

Application to the Office of Rail Regulation for a passenger track access contract under section 17 of the Railways Act 1993

1. Introduction

This form should be used to apply to the Office of Rail Regulation (ORR) for directions under section 17 of the Railways Act 1993 for a new track access contract. Section 17 is the means by which those seeking the right to use a railway facility (including Network Rail's network) apply for compulsory third party access if they have failed (for whatever reason) to reach agreement with the facility owner.

Where an applicant wishes to submit an application direct to ORR and have ORR conduct the industry consultation on its application, this form should be completed fully before submission to ORR. Alternatively, where an applicant wishes either to request Network Rail (for applications where it is the facility owner) to conduct a pre-application consultation or to conduct a pre-application consultation itself, this form should be completed up to section 7.4 before carrying out a pre-application consultation. The remainder should be completed after the consultation, before applying to ORR for directions under section 17.

The form sets out our standard information requirements for considering such applications. It cross-refers throughout to our criteria and procedures (C&Ps)¹ and, where appropriate, to the Industry code of practice for track access application consultations (the Code of Practice)¹. The C&Ps explain the process and timing for our consideration of access applications and discuss the issues we will need to consider. Applicants should use the published model passenger track access contract as their starting point when drafting the contract they would like². Applicants are strongly encouraged to read the C&Ps and the Code of Practice before making an application.

It is very important that the application is made in good time and prospective applicants are strongly advised to read (and if necessary take advice on) the procedures which are laid out in the Railways Act 1993 and the C&Ps in this respect. We will be happy to discuss prospective applications.

A copy of this form, and of ORR's model track access contract, can be accessed electronically and downloaded via the ORR website (www.rail-reg.gov.uk).

2. The application

2.1 Title of proposed contract:

Alliance Rail Holdings -GNWR

2.2 Contact details (Company and named individual for queries):

Company: Alliance Rail Holdings (Alliance)

Contact individual: Ian Yeowart

Job title: Managing Director

Address: 88 The Mount, York, YO24 1AR

Telephone number: 01904 628904

Fax number: N/A

E-mail address: iy@allianc rail.co.uk

¹ *Criteria and procedures for the approval of track access contracts*, Office of Rail Regulation, 27 November 2008, available at <http://www.rail-reg.gov.uk/server/show/nav.202>. The Code of Practice is set out in Annex A of the C&Ps.

² This is available at <http://www.rail-reg.gov.uk/server/show/nav.202>.

C&P
para(s)
3.9-3.14

2.3 Licence and railway safety certificate: please state whether the applicant intends to operate the services itself or have them operated on its behalf

Please state whether the proposed operator of the services (a) holds a valid train operating licence under section 8 of the Railways Act 1993 or an exemption under section 7, and (b) has a valid safety certificate under the Railways and Other Guided Transport Systems (Safety) Regulations 2006. If the answer to (a) or (b) is no, please state the point which the proposed operator has reached in obtaining a licence, exemption and/or safety certificate (as the case may be)

The applicant intends to operate the services itself.

Alliance does not yet hold a valid train operating licence nor a valid safety certificate. It intends to commence operations during the December 2013 timetable from the Subsidiary Change (May 2014) . Applications for an operating licence and a safety certificate will be made well before commencement of operations.

3.22

3. The proposed contract

3.1 Executive summary: please provide an executive summary of the proposed contract. This should cover the services, the commercial terms, and the applicant's reasons for seeking the contract in the terms proposed. The summary in this section should also explain (here or by cross-reference to the answers in the sections below):

3.92

- where there is an existing agreement in respect of the services in question, any differences between the existing agreement and the proposed contract (e.g. calling patterns, frequency, routes, rolling-stock, commercial terms etc.);
- any aspects in which the proposed contract contains bespoke provisions departing from the published model track access contract and the charging, performance and restrictions of use regimes established through ORR's periodic review (or subsequent interim reviews) of access charges; and
- any material safety risks that have been identified arising from the proposed contract and the arrangements for their control and mitigation (by reference to the provisions of the facility owner's safety authorisation and the train operator's safety certificate).

