



Application for Transfer of 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:

San Francisco, California USA

The Gray Line License shall not be sold, assigned, transferred or pledged as an asset of a Licensee without the written approval of the Gray Line Board of Directors. The restrictions against sale, assignment, transfer or pledge of License apply to all sales, assignments, transfers or pledges of voting shares or other evidence of ownership which result in the transfer of control of the Licensee's operations to the purchaser, assignee, transferee or pledgee. Pursuant to Section 3.8 of the Gray Line Bylaws, a Joint Application must be made to the President of Gray Line Worldwide for submission to the Board of Directors. Action is to be taken by the Board within 60 days from receipt of the application and all information/material required, unless additional information is required. In such event, the board may extend the review period, but in no event shall the review period extend longer than 180 days after the initial request was made. A prospective purchaser, assignee, transferee or pledgee shall not conduct operations under the Gray Line name or trademark until Board of Directors approval has been obtained. In the event of denial of approval, the License shall be subject to termination by the Board of Directors.

TRANSFEROR: The transferor is the company that is the authorized Licensee for the above-mentioned territory and is in good standing with the Gray Line Corporation at the time of application.

TRANSFeree: The following questions on this Application for Transfer of License should be completed by the Transferee, the company seeking approval to assume control of the License currently held by the transferor.

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

Name: San Francisco Incoming, LLC.,
Address: 50 Quint Street

City: San Francisco
State/Province: California
Country: USA
Post Code: 94124
Telephone: (415) 353-5310
Fax: (415) 550-1492

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

	<u>Contact Name</u>	<u>Email Address</u>	<u>Telephone Number</u>
General			
Management:	Ray Sargoni	ray@graylineofsanfrancisc	(415) 573-2312
Financial:	Alfonso Mejias	alfonso@graylineofsanfran	(305) 779-2420
eCommerce:	Paul Nakamoto	paul@graylineofsanfrancis	(415) 573-2311
Marketing:	Eric Lynberg	eric@graylineofsanfrancis	(415) 573-2313
Sales:	Eric Lynberg	eric@graylineofsanfrancis	(415) 573-2313

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 transferee 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
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
National Corporation Research LTD (C2003899)	800 221-0102
Address	
10 East 40 th Street, 10 th Floor, New York, NY. 10016	

Directors and Officers

Director/Officer Name	Position	Email Address
Ray Sargoni	President & CEO	ray@graylineofsanfrancisco.com
Telephone Number	Address	
(415) 550-0945	368 28 th Street - San Francisco, CA. 94131	

Director/Officer Name	Position	Email Address
Ignacio Casanova	Vice President	nacasanova@julia.net
Telephone Number	Address	
305 779 2420	815 NW 57 AVE, Miami 33126 FL	

Director/Officer Name	Position	Email Address
Alfonso Mejias	CFO	amejias@julia.net
Telephone Number	Address	
305 779 2420	815 NW 57 AVE, Miami 33156 FL	

Director/Officer Name	Position	Email Address
Telephone Number	Address	

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

Shareholder Name	% Company Stock Owned	Stock Owner/ Trustee/ Nominee
City Tour USA Holding	100	Owns full beneficial interest in the stock
		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.

City Tour USA Holding is the US company for the GRUPO JULIA. If the transfer is aproved, GRUPO JULIA will be managing the licenses fro SPAIN, MIAMI and San Francisco - Monterey.

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? | YES | Operated By: | Company |
| b. Group Sightseeing? | YES | Operated By: | Company |
| c. Per Capita Airport Transfers? | YES | Operated By: | Company |
| d. Charter Operations? | YES | Operated By: | Company |
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: | BLUE BUS TOURS (100% same owner) |
| b. Third Party Group Sightseeing Services provided by: | BLUE BUS TOURS (100% same owner) |
| c. Third Party Per Capita Airport Transfer Services provided by: | BLUE BUS TOURS (100% same owner) |
| d. Third Party Charter Operations provided by: | BLUE BUS TOURS (100% same owner) |
6. How long has your Company provided the Services identified in #4 above: **14 Year(s)**
7. Are the operations of your Company comprised exclusively of the Services identified above? **NO**
- a. If you answered "NO" to question 7, please provide detail on any other business activities of your Company in the space provided:
- | |
|------------------------------|
| Tickets for main attractions |
| |
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? **YES**

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

Gray Line of San Francisco, Gray Line of Monterey/Silicon Valley

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

[illegible]

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:

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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.

