

# Third Supplemental Agreement

between

**NETWORK RAIL INFRASTRUCTURE LIMITED**

as Network Rail

and

**EAST MIDLANDS TRAINS LIMITED**

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 2<sup>nd</sup> March 2016

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**THIS THIRD SUPPLEMENTAL AGREEMENT** is dated *17<sup>th</sup> March* 2017 and made

**BETWEEN:**

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, ("Network Rail"), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("Network Rail"); and
- (2) **EAST MIDLANDS TRAINS LIMITED**, (the "Train Operator"), a company registered in England under number 05340682 having its registered office at Friars Bridge Court, 41-45 Blackfriars Road, London SE1 8NZ.

**WHEREAS:**

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 2<sup>nd</sup> March 2016 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (this track access contract is hereafter referred to as the "**Contract**").
- (B) The parties propose to enter into this Supplemental Agreement in order to amend Schedule 5.

**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 made 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 For the purposes of this Supplemental Agreement, "Effective Date" means the later of:

(A) 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

(B) 0200 Hours Sunday 21<sup>st</sup> May 2017.

### **3 AMENDMENTS TO THE CONTRACT**

- 3.1 In Schedule 5 of the Contract, the entries in Table 2.1 relating to Service Group EM01 and EM02 shall be deleted and replaced with the entries set out in Annex A of this Supplemental Agreement.
- 3.2 In Schedule 5 of the Contract, the entries in Table 4.1 relating to Service Group EM02 shall be deleted and replaced with the entries set out in Annex B of this Supplemental Agreement.
- 3.3 In Schedule 7, Part 5 of the Contract, the words "Part 5: Not Used" shall be deleted and replaced with that set out in Annex C of this Supplemental Agreement.

### **4. 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.

### **5. 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.

### **6. LAW**

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

### **7. 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** whereof the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by.....

Print name.....*Rob Manton*.....

Duly authorised for and on behalf of  
**NETWORK RAIL INFRASTRUCTURE LIMITED**

SIGNED by.....

Print name.....*Tim GREENHILL*.....

Duly authorised for and on behalf of  
**EAST MIDLANDS TRAINS LIMITED**

# EMT 3<sup>rd</sup> Supplemental

## Annex A

### Schedule 5

### Table 2.1 EM01 & EM02

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Ambergate	Derby	Direct	EM01	22323000	153	1	0	0
Derby	Matlock	Direct	EM01	22323000	153	2	2	0
Derby	Nottingham	Long Eaton	EM01	22275000	153	4	2	5 (W) 6 (S)
Derby	Skegness	Nottingham, Allington Chord and Sleaford	EM01 changes to EM02	22275000 changes to 22832000 at Nottingham	153	0	1 (S)	0
Doncaster	Lincoln	Gainsborough Lea Road	EM01	22812000	153	5	5	0
Leicester	Lincoln	Nottingham and Newark Castle	EM01	22321000 changes to 22277000 at Nottingham	153	11	11	0
Leicester	Lincoln	Nottingham, Newark Castle and Newark North Gate	EM01	22321000 changes to 22277000 at Nottingham	153	0	1	0
Leicester	Nottingham	Loughborough	EM01	22321000	153	4	4	0

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Leicester	Sleaford	Nottingham, Newark Castle and Lincoln	EM01	22321000 changes to 22277000 at Nottingham and changes to 22812000 at Lincoln	153	1	0	0
Lincoln	Boston	Sleaford	EM01 changes to EM02	22812000 changes to 22832000 at Sleaford	153	1	1	0
Lincoln	Doncaster	Gainsborough Lea Road	EM01	22812000	153	1	4	0
Lincoln	Leicester	Newark Castle and Nottingham	EM01	22277000 changes to 22321000 at Nottingham	153	11	11	0
Lincoln	London St Pancras International	Newark Castle, Nottingham and Leicester	EM01 changes to EM05	22277000 changes to 22154000 at Nottingham	222	1	1	0
Lincoln	Newark North Gate	Direct	EM01	22277000	153	4	2	6 (W) 4 (S)
Lincoln	Nottingham	Newark Castle	EM01	22277000	153	4	2	11