**2.32-2.38
6.2-6.3**

4.9-4.11

Alliance plans to operate at two-hourly intervals between London Euston and Leeds, and between Euston and Bradford Interchange. This application also contains proposals for services between Euston and Blackpool North, and Euston and Carlisle via the Cumbrian Coast. Alliance plans to introduce the following services during the 2014 timetable:

- Euston to Leeds via Crewe, Stalybridge and Dewsbury
 - Euston to Bradford Interchange via Newton-le-Willows and Rochdale

- Euston to Blackpool North
- Euston to Carlisle via Barrow-in-Furness and the Cumbrian Coast

Services will be operated by 125 tilt-enabled rolling stock capable of Enhanced Permissible Speeds on the WCML. These will be newly-built. The supplier has not yet been selected. Further details of the rolling stock are provided in section 4.8 of this application along with some additional information contained in a confidential side letter.

Alliance and Network Rail (NR) have been working closely together in developing these new open access proposals on the West Coast Main Line (WCML). Agreement has been reached with Network Rail on 23 daily paths Mondays to Fridays, plus 4 paths running 4 out of 5 weekdays. Agreement has also been reached on 6 Saturday paths and 22 Sunday paths. A further 15 weekday paths and 14 weekend paths could be accommodated if there were to be a timetable re-cast as is proposed.

The purpose of this agreement is to provide Alliance with equivalent rights to other operators taking part in the timetable bidding process. The rights sought have been developed by Alliance and are based on the December 2011 timetable. The paths are indicative of available capacity. The rights are intended to be flexible for the industry so that the West Coast Event Steering Group (WCESEG) can realise the best use of capacity. It is Alliance's intention to firm up these rights with a separate application following further development of the WCML timetable.

Track access rights will also be needed for associated empty stock movements, diversionary routes and depot access.

Station access rights will be required for the following stations:

London Euston, Milton Keynes Central, Rugby, Nuneaton, Tamworth, Lichfield Trent Valley, Crewe, Alderley Edge, Macclesfield, Stockport, Stalybridge, Huddersfield, Dewsbury, Leeds, Winsford, Warrington Bank Quay, Newton-le-Willows, Eccles, Manchester Victoria, Rochdale, Todmorden, Hebden Bridge, Halifax, Bradford Interchange, Preston, Kirkham & Wesham, Poulton-le-Fylde, Blackpool North, Lancaster, Carnforth, Ulverston, Barrow-in-Furness, Millom, Sellafield, Whitehaven, Workington, Maryport, Wigton, Carlisle.

This will be a new contract with services operating under 'open access' provisions.

3.2 Terms not agreed with the facility owner: please set out here those specific areas of the proposed contract which the applicant has **not** been able to agree with the facility owner, the reasons for the failure to agree and the reasons for seeking these provisions **3.92**

Network Rail had previously supported a section 18 application covering the 31 paths that were validated by them. They have subsequently withdrawn their support for a section 18 application but have not advised Alliance of their reasons. The contract terms were not an issue originally for Network Rail. There have been no objections by Network Rail to the section 18 or the section 17 consultation that we jointly carried out.

The timetable work that was undertaken for this exercise focused on the West Yorkshire service group purely because of the complexities of finding a significant number of paths across a number of disparate routes. The ORR decision in March had identified its view on the capacity for Blackpool services, and with only a small service proposed for the Cumbrian Coast real value would only be achieved by a timetabling exercise that was extremely challenging.

3.3 Departure from ORR's model passenger track access contract: please set out here, with reasons, **2.32-2.38**

any areas where the drafting of the proposed contract omits, amends or adds to ORR's published template passenger track access contract (as appropriate, cross-referencing to the answers below). Wherever the proposed contract contains a new process (e.g. a self-modification provision) ORR will wish to see a flowchart illustrating that the process is robust, internally consistent and leaves no loose ends

6.2-6.3

This agreement is based upon the Passenger Track Access Model Contract, which is intended for franchised operators. Therefore this contract has been amended to reflect use for Open Access. In addition amendments have been made in relation to RPI updates and to reflect the recent changes to Part D of the Network Code.

