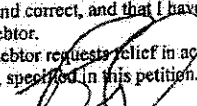


United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle) <b>Coach Am Group Holdings Corp.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names) <b>See Attached Exhibit A</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names)
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>41-2244830</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all)
Street Address of Debtor (No. & Street, City, and State): <b>c/o Fenway Partners, LLC 152 West 57th Street 59th Floor New York, NY 10019</b>		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>10019-0000</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>New York</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Coach Am Group Holdings, Corp.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Attached Exhibit B</b>		Case Number:	Date Filed:
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">                 _____                  (Name of landlord that obtained judgment)             </div> <div style="margin-left: 40px;">                 _____                  (Address of landlord)             </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Coach Am Group Holdings, Corp.</b></p>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b> I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p><b>Signature of Attorney*</b></p> <p>X <u>/s/ Christopher A. Ward</u> <b>POLSINELLI SHUGHART</b> Christopher A. Ward (Del. Bar No. 3877) Justin K. Edelson (Del. Bar No. 5002) Jarrett K. Vine (Del. Bar No. 5400) 222 Delaware Avenue, Suite 1101 Wilmington, Delaware 19801 Telephone: (302) 252-0920</p> <p><b>LOWENSTEIN SANDLER PC</b> Sharon Levine, Esq. S. Jason Teele, Esq. Nicole Stefanelli, Esq. 65 Livingston Avenue Roseland, New Jersey 07068 Telephone: (973) 597-2500</p> <p>_____ January 3, 2012 Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual</p> <p>_____ Brian Cejka Printed Name of Authorized Individual</p> <p>_____ Chief Restructuring Officer Title of Authorized Individual</p> <p>_____ 1-3-12 Date</p>	

**COACH AM GROUP HOLDINGS, CORP.**

**EXHIBIT A**

All other names used by the Debtor in the last 8 years (including trade names)

None.

**COACH AM GROUP HOLDINGS, CORP.**

**EXHIBIT B**

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. Coach Am Holdings Corp.
2. Coach America Holdings, Inc.
3. Coach America Group, Inc.
4. KBUS Holdings, LLC
5. CUSA, LLC
6. CUSA Leasing, LLC
7. CUSA ASL, LLC
8. CUSA AT, LLC
9. CUSA AWC, LLC
10. CUSA BCCAE, LLC
11. CUSA CC, LLC
12. Coach America Transportation Solutions, LLC
13. CUSA CSS, LLC
14. CUSA EE, LLC
15. CUSA ELKO, LLC
16. CUSA ES, LLC
17. CUSA FL, LLC
18. Get A Bus, LLC
19. CUSA GCBS, LLC
20. CUSA GCT, LLC
21. CUSA BESS, LLC
22. CUSA KBC, LLC

23. CUSA K-TCS, LLC
24. CUSA PCSTC, LLC
25. CUSA PRTS, LLC
26. CUSA RAZ, LLC
27. CUSA Transit Services, LLC
28. Coach Leasing BCCAЕ, L.P.
29. Coach BCCAЕ, L.P.
30. American Coach Lines, Inc.
31. America Charters, Ltd.
32. American Coach Lines of Atlanta, Inc.
33. B&A Charter Tours, Inc.
34. Dillion's Bus Service, Inc.
35. Florida Cruise Connection, Inc.
36. American Coach Lines of Jacksonville, Inc.
37. The McMahon Transportation Company
38. Midnight Sun Tours, Inc.
39. American Coach Lines of Orlando, Inc.
40. Royal Tours of America, Inc.
41. Southern Coach Company
42. Tippitt Travel, Inc.
43. Trykap Airport Services, Inc.
44. Trykap Transportation Management, Inc.
45. American Coach Lines of Miami, Inc.
46. ACL Leasing, LLC
47. Lakefront Lines, Inc.
48. Hopkins Airport Limousine Service, Inc.
49. CAPD, Inc.

**United States Bankruptcy Court  
District of Delaware**

In re Coach Am Group Holdings, Corp.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Interest
<b>Coach America Group Holding, L.P. c/o Fenway Partners, LLC 152 West 57th Street 59th Floor New York, NY 10019</b>	<b>100% Outstanding Equity</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date January 3, 2012

Signature /s/ Brian Cejka

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
District of Delaware**

In re Coach Am Group Holdings, Corp.

