

24th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

And

FIRST TRANSPENNINE EXPRESS LIMITED

**relating to changes to Schedule 5 of the Track Access Contract for the
additional access rights within the Anglo Scottish (EA07) service group from
SCD 2019**

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THIS 24th SUPPLEMENTAL AGREEMENT is dated
between:

2019 and made

- (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 in a form approved and directed by the Office of Rail and Road pursuant to section 17 of the Railways Act 1993 ("the Act") 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 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 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. 3.1 Schedule 5 of The Contract shall be amended as follows:

3.2 The entirety of Table 2.1 of Schedule 5 to the Contract shall be deleted and replaced with the versions as set out in Annex A.

2.2 Effective Date means the later of:

- a) 02:00 on 19 May 2019; and
- b) the date on which the Office of Rail and Road issues its approval of the terms of this Supplemental Agreement under Section 22 of the Act.

3. AMENDMENTS TO THE CONTRACT

3.1 Schedule 5 of The Contract shall be amended as follows:

3.2 The entirety of Service Group: Anglo-Scottish^{15th} Within Table 2.1 of Schedule 5 to the Contract shall be deleted and replaced with the versions as set out in Annex A.

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 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.

5. 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.

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 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

ANNEX A

Service Group: Anglo-Scottish^{15th}

| 1 | | | | | | 2 | | |
|-------------------------------|--------------------|---|-------------|----------|-------------|-----------------------|----------------|----------------|
| Service Group: Anglo-Scottish | | | | | | | | |
| Service description | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Manchester Airport | Edinburgh Waverley | Golborne Jn., Shap, Carlisle and Kirknewton | Northbound | 21730001 | 350 | 8 | 8 ¹ | 7 ² |
| Manchester Airport | Edinburgh Waverley | Golborne Jn., Shap, Carlisle and Kirknewton | Northbound | 21730001 | 185 | 0 | 0 | 1 ³ |

¹ From the Subsidiary Change Date 2019 the quantum will be reduced to 7

² From the Subsidiary Change Date 2019 the quantum will be reduced to 6

³ From the Subsidiary Change Date 2019 the quantum will be reduced to 0

| 1 | | | | | | 2 | | |
|-------------------------------|-----------------|---|-------------|----------|-------------|-----------------------|----------------|----------------|
| Service Group: Anglo-Scottish | | | | | | | | |
| Service description | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Manchester Airport | Glasgow Central | Farnworth Corridor, Shap, Carlisle and Kirknewton | Northbound | 21730001 | 350 | 8 ⁴ | 5 | 7 ⁵ |
| Manchester Airport | Glasgow Central | Farnworth Corridor, Shap, Carlisle and Kirknewton | Northbound | 21730001 | 185 | 1 | 1 | 0 |
| Manchester Piccadilly | Glasgow Central | Shap, Carlisle and Beattock | Northbound | 21730001 | 185 | 1 | 1 ⁶ | 0 |
| Manchester Airport | Preston | Farnworth Corridor | Northbound | 21730001 | 185 | 0 | 1 | 0 |
| Manchester Airport | Carlisle | Farnworth Corridor | Northbound | 21730001 | 350 | 1 | 0 | 0 |

⁴ From the Subsidiary Change Date 2019 the quantum will be reduced to 7

⁵ From the Subsidiary Change Date 2019 the quantum will be reduced to 6.

⁶ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.

| 1 | | | | | | 2 | | |
|--------------------------------------|--------------------|---|-------------|----------|-------------|------------------------------|----------|----------------|
| Service Group: Anglo-Scottish | | | | | | | | |
| Service description | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Edinburgh Waverley | Manchester Airport | Kirknewton, Carlisle, Shap and Farnworth Corridor | Southbound | 21730001 | 350 | 9 ⁷ | 6 | 6 |
| Edinburgh Waverley | Manchester Airport | Kirknewton, Carlisle and Shap | Southbound | 21730001 | 185 | 1 | 1 | 1 ⁸ |
| Glasgow Central | Manchester Airport | Beattock, Carlisle, Shap and Farnworth Corridor | Southbound | 21730001 | 350 | 8 | 5 | 7 ⁹ |
| Glasgow Central | Manchester Airport | Beattock, Carlisle and Shap | Southbound | 21730001 | 185 | 0 | 1 | 0 |
| Preston | Manchester Airport | Farnworth Corridor | Southbound | 21730001 | 185 | 0 | 0 | 0 |

⁷ From the Subsidiary Change Date 2019 the quantum will be reduced to 8.

⁸ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.

⁹ From the Subsidiary Change Date 2019 the quantum will be reduced to 6.

| 1 | | | | | | 2 | | |
|-------------------------------|-----------------------|---|-------------|----------|-------------|-----------------------|-----------------|--------|
| Service Group: Anglo-Scottish | | | | | | | | |
| Service description | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Lancaster | Manchester Airport | Farnworth Corridor | Southbound | 21730001 | 185 | 1 | 1 | 0 |
| Glasgow Central | Manchester Piccadilly | Beattock, Carlisle, Shap and Farnworth Corridor | Southbound | 21730001 | 350 | 0 | 1 ¹⁰ | 0 |

¹⁰ From the Subsidiary Change Date 2019 the quantum will be reduced to 0.