

Eleventh 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

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THIS ELEVENTH SUPPLEMENTAL AGREEMENT is dated 6th December 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 Abellio East Midlands 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 parties propose to enter into this Supplemental Agreement in order to amend Schedule 5 of 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 For the purposes of this Supplemental Agreement, “Effective Date” means the later of:
 - (a) 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
 - (b) 02.00 on the Principal Change Date 2022.

3 **AMENDMENTS TO THE CONTRACT**

- 3.1 In Schedule 5 Table 2.1 of the Contract, the entries for Service Group EM03 Liverpool-Norwich shall be deleted and replaced with the entry as set out in Annex A to this Supplemental Agreement.
- 3.2 In Schedule 5 Table 2.2 of the Contract, the entries for Service Groups EM01, EM02 and EM03 shall be deleted and replaced with the entries as set out in Annex B 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.....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

Annex A

Schedule 5 - Table 2.1 EM03

OFFICIAL

1						2		
Service Group : EM03 Liverpool – Norwich								
Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Liverpool Lime Street	Norwich	Warrington Central, Manchester Piccadilly, Sheffield, Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely	EM03	22269000	158	11	11	5
Manchester Piccadilly	Nottingham	Warrington Central, Manchester Piccadilly, Sheffield, Dronfield, Erewash Valley and Toton	EM03	22269000	158	1	1	1
Liverpool Lime Street	Nottingham	Warrington Central, Manchester Piccadilly, Sheffield, Dronfield and Erewash Valley	EM03	22269000	158	4	5	4
Manchester Piccadilly	Norwich	Sheffield, Dronfield, Erewash Valley, Nottingham, Loughborough, Oakham, Peterborough and Ely	EM03	22269000	158	0	0	1
Norwich	Liverpool Lime Street	Ely, Peterborough, Grantham, Nottingham, Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central	EM03	22269000	158	11	11	4
Norwich	Manchester Piccadilly	Ely, Peterborough, Grantham, Nottingham, Erewash Valley Dronfield and Sheffield	EM03	22269000	158	1	1	2
Norwich	Nottingham	Ely, Peterborough and Grantham	EM03	22269000	158	1	1	3
Norwich	Sheffield	Ely, Peterborough, Grantham, Nottingham, Erewash Valley and Dronfield	EM03	22269000	158	0	1	0
Nottingham	Liverpool Lime Street	Erewash Valley, Beighton Junction, Sheffield, Manchester Piccadilly and Warrington Central	EM03	22269000	158	1	1	0

OFFICIAL

1						2		
Service Group : EM03 Liverpool – Norwich								
Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Liverpool Lime Street	Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central	EM03	22269000	158	2	2	4
Nottingham	Norwich	Grantham, Peterborough and Ely	EM03	22269000	158	1	0	1
Nottingham	Norwich	Loughborough, Oakham, Peterborough and Ely	EM03	22269000	158	2	3	0
Peterborough	Liverpool Lime Street	Grantham, Nottingham, Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central	EM03	22269000	158	0	0	1
Peterborough	Nottingham	Oakham & Leicester	EM03 changes to EM01	22269000 changes to 22321000 at Leicester	158	1	0	0
Sheffield	Norwich	Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely	EM03	22269000	158	0	1	2
Sheffield	Nottingham	Dronfield, Erewash Valley	EM03	22269000	158	1	1	0

Annex B

Schedule 5 - Tables 2.2 EM01, EM02, EM03

Table 2.2: Additional Passenger Train Slots^{1st 4th 8th}

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lincoln	Newark North Gate	Direct	EM01	22277000	156	0	2	0

OFFICIAL

1						2		
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Cleethorpes	Newark North Gate	Market Rasen	EM02	22836000	156	1	0	0

OFFICIAL

1						2		
Service Group : EM03 Liverpool – Norwich								
Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Peterborough	Grantham	EM03	22269000	158	1	0	0
Norwich	Sheffield	Ely, Peterborough, Grantham, Nottingham, Erewash Valley and Dronfield	EM03	22269000	158	2	1	0
Sheffield	Norwich	Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely	EM03	22269000	158	1	0	1

Notes to table:

All rights expire on the Subsidiary Change Date 2023.