

22ND SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

**relating to changes to Schedule 5 of the Track Access Contract for continuation of
access rights in all service groups**

CONTENTS

1.	INTERPRETATION.....	3
2.	EFFECTIVE DATE AND TERM.....	3
3.	AMENDMENTS TO THE CONTRACT.....	3
4.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT.....	4
5.	THIRD PARTY RIGHTS.....	4
6.	LAW.....	4
7.	COUNTERPARTS.....	4

**This 22nd 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.
- 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 Table 2.1 of Schedule 5 to the Contract shall be deleted and replaced with the versions as set out in Annex A.
- 3.3 A new Table 2.2 will be inserted as set out in Annex B.

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

2 Passenger Train Slots

Table 2.1: Passenger Train Slots

Service Group: North Transpennine

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Piccadilly	Leeds		Eastbound	21733000	185 or 170	2 ¹	1 ²	1 ³
Manchester Piccadilly	Huddersfield		Eastbound	21733000	185 or 170	18 ⁴	18 ⁵	17 ⁶

¹ From the Principal Change Date 2019 the quantum will revert to 18

² From the Principal Change Date 2019 the quantum will revert to 17

³ From the Principal Change Date 2019 the quantum will revert to 15

⁴ From the Principal Change Date 2019 the quantum will revert to 0

⁵ From the Principal Change Date 2019 the quantum will revert to 0

⁶ From the Principal Change Date 2019 the quantum will revert to 0

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Huddersfield	Leeds		Eastbound	21733000	185 or 170	18 ⁷	18 ⁸	17 ⁹
Leeds	Hull		Eastbound	21733000	185 or 170	2	0	1
Manchester Piccadilly	Hull		Eastbound	21733000	185 or 170	14	13	7
Manchester Airport	Hull		Eastbound	21733000	185 or 170	0	0	0
Manchester Victoria	Hull		Eastbound	21733000	185 or 170	0	0	0
Manchester Airport	Middlesbrough	Manchester Victoria /Yarm	Eastbound	21734000	185	13	13	6

⁷ From the Principal Change Date 2019 the quantum will revert to 0

⁸ From the Principal Change Date 2019 the quantum will revert to 0

⁹ From the Principal Change Date 2019 the quantum will revert to 0

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
York	Middlesbrough	Darlington	Eastbound	21734000	185	1	1	1
York	Middlesbrough	Yarm	Eastbound	21734000	185	1	1	0
Liverpool Lime Street	Newcastle	Manchester Victoria	Eastbound	21731000	185	14	14	11
Manchester Airport	Newcastle		Eastbound	21734000 21731000	185	2	2	2
Liverpool Lime Street	Newcastle	Manchester Piccadilly	Eastbound	21732000 21731000	185	1	0	1
Liverpool Lime Street	Scarborough	Manchester Victoria	Eastbound	21732000 21734000	185	13	13	11
Leeds	Scarborough		Eastbound	21732000	185	0	0	1

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Scarborough	Manchester Victoria	Eastbound	21734000 21732000	185	1	0	1
Manchester Piccadilly	Scarborough		Eastbound	21732000	185	0	0	0
York	Scarborough		Eastbound	21732000	185	2	2	0
Liverpool Lime Street	York	Manchester Piccadilly	Eastbound	21732000	185	3	3	2
Manchester Airport	York	Manchester Victoria	Eastbound	21734000	185	14 ¹⁰	16 ¹¹	9

¹⁰ From the Principal Change Date 2019 the quantum will revert to 15

¹¹ From the Principal Change Date 2019 the quantum will revert to 17

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Piccadilly	York		Eastbound	21734000	185	2 ¹²	2 ¹³	1 ¹⁴

¹² From the Principal Change Date 2019 the quantum will revert to 1

¹³ From the Principal Change Date 2019 the quantum will revert to 1

¹⁴ From the Principal Change Date 2019 the quantum will revert to 0

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Huddersfield	Manchester Piccadilly		Westbound	21733000	185 or 170	18 ¹⁵	18 ¹⁶	16 ¹⁷
Hull	Huddersfield		Westbound	21733000	185 or 170	0	0	0
Hull	Leeds		Westbound	21733000	185 or 170	0	0	0
Hull	Manchester Victoria		Westbound	21733000	185	0	0	0
Hull	Manchester Piccadilly		Westbound	21730000	185 or 170	13	13	8
Hull	Manchester Airport		Westbound	21730000	185 or 170	1	1	0