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Coach Am Group Holdings, Corp. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Coach America Group Holding, L.P.  
c/o Fenway Partners, LLC  
152 West 57th Street  
59th Floor  
New York, NY 10019

---

None [*Check if applicable*]

January 3, 2012

Date

/s/ Christopher A. Ward

**Christopher A. Ward (Del. Bar No. 3877)**

**Justin K. Edelson (Del. Bar No. 5002)**

**Jarrett K. Vine (Del. Bar No. 5400)**

Signature of Attorney or Litigant

Counsel for Coach Am Group Holdings, Corp.

**POLSINELLI SHUGHART**

222 Delaware Avenue, Suite 1101

Wilmington, Delaware 19801

Telephone: (302) 252-0920

**LOWENSTEIN SANDLER PC**

Sharon Levine, Esq.

S. Jason Teele, Esq.

Nicole Stefanelli, Esq.

65 Livingston Avenue

Roseland, New Jersey 07068

Telephone: (973) 597-2500

**ACTION BY WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
COACH AM GROUP HOLDINGS CORP.**

**Dated: January 2, 2012**

The undersigned, being all of the members of the board of directors (the “**Board of Directors**”) of Coach Am Group Holdings Corp., a Delaware corporation (the “**Company**”), hereby consent to the following actions and adopt the following resolutions as of the date hereof:

**WHEREAS**, the Company is a member of a group of business entities that provide certain transportation services;

**WHEREAS**, the Board of Directors has reviewed and considered the liabilities and liquidity of the Company, the strategic alternatives available to it, the valuation of the Company and its affiliates, and the impact of the foregoing on the Company’s business;

**WHEREAS**, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company; and

**WHEREAS**, the Board of Directors deems it advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name and on behalf of the Company, the resolutions set forth below.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Chief Restructuring Officer and any or all of the officers of the Company so designated by the Board of Directors, acting alone or with one or more other officers of the Company (individually, each an “**Authorized Officer**” and collectively, the “**Authorized Officers**”), are hereby authorized and empowered, in the name and on behalf of the Company, with the assistance of the Company’s counsel, accountants and advisers, to (i) prepare, execute and file with the appropriate court a petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and (ii) take such other and further actions and steps as the Authorized Officers may deem necessary, appropriate or advisable to obtain for the Company any and all relief to which they are or may be entitled under chapter 11 of the Bankruptcy Code; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of the Company, the law firm of Lowenstein Sandler PC as legal counsel to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights, including, but not limited to, filing any pleadings, representing the Company in obtaining financing and representing the Company in connection with an asset sale pursuant to Section 363 of the Bankruptcy Code or otherwise; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lowenstein Sandler PC; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, the Rothschild Group as financial advisor to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of the Rothschild Group; and be it further

**RESOLVED**, that the President, Chief Executive Officer and Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, Alvarez & Marsal North America, LLC ("A&M") to provide a Chief Restructuring Officer to the Company, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the President, Chief Executive Officer and Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of A&M; and be it further

**RESOLVED**, that Brian E. Cejka is appointed Chief Restructuring Officer of the Company and shall report to the Board of Directors of the Company and the chief executive officer or other applicable officers of the Company as directed by the Board of Directors of the Company. Mr. Cejka will continue to be employed by A&M; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, the law firm of Polsinelli Shugart PC as Delaware counsel to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of the Polsinelli Shugart PC; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, BMC Group, Inc. as claims, noticing and balloting agent to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of BMC Group, Inc.; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to employ, in the name and on behalf of the Company, any other professionals to assist the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

**RESOLVED**, that in connection with the Chapter 11 Case, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, agreements establishing procedures seeking to accomplish the sale of all or part of the Company's assets under Section 363 of the Bankruptcy Code or any other equity or asset sale, subject to the approval of such procedures by the bankruptcy court in the Chapter 11 Case (the "**Sale Procedures**"), on such terms and conditions as are deemed necessary or advisable by any Authorized Officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver and perform any agreement, document or any amendment to the foregoing, in the name and on behalf of the Company, in connection with the Sale Procedures and the documents related thereto, all on such terms as the Authorized Officers deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and be it further

