Department for Transport

Accreditation Process Document

South Central Franchise

May 2008
IMPORTANT NOTICE

This Document is issued by the Department for Transport (the "Department") pursuant to the Secretary of State for Transport’s (the "Secretary of State") functions and duties under the Railways Act 1993 as amended (the "Railways Act").

This Document is not a recommendation by the Secretary of State, or any other person, to enter into a Franchise Agreement or to acquire shares in a franchisee or a parent undertaking. In considering any investment in a franchise, franchisee or a parent undertaking, you should make your own independent assessment and seek your own professional financial and legal advice.

The information contained in this Document does not purport to contain all of the information that a prospective franchisee or shareholder may require. Neither the Secretary of State, nor any of her employees, agents or advisers (such employees, agents or advisers being hereinafter referred to as "representatives"), makes any representation or warranty (express or implied) (and no such representatives have any authority to make such representations and warranties) as to the accuracy, reasonableness or completeness of the information contained in this Document.

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The only information which will have any legal effect and/or upon which any person may rely will be such information (if any) as has been specifically and expressly represented and/or warranted in writing to a successful franchisee in the relevant Franchise Agreement or in any other relevant agreement entered into at the same time as the Franchise Agreement is entered into or becomes unconditional.

This Document is being distributed only to, and is directed at, (a) persons who have professional experience in matters relating to investments falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the “Order”) or (b) high net worth entities, and other persons to whom
it may otherwise lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investments to which this Document may relate are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be engaged in only with, relevant persons. Any person who is not a relevant person shall not act or rely on this Document or any of its contents.

This Document does not constitute an Invitation to Tender ("ITT"). In due course, the Department expects to issue an ITT for the South Central Franchise (see Section 3 of this Document). This Document is designed to assist you in deciding whether to lodge an expression of interest. An ITT will be issued to you only if you successfully qualify on the basis of the process set out in this Document.

Any person proposing to submit an application to receive an ITT for the South Central Franchise will be required to enter into a Franchise Letting Process Agreement including confidentiality and non-collusion undertakings. Nothing in this Document supersedes, or in any way amends or affects, any provision of the Franchise Letting Process Agreement.

Legal (Eversheds) and technical advisers (Steer Davies Gleave) will be acting for the Secretary of State in relation to the letting of this Franchise and will not regard any other person as their clients or be responsible to anyone other than the Secretary of State for providing the protections afforded to their clients or for advising any other person on the contents of this Document or any matter referred to in it.

Unless the context otherwise requires, capitalised terms used in this Document shall have the same meaning given to them in the National Rail Franchise Terms.

May 2008
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1. Introduction and Purpose of this Document

1.1 Background

The Secretary of State has announced her intention to invite expressions of interest for the South Central Franchise in order to let the franchise following expiry of the agreement relating to operation of the existing South Central franchise operated by New Southern Railway Limited (which is expected to incorporate the Gatwick Express franchise in June 2008) with effect from 20th September 2009.

This Document is addressed to parties who may be interested in the proposed letting of the above Franchise.

This Document:
(a) provides background information and details of this Franchise;
(b) outlines the letting process; and
(c) describes the process for accreditation for receipt of an ITT.

The powers of the Secretary of State in relation to franchising and the letting of franchises can be found in the Railways Acts and the Transport Act, which can be accessed via www.hmso.gov.uk/legis.htm.
2. **Franchise Objectives**

The Secretary of State has set out objectives for the franchise as follows:

- To serve and develop suburban, mainline and coastway services and to accommodate current and anticipated future growth in passenger demand and potentially reduce crowding levels.

- To achieve sustainable value for money of the franchise for the taxpayer.

- To facilitate the implementation of and realise the benefits to passengers from the Brighton Main Line and South London Route Utilisation Strategies, Thameslink Programme, East London Line extension project and output metrics specified in the High Level Output Statement, and to effectively manage the process of change that all these projects will involve, including communications to passengers.

- To maintain and improve the operational performance of the South Central franchise and to contribute towards national performance targets (including the significant lateness targets).

