

THIRTY FIFTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

NORTHERN TRAINS LIMITED

**relating to amendments to the Track Access Contract
(Passenger Services)**

dated 3 March 2016

THIS THIRTY FIFTH SUPPLEMENTAL AGREEMENT is dated 6th October 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) NORTHERN TRAINS LIMITED, a company registered in England and Wales under company number **03076444**, having its registered office at Albany House, Floor 8, 94-98 Petty France, London, England, SW1H 9EA (the "Train Operator").

Background:

- (A) Network Rail and Arriva Rail North Limited entered into a Track Access Contract (Passenger Services) dated 3 March 2016 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) On 1st March 2020, the rights and obligations of Arriva Rail North Limited under the contract were transferred to the Train Operator pursuant to a transfer scheme made by the Secretary of State for Transport on 1st March under schedule 2 of the Railways Act 2005.
- (C) The parties propose to amend the Contract in the manner and on the terms described below.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement:

1.1 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" shall mean the later of:

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

02:00 on the Principal Change Date 2021

2. 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 Date or on the earlier termination of the Contract.

3. AMENDMENT TO THE CONTRACT TO REFLECT THE CHANGES TO SCHEDULE 5

3.1 a). In Schedule 5, Table 2.1 of the Contract, the entry relating to Service Group ED04 West and North Yorkshire Inter Urban shall be deleted in its entirety and replaced by the entry as laid out in Annex 1

b). In Schedule 5, Table 2.2 of the Contract, the entry relating to Service Group ED04 West and North Yorkshire Inter Urban shall be deleted in its entirety and replaced by the entry as laid out in Annex 2

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 Effective Date 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 English law.

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 WHEREOF 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: Rob Warnes

Duly authorised for and on behalf of

NORTHERN TRAINS LIMITED

Annex 1

Service Group ED04 – West and North Yorkshire Inter Urban

Table 2.1: Passenger Train Slots

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Harrogate	Leeds	Direct	ED04.1	11830820	150	5	0	9	14	14	4
Horsforth	Leeds					2	0	1	3	3	0
Knaresborough	Leeds	Harrogate				3	0	0	3	3	4
Leeds	Harrogate	Direct				0	1	10	11	11	2
Leeds	Horsforth					0	1	2	3	3	0
Leeds	Knaresborough	Harrogate				0	3	1	4	4	4
Leeds	York		ED04.2	11830920		0	6	24	30	30	20
York	Leeds					4	0	26	30	30	20
Carlisle	Leeds	Direct	ED04.3	21151900	156	1	0	7	8	8	5
Leeds	Carlisle					0	2	6	8	8	5
Leeds	Ribblehead					0	0	1	1	1	0
Ribblehead	Leeds					0	0	1	1	2	0

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Lancaster	Leeds	Direct	ED04.4	21869000	150	1	0	0	1	1	0
Leeds	Lancaster					0	0	2	2	2	0
Leeds	Morecambe	Lancaster				0	1	2	3	3	4
Hebden Bridge	Leeds	Bradford Interchange	ED04.5	11871821	150	2	0	0	2	1	0
Hebden Bridge	York					0	0	1	1	1	0
Manchester Victoria	Leeds					3	0	2	5	5	0
Leeds	Hebden Bridge					1	0	0	1	1	0
Leeds	Manchester Victoria					0	0	3	3	3	0
Manchester Victoria	Leeds					1	0	15	16	16	15
Leeds	Manchester Victoria			11871821 12233820		0	4	14	18	18	16
Manchester Victoria	Leeds		ED04.14	11871821		2	0	12	14	15	13

