

Eleventh Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

EAST MIDLANDS TRAINS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger Services) dated 2nd March 2016

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THIS ELEVENTH SUPPLEMENTAL AGREEMENT is dated 7th June 2018 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) **EAST MIDLANDS TRAINS LIMITED**, (the "Train Operator"), a company registered in England under number 05340682 having its registered office at Prospect House, No 1 Prospect Place, Millennium Way, Pride Park, Derby, DE24 8HG .

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 2 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 parties propose to enter into this Supplemental Agreement in order to amend Schedule 4.

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) 0001 Hours Saturday 26th May 2018.

3. **AMENDMENTS TO THE CONTRACT**

3.1 In Schedule 4 Part 3 Annex B of the Contract, the Lookup Table for EBM Weights shall be deleted and replaced with the Table set out in the attached Excel file, which is enclosed with 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 Morgan

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name.....
J. G. S.M.L.T.L.

Duly authorised for and on behalf of
EAST MIDLANDS TRAINS LIMITED

Version Number 11, 2018

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)				EBMs Total	
									From	To	Miles	Trains	From	To	Miles	Trains		% Trains
St Pancras to Leeds/Scarborough (MD201/MD601/MD615/MD234/MD207/MD201/MD264/MD204/MD252/LN804/LN824/LN826/LN836/LN101/LN880)																		
St Pancras International (STP)	Luton (LUT)	None	Thameslink/Great Northern services are running	EM01	Transfer passengers onto Thameslink/Great Northern services at Luton											0		
																0		
																0		
		None	Thameslink/Great Northern services are NOT running	EM02	Full bus replacement Luton to St Pancras													0
																		0
																		0
Luton (LUT)	Bedford (BDM)	None	Thameslink/Great Northern services are running	EM03	Transfer onto Thameslink/Great Northern services between Luton and Bedford											0		
																0		
																0		
		None	Thameslink/Great Northern services are NOT running	EM04	Full bus replacement between Luton and Bedford													0
																		0
																		0
	Block extends north of Bedford and includes Bedford to Wellingborough	Thameslink/Great Northern services are running	EM05	Full bus replacement between Luton and Bedford													0	
																	0	
																	0	
Bedford (BDM)	Wellingborough (WEL)	All lines blocked	None	EM06	Full bus replacement between Bedford and Wellingborough											0		
																0		
																0		
		At least one track available throughout	None	EM07	Limited rail service plus partial bus replacement between Bedford and Wellingborough													0
																		0
																		0
Wellingborough (WEL)	Kettering (KET)	At least one track available throughout	None	EM08	Limited rail service with partial bus replacement between Wellingborough and Kettering											0		
																0		
																0		
		All lines blocked	None	EM09	Full bus replacement between Wellingborough and Kettering													0
																		0
																		0
Kettering (KET)	Leicester (LEI)	None	None	EM10	Divert trains via Corby with partial bus replacement between Kettering and Leicester											0		
																0		
																0		
		Block extends south of Kettering and includes Kettering to Wellingborough	None	EM11	Full bus replacement between Kettering and Leicester													0
																		0
																		0
	Syston N and Syston S Jns blocked	None	EM12	Full bus replacement between Kettering and Leicester													0	
																	0	
																	0	
Leicester (LEI)	Loughborough (LBO)	Syston N and Syston S Jns blocked	None	EM13	Full bus replacement between Leicester and Loughborough											0		
																0		
																0		
		Block is South of Syston S Jn	None	EM14	Divert trains via Corby. Partial bus replacement between Leicester and Loughborough													0
																		0
																		0