- To seek to benchmark and improve the overall environmental performance of the franchise.

- To seek to improve alignment of services and service quality with aspirations of all stakeholders, to improve overall customer satisfaction, specifically in the areas of service quality (both on train and station), ticket purchasing and retailing (including smartcards) and information (pre and during the journey).

- To seek to improve accessibility to South Central services and stations, including car parking and access to stations, as well as access for disabled passengers.

- To facilitate locally sponsored increments and decrements, and specifically implement the enhanced role of TfL in the franchise specification process.

- To ensure alignment of the South Central service specification with the specification of other Train Operating Companies across the network, especially First Capital Connect and the London Rail Concession (TfL).

A brief summary description and map of the franchise are provided at Schedule 1 attached. Applicants are advised that further detail on the franchise (including about the Department’s proposed service specification) will be published in a Consultation Document available on the Department’s website ([http://www.dft.gov.uk/railways](http://www.dft.gov.uk/railways)).
3. Overview of the Accreditation Process

3.1. Qualification to receive an ITT

Applicants are invited to express an interest in qualifying to receive an ITT in respect of the South Central Franchise by completing and submitting the Accreditation Questionnaire (the “AQ”) and Franchise Letting Process Agreement (the “FLPA”) which are available on the Department's website. Subject to Paragraph 3.5 of this document, submission of the AQ, and signed FLPA will constitute permission to the Department to disclose all or any of the information contained in or supplied in connection with the submission on the basis set out in the FLPA.

The Secretary of State is required under Section 26(2) of the Railways Act to consult with the Office of Rail Regulation (“ORR”) before issuing the ITT. In addition, Section 26(3) of the Railways Act stipulates that the Secretary of State may not issue an ITT to any person unless it considers that such person has the appropriate financial position and managerial competence, and is otherwise suitable to be a franchisee.

The Department expects to invite between three and five applicants to submit a bid. This will be done on the basis of ranking the Applicants on the scoring achieved for the AQ responses submitted. The Department reserves the right to invite bids from any number of Applicants. Further information on the Accreditation Process is provided in ‘A Guide to the Railway Franchise Procurement Process’ which can be found under “Rail Franchises” in the Railways section of the site: www.dft.gov.uk/railways/franchises.

Applicants completing the AQ will be offered a de-briefing on their submission. This will include whether the Applicant passed or failed Parts A and B, their percentage scores for Parts C and D and their ranking vis a vis other Applicants. The Department will not disclose the breakdown of percentage scores, the scores of other Applicants or the rankings and preferences of other Applicants.

3.2. Competition Matters

Applicants are advised that, while they are free to submit a ‘Notification’ to the Office of Fair Trading at any stage after qualifying to receive the South Central ITT, they may wish to delay doing so.

The OFT expects that notification to the OFT will be made following the announcement by the Department of the identity of the South Central Franchisee. The OFT requires the parameters of the Franchise to be reasonably clearly established in order to undertake competitive analysis, which is only the case after this date. This should also save substantial public and private costs. Notwithstanding this, the OFT strongly encourages any Bidder who believes that a successful bid would give rise to a substantial numbers of overlaps with its other
transport interests to contact the OFT as soon as possible, on an informal basis, to discuss the OFT’s requirements in the event of a successful bid.

More detailed advice will be provided in the ITT.

3.3 Changes in Circumstances

Applicants (including, for this purpose, each Parent and Member as defined in the Accreditation Questionnaire) are required to inform the Department promptly and in any case no later than twenty-one days, after the occurrence of:

(a) Any change to their corporate structure from that set out in their application to qualify to receive an ITT (but not where this relates specifically to changes to the bid vehicle, which is dealt with in accordance with paragraph 3.4 below). This includes the grant of any options to acquire shares, any agreement relating to the exercise of rights attaching to such shares, and any amendments to a shareholders’ agreement, articles of association or similar constitutional documents;

(b) Any changes to the information provided to the Department as part of the Accreditation process; or

(c) Any other changes to their circumstances, or the basis of their Questionnaire submissions, which may reasonably be expected to influence the Department’s decision on their suitability for qualification for receipt of an ITT or to be the successful franchisee.

