

FORTY SEVENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST/KEOLIS TRANSPENNINE LIMITED

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Relating to amendments to  
Expiry Date of the Track Access Contract and amendments to Schedule 5

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THIS FORTY SEVENTH SUPPLEMENTAL AGREEMENT is dated 13<sup>th</sup> January 2012 and made

Between:

- (1) NETWORK RAIL INFRASTRUCTURE LIMITED (“Network Rail”), a company registered in England under company number 02904587, having its registered office at Kings Place, 90 York Way, London, N1 9AG (“Network Rail”); and
- (2) FIRST/KEOLIS TRANSPENNINE LIMITED (the “Train Operator”), a private company limited by shares registered in England and Wales under company number 04113923, 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 30 January 2004 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the “Contract”).
- B. The parties now propose to enter into this Supplemental Agreement in order to amend the Expiry Date of the Contract, and amend Schedule 5 of the Contract.

IT IS AGREED as follows:

#### 1. INTERPRETATION

In this Supplemental Agreement:

- 1.1 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; and
- 1.2 “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, or the Principal Change Date 2011, whichever is later.

## 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. AMENDMENT TO EXPIRY DATE OF THE CONTRACT

- 3.1 In clause 1.1 Definitions, the definition of “Expiry Date” shall be amended by the deletion of “2012” and replaced with “2013”.

## 4. AMENDMENTS TO SCHEDULE 5

- 4.1 Schedule 5 shall be amended by the deletion of ANNEX G Tables 6.1 Maximum Journey Times Service Group 1 North Trans Pennine, Service Group 2 South Trans Pennine, and Service Group 3 North West and Anglo Scottish and shall be replaced as set out in Part A of this Supplemental Agreement.

- 4.2 Schedule 5 shall be amended by the deletion of ANNEX H Tables 6.2 Fastest Key Journey Times Service Group 1 North Trans Pennine, Service Group 2 South Trans Pennine, and Service Group 3 North West and Anglo Scottish and shall be replaced as set out in Part B of this Supplemental Agreement.

- 4.3 Schedule 5 shall be amended by the deletion of ANNEX I Tables 6.3 Fastest Key Journey Times Service Group 1 North Trans Pennine, Service Group 2 South Trans Pennine, and Service Group 3 North West and Anglo Scottish and shall be replaced as set out in Part C of this Supplemental Agreement.

## 5. GENERAL PROVISIONS

### 5.1 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 Effective Date 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 require otherwise, be read and construed as a reference to the Contract as amended by this Supplemental Agreement.

### 5.2 Law

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

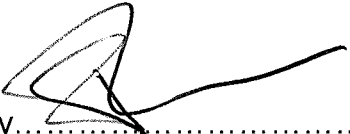
5.3 Third party rights

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.

5.4 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 but one and the same instrument.

IN WITNESS where of Network Rail and the Train Operator have, by their duly authorised representatives executed this Supplemental Agreement on the date first above written.

SIGNED by  .....

Print name P. VERSTER .....

Duly authorised for and on behalf of  
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by  .....

Print name C. NUTTON .....

Duly authorised for and on behalf of  
FIRST/KEOLIS TRANSPENNINE LIMITED

**PART A****ANNEX G****Table 6.1: Maximum Journey Times**

1					2	3	4
<b>Service Group: 3 North West and Anglo Scottish</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Maximum Journey Time (minutes)</b>
Manchester Airport	Edinburgh	Carlisle	Northbound Weekdays Saturdays	21730001	Regular Calling Pattern	Class 185	222
Manchester Airport	Glasgow Central	Carlisle	Northbound Weekdays Saturdays	21730001	Regular Calling Pattern	Class 185	213
Manchester Airport	Barrow-in-Furness	Chorley, Bolton	Northbound Weekdays Saturdays	12246820	Regular Calling Pattern	Class 185	138
Barrow-in-Furness	Manchester Airport	Chorley, Bolton	Southbound Weekdays Saturdays	12246820	Regular Calling Pattern	Class 185	143
Edinburgh	Manchester Airport	Carlisle	Southbound Weekdays Saturdays	21730001	Regular Calling Pattern	Class 185	217 with two trains up to 233 Weekdays and Saturdays
Glasgow Central	Manchester Airport	Carlisle	Southbound Weekdays Saturdays	21730001	Regular Calling Pattern	Class 185	217 and two trains up to 234 on Weekdays and Saturdays

**PART B**

**ANNEX H**

**Table 6.2: Fastest Key Journey Times**

<b>1</b>					<b>2</b>	<b>3</b>	<b>4</b>
<b>Service Group: 1 North Trans Pennine</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Fastest Key Journey Time (minutes)</b>
Manchester Airport	Newcastle		Weekdays	21731000	Regular Calling Pattern	Class 185	176
Liverpool Lime Street	Scarborough		Weekdays Saturdays	21732000	Regular Calling Pattern	Class 185	185
Manchester Piccadilly	Hull		Weekdays Saturdays	21733000	Regular Calling Pattern	Class 170	112
Middlesbrough	Manchester Airport	Yarm	Weekdays Saturdays	21734000	Regular Calling Pattern	Class 185	165