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)				EBMs Total		
									From	To	Miles	Trains	From	To	Miles	Trains		% Trains	
Derby (DBY)	Chesterfield (CHD)	None	None	EM29	Divert services via Langley Mill. No rail replacement service, unless service is due to call at Belper where partial bus replacement to operate.												0		
						EM04	100%					DBY	CHD	24.25				100%	0
						EM05	100%					DBY	CHD	24.25				100%	0
				Block extends south of Derby and includes Derby to East Midlands Parkway	None	EM30	Full bus replacement between Derby and Chesterfield												0
		EM04	100%					DBY	CHD	24.25							0		
		EM05	100%					DBY	CHD	24.25							0		
Chesterfield (CHD)	Sheffield (SFD)	None	None	EM31	Divert trains between Tupton Jn and Sheffield plus partial bus replacement between Chesterfield and Sheffield												0		
						EM03	100%					CHD	SFD	12.25				100%	0
						EM04	100%					CHD	SFD	12.25				100%	0
				Block extends north of Sheffield and includes Sheffield to Wakefield Westgate	None	EM32	Full bus replacement between Chesterfield and Sheffield												0
		EM03	100%									CHD	SFD	12.25				100%	0
		EM04	100%									CHD	SFD	12.25				100%	0
						EM05	100%					CHD	SFD	12.25		100%	0		
Sheffield (SFD)	Wakefield Westgate (WKF)	None	Other operators are running	EM33	Transfer on to other operator's services												0		
						EM04	100%											0	
						EM05	100%											0	
				None	No other operators are running	EM34	Full bus replacement between Sheffield and Wakefield Westgate												0
		EM04	100%					SHF	WKF	28.75							0		
		EM05	100%					SHF	WKF	28.75							0		
Sheffield (SFD)	Doncaster (DON)	None	Other operators are running	EM35	Transfer on to other operator's services												0		
						EM04	100%											0	
						EM05	100%											0	
				None	No other operators are running	EM36	Full bus replacement between Sheffield and Doncaster												0
		EM04	100%					SHF	DON	19							0		
		EM05	100%					SHF	DON	19							0		
Wakefield Westgate (WKF)	Leeds (LDS)	None	Other operators are running	EM37	Transfer on to other operator's services												0		
						EM04	100%											0	
						EM05	100%											0	
				None	No other operators are running	EM38	Full bus replacement between Wakefield Westgate and Leeds												0
		EM04	100%					WKF	LDS	10							0		
		EM05	100%					WKF	LDS	10							0		
Wakefield Westgate (WKF)	Doncaster (DON)	None	Other operators are running	EM39	Transfer on to other operator's services												0		
						EM04	100%											0	
						EM05	100%											0	
				None	No other operators are running	EM40	Full bus replacement between Wakefield Westgate and Doncaster												0
		EM04	100%					WKF	DON	19.75							0		
		EM05	100%					WKF	DON	19.75							0		
Doncaster (DON)	York (YRK)	None	Other operators are running	EM41	Transfer on to other operator's services												0		
						EM04	100%											0	
						EM05	100%											0	
				None	No other operators are running	EM42	Full bus replacement between Doncaster and York												0
		EM04	100%					DON	YRK	32.5							0		
		EM05	100%					DON	YRK	32.5							0		

Viable Transfer Point [VTP]	Viable Transfer Point [VTP]	Applicable Infrastructure Rules	Other Operating Rules	S4CS Code	Description of Possession Response	Comments	Service Group	% Applicable	FULL Bus Replacement (100%)				PARTIAL Bus Replacement (50% x X%)				EBMs Total		
									From	To	Miles	Trains	From	To	Miles	Trains		% Trains	
Nottingham to Norwich/Skegness/Doncaster (MD625/MD635/LN101/EA1500/EA1101/EA1580/EA1013/LN185/LN170/LN175/LN170/LN101)																			
Nottingham (NOT)	Grantham (GRA)	Block is north of Grantham, Allington Jn is blocked	None	EM60	Full bus replacement between Nottingham and Grantham		EM02	100%	NOT	GRA	22.5						0		
							EM03	100%	NOT	GRA	22.5						0		
																		0	
																		0	
			Block is between Allington Jn and Grantham	None	EM61	EM02: Do not stop trains at Grantham, partial bus replacement between Nottingham and Grantham. EM03: Full bus replacement between Nottingham and Grantham		EM02	100%					NOT	GRA	22.5		100%	0
		EM03						100%	NOT	GRA	22.5						0		
																		0	
																		0	
			Block extends south of Grantham and includes Grantham to Helpston Jn, Helpston Jn is NOT blocked	None	EM62	EM02: Do not stop trains at Grantham, partial bus replacement between Nottingham and Grantham. EM03: Divert services via Loughborough. Partial bus replacement Nottingham to Grantham		EM02	100%					NOT	GRA	22.5		100%	0
		EM03						100%				NOT	GRA	22.5		100%	0		
																		0	
																		0	
	Block extends south of Grantham and Helpston Jn is blocked	None	EM63	EM02: Do not stop trains at Grantham, partial bus replacement between Nottingham and Grantham. EM03: Full bus replacement between Nottingham and Grantham		EM02	100%					NOT	GRA	22.5		100%	0		
EM03						100%	NOT	GRA	22.5						0				
																0			
																0			
Grantham (GRA)	Peterborough (PBO)	Block is north of Helpston Jn	None	EM64	Divert trains via Loughborough. Partial bus replacement Peterborough to Grantham		EM02	100%					GRA	PBO	29.25		100%	0	
							EM03	100%					GRA	PBO	29.25		100%	0	
			Helpston Jn is blocked	None	EM65	Full bus replacement between Grantham and Peterborough		EM02	100%	GRA	PBO	29.25					0		
		EM03						100%	GRA	PBO	29.25					0			
Peterborough (PBO)	Ely (ELY)	None	None	EM66	Full bus replacement between Peterborough and Ely		EM03	100%	PBO	ELY	29.25					0			
Ely (ELY)	Norwich (NRW)	None	None	EM67	Full bus replacement between Ely and Norwich		EM03	100%	ELY	NRW	53.25					0			
Peterborough (PBO)	Spalding (SPA)	None	None	EM68	Full bus replacement between Peterborough and Spalding		EM01	100%	PBO	SPA	16.5					0			
Spalding (SPA)	Sleaford (SLR)	None	None	EM69	Full bus replacement between Spalding and Sleaford		EM01	100%	SPA	SLR	19					0			
Grantham (GRA)	Sleaford (SLR)	Block is north of Allington Jns/Allington Jns are blocked	None	EM70	Full bus replacement between Grantham and Sleaford		EM02	100%	GRA	SLR	17.5					0			
		Block is south of Allington Jns	None	EM71	Do not stop trains at Grantham. Partial bus replacement between Grantham and Sleaford		EM02	100%					GRA	SLR	17.5		100%	0	
Sleaford (SLR)	Lincoln Central (LCN)	None	None	EM72	Full bus replacement between Sleaford and Lincoln		EM01	100%	SLR	LCN	21.25					0			
Sleaford (SLR)	Boston (BSN)	None	None	EM73	Full bus replacement between Sleaford and Boston		EM02	100%	SLR	BSN	16.5					0			
Boston (BSN)	Skegness (SKG)	None	None	EM74	Full bus replacement between Boston and Skegness		EM02	100%	BSN	SKG	23.75					0			
							EM01	100%	LCN	DON	36.75					0			

