

15th Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

MERSEYRAIL ELECTRICS 2002 LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 1st April 2019

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THIS FIFTEENTH SUPPLEMENTAL AGREEMENT is dated 22 December 2023 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Network Rail, Waterloo General Office, London, SE1 8SW (“Network Rail”); and
- (2) **MERSEYRAIL ELECTRICS 2002 LIMITED**, a company registered in England under number 04356933 having its registered office at Rail House, Lord Nelson Street, Liverpool, Merseyside L1 1JF (the “Train Operator”).

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 1 April 2019 in a form approved by the Office of Rail and Road (ORR) 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 (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, unless the context otherwise requires:

- (A) words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement; and
- (B) “Effective Date” means on the date of this Supplemental Agreement.

2. **EFFECTIVE DATE AND TERM**

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. **AMENDMENTS TO THE CONTRACT**

- 3.1 Amendments to Appendix 7D of Schedule 7 to include class 777/1 Independently Powered Electric Multiple Units (IPEMU) for On Train Metering. Appendix 7D of Schedule 7 to the Contract shall be deleted in its entirety and replaced with Appendix 7D as set out in Annex 1.
- 3.2 Annex B to Part 3 of Schedule 4 - Lookup Table for EBM Weights will be deleted in its entirety and replaced by the table in Annex 2.
- 3.3 Table 2.1 Passenger Train Slots of Schedule 5 of the contract, specific line entries

relating to service groups HE01 (subgroup 1) and HE02 (subgroup) shall be deleted and replaced by those as set out in Annex 3 to this Supplemental Agreement and applied with Effective Date as described in 1 (B).

4. **GENERAL**

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 during the period in which the amendments made by this Supplemental Agreement are to have effect, all references in the Contract to “the contract” or, as the case may be, the “Agreement”, “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 of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by.....

CHRIS PYE

Print name.....

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name.....

