

TENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

TRANSPORT FOR WALES RAIL LTD

relating to Schedule 5 of the Track Access Contract

THIS TENTH SUPPLEMENTAL AGREEMENT

is dated 8th Dec 2022 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** (“**Network Rail**”), a private company limited by shares registered in England and Wales under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **TRANSPORT FOR WALES RAIL LTD** (the “**Train Operator**”), a company registered in England and Wales under number 12619906, whose registered office is at 3 Llys Cadwyn, Pontypridd, CF37 4TH

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 6th August 2020 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the “**Contract**”);
- B. The Contract was novated from Keolis Amey Operations/Gweithrediadau Keolis Amey Limited to the Train Operator pursuant to a Deed of Novation dated 7 February 2021.
- C. The parties now propose to enter into this Supplemental Agreement in order to make changes within Schedule 5.

IT IS HEREBY 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**” shall mean the later of:
 - the date upon which the Office of Rail and Road issues its approval pursuant to Section 22 of the Act of the terms of this Supplemental Agreement; and
 - 0200 hours on 11 December 2022.

2. EFFECTIVE DATE AND DURATION

- 2.1 The amendments made to the Contract 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 In Schedule 5 Table 2.1, the entries for Service Group HL08 (Winter) and HL08 (Summer) shall be deleted and replaced with the entries as shown in Appendix 1 to this Supplemental Agreement.
- 3.2 In Schedule 5 Table 2.2, the entries for Service Group HL08 (Winter) and HL08 (Summer) shall be deleted in their entirety.
- 3.3 In Schedule 5 Table 4.1, the entries for Service Group HL08 (Winter) and HL08 (Summer) shall

be deleted and replaced with the entries as shown in Appendix 2 to this Supplemental Agreement.

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 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 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 in England and Wales.

6. 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.


7. 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.

IN WITNESS WHEREOF 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)
for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

Nick
Millington

 Digitally signed by Nick Millington
Date: 2022.12.08 13:46:25 Z

SIGNED BY)
for and on behalf of)
TRANSPORT FOR WALES)
RAIL LTD)



Jan Chaudhry-Van der Velde
Gyfarwyddwyr Rheoli / Managing Director

Appendix 1

Table 2.1: Passenger Train Slots

1						2		
Service Group: HL08						Passenger Train Slots		
Service Description: North Wales Interurban (Winter)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Bangor	Chester	Llandudno Jn	8.1.1	22340000	150	1	0	0
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	150	1	0	0
Chester	Crewe	Beeston	8.1.6	22340000	150	15	16	23
Chester	Holyhead	Conwy	8.1.7	22340000	150	12	13	5
Chester	Llandudno Junction	Flint	8.1.8	22340000	150	2	0	0
Crewe	Chester	Beeston	8.1.9	22340000	150	17	17	10
Crewe	Holyhead	Conwy	8.1.10	22340000	150	3	2	13
Holyhead	Chester	Conwy	8.1.12	22340000	150	15	15	7
Holyhead	Shrewsbury	Crewe	8.1.13	22340000	150	0	0	1
Holyhead	Crewe	Conwy	8.1.14	22340000	150	3	2	3
Llandudno	Crewe	Chester	8.1.15	22340000	150	1	1	0
Llandudno Junction	Bangor	Penmaenmawr	8.1.16	22340000	150	2	0	0
Llandudno Junction	Chester	Flint	8.1.17	22340000	150	3	0	1
Llandudno Junction	Crewe	Chester	8.1.18	22340000	150	2	2	0
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	150	5	4	10
Chester	Manchester Piccadilly	Earlestown	8.2.3	22345000	150	1	2	3
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	150	0	0	1
Llandudno	Chester	Flint	8.2.6	22345000	150	0	1	0
Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	150	11	12	0
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	150	5	5	9

Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	150	9	12	0
Manchester Piccadilly	Chester	Earlestown	8.2.12	22345000	150	1	1	5
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	150	2	0	1
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	150	1	1	0
Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	150	0	1	0
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	150	4	0	1
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	150	1	0	0
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	150	0	1	0
Chester	Liverpool Lime Street	Runcorn	8.3.1	22345001	150	18	16	15
Liverpool Lime Street	Chester	Runcorn	8.3.2	22345001	150	18	16	15

