



Gray Line Worldwide
1835 Gaylord Street, Denver, Colorado 80206
Tel: (303) 394-6920 Fax: (303) 394-6950 www.grayline.com

Application for Gray Line Sublicense

Please state the Gray Line Company and Destination sponsoring this Application for Sublicense:

(Driver Group Australia P/L)

Gray Line Company:

CENTRAL AUSTRALIA

Destination:

ADELAIDE - Greater Metropolitan Region

- 1.(a) State the full legal name, address, phone and fax number of your company.
- (b) State the full legal name of the Gray Line company who holds License under which you are applying for Sublicense.
- (c) State the name and e-mail address (and address, if different from above) of the individual(s) to whom communications should be sent.
- Management:
Marketing:
Financial:
Registered Agent:
Other:

2. Organization. A Gray Line Sublicense may be granted to Proprietorships, Partnerships or Corporations. Inasmuch as the Gray Line name and mark are protected by US and International law, no organization may include the words "Gray Line" in a registered name of a Proprietorship, Partnership or Corporation register with any governmental agency. Notwithstanding the above, organizations holding a Gray Line Sublicense 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.

- (a) If a proprietorship, list each owner's name, home address, telephone number, number of years in business, and describe the nature and extent to which he/she actively participates in the operation of the business. Also, identify whether the proprietorship is related and/or affiliated with and current or former member or Owner of Gray Line.
- (b) If a partnership, list the names of each and every general and/or limited partner, as well as their home address and telephone numbers, their respective number of years in the business, and the nature and extent to which each partner participates in the day-to-day business operations. Also, identify whether the

partnership is related or affiliated with any current or former member or owner of Gray Line.

- (c) If a corporation, identify when and where the entity was incorporated, and the name, address and telephone number of the incorporator and the registered agent for service of process, and list the names, addresses and telephone numbers 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 and telephone number. Also, identify whether the entity is related or affiliated with any current or former member or owner of Gray Line.

Where Incorporated:

- 3.(a) What is the primary service(s) or product(s) provided by your company?
- (b) Please state all other services and products that your company provides.
- (c) How long have you operated a business specializing in the areas listed in the Application responses 3(a) and 3(b)? In such capacity, have you ever been sanctioned, fined, suspended, or placed on probation resulting from your current or former business operation? If so, describe each offense and disposition.
- (d) What service(s) and/or product(s) will your company be providing under the Gray Line Sublicense.
- (e) Is your company open for business year-round? If not, please specify the reason(s) for suspension of activities.
- (f) Are you authorized and/or licensed by federal, state, and local governments and/or other governing jurisdiction to operate in the Owner's Territory? (Also, please list other geographic areas in which you operate.) If yes, please list and describe each license, permit, certificate and/or authorization. Also, identify whether you have ever been denied authority or had your authority to operate placed on probation, revoked or suspended. If so, describe each event, as well as the disposition. If you are not fully authorized to conduct such operations describe the reasons therefore.
- (g) Please list all licenses, permits, certificates, and/or authorizations held by the applicant in relation to goods or services under which the applicant will be using the Gray Line sublicense.
- (h) Do you maintain a membership in any association or group competitive to Gray Line? If the answer is yes, identify the name and address of the organization
- (i) Please provide prior year annual gross sales of the applicant in US Dollars.

