

10th Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

FIRST KEOLIS TRANSPENNINE LIMITED

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 28 February 2013

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THIS TENTH SUPPLEMENTAL AGREEMENT is dated

2015 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, (“Network Rail”), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **FIRST/KEOLIS TRANSPENNINE LIMITED**, (the “Train Operator”), a company registered in England under number 04113923 having its registered office at 50 Eastbourne Terrace, Paddington, London W2 6LX.

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 28 February 2013 in a form approved by the Office of Rail Regulation pursuant to section 18(7) of the Act, as amended by various supplemental agreements each in a form approved by ORR pursuant to section 22 of the Act (which track access contract is hereafter referred to as the “Contract”).
- (B) The parties agree to amend the Contract as described herein.

IT IS HEREBY AGREED as follows:

1. **INTERPRETATION**

In this Supplemental Agreement:

- (A) 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;
- (B) “Effective Date” means the date upon which the ORR issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

2. **EFFECTIVE DATE AND TERM**

The amendments to the Contract pursuant to 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.

3. AMENDMENTS TO THE CONTRACT

3.1 Tables 2.1 in Schedule 5 shall be deleted and replaced by the tables appended to this Supplemental Agreement.

4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms, 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. 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.

6. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

7. COUNTERPARTS

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS whereof the duly authorised representatives of Network Rail and the Train Operator have executed 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/KEOLIS TRANSPENNINE LIMITED

Part A

Service Group: North Transpennine

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load ¹	Weekday	Saturday	Sunday
Leeds	Hull		Eastbound	21733000	185 of 470	2	2	3
Manchester Piccadilly	Hull		Eastbound	21733000	185 of 470	14	13	7
Manchester Airport	Hull		Eastbound	21733000	185 of 470	0	0	1
Manchester Airport	Middlesbrough	Yarm	Eastbound	21734000	185	13	13	6
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 Piccadilly	Eastbound	21732000 21734000	185	13	13	11

¹ Where more than one timing load is shown, the timing load applicable is that of the poorer performing rolling stock on any relevant section of the Network

1						2		
Service Group: North Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load ¹	Weekday	Saturday	Sunday
Liverpool Lime Street	Scarborough	Manchester Victoria	Eastbound	21731000	185	0	0	1
Leeds	Scarborough		Eastbound	21732000	185	0	0	1
Manchester Airport	Scarborough		Eastbound	21734000 21732000	185	1	0	1
Manchester Piccadilly	Scarborough		Eastbound	21732000	185	1	1	0
York	Scarborough		Eastbound	21732000	185	2	2	0
Liverpool Lime Street	York	Manchester Piccadilly	Eastbound	21732000	185	3	3	2
Manchester Airport	York		Eastbound	21734000	185	15	17	9
Manchester Piccadilly	York		Eastbound	21734000	185	1	1	0

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load ²	Weekday	Saturday	Sunday
Hull	Leeds		Westbound	21733000	185 of 470	2	2	3
Hull	Manchester Piccadilly		Westbound	21730000	185 of 470	13	13	8
Hull	Manchester Airport		Westbound	21730000	185 of 470	1	1	0
Middlesbrough	York	Yarm	Westbound	21734000	185	1	2	1
Middlesbrough	York	Darlington	Westbound	21734000	185	1	1	0
Middlesbrough	Leeds	Darlington	Westbound	21734000	185	1	0	0
Middlesbrough	Manchester Airport	Yarm	Westbound	21734000	185	13	13	5
Middlesbrough	Liverpool Lime Street	Yarm	Westbound	21734000	185	1	1	1
Newcastle	Liverpool Lime Street	Manchester Victoria	Westbound	21731000	185	13	13	11
Newcastle	Manchester Airport		Westbound	21731000 21734000	185	2	2	2
Newcastle	Manchester Piccadilly		Westbound	21731000 21732000	185	0	0	1
Scarborough	Liverpool Lime Street		Westbound	21732000	185	13	14	12

² Where more than one timing load is shown, the timing load applicable is that of the poorer performing rolling stock on any relevant section of the Network

1						2		
Service Group: North Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load ²	Weekday	Saturday	Sunday
Scarborough	Manchester Airport		Westbound	21732000 21734000	185	2	2	0
Scarborough	Manchester Piccadilly		Westbound	21734000	185	0	1	1
Scarborough	York		Westbound	21732000	185	2	3	0
York	Manchester Airport		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
York	Manchester Piccadilly		Westbound	21732000	185	4	3	0
Leeds	Manchester Piccadilly		Westbound	21733000	185 of 170	1	0	0
Manchester Piccadilly	Liverpool Lime Street		Westbound	21732000	185	2	1	1

Service Group: South Transpennine

1						2		
Service Group: South Transpennine (Eastbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing ³ Load	Weekday	Saturday	Sunday
Manchester Airport	Cleethorpes	Stockport and Rotherham Masborough	Eastbound	11817020	185 or 170	14	13	10
Manchester Airport	Sheffield	Stockport	Eastbound	11817020	185 or 170	2	2	3
Manchester Airport	Sheffield	Romiley	Eastbound	11817020	185 or 170	1	1	0
Manchester Airport	Sheffield	Huddersfield	Eastbound	11817020	185 or 170	1	1	0
Manchester Airport	Doncaster	Rotherham Masborough	Eastbound	11817020	185 or 170	0	0	1
Sheffield	Cleethorpes	Rotherham Masborough	Eastbound	11817020	185 or 170	2	2	1
Sheffield	Cleethorpes	Rotherham Central	Eastbound	11817020	185 or 170	0	0	1