Leeds	Manchester Victoria		ED04. 14	12298820 22291000		0	3	12	15	15	13
Manchester Victoria	Leeds			0		0	0	0	0	0	
Leeds	Manchester Victoria			0		0	0	0	0	0	
Huddersfield	Wakefield Kirkgate		ED04.6	11868821	150	0	0	1	1	1	0
Huddersfield	Castleford		ED04.15	11868821 11822820	0	0	17	17	17	0	
1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Leeds	Brighouse	Halifax	ED04.6	11868820	150	0	0	0	0	0	0
Leeds	Halifax	Direct		0		0	1	1	1	1	
Leeds	Huddersfield	Halifax		0		3	16	19	19	15	
Selby	Leeds	Direct		11835920		2	0	1	3	3	0
Halifax	York	Direct	ED04.09	11868820	158	0	0	0	0	0	1
Huddersfield	Leeds	Halifax	ED04.6	11868820	150	3	0	14	17	17	15

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Wakefield Kirkgate	Huddersfield	Direct	ED04.6	11868821	150	0	0	1	1	1	0
Castleford	Huddersfield		ED04.15	11868821 11822820		0	0	17	17	17	0
Leeds	Selby		ED04.6	11835920		0	1	13	14	11	0
Hull	Leeds	Selby		11835920 31806000		0	0	1	1	1	0
Blackpool North	York		ED04.7	11837920 21737000	158	3	3	12	17	17	13
Blackpool North	Bradford Interchange			21737000		0	0	1	1	0	0
Leeds	Blackpool North			21737000		0	0	0	0	0	0
York	Blackpool North			11837920		4	3	10	17	16	13

Blackburn	York			21737000		0	0	0	0	0	1
York	Blackburn					0	0	1	1	1	0
Blackburn	Blackpool North			21737000	158	0	0	1	1	1	0

Notes to Table

1 Peak times- arriving at Leeds between 06:00 and 09:59, departing Leeds between 15:59 and 19:00

2 Off-peak times- arriving at and departing from Leeds 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”
4 Rights introduced via the 7th and 12th STAAs that interface with the East Coast Main Line shall expire Subsidiary Change Date 2020

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Skipton	Lancaster	Direct	ED04.4	21869000	150	1	0	0	1	1	0
Lancaster	Skipton					0	0	2	2	2	0

Notes to Table

1 Peak times – arriving at Lancaster between 06:00 and 09:59, departing Lancaster between 15:59 and 19:00

2 Off-Peak times – arriving at and departing from Lancaster 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”.

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Morecambe	Leeds	Lancaster	ED04.4	21869000	150	0	1	3	4	4	3
Leeds	York	Direct	ED04.7	11837920	150	0	2	14	16	16	15
York	Leeds		ED04.7	11837920	150	1	0	14	15	15	15
Leeds	Selby	Direct	ED04.6	11835920	150	0	0	0	0	0	15
Selby	Leeds		ED04.6	11835920	150	0	0	0	0	0	15
Hull	Bradford Interchange	Leeds Selby	ED04.16	11868820 11835910	158	0	0	0	0	1	0
Halifax	Hull	Bradford Leeds Selby	ED04.16	11868820 11835910	158	4	3	10	17	17	0
Hull	Halifax	Bradford Leeds Selby	ED04.16	11868820 11835910	158	3	3	11	17	16	0

Notes to Table

1 Peak times – arriving at Morecambe between 06:00 and 09:59 departing Morecambe between 15:59 and 19:00

2 Off peak times – arriving at and departing from Morecambe 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”

Annex 2

Service Group ED04 – West and North Yorkshire Inter Urban

Table 2.2 – Additional Passenger Train Slots

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Chester		ED04.14	11871821 12298820	150	0	3 ¹	12 ¹	15 ¹	15 ¹	13 ¹
Chester	Manchester Victoria		ED04.14			2 ¹	0	13 ¹	15 ¹	15 ¹	13 ¹
Manchester Victoria	Ellesmere Port		ED04.14	22291000	150	0	0	0	0	0	0
Ellesmere Port	Manchester Victoria		ED04.14	22291000		0	0	0	0	0	0

1.Rights shall expire on Subsidiary Change Date 2022