The Secretary of State will ordinarily grant her consent to a change in the membership of the bid vehicle where:

(d) that consent is requested in writing 10 or more Business Days before the change takes effect;

(e) the Applicant has not yet submitted its tender for the Franchise;

(f) she is satisfied that the change would not substantially and adversely affect the capability of the Applicant or its Affiliates to operate the Franchise or the basis on which the Applicant qualified to participate in the franchise letting process; and

(g) the change would not enable a person whose application to qualify to participate in the franchise letting process has been rejected by the Secretary of State to have a substantive influence over the Applicant or its proposal for the Franchise.

However, the Secretary of State reserves the right to approve or reject such changes at her absolute discretion (including any changes to the basis on which the Applicant may be accredited to receive an ITT), or to impose such conditions as she considers appropriate. A rejection of the changes may result in the Applicant being excluded from further participation in the competition.
3.4 Changes to Bid Vehicles

Applicants which are joint ventures or consortia may wish to qualify to receive an ITT. In these circumstances, the Department would require details of the proposed arrangements set out in a shareholder agreement in order to assess their robustness.

Under UK and EU procurement law the Department must treat all Applicants equally and transparently. Prior to the issue of an ITT, the Department will establish whether Applicants are suited to receive an ITT in accordance with the requirements of Section 26(3) of the Railways Act and carry out its assessments of Applicants for this purpose at the Accreditation stage.

This means that it may not be possible for the Department to accept bids from entities that are materially different from those that it qualifies to receive an ITT.

The Department reserves the right to approve or reject any proposed changes.

The Department therefore recommends that Applicants consider carefully whether they wish to bid as part of a joint venture or consortium and consequently, to have developed the terms upon which they intend to do so prior to submitting their response to the AQ.

3.5 Freedom of Information Act 2000

The Freedom of Information Act 2000 (the “FOIA”) provides a general right of access to all information held by public authorities. The general right of access to information is then limited by a number of exemptions. The Department is a public authority. Upon a request for information, the Department must release the requested information unless one of the exemptions applies.

Applicants are also invited to identify which parts, if any, of their completed AQ are provided to the Department in confidence and provide reasons why the information should be held in confidence. Applicants should however be aware of the Lord Chancellor’s Code of Practice issued under Section 45 of the FOIA (which can be accessed at http://www.dca.gov.uk/foi/codesprac.htm). This sets out limits on the circumstances under which a public authority should agree to hold information in confidence.

Applicants’ attention is also drawn to the provisions of the FLPA, which permits in certain circumstances disclosure of information by the Department, as well as the provisions in relation to the disclosure of information contained in Section 145(2) of the Railways Act.
4 Overview of the Bidding Process and Award of the Franchise

4.1 Bidding Process

The indicative steps proposed for the bidding process for the franchise are outlined below:

- **22 May 2008**: DfT Accreditation Documentation for the South Central Franchise made available
- **27 June 2008**: Receipt of signed FLPA and Accreditation Questionnaire
- **September 2008**: Announcement of Accredited Bidders
- **November 2008**: Invitations to Tender issued
- **February 2009**: Receipt of bids in response to the ITT
- **Spring 2009**: Evaluation, negotiations and clarification
- **Early Summer 2009**: Selection of Franchisee and Contract Close
- **20 September 2009**: New Franchise starts

It is envisaged that those Applicants who have successfully qualified to receive an ITT will be provided with documentation that includes:

(a) an ITT, giving details of the bidding timetable and procedures, the information required in bids and the criteria for evaluating bids;

(b) full details of the terms and specification relating to the Franchise, including a draft Franchise Agreement; and

(c) details of other documents and operational and financial information to be found in a data site.
Bidders will have one opportunity to put in a comprehensive, best value bid.