3.4 Duration of contract: please state the commencement date sought for the proposed contract, and provide justification for the proposed duration (in particular, giving reference to ORR's policy on long-term access contracts³ where contracts would be for longer than five years) **4.73-4.79**

The contract is for five years commencing the Subsidiary Change Date in May 2014.

³ *Long-term access contracts: final conclusions*, Office of Rail Regulation, June 2005 available at <http://www.rail-reg.gov.uk/upload/pdf/240.pdf>

4. The expression of access rights and the consumption of capacity

4.1 Benefits: please set out what specific benefits will result from the proposed contract. In particular, **4.30-4.38** please describe any new rights sought or significant changes in the pattern of services, their benefits to passengers and their impact on existing operators

Services are planned as follows:

- Euston to Leeds via Crewe or Macclesfield then Stalybridge and Dewsbury
- Euston to Bradford Interchange via Newton-le-Willows and Rochdale
- Euston to Blackpool North
- Euston to Carlisle via Barrow-in-Furness and the Cumbrian Coast

Services are planned to operate at two-hourly intervals between Euston and Leeds, and between Euston and Bradford. As far as possible, these services should operate on alternate hours. Five trains per day are planned between Euston and Blackpool, and three trains per day between Euston and Carlisle. Together, these should give a two-hourly pattern between Euston and Preston.

As far as possible, the same level of service should operate throughout the week, though Alliance expects services to finish slightly earlier on Saturdays, and start later on Sundays. Cumbrian Coast services may have a different destination(s) and routes on Sundays to reflect accessibility and retain diversionary route knowledge.

Services are planned to be introduced in the May 2014 timetable. The phasing of new services will be in line with the expected acceptance and commissioning of the new rolling stock required to introduce them.

Trains will initially have a capacity of around 330 seats from 6 passenger vehicles. It will be possible at a later date to increase capacity either by running in multiple, or by adding vehicles. The trains will be capable of running at up to 140 mph, to future proof their performance, and will tilt to achieve Enhanced Permissible Speeds (EPS) - currently a maximum of 125 mph on the WCML.

The following stations will also be served by some trains on the relevant routes:

Milton Keynes Central, Rugby, Nuneaton, Tamworth, Lichfield Trent Valley, Crewe, Alderley Edge, Macclesfield, Stockport, Stalybridge, Huddersfield, Dewsbury; Winsford, Warrington Bank Quay, Newton-le-Willows, Eccles, Manchester Victoria, Rochdale, Todmorden, Hebden Bridge, Halifax; Preston, Kirkham & Wesham, Poulton-le-Fylde; Lancaster, Carnforth, Ulverston, Barrow-in-Furness, Millom, Sellafield, Whitehaven, Workington, Maryport, Wigton.

As well as improved connectivity between a number of locations, a significant number of Northern towns will also gain new direct links to London, with services of inter-city quality and speed. Other towns and cities on the WCML will gain a more frequent service to London, in some cases restoring off-peak inter-city services that were lost in 2008. This will also provide some competition on the route. Connections between Milton Keynes, the Midlands and the North-West will also be improved, in line with Route Utilisation Strategy (RUS) recommendations.

Alliance has been involved in both the WCML and Northern RUS process. The planned services address a number of other RUS gaps, especially those concerning on-train crowding.

4.2 Congested infrastructure: please state whether the part(s) of the network to which this application relates have been declared congested by the facility owner, under regulations 23-25 of the Railways Infrastructure (Access and Management) Regulations 2005⁴ **4.82-4.83**

None of the infrastructure on the proposed routes is declared as congested.

4.3 Adequacy: please set out to what extent and by what process (if any) the applicant has satisfied itself that there is sufficient network capacity for the services in the proposed contract, and the implications for overall network performance and the facility owner's maintenance and renewal activities **4.17-4.40**

Recent work carried out by Network Rail for the ORR, and in connection with the WCML Route Utilisation Strategy, has indicated that there is spare capacity on the WCML.

