

13TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

13th Supplemental Agreement to the TRACK ACCESS CONTRACT (PASSENGER SERVICES) between Network Rail Infrastructure Limited ("NR") and First TransPennine Express Limited ("FTPE") – dated 03 March 2016 – amendments to Schedule 4 of the Contract (VTP lookup tables and Map)

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THIS 13th SUPPLEMENTAL AGREEMENT is dated 12 - 9 2018 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 is 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 Expiry Date or earlier termination of the Contract.

2.2 Effective Date means the date on which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

3. RETROSPECTIVE EFFECT

Notwithstanding the Effective Date, the amendments shall be applied retrospectively from 02:00 on 1st April 2016.

4. AMENDMENTS TO SCHEDULE 4 OF THE CONTRACT

In Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights the words "[to be completed pursuant to Schedule 11]" shall be deleted and replaced with a modified Map and Lookup Table for EBM Weights as set out in Annex A of this Supplemental Agreement.

5. 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.

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. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

8. 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 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. Froisher*

Print name *M.J. FROISHER*

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY *[Signature]*

PRINT NAME *LEO GOODWIN*

Duly authorised for and on behalf of
FIRST TRANSPENNINE EXPRESS LIMITED

Annex A

Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments & Other VTPs to Consider	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)				EBMs Total
									From	To	Miles	Trains	From	To	Miles	Trains	
Edinburgh Waverley (EDB)	Carlisle (CAR)			EA101	Full bus replacement Edinburgh (EDB) to Carlisle (CAR)		EA07	100%	EDB	CAR	101.5						0
																	0
																	0
Glasgow Central (GLC)	Carlisle (CAR)			EA102	Full bus replacement Glasgow Central (GLC) to Carlisle (CAR)		EA07	100%	GLC	CAR	102.75						0
																	0
																	0
Carlisle (CAR)	Lancaster (LAN)			EA103	Full bus replacement Carlisle (CAR) to Lancaster (LAN)		EA07	100%	CAR	LAN	69						0
																	0
																	0
Lancaster (LAN)	Preston (PRE)			EA104	Full bus replacement Lancaster (LAN) to Preston (PRE)		EA07	100%	LAN	PRE	21						0
																	0
																	0
Preston (PRE)	Manchester Piccadilly (MAN)	Trains via Wigan NW		EA105	Full bus replacement Preston (PRE) to Manchester Piccadilly (MAN) for trains via Wigan NW		EA07	100%	PRE	MAN	37						0
																0	
	Trains via Bolton		EA106	Full bus replacement Preston (PRE) to Manchester Piccadilly (MAN) for trains via Bolton		EA07	100%	PRE	MAN	31.25							0
																	0
Manchester Piccadilly (MAN)	Manchester Airport (MIA)			EA107	EA01/EA07 Full bus replacement Manchester Piccadilly (MAN) to Manchester Airport (MIA) EA02 Full bus replacement Stockport (SPT) to Manchester Airport (MIA)		EA01	100%	MAN	MIA	9.75						0
							EA02	100%	SPT	MIA	15.75						0
							EA07	100%	MAN	MIA	9.75						0
Manchester Piccadilly (MAN)	Warrington Central (WAC)	Unable to divert via Newton-le-Willows		EA108	Full bus replacement between Manchester Piccadilly (MAN) and Warrington Central (WAC).		EA01	100%	MAN	WAC	16.50						0
																0	
		Able to divert via Newton-le-Willows		EA109	Partial bus between Warrington Central (WAC) and Newton-le-Willows (NLW)		EA01	100%					WAC	NLW	4.5		0
Hunts Cross (HNX)	Warrington Central (WAC)			EA110	Full bus replacement between Warrington Central (WAC) and Hunts Cross (HNX).		EA01	100%	WAC	HNX	11.25						0
																	0
																	0
Liverpool Lime Street (LIV)	Hunts Cross (HNX)			EA111	Full bus replacement between Hunts Cross (HNX) and Liverpool Lime Street (LIV).		EA01	100%	HNX	LIV	7.25						0
																	0
																	0
Liverpool Lime Street (LIV)	Manchester Victoria (MVC)	Able to divert via Warrington		EA112	No bus replacement service required		EA01	100%									0
																0	
	Unable to divert via Warrington		EA113	Full bus replacement between Liverpool Lime Street (LIV) and Manchester Victoria (MVC)		EA01	100%	MAN	MVC	32.00							0
																	0
Manchester	Dewsbury	Able to divert via Calder		EA114	No bus replacement service required		EA01	100%									0

