



## Application for License

**INSTRUCTIONS:** Please answer each question on this application, either in the space provided, or by attaching additional documentation as necessary. If you attach additional documents, please number each Attachment and answer the question as "See Attachment 1".

### This Application is for the Licensed Territory of:

Gray Line of Tennessee

1. Please state the full legal name, address, phone and fax number of your company:

Name: Gray Line of Tennessee  
Address: 2416 Music Valley Drive  
Suite 102  
City: Nashville  
State/Province: TN  
Country: United States  
Post Code: 37214  
Telephone: 615-883-5555  
Fax: 615-921-4439

2. State the full name, email address and telephone number of the individual(s) with responsibility for each of the following areas within your organization:

	<u>Contact Name</u>	<u>Email Address</u>	<u>Telephone Number</u>
General			
Management:	Bruce Neuharth	Bruce@graylinetn.com	615-921-4417
Financial:	Rick Neiderauer	Rick@graylinetn.com	615-336-6969
eCommerce:	Kate Kleinrock	Kate@graylinetn.com	615-707-1142
Marketing:	Kate Kleinrock	Kate@graylinetn.com	615-707-1142
Sales:	Kristen Levering	Klevering@graylinetn.com	615-934-4917

### **ORGANIZATION**

A Gray Line License may be granted to Proprietorships, Partnerships or Corporations. Inasmuch as the Gray Line name and mark are protected by U.S. and International law, no organization may include the words "Gray Line" in a registered name of a Proprietorship, Partnership or Corporation registered with any governmental agency. Notwithstanding the above, organizations holding a Gray Line License in good standing are permitted, subject to the provisions of the Governing Documents, to use the name and mark of Gray Line in a trading capacity.

3. **The company applying for the Gray Line Licenses is organized as a:**

- ☐ Proprietorship (If selected, answer question (a) below)  
☒ Partnership (If selected, answer question (b) below)  
☐ Corporation (If selected, answer question (c) below)

- a. **Proprietorship.** List each owner's name, home address, telephone number, email address, number of years in business, and describe the nature and extent to which the owner actively participates in the operation of the business. Also, please identify any affiliation with a current or former member or owner of Gray Line.

Owner's Name	Telephone Number	Email Address
Number of Years in Business	Role Within Company	Gray Line Affiliation
Owner's Home Address		
Owner's Name	Telephone Number	Email Address

Number of Years in Business	Role Within Company	Gray Line Affiliation
Owner's Home Address		

- b. **Partnership.** For every partner (general or limited), include their name, home address, email address, telephone number, number of years in business and extent to which the partner actively participates in the operation of the business. Also, please identify any affiliation with a current or former member or owner of Gray Line.

Partner's Name	Telephone Number	Email Address
See Attachment #1-2		
Number of Years in Business	Role Within Company	Gray Line Affiliation
Partner's Home Address		

Partner's Name	Telephone Number	Email Address
Number of Years in Business	Role Within Company	Gray Line Affiliation
Partner's Home Address		

- c. **Corporation.** Identify when and where the entity was incorporated and the name, address and telephone number of the registered agent for service of process. List the name, address, telephone number and email address for each director and officer. Also identify any stockholder owning 10% or more of the issued and outstanding stock and state whether, to the best of your knowledge, such stockholder owns the full beneficial interest in the stock, or is trustee or nominee for someone else. If the shares are being held by a trustee or nominee, identify the name of the person and/or entity, and list his/hers/its legal address, email address and telephone number. Also, identify whether the entity or any individual related thereto is affiliated with any current or former member or owner of Gray Line.