¹⁵ From the Principal Change Date 2019 the quantum will revert to 1

¹⁶ From the Principal Change Date 2019 the quantum will revert to 1

¹⁷ From the Principal Change Date 2019 the quantum will revert to 0

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Leeds	Manchester Piccadilly		Westbound	21733000	185 or 170	0 ¹⁸	0 ¹⁹	1 ²⁰
Leeds	Huddersfield		Westbound	21733000	185 or 170	18 ²¹	18 ²²	16 ²³
Leeds	Manchester Airport		Westbound	21733000	185 or 170	0	0	1
Middlesbrough	York	Yarm	Westbound	21734000	185	1	2	2 ²⁴

¹⁸ From the Principal Change Date 2019 the quantum will revert to 16

¹⁹ From the Principal Change Date 2019 the quantum will revert to 16

²⁰ From the Principal Change Date 2019 the quantum will revert to 12

²¹ From the Principal Change Date 2019 the quantum will revert to 0

²² From the Principal Change Date 2019 the quantum will revert to 0

²³ From the Principal Change Date 2019 the quantum will revert to 1

²⁴ From the Principal Change Date 2019 the quantum will reduce to 1

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Middlesbrough	York	Darlington	Westbound	21734000	185	1	1	2
Middlesbrough	Leeds	Darlington	Westbound	21734000	185	1	0	0
Middlesbrough	Manchester Airport	Manchester Victoria / Yarm	Westbound	21734000	185	13	13	5
Middlesbrough	Liverpool Lime Street	Yarm	Westbound	21734000	185	1	1	0
Middlesbrough	Manchester Piccadilly	Yarm	Westbound	21734000	185	0	0	0 ²⁵
Newcastle	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	185	13	13	12
Newcastle	Manchester Airport		Westbound	21731000 21734000	185	2	2	2
Newcastle	Manchester Piccadilly		Westbound	21731000 21732000	185	0	0	0

²⁵ From the Principal Change Date 2019 the quantum will revert to 1

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Newcastle	Durham	Darlington	Westbound	21731000 21732000	185	0	0	0
Scarborough	Liverpool Lime Street	Manchester Victoria	Westbound	21732000	185	12	12	12
Scarborough	Manchester Airport	Manchester Victoria	Westbound	21732000 21734000	185	2	2	0
Scarborough	Manchester Piccadilly		Westbound	21734000	185	0	1	1 ²⁶
Scarborough	York		Westbound	21732000	185	2	3	0
York	Manchester Airport	Manchester Victoria	Westbound	21734000	185	12	13	12
York	Liverpool Lime Street	Manchester Piccadilly	Westbound	21732000	185	1	1	2
York	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	185	1	1	0

²⁶ From the Principal Change Date 2019 the quantum will reduce to 0

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
York	Manchester Piccadilly		Westbound	21732000	185	3	2	0
Manchester Piccadilly	Manchester Airport		Westbound	21732000	185	3	2	0
Leeds	Manchester Piccadilly		Westbound	21733000	185 or 170	1	0	0
Manchester Piccadilly	Liverpool Lime Street		Westbound	21732000	185	2	1	1

Service Group: South Transpennine^{15th}

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Cleethorpes	Stockport and Rotherham Masborough	Eastbound	11817020	185 or 170	15	15	11
Manchester Airport	Sheffield	Stockport	Eastbound	11817020	185 or 170	0	1	2
Manchester Airport	Sheffield	Romiley	Eastbound	11817020	185 or 170	1	0	0
Manchester Airport	Sheffield	Huddersfield	Eastbound	11817020	185 or 170	1	0	0
Manchester Airport	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	0	0	0
Sheffield	Cleethorpes	Rotherham Masborough	Eastbound	11817020	185 or 170	1	1	1
Sheffield	Cleethorpes	Rotherham Central	Eastbound	11817020	185 or 170	0	0	1
Cleethorpes	Manchester Airport	Rotherham Masborough, Stockport	Westbound	11817020	185 or 170	14	15	12

