

7TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED

**relating to amendments to Schedule 8 of the Track Access Contract
(Passenger Services) dated 03 March 2016**

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THIS 7th SUPPLEMENTAL AGREEMENT is dated 17 July 2017 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) **FIRST TRANSPENNINE EXPRESS LIMITED**, a company registered in England under number 09000801 having its registered office at 50 Eastbourne Terrace, Paddington, London W2 6LG.

Background:

- (A) The parties 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) The parties wish to amend Appendix 1 of Schedule 8 to the Contract to neutralise the impact of the services in the North West transferring to Arriva Rail North on 1st April 2016.

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 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 Effective Date means the date on which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

3. RETROSPECTIVE EFFECT

Notwithstanding the Effective Date, the amendments shall be applied retrospectively from 02:00 on 1st April 2016.

4. AMENDMENTS TO SCHEDULE 8 OF THE CONTRACT

The contract shall be amended as follows:

Appendix 1 and Appendix 3 of Schedule 8 shall be deleted and replaced with Appendix 1 and Appendix 3 as set out in the Annex to this Supplemental Agreement.

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 date hereof 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 the law of England and Wales.

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 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 *M.J. Froisher*

PRINT NAME *M.J. FROISHER*

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY *Leo Goodwin*

PRINT NAME *Leo Goodwin*

Duly authorised for and on behalf of

FIRST TRANSPENNINE EXPRESS LIMITED

Annex A

Appendix 1

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Service Group	Network Rail				TOC				Cancellation Minutes	CAP	Service Code	Direction	Monitoring Point	weighting
	Performance Point	Payment Rate			Performance Point	Payment Rate								
		(Not used)	(Not used)	Total		(Not used)	(Not used)	Total						
EA01 North Transpennine	2014-15	✗		✗	✗			✗	30	120	731 Newcastle – Manchester Airport	Forward	Manchester Piccadilly	✗
All Trains	2015-16	✗									731 Newcastle – Manchester Airport	Forward	Leeds	✗
	2016-17	✗									731 Newcastle – Manchester Airport	Forward	York	✗
	2017-18	✗									731 Newcastle – Manchester Airport	Forward	Manchester Airport	✗
	2018-19	✗									731 Newcastle – Manchester Airport	Reverse	Manchester Piccadilly	✗
											731 Newcastle – Manchester Airport	Reverse	Newcastle	✗
											731 Newcastle – Manchester Airport	Reverse	Leeds	✗
											731 Newcastle – Manchester Airport	Reverse	York	✗
											732 Scarborough/York – Liverpool	Forward	Liverpool Lime Street	✗
											732 Scarborough/York – Liverpool	Forward	Manchester Piccadilly	✗
											732 Scarborough/York – Liverpool	Forward	Leeds	✗
											732 Scarborough/York – Liverpool	Forward	York	✗
											732 Scarborough/York – Liverpool	Reverse	Manchester Piccadilly	✗
											732 Scarborough/York – Liverpool	Reverse	Scarborough	✗
											732 Scarborough/York – Liverpool	Reverse	Leeds	✗
											732 Scarborough/York – Liverpool	Reverse	York	✗
											733 Hull – Manchester	Forward	Manchester Piccadilly	✗
											733 Hull – Manchester	Forward	Leeds	✗
											733 Hull – Manchester	Reverse	Leeds	✗
											733 Hull – Manchester	Reverse	Hull	✗
											734 Middlesbrough – Manchester Airport	Forward	Manchester Piccadilly	✗
											734 Middlesbrough – Manchester Airport	Forward	Manchester Airport	✗
											734 Middlesbrough – Manchester Airport	Forward	Leeds	✗
											734 Middlesbrough – Manchester Airport	Forward	York	✗
											734 Middlesbrough – Manchester Airport	Reverse	Manchester Piccadilly	✗
											734 Middlesbrough – Manchester Airport	Reverse	Middlesbrough	✗
											734 Middlesbrough – Manchester Airport	Reverse	Leeds	✗
											734 Middlesbrough – Manchester Airport	Reverse	York	✗

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				TOC				Cancellation Minutes	Cap	Service Code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate			Performance Point	Payment Rate									
		(Not used)	(Not used)	Total		(Not used)	(Not used)	Total							
EA02 South Transpennine All Trains	2014-15	✗		✗	✗			✗	60	240	817	Manchester–Sheffield-Doncaster–Cleethorpes	Forward	Manchester Piccadilly	✗
	2015-16	✗									817	Manchester–Sheffield-Doncaster–Cleethorpes	Forward	Cleethorpes	✗
	2016-17	✗									817	Manchester–Sheffield-Doncaster–Cleethorpes	Forward	Doncaster	✗
	2017-18	✗									817	Manchester–Sheffield-Doncaster–Cleethorpes	Forward	Sheffield	✗
	2018-19	✗									817	Manchester–Sheffield-Doncaster–Cleethorpes	Reverse	Manchester Piccadilly	✗
												817	Manchester–Sheffield-Doncaster–Cleethorpes	Reverse	Manchester Airport
											817	Manchester–Sheffield-Doncaster–Cleethorpes	Reverse	Sheffield	✗
											817	Manchester–Sheffield-Doncaster–Cleethorpes	Reverse	Doncaster	✗

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O		
Service Group	Network Rail				TOC				Cancellation Minutes	Cap	Service Code		Direction	Monitoring Point	Weighting		
	Performance Point	Payment Rate			Performance Point	Payment Rate											
		(Not used)	(Not used)	Total		(Not used)	(Not used)	Total									
EA07 Preston – Scotland All Trains	2014-15	✗		✗	✗			✗	90	360	730	Manchester Airport Preston – Glasgow/Edinburgh	Forward	Manchester Oxford Road	✗		
	2015-16	✗									730	Manchester Airport Preston – Glasgow/Edinburgh	Forward	Preston	✗		
	2016-17	✗									730	Manchester Airport Preston – Glasgow/Edinburgh	Forward	Carlisle	✗		
	2017-18	✗									730	Manchester Airport Preston – Glasgow/Edinburgh	Forward	Glasgow Central	✗		
	2018-19	✗										730	Manchester Airport Preston – Glasgow/Edinburgh	Reverse	Edinburgh	✗	
													730	Manchester Airport Preston – Glasgow/Edinburgh	Reverse	Carlisle	✗
													730	Manchester Airport Preston – Glasgow/Edinburgh	Reverse	Preston	✗
													730	Manchester Airport Preston – Glasgow/Edinburgh	Reverse	Manchester Oxford Road	✗
													730	Manchester Airport Preston – Glasgow/Edinburgh	Reverse	Manchester Airport	✗

APPENDIX 3 - SPP THRESHOLD

	Period:	3	6	10	13
2014/15		✂	✂	✂	✂
2015/16		✂	✂	✂	✂
2016/17		✂	✂	✂	✂
2017/18		✂	✂	✂	✂
2018/19		✂	✂	✂	✂