Where Incorporated: \_\_\_\_\_

Registered Agent

Registered Agent Name	Telephone Number
Address	

Directors and Officers

Director/Officer Name	Position	Email Address
Telephone Number	Address	

Director/Officer Name	Position	Email Address
Telephone Number	Address	

Director/Officer Name	Position	Email Address
Telephone Number	Address	

Director/Officer Name	Position	Email Address
Telephone Number	Address	

Shareholders owning 10% or more of issued and outstanding stock)

**Organization – Partnership - #3b**

Partner's Name	Telephone Number	Email Address
Henry Hicks	615-697-9144	hhicks@graylinetn.com
Number of Years in Business	Role within Company	Gray Line Affiliation
8	Partner	Red Clay Capital Holdings, LLC
Partner's Home Address		
2416 Music Valley Drive, Suite 102, Nashville, TN 37214		

Partner's Name	Telephone Number	Email Address
C. Mark Arnold	615-883-5555	marnold@redclaycapital.com
Number of Years in Business	Role within Company	Gray Line Affiliation
8	Managing Director	Red Clay Capitol Holdings. LLC
Partner's Home Address		
2416 Music Valley Drive, Suite 102, Nashville, TN 37214		

Partner's Name	Telephone Number	Email Address
Dennis Levering	615-417-3973	dlevering@comcast.net
Number of Years in Business	Role within Company	Gray Line Affiliation
40	Partner	Partner
Partner's Home Address		
4092 Highway 31 W. Cottontown, TN 37048		

Partner's Name	Telephone Number	Email Address
Estate of Christopher Levering	615-417-3973	klevering@graylinetn.com
Number of Years in Business	Role within Company	Gray Line Affiliation
40	Partner	Partner
Partner's Home Address		
4092 Highway 31 W. Cottontown, TN 37048		

Partner's Name	Telephone Number	Email Address
XMI Holdings, Inc	615-248-9255	cbooker@xmihighgrowth.com
Number of Years in Business	Role within Company	Gray Line Affiliation
28	Partner	Partner
Partner's Home Address		
618 Church Street, Suite 220, Nashville, TN 37219		

<b>Partner's Name</b>	<b>Telephone Number</b>	<b>Email Address</b>
XMI High Growth Development Fund, LLC	615-248-9255	cbooker@xmihighgrowth.com
<b>Number of Years in Business</b>	<b>Role within Company</b>	<b>Gray Line Affiliation</b>
28	Partner	Partner
<b>Partner's Home Address</b>		
618 Church Street, Suite 220 Nashville, TN 37219		

<b>Partner's Name</b>	<b>Telephone Number</b>	<b>Email Address</b>
TN Technology Development Corp dba Launch Tennessee	(615) 673-4419	info@launchtn.org
<b>Number of Years in Business</b>	<b>Role within Company</b>	<b>Gray Line Affiliation</b>
4	Partner	Partner
<b>Partner's Home Address</b>		
230 Fourth Avenue North, Suite 601, Nashville, TN 37129		

Shareholder Name	% Company Stock Owned	Stock Owner/ Trustee/ Nominee
		Please select from list
		Please select from list
		Please select from list
		Please select from list
		Please select from list
		Please select from list

If any identified shareholder serves as a Trustee or Nominee for a third party, please complete the following:

Shareholder (From Above)	Third Party Name:	Third Party Email Address
Third Party Telephone Number	Third Party Legal Address	

Shareholder (From Above)	Third Party Name:	Third Party Email Address
Third Party Telephone Number	Third Party Legal Address	

Does any person or entity named in any of the above have any affiliation with any current or former Licensee of Gray Line? If so, please explain in the space provided.


## **BUSINESS OPERATIONS**

The following questions ask for specific details about your commercial operations and, if approved, how you intend to operate as Gray Line within a Licensed Territory. For the purposes of this application, the following definitions apply:

**Lectured Sightseeing Tours:** A tour (seat-in-coach, walking, marine or other) with either live or pre-recorded commentary.

**Per Capita Sightseeing:** Company offers guaranteed departure, Lectured Sightseeing tours for individuals with no minimum number of passengers required.

**Group Sightseeing:** Company offers Lectured Sightseeing tours, but departures are not guaranteed and a minimum number of passengers may be required.

**Per Capita Airport Transfers:** Company offers transfers from the major airport(s) within the Licensed Territory to a central location or individual hotels with no minimum number of passengers required.

**Charter Operations:** Company offers vehicles for hire to third parties and may or may not provide Lectured Sightseeing in conjunction with such services depending upon the requirements of the hiring third party.