Duly authorised for and on behalf of

MERSEYRAIL ELECTRICS 2002 LIMITED

Annex 1

Appendix 7D

"Metered Trains M" for the purposes of paragraph 4.1.1 of Part 2

Train Type	Train ID	Traction Type
Class 777 EMU	N/A	DC
Class 777/1 IPEMU	N/A	DC

Annex 2

Lookup Table for EBM Weights in Annex B to Part 3 of Schedule 4

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments & Other VTPs to Consider	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)				EBMs Total
									From	To	Miles	Trains	From	To	Miles	Trains	
NW 8001 Hunts Cross West Junction to Southport																	
Hunts Cross (HNX)	Liverpool South Parkway (LPL)			HE001	Full bus replacement Hunts Cross to Liverpool South Parkway, trains restart at Liverpool South Parkway.		HE01	100%	HNX	LPL	2.75						£ -
																	£ -
																	£ -
Liverpool South Parkway (LPL)	Liverpool Central (LVC)			HE002	Full bus replacement Hunts Cross to Liverpool Central, trains restart at Liverpool Central.		HE01	100%	HNX	LPL	2.75						£ -
																	£ -
																	£ -
Liverpool Central (LVC)	Sandhills (SDL)			HE003	Full bus replacement Liverpool Central to Sandhills, trains restart at Liverpool Central & Sandhills.		HE01	100%	LVC	SDL	2.75						£ -
																	£ -
																	£ -
Sandhills (SDL)	Seaforth and Litherland (SFL)	If inclusive of Ormskirk/Kirkby branches then see Sandhills to Walton & Sandhills to Rice Lane		HE004	Full bus replacement Sandhills to Seaforth and Litherland, trains restart at Sandhills & Seaforth and Litherland.		HE01	100%	SDL	SFL	3.50						£ -
																	£ -
																	£ -
Seaforth and Litherland (SFL)	Hall Road (HLR)			HE005	Full bus replacement Seaforth and Litherland to Hall Road, trains restart at Seaforth and Litherland & Hall Road.		HE01	100%	SFL	HLR	4.00						£ -
																	£ -
																	£ -
Hall Road (HLR)	Formby (FBY)			HE006	Full bus replacement Hall Road to Formby, trains restart at Hall Road & Formby.		HE01	100%	HLR	FBY	8.25						£ -
																	£ -
																	£ -
Formby (FBY)	Freshfield (FRE)			HE007	Full bus replacement Formby to Freshfield, trains restart at Formby & Freshfield.		HE01	100%	FBY	FRE	1.00						£ -
																	£ -
																	£ -
Freshfield (FRE)	Hillside (HIL)			HE008	Full bus replacement Freshfield to Hillside, trains restart at Freshfield & Hillside.		HE01	100%	FRE	HIL	6.50						£ -
																	£ -
																	£ -
Hillside (HIL)	Southport (SOP)			HE009	Full bus replacement Hillside to Southport, trains restart at Hillside.		HE01	100%	HIL	SOP	3.25						£ -
																	£ -
NW 8005 Sandhills Junction to Ormskirk																	
Sandhills (SDL)	Walton (WAO)	If inclusive of Southport/Kirkby branches then see Sandhills to Seaforth & Sandhills to Rice Lane		HE010	Full bus replacement Sandhills to Walton, trains restart at Sandhills & Walton.		HE01	100%	SDL	WAO	2.50						£ -
																	£ -
																	£ -
Walton (WAO)	Aintree (AIN)			HE011	Full bus replacement Walton to Aintree, trains restart at Walton & Aintree.		HE01	100%	WAO	AIN	1.25						£ -
																	£ -
																	£ -
Aintree (AIN)	Maghull (MAG)			HE012	Full bus replacement Aintree to Maghull, trains restart at Aintree & Maghull.		HE01	100%	AIN	MAG	3.50						£ -
																	£ -
																	£ -
Maghull (MAG)	Town Green (TWN)			HE013	Full bus replacement Maghull to Ormskirk, trains restart at Maghull.		HE01	100%	MAG	TWN	5.25						£ -
																	£ -
																	£ -
Town Green (TWN)	Ormskirk (OMS)			HE014	Full bus replacement Town Green to Ormskirk, trains restart at Town Green.		HE01	100%	TWN	OMS	2.75						£ -
																	£ -
																	£ -
NW 8009 Walton Junction to Kirkby																	
Sandhills (SDL)	Rice Lane (RIL)	If inclusive of Ormskirk/Southport branches then see Sandhills to Walton & Sandhills to Seaforth		HE015	Full bus replacement Sandhills to Rice Lane, trains restart at Sandhills & Rice Lane.		HE01	100%	SDL	RIL	2.75						£ -
																	£ -
																	£ -
Rice Lane (RIL)	Kirkby (KIR)			HE016	Full bus replacement Rice Lane to Kirkby, trains restart at Rice Lane (Headbolt Lane to replace Kirkby as a viable transfer point Summer 2023)		HE01	100%	RIL	KIR	4.25						£ -
																	£ -
																	£ -
Rice Lane (RIL)	Headbolt Lane (HBL)			HE027	Full bus replacement Rice Lane to Headbolt Lane, trains restart at Rice Lane		HE01	100%	RIL	HBL	5.00						£ -
																	£ -
																	£ -