Alliance has worked closely with Network Rail on the development of paths and will continue to do so. In order to prove that capacity exists, train paths have been developed in TPS using the December 2011 timetable and flexing operators within the current contractual constraints. This approach therefore represents the worst case scenario in terms of capacity. The point is to prove that capacity exists. Network Rail's reports are provided in Annex H.

However, the timetabling process (managed by an event steering group) should reveal more capacity, through development of new timetables between December 2013 and 2016. Alliance is confident that the rights being sought can be accommodated as part of the output from the West Coast Event Steering Group (WCESEG).

Alliance notes that a number of committed schemes for delivery between now and 2016, such as Stalybridge re-modelling, North West electrification and North trans-Pennine electrification, will have a positive impact on the capacity available on routes over which Alliance proposes to operate.

Detailed assessment of the effect of Alliance's services on operational performance has not yet been carried out. With the introduction of our new train sets we would expect reliability to be high, and recovery from any failure to be rapid. Alliance also anticipates that the issues concerning the performance of any re-cast timetable will be addressed by the WCESEG.

4.4 Flexing rights: please provide a general description of the extent of the facility owner's flexing rights in the proposed contract, the rationale for the extent of flex provided, including changes from that in any existing agreement in respect of the services in question, and the extent to which the provisions have been agreed with the facility owner **2.25-2.31**

The rights sought provide a great level of flexibility for Network Rail and the industry so that most efficient use of capacity can be made to develop a new timetable .

4.5 Protected rights and obligations: please describe the extent to which the proposed contract contains any protected rights and/or protected obligations (i.e. protection from subsequent amendment of the Network Code under Condition C8), and explain the justification for the form and extent of protection sought by reference to ORR's criteria **4.69-4.70**

None.

4.6 Journey time protection: please describe the extent to which the proposed contract affords journey time protection to any services (by establishing maximum journey times, fastest key journey times or maximum key journey times), and explain the justification for the form and extent of protection sought by reference to ORR's criteria **8.90-8.103**

⁴ These regulations are available at <http://www.opsi.gov.uk/si/si2005/20053049.htm>

None

4.7 Other limitations on flexibility: please describe the extent to which the proposed contract contains any other restrictive obligations on the facility owner (e.g. regular service intervals, clockface departures etc.), and explain the justification for any such provisions by reference to ORR's criteria **4.69-4.70**

None

4.8 Specified equipment: where the proposed contract contains changes to specified equipment (rolling stock), please give full details, including timescales, and the extent to which the vehicle and route acceptance procedure in the Network Code (Part F) has been completed **8.87-8.90**

Alliance is in detailed discussions with train manufacturers, Network Rail and others about the development and introduction of its new rolling stock. The timescale for operational service on the UK network is between 24 and 36 months from order. The first order will be placed following a positive output from the timetabling process.

The proposed rolling stock will be capable of operating at Enhanced Permissible Speeds on the West Coast Main Line and 100 mph on non-electrified routes. The formation will be up to 8 x 23 m vehicles in length.

4.9 Moderation of competition: where applicable, please describe the extent to which the proposed contract seeks contractual protection from the introduction of competing services on specific flows, and explain the justification for such protection by reference to ORR's policy on moderation of competition **4.41-4.44**

Not applicable

4.10 Franchise obligations: please explain the extent to which the services in the proposed contract are necessary to fulfil obligations under a franchise or concession agreement **4.3-4.4**

Not applicable

4.11 Public funding: please state whether (and if so to what extent) the services in the proposed contract are subject to financial support from central or local government (other than the Department for Transport or Transport Scotland), including Passenger Transport Executives, and provide a point of contact at that body **3.37 4.22 4.35-4.40**

It is not anticipated at this stage that any public funding will be forthcoming. However, should that position change, particularly in respect of stations, car parking and maintenance provision, particulars will be provided.

4.12 Passenger Focus: please state whether (and if so to what extent) the services in the proposed contract have been discussed with Passenger Focus, and provide copies of any relevant correspondence **4.40**

Alliance has held discussions with Passenger Focus to discuss the outlines of the proposal and its ticketing and fares policy. That dialogue will continue. Passenger Focus supports competitive entry.

