

51ST SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

TRANSPENNINE TRAINS LIMITED

**51st Supplemental Agreement to the TRACK ACCESS CONTRACT (PASSENGER SERVICES)
between Network Rail Infrastructure Limited ("NR") and Transpennine Trains Limited**

CONTENTS

1. INTERPRETATION.....3

2. OFFICE OF RAIL AND ROAD GENERAL APPROVAL3

2. EFFECTIVE DATE AND TERM.....3

3. AMENDMENTS TO THE CONTRACT.....3

4. GENERAL4

5. THIRD PARTY RIGHTS.....4

6. LAW.....4

7. COUNTERPARTS.....4

This 51st SUPPLEMENTAL AGREEMENT is dated 1st July 2023 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at Waterloo General Office, London, SE1 8SW ("**Network Rail**"); and
- (2) **TRANSPENNINE TRAINS LIMITED**, a company registered in England under number 12544930 having its registered office at Great Minister House, 2nd Floor Franchise Resilience and Mobilisation Team, 33 Horseferry Road, London, SW1P 4DR.

Background:

- (A) Network Rail and First Transpennine Express Limited entered into a Track Access Contract (Passenger Services) dated 03 March 2016 as amended by various supplemental agreements (which Track Access Contract as subsequently amended is hereafter referred to as the '**Contract**').
- (B) On 28th May 2023, the rights and obligations of First Transpennine Express Limited under the contract were transferred to the Train Operator pursuant to a transfer scheme made by the Secretary of State for Transport on 28th May 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

- 1.1 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.
- 1.2 "Effective Date" means: The date of signature of this Supplemental Agreement.

2. ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2023.

3. 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.

4. RETROSPECTIVE EFFECT

Notwithstanding the Effective, the amendments shall be applied retrospectively from 23rd July 2023.

5. AMENDMENTS TO THE CONTRACT

The Contract shall be amended as follows:

Appendix 1 of Schedule 8 will be deleted and replaced in its entirety with the version set out in Annex 1 to this Supplemental Agreement.

6. 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 amendments made by this Supplemental Agreement are to have effect all references in the Contract to “the contract”, “herein”, “hereof” 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.

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.

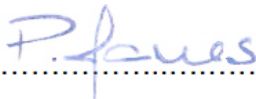
8. LAW

This Supplemental Agreement shall be governed by, construed, and given effect to in all respects in accordance with the law of England and Wales.

9. 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 one and the same instrument.

IN WITNESS of which 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 

PRINT NAME Phil James

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY 

PRINT NAME DARREN HIGGINS (COMMERCIAL DIRECTOR)

Duly authorised for and on behalf of

TRANSPENNINE TRAINS LIMITED

ANNEX 1

APPENDIX 1 OF SCHEDULE 8

A	B	C	D	E	F	G	H	I	J	K	
Service Group	Network Rail		TOC		Cancellation Minutes	Cap	Service code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate	Performance Point	Payment Rate							
EA01 North Trans Pennine All Trains	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	46	120	731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	MANCHESTER AIRPORT	[Redacted]
	2020-21 [Redacted]						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	MANCHESTER PICCADILLY	[Redacted]
	2021-22 [Redacted]						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	MANCHESTER VICTORIA	[Redacted]
	2022-23 [Redacted]						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	LIVERPOOL LIME STREET	[Redacted]
	2023-24 [Redacted]						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	LEEDS	[Redacted]
							731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Forward	YORK	[Redacted]
							731	Edinburgh-Newcastle –	Forward	NEWCASTLE	[Redacted]

							Manchester Airport/Liverpool Lime Street			
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	EDINBURGH	[Redacted]
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	NEWCASTLE	[Redacted]
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	YORK	[Redacted]
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	LEEDS	[Redacted]
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	MANCHESTER VICTORIA	[Redacted]
						731	Edinburgh-Newcastle – Manchester Airport/Liverpool Lime Street	Reverse	MANCHESTER PICCADILLY	[Redacted]
						732	Scarborough / York – Liverpool	Forward	LIVERPOOL LIME STREET	[Redacted]
						732	Scarborough / York – Liverpool	Forward	MANCHESTER PICCADILLY	[Redacted]
						732	Scarborough / York – Liverpool	Forward	LEEDS	[Redacted]
						732	Scarborough / York – Liverpool	Forward	YORK	[Redacted]
						732	Scarborough / York – Liverpool	Reverse	MANCHESTER PICCADILLY	[Redacted]

						732	Scarborough / York – Liverpool	Reverse	SCARBOROUGH	[Redacted]
						732	Scarborough / York – Liverpool	Reverse	LEEDS	[Redacted]
						732	Scarborough / York – Liverpool	Reverse	YORK	[Redacted]
						732	Scarborough / York – Liverpool	Forward	MANCHESTER VICTORIA	[Redacted]
						732	Scarborough / York – Liverpool	Reverse	MANCHESTER VICTORIA	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Forward	MANCHESTER PICCADILLY	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Forward	HUDDERSFIELD	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Forward	LEEDS	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Reverse	LEEDS	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Reverse	HUDDERSFIELD	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Reverse	WAKEFIELD KIRKGATE	[Redacted]
						733	Hull – Leeds- Wakefield Kirkgate - Huddersfield Manchester Piccadilly	Reverse	HULL	[Redacted]
						734	Redcar- Middlesbrough – Manchester Airport	Forward	MANCHESTER PICCADILLY	[Redacted]
						734	Redcar- Middlesbrough – Manchester Airport	Forward	MANCHESTER AIRPORT	[Redacted]

							734	Redcar- Middlesbrough – Manchester Airport	Forward	LEEDS	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Forward	YORK	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Reverse	MANCHESTER PICCADILLY	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Reverse	LEEDS	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Reverse	YORK	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Reverse	MIDDLESBROUGH	[Redacted]
							734	Redcar- Middlesbrough – Manchester Airport	Reverse	REDCAR	[Redacted]
EA02 South Trans Pennine All Trains	2019-20 [Redacted] 2020-21 [Redacted] 2021-22 [Redacted] 2022-23 [Redacted] 2023-24 [Redacted]	[Redacted]	[Redacted]	[Redacted]	87	240	817	Manchester - Sheffield - Doncaster - Cleethorpes	Forward	MANCHESTER PICCADILLY	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Forward	CLEETHORPES	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Forward	DONCASTER	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Forward	SHEFFIELD	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Reverse	MANCHESTER PICCADILLY	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Reverse	MANCHESTER AIRPORT	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Reverse	SHEFFIELD	[Redacted]
							817	Manchester - Sheffield - Doncaster - Cleethorpes	Reverse	DONCASTER	[Redacted]
EA07 Preston – Scotland	2019-20 [Redacted] 2020-21 [Redacted] 2021-22 [Redacted] 2022-23 [Redacted] 2023-24 [Redacted]	[Redacted]	[Redacted]	[Redacted]	110	360	730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Forward	CARLISLE	[Redacted]

All Train						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Forward	EDINBURGH	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Forward	GLASGOW CENTRAL	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Forward	MANCHESTER OXFORD RD	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Forward	PRESTON	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Reverse	CARLISLE	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Reverse	PRESTON	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Reverse	MANCHESTER OXFORD RD	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Reverse	MANCHESTER AIRPORT	[Redacted]
						730	Manchester Airport/Liverpool Lime Street - Preston - Glasgow/Edinburgh	Reverse	LIVERPOOL LIME STREET	[Redacted]