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Cleethorpes	Manchester Piccadilly	Rotherham Masborough, Stockport	Westbound	11817020	185 or 170	1	1	0
Sheffield	Manchester Airport	Stockport	Westbound	11817020	185 or 170	1	0	2
Sheffield	Manchester Airport	Huddersfield	Westbound		185 or 170	1	1	0
Sheffield	Manchester Airport	Romiley	Westbound	11817020	185 or 170	1	1	0
Doncaster	Manchester Airport	Stockport, Rotherham Masborough	Westbound	11817020	185 or 170	1	1	1
Cleethorpes	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	0	0	0
Cleethorpes	Sheffield	Rotherham Masborough	Westbound	11817020	185 or 170	0	0	0
Cleethorpes	Sheffield	Rotherham Central	Westbound	11817020	185 or 170	1	0	0

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	7	6
Manchester Airport	Edinburgh Waverley	Golborne Jn, Shap, Carlisle and Kirknewton	Northbound	21730001	185	0	0	0
Manchester Airport	Glasgow Central	Golborne Jn, Shap, Carlisle and Beattock	Northbound	21730001	350	6	5	6
Manchester Airport	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	185	1	1	0
Manchester Piccadilly	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	185	1	0	0
Manchester Airport	Preston	Golborne Jn	Northbound	21730001	185	0	1	0
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle, Shap and Golborne Jn	Southbound	21730001	350	7	6	6

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 and Shap	Southbound	21730001	185	1	1	0
Glasgow Central	Manchester Airport	Beattock, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	8	5	6
Glasgow Central	Manchester Airport	Beattock, Carlisle and Shap	Southbound	21730001	185	0	1	0
Preston	Manchester Airport	Golborne Jn	Southbound	21730001	185	0	0	0
Lancaster	Manchester Airport	Golborne Jn	Southbound	21730001	185	1	1	0
Glasgow Central	Manchester Piccadilly	Beattock, Carlisle, Shap and Golborne Jn	Southbound	21730001	350	0	0	0

Table 2.2: Additional Passenger Train Slots

Service Group: North Transpennine

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Piccadilly	Hull		Eastbound	21733000	185 or 170	2	4	7
Manchester Victoria	Hull		Eastbound	21733000	185 or 170	0	0	1
Manchester Airport	Middlesbrough	Manchester Victoria /Yarm	Eastbound	21734000	185	3	2	5
Liverpool Lime Street	Newcastle	Manchester Victoria	Eastbound	21731000	185	1	0	1
Manchester Airport	Newcastle		Eastbound	21734000 21731000	185	2	1	4
Liverpool Lime Street	Scarborough	Manchester Victoria	Eastbound	21732000 21734000	185	1	1	0

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Scarborough	Manchester Victoria	Eastbound	21734000 21732000	185	0	1	2
Manchester Airport	York	Manchester Victoria	Eastbound	21734000	185	0	0	2
York	Newcastle		Eastbound	21731000	185	11	14	7

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Hull	Huddersfield		Westbound	21733000	185 or 170	0	0	1
Hull	Manchester Piccadilly		Westbound	21730000	185 or 170	4	4	5
Middlesbrough	York	Yarm	Westbound	21734000	185	1	0	0
Middlesbrough	Manchester Airport	Manchester Victoria / Yarm	Westbound	21734000	185	1	1	6
Newcastle	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	185	1	0	1
Newcastle	Manchester Airport		Westbound	21731000 21734000	185	0	2	4
Newcastle	Durham	Darlington	Westbound	21731000 21732000	185	0	1	0
Scarborough	Manchester Airport	Manchester Victoria	Westbound	21732000 21734000	185	2	3	2

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
York	Manchester Airport	Manchester Victoria	Westbound	21734000	185	1	0	0
York	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	185	0	1	0
Newcastle	York		Westbound	21731000	185	13	14	6

Service Group: South Transpennine

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Cleethorpes	Stockport and Rotherham Masborough	Eastbound	11817020	185 or 170	0	0	2
Manchester Airport	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	1	1	1
Cleethorpes	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	1	0	0

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	0	1	1
Manchester Airport	Edinburgh Waverley	Golborne Jn., Shap, Carlisle and Kirknewton	Northbound	21730001	185	0	0	1
Manchester Airport	Glasgow Central	Golborne Jn, Shap, Carlisle and Beattock	Northbound	21730001	350	1	0	1
Manchester Piccadilly	Glasgow Central	Shap, Carlisle and Beattock	Northbound	21730001	185	0	1	0
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	1	0	0
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle and Shap	Southbound	21730001	185	0	0	1
Glasgow Central	Manchester Airport	Beattock, Carlisle, Shap and Golborne Jn.	Southbound	21730001	350	0	0	1

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

