18TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

18th Supplemental Agreement to the TRACK ACCESS CONTRACT (PASSENGER SERVICES) between Network Rail Infrastructure Limited ("NR") and First TransPennine Express Limited ("FTPE") – Amendment to Appendix 1 of Schedule 8
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THIS 18th SUPPLEMENTAL AGREEMENT is dated 16-5-2018 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:

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 expect where the context requires otherwise;

1.2 "Effective Date" means 00.01 hours on 27th May 2018.

2. OFFICE OF RAIL AND ROAD – GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

3. EFFECTIVE DATE AND TERM

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 or earlier termination of the Contract.

4. AMENDMENTS TO THE CONTRACT – SCHEDULE 8

4.1 The Contract shall be amended as follows:

Appendix 1 of Schedule 8 will be deleted and replaced in its entirety with the version set out in Annex 1 to this Supplemental Agreement.

The parties are seeking to make this amendment in order to adjust the values in columns B and F of Appendix 1 to neutralise the impact of changes made to berthing offsets.
5. **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 date hereof 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. **LAW**

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the law of England and Wales.

7. **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.

8. **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 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 ..........................................................  
PRINT NAME .........................................................  
Duly authorised for and on behalf of  
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY ..........................................................  
PRINT NAME .........................................................  
Duly authorised for and on behalf of  
FIRST TRANSPENNINE EXPRESS LIMITED
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