



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:

New Zealand

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: InterCity Group (NZ) Ltd
Address: Level 2, Building C, 602 Great South Road
Ellerslie
City: Auckland
State/Province: Auckland
Country: New Zealand
Post Code: PO Box 26-601, Epsom
Telephone: +64 9 583 5700
Fax: +64 9 583 5768

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:	Sam Peate	samp@intercity.co.nz	+64 9 583 5725
Financial:	Nick Hurdle	nickh@intercity.co.nz	+64 9 583 5714
eCommerce:	Daniel Rode	danielr@intercity.co.nz	+64 9 583 5754
Marketing:	Daniel Rode	danielr@intercity.co.nz	+64 9 583 5754
Sales:	Ross Grundy	rossg@intercity.co.nz	+64 9 583 5756

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: New Zealand



Registered Agent

Registered Agent Name	Telephone Number
Address	

Directors and Officers

Director/Officer Name	Position	Email Address
Graham Heenan	Chairman	heenan@xtra.co.nz
Telephone Number	Address	
+64 21 2287218	8 Logan Close, Prebbleton, 7604, NZ	

Director/Officer Name	Position	Email Address
Glenn Ritchie	Director	glenn.ritchie@ritchies.co.nz
Telephone Number	Address	
+64 27 538 6242	12a Valley View, Mount Pleasant, Christchurch, 8081, NZ	

Director/Officer Name	Position	Email Address
Paul Snelgrove	Director	pauls@tranzit.co.nz
Telephone Number	Address	
+64 27 443 9022	40 Essex Street, Masterton, 5810, NZ	

Director/Officer Name	Position	Email Address
Paul Smart	Director	prsmart@xtra.co.nz
Telephone Number	Address	
+64 21 752 500	18 Bellbird Rise, Murrays Bay, Auckland, 0630, NZ	

Director/Officer Name	Position	Email Address
John Thorburn	Chief Executive Officer	john@intercity.co.nz
Telephone Number	Address	
+64 9 583 5702	Level 2, Building C, 602 Great South Road, Greenlane, Auckland 1051	

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
InterCity Holdings Limited	100%	Owns full beneficial interest in the stock
shareholders of InterCity Holdings Limited:		Please select from list
Ritchies Transport Holdings Limited	46.34%	Owns full beneficial interest in the stock
Tranzit Group Limited	46.34%	Owns full beneficial interest in the stock
Nelson SBL Travel Limited	7.33%	Owns full beneficial interest in the stock

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.

Sam Peate was previously employed by Tourism Holdings Limited, the former New Zealand licensee prior to Johnston's Coachlines.
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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? | NO | Operated By: | Please Select |
| c. Per Capita Airport Transfers? | YES | Operated By: | Company |
| d. Charter Operations? | NO | Operated By: | Please Select |

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: | Nearly all services are operated by the Company via contract arrangements. These contracts are placed with Ritchies Transport Holdings and Tranzit Group who are the two main shareholders in InterCity. The only exception to this is the Coromandel day tour which is operated by Go Kiwi Shuttles. |
| b. Third Party Group Sightseeing Services provided by: | N/A |
| c. Third Party Per Capita Airport Transfer Services provided by: | N/A |
| d. Third Party Charter Operations provided by: | N/A |

6. How long has your Company provided the Services identified in #4 above: **25 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:

Inter-regional coach services, passenger ferries, vehicle ferries, sightseeing day cruises, sightseeing overnight cruises.
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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? **YES**

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

InterCity Group (NZ) Limited was fined NZ\$120,000 and ordered to pay a further NZ\$150,000 in reparations for incidents where passengers sustained injury aboard a related company vessel in the Bay of Islands in 2011.



