

FORTY THIRD SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

NORTHERN TRAINS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 03 MARCH 2016

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THIS FORTY THIRD SUPPLEMENTAL AGREEMENT is dated 23rd January 2023 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN (“**Network Rail**”); and
- (2) **NORTHERN TRAINS LIMITED**, a company registered in England under number 03076444, having its registered office at George Stephenson House, Toft Green, York, YO1 6JT (the “**Train Operator**”).

BACKGROUND:

- (A) Network Rail and Arriva Rail North Limited entered into a Track Access Contract (Passenger Services) dated 3 March 2016 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the “**Contract**”).
- (B) On 1st March 2020, the rights and obligations of Arriva Rail North Limited under the contract were transferred to the Train Operator pursuant to a transfer scheme made by the Secretary of State for Transport on 1st March under schedule 2 of the Railways Act 2005.
- (C) The parties propose to amend the Contract in the manner and on the terms described below.

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” means the date on which the Office of Rail and Road issues its approval pursuant to section 22 of the Act, of the terms of this Supplemental Agreement

2. EFFECTIVE DATE AND TERM

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 at the Expiry Date or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 a) In Table 2.1: Passenger Train Slots of Schedule 5 of the Contract, the section relating to Service Group ED08 North Manchester shall be deleted in its entirety and replaced by the Table 2.1 in Annex 1 to this Supplemental Agreement
- b) In Table 4.1: Calling Patterns of Schedule 5 of the Contract, the section relating to Service Group ED08 North Manchester shall be deleted in its entirety and replaced by the Table 4.1 in Annex 2 to this Supplemental Agreement

4. GENERAL

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 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 WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, entered into this Supplemental Agreement on the date first above written.

SIGNED by

PHIL JAMES

duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

SIGNED by

ROB WARNES)
duly authorised for and on behalf of)
NORTHERN TRAINS LIMITED)

Annex 1

Service Group ED08 – North Manchester

Table 2.1: Passenger Train Slots ^{16th 18th 29th 30th 39th 43rd}

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday 3	Saturday	Sunday
						Morning Peak	Evening Peak				
Southport	Stalybridge	Bolton	ED08.23	12220821 12224820	156	3	3	8	14	14	0
Stalybridge	Southport					3	3	7	13	13	0
Southport	Manchester Victoria					0	0	1	1	1	0
Manchester Victoria	Southport					0	0	2	2	2	0
Southport	Manchester Oxford Road	Bolton		12224820	156	3	0	13	16	16	0
Manchester Oxford Road	Southport					0	3	13	16	16	0

Manchester Victoria	Wigan North Western	Eccles			319	0	3	3	6	0	0
Wigan North Western	Manchester Victoria					3	0	3	6	0	0
Manchester Victoria	Southport	Atherton	ED08.3	12225820	156	0	0	0	0	0	1
Southport	Manchester Victoria				156	0	0	0	0	0	1
Southport	Rochdale			12225820 12242110		0	0	0	0	0	1
Blackburn	Southport		ED08.24	12225820		0	0	1	1	1	13
Southport	Blackburn			12242110 12225110 12220821		0	0	0	0	0	13

Notes to Table:

1 Peak times – arriving Manchester Victoria/Manchester Oxford Road between 0600 and 0959, departing from Manchester Victoria/Manchester Oxford Road between 1559 and 18592

2 Off-Peak times - arriving at and departing from Manchester Victoria/Manchester Oxford Road outside Peak time

3 Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times1		Off-Peak times2	Weekday 3	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Kirkby ⁴			12225820		0	0	2	2	2	0
	Headbolt Lane ⁵			12240820							
Manchester Victoria	Wigan Wallgate	Atherton		12225820		0	0	0	0	1	15
Wigan Wallgate	Manchester Victoria					1	0	3	4	3	16

Notes to Table:

1 Peak times – arriving Manchester Victoria between 0600 and 0959, departing Manchester Victoria between 1559 and 1859

2 Off-Peak times - arriving at and departing from Manchester Victoria outside Peak times

3 Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

4 Kirkby rights expire when Headbolt Lane is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement

5 Headbolt Lane rights valid from the date the station is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement

Stalybridge	Wigan North Western	Bolton	ED08.9	12224110	0	0	2	2	2	15	
				12220821							
Wigan North Western	Stalybridge			0	0	0	0	0	0	15	
Stalybridge	Wigan Wallgate			150	0	0	0	0	0	0	
Wigan Wallgate	Stalybridge	150	1	0	2	3	3	0			

Notes to Table:

1 Kirkby rights expire when Headbolt Lane is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement

2 Headbolt Lane rights valid from the date the station is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				

Manchester Victoria	Wigan North Western		ED08.13	12224110	150	0	0	1	1	1	1
Wigan North Western	Manchester Victoria					0	0	0	0	0	1
Manchester Victoria	Clitheroe	Blackburn	ED08.15	12349820	150	0	0	1	1	1	15
Clitheroe	Manchester Victoria			12223820		0	0	1	1	1	14
Clitheroe	Blackburn	Direct				0	0	1	1	1	0
Manchester Victoria						0	0	0	0	0	1
Blackburn	Manchester Victoria					0	0	0	0	0	1
Rochdale	Clitheroe			12349820		3	3	10	16	16	0
Clitheroe	Rochdale			12223820		4	3	10	17	17	0
				12242110							
Rochdale	Blackburn			12349820	150	3	3	10	16	16	0
Blackburn	Rochdale			12223820		2	3	8	13	13	0
				12242110							
1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC		Peak times¹				Saturday	Sunday