4. Please indicate if your Company provides the following Services and identify the operating party:
 

a. Per Capita Sightseeing?	<b>YES</b>	Operated By:	<b>Company</b>
b. Group Sightseeing?	<b>YES</b>	Operated By:	<b>Company</b>
c. Per Capita Airport Transfers?	<b>YES</b>	Operated By:	<b>Company</b>
d. Charter Operations?	<b>YES</b>	Operated By:	<b>Company</b>
5. If any of the Services identified in #4 are provided by a third party, please provide the name of the operating company:
  - a. Third Party Per Capita Sightseeing Services provided by:
  - b. Third Party Group Sightseeing Services provided by:
  - c. Third Party Per Capita Airport Transfer Services provided by:
  - d. Third Party Charter Operations provided by:
6. How long has your Company provided the Services identified in #4 above: **40 Year(s)**
7. Are the operations of your Company comprised exclusively of the Services identified above? **YES**

- a. If you answered “NO” to question 7, please provide detail on any other business activities of your Company in the space provided:


8. Are the Services identified in #4 above provided year-round? **YES**

- a. If you answered “NO” to question 8, please provide detail on the reason for suspension of activity in the space provided:


9. Do you guarantee the operation of at least one Lectured Sightseeing tour in the Licensed Territory? **YES**

10. Has your Company ever been sanctioned, fined, suspended or placed on probation for any reason? **NO**

- a. If you answered “YES” to question 10, please provide detail in the space provided:


11. Is your Company and/or the third parties identified in #5 duly authorized and/or licensed by the requisite national, state, provincial, county, municipal and local governments to provide the Services identified in #4? **YES**

- a. If you answered “NO” to question 11, please provide detail in the space provided:


12. Has your Company and/or the third parties identified in #5 ever been denied authority or had authority revoked, suspended or put on probation as it relates to providing the Services identified in #4? **NO**

- a. If you answered “YES” to question 12, please describe each situation and its outcome in the space provided:


13. Do you, or anyone affiliated with your Company maintain a membership or other affiliation with any association, group or entity competitive to Gray Line? **NO**

- a. If you answered “YES” to question 13, please provide detail in the space provided:


14. Please complete the following or attach additional sheets providing this information, for the vehicles used to operate the Services identified in #4:

[illegible]

**Business Operations – Vehicles - #14**

<b>Number of Vehicle(s)</b>	<b>Model/Make</b>	<b>Year</b>	<b>Vehicle(s) Owned by [Company]</b>
1	55GA 47pax 1M8/MCI	1993	Gray Line of Tennessee
1	47pax 102D /MCI	1994	Gray Line of Tennessee
1	22pax Trolley/Chevrolet	1997	Gray Line of Tennessee
2	47pax 102D /MCI	1997	Gray Line of Tennessee
2	47pax 102D3/ MCI	1997	Gray Line of Tennessee
1	47pax 102DL /MCI	1997	Gray Line of Tennessee
1	47pax 102D /MCI	1999	Gray Line of Tennessee
2	26pax Trolley/Molly	2000	Gray Line of Tennessee
2	84pax School bus/International	2000	Gray Line of Tennessee
1	55pax Ford	2001	Gray Line of Tennessee
1	84pax School bus/International	2001	Gray Line of Tennessee
4	51pax XL /Prevost	2002	Gray Line of Tennessee
1	72pax School bus/Bluebird	2002	Gray Line of Tennessee
6	25pax Minibus El Dorado /Ford	2003	Gray Line of Tennessee
3	56pax H345/Prevost	2003	Gray Line of Tennessee
2	25pax El Dorado /Ford	2004	Gray Line of Tennessee
8	56pax H345/Prevost	2004	Gray Line of Tennessee
8	56pax H345/Prevost	2005	Gray Line of Tennessee
2	12pax Sprinter/Dodge	2006	Gray Line of Tennessee
3	25pax El Dorado /Ford	2006	Gray Line of Tennessee
2	56ADA H345/Prevost	2006	Gray Line of Tennessee
5	56GA	2006	Gray Line of Tennessee
6	56pax H345/Prevost	2006	Gray Line of Tennessee
1	16 wheelchair E450/Ford	2007	Gray Line of Tennessee
3	25pax E450 /Ford	2007	Gray Line of Tennessee
1	34GA ELD/GMC	2007	Gray Line of Tennessee
3	56GALeather	2007	Gray Line of Tennessee
8	56pax H345/Prevost	2007	Gray Line of Tennessee
1	72pax School bus/Freightliner	2007	Gray Line of Tennessee
2	72pax School bus/Thomas	2007	Gray Line of Tennessee
4	12pax Sprinter	2008	Gray Line of Tennessee
1	12pax Sprinter/Freightliner	2008	Gray Line of Tennessee
1	72pax School bus/Freightliner	2008	Gray Line of Tennessee
1	33pax C5500/Chevrolet	2009	Gray Line of Tennessee
4	56ADA H345/Prevost	2009	Gray Line of Tennessee
1	21pax Starcraft/Ford	2011	Gray Line of Tennessee
1	25GA E450/Ford	2011	Gray Line of Tennessee
1	32GA F55/Ford	2011	Gray Line of Tennessee

