

Thirteenth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

ABELLIO EAST MIDLANDS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 1st September 2020

THIS THIRTEENTH SUPPLEMENTAL AGREEMENT is dated 28 October 2022 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 (“Network Rail”); and
- (2) **ABELLIO EAST MIDLANDS LIMITED**, (the “Train Operator”), a company registered in England under number 09860485 having its registered office at 2nd floor St Andrew’s House, 18-20 St Andrew Street, London, EC4A 3AG.

WHEREAS:

- (A) Network Rail and East Midlands Trains Limited entered into a Track Access Contract (Passenger Services) dated 1st September 2020 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (this track access contract is hereafter referred to as the “**Contract**”).
- (B) The rights and obligations of East Midlands Trains Limited under the Contract were transferred to the Train Operator pursuant to a transfer scheme made by the Secretary of State for Transport on 18 August 2019 under Schedule 2 of the Transport Act 2005.
- (C) The parties propose to enter into this Supplemental Agreement in order to amend Appendix 1 of Schedule 8 within the Contract.

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 made 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 date of this Supplemental Agreement.

3. **RETROSPECTIVE EFFECT**

Notwithstanding the Effective Date the amendments shall be applied retrospectively from 00:01 on 26 June 2022.

3.1 ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

3.2 AMENDMENTS TO THE CONTRACT

Appendix 1 of Schedule 8 shall be deleted in its entirety and replaced by a new Appendix 1 of Schedule 8 as set out in Annex A to this Supplemental Agreement.

The Performance Points listed in columns B and D within Appendix 1 of Schedule 8 are to be amended to reflect corrections to berthing offsets.

5. 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.

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. LAW

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

8. 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: Gary Walsh

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED



SIGNED by...!

Print name: Paul Barnfield

Duly authorised for and on behalf of
ABELLIO EAST MIDLANDS LIMITED

EMR Thirteenth Supplemental

Annex A

APPENDIX 1 TO SCHEDULE 8

A	B	C	D	E	F	G	H	I	J	K	
Service Group	Network Rail	Payment Rate	TOC		Cancellation Minutes	Cap	Service code	Direction	Monitoring Point	Weighting	
	Performance Point		Performance Point	Payment Rate							
EM01 East Midlands Local All Trains	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	79	270	275	Derby - Nottingham (stopping)	Forward	DERBY	[Redacted]
	2020-21 [Redacted]						275	Derby - Nottingham (stopping)	Reverse	NOTTINGHAM	[Redacted]
	2021-22 [Redacted]						277	Nottingham - Newark - Lincoln	Forward	NEWARK NORTH GATE	[Redacted]
	2022-23 [Redacted]						277	Nottingham - Newark - Lincoln	Forward	NOTTINGHAM	[Redacted]
	2023-24 [Redacted]						277	Nottingham - Newark - Lincoln	Forward	NEWARK CASTLE	[Redacted]
							277	Nottingham - Newark - Lincoln	Reverse	LINCOLN CENTRAL	[Redacted]
							277	Nottingham - Newark - Lincoln	Reverse	NEWARK CASTLE	[Redacted]
							321	Nottingham - Leicester	Forward	LEICESTER	[Redacted]
							321	Nottingham - Leicester	Reverse	NOTTINGHAM	[Redacted]
							323	Derby - Matlock	Forward	MATLOCK	[Redacted]
							323	Derby - Matlock	Reverse	DERBY	[Redacted]
							325	Nottingham - Mansfield - Worksop	Forward	NOTTINGHAM	[Redacted]
							325	Nottingham - Mansfield - Worksop	Reverse	MANSFIELD WOODHOUSE	[Redacted]
							325	Nottingham - Mansfield - Worksop	Reverse	WORKSOP	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Forward	DONCASTER	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Forward	LINCOLN CENTRAL	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Forward	SPALDING	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Reverse	LINCOLN CENTRAL	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Reverse	PETERBOROUGH	[Redacted]
							812	Doncaster - Lincoln - Spalding/Peterborough	Reverse	SLEAFORD	[Redacted]
EM02 East Midlands Regional All Trains	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	90	270	320	Crewe - Stoke - Derby	Forward	CREWE	[Redacted]
	2020-21 [Redacted]						320	Crewe - Stoke - Derby	Forward	STOKE-ON-TRENT	[Redacted]
	2021-22 [Redacted]						320	Crewe - Stoke - Derby	Reverse	DERBY	[Redacted]
	2022-23 [Redacted]						320	Crewe - Stoke - Derby	Reverse	STOKE-ON-TRENT	[Redacted]
	2023-24 [Redacted]						832	Nottingham - Grantham - Skegness	Forward	GRANTHAM	[Redacted]
							832	Nottingham - Grantham - Skegness	Forward	NOTTINGHAM	[Redacted]
							832	Nottingham - Grantham - Skegness	Forward	BOSTON	[Redacted]
							832	Nottingham - Grantham - Skegness	Reverse	BOSTON	[Redacted]
							832	Nottingham - Grantham - Skegness	Reverse	SKEGNESS	[Redacted]
							832	Nottingham - Grantham - Skegness	Reverse	GRANTHAM	[Redacted]
							836	Newark Northgate - Lincoln - Grimsby/Cleethorpes	Forward	LINCOLN CENTRAL	[Redacted]
							836	Newark Northgate - Lincoln - Grimsby/Cleethorpes	Reverse	CLEETHORPES	[Redacted]
							836	Newark Northgate - Lincoln - Grimsby/Cleethorpes	Reverse	GRIMSBY TOWN	[Redacted]

OFFICIAL

						152	London St Pancras - Derby - Sheffield (Semi-fast)	Reverse	LEICESTER	[Redacted]
						152	London St Pancras - Derby - Sheffield (Semi-fast)	Reverse	DERBY	[Redacted]
						152	London St Pancras - Derby - Sheffield (Semi-fast)	Reverse	SHEFFIELD	[Redacted]
						152	London St Pancras - Derby - Sheffield (Semi-fast)	Reverse	YORK	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Forward	LEICESTER	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Forward	BEDFORD	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Forward	LONDON ST PANCRAS INT	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Reverse	BEDFORD	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Reverse	LEICESTER	[Redacted]
						154	London St Pancras - Nottingham (Semi-fast)	Reverse	NOTTINGHAM	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Forward	KETTERING	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Forward	LUTON	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Forward	LONDON ST PANCRAS INT	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Reverse	LUTON	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Reverse	KETTERING	[Redacted]
						156	London St Pancras - Kettering/Corby (Semi-fast)	Reverse	CORBY	[Redacted]