

Glasgow Prestwick Airport Ltd
Aviation House
Prestwick
Ayrshire KA8 2PL
("GPA")

First ScotRail Limited
Caledonian Chambers
87 Union Street
Glasgow G1 3TA
("First")

15 February 2006

STATION ACCESS AGREEMENT – GLASGOW PRESTWICK AIRPORT

We have agreed to enter into a Station Access Agreement permitting First access to Glasgow Prestwick Airport Rail Facility. We have been engaged in discussions and negotiations to agree a new station access agreement which is it is intended will be back dated to 17 October 2004 when First commenced the ScotRail franchise. However, we have been unable to agree some of the terms that should be included in the new agreement, in particular the amount of the access charge to be paid by First to GPA.

The station access agreement is therefore being referred to the Office of Rail Regulation ("ORR") for determination by way of a formal section 17 application in accordance with section 17 of the Railways Act 1993 (as amended).

In advance of determination by the ORR it is agreed that:

- 1 First will pay GPA the sum of ~~£~~ ^{EXCLUDED INFORMATION} (the "Agreed Sum") on account, for the period of 17 October 2004 to 16 February 2006 (inclusive) and representing the otherwise mutually agreed operating expenses;
- 2 First will pay GPA further payments representing one twelfth of the annual figure of ~~£~~ ^{EXCLUDED INFORMATION} on a monthly basis on account commencing **March 2006**; and
- 3 the Agreed Sum and any further payments made by First to GPA will be held on account by GPA against any determination subsequently made by the ORR.

We agree that on determination by the ORR an adjustment shall be made to the above sums held on account as soon as reasonably possible, either by First paying any additional sums determined or, should the ORR determine that the amount settled on account was too high, by GPA repaying the excess amount to First or deleting such sums from future accounts.

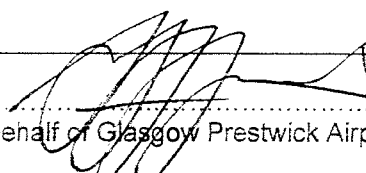
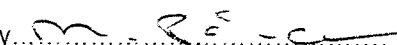
Both parties shall use all reasonable endeavours to progress the proposed section 17 application.

On the date of this letter First shall pay GPA the Agreed Sum.

The terms of this letter will be governed by and construed in accordance with English law.

Please indicate your acceptance to the above by signing below.

Yours sincerely

Signed by  For and on behalf of Glasgow Prestwick Airport Limited	Signed by  For and on behalf of First ScotRail Limited
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