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:

Number of Vehicles	Model/Make	Year	Vehicle(s) Owned By [Company Name]
1	Scania K400	2016	0
3	Scania K400	2015	0
2	Scania K420	2009	0
2	Scania K420	2008	0
2	BCI Proma	2015	0
1	Scania F93	2003	1
2	Scania F94	2006	2
1	Scania F310	2012	1
1	Scania F310	2013	1
1	Hino FG	2009	1

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	Head Office (Call Centre and Administration)	Auckland
Retail Sales Center	Sky City Bus Terminal	Auckland
Retail Sales Center	Maritime Building	Paihia
Please Select		
Please Select		

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
General (Public) Liability	QBE Insurance	P000133838PUL
Issuer Telephone Number	Issuer Contact Name	Policy Limits
+64 9 366 9920	AON Insurance Brokers	NZ\$10,000,000
Policy Issuer Address		
QBE, AMP Centre, 29 Customs Street West, PO Box 44, Auckland 1140		

Type of Policy	Name of Issuer	Policy Number
Statutory Liability	QBE Insurance	P000133838PUL
Issuer Telephone Number	Issuer Contact Name	Policy Limits
+64 9 366 9920	AON Insurance Brokers	NZ\$2,000,000
Policy Issuer Address		
QBE, AMP Centre, 29 Customs Street West, PO Box 44, Auckland 1140		

Type of Policy	Name of Issuer	Policy Number
Cyber Liability	AIG	PI8881
Issuer Telephone Number	Issuer Contact Name	Policy Limits
+64 9 355 3100	AON Insurance Brokers	NZ\$5,000,000
Policy Issuer Address		
AIG Insurance, PO Box 1745, Shortland Street, Auckland 1140		

Type of Policy	Name of Issuer	Policy Number
Motor Vehicle	Zurich	4001292
Issuer Telephone Number	Issuer Contact Name	Policy Limits
+64 9 928 8000	AON Insurance Brokers	NZ\$400,000 or market for vehicles, NZ\$10,000,000 liability
Policy Issuer Address		
Level 16, Zurich House, 21 Queen Street, Auckland Central 1010		

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:

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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
BNZ	Evan White	evan.white@bnz.co.nz
Contact Telephone Number	Bank Telephone Number	Bank Fax Number
+64 9 924 9403	+64 0800 273 916	+64 9 924 9477
Bank Address		
BNZ Partners Centre, L1 86 Highbrook Drive, East Tamaki, Auckland 2013		

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	Dan Penner	dpenner@viator.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
+61 409 669455	Customer	10 years

Company Name	Contact Name	Contact Email Address
General Travel	Peter Black	peter.black@generaltravel.co.nz
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
+64 21 982 170	Customer	10 years

Company Name	Contact Name	Contact Email Address
Discover New Zealand	Helen Bissett	helenb@discovernewzealand.com
Contact Telephone Number	Type of Business Relationship	Length of Business Relationship
+64 27 493 7290	Customer	20 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
Tourism Industry Aotearoa	Member	No Sanctions Whatsoever
Bus and Coach Association New Zealand	Member	Please Select
Tourism Export Council	Member	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:

- \$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.
- 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.
- 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.
- 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 *****

A handwritten signature in blue ink, consisting of a stylized, cursive letter 'B' or similar character, located in the bottom right corner of the page.

I hereby certify that the statements made by me herein on this 1st day of July, 2016, 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):


Name: John Thorburn
Company: InterCity Group (NZ) Limited
Title: Chief Executive Officer

Executed in the CITY OF Auckland, New Zealand

NOTARY PUBLIC

On this 1st day of July, 2016, the above-named individual appeared before me, being duly sworn, stated that he/she is the Chief Executive Officer (Title) of InterCity Group (NZ) Limited (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: NO EXPIRY DATE
INDEFINITE COMMISSION

Affix Notary Seal Below:

Simon John Oldbury Jones
Lawyer & Notary Public
Auckland, New Zealand



I hereby certify that the TRANSFEROR (Current Licensee), approves and joins in the foregoing Application for Transfer, dated this 7th day of July, 2016.

SIGNATURE of TRANSFEROR:

Name: JASON WINDHALER
Company: JOHNSTONS COACHLINES LTD
Title: EXECUTIVE CHAIRMAN

Executed in the CITY OF Havelock North, STATE OF NZ or COUNTRY OF New Zealand

NOTARY PUBLIC

On this 7th day of July, 2016, the above-named individual appeared before me, being duly sworn, stated that he/she is the Executive Chairman (Title) of Johnstons Coachlines Limited (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.

[Signature]
NOTARY PUBLIC

My commission expires: is permanent

Affix Notary Seal Below:

JOHN F. BAKER
NOTARY PUBLIC
HAVELOCK NORTH
NEW ZEALAND

