

TENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

ARRIVA RAIL NORTH LIMITED

**relating to amendments to the Track Access Contract
(Passenger Services)**

dated 3 March 2016

8th May

THIS TENTH SUPPLEMENTAL AGREEMENT is dated 2018 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("**Network Rail**"); and
- (2) **ARRIVA RAIL NORTH LIMITED**, a company registered in England and Wales under company number 04337712, having its registered office at 1 Admiral Way, Doxford International Business Park, Sunderland, Tyne & Wear, SR3 3XP (the "**Train Operator**").

Background:

- (A) The parties 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) 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.
- 1.2 "Effective Date" shall mean the later of:
 - 1.2.1 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
 - 1.2.2 02:00 on the Subsidiary Change Date 2018

2. EFFECTIVE DATE AND TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date or on the earlier termination of the Contract.

3. ORR GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

4. AMENDMENT TO THE CONTRACT

- 4.1
 - a). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED02 Lancashire and Cumbria shall be inserted as set out by the version in Annex 1.
 - b). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED04 West and North Yorkshire Inter Urban shall be inserted as set out by the version in Annex 2.

- c). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED05 West and North Yorkshire Local shall be inserted as set out by the version in Annex 3.
- d). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED06 South and East Yorkshire Inter Urban shall be inserted as set out by the version in Annex 4.
- e). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED08 North Manchester shall be inserted as set out by the version in Annex 5.
- f). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED09 Merseyrail City Lines shall be inserted as set out by the version in Annex 6.
- g). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED10 South Manchester shall be inserted as set out by the version in Annex 7.
- h). In Schedule 5 Table 2.2 Additional Passenger Train Slots for the Service Group ED11 Lancashire and Cumbria Inter Urban shall be inserted as set out by the version in Annex 8.
- i). 'Class 769 EDMU' shall be added to the Specified Equipment under paragraph 5.1 (a) of Schedule 5.
- j). 'Class 195 DMU' shall be added to the Specified Equipment under paragraph 5.1 (a) of Schedule 5.
- k). 'Class 331 EMU' shall be added to the Specified Equipment under paragraph 5.1 (a) of Schedule 5.

5. 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.

6. LAW

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

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. 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 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.....

Print name.....**Rob McGinness**.....

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY.....

Print name.....**R. WARNES**.....

Duly authorised for and on behalf of

ARRIVA RAIL NORTH LIMITED

ANNEX 1

Service Group ED02 – Lancashire and Cumbria

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED02											
Service description: Lancashire and Cumbria						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				
Barrow- in-Furness	Sellafield	Direct	ED02.1	22358000 22354000 12355820	153	0	0	0	0	0	1
Barrow- in-Furness	Workington					0	0	2	2	2	0
Maryport	Barrow - in - Furness					0	0	1	1	1	0

Notes to Table:

1 Peak times – arriving Barrow-in-Furness between 06:00 and 09:59, departing Barrow-in-Furness between 15:00 and 18:59

2 Off-Peak times - arriving at and departing from Barrow-in-Furness 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 ED02											
Service description: Lancashire and Cumbria						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				
Barrow – in - Furness	Carlisle	Direct	ED02.1	22358000	153	0	0	5	5	5	3
Carlisle	Barrow – in - Furness			22354000		0	0	8	8	5	6
Carlisle	Preston			12355820		0	0	0	0	0	1

Notes to Table:

1 Peak times – arriving Carlisle between 06:00 and 09:59, departing Carlisle between 15:00 and 18:59

2 Off-Peak times - arriving at and departing from Carlisle 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 ED02											
Service description: Lancashire and Cumbria						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				
Barrow – in - Furness	Lancaster	Direct	ED02.1	22358000 22354000 12355820	153	0	0	2	2	1	0
Lancaster	Barrow – in - Furness	Direct				0	0	3	3	2	0
Carnforth	Carlisle	Barrow – in - Furness				0	0	0	0	0	1
Lancaster	Carlisle					0	0	3	3	1	3

Notes to Table:

1 Peak times – arriving Lancaster between 06:00 and 09:59, departing Lancaster between 15:00 and 18:59

2 Off-Peak times – arriving at and departing from Lancaster 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 ED02											
Service description: Lancashire and Cumbria						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				
Barrow- In - Furness	Preston	Direct	ED02.1	22358000 22354000 12355820	153	0	0	0	0	0	1
Ormskirk	Preston		ED02.12	22351000	153	0	0	2	2	3	0
Preston	Ormskirk						0	1	2	3	4