					Timing Load	Morning Peak	Evening Peak	Off-Peak times ²	Weekday ³		
Blackburn	Clitheroe	Direct	ED08.15	12349820	150	0	0	2	2	2	0
Manchester Victoria	Stalybridge	Direct	ED08.19	12220821 12220110	150 150	0	3	14	17	17	1
Stalybridge	Manchester Victoria					4	0	14	18	18	0
Manchester Victoria	Blackburn		ED08.20	12242110		0	0	3	3	3	1
Blackburn	Manchester Victoria		0	0		1	1	2	4		

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Manchester Victoria	Rochdale	Direct	ED08.20	12242110	150	0	0	3	3	3	0

Notes to Table:

1 Peak times – arriving Manchester Victoria between 0600 and 0959, departing Manchester Victoria between 1559 and 1859

2 Off-Peak times - arriving at and departing from Manchester Victoria outside Peak times

3 Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

1						2					
Service Group ED08											
Service description: North Manchester						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Week day ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Southport	Wigan Wallgate	Direct	ED08.2	12224820	156	0	0	2	2	2	0
Wigan Wallgate	Southport					0	0	1	1	1	0

Notes to Table:

1 Peak times – arriving Wigan Wallgate between 0600 and 0959, departing from Wigan Wallgate between 1559 and 1859

2 Off-Peak times – arriving at and departing from Wigan Wallgate outside Peak times

3 Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed under the sub-heading “Weekday”.

Annex 2**Service Group ED08 – North Manchester***Table 4.1: Calling Patterns* 16th 39th 43rd

1					2	3
Service Group ED08						
Service description: North Manchester						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Manchester Piccadilly	Southport	Bolton	ED08.1	12224820	Manchester Oxford Road, Deansgate, Salford Crescent, Bolton, Westhoughton, Hindley, Wigan Wallgate, Appley Bridge, Parbold, Burscough Bridge	Gathurst, Hoscar, New Lane, Bescar Lane, Meols Cop
Rochdale	Southport	Bolton	ED08.2	12225820 12242110	Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Westhoughton, Hindley, Wigan Wallgate, Gathurst, Appley Bridge, Parbold, Hoscar, Burscough Bridge, New Lane, Bescar Lane, Meols Cop	Not applicable
		Atherton	ED08.3		Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Swinton, Walkden, Atherton, Daisy Hill, Hindley, Ince, Wigan Wallgate, Gathurst, Appley Bridge, Parbold, Hoscar, Burscough Bridge, New Lane, Bescar Lane, Meols Cop	Not applicable
Stalybridge	Southport	Atherton	ED08.4	12220821 12220110 12225820	Ashton-under-Lyne, Manchester Victoria, Salford Central, Salford Crescent, Swinton, Moorside, Walkden, Atherton, Hag Fold, Daisy Hill, Hindley, Ince, Wigan Wallgate, Gathurst, Appley Bridge, Parbold, Hoscar, Burscough Bridge, New Lane, Bescar Lane, Meols Cop	Not applicable

1					2	3
Service Group ED08						
Service description: North Manchester						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Rochdale	Kirkby ¹ Headbolt Lane ²		ED08.5	12225820 12240820 12242110	Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Swinton, Moorside, Walkden, Atherton, Hag Fold, Daisy Hill, Hindley, Ince, Wigan Wallgate, Pemberton, Orrell, Upholland, Rainford	

1					2	3
Service Group ED08						
Service description: North Manchester						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations
Blackburn	Kirkby ¹ Headbolt Lane ²	Atherton	ED08.6	12242110 12225820 12240820	Accrington, Rose Grove, Burnley Manchester Road, Todmorden, Walsden, Littleborough, Smithy Bridge, Rochdale, Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Swinton, Moorside, Walkden, Atherton, Hag Fold, Daisy Hill, Hindley, Ince, Wigan Wallgate, Pemberton, Orrell, Upholland, Rainford	Not applicable
Manchester Victoria		Bolton	ED08.7	12242110 12240820	Bolton, Westhoughton, Hindley, Wigan Wallgate, Pemberton, Orrell, Upholland, Rainford	
Manchester Victoria		Atherton	ED08.8	12225110	Salford Central, Salford Crescent, Swinton, Moorside, Walkden, Atherton, Hag Fold, Daisy Hill, Hindley, Ince	
Stalybridge	Wigan Wallgate/Wigan North Western	Bolton	ED08.9	12224110	Ashton-under-Lyne, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Westhoughton	Clifton, Farnworth
Manchester Victoria	Wigan Wallgate	Bolton	ED08.10	12225110	Salford Central, Salford Crescent, Clifton, Bolton, Westhoughton, Hindley	Kearsley, Farnworth, Moses Gate

