northbound	21730001	397	0	0	1 ⁷⁸

⁷⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0. Service to operate between 21:00 and 05:00.

⁷⁶ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁷⁷ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁷⁸ From the Subsidiary Change Date 2022 the quantum will revert to 0

1						2		
Service Group: EA07								
Service description: Anglo-Scottish						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Glasgow Central	Farnworth Corridor., Shap, Carlisle and Beattock	Northbound	21730001	397	1 ⁷⁹	0	2 ⁸⁰
Manchester Airport	Preston	Farnworth	Northbound	21730001	397	0	1 ⁸¹	0
Manchester Piccadilly	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	397	0	1 ⁸²	0

⁷⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁰ One service to run between 21:00 and 05:00. From Subsidiary Change 2022 the quantum will revert to 0.

⁸¹ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸² From the Subsidiary Change Date 2022 the quantum will revert to 0

1						2		
Service Group: EA07								
Service description: Anglo-Scottish						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle, Shap and Farnworth Corridor.	Southbound	21730001	397	1 ⁸³	0	1 ⁸⁴
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle and Shap	Southbound	21730001	397	0	0	1 ⁸⁵
Glasgow Central	Manchester Airport	Beattock, Carlisle, Shap and Farnworth Corridor.	Southbound	21730001	397	0	0	1 ⁸⁶

⁸³ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁴ One service to run between 21:00 and 05:00. From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁵ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁶ From the Subsidiary Change Date 2022 the quantum will revert to 0

1						2		
Service Group: EA07								
Service description: Anglo-Scottish						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Glasgow Central	Manchester Airport	Beattock, Carlisle and Shap	Southbound	21730001	397	0	1 ⁸⁷	0
Glasgow Central	Manchester Piccadilly	Beattock, Carlisle, Shap and Farnworth Corridor	Southbound	21730001	397	0	1 ⁸⁸	0
Preston	Manchester Airport	Farnworth	Southbound	21730001	397	0	0	1 ⁸⁹

⁸⁷ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁸ From the Subsidiary Change Date 2022 the quantum will revert to 0

⁸⁹ From the Subsidiary Change Date 2022 the quantum will revert to 0