Number of Vehicle(s)	Model/Make	Year	Vehicle(s) Owned by [Company]
1	40GA MCI	2011	Gray Line of Tennessee
1	24GA 4DC/Ford	2012	Gray Line of Tennessee
1	32GA GLA/Ford	2012	Gray Line of Tennessee
2	56pax H345/Prevost	2012	Gray Line of Tennessee
4	56pax H345/Prevost	2013	Gray Line of Tennessee
8	71pax School bus/International	2013	Gray Line of Tennessee
2	77pax School bus/International	2013	Gray Line of Tennessee
9	25pax Starcraft	2014	Gray Line of Tennessee
4	77pax School bus/International	2014	Gray Line of Tennessee
4	78pax Bus/ Freightliner	2014	Gray Line of Tennessee
4	Bus/Thomas	2014	Gray Line of Tennessee



15. Is the main office of the Company and Garage Facilities for the Vehicles identified in #14 located within the proposed Licensed Territory? **YES**

a. If you answered "NO" to question 15, please provide detail in the space provided:


16. Please describe the location of your offices within the proposed Licensed Territory. Please include all retail sales locations where consumers may purchase or redeem vouchers for Services. If the office is located in a hotel or other landmark location, please provide the name of hotel or location as opposed to the street address. Attach additional sheets if necessary.

Type of Office	Brief Description	Location of Office
Main Office	2416 Music Valley Drive, Suite 102 Nashville, TN 37214 Corporate Office, Casion Depot and Gift Shop	Nashville, TN
Main Office	186 North First Street, Nashville, TN 37213	Nashville, TN
Other	108 1 <sup>st</sup> Avenue South, Nashville, TN 37201 Downtown Train Station, Sightseeing Location	Nashville, TN
Other	2626 Music Valley Drive, Nashville, TN 37214 KOA Campground, Sightseeing Location	Nashville, TN
Sales Kiosk or Booth	1 Terminal Dr, Nashville, TN 37214 Airport Express counter	Nashville, TN
Garage Facility	2620B Music Valley Drive, Nashville, TN 37214	Nashville, TN
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		
Please Select		

17. Please provide information on each and every insurance policy currently in effect for your Company. You must also include insurance policy information for any third party operating the Services identified in #4. Attach additional sheets listing each policy if necessary.

Type of Policy	Name of Issuer	Policy Number
See Attachment #5		
Issuer Telephone Number	Issuer Contact Name	Policy Limits
Policy Issuer Address		

Type of Policy	Name of Issuer	Policy Number
Issuer Telephone Number	Issuer Contact Name	Policy Limits
Policy Issuer Address		

Type of Policy	Name of Issuer	Policy Number
Issuer Telephone Number	Issuer Contact Name	Policy Limits
Policy Issuer Address		

Type of Policy	Name of Issuer	Policy Number
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Issuer Telephone Number	Issuer Contact Name	Policy Limits
Policy Issuer Address		

18. Has your Company and/or the third parties identified in #5 ever had an insurance policy cancelled and/or denied for any reason? **NO**

- a. If you answered "YES" to question 18, please provide detail in the space provided:


## REFERENCES, AFFILIATIONS AND OBLIGATIONS

The following questions ask for specific details about your business relationships and obligations as a prospective Licensee of the Gray Line Corporation.