4.13 Route utilisation strategies (RUSs): if applicable, please also state which RUSs (including the Freight RUS) are considered relevant to this application and whether the proposed rights are consistent with that RUS. If the proposed rights are not consistent, please state the reasons for this. **4.5-4.8**

Alliance has been fully involved in the RUS process at all stages, and the WCML RUS and Northern RUS are the most relevant.

The two key gaps in the RUSs addressed by this proposal are:

- Connectivity between Milton Keynes and the North-West
- Crowding between the following locations: Milton Keynes and Euston; Rochdale and Manchester; Warrington and Manchester; Huddersfield and Leeds.

5. Incentives

5.1 Charges and performance: please set out, and explain the reasons for, any instances where the proposed contract departs from the charging and/or performance regimes established by ORR's periodic review (or subsequent interim reviews) as reflected in ORR's model passenger track access contract, including the financial implications (e.g. establishment of an access charge supplement or rebate) **5.1-5.43**

No departures to the contract, except those areas indicated (which appear non applicable to open access operators) are envisaged.

The final shape of the performance regime will be agreed following a positive decision on this application and following the output of the West Coast Event Steering Group.

5.2 Train operator performance: please describe any planned initiatives associated with the operation of the services in the proposed contract aimed at improving the applicant train operator's own performance **4.27-4.35**

We have begun discussions with Network Rail and manufacturers regarding the operational requirements for contingency planning, for example coupling compatibility; acceleration / deceleration; and axle weight. In addition, diversionary routes have been discussed with Network Rail and Alliance is developing a contingency policy for use during times of operational disruption.

5.3 Facility owner performance: please describe any planned initiatives associated with the operation of the services in the proposed amendment aimed at improving the facility owner's own performance. **4.27-4.35**
5.1

Alliance has been working closely with Network Rail to identify projects that could help improve capacity and performance robustness. We shall continue to work in partnership with Network Rail to identify and develop opportunities.

5.4 Monitoring of services: would all services covered by this application be monitored for performance throughout their journeys, consistent with our policy in paragraph 5.48 of the criteria and procedures? If not, please state what the justification for this is in line with the permissible circumstances described in paragraph 5.49 of the criteria and procedures. **5.48-5.53**

Services will be monitored for performance purposes.

5.5 Restrictions of use: please describe and explain the reasons for any instances where the proposed contract departs from the restrictions of use (possessions) compensation regime established by ORR's periodic review of access charges and his subsequent interim review of the possessions incentives regime **5.69-5.81**

No departures are proposed.

6. Enhancement

6.1 Enhancement details: where the proposed contract provides for the delivery of any network enhancements, or the services in the proposed contract are predicated on any planned network enhancements, please give full details of the relevant enhancement schemes, including a summary of outputs from the scheme, timescales and the extent to which the network change procedure in the Network Code (Part G) has been completed (where appropriate, by reference to submissions made under ORR's enhancement reporting framework) **3.109 4.81**

Enhancements are planned at the stations listed, which will include upgraded staff and passenger facilities, improved security, better accessibility and expanded car parking. In addition a new maintenance facility for the rolling stock will be developed. The location of such a facility has still to be determined although Crewe is the preferred location.

6.2 Enhancement charges: please confirm that the arrangements for the funding of any network enhancements are consistent with ORR's Policy Framework for Investments⁵, and summarise the level and duration of payments, and the assumed rate of return (see chapter 3 of the Conclusions document) **5.6 5.12-5.14**

The enhancements will be funded in line with the ORR's Policy Framework for Investments.

7. Other

7.1 Associated applications to ORR: please state whether this application is being made in parallel with, or relates to, any other current or proposed applications to ORR (e.g. in respect of track, station or light maintenance depot access contracts or agreements) **3.17-3.18**

None

7.2 Supporting information: please state here any further justification or relevant information in support of the application, including a list and explanation of any other material being submitted (and supply copies with the application) **3.35**

The supporting work undertaken by Network Rail and Alliance in development of the timetable. Current position on rolling stock procurement and investment which is commercially confidential.

A full Business Plan was initially provided to the ORR in January 2011. The application has now been amended in a few areas following consultation and further work has been undertaken in respect of the rolling stock. The Plan is being updated to reflect the changes that have taken place since it was initially submitted and will be provided under separate cover.