4. (a) Please identify and describe your facilities and the assets that will be used to provide the Sublicensed goods or services. Attach additional sheets if necessary.
- (b) Please list any other major equipment, structures, or machinery that the applicant will be operating under the Gray Line sublicense.
- (d) List each and every insurance policy that is currently in effect, as well as the name, address and telephone number of the issuer. Also, identify each policy number and list the policy limits. If applicant has ever had an insurance policy cancelled and/or denied, describe the reason therefore.
5. **Please submit the following items together with this Application:**
- (1) Two (2) copies of your local **license**, permit, certificate or ordinance which authorizes you to operate in the proposed territory.
 - (2) One (1) photograph of Applicant's **equipment/vehicles**;
 - (3) One (1) photographs of Applicant's **office and facilities** (interior and exterior);
 - (4) One (1) copy of Applicant's current sales brochure or sales sheet listing products available;
 - (5) One (1) copies of your automobile and/or general liability insurance coverage for both bodily injury and property damage. (**NOTE: Gray Line Corporation must be named as an additional insured if you are approved as a Sublicense Contractor.**);
6. Please supply the following references:
- (a) Names, addresses and telephone numbers of leading wholesalers and companies with whom you have done business.
- (b) List your active affiliations with organizations such as ASTA, NTBA, IATA, PATA, SATO, COTAL and/or local clubs or tourism organizations. As more fully set forth above, identify whether your memberships have ever been suspended and/or revoked, and the reasons therefore.
- 7.(a) Having read the Gray Line Sublicense Agreement and having had time to consult with counsel or other consultants, are you willing to sign a Sublicense Agreement and fulfill the duties and responsibilities set forth therein?
- (b) If you are accepted and granted a Gray Line Sublicense, will you comply with the Sublicense Agreement and the Standards of the Corporation?

I hereby certify that the statements made by me herein on this 18th day of December, 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.

APPLICANT (Licensee) : [Signature]
Name: Grant Burton
Company: P+G Burton P/L
Title: Director

STATE OF SOUTH AUSTRALIA

COUNTRY OF Australia) SS:

On this 18th day of December, 2013, the above-named individual appeared before me, being duly

sworn, stated that he/she is the DIRECTOR of P+G BURTON Pty Ltd., and being duly

(Title) (Company)
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: CONTINUOUS

(seal)

P.D. BARTLETT
JUSTICE OF THE PEACE
IN AND FOR THE STATE OF
SOUTH AUSTRALIA NO 21246

Gray Line Worldwide
Application for Gray Line Sublicense

Please state the Gray Line Company and Destination sponsoring this Application for Sublicense:

Gray Line Company: CENTRAL AUSTRALIA (Driver Group Australia Pty Ltd)

Destination: Adelaide – Greater Metropolitan region

1 (a) Full legal name, address phone and fax number of company

Name: G & P Burton Pty Ltd. ABN: 27 165 226 559
Address: Unit 27/28A Davis Road, Glynde SA 5070
Phone: (08) 8165 0706
Fax: (08) 8212 5019

1(b) Full legal name of the Gray Line company who holds License under which you are applying for Sublicense.
Driver Group Australia Pty Ltd (ABN 79 004 638 153). Gray Line Central Australia licence.

1 (c) State the name and e-mail address of the individuals to whom communications should be sent.

Management: Grant Burton E: grant@graylineadelaide.com.au
Marketing: Grant Burton E: grant@graylineadelaide.com.au
Financial: Patrice Burton E: accounts@graylineadelaide.com.au
Registered Agent: Not applicable

2. Is G & P Burton Pty Ltd a Proprietorship, Partnership or Corporation

2 (a) If a proprietorship, list each owner's name, home address, telephone number

Name: Grant Burton
Home address: Unit 27/28A Davis Road, Glynde SA 5070
Telephone Number: (08) 8165 0706

Number of years in business With Gray Line Adelaide for 13 years.

Actively participates in the operation of the business: 100 % involvement

Related and/or affiliated with a current or former member of Owner of Gray Line?

Grant Burton managed Gray Line Adelaide for Driver Group since 2000.

Name: Patrice Burton
Home address: Unit 27/28A David Road, Glynde SA 5070
Telephone Number: (08) 8165 0706

2 (b) If a partnership, list the names of each and every general and/or limited partner as well as their home address and telephone numbers, their respective number of years in the business and the nature and extent to which each partner participates in the day to day business operations.
Not applicable

2 (c) If a Corporation – Not applicable

3 (a) What is the primary service(s) or products provided by your company?

New company only providing Day Tours

3 (b) State all other services and products that your company provides.

Nil

3 (c) How long have you operated a business specializing in the areas listed in 3 (a) and 3 (b)

New company. Grant Burton managed Gray Line Adelaide for 13 years on behalf of Driver Group Australia.