Between issuing these documents and receiving tenders, meetings may be held with bidders to provide consultation and guidance as to the Department’s requirements. After receipt of bids the Department may hold clarification meetings with the bidders. The aim of this process is to gain a greater understanding of the bids, and to aid in the evaluation of the bids. Following the evaluation of bids, a shortlist of bidders may be selected to conclude final negotiations. The Department takes the view that this process will not be protracted due to a clear and concise specification set out in the ITT documentation. The Department reserves the right to require clarification submissions from short listed bidders throughout this process.

4.2 Award of the Franchise

The Franchise will be awarded to the bidder who presents the most economically advantageous tender in terms of the criteria specified in the ITT. The Department reserves the right not to award the Franchise Agreement to any bidder.

There will be a number of conditions precedent to the completion of the Franchise Agreement, for example, relating to the execution of track access agreements, other contractual agreements and the provision of financial guarantees where these are required. The ITT and related documentation will contain further information. Potential Applicants’ attention however is drawn at this stage to the following, which will be included as conditions precedent:

(a) the obtaining of the appropriate licences from the ORR. Further details will be given in the ITT but information can also be found in the Railways Act and the Transport Act 2000 and by accessing the ORR website at www.rail-reg.gov.uk;

(b) possession of a Safety Certificate and Safety Authorisation issued by the ORR. Further details will be given in the ITT but information can also be found in the Railways and Other Guided Transport Systems (Safety) Regulations 2006 and the Railway Safety (Miscellaneous Amendments) Regulations 2001 (which can be accessed via the HMSO website given above) and by accessing the HMRI pages of the Office of Rail Regulation website at http://www.rail-reg.gov.uk.

The Department may, at any time during the letting process, require bidders to demonstrate that they will be in a position to obtain the necessary licences, Safety Certificate and Safety Authorisation from the ORR. The Department may, at any time, during the letting process require bidders to apply for the necessary licences, Safety Certificate and Safety Authorisation from the ORR in order to ensure that each is obtained prior to the franchise start date.

Each of the steps in the franchise letting process described above is indicative only and the Department reserves the right to vary, suspend or terminate the process in any way including:
• terminating negotiations for the award of the Franchise Agreement after or before the selection of a preferred bidder; and

• whether or not to select a single preferred bidder with whom to negotiate and conclude on the basis of its tender.

No discussions or negotiations will be legally binding on the Department unless it expressly agrees otherwise in writing.
5 Instructions for lodging an application to qualify to receive an ITT

5.1 Lodging of Applications
Applicants are required to submit four hard copies in ring binders plus four electronic copies on CD plus one electronic copy in HTML format of a completed response to the AQ, answering all of the questions completely. Completed responses should be delivered at or prior to **12.00 on Friday 27 June 2008** to Dale Ward, Department for Transport, Zone 3/27 Great Minster House, 76 Marsham Street, London, SW1P 4DR. Submissions should be taken to the loading bay which is accessed from Page Street.

No other documents or information should be submitted with the completed response. The responses should be submitted in boxes marked “South Central Passenger Rail Franchise - Accreditation for receipt of ITT”. The boxes should not be marked in any way that would indicate the identity of the Applicant. Responses received after the deadline set out above or which are not duly completed and signed may be disregarded. Nevertheless, the Department expressly reserves the right, in its absolute discretion, to treat any response to the AQ as valid and to proceed with the inclusion of any Applicant notwithstanding any procedural defect in relation to a response to the AQ.

All responses must be in English.

An application to qualify for receipt of an ITT will be considered on the basis of information supplied in accordance with the requirements of the AQ. The Department expects the information supplied in responses to the AQ to be concise and unambiguous and remain within the required page count. Any submission beyond the required page count will not be considered as the limit is considered to be a reasonable size to allow the bidder to answer in the breadth and depth required at this stage. However, the Department reserves the right to seek clarification of any information contained in responses to the AQ from Applicants. As a precondition to accepting an Applicant’s AQ the Department must be in receipt of a duly executed FLPA in the required form.

