

TWENTY NINTH 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

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THIS TWENTY NINTH SUPPLEMENTAL AGREEMENT is dated 17th April 2020 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:

1.2.1 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

1.2.2 02:00 on the Subsidiary Change Date 2020

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) Table 2.1 for Service Group ED08 North Manchester, of Schedule 5 of the Contract shall be deleted in its entirety and replaced by the Table 2.1 in Annex 1

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... *P. James*

Print name...Phil James.....

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY... *R. Warnes*

Print name...Rob Warnes.....

Duly authorised for and on behalf of

NORTHERN TRAINS LIMITED

Annex 1

Service Group ED08 – North Manchester

Table 2.1: Passenger Train Slots

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Southport	Stalybridge	Bolton	ED08.23	12220821 12224820	156	3	3	8	14	14	0
Stalybridge	Southport					3	3	7	13	13	0
Wigan North Western	Alderley Edge	Bolton, Stockport	ED08.26	12224820 12232820	156	1	0	0	1	1	0
Southport	Alderley Edge					3	3	8	14	14	0
Alderley Edge	Southport					3	3	9	15	15	0

Manchester Victoria	Southport	Atherton	ED08.3	12225820	156	0	1	0	1	1	1	
Southport	Manchester Victoria						0	0	1	1	1	1
Southport	Rochdale			12225820 12242110			0	0	0	0	0	1
Blackburn	Southport		ED08.24	12225820		0	0	1	1	1	13	
Southport	Blackburn			12242110 12225110 12220821		1	0	0	1	1	13	

Notes to Table:

1 Peak times – arriving Manchester Piccadilly between 0600 and 0959, departing from Manchester Piccadilly between 1559 and 1859

2 Off-Peak times - arriving at and departing from Manchester Piccadilly outside Peak time

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 ED08												
Service description: North Manchester						Passenger Train Slots						
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday3	Saturday	Sunday	
						Morning Peak	Evening Peak					
Rochdale	Kirkby		ED08.5	12225820	142	1	0	0	1	1	0	
				12240820								
				12242110								
Manchester Victoria	Kirkby			12225820		0	2	10	12	12	0	
				12240820								
Kirkby	Manchester Victoria					3	0	10	13	13	0	
Manchester Victoria	Wigan Wallgate	Atherton		12225820	0	1	1	2	3	15		
Wigan Wallgate	Manchester Victoria				1	0	2	3	3	16		

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times 2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Wigan North Western	Atherton	ED08.8	12225110	142	0	0	1	1	1	0
Wigan North Western	Manchester Victoria					2	0	0	2	2	0
Wigan Wallgate	Blackburn		ED08.6	12225110		1	3	8	12	12	1
Blackburn	Wigan Wallgate			12242110		3	2	11	16	15	0
Blackburn	Kirkby			12240820		0	1	0	1	1	0
Kirkby	Blackburn			12225110 12242110		0	0	1	1	1	0
		Atherton									

Stalybridge	Wigan North Western	Bolton	ED08.9	12224110		1	0	2	3	3	15
Wigan North Western	Stalybridge			12220821		3	3	2	8	2	15
Stalybridge	Wigan Wallgate			0		0	3	3	3	0	
Wigan Wallgate	Stalybridge			1		0	1	2	2	0	
1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times 2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Wigan North Western		ED08.13	12224110		0	0	1	1	1	1
Wigan North Western	Manchester Victoria					0	0	0	0	0	1
Manchester Victoria	Clitheroe	Blackburn	ED08.15	12349820	150	0	0	1	1	1	15

Clitheroe	Manchester Victoria			12223820		0	0	2	2	2	14
Clitheroe	Blackburn	Direct				0	0	1	1	1	0
Manchester Victoria					0	0	0	0	0	0	1
Blackburn	Manchester Victoria				0	0	0	0	0	0	1
Rochdale	Clitheroe			12349820	3	4	11	18	18	0	
Clitheroe	Rochdale			12223820 12242110	4	3	10	17	17	0	
Rochdale	Blackburn			12349820	3	2	9	14	14	0	
Blackburn	Rochdale			12223820 12242110	2	3	7	12	12	0	
1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times 2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Blackburn	Clitheroe	Direct		12349820	150	0	0	2	2	2	0

			ED08.15								
Manchester Piccadilly	Huddersfield	Direct	ED08.19	12220821 12220110	142	0	3	2	5	0	0
Huddersfield	Manchester Piccadilly					1	0	0	1	0	0
Huddersfield	Marsden					0	0	3	3	0	0
Marsden	Manchester Piccadilly					2	0	2	4	0	0
Marsden	Manchester Victoria					0	0	1	1	0	0
Manchester Victoria	Stalybridge					0	3	14	17	16	1
Stalybridge	Manchester Victoria					4	0	12	16	16	0
Manchester Victoria	Blackburn					0	0	4	4	5	1
Blackburn	Manchester Victoria		0	0		1	1	2	4		
			ED08.20	12242110							

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Rochdale	Direct	ED08.20	12242110	142	0	0	4	4	4	0

Notes to Table:

1 Peak times – arriving Manchester Victoria between 0600 and 0959, departing Manchester Victoria between 1559 and 1859

2 Off-Peak times - arriving at and departing from Manchester Victoria 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 ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday3	Saturday	Sunday
						Morning Peak	Evening Peak				
Southport	Wigan Wallgate	Direct	ED08.2	12224820	156	0	0	2	2	2	0
Wigan Wallgate	Southport					0	0	2	2	2	0

Notes to Table:

1 Peak times – arriving Wigan Wallgate between 0600 and 0959, departing from Wigan Wallgate between 1559 and 1859

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