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lincoln	Nottingham	Newark North Gate and Newark Castle	EM01	22277000	153	1	1	3 (W) 2 (S)
Lincoln	Peterborough	Sleaford	EM01	22812000	153	5	3	0
Lincoln	Sleaford	Direct	EM01	22812000	153	4	4	0
Loughborough	Leicester	Barrow on Soar	EM01	22321000	153	1	1	0
Mansfield Woodhouse	Norwich	Nottingham, Grantham, Peterborough and Ely	EM01 changes to EM03	12325021 changes to 22269000 at Nottingham	150 Changes to 158 at Nottingham	1	0	0
Mansfield Woodhouse	Nottingham	Hucknall	EM01	12325021	153	10	9	8
Matlock	Derby	Direct	EM01	22323000	153	2	2	1
Matlock	Newark Castle	Derby and Nottingham	EM01	22323000 changes to 22275000 at Derby changes to 22277000 at Nottingham	153	10	0	0
Matlock	Nottingham	Derby	EM01	22323000 changes to 22275000 at Derby	153	5	15	6

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Newark Castle	Matlock	Nottingham and Derby	EM01	22277000 changes to 22275000 at Nottingham changes to 22323000 at Derby	153	13	0	0
Newark North Gate	Cleethorpes	Lincoln and Market Rasen	EM01 changes to EM02	22277000 changes to 22836000 at Lincoln	153	1	0	0 (W) 2 (S)
Newark North Gate	Grimsby Town	Lincoln and Market Rasen	EM01 changes to EM02	22277000 changes to 22836000 at Lincoln	153	4	3	0
Newark North Gate	Lincoln	Direct	EM01	22277000	153	4	2	6
Newark North Gate	Market Rasen	Lincoln	EM01 changes to EM02	22277000 changes to 22836000 at Lincoln	153	0	1	0
Newark North Gate	Peterborough	Lincoln and Sleaford	EM01	22277000 changes to 22812000 at Lincoln	153	2	2	0

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Cleethorpes	Newark Castle, Lincoln and Market Rasen	EM01 changes to EM02	22277000 changes to 22836000 at Lincoln	153	0	0	0 (W) 1 (S)
Nottingham	Derby	Long Eaton	EM01	22275000	153	4	3	4 (W) 3 (S)
Nottingham	Leicester	Loughborough	EM01	22321000	153	5	4	0
Nottingham	Lincoln	Newark Castle	EM01	22277000	153	2	2	11
Nottingham	Lincoln	Newark Castle and Newark North Gate	EM01	22277000	153	1	0	2
Nottingham	Mansfield Woodhouse	Hucknall	EM01	12325021	153	9	10	8
Nottingham	Matlock	Derby	EM01	22275000 changes to 22323000 at Derby	153	2	15	7
Nottingham	Newark Castle	Direct	EM01	22277000	153	1	0	0
Nottingham	Peterborough	Newark Castle and Lincoln	EM01	22277000 changes to 22812000 at Lincoln	153	1	1	0

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Worksop	Hucknall and Mansfield Woodhouse	EM01	12325021	153	18	18	0
Peterborough	Doncaster	Lincoln and Gainsborough Lea Road	EM01	22812000	153	1	0	0
Peterborough	Lincoln	Sleaford	EM01	22812000	153	7	6	0
Peterborough	Spalding	Direct	EM01	22812000	153	4	4	0
Sleaford	Doncaster	Lincoln and Gainsborough Lea Road	EM01	22812000	153	3	1	0
Sleaford	Leicester	Lincoln and Nottingham	EM01	22812000 changes to 22277000 at Lincoln and changes to 22321000 at Nottingham	150 Changes to 158 at Lincoln	1	1	0
Sleaford	Lincoln	Direct	EM01	22812000	153	2	3	0
Spalding	Nottingham	Peterborough and Grantham	EM01 changes to EM03	22812000 changes to 22269000 at Peterborough	153	0	1	0

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Spalding	Nottingham	Peterborough, Oakham and Syston North Jn	EM01 changes to EM03	22812000 changes to 22269000 at Peterborough	153	1	0	0
Spalding	Peterborough	Direct	EM01	22812000	153	4	4	0
Worksop	Lincoln	Nottingham	EM01	12325021 changes to 22277000 at Nottingham	153	1	0	0
Worksop	Nottingham	Mansfield Woodhouse and Hucknall	EM01	12325021	153	17	18	0