**RESOLVED**, that the granting by the Company of liens on and security interests in any collateral in connection with the transactions contemplated by the foregoing resolutions, if applicable, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each of the security interest contemplated thereby, or to renew, maintain or preserve such perfected security interest, be, and they hereby are, authorized and approved in all respects and the Authorized Officers are, or any one of them acting alone is, hereby authorized and directed to execute and deliver any such other collateral documents or instruments, each as the Authorized Officers executing same shall deem necessary or appropriate, and to take such actions as may be necessary or advisable to consummate the transactions contemplated thereby; and be it further

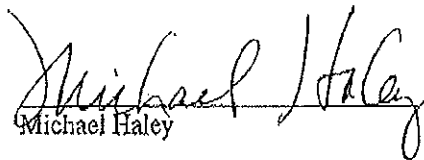
**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized, empowered and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Offices, and any of them, may deem necessary or appropriate in connection with the Sale Procedures, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof, and be it further

**RESOLVED**, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

**RESOLVED**, that this written consent may be executed (a) in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same written consent, notwithstanding that the undersigned are not signatories to the original or to the same counterpart and (b) via (i) facsimile transmission or (ii) other electronic transmission which provides an accurate copy of this written consent (collectively, the “**Electronic Copy**”), which such Electronic Copy shall be deemed an original.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Company, have executed this written consent as of the date first written above.

  
Michael Haley

\_\_\_\_\_  
George Maney

\_\_\_\_\_  
W. Gregg Smart

\_\_\_\_\_  
Peter Lamm

\_\_\_\_\_  
Richard Wenz

*[Signature Page for Group 18]*

**IN WITNESS WHEREOF**, the undersigned, being all the members of the Board of Directors of the Company, have executed this written consent as of the date first written above.

\_\_\_\_\_  
Michael Haley

  
\_\_\_\_\_  
George Maney

\_\_\_\_\_  
W. Gregg Smart

\_\_\_\_\_  
Peter Lamm

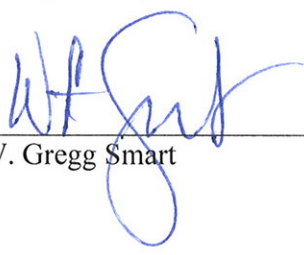
\_\_\_\_\_  
Richard Wenz

*[Signature Page for Group 18]*

**IN WITNESS WHEREOF**, the undersigned, being all the members of the Board of Directors of the Company, have executed this written consent as of the date first written above.

\_\_\_\_\_  
Michael Haley

\_\_\_\_\_  
George Maney

  
\_\_\_\_\_  
W. Gregg Smart

\_\_\_\_\_  
Peter Lamm

\_\_\_\_\_  
Richard Wenz

*[Signature Page for Group 18]*

**IN WITNESS WHEREOF**, the undersigned, being all the members of the Board of Directors of the Company, have executed this written consent as of the date first written above.

\_\_\_\_\_  
Michael Haley

\_\_\_\_\_  
George Maney

\_\_\_\_\_  
W. Gregg Smart

  
\_\_\_\_\_  
Peter Lamm

\_\_\_\_\_  
Richard Wenz

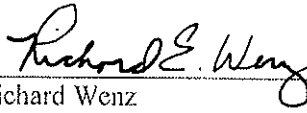
IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Company, have executed this written consent as of the date first written above.

\_\_\_\_\_  
Michael Haley

\_\_\_\_\_  
George Maney

\_\_\_\_\_  
W. Gregg Smart

\_\_\_\_\_  
Peter Lamm

  
\_\_\_\_\_  
Richard Wenz

*[Signature Page for Group 18]*

**United States Bankruptcy Court  
District of Delaware**

In re Coach Am Group Holdings Corp., et al. Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 30 LARGEST UNSECURED CLAIMS**