A full list of attached documents is listed at 8.1

7.3 Side letters and collateral agreements: please confirm here that the whole of the proposed contract between the parties has been submitted with this application and that there are no side letters or other documents which purport to qualify or otherwise affect the proposed access contract **6.12-6.16 6.21**

There is one side letter which may have an effect on the contract terms and length.

7.4 Confidentiality exclusions: where applicable, please explain clearly what elements of the application have been excluded, on the grounds of confidentiality, from the version of the proposed **3.27-3.32**

⁵ The Policy Framework for Investments documentation is available at <http://www.rail-reg.gov.uk/server/show/nav.190>.

amendment sent to consultees for the pre-application consultation process (if undertaken). Alternatively, where an application has not been subject to pre-application consultation, the applicant should state what elements of the application and proposed amendment they would wish ORR to exclude from publication.

In excluding, or seeking the exclusion of, any information, the applicant should have regard to the grounds of confidentiality specified in section 71(2) of the Railways Act 1993, and provide a full justification for each instance by reference to those statutory grounds. Further guidance is provided in the Code of Practice. Subject to its decision on such exclusions, it is ORR's intention to publish this application and the proposed contract on the ORR website. (NB under the process established by Schedule 4 of the Railways Act 1993, ORR is obliged to send a copy of the application **in full** to the facility owner)

Code of Practice:
17-20

No exclusions of the application are sought at this time save for the confidential revenue, business plan rolling stock information and the attached letter in Annex C that is to be provided under separate cover.

Note: Where a pre-application consultation is to be undertaken in line with the Code of Practice, the remainder of this application should not be completed until after that consultation has been completed

8. Pre-application consultation

8.1: Has a pre-application consultation been carried out in line with the Code of Practice? If yes, please:

- state whether Network Rail or you (the applicant) conducted the consultation;
- list all train operators, franchising authorities and other parties that were consulted, stating which parties, if any, made representations (other than nil returns) and attach their responses and any associated documentation to this form; and
- state the period allowed for the consultation and, if this was less than 28 days, please explain the reasons for this.

Code of Practice:
10-15
35-41

If a pre-application consultation has not been carried out, please explain what informal discussions have been held with those third parties who might be affected by this application and the nature of any concerns raised.

A consultation document was produced and discussed at a stakeholder workshop held in York on 18th August 2011.

Annex A details the overview of responses

Annex B contains Alliance's consultation document

Annex C contains the presentation given at the stakeholder consultation meeting

Annex D contains the minutes of the stakeholder consultation meeting

Annex E contains the questions raised by stakeholders

Annex F contains Alliance Rail's responses

The following were consulted:

Name	Company
Chris Wilson/ Peter Foot	Department for Transport
Chris Dellard	Arriva Trains Wales
Jon Ratcliffe	
Catherine Rowe	National Express
Graham Cross	Chiltern
Mike Fairburn	Britam Rail
Simon Taylor	East Midlands
Lanita Masi	
Steve Carter	Eurostar