19. Please provide the name, address and telephone number of your primary banking institution as well as a contact name, email address and telephone number of an account representative:

Bank Name	Contact Name	Contact Email Address
PNC	Angie Banning	angela.banning@pnc.com
Contact Telephone Number	Bank Telephone Number	Bank Fax Number
732-2203018	732-220-3000	877-449-6503
Bank Address		
Two Tower Center Blvd.-23rd Floor, East Brunswick, NJ 08816		

20. Please provide at least three Online Travel Agencies, Wholesale Tour Operators, Transportation Companies or other travel industry entities with which your company has done business in the last twelve months.

Company Name	Contact Name	Contact Email Address
Anthony Travel	Jeannie Stotts	Jeannie.stotts@anthonytravel.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
615-322-4027	Charter Partnership	15+ years

Company Name	Contact Name	Contact Email Address
Alcatraz Media	Sondra Shumaker	Sondra@reserve123.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
415-461-4608	Sightseeing Partnership	8-10 years

Company Name	Contact Name	Contact Email Address
Viator	Amber Clementi	aclementi@viator.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
702-748-8296	Wholesaler	8-10 years

21. Please list your active affiliations with organizations such as ASTA, IATA, CLIA, NBTA, PATA, JATA and/or any other transportation or travel industry organizations. Also, please indicate your personal level of involvement and whether or not your affiliation has ever been suspended, revoked or denied for any reason.

<u>Organization</u>	<u>Personal Involvement</u>	<u>Sanctions</u>
American Bus Association	Member	No Sanctions Whatsoever
TN Motorcoach Association	Member	No Sanctions Whatsoever
International Motorcoach Group	Member	No Sanctions Whatsoever
United Motorcoach Association	Member	No Sanctions Whatsoever
National Travel Association	Member	No Sanctions Whatsoever

- a. If sanctions have ever been imposed, please provide a description of the situation and the outcome in the space provided:


22. If your Application for License is approved, will you comply with the provision to use the Gray Line reservation, ticketing and distribution system in the operation of your sightseeing, tour and transfer business, pursuant to the mutually agreed terms and conditions as detailed on Exhibit B? **YES**
23. If your Application for License is approved, will you comply with the provision to use the Gray Line brand in the operation of your sightseeing, tour and transfer business as more fully set forth on Exhibit C? **YES**
24. Having been provided with and read a copy of the Gray Line License Agreement, and having had time to consult with counsel or other advisors, are you willing to execute a License Agreement and fulfill the duties and obligations set forth therein? **YES**
25. If your Company is granted a Gray Line License, will you comply with the License, Bylaws, Standards and Financial Policies of the Gray Line Corporation? **YES**
26. If your Company is granted a Gray Line License, are you willing to attend the Annual General Meeting and Marketing Conference (and any Regional Meetings) held the year your License is granted? **YES**

**ADDITIONAL DOCUMENTATION**

You must submit legible copies of the following along with your Application for License. If the documents are not in English, please provide a translation of the pertinent details:


1. \$7,500 Grant Royalty Payment. Should your Application be denied for any reason, the sum of \$1,000 shall be retained by the Gray Line Corporation as a processing fee. The remaining \$6,500 is fully refundable.
2. One (1) copy of the local license, permit, certificate and/or ordinance that authorizes your Company or the third parties identified in #5 to provide the Services identified in #4 within the proposed Licensed Territory.
3. One (1) copy of your most recent financial statement, including a balance sheet, income statement, statement of cash flow and footnotes indicating applicable accounting policies. If Company financial statements are in a currency other than US\$ and/or a non-English language, applicant agrees to provide acceptable conversions and translations.
4. One (1) copy of your automobile and general liability insurance policy covering both bodily injury and property damage for our Company and any third party as identified in #5. [Note: If approved for a License, Gray Line Corporation must be named as an additional insured pursuant to the terms and conditions of the Gray Line License agreement.]
5. Digital photos in JPEG format of the interior/exterior of equipment/vehicles used to provide the Services identified in #4
6. Digital photos in JPEG format of the interior/exterior of the Company's main offices and facilities
7. One (1) physical copy (or scanned copy in Adobe PDF format) of the Company's sightseeing brochure
8. One (1) copy in Adobe PDF format of a screen shot of the home page of the Company's web site
9. One copy in PDF format of the proposed Licensed Territory (provided to you by Gray Line as EXHIBIT A)

\* \* \* \* \* CONTINUED ON NEXT PAGE \* \* \* \* \*

I hereby certify that the statements made by me herein on this      day of Please Select, 2013, are true and correct to the best of my knowledge (including any and all statements made within any and all attachments hereto), and I am duly authorized by the Applicant-Company to make such certification and to file this Application for License.

**SIGNATURE of APPLICANT**

APPLICANT (Licensee):

  
Name: India Hunter  
Company: Gray Line of Tennessee  
Title: Charter Sales Administrative Assistant

Executed in the CITY OF Nashville, STATE OF TN or COUNTRY OF U.S.

**NOTARY PUBLIC**

On this 10<sup>th</sup> day of April, 20 14, the above-named individual appeared before me, being duly sworn, stated that he/she is the Charter Sales Administrative Assistant (title) of Gray Line of Tennessee (Company), and being duly authorized to do so, executed the foregoing Application on behalf of said Company, and that the statements contained herein are true and correct.

Affix Notary Seal Below:

  
NOTARY PUBLIC

My commission expires: Aug 23, 2016



## EXHIBIT A

## LICENSED TERRITORY ORIGIN MAP

LICENSED TERRITORY NAME: Gray Line of Tennessee

MAP:



**DEFINITION OF LICENSED TERRITORY:** The Licensed territory for Gray Line Worldwide shall include all counties of Tennessee.

EXHIBIT B  
TECHNOLOGY SUBLICENSE

I. PURPOSE

The Parties agree that within not more than Ninety (90) days of the Effective Date of this License, that they will execute a sub-license of the Gray Line reservation, ticketing and distribution system (the "System"). Licensee agrees to use the system in the operation of their sightseeing, tour and transfer business, so long as the System pricing is maintained at the levels stipulated herein. In the event the System pricing increases by more than 10% over a five (5) year period, the Licensee shall have the right to immediately terminate the sublicense in their sole discretion.

II. SUBLICENSE FORM

Subsequent to the mutual agreement between the Parties, the final sublicense shall be incorporated into this License as Attachment 1.

III. RESIGNATION AND TERMINATION

In the event the License terminates for any reason, Licensee's continued use of the Gray Line reservation, ticketing and distribution system shall be governed by the terms of the sublicense, which for the purposes of this Exhibit B only, shall supersede the terms and conditions of the License.

EXHIBIT C  
BRANDING AGREEMENT

I. PURPOSE

Licensee agrees that within not more than Ninety (90) days of the Effective Date of this License, that all business operations shall be co-branded with the Gray Line name and mark, including, but not limited to:

- A. Retail location signage
- B. Brochures
- C. Point of sale materials
- D. Employee Uniforms
- E. Telephone Greetings
- F. Consumer Web Site
- G. All other marketing and promotional materials

The Licensee further agrees that within not more than Ninety (90) days of the Effective Date of this License, that vehicles used to operate sightseeing, airport transfer and charter operations shall meet and/or exceed the minimum branding requirements stipulated in Section III of the Gray Line Standards.

II. RESIGNATION AND TERMINATION

In the event this License terminates for any reason, Licensee's authorized use of the Gray Line name and marks shall expire pursuant to the terms and conditions of the License and the Licensor's standard cease and desist documentation.