



Application for Sublicense

INSTRUCTIONS:

The information requested in this application is that of the Company to be Sublicensed (the "Sublicensee"). If approved by the Gray Line Board of Directors, the Gray Line Sublicensor named below is authorized to issue a Sublicense agreement to the Sublicensee named in this Application. Such Sublicense shall be the form in use by the Gray Line Corporation and may not be amended without the express, written consent of the Gray Line Corporation. The Sublicense shall not become effective until approved by the Gray Line Corporation.

This Sublicense Application is for the Licensed Territory of:

San Francisco, California

SUBLICENSOR: The company authorized by the Gray Line Corporation to operate as the Licensee in the above-mentioned territory, and whose License is in good standing at the time of this application.

Legal Name of Sublicensor: **Blue Bus Tours, LLC., (DBA: San Francisco Open City Tour)**

SUBLICENSEE: The company applying for a Sublicense in the above-named destination and 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: **Blue Bus Tours/San Francisco Open City Tour**
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	Ray Sargoni	ray@graylineofsanfrancisco.com	(415) 573-2311
Management:	Ignacio "Nacho" Casanova	icasanova@julia.net	
Financial:	Anna Sargoni	anna@graylineofsanfrancisco.com	(415) 573-2324
eCommerce:	Reed Pongonis	reed@graylineofsanfrancisco.com	(415) 358-1289
Marketing:	Paul Nakamoto	paul@graylineofsanfrancisco.com	(415) 573-2311
Sales:	Eric Lynberg	eric@graylineofsanfrancisco.com	(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: **San Francisco, California**

Registered Agent

Registered Agent Name	Telephone Number
Address	

Directors and Officers

Director/Officer Name	Position	Email Address
Ray Sargoni	President, Co-Managing Director	ray@graylineofsanfrancisco.com
Telephone Number	Address	
(415) 573-2312	50 Quint Street - San Francisco	

Director/Officer Name	Position	Email Address
Ignacio "Nacho" Casanova	Vice President, Co-Managing Director	icasanova@julia.net
Telephone Number	Address	

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

Shareholder Name	% Company Stock Owned	Stock Owner/ Trustee/ Nominee
		Please select from list
S.F. Navigatour, Inc.,	50%	Ray Sargoni
City Tour USA/Julia Group Corporation	50%	Ignacio "Nacho" Casanova

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
n/a		
Third Party Telephone Number	Third Party Legal Address	

Shareholder (From Above)	Third Party Name:	Third Party Email Address
n/a		
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.

Ray Sargoni - Gray Line of San Francisco, San Jose/Monterey (current affiliation)
Nacho Casanova - Gray Line of Spain/The Julia Group (current affiliation)

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.

4. Please indicate the type of Services to be provided as part of this Gray Line Sublicense:

- a. Per Capita Sightseeing? Hop On Hop Off Tour, Guided Night Tour, Muir Woods/Sausalito Shuttle Tour
- b. Group Sightseeing? Hop On Hop Off Tour, Guided Night Tour, Muir Woods/Sausalito Shuttle Tour
- c. Per Capita Airport Transfers? No
- d. Charter Operations? Hop On Hop Off Tour, Guided Night Tour, Muir Woods/Sausalito Shuttle Tour

5. How long has your Company provided the Services identified in #4 above: **6 Year(s)**
6. 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:
7. 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:
8. 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:
9. 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:
10. 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:
11. 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:

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

Number of Vehicles	Model/Make	Year	Vehicle(s) Owned By [Company Name]
2	Freightliner Trolley (30 pax)	2008	Blue Bus Tours LLC
4	Freightliner (63 pax) double decker buses	2008	Blue Bus Tours LLC

13. 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
Gray Line of San Francisco Tour Center	Full walk in visitors center	Corner of North Point & Taylor St (Fishermans Wharf)
On all buses	Vouchers are accepted on all buses	

14. 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
Liability	American Alternative/Curtis Alkire Insurance	92A2CA00009-09-00
Issuer Telephone Number	Issuer Contact Name	Policy Limits
(559) 544-4400	Curtis Alkire	\$5,000,000.00
Policy Issuer Address		
273 South Parkway St - Porterville, CA. 93257		

15. 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.