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									From	To	Miles	Trains	From	To	Miles	Trains	% Trains			
Lincoln Central (LCN)	Doncaster (DON)	None	None	EM75	Full bus replacement between Lincoln and Doncaster													0		
Nottingham to Cleethorpes (MD625/LN730/LN740/LN736)																				
Nottingham (NOT)	Newark Castle (NCT)	None	None	EM76	Full bus replacement between Nottingham and Newark Castle			EM01	100%	NOT	NCT	17.25						0		
								EM02	100%	NOT	NCT	17.25							0	
Newark Castle (NCT)	Lincoln Central (LCN)	None	None	EM77	Full bus replacement between Newark Castle and Lincoln			EM01	100%	NCT	LCN	16.5						0		
								EM02	100%	NCT	LCN	16.5							0	
Newark Northgate (NNG)	Lincoln Central (LCN)	None	None	EM78	Full bus replacement between Newark Northgate and Lincoln			EM01	100%	NNG	LCN	16.5						0		
																			0	
Lincoln Central (LCN)	Grimsby Town (GMB)	None	None	EM79	Full bus replacement between Lincoln and Grimsby Town. Note <i>EM79</i> : for services that cannot call at Grimsby, full bus replacement between Lincoln and Cleethorpes			EM02	100%	LCN	GMB	43.75						0		
																			0	
Grimsby Town (GMB)	Cleethorpes (CLE)	None	None	EM81	Full bus replacement between Grimsby Town and Cleethorpes. Note <i>EM79</i> : for services that cannot call at Grimsby, full bus replacement between Lincoln and Cleethorpes			EM02	100%	GMB	CLE	3.25						0		
																			0	
Nottingham to Worksop (MD256/NW225/NW273/LN708)																				
Nottingham (NOT)	Mansfield Woodhouse (MSW)	None	None	EM82	Full bus replacement Nottingham to Mansfield Woodhouse			EM01	100%	NOT	MSW	17.25						0		
																			0	
Mansfield Woodhouse (MSW)	Worksop (WRK)	None	None	EM83	Full bus replacement Mansfield Woodhouse to Worksop			EM01	100%	MSW	WRK	14.25						0		
																			0	
Leicester (LEI)	East Midlands Parkway (EMD)	Block is between Nottingham - Mansfield Jn & Trent E Jn or block is west or east of Sheet Stores Jn	None	EM84	Services not booked to call at East Midlands Parkway or / and Loughborough. Partial bus replacement between Leicester and East Midlands Parkway													0		
								EM04	100%						LEI	EMD	19.5		100%	0
								EM05	100%						LEI	EMD	19.5		100%	0

Local Services

Final version details
 Version Number 8 - 26th May 2018
 Approved by Jamie Shorthouse (EMT)
 Approved by Julie Dale (NR)

Service Groups

- EM01 East Midlands Locals
- EM02 East Midlands Regional
- EM03 East Midlands Liverpool to Norwich
- Limited number of East Midlands services

Legend

- Viable Transfer Point (VTP)
- VTP suitable for transfer to buses
- VTP suitable for transfer to other train
- VTP suitable for transfer to LUL or Metro
- VTP start of diversionary route
- Diversionary route