John Beer	First Capital Connect
George Thomas	First Transpennine Express
Robert Holder	First Greater Western
Neil Sutton	First Scot Rail
Chris Phillimore	Go Co-op
Name	Company
Tom Clift	Grand Central
Barry Milsom	Heathrow Express
Cath Bellamy	First Hull Trains
Andy Wylie	First Group
John Czyrko	London Midland
Clare Kingswood	South Eastern
David Rourke	LOROL
Andy Heath	Mersey Rail
Adrian Caltieri	East Coast Trains
Rai Kalirai	Southern
Phillip Benham	NYMR
Helen Cavanagh	Northern Rail
Phil Evans	Pre Metro Operations
Mary Bonar	Renaissance Trains
Sam Gibbins	South West Trains
Lisa Savoy	Tyne & Wear Metro
Rob Hodgkinson	Virgin Trains
James Carter	
David Judson	CrossCountry
Simon Ball	
Richard Devall	Colas
Nigel Oatway	DBS
Chris Connolly	DRS
David Brailsford	Eurotunnel
M Leadbetter	
Jason Bird	Freightliner
Andrew Wiewewardena	
Andy Movle	
Ian Kapur	GB Rail Freight
James Shuttleworth	West Coast Railway
Andrew Harston	
Martin Woor	Hutchinson Ports
Robert Ingram	DP World
Mike Garratt	MDS Transmodal
Nick Matthews	RCL
Maggie Simpson	Railfreight group
Matthew Rheinberg	
Christine Bricard	Transport for London
Peter Tonkin	Mavor of London
Poonam Tamana	London TravelWatch
Bob Houghton	Olympic Delivery Authority
Charles Devereux	Crossrail
Naina Mistry	CTRL
Michael Renshaw	Transport for Greater Manchester
Neil Scales	Mersey travel
David Young	South Yorkshire PTE
Ken Mackay	NEXUS
Steven Fisher	CENTRO
James Nutter	West Yorkshire PTE
John Sears	Passenger Focus
Andrew Franklin	Welsh Assembly
Dean Cowper	Transport Scotland
Paul Doherty	TfL (Tube)

8.2 Resolved issues: please detail any issues raised in response to the consultation that have been resolved to the satisfaction of the consultee. You may wish to refer to responses attached to this form.

Code of Practice:
45-46

Some train operators found that splitting the application into a section 17 and 18 was confusing. Alliance has accepted this point and is now progressing one application.

8.3 Unresolved issues: please detail any issues raised in response to the consultation that have not been resolved to the satisfaction of the consultee, including any correspondence with that consultee. You may wish to refer to responses attached to this form. Please explain why you do not think these issues should preclude ORR's approval of the application.

Code of Practice:
47

Alliance has provided responses in Annex D and F

8.4: Please explain any aspects of the application that have changed as a result of the consultation and why they have changed.

Alliance conducted the consultation with two applications one a Section 18 for the agreed and validated paths and a Section 17 application for the elements that Network Rail was unable to agree. Alliance has now merged the two applications. The rights sought are an expression of the combination of the two former applications. There is no change in the overall quantum of services sought.

8.5: Please list here any further information being provided to ORR to support the application that was not made available to consultees in any pre-application consultation held as part of this application and listed in section 7.2. If the applicants wish ORR to consider excluding this information from subsequent publication they should justify why the information is of a confidential nature, following the guidance provided in section 7.4 above.

Confidential information about Alliance's timetable proposals, business case and rolling stock will be provided as soon as they have been updated and approved internally.

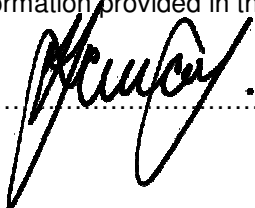
In addition a separate letter is attached with this application for ORR and Network Rail only (See Annex G).

9. Certification

Warning: Under section 146 of the Railways Act 1993, any person who, in giving any information or making any application under or for the purposes of any provision of the Railways Act 1993 (including section 17), makes any statement which he knows to be false in a material particular, or recklessly makes any statement which is false in a material particular, is guilty of an offence and so liable to criminal prosecution **3.36**

I certify that the information provided in this form is true and complete to the best of my knowledge

Signed



Date 7 December 2011.....

Name (in caps) IAN YEOWART.....

Job title ...Managing Director.....

For (company) ...Alliance Rail Holdings Ltd

10. Submission

10.1 What to send:

Please supply, in hard copy, the signed top copy of this application form, one copy of the proposed draft contract, with copies of any documents incorporated by reference (other than established standard industry codes or other instruments) and any other attachments, supporting documents or information. **3.35**

Please also supply the application, the proposed contract and, insofar as it is possible, any other supporting information, in electronic form, by e-mail or on disc, **in plain Microsoft Word format** (i.e. excluding any macros, auto-para or page numbering, or other auto-formatting). **3.33-3.34**

10.2 Where to send it:

Manager, Track Access Team
Directorate of Access, Planning and Performance
Office of Rail Regulation
One Kemble Street
London
WC2B 4AN

ORR Passenger Form S17 February 2009