

Fifteenth 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 2nd March 2016

CONTENTS

1.	INTERPRETATION	1
2.	EFFECTIVE DATE AND TERM	1
3.	AMENDMENTS TO THE CONTRACT	2
4.	EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	2
5.	THIRD PARTY RIGHTS	2
6.	LAW	2
7.	COUNTERPARTS	2
	ANNEX	
	ANNEX A	4-9

THIS FIFTEENTH SUPPLEMENTAL AGREEMENT is dated **23RD OCTOBER** 2019 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.Andrews House, 18-20 Andrews Street, London, EC4A 3AG.

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 2nd March 2016 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 Schedule 5.

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

2.1 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) 0200 Hours Sunday 15 December 2019.

3 **AMENDMENTS TO THE CONTRACT**

- 3.1 In Schedule 5 Table 2.1 of the Contract, Service Group EM05 East Midlands Inter Urban shall be deleted and replaced with the table set out in Annex A 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 Rob Myer

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by 

Print name DARREN JAMES WARD

Duly authorised for and on behalf of
ABELLIO EAST MIDLANDS LIMITED

EMR 15th Supplemental

Annex A

Schedule 5

Table 2.1 EM05

1						2					
Service Group : EM05 East Midlands Inter Urban ¹											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ⁴	Peak times ²		Off-Peak times ³	Saturday	Sunday
							morning Peak	evening Peak			
Corby	Derby	Manton Junction and Syston Junction	EM05	22152000	222	1	0	0	1	0	0
Corby	Kettering	Direct	EM05	22156000	222	10	0	0	4	3	10
Corby	London St Pancras International	Kettering	EM05	22156000	222	11	0	0	11	14	3
Corby	London St Pancras International	Kettering	EM05	22156000	HST8-110	1	0	0	1	0	0
Derby	London St Pancras International	Syston Junction, Manton Junction and Corby	EM05	22156000	222	1	0	0	1	0	0
Derby	London St Pancras International	Leicester	EM05	22152000	HST8-110	1	0	0	1	0	1
Derby	London St Pancras International	Leicester	EM05	22152000	222	2	2	0	0	4	3
Derby	Nottingham	Long Eaton	EM05	22154000	222	1	0	0	1	0	0
Derby	Sheffield	Ambergate Jn and Dronfield	EM05	22152000	222	1	0	0	1	1	0

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Service Group : EM05 East Midlands Inter Urban ¹											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ⁴	Peak times ²		Off-Peak times ³	Saturday	Sunday
							morning Peak	evening Peak			
Kettering	Corby	Direct	EM05	22156000	222	10	0	0	4	3	10
Kettering	Sheffield	Leicester	EM05	22152000	222	1	0	0	1	0	0
Leicester	Sheffield	Long Eaton	EM05	22152000	222	0	0	0	0	1	0
Leicester	London St Pancras International	Market Harborough	EM05	22152000	222	1	0	0	1	1	0
Leicester	York	Derby, Dronfield, Sheffield and Doncaster	EM05	22152000	222	0	0	0	0	0	1
London St Pancras International	Corby	Kettering	EM05	22156000	222	11	0	3	8	13	3
London St Pancras International	Corby	Kettering	EM05	22156000	HST8-110	1	0	0	1	0	0
London St Pancras International	Derby	Leicester	EM05	22152000	222	3	0	1	2	4	7
London St Pancras International	Derby	Leicester	EM05	22152000	HST8-110	1	0	0	1	1	0
London St Pancras International	Derby	Leicester and Nottingham	EM05	22154000 changes to 22152000 at Nottingham	222	1	0	0	1	0	0

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Service Group : EM05 East Midlands Inter Urban ¹											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ⁴	Peak times ²		Off-Peak times ³	Saturday	Sunday
							morning Peak	evening Peak			
London St Pancras International	Derby	Leicester and Nottingham	EM05	22154000 changes to 22152000 at Nottingham	HST8-110	1	0	0	1	0	0
London St Pancras International	Leeds	Leicester, Nottingham, Dronfield, Sheffield and Moorthorpe Jn	EM05 changes to EM04	22154000 changes to 22153000 at Nottingham	HST8-110	1	0	1	0	0	0
London St Pancras International	Leeds	Leicester, Derby, Dronfield, Sheffield and Moorthorpe Jn	EM05 changes to EM04	22152000 changes to 22150000 at Derby	HST8-110	0	0	0	0	0	1
London St Pancras International	Leicester	Market Harborough	EM05	22152000	222	1	0	0	1	0	0
London St Pancras International	Lincoln	Leicester, Nottingham and Newark Castle	EM05 changes to EM01	22154000 changes to 22277000 at Nottingham	222	1	0	1	0	1	0
London St Pancras International	Melton Mowbray	Kettering and Corby	EM05	22156000	222	1	0	1	0	0	0

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Service Group : EM05 East Midlands Inter Urban ¹											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ⁴	Peak times ²		Off-Peak times ³	Saturday	Sunday
							morning Peak	evening Peak			
London St Pancras International	Nottingham	Leicester	EM05	22154000	222	12	0	2	10	13	11
London St Pancras International	Nottingham	Leicester	EM05	22154000	HST8-110	2	0	0	2	2	3
London St Pancras International	Scarborough	Leicester, Derby, Dronfield, Sheffield, Doncaster and York	EM05	22152000	222	0	0	0	0	0 (W) 1 (S)	0
London St Pancras International	Sheffield	Leicester, Derby and Dronfield	EM05	22152000	222	11	0	2	9	12	4
London St Pancras International	Sheffield	Leicester, Derby and Dronfield	EM05	22152000	HST8-110	2	0	0	2	0	3
London St Pancras International	York	Leicester, Derby, Sheffield and Doncaster	EM05	22152000	222	0	0	0	0	1 (W) 0 (S)	0
Melton Mowbray	London St Pancras International	Corby and Kettering	EM05	22156000	222	1	1	0	0	0	0
Nottingham	London St Pancras International	Leicester	EM05	22154000	222	14	1	0	13	16	10

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Service Group : EM05 East Midlands Inter Urban ¹											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ⁴	Peak times ²		Off-Peak times ³	Saturday	Sunday
							morning Peak	evening Peak			
Nottingham	London St Pancras International	Leicester	EM05	22154000	HST8-110	2	2	0	0	0	4
Scarborough	London St Pancras International	York, Doncaster, Sheffield, Dronfield, Derby and Leicester	EM05	22152000	222	0	0	0	0	0 (W) 1 (S)	0
Sheffield	Derby	Dronfield and Ambergate Jn	EM05	22152000	222	1	0	0	1	0	0
Sheffield	London St Pancras International	Dronfield, Derby and Leicester	EM05	22152000	222	12	1	0	11	10	6
Sheffield	London St Pancras International	Dronfield, Derby and Leicester	EM05	22152000	HST8-110	2	1	0	1	0	2
York	London St Pancras International	Doncaster, Sheffield, Dronfield, Derby and Leicester	EM05	22152000	222	0	0	0	0	1 (W) 0 (S)	1