1						2		
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Boston	Grantham	Sleaford	EM02	22832000	153	0	0	1 (W) 0 (S)
Boston	Nottingham	Sleaford and Grantham	EM02	22832000	153	1	1	0 (W) 1 (S)
Boston	Skegness	Direct	EM02	22832000	153	1	1	0 (W) 1 (S)
Cleethorpes	Lincoln	Market Rasen	EM02	22836000	153	1	0	0
Cleethorpes	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln	153	1	0	0 (W) 2 (S)
Cleethorpes	Nottingham	Market Rasen, Lincoln, Newark North Gate and Newark Castle	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln	153	0	0	0 (W) 1 (S)
Crewe	Derby	Stoke on Trent	EM02	22320000	153	15	15	8
Derby	Crewe	Stoke on Trent	EM02	22320000	153	15	15	7
Grantham	Nottingham	Direct	EM02	22832000	153	1	1	4 (W) 2 (S)
Grantham	Skegness	Sleaford	EM02	22832000	153	0	0	1 (W) 0 (S)
Grimsby Town	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000 at Lincoln	153	6	6	0

1						2		
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Grimsby Town	Lincoln	Market Rasen	EM02	22836000	153	0	1	0
Lincoln	Grimsby Town	Market Rasen	EM02	22836000	153	2	4	0
Nottingham	Boston	Grantham and Sleaford	EM02	22832000	153	1	1	1
Nottingham	Grantham	Direct	EM02	22832000	153	0	0	4 (W) 2 (S)
Nottingham	Skegness	Allington Chord and Sleaford	EM02	22832000	153	1	1	0 (W) 1 (S)
Nottingham	Skegness	Grantham and Sleaford	EM02	22832000	153	13	13	3 (W) 7 (S)
Nottingham	Sleaford	Grantham	EM02	22832000	153	0	0	1 (W) 0 (S)
Skegness	Derby	Sleaford, Allington Chord and Nottingham	EM02 changes to EM01	22832000 changes to 22275000 at Nottingham	153	0	0 (W) 1 (S)	0 (W) 1 (S)
Skegness	Nottingham	Sleaford and Allington Chord	EM02	22832000	153	2	2	0 (W) 1 (S)
Skegness	Nottingham	Sleaford and Grantham	EM02	22832000	153	13	13	4 (W) 7 (S)
Sleaford	Nottingham	Grantham	EM02	22832000	153	0	0	1 (W) 0 (S)

# EMT 3<sup>rd</sup> Supplemental

## Annex B

### Schedule 5

### Table 4.1 EM02

1					2	3
Service Group : EM02 East Midlands Regional						
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Boston	Nottingham	Sleaford and Grantham	EM02	22832000	Heckington, Sleaford, Grantham, Bottesford, Aslockton, Bingham, Radcliffe (Notts) and Netherfield	Rauceby
Cleethorpes	Lincoln	Market Rasen	EM02	22836000	Grimsby Town, Habrough, Barnetby and Market Rasen	
Cleethorpes	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000	Grimsby Town, Habrough, Barnetby, Market Rasen, Lincoln, Hykeham, Swinderby and Collingham	
Cleethorpes	Nottingham	Market Rasen, Lincoln, Newark North Gate and Newark Castle	EM02 changes to EM01	22836000 changes to 22277000	Grimsby Town, Habrough, Barnetby, Market Rasen, Lincoln, Hykeham, Swinderby, Collingham, Newark North Gate, Newark Castle and Lowdham	
Crewe	Derby	Stoke on Trent	EM02	22320000	Alsager, Kidsgrove, Longport, Stoke-on-Trent, Longton, Blythe Bridge, Uttoxeter and Tutbury and Hatton	Peartree
Derby	Crewe	Stoke on Trent	EM02	22320000	Tutbury and Hatton, Uttoxeter, Blythe Bridge, Longton, Stoke-on-Trent, Longport, Kidsgrove and Alsager	Peartree
Grantham	Nottingham	Direct	EM02	22832000	Bottesford, Elton & Orston, Aslockton, Bingham and Radcliffe (Notts)	Netherfield
Grantham	Skegness	Sleaford	EM02	22832000	Sleaford, Heckington, Boston and Wainfleet	Rauceby