16. Please provide at least two 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	Tim Lewis	tim@viator.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
(415) 503-3910	OTA	5 years

Company Name	Contact Name	Contact Email Address
Monterey Bay Aquarium	Blair Robinson	brobinson@mbayaq.org
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
(831) 648-4919	Attraction Member	5 years

17. 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	Board member, chairman	No
Monterey County CVB	Board member	No
California Bus Association	Board member	No

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

18. Having been provided with and read a copy of the Gray Line Sublicense Agreement, and having had time to consult with counsel or other advisors, are you willing to execute the Sublicense Agreement and fulfill the duties and obligations set forth therein? **Yes**

ADDITIONAL DOCUMENTATION

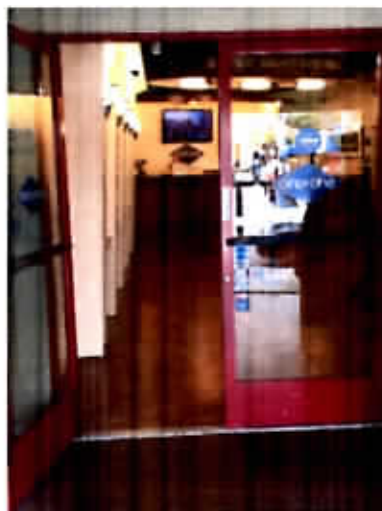
You must submit legible copies of the following along with your Application for License. If the documents are not in English, please provide a translation of the pertinent details:

- 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.

2. 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 Sublicense, Gray Line Corporation must be named as an additional insured pursuant to the terms and conditions of the Gray Line Sublicense agreement.]
3. Digital photos in JPEG format of the interior/exterior of equipment/vehicles used to provide the Services identified in #4



4. Digital photos in JPEG format of the interior/exterior of the Company's main offices and facilities
Offices are located at 2627 Taylor Street (at North Point) – Fisherman's Wharf/San Francisco.



Maintenance Facility/Repair Shop and Corporate Offices located at 50 Quint Street – San Francisco, CA



5. One (1) physical copy (or scanned copy in Adobe PDF format) of the Company's sightseeing brochure
6. One (1) copy in Adobe PDF format of a screen shot of the home page of the Company's web site

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

I hereby certify that the statements made by me herein on this _____ day of Please Select, 2014, 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 (Sublicensee):

Name: Ray Sargoni *Raman*
Company: Blue Bus Tours, LLC
Title: President & Co-Managing Partner

Executed in the CITY OF SAN FRANCISCO, STATE OF CALIFORNIA or COUNTRY OF UNITED STATES OF AMERICA.

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: _____

SIGNATURE of APPLICANT SPONSOR

As the Licensee in the aforementioned Licensed Territory in good standing, I hereby sponsor and approve this Application for Sublicense.

APPLICANT (Sublicensee):

Name: _____
Company: _____
Title: _____

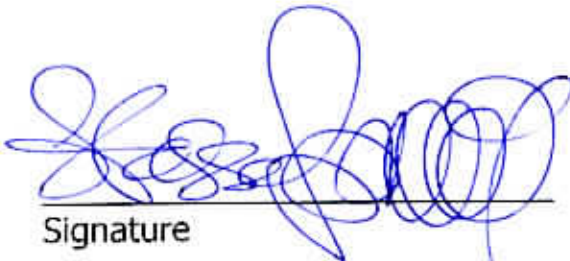
ALL PURPOSE ACKNOWLEDGEMENT CALIFORNIA

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

On Monday, May 12, 2014 before me Hasan Imam, (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/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ 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

DESCRIPTION OF ATTACHED DOCUMENT

APPLICATION FOR LICENSE

08 (eight)

NUMBER OF PAGES

05/12/2014

DATE OF DOCUMENT