[illegible]

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
Commercial Auto	Redwood Fire & Casualty Company	01APM006034
Issuer Telephone Number	Issuer Contact Name	Policy Limits
800 356 5750		\$5,000,000.00
Policy Issuer Address		
3333 Farnam Street #300, Omaha, NE 68131		

Type of Policy	Name of Issuer	Policy Number
Workers Compensation	State Compensation Fund	9089862-15
Issuer Telephone Number	Issuer Contact Name	Policy Limits
		no policy limits
Policy Issuer Address		
PO Box 7441, San Francisco, CA. 94120-7441		

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		

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
Wells Fargo	Edward Planas	Planas.J.Edward@wellsfargo.com
Contact Telephone Number	Bank Telephone Number	Bank Fax Number
305-740-6652		
Bank Address		
11765 S. Dixie Highway, Miami FL 33156		

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
VIATOR	Robert Shen and Tim Lewis	rshen@viator.com and tim@viator.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
	OTA reseller	more than 10 years

Company Name	Contact Name	Contact Email Address
Flight Center	Marie Reese	ReeseM@libgotravel.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
	Distributor	5 years

Company Name	Contact Name	Contact Email Address
GTA	Marcelona Henao	Marcela.henao@gta-travel.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
	Distributor	5 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.

Organization	Personal Involvement	Sanctions
National Tour Association	Please Select	Please Select
	Please Select	Please Select
	Please Select	Please Select
	Please Select	Please Select
	Please Select	Please Select

- 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 and at least once every three years thereafter? **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 License Amendment Fee. 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 28 day of September, 2015, 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 (Transferee):

 0252400-25-402-C
Name: Ignacio Casanova
Company: San Francisco Incoming Services LLC
Title: Vice President

Executed in the CITY OF San Francisco, STATE OF CA or COUNTRY OF US.

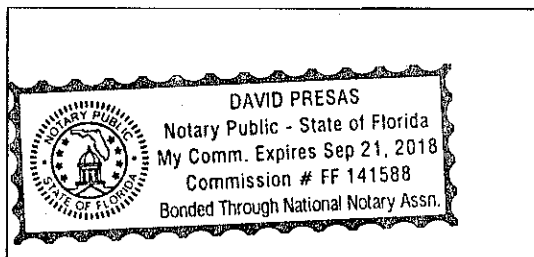
NOTARY PUBLIC

On this 28 day of September 20 15, the above-named individual appeared before me, being duly sworn, stated that he/she is the _____ (Title) of _____ (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.


NOTARY PUBLIC

My commission expires: _____

Affix Notary Seal Below:



I hereby certify that the TRANSFEROR San Francisco (Current Licensee), approves and joins in the foregoing Application for Transfer, dated this 28 day of September, 2015.

SIGNATURE of TRANSFEROR:


Name: Raman Sargoni
Company: SF Navigatour
Title: President

Executed in the CITY OF San Francisco, STATE OF CA or COUNTRY OF US.

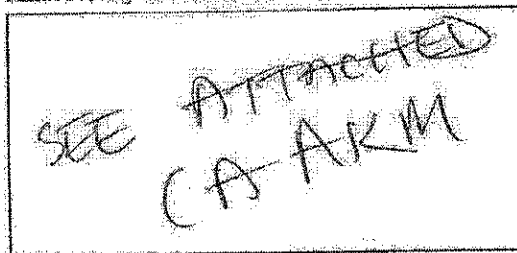
NOTARY PUBLIC

On this _____ day of _____, 20____, the above-named individual appeared before me, being duly sworn, stated that he/she is the _____ (Title) of _____ (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: _____



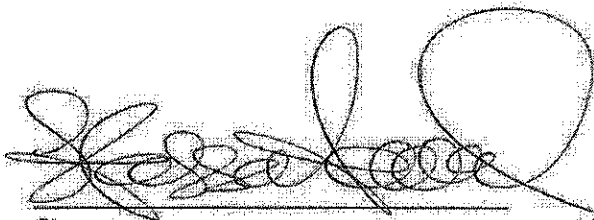
ALL PURPOSE ACKNOWLEDGEMENT CALIFORNIA

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)

On Friday, September 25, 2015 before me Hasan Ahmed, Notary Public,
Personally Appeared **RAMAN SARGONI** who proved to me on the basis of
satisfactory evidence to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity
upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of
CALIFORNIA that the foregoing paragraph is true and correct.