Notes to Table:

1 Peak times – arriving Preston between 0600 and 0959, departing Preston between 1500 and 1859

2 Off-Peak times - arriving at and departing from Preston 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 ED02											
Service Description: Lancashire and Cumbria						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				
Blackpool North	Liverpool Lime Street	Wigan North Western	ED02.8	12249820 12238920	156	3	0	12	15	15	0
Liverpool Lime Street	Blackpool North					0	3	12	15	15	1

Notes to Table:

1 Peak times – arriving Liverpool Lime Street between 0600 and 0959, departing Liverpool Lime Street between 1500 and 1859

2 Off-Peak times - arriving at and departing from Liverpool Lime Street 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 ED02											
Service Description: Lancashire and Cumbria						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				
Preston	Manchester Victoria	Chorley	ED02.9	12355820	156	2	0	11	13	13	0
Manchester Victoria	Preston					0	4	11	15	15	0

Notes to Table:

1 Peak times – arriving Manchester Victoria between 0600 and 0959, departing Manchester Victoria between 1500 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”.

ANNEX 2

Service Group ED04 – West and North Yorkshire Inter Urban

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED04											
Service description: West and North Yorkshire Inter Urban						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				
Carlisle	Leeds	Lancaster	ED04.3	21151900	156	1	0	0	0	0	1
Leeds	Carlisle					0	0	1	1	1	1
Leeds	Morecambe		ED04.4	21869000	142	0	0	2	2	1	0
Selby	Leeds	Direct	ED04.6	11835920		0	0	0	0	0	8
Leeds	Selby			11835920		0	0	0	0	0	8

Notes to Table

1 Peak times- arriving at Leeds between 06:00 and 09:59, departing Leeds between 15:59 and 19:00

2 Off-peak times- arriving at and departing from Leeds outside peak times³ 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 ED04											
Service description: West and North Yorkshire Inter Urban						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				
Morecambe	Leeds	Lancaster	ED04.4	21869000	142	0	1	1	2	0	0

Notes to Table

1 Peak times – arriving at Morecambe between 06:00 and 09:59 departing Morecambe between 15:59 and 19:00

2 Off peak times – arriving at and departing from Morecambe 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 3

Service Group ED05 – West and North Yorkshire Local

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED05											
Service description: West and North Yorkshire Local						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				
Ilkley	Bradford Forster Square	Direct	ED05.1	11821020	333	0	0	0	0	2	0
Bradford Foster Square	Ilkley					0	0	0	0	2	0

Notes to Table:

1 Peak times – arriving Bradford Forster Square between 06:00 and 09:59, departing Bradford Forster Square between 1500 and 1859

2 Off-Peak times - arriving at and departing from Bradford Forster Square 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 ED05											
Service description: West and North Yorkshire Local						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				
Ilkley	Leeds	Direct	ED05.2	11819020	333	0	0	2	2	7	0
Leeds	Ilkley					0	0	2	2	7	0

Notes to Table:

1 Peak times – arriving Leeds between 0600 and 0959, departing Leeds between 1500 and 1859

2 Off-Peak times - arriving at and departing from Leeds station 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 ED05											
Service description: West and North Yorkshire Local						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				
Leeds	Knottingley	Wakefield Westgate	ED05.13	11824820 11822820	153	0	4	14	18	18	0
Knottingley	Leeds					3	0	15	18	18	0

Notes to Table:

1 Peak times – arriving Wakefield Kirkgate between 0600 and 0959, departing Wakefield Kirkgate between 1500 and 1859

2 Off-Peak times - arriving at and departing from Wakefield Kirkgate 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 4

Service Group ED06 – South and East Yorkshire Inter Urban

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED06											
Service description: South and East Yorkshire Inter Urban						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				
Hull	York	Sherburn-in - Elmet	ED06.9	21806000	156	3	0	8	11	11	0
York	Hull					0	1	8	9	8	0

Notes to Table:

1 Peak times – arriving York between 06:00 and 09:59, departing York between 15:00 and 18:59

2 Off-Peak times – arriving at and departing from York 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 5

Service Group ED08 – North Manchester

Table 2.2: Additional Passenger Train Slots

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				
Wigan North Western	Alderley Edge	Bolton, Stockport	ED08.14	12224820 12232820	156	2	4	7	13	13	0
Alderley Edge	Wigan North Western					4	2	8	14	14	0
Southport	Alderley Edge					2	0	0	2	0	0
Alderley Edge	Southport		0	2		0	2	0	0		
Blackburn	Southport		ED08.24	12225820 12242110 12225110 12220821		2	1	10	13	13	13
Southport	Blackburn					2	0	11	13	13	13
Stalybridge	Wigan North Western	Bolton	ED08.9	12224110 12220821	142	5	3	12	20	20	15
Wigan North Western	Stalybridge					3	3	10	16	14	15

ANNEX 6

Service Group ED09 – Merseyrail City Lines

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED09											
Service description: Merseyrail City Lines						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				
Liverpool Lime Street	Wigan North Western	St Helens Central	ED09.1.1	12297820	142	2	0	1	3	3	4
Wigan North Western	Liverpool Lime Street					0	0	4	4	4	4
Liverpool Lime Street	Crewe	Newton Le Willows	ED09.4.2	12248822 12233820	156	4	3	6	13	0	0
Crewe	Liverpool Lime Street					3	4	6	13	0	0
Liverpool Lime Street	Wilmslow					0	1	3	4	4	16
Wilmslow	Liverpool Lime Street					1	0	4	5	5	16
Liverpool Lime Street	Manchester Oxford Road	Warrington Central	ED09.5.1	12299820 12236820	142	0	5	0	5	4	0
Manchester Oxford Road	Liverpool Lime Street					7	0	0	7	4	0
Manchester Airport	Liverpool Lime Street			12299820 12236820		4	3	10	17	17	15
Liverpool Lime Street	Manchester Airport			12233110		3	4	10	17	17	16

Notes to Table:

1 Peak times – arriving Liverpool Lime Street between 06:00 and 09:59, departing Liverpool Lime Street between 15:00 and 18:59

2 Off-Peak times – arriving at and departing from Liverpool Lime Street 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 7

Service Group ED10 – South Manchester

Table 2.2: Additional Passenger Train Slots

1						2					
Service Group ED10											
Service description: South 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 Piccadilly	Rose Hill Marple	Guide Bridge	ED10.1.1	12226110	142	0	1	2	3	10	0
Rose Hill Marple	Manchester Piccadilly	Guide Bridge	ED10.1.1			1	0	2	3	1	0
Manchester Piccadilly	New Mills Central	Bredbury	ED10.3.2			0	0	0	0	12	0
New Mills Central	Manchester Piccadilly					0	0	0	0	15	0
Manchester Piccadilly	Sheffield		ED10.5.1	12226820	142	0	0	4	4	4	3
Sheffield	Manchester Piccadilly					1	0	5	6	2	3
Manchester Piccadilly	Buxton					0	1	6	7	9	0
Buxton	Manchester Piccadilly		ED10.7.1		156	0	0	7	7	10	0
Manchester Piccadilly	Hadfield	Glossop	ED10.9.1	12230110	323	0	0	11	11	5	0
Hadfield	Manchester Piccadilly					1	0	9	10	5	1

Notes to Table:

1 Peak times – arriving Manchester Piccadilly between 06:00 and 09:59 departing Manchester Piccadilly between 15:00 and 18:59

2 Off-Peak times – arriving at and departing from Manchester Piccadilly 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 8

Service Group ED11 – Lancashire and Cumbria Inter Urban

Table 2.2: Additional Passenger Train Slots

1						2		
Service Group:								
Service description: Lancashire and Cumbria Inter Urban						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Manchester Airport	Blackpool North	Bolton & Chorley	ED11.1	12362822	150	4	3	2
Manchester Airport	Barrow-in-Furness	Eccles & Wigan NW	ED11.3 to Preston ED11.5 to Barrow in Furness	12357820	150	10	10	8
Manchester Airport	Windermere	Eccles & Wigan NW	ED11.3 to Preston ED11.4 to Windermere		150	4	4	4
Barrow-in-Furness	Manchester Airport	Wigan NW & Eccles	ED11.7 to Preston ED11.10 to Manchester Airport		150	11	11	8
Blackpool North	Manchester Airport	Chorley & Bolton	ED11.6	12362822	150	4	3	2
Windermere	Manchester Airport	Wigan NW & Eccles	ED11.8 to Preston ED11.10 to Manchester Airport		150	4	4	3

