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21 May 2007

Dr Warren Mundy
Group General Manager Corporate Strategy
Glasgow Prestwick Airport Limited
Glasgow Prestwick International Airport
Aviation House
Prestwick
Ayrshire
KA9 2PL

Station Access Agreement between Glasgow Prestwick Airport Limited and First ScotRail Limited

Pursuant to section 17 of, and in accordance with paragraph 5 of Schedule 4 to, the Railways Act 1993, and having consulted you, Glasgow Prestwick Airport Limited, and First ScotRail Limited of 395 King Street, Aberdeen, AB24 5RP as the persons who are stated, in an application made by First ScotRail Limited on 2 March 2006, to be the parties to a proposed access agreement, I hereby direct you, Glasgow Prestwick Airport Limited, to enter into the access agreement, in the form and content as described in the Schedule hereto, by 16.00 hours on 18th June 2007.

You shall be released from the duty to enter into the agreement in question if the said First ScotRail Limited fails to enter into the proposed agreement, on the terms as aforesaid, by 16.00 hours on 18th June 2007.

A copy of these directions has been sent to First ScotRail Limited.

These directions are issued this 21st day of May 2007.

Yours sincerely

A handwritten signature in black ink, appearing to read 'B Kogan', written over a white background.

Brian Kogan

Duly authorised by the Office of Rail Regulation

SCHEDULE

STATION ACCESS AGREEMENT BETWEEN GLASGOW PRESTWICK AIRPORT LIMITED AND FIRST SCOTRAIL LIMITED (the "Agreement")

The Agreement shall be upon the same terms and conditions as the access contract attached to this Schedule.