Electronic copies of the AQ and the required form of FLPA are available on the Department’s website [www.dft.gov.uk/railways/franchises](http://www.dft.gov.uk/railways/franchises) and, in cases of difficulty, on request from Dale Ward (e-mail dale.ward@dft.gsi.gov.uk, telephone 020 7944 3693) or Jim Cross (e-mail jim.cross@dft.gsi.gov.uk telephone 020 7944 3907).

It is anticipated that Applicants will be informed whether or not they have qualified to receive an ITT no later than the beginning of September 2008. The Department reserves the right to change the timing and any other aspect of the proposed franchising letting process at any time without prior notice.
In no circumstances will the Department be responsible for any costs incurred by Applicants in the preparation of responses to the AQ and/or in connection with the process for the award of the South Central franchise.

5.2 Requests for Clarification
Applicants may request clarification of the matters covered by this document. These issues should be sent by email to southern@dft.gsi.gov.uk.

Clarification requests can be made at any time. However, Applicants should note that the last date for the receipt of clarification questions is Friday 13 June. Responses will be made by the Department by Friday 20 June.

The Department will issue, from time to time, a bulletin summarising the clarification requests and the Department’s response. This bulletin will be posted on the Department website http://www.dft.gov.uk/railways/franchises.

5.3 Completion of Accreditation Questionnaire - Part C

5.3.1 General

In Part C of the AQ the Department uses the European Foundation for Quality Management ("EFQM") Business Excellence Model in conjunction with the RADAR® evaluation method to benchmark and evaluate Applicants' responses. Further information on EFQM and the RADAR® method can be found at www.bqf.org.uk

As indicated in ‘A Guide to the Railway Franchise Procurement Process’ (available from the Department's website at www.dft.gov.uk/railways/franchises), a proportion of the total score available is awarded for demonstrating a proven track record of service delivery and financial management in relevant areas of public transport activity (which need not necessarily be within the UK).

Applicants should limit their submission for Part C to a maximum of 50 printed A4 pages including any charts or diagrams used. Font size should be a minimum of 11pt, line spacing a minimum of 13pt and font type standard. All Appendices in Part C will count towards the overall page limit, with the exception of those used in response to Question 2.1.

The Department has based the wording of Part C on that used in previous competitions, updated to reflect further best practise advice.

5.3.2 Results section

When answering questions in the Results section of Part C, Applicants should support their answers, where possible, with at least two years of results of targets, trends, comparators and causes with sufficient scope to demonstrate their capabilities.

1 The RADAR® scoring matrix is the evaluation method used to score applications for the European Quality Award.
Where an Applicant (or any Affiliate of an Applicant) is a passenger rail franchise operator, it should provide evidence for each of its relevant operations for each of the questions 1 - 4. A relevant operation is one that is a company in the same owning group as the Applicant or a member of the Applicant's consortium and either:

- the Applicant has been operating for at least two years; or
- the Applicant has been operating within the last year, but which it no longer operates.

Where the Applicant manages other types of transport operations, if used as evidence, it must be so used for each of the questions 1 - 4.

Where an Applicant is an existing UK passenger rail franchise operator, the Department's assessment of its responses will take into account relevant performance data and recorded breaches of agreements held by the Department (including information inherited from the Strategic Rail Authority), National Passenger Survey results held by Passenger Focus and other performance data held by Network Rail, in addition to the submission. This evidence will be in relation to companies in the same owning group as that of the Applicant or members of the Applicant's consortium.

5.3.3 Enablers section

When answering questions in the Enablers section of Part C, Applicants should provide relevant examples of implemented outputs and their impact on continuous improvement objectives. Wherever possible, state the timescales involved in achieving the desired improvements or remedies. Also please indicate how current processes are being continuously improved, giving examples of current initiatives and plans.