3 (d) What service(s) and/or products(s) will your company be providing under Gray Line Sublicense

Day Tours

3 (e) Is your company open for business year round?

Daily: year round except for Christmas Day

3 (f) Are you authorized and/or licensed by federal, state, and local governments and/or other governing jurisdiction to operate in SA? (Also, please list other geographic areas in which you operate).

Please list each license, permit, certificate and/or authorization.

Not applicable

Please list other geographic areas in which you operate: None

Identify whether you have ever been denied authority or had your authority to operation placed on probation, revoked or suspended.

NO

3 (g) Please list all licenses, permits, certificates, and/or authorizations held by the applicant in relation to goods or services under which the applicant will be using the Gray Line sublicense.

Fleet hired from accredited SA operator Explorer Coaches Lines. Accreditation No. 17118

3 (h) Do you maintain a membership in any association or group competitive to Gray Line?

If the answer is yes, identify the name and address of the organization.

NO

3 (i) Please provide prior year annual gross sales to the applicant in US Dollars. US\$1,550,000 (DGA annual gross sales 2012-2013).

4 (a) Please identify and describe your facilities and the assets that will be used to provide the sublicensed goods or services.

- Office & departure bays rented at Adelaide Bus Station
- Explorer Coach Lines Fleet (Fleet List attached)

4 (b) Please list any other major equipment, structures, or machinery that the applicant will be operating under the Gray Line sublicense.

Holden (Chevrolet) Cruze (sales reps car).

4 (d) List each and every insurance policy that is currently in effect, as well as the name, address and telephone number of the issuer. Identify each policy number and list the policy limits.

- Motor Vehicle - Explorer Coachlines
Name: Allianz Australia Insurance Limited
Address: Pirie Street, Adelaide SA 5000
Phone Number: + 61 13 1000
Certificate of Currency attached
- Public Liability G & P Burton Pty Ltd.
Name of Insurer: Allianz Australia Insurance Limited
Address: Level 5, 89 Pirie Street, Adelaide SA 5000
Phone Number: C/o Holdfast Insurance Brokers Pty Ltd + 61 8 8273 0900
Policy No: BAW000-602-000. Indemnity Limit AUD\$20,000,000.
Certificate of Currency attached.
- Workers Compensation: G & P Burton Pty Ltd.
Registration / Employer No: 26655402
Address: Workcover Corporation of South Australia, GPO Box 2668, Adelaide, SA 5001
Phone Number: + 61 13 18 55
Certificate of Registration attached

Have you ever had an insurance policy cancelled and/or denied? NO

5. Please submit the following items together with this Application

- (1) Two (2) copies of your local license, permit, certificate of ordinance which authorizes you to operate in the proposed territory
Operator accreditation SA No: 17118
- (2) Photo of Explorer Coach Lines coach - with and without GL logo (attached)
Photo of Holden Cruze (attached)
- (3) Photo of Adelaide Bus Station (attached)
- (4) Copy of current sales brochure (attached)
- (5) Current Insurance Certificate for Vehicle and General liability insurance Certificate for Explorer Coach Lines (attached).
Yes - Gray Line Corporation will be added to the insurers list if approved as a Sublicense Contractor.

6. Please supply the following references:

(a) Names, addresses and telephone numbers of leading wholesalers and companies with whom you have done business.

Holidays of Australia

Lower Ground Floor, 18-20 Grenfell Street, Adelaide SA 5000, Australia

Viator

PO Box 934, Darlinghurst NSW 2010, Australia

King William Travel

Ground Floor, Pascot Building, 29 King William Street, Adelaide SA 5000, Australia

Southern World Australia

Level 5, 55 York Street, Sydney NSW 2000, Australia

(b) List your active affiliations with organizations such as IATA, ATEC, Tourism Council

New company.

Driver Group Australia was involved with ATEC, SA Travel Industry Council, SA Tourism Commission.

7 (a) Having read the Gray Line Sublicense Agreement etc..... YES
YES

7 (b) If you are accepted and granted a Gray Line Sublicense, you will comply with the Sublicense Agreement and the Standards of the Corporation? YES

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