Victoria (MVC)	(DEW)	Valley																0	
		Unable to divert via Calder Valley		EA115	Full bus replacement between Manchester Victoria (MVC) and Dewsbury (DEW)		EA01	100%	MVC	DEW	32.00								0
																			0
Manchester Piccadilly (MAN)	Stalybridge (SYB)	Able to divert via Manchester Victoria/Rochdale		EA116	No bus replacement service required		EA01	100%										0	
		Heaton Lodge Jn unavailable, No Service Leeds-Pic		EA117	Full bus replacement between Manchester Piccadilly (MAN) and Huddersfield (HUD)		EA01	100%	MAN	SYB	7.50								0
							EA01	100%	SYB	HUD	18.00								0
Stalybridge (SYB)	Huddersfield (HUD)	Able to divert		EA118	Full bus replacement between Stalybridge (SYB) and Huddersfield (HUD).		EA01	100%	SYB	HUD	18.00								0
		Heaton Lodge Jn unavailable, No Service Leeds-Pic		EA119	Full bus replacement between Manchester Piccadilly (MAN) and Huddersfield (HUD)		EA01	100%	MAN	SYB	7.50								0
							EA01	100%	SYB	HUD	18.00								0
Huddersfield (HUD)	Dewsbury (DEW)	Unable to divert via Wakefield		EA120	Full bus replacement between Huddersfield (HUD) and Dewsbury (DEW).		EA01	100%	HUD	DEW	8.00								0
		Able to divert via Wakefield		EA121	Partial bus between Huddersfield (HUD) and Leeds (LDS) and divert around Dewsbury		EA01	100%					HUD	DEW	8				0
													DEW	LDS	9.25				0
Dewsbury (DEW)	Leeds (LDS)	Unable to divert via Wakefield		EA122	Full bus replacement between Dewsbury (DEW) and Leeds (LDS).		EA01	100%	DEW	LDS	9.25								0
		Able to divert via Wakefield		EA123	Partial bus between Huddersfield (HUD) and Leeds (LDS) and divert around Dewsbury		EA01	100%					HUD	DEW	8				0
													DEW	LDS	9.25				0
Leeds (LDS)	Selby (SBY)			EA124	Full bus replacement between Leeds (LDS) and Selby (SEL).		EA01	100%	LDS	SBY	20.75							0	
Selby (SBY)	Hull (HUL)			EA125	Full bus replacement between Selby (SEL) and Hull (HUL).		EA01	100%	SBY	HUL	31.00							0	
Leeds (LDS)	York (YRK)			EA126	Full bus replacement between Leeds (LDS) and York (YRK).		EA01	100%	LDS	YRK	25.50							0	
York (YRK)	Scarborough (SCA)			EA127	Full bus replacement between York (YRK) and Scarborough (SCA).		EA01	100%	YRK	SCA	42.00							0	
York (YRK)	Northallerton (NTR)			EA128	Full bus replacement between York (YRK) and Northallerton (NTR).		EA01	100%	YRK	NTR	30.00							0	
Northallerton (NTR)	Newcastle (NCL)			EA129	Full bus replacement between Northallerton (NTR) and Newcastle (NCL).		EA01	100%	NTR	NCL	50.00							0	
Northallerton (NTR)	Mid'borough (MBR)			EA130	Full bus replacement between Northallerton (NTR) and Mid'borough (MBR).		EA01	100%	NTR	MBR	20.75							0	

																				0
Manchester Piccadilly (MAN)	Stockport (SPT)	Able to divert via Romiley		EA131	Full bus replacement between Manchester Piccadilly (MAN) and Stockport (SPT).		EA02	100%	MAN	SPT	6.00									0
		Unable to divert via Romiley		EA132	Partial bus between Sheffield (SHF) and Manchester Piccadilly (MAN) and divert around Stockport		EA02	100%					SHF	SPT	36.75					0
													SPT	MAN	6.00					0
																				0
Stockport (SPT)	Sheffield (SHF)	Able to divert via Romiley		EA133	No bus replacement service required		EA02	100%												0
		Unable to divert via Romiley		EA134	Full bus between Sheffield (SHF) and Manchester Piccadilly (MAN)		EA02	100%	SHF	SPT	36.75									0
													SPT	MAN	6.00					0
																				0
Sheffield (SHF)	Doncaster (DON)			EA135	Full bus replacement between Sheffield (SHF) and Doncaster (DON)		EA01	100%	SHF	DON	17.50								0	
Doncaster (DON)	Scunthorpe (SCU)			EA136	Full bus replacement between Doncaster (DON) and Scunthorpe (SCU).		EA02	100%	DON	SCU	23.00									0
																				0
																				0
																				0
Scunthorpe (SCU)	Cleethorpes (CLE)			EA137	Full bus replacement between Scunthorpe (SCU) and Cleethorpes (CLE).		EA02	100%	SCU	CLE	29.00								0	
																			0	
																			0	