OFFICIAL

NW 8013 Canning Street Junction to Hooton South Junction (Via Loop)												
James Street (LVJ)	James Street (LVJ)	Possession blockage around loop.		HE017	Full bus replacement James Street around loop, trains restart at James Street.	HE02	100%	LVJ	LVJ	3.25		£ -
												£ -
												£ -
James Street (LVJ)	Hamilton Square (HAS)			HE017	Full bus replacement between Birkenhead Central and James Street, also around loop	HE02	100%	BKC	LVJ	4.50		£ -
						HE02	100%	LVJ	LVJ	3.25		£ -
												£ -
Hamilton Square (HAS)	Birkenhead Central (BKC)	If inclusive of other branch then see Hamilton Sq to Birkenhead North		HE018	Full bus replacement Birkenhead Central around loop, trains restart at Birkenhead Central. For Calcs assume 50% of trains on loop are from BIC.	HE02	100%	BKC	LVJ	4.50		£ -
						HE02	50%	LVJ	LVJ	3.25		£ -
												£ -
Birkenhead Central (BKC)	Rock Ferry (RFY)			HE018	Full bus replacement Birkenhead Central to Rock Ferry, trains restart at Birkenhead Central & Rock Ferry.	HE02	100%	BKC	RFY	1.25		£ -
												£ -
Rock Ferry (RFY)	Hooton (HOO)			HE019	Full bus replacement Rock Ferry to Hooton, trains restart at Rock Ferry & Hooton.	HE02	100%	RFY	HOO	8.25		£ -
												£ -
												£ -
NW 3013 Hooton South Junction to Helsby Junction												
Hooton (HOO)	Ellesmere Port (ELP)	If inclusive of Chester branch then see Hooton to Chester		HE020	Full bus replacement Hooton to Ellesmere Port, trains restart at Hooton.	HE02	100%	HOO	ELP	5.25		£ -
												£ -
												£ -
NW 3011 Chester West Junction to Hooton South Junction												
Chester (CHE)	Hooton (HOO)	If inclusive of Ellesmere Port branch then see Hooton to Ellesmere Port		HE021	Full bus replacement Chester to Hooton, trains restart at Hooton.	HE02	100%	HOO	CHE	11.25		£ -
												£ -
												£ -
NW 8011 Mann Island Junction to West Kirby (Via Loop)												
James Street (LVJ)	James Street (LVJ)	Possession blockage around loop.		HE022	Full bus replacement James Street around loop, trains restart at James Street.	HE02	100%	LVJ	LVJ	3.25		£ -
												£ -
												£ -
James Street (LVJ)	Birkenhead North (BKN)			HE022	Full bus replacement between Birkenhead North and James Street, also around loop	HE02	100%	BKN	LVJ	6.25		£ -
						HE02	100%	LVJ	LVJ	3.25		£ -
												£ -
Hamilton Square (HAS)	Birkenhead North (BKN)	If inclusive of other branch then see Hamilton Sq to Birkenhead Central		HE023	Full bus replacement Birkenhead North around loop, trains restart at Birkenhead North. For Calcs assume 50% of trains on loop are from BIN.	HE02	100%	BKN	LVJ	6.25		£ -
						HE02	50%	LVJ	LVJ	3.25		£ -
												£ -
Birkenhead North (BKN)	Hoylake (HOY)	If inclusive of New Brighton branch then see Birkenhead North to New Brighton.		HE024	Full bus replacement Birkenhead North to West Kirby, trains restart at Birkenhead North.	HE02	100%	BKN	HOY	7.75		£ -
						HE02	100%	HOY	WKI	1.50		£ -
												£ -
												£ -
Hoylake (HOY)	West Kirby (WKI)			HE025	Full bus replacement Hoylake to West Kirby, trains restart at Hoylake.	HE02	100%	HOY	WKI	1.50		£ -
												£ -
												£ -
NW 8015 Bidston East Junction to New Brighton												
Birkenhead North (BKN)	New Brighton (NBN)	If inclusive of West Kirby branch then see Birkenhead North to West Kirby.		HE026	Full bus replacement Birkenhead North to New Brighton, trains restart at Birkenhead North.	HE02	100%	BKN	NBN	4.50		£ -
												£ -

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NW 8009 Walton Junction to Kirkby														
Sandhills (SDL)	Headbolt Lane (HBL)	For Saturday & Weekdays possessions full bus replacement will apply. Possessions between Liverpool Central/Sandhills/ Walton/Rice Lane will prevent		HE028	Full bus replacement Sandhills to Headbolt Lane.		HE01	100%	SDL	RIL	2.75			£ -
							HE01	100%	RIL	HBL	5.00			£ -
NW 8005 Sandhills Junction to Ormskirk														
Sandhills (SDL)	Ormskirk (OMS)	For Saturday & Weekdays possessions full bus replacement will apply. Possessions between Liverpool Central/Sandhills/ Walton/Rice Lane will prevent running a full service on these days.		HE029	Full bus replacement Sandhills to Ormskirk.		HE01	100%	SDL	WAO	2.50			£ -
							HE01	100%	WAO	AIN	1.25			£ -
							HE01	100%	AIN	MAG	3.50			£ -
							HE01	100%	MAG	TWN	5.25			£ -
							HE01	100%	TWN	OMS	2.75			£ -

Annex 3 – Amendments to Schedule 5 table 2.1 – effective from the date of ORR approval as described in 1 (B) above

Table 2.1: Passenger Train Slots

1						2					
Service Group: HE01 Northern Line											
Service description						Passenger Train Slots					
Sub Group 1: Southport – Hunts Cross											
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Southport	Liverpool Central		Stopping	12302012	EMUDC-75	17		55	72	72	58
Liverpool Central	Hunts Cross		Stopping	12301012	EMUD C-75	16		55	71	71	32
Hunts Cross	Liverpool Central		Stopping	12301012	EMUD C-75	16		54	70	70	31
Liverpool Central	Southport		Stopping	12302012	EMUD C-75	16		56	72	72	60

1						2					
Service Group: HE01 Northern Line											
Service description						Passenger Train Slots					
Sub Group 2: Headbolt Lane – Liverpool Central											
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Headbolt Lane ¹	Liverpool Central		Stopping	12303012	EMUDC-75	16		45	61	61	31
Liverpool Central	Headbolt Lane		Stopping	12303012	EMUDC-75	16		46	62	62	33

Notes to Table:

1 Headbolt Lane is valid from the date the station is commissioned and available for passenger service, as set out in the 6th Supplemental Agreement. Passenger services will continue to call at Kirkby if construction of the station is delayed.