Signature



WITNESS my hand and official seal.

OPTIONAL INFORMATION

Application for transfer of license.

Doc. Date: September 25, 2015.

10 (ten) Page document.

EXHIBIT A

LICENSED TERRITORY ORIGIN MAP

LICENSED TERRITORY NAME: San Francisco

MAP:



DEFINITION OF LICENSED TERRITORY: The Licensed territory for San Francisco shall include all land and water rights within the recognized geographical boundaries of the counties of Sonoma, Napa, Marin, Solano, Contra Costa, Alameda, San Mateo and San Francisco in the state of California, as depicted above.

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.

Exhibit B – List of vehicles

Used by – is the owner of the vehicle. All vehicles are under BBT (Blue Bus Tour LLC) insurance. SFIS is San Francisco Incoming Services LLC. Both companies are 100% owned by City Tour USA Holding LLC.

YEAR	Describe	Type	Used by
2004	CLS SING DECK CC 2004	1 floor	BBT
2004	CLS SING DECK CC 2004	1 floor	BBT
2004	CLS SING DECK CC 2004	1 floor	BBT
2004	CLS SING DECK CC 2004	1 floor	BBT
2009	CLS DBL DECK CC 2009	Double decker	BBT
2009	CLS DBL DECK CC 2009	Double decker	BBT
2011	CLS DBL DECK CC 2011	Double decker	BBT
2011	CLS DBL DECK CC 2011	Double decker	BBT
1985	LEY ATLANTEAN 1985	Double decker	BBT
1986	LEY ATLANTEAN 1986	Double decker	BBT
1986	LEY ATLANTEAN 1986	Double decker	BBT
1995	VAN T800 1995	Bus	SFIS
1996	VAN T800 1996	Bus	SFIS
2001	2 Axel Mini 2001	Mini Bus	SFIS
2001	2 Axel Mini 2001	Mini Bus	SFIS
2012	3 Axel DBL DECK 2012	Double decker	BBT
2012	3 Axel DBL DECK 2012	Double decker	BBT
2014	3 Axel DBL DECK 2014	Double decker	BBT
2014	3 Axel DBL DECK 2014	Double decker	BBT
2012	3 Axel DBL DECK 2012	Double decker	BBT
2012	3 Axel DBL DECK 2012	Double decker	BBT
2008	2 Axel OT Trolley 2008	Open Top Trolley	BBT
2008	2 Axel OT Trolley 2008	Open Top Trolley	BBT
2009	2 Axel CT Trolley 2009	Closed Top Trolley	BBT
2008	2 Axel CT Trolley 2008	Closed Top Trolley	BBT
2008	2 Axel CT Trolley 2008	Closed Top Trolley	BBT
2008	3 Axel DBL DECK 2008	Double Decker	BBT
2008	3 Axel DBL DECK 2008	Double Decker	BBT
2008	2 Axel DBL DECK 2008	Double Decker	BBT
2008	Tour Looper 2008	Double Decker	BBT
2009	Sprinter 2009	Van	SFIS
2014	Sprinter 2014	Van	SFIS
1994	2 Axel SING DECK 1994	Bus	SFIS
2013	2 Axel SING DECK 2013	Bus	SFIS
2012	Airported 2012	Mini Bus	SFIS
2006	El Dorado 2006	Mini Bus	SFIS
2006	El Dorado 2006	Mini Bus	SFIS
2006	El Dorado 2006	Mini Bus	SFIS
2007	GMC 2007	Mini Bus	SFIS
2010	2 Axel SING DECK 2010	Bus	SFIS
2013	2 Axel SING DECK 2013	Bus	SFIS
2011	2 Axel SING DECK 2011	Mini Bus	SFIS
2007	2 Axel SING DECK 2007	Mini Bus	SFIS
2011	Airported 2011	Bus	SFIS
2011	Airported 2011	Bus	SFIS
2012	Airported - 407 - 2012	Bus	-
2012	Airported - 407 - 2012	Bus	SFIS
2012	Airported - 407 - 2012	Bus	SFIS
2003	Maintenance - 2003	Truck	SFIS
2009	Passenger Van 2009	Van	SFIS
2009	Passenger Van 2009	Van	SFIS
2015	407	Bus	SFIS
2015	407	Bus	SFIS
2015	407	Bus	SFIS