1						2		
Service Group: HL08						Passenger Train Slots		
Service Description: North Wales Interurban (Summer)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Bangor	Chester	Llandudno Jn	8.1.1	22340000	150	1	0	0
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	150	1	0	0
Bangor	Crewe	Chester	8.1.3	22340000	150	0	0	1
Chester	Crewe	Beeston	8.1.7	22340000	150	15	16	22
Chester	Holyhead	Conwy	8.1.8	22340000	150	12	13	5
Chester	Llandudno Junction	Flint	8.1.9	22340000	150	2	0	0
Crewe	Chester	Beeston	8.1.10	22340000	150	17	17	10
Crewe	Holyhead	Conwy	8.1.11	22340000	150	3	2	12
Holyhead	Shrewsbury	Crewe	8.1.13	22340000	150	0	0	1

Holyhead	Chester	Conwy	8.1.14	22340000	150	15	15	6
Holyhead	Crewe	Conwy	8.1.15	22340000	150	3	2	3
Llandudno	Crewe	Chester	8.1.16	22340000	150	1	1	0
Llandudno Junction	Bangor	Penmaenmawr	8.1.17	22340000	150	2	0	0
Llandudno Junction	Chester	Flint	8.1.18	22340000	150	3	0	1
Llandudno Junction	Crewe	Chester	8.1.19	22340000	150	2	2	0
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	150	5	4	10
Chester	Manchester Piccadilly	Earlestown	8.2.3	22345000	150	1	2	3
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	150	0	0	1
Llandudno	Chester	Flint	8.2.6	22345000	150	0	1	0
Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	150	11	12	0
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	150	5	5	9
Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	150	9	12	0
Manchester Piccadilly	Chester	Earlestown	8.2.12	22345000	150	1	1	5
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	150	2	0	1
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	150	1	1	0
Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	150	0	1	0
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	150	4	0	1
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	150	1	0	0
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	150	0	1	0
Chester	Liverpool Lime Street	Runcorn	8.3.1	22345001	150	18	16	15
Liverpool Lime Street	Chester	Runcorn	8.3.2	22345001	150	18	16	15

Appendix 2

Table 4.1: Calling Patterns

1					2	
Service Group: HL08					Calling patterns	
Service Description: North Wales Interurban (Winter)						
From	To	Via	Description	TSC	Regular calling patterns	Additional stations
Bangor	Chester	Llandudno Junction	8.1.1	22340000	All stations	
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	All stations	
Chester	Crewe	Beeston	8.1.6	22340000	All stations	
Chester	Holyhead	Conwy	8.1.7	22340000	All stations	
Chester	Llandudno Junction	Flint	8.1.8	22340000	All stations	
Crewe	Chester	Beeston	8.1.9	22340000	All stations	
Crewe	Holyhead	Conwy	8.1.10	22340000	All stations	
Holyhead	Chester	Conwy	8.1.12	22340000	All stations	
Holyhead	Shrewsbury	Chester	8.1.13	22340000	All stations	
Holyhead	Crewe	Conwy	8.1.14	22340000	Bangor, Llandudno Junction, Colwyn Bay, Rhyl, Chester	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Prestatyn, Fflint.
Llandudno	Crewe	Chester	8.1.15	22340000	All stations	
Llandudno Junction	Bangor	Penmaenmawr	8.1.16	22340000	All stations	
Llandudno Junction	Chester	Flint	8.1.17	22340000	All stations	
Llandudno Junction	Crewe	Chester	8.1.18	22340000	All stations	
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows,	East Didsbury

					Manchester Oxford Road, Manchester Piccadilly	
Chester	Manchester Piccadilly	Earlestown	8.2.3	22345000	Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road	
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Bangor, Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Fflint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road	
Llandudno	Chester	Flint	8.2.6	22345000	All stations	
Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Fflint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby	East Didsbury

Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay, Llandudno Junction	East Didsbury
Manchester Piccadilly	Chester	Earlestown	8.2.12	22345000	Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby	
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Bangor, Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Flint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	Colwyn Bay, Abergele, Rhyl, Prestatyn, Flint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury

Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Flint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay, Llandudno Junction, Conwy, Penmaenmawr, Llanfairfechan, Bangor, Llanfairpwll, Bodorgan, Ty Croes, Rhosneigr, Valley	East Didsbury
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay	East Didsbury
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank	East Didsbury

						Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay, Llandudno Junction, Conwy, Penmaenmawr, Llanfairfechan	
Chester	Liverpool Lime Street	Runcorn	8.3.1	22345001		Helsby, Frodsham, Runcorn, Liverpool South Parkway	
Liverpool Lime Street	Chester	Runcorn	8.3.2	22345001		Liverpool South Parkway, Runcorn, Frodsham, Helsby	

1					2		
Service Group: HL08					Calling patterns		
Service Description: North Wales Interurban (Summer)							
From	To	Via	Description	TSC	Regular patterns	calling	Additional stations
Bangor	Chester	Llandudno Junction	8.1.1	22340000	All stations		
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	All stations		
Bangor	Crewe	Chester	8.1.3	22340000	All stations		
Chester	Crewe	Beeston	8.1.7	22340000	All stations		
Chester	Holyhead	Conwy	8.1.8	22340000	All stations		
Chester	Llandudno Junction	Flint	8.1.9	22340000	All stations		
Crewe	Chester	Beeston	8.1.10	22340000	All stations		
Crewe	Holyhead	Conwy	8.1.11	22340000	All stations		
Holyhead	Shrewsbury	Chester	8.1.13	22340000	All stations		
Holyhead	Chester	Conwy	8.1.14	22340000	All stations		

Holyhead	Crewe	Conwy	8.1.15	22340000	Bangor, Llandudno Junction, Colwyn Bay, Rhyl, Chester	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Prestatyn, Fflint.
Llandudno	Crewe	Chester	8.1.16	22340000	All stations	
Llandudno Junction	Bangor	Penmaenmawr	8.1.17	22340000	All stations	
Llandudno Junction	Chester	Flint	8.1.18	22340000	All stations	
Llandudno Junction	Crewe	Chester	8.1.19	22340000	All stations	
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Chester	Manchester Piccadilly	Earlestown	8.2.3	22345000	Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road	
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Bangor, Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Fflint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road	
Llandudno	Chester	Flint	8.2.6	22345000	All stations	

Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Fflint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby	East Didsbury
Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby	East Didsbury
Manchester Piccadilly	Chester	Earlestown	8.2.12	22345000	Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby	
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	Valley, Rhosneigr, Ty Croes, Bodorgan, Llanfairpwll, Bangor, Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Fflint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford	East Didsbury

					Road, Manchester Piccadilly	
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	Colwyn Bay, Abergele, Rhyl, Prestatyn, Flint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	Llanfairfechan, Penmaenmawr, Conwy, Llandudno Junction, Colwyn Bay, Abergele, Rhyl, Prestatyn, Flint, Shotton (Low Level), Chester, Helsby, Frodsham, Runcorn East, Warrington Bank Quay, Earlestown, Newton-le-Willows, Manchester Oxford Road, Manchester Piccadilly	East Didsbury
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay, Llandudno Junction, Conwy, Penmaenmawr, Llanfairfechan, Bangor, Llanfairpwll, Bodorgan, Ty Croes, Rhosneigr, Valley	East Didsbury
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-	East Didsbury

					Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay	
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	Manchester Piccadilly, Manchester Oxford Road, Newton-le-Willows, Earlestown, Warrington Bank Quay, Runcorn East, Frodsham, Helsby, Chester, Shotton (Low Level), Flint, Prestatyn, Rhyl, Abergele, Colwyn Bay, Llandudno Junction, Conwy, Penmaenmawr, Llanfairfechan	East Didsbury
Chester	Liverpool Lime Street	Runcorn	8.3.1	22345001	Helsby, Frodsham, Runcorn, Liverpool South Parkway	
Liverpool Lime Street	Chester	Runcorn	8.3.2	22345001	Liverpool South Parkway, Runcorn, Frodsham, Helsby	