Coach Am Group Holdings Corp. ("**Coach**") and certain of its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), each filed a voluntary petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a consolidated list of the 30 largest unsecured creditors of the Debtors (the "**Consolidated List**") in lieu of a separate list for each Debtor. The Consolidated List is based on the Debtors' books and records as of January 3, 2012 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Consolidated List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' rights to contest the validity, priority or amount of any claim.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Valerie S. Rybka a/k/a Valerie Schwartz	Valarie Schwartz c/o Louis B. Vocelle, Jr., Esq. 3333 20 <sup>th</sup> Street Vero Beach, FL 32960 (772) 562-8111	Litigation		\$1,250,000.00
Universal Studios Inc.	Ron Meyer President and COO 100 University City Plaza Universal City, CA 91808-1002 (818) 777-1000	Accounts Payable		\$671,041.15
SC Fuels	Frank P. Greinke President and CEO 1800 W. Katella Suite 400 Orange, CA 92863-4159 (715) 744-7140	Accounts Payable		\$573,135.19
A B C Companies	Dane Cornell President and CEO 1506 30th Street NW Faribault, MN 55021-1800 (507) 334-1871	Accounts Payable		\$428,185.03

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
MCI Service Parts Incorporated	Thomas C. Sorrells President and CEO 1700 E. Golf Road FL 5 Schaumburg, IL 60173-5861 (847) 285-2000	Accounts Payable		\$401,790.66
Bridgestone/Firestone Inc.	Gary A. Garfield President and CEO 535 Marriott Drive Nashville, TN 37214 (615) 937-1000	Accounts Payable		\$271,889.67
Mansfield Oil Company	Michael F. Mansfield Sr. CEO 1025 Airport Pkwy Gainesville, GA 30501-6833 (800) 695-6626	Accounts Payable		\$160,292.92
The Sign Company, LLC	Dale Dossey Representative 25025 I-45 N, Suite 320 The Woodlands, TX 77380 (281) 362-9909	Lease Termination Liability		\$150,000.00
Kaiser Foundation Health	George C. Halvorson Chairman and CEO 1 Kaiser Plaza Oakland, CA 94612 (510) 271-5800	Accounts Payable		\$142,089.14
National Diagnostics Inc.	Phillip Greene, M.D. President and CEO 4600 Park Road Suite 500 Charlotte, NC 28209 (800) 272-3350	Accounts Payable		\$134,333.34
Peoplenet	Ron Konezny CEO 4400 Baker Road Minnetonka, MN 55343 (888) 346-3486	Accounts Payable		\$128,100.43
Green Petroleum	Keven Green Owner 6007 Marlin Lane Temple Hills, MD 20748-2511 (301) 423-8827	Accounts Payable		\$116,010.46
Penske Truck Leasing Co L.P.	Brian Hard President and CEO Route 10 Green Hills Reading, PA 19603 (888) 234-4201	Accounts Payable		\$115,498.47

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Prevost Car Inc.-Credit Dept	Gaetan Bolduc President and CEO 35 Gagnon Boulevard Sainte-Claire, Quebec G0R 2V0 (418) 883-3391	Accounts Payable		\$110,969.63
Al Park Petroleum Incorporated	Park Blair Principal 275 12th Street Elko, NV 89801-4003 (775) 738-3835	Accounts Payable		\$104,041.47
Florida Detroit Diesel- Allison, Inc.	Robert E. Belts CFO, Principal Accounting Officer and Senior Vice President of Finance c/o Detroit Diesel Corporation 13400 Outer Drive West Detroit, MI 48239 (313) 592-5000	Accounts Payable		\$ 97,024.32
Chambliss LTD	Hunter Chambliss President and Owner 221 Commercial Blvd Suite 202 Lauderdale by the Sea, FL 33308 (954) 938-7211	Accounts Payable		\$95,670.90
Metro Shore Services	Stefano Borzone President 720 East E Street Wilmington, CA 90744 (310) 816-6500	Accounts Payable		\$92,571.00
Total Truck Parts Inc.	Marc Karon President 6545 Wallis Road West Palm Beach, FL 33413 (561) 684-3332	Accounts Payable		\$71,236.12
Bridgestone Retail Operations LLC	Gary A. Garfield President and CEO 535 Marriott Drive Nashville, TN 37214 (615) 937-1000	Accounts Payable		\$64,191.83
Medical Mutual of Ohio	Rick Chiricosta President and CEO 2060 E. 9th Street Cleveland, OH 44115 (216) 687-7000	Accounts Payable		\$55,878.11

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Smith Power Products Inc.	Dale Ramson CEO 3065 W. California Avenue Salt Lake City, UT 84104 (