1						2					
Service Group: HE01 Northern Line											
Service description						Passenger Train Slots					
Sub Group 3: Ormskirk – Liverpool Central											
From	To	Via	Description	TSC ¹	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Ormskirk	Liverpool Central		Stopping		EMUDC-75	16		46	62	62	32
Liverpool Central	Ormskirk		Stopping		EMUDC-75	16		46	62	62	32

¹ Train Service Code 12304212 applies between Liverpool Central/Ormskirk when Service is sponsored by Merseyside Passenger Transport Executive, otherwise Train Service Code 22304003 applies.

1						2					
Service Group: HE02 Wirral Line											
Service description						Passenger Train Slots					
Sub Group 4: New Brighton – Liverpool Central											
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
New Brighton	Liverpool Central		Stopping	12305012	EMUDC-75	16		44	60	60	32
Liverpool Central	New Brighton		Stopping	12305012	EMUD C-75	16		44	60	60	32

1						2					
Service Group: HE02 Wirral Line											
Service description						Passenger Train Slots					
Sub Group 5: West Kirby – Liverpool Central											
From	To	Via	Description	TSC	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
West Kirby	Liverpool Central		Stopping	12305012	EMUDC-75	16		43	59	59	31
Liverpool Central	West Kirby		Stopping	12305012	EMUD C-75	16		43	59	59	32

1						2					
Service Group: HE02 Wirral Line											
Service description						Passenger Train Slots					
Sub Group 6: Chester – Liverpool Central											
From	To	Via	Description	TSC ²	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Chester	Liverpool Central		Stopping		EMUDC-75	13		47	60	57	32
Liverpool Central	Chester		Stopping		EMUD C-75	14		46	60	58	32

² Train Service Code 12306212 applies between Liverpool Loop/Chester and Ellesmere Port when Service is sponsored by Merseyside Passenger Transport Executive, otherwise Train Service Code 22306003 applies

1						2					
Service Group: HE02 Wirral Line											
Service description						Passenger Train Slots					
Sub Group 7: Ellesmere Port – Liverpool Central											
From	To	Via	Description	TSC ³	Timing Load	Peak times		Off-Peak times	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Ellesmere Port	Liverpool Central		Stopping		EMUDC-75		9	27	36	35	32
Liverpool Central	Ellesmere Port		Stopping		EMUDC-75		8	28	36	36	32

³ Train Service Code 12306212 applies between Liverpool Loop/Chester and Ellesmere Port when Service is sponsored by Merseyside Passenger Transport Executive, otherwise Train Service Code 22306003 applies

1						2					
Service Group: HE02 Wirral Line											
Service description						Passenger Train Slots					
Sub Group 6 & 7 Short Working: Hooton – Liverpool Central											
From	To	Via	Description	TSC ⁴	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Hooton	Liverpool Central		Stopping		EMUDC-75	0		2	2	4	3
Liverpool Central	Hooton		Stopping		EMUDC-75	0		1	1	1	1

⁴ Train Service Code 12306212 applies between Liverpool Loop/Chester and Ellesmere Port when Service is sponsored by Merseyside Passenger Transport Executive, otherwise Train Service Code 22306003 applies

1						2					
Service Group: HE02 Wirral Line											
Service description											
Sub Group 4,5,6&7											
From	To	Via	Description	TSC ^{5 6}	Timing Load	Peak times		Off-Peak times	Weekday	Saturday	Sunday
						Morning Peak	Evening Peak				
Liverpool Central	Moorfields		Stopping		EMUDC-75	57		160	217	213	129
Moorfields	Liverpool Central		Stopping		EMUDC-75	61		160	221	214	129
Liverpool Central	Liverpool Central		Stopping		EMUDC-75	60		160	220	214	129

⁵ Train Service Code 12306212 applies between Liverpool Loop/Chester and Ellesmere Port when Service is sponsored by Merseyside Passenger Transport Executive, otherwise Train Service Code 22306003 applies

⁶ Train Service Code 12305012 applies between Liverpool Loop and New Brighton/West Kirby