1					2		3	
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes								
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations		
Grimsby Town	Newark North Gate	Market Rasen and Lincoln	EM02 changes to EM01	22836000 changes to 22277000	Habrough, Barnetby, Market Rasen, Lincoln and Collingham	Hykeham, Swinderby		
Grimsby Town	Lincoln	Market Rasen	EM02	22836000	Habrough, Barnetby and Market Rasen			

1					2	3
Service Group : EM02 East Midlands Regional						
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Lincoln	Grimsby Town	Market Rasen	EM02	22836000	Market Rasen, Barnetby and Habrough	
Nottingham	Boston	Grantham and Sleaford	EM02	22832000	Bingham, Bottesford, Grantham and Sleaford	Netherfield, Radcliffe (Notts), Aslockton, Rauceby, Heckington
Nottingham	Grantham	Direct	EM02	22832000	Bingham	
Nottingham	Skegness	Allington Chord and Sleaford	EM02	22832000	Bingham, Sleaford, Heckington, Boston and Wainfleet	Netherfield, Radcliffe (Notts), Aslockton, Elton & Orston, Bottesford, Ancaster, Rauceby, Swineshead, Hubberts Bridge, Thorpe Culvert, Havenhouse
Nottingham	Skegness	Grantham and Sleaford	EM02	22832000	Bingham, Grantham, Sleaford, Heckington, Boston and Wainfleet	Netherfield, Radcliffe (Notts), Aslockton, Elton & Orston, Bottesford, Ancaster, Rauceby, Swineshead, Hubberts Bridge, Thorpe Culvert, Havenhouse
Skegness	Derby	Sleaford, Allington Chord and Nottingham	EM02 changes to EM01	22832000 changes to 222275000	Wainfleet, Boston, Heckington, Sleaford, Bingham, Nottingham, Beeston, Attenborough and Long Eaton	

1					2		3	
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Newark North Gate - Lincoln - Grimsby / Cleethorpes								
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations		
Skegness	Nottingham	Sleaford and Allington Chord	EM02	22832000	Wainfleet, Boston, Heckington, Grantham and Bingham	Havenhouse, Thorpe Culvert, Hubberts Bridge, Swineshead, Rauceby, Ancaster, Bottesford, Elton & Orston, Aslockton, Radcliffe (Notts), Netherfield		
Skegness	Nottingham	Sleaford and Grantham	EM02	22832000	Wainfleet, Boston, Sleaford and Bingham	Havenhouse, Thorpe Culvert, Hubberts Bridge, Swineshead, Heckington, Rauceby, Ancaster, Bottesford, Elton & Orston, Aslockton, Radcliffe (Notts), Netherfield		

# EMT 3<sup>rd</sup> Supplemental

## Annex C

### Schedule 7

## Part 5 Additional Charges

## PART 5: ADDITIONAL CHARGES

### 1. Signal box additional charge

1.1 In order to cover the additional cost of extending Swinderby and Allington signal box opening hours on Sundays for services to commence at approximately 0900 hours:

	Summer Timetable Extra Hrs	Winter Timetable Extra Hrs
Allington	1	3
Swinderby	2	2

(a) in respect of the period from the Subsidiary Change Date 2017 to 31<sup>st</sup> March 2018 inclusive the Train Operator shall pay Network Rail an additional charge of £6,399.00 and

(b) in respect of the period from 1 April 2018 the Train Operator shall pay Network Rail an additional charge ("SBAC"). The value of SBAC in Relevant Year t shall be calculated in accordance with the following formula:

$$SBAC_t = SBAC_{t-1} \cdot \left( 1 + \frac{(RPI_{t-1} - RPI_{t-2})}{RPI_{t-2}} \right)$$

where:

$RPI_{t-1}$  means the RPI published or determined with respect to the month of November in Relevant Year t-1;

$RPI_{t-2}$  means the RPI published or determined with respect to the month of November in Relevant Year t-2,

$SBAC_{t-1}$  means the value of  $SBAC_t$  in the Relevant Year t-1,

but so that in relation to the Relevant Year commencing on 1 April 2018,  $SBAC_{t-1}$  shall have the value of £7,979.00

1.2 Train Operator shall continue to make the payments specified in paragraph 1.1 annually until such time as the costs to which the payments relate are incorporated into and form part of the next access charges review and such access charges review has been fully implemented and this contract has been amended in accordance with same.