1					2		3
Service Group ED08							
Service description: North Manchester							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Blackburn	Wigan Wallgate	Bolton	ED08.11	12242110 12224110	Accrington, Rose Grove, Burnley Manchester Road, Todmorden, Walsden, Littleborough, Smithy Bridge, Rochdale, Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Westhoughton, Hindley	Kearsley, Farnworth, Moses Gate	
Manchester Piccadilly			ED08.12	12224110	Manchester Oxford Road, Deansgate, Salford Crescent, Bolton, Westhoughton, Hindley	Not Applicable	
Manchester Victoria			ED08.13	12224110	Salford Central, Salford Crescent, Kearsley, Farnworth, Moses Gate, Bolton, Westhoughton, Hindley, Ince	Not Applicable	
Manchester Piccadilly			ED08.14	12224110	Manchester Oxford Road, Deansgate, Salford Crescent, Kearsley, Farnworth, Moses Gate, Bolton, Westhoughton	Not Applicable	
Rochdale	Clitheroe	Blackburn	ED08.15	12349820 12223820 12242110	Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Hall I' Th' Wood, Bromley Cross, Entwistle, Darwen, Blackburn, Ramsgreave & Wilpshire, Langho, Whalley	Clifton, Kearsley, Farnworth, Moses Gate	
Stalybridge	Blackburn	Manchester Victoria	ED08.16	12242110 12223820	Ashton-under-Lyne, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Hall I' Th' Wood, Bromley Cross, Darwen	Not applicable	
Blackburn	Clitheroe	Manchester Victoria	ED08.17	12349820 12242110	Accrington, Rose Grove, Burnley Manchester Road, Todmorden. Walsden, Littleborough, Smithy Bridge, Rochdale, Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Hall I' Th' Wood, Bromley Cross, Entwistle, Darwen, Blackburn, Ramsgreave & Wilpshire, Langho, Whalley	Not applicable	

1					2		3
Service Group ED08							
Service description: North Manchester							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Manchester Piccadilly	Clitheroe	Blackburn	ED08.18	12349820	Manchester Oxford Road, Deansgate, Salford Crescent, Bolton, Hall I' Th' Wood, Bromley Cross, Entwistle, Darwen, Blackburn, Ramsgreave & Wilpshire, Langho, Whalley	Not Applicable	
Manchester Victoria	Huddersfield	Direct	ED08.19	12220821 12220110	Ashton-under-Lyne, Stalybridge, Mossley (Greater Manchester), Greenfield, Marsden, Slaithwaite	Not Applicable	
Manchester Victoria	Blackburn	Direct	ED08.20	12242110	Moston, Mills Hills, Castleton, Rochdale, Smithy Bridge, Littleborough, Walsden, Todmorden, Burnley Manchester Road, Rose Grove, Accrington, Church and Oswaldtwistle	Not applicable	
Manchester Victoria	Stalybridge	Direct	ED08.21	12242110	Ashton under Lyne	Not applicable	
Manchester Piccadilly	Kirkby ¹ Headbolt Lane ²	Bolton	ED08.22	12224110 12240820	Manchester Oxford Road, Deansgate, Salford Crescent, Bolton, Hindley, Wigan Wallgate, Pemberton, Orrell, Upholland, Rainford	Not applicable	
Stalybridge	Southport	Bolton	ED08.23	12220821 12224820	Ashton-under-Lyne, Manchester Victoria, Salford Central, Salford Crescent, Bolton, Westhoughton, Hindley, Ince, Wigan Wallgate, Gathurst, Appley Bridge, Parbold, Burscough Bridge, Meols Cop	Not applicable	
Blackburn	Southport	Atherton	ED08.24	12242110 12225820	Accrington, Rose Grove, Burnley Manchester Road, Todmorden, Walsden, Littleborough, Smithy Bridge, Rochdale, Castleton, Mills Hill, Moston, Manchester Victoria, Salford Central, Salford Crescent, Walkden, Atherton, Daisy Hill, Hindley, Wigan Wallgate, Gathurst, Appley Bridge, Parbold, Burscough Bridge	Not applicable	
Kirkby ¹ Headbolt Lane ²	Stalybridge	Atherton	ED08.25	12242110 12225820 12220821	Rainford, Upholland, Orrell, Pemberton, Wigan Wallgate, Ince, Hindley, Daisy Hill, Hag Fold, Atherton, Walkden, Moorside, Swinton, Salford Crescent, Salford Central, Manchester Victoria, Ashton-under-Lyne,	Not applicable	

1					2		3
Service Group ED08							
Service description: North Manchester							
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional stations	
Manchester Oxford Road	Southport	Bolton	ED08.26	12224820	Deansgate, Salford Crescent, Bolton, Westhoughton, Hindley, Wigan Wallgate, Appley Bridge, Parbold, Burscough Bridge	Not applicable	

Notes to Table:

1 Kirkby rights expire when Headbolt Lane is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement

2 Headbolt Lane rights valid from the date the station is commissioned and available for passenger service, as set out in 43rd Supplemental Agreement