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31 January 2020

Mark Garner  
Customer Manager  
Network Rail Infrastructure Ltd  
4th Floor, George Stephenson House  
Toft Green  
York  
YO1 6JT

Lanita Masi  
Track Access & Network Change Manager  
Abellio East Midlands Ltd  
Prospect House, Prospect Place  
Millennium Way  
Derby  
DE24 8HG

Dear Mark and Lanita

**Approval of the 12th supplemental agreement to the track access contract between Network Rail Infrastructure Limited (Network Rail) and Abellio East Midlands Limited (EMR)**

1. We have today approved the above supplemental agreement submitted to us formally on 31 January 2020 under section 22 of the Railways Act 1993 (the Act). This follows an earlier informal submission of a draft agreement for our consideration. The purpose of this letter is to set out the reasons for our decision.
2. The agreement extends the expiry date of the parties' track access contract from the Principal Change Date (PCD) 2020 to the Subsidiary Change Date 2021. EMR originally applied for an extension to PCD 2021 in a separate application but they had not been able to reach agreement with Network Rail on the length of the extension. After further discussion between the parties, that application was withdrawn and replaced by this one.
3. The agreement also makes some changes to existing rights between Liverpool and Norwich which pass through the Castlefield Corridor. The changes mean that the access rights east of Manchester Piccadilly will be firm rights and the access rights over the corridor onwards towards Liverpool will be contingent rights.
4. Network Rail undertook the usual industry consultation when EMR submitted the original application. Transport Focus and the Department for Transport provided supportive responses. Arriva Rail North expressed concern that an extension of rights could impact on its ability to obtain rights in the future and queried how Network Rail would

manage this. Network Rail responded to the queries and no further issues were subsequently raised.

5. We reviewed the application and did not have any concerns. We made some suggestions regarding the drafting of the agreement and these were included in the formal submission.

6. In considering the agreement and in reaching our decision, we have had to weigh and strike the appropriate balance in discharging our statutory duties under section 4 of the Act. We have concluded that approval of this supplemental agreement is consistent with our section 4 duties, in particular those relating to protecting the interests of users of railway services (section 4(1)(a)), promoting the use of the railway network for the carriage of passengers (section 4(1)(b)) and enabling persons providing railway services to plan their businesses with a reasonable degree of assurance (section 4(1)(g)).

7. Under clause 18.2.4 of the track access contract, Network Rail is required to produce a conformed copy, within 28 days of any amendment being made, and send copies to ORR and the Train Operator. Please send the conformed copy to me at ORR.

8. Electronic copies of this letter, the approval notice and the agreement will be sent to Keith Merritt at Department for Transport and to Peter Craig at Network Rail. Copies of the approval notice and the agreement will be placed on ORR's public register (website) and copies of this letter and the agreement will be placed on the ORR website. I am also copying this letter without enclosures.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Jonathan Rodgers', with a long horizontal flourish extending to the right.

**Jonathan Rodgers**