³ Where more than one timing load is shown, the timing load applicable is that of the poorer performing rolling stock on any relevant section of the Network

1						2		
Service Group: South Transpennine (Westbound)								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load ⁴	Weekday	Saturday	Sunday
Cleethorpes	Manchester Airport	Rotherham Masborough, Stockport	Westbound	11817020	185 or 170	14	13	10
Sheffield	Manchester Airport	Stockport	Westbound	11817020	185 or 170	1	1	3
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	Sheffield	Rotherham Masborough	Westbound	11817020	185 or 170	1	2	1
Cleethorpes	Sheffield	Rotherham Central	Westbound	11817020	185 or 170	1	1	0

⁴ Where more than one timing load is shown, the timing load applicable is that of the poorer performing rolling stock on any relevant section of the Network

Service Group: North West~~~~~

1						2		
Service Group: North West								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lancaster	Windermere	Morecambe	Northbound	12246820	185	1	1	0
Lancaster	Windermere	Direct	Northbound	12246820	185	0	0	1
Lancaster	Barrow-in-Furness		Northbound	12246820	185	2 (1)	1	0
Lancaster	Barrow-in-Furness		Northbound	12246820	156	0 (1)	0	0
Manchester Airport	Blackpool North		Northbound	12247822	185	18 (6)	17 (8)	18
Manchester Airport	Blackpool North		Northbound	12247822	156	0 (12)	0 (9)	0
Manchester Airport	Barrow-in-Furness		Northbound	12246820	185	5	6	3
Manchester Airport	Windermere		Northbound	12246820	185	1	1	0
Manchester Airport	Preston		Northbound	12246820	185	0	1	0
Manchester Piccadilly	Barrow-in-Furness		Northbound	12246820	185	1 (0)	0	0
Manchester Piccadilly	Barrow-in-Furness		Northbound	12246820	156	(0) 1	0	0
Oxenholme Lake District	Windermere		Northbound	22356000	185	13	11	10
Preston	Barrow-in-Furness		Northbound	12246820	185	3	3	3

1						2		
Service Group: North West								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Preston	Windermere		Northbound	12246820	185	1	3	1
Preston	Blackpool North		Northbound	12247822	185	2	2	0
Barrow-in-Furness	Manchester Airport	Chorley, Bolton	Southbound	12246820	185	5	4	3
Barrow-in-Furness	Preston		Southbound	12246820	185	3	5	4
Barrow-in-Furness	Lancaster		Southbound	12246820	185	2 (0)	2	0
Barrow-in-Furness	Lancaster		Southbound	12246820	156	(0) 2	0	0
Blackpool North	Manchester Airport	Chorley, Bolton	Southbound	12247822	185	19 (7)	19 (10)	18
Blackpool North	Manchester Airport	Chorley, Bolton	Southbound	12247822	156	0 (12)	0 (9)	0
Blackpool North	Manchester Oxford Road	Chorley, Bolton	Southbound	12247822	185	1 (0)	0	0
Blackpool North	Manchester Oxford Road	Chorley, Bolton	Southbound	12247822	156	0 (1)	0	0
Blackpool North	Preston	Direct	Southbound	12247822	185	0	1	0
Preston	Manchester Airport	Chorley, Bolton	Southbound	12247822	185	1	1	1
Windermere	Preston	Direct	Southbound	12246820	185	1	4	1
Windermere	Oxenholme Lake District	Direct	Southbound	22356000	185	13	10	11

1						2		
Service Group: North West								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Windermere	Manchester Airport	Chorley, Bolton	Southbound	12246820	185	1	2	1
Windermere	Blackpool North		Southbound	12246820 12247822	185	1	0	0
Windermere	Barrow		Southbound	12246820	185	1	0	0

Service Group: Anglo-Scottish

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC [TBC]	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Edinburgh Waverley	Golborne Jn., Shap, Carlisle and Kirknewton	Northbound	12246820 21730001	350	8	7	6
Manchester Airport	Glasgow Central	Golborne Jn., Shap, Carlisle and Beattock	Northbound	12246820 21730001	350	5	5	5
Manchester Airport	Glasgow Central	Shap, Carlisle and Beattock	Northbound	12246820 21730001	185	1	1	0
Manchester Piccadilly	Glasgow Central	Shap, Carlisle and Beattock	Northbound	12246820 21730001	185	1	0	0
Manchester Airport	Preston	Golborne Jn.	Northbound	12246820	185	0	1	0
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle, Shap and Golborne Jn.	Southbound	21730001 12246820	350	7	6	6
Edinburgh Waverley	Manchester Airport	Kirknewton, Carlisle and Shap	Southbound	21730001 12246820	185	1	1	0

1						2		
Service Group: Anglo-Scottish								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC [TBC]	Timing Load	Weekday	Saturday	Sunday
Glasgow Central	Manchester Airport	Beattock, Carlisle, Shap and Golborne Jn.	Southbound	21730001 12246820	350	7	5	4
Glasgow Central	Manchester Airport	Beattock, Carlisle and Shap	Southbound	21730001 12246820	185	0	1	0
Preston	Manchester Airport	Golborne Jn	Southbound	12246820	185	1	1	0
Lancaster	Manchester Airport	Golborne Jn	Southbound	12246820	185	0	1	0