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30 November 2018

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Customer Manager
Network Rail Infrastructure Ltd
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Chris Dellard
Network Access Strategy Manager
Keolis Amey Operations (TfW Rail Services)
St Mary's House
47 Pennarth Road
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Dear Ian and Chris

Approval of the 89th supplemental agreement to the track access contract between Network Rail Infrastructure Limited and Keolis Amey Operations (TfW Rail Services) (TfW) (jointly, "the parties")

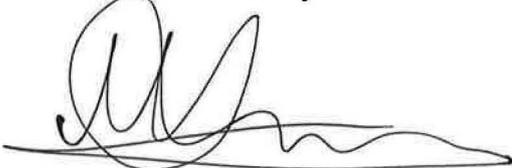
1. We have today approved the above supplemental agreement submitted to us formally on [date] under section 22 of the Railways Act 1993 (the Act). This follows an earlier informal submission of a draft agreement for our consideration. The purpose of this letter is to set out the reasons for our decision.
2. The purpose of this agreement is to provide TfW with amended rights to reflect its change of services for the December 2018 timetable change. This includes a number of additional and extended services between Aberdare – Cardiff, and additional service(s) between Merthyr Tydfil - Cardiff, Llandudno Jn – Chester and Wrexham – Bidston.
3. Network Rail undertook the normal industry consultation with one response from Transport Focus supporting the application.
4. Our review of the application identified no issues from an operations and economic perspective. We did however, raise queries over the information provided in the Form P as it did not align with the agreement. In response, the parties provided assurances that the changes in quantum in the agreement were correct despite the explanations given in the Form P.
5. In considering the agreement and in reaching our decision, we have had to weigh and strike the appropriate balance in discharging our statutory duties under section 4 of

the Act. We have concluded that approval of this supplemental agreement is consistent with our section 4 duties, in particular those relating to protecting the interests of users of railway services (section 4(1)(a)), promoting the use of the railway network for the carriage of passengers (section 4(1)(b)) and enabling persons providing railway services to plan their businesses with a reasonable degree of assurance (section 4(1)(g)).

6. Under clause 18.2.4 of the track access contract, Network Rail is required to produce a conformed copy, within 28 days of any amendment being made, and send copies to ORR and the Train Operator. Please send the conformed copy to me at ORR.

7. Electronic copies of this letter, the approval notice and the agreement will be sent to Keith Merritt at Department for Transport and to Peter Craig at Network Rail. Copies of the approval notice and the agreement will be placed on ORR's public register (website) and copies of this letter and the agreement will be placed on the ORR website. I am also copying this letter without enclosures.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Michael Albon', written over a horizontal line.

Michael Albon