**Table 6.2: Fastest Key Journey Times**

1					2	3	4
<b>Service Group: 2 South Trans Pennine</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Fastest Key Journey Time (minutes)</b>
Cleethorpes	Manchester Airport	Rotherham Masborough, Stockport	Weekdays Saturdays	11817020	Regular Calling Pattern	Class 170	181



**Table 6.2: Fastest Key Journey Times**

1					2	3	4
<b>Service Group: 3 North West and Anglo Scottish<sup>22nd</sup></b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Fastest Key Journey Time (minutes)</b>
Manchester Airport	Barrow-in-Furness	Bolton and Chorley	Weekdays	12247822	Regular Calling Pattern	Class 185	128
Blackpool North	Manchester Airport	Bolton and Chorley	Weekdays	12246820	Regular Calling Pattern	Class 185	88

**PART C**

**ANNEX I**

**Table 6.3: Maximum Key Journey Times**

1					2	3	4
<b>Service Group: 1 North Trans Pennine</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Maximum Key Journey Time (minutes)</b>
Manchester Airport	Newcastle		Eastbound Weekdays Saturdays	21731000	Regular Calling Pattern	Class 185	187
Liverpool Lime Street	Scarborough		Eastbound Weekdays Saturdays	21732000	Regular Calling Pattern	Class 185	190 <sup>1</sup>
Manchester Piccadilly	Hull		Eastbound Weekdays Saturdays	21733000	Regular Calling Pattern	Class 170	118
Manchester Airport	Middlesbrough	Yarm	Eastbound Weekdays Saturdays	21734000	Regular Calling Pattern	Class 185	180SX 185SO

<sup>1</sup> Maximum Key Journey Time does not apply to services departing Liverpool Lime Street between 0700 and 0759

**Table 6.3: Maximum Key Journey Times**

1					2	3	4
<b>Service Group: 1 North Trans Pennine</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Maximum Key Journey Time (minutes)</b>
Newcastle	Manchester Airport		Westbound Weekdays Saturdays	21731000	Regular Calling Pattern	Class 185	185 <sup>2</sup>
Scarborough	Liverpool Lime Street		Westbound Weekdays Saturdays	21732000	Regular Calling Pattern	Class 185	195 and one train up to 200 on Weekdays and Saturdays
Hull	Manchester Piccadilly		Westbound Weekdays Saturdays	21733000	Regular Calling Pattern	Class 170	120
Middlesbrough	Manchester Airport	Yarm	Westbound Weekdays Saturdays	21734000	Regular Calling Pattern	Class 185	177 <sup>3</sup>

<sup>2</sup> The Maximum Key Journey Time does not apply to departures from Newcastle after 2100

3 The Maximum Key Journey Time does not apply to departures from Middlesbrough between 1700 and 1759

**Table 6.3: Maximum Key Journey Times**

1					2	3	4
<b>Service Group: 2 South Trans Pennine</b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Maximum Key Journey Time (minutes)</b>
Manchester Airport	Cleethorpes	Stockport, Rotherham Masborough	Eastbound Weekdays Saturdays	11817020	Regular Calling Pattern	Class 170	187
Manchester Airport	Cleethorpes	Stockport, Rotherham Masborough	Eastbound Weekdays Saturdays	11817020	Regular Calling Pattern plus Habrough	Class 170	190
Cleethorpes	Manchester Airport	Rotherham Masborough, Stockport	Westbound Weekdays Saturdays	11817020	Regular Calling Pattern	Class 170	186 <sup>4</sup>

<sup>4</sup> The Maximum Key Journey Time does not apply to departures from Cleethorpes between 0200 and 0800.

**Table 6.3: Maximum Key Journey Times**

1					2	3	4
<b>Service Group: 3 North West and Anglo Scottish<sup>22nd</sup></b>							
<b>Service description</b>							
<b>From</b>	<b>To</b>	<b>Via</b>	<b>Description</b>	<b>TSC</b>	<b>Calling Pattern</b>	<b>Specified Equipment</b>	<b>Maximum Key Journey Time (minutes)</b>
Manchester Airport	Blackpool North	Bolton, Chorley	Northbound Weekdays Saturdays	12247822	Heald Green, Manchester Piccadilly, Manchester Oxford Road, Deansgate, Salford Crescent, Bolton, Lostock, Horwich Parkway, Chorley, Preston, Poulton le Fylde	Class 185	96 and five trains up to 100 Weekdays and Saturdays
Blackpool North	Manchester Airport	Chorley, Bolton	Southbound Weekdays Saturdays	12247822	Poulton Le Fylde, Preston, Chorley, Horwich Parkway, Lostock, Bolton, Salford Crescent, Deansgate, Manchester Oxford Road, Manchester Piccadilly, Heald Green	Class 185	95 and two trains up to 99 Weekdays and Saturdays