Applicants should restrict their responses to what they 'have done', 'are doing' and 'plan to do' within their existing businesses. Applicants are invited to advise the Department of their capabilities and approach to addressing the issues specific to the new franchise in Part D.
Schedule 1 – South Central Franchise Summary Information

1 Passenger Services
The South Central franchise will be responsible for the provision of passenger rail services in South London and parts of Kent, East and West Sussex, Surrey and Hampshire. Services covered by the franchise include those between London Victoria and Gatwick Airport, the majority of services on the Brighton Main Line, services along the South Coast and a significant number of high frequency services in South London.

Network Rail will be committing significant investment to the franchise area over the life of the next franchise including the provision of 10 car platforms on selected routes in South London, and work to implement the Thameslink Programme. Transport for London will also be delivering the extended East London Line in 2010.

A number of stations in the area are likely to be the subject of investment from a variety of funding sources including the Department’s Access for All and National Stations Investment Programme.

2 Consolidated business statistics 2006/7
Combined information for Gatwick Express, Southern and relevant Southeastern flows.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Passenger Journeys (m)</td>
<td>140.6</td>
</tr>
<tr>
<td>Passenger km (m)</td>
<td>3370</td>
</tr>
<tr>
<td>Passenger revenue (£m)</td>
<td>401.3</td>
</tr>
<tr>
<td>Fleet Size (units)</td>
<td>276*</td>
</tr>
<tr>
<td>Train km (m)</td>
<td>27.9</td>
</tr>
<tr>
<td>Stations Operated</td>
<td>165##</td>
</tr>
<tr>
<td>Subsidy per Passenger km (pence)</td>
<td>3.3</td>
</tr>
</tbody>
</table>

* Does not include any 319s that transfer to FCC in December 2008 or 442s that will be operating in 2008
# Includes all stations managed by Southern and the 5 stations that transfer from Southeastern

Please note that these are indicative estimates only to provide an idea of scale. Successful Applicants will be able to access a Long Form Report and data site information at ITT stage.
3 Stations
The new franchise will be responsible for the management of 165 stations across South London, Kent, Surrey, Hampshire, East and West Sussex. Of these currently 106 are covered by Secure Station accreditation. Eight stations are expected to transfer to London Overground management in 2009.

4 Rolling Stock

<table>
<thead>
<tr>
<th>Type</th>
<th>Number of units</th>
<th>Formation</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>171 Turbostar</td>
<td>10 x 2-car</td>
<td>2-car</td>
<td></td>
</tr>
<tr>
<td>319/0</td>
<td>6 x 4-car</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>319/2</td>
<td>20</td>
<td>4-car</td>
<td>All will be leased by FCC from 2008</td>
</tr>
<tr>
<td>377/1 (A)</td>
<td>19</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>377/1 (B)</td>
<td>20</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>377/1 (C)</td>
<td>25</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>377/2</td>
<td>15</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>377/3</td>
<td>28</td>
<td>3-car</td>
<td></td>
</tr>
<tr>
<td>377/4</td>
<td>75</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>455</td>
<td>46</td>
<td>4-car</td>
<td></td>
</tr>
<tr>
<td>456</td>
<td>24</td>
<td>2-car</td>
<td></td>
</tr>
<tr>
<td>442*</td>
<td>17</td>
<td>5-car</td>
<td>Currently being refurbished. Some of fleet to operate Gatwick Express services.</td>
</tr>
<tr>
<td>460 Juniper</td>
<td>8</td>
<td>8-car</td>
<td></td>
</tr>
</tbody>
</table>

* Enter service as part of the implementation of BML RUS in December 2008.

5 Depots
The new franchise will be responsible for the management of seven depots. Of these Stewarts Lane, Battersea is leased from Network Rail under standard regulatory arrangements. The other six depots are sub-leased from Lombard with South Central responsible for the majority of maintenance, repair and renewal obligations, not Network Rail. Further details will be available to successful Applicants in the Long Form Report and data site.

6 Current Franchise Status
The current South Central franchise expires on 20th September 2009. By mid 2008 the operations of Gatwick Express will have been merged into the South Central franchise. Services on the route between Redhill and Tonbridge will also have been transferred into the operation in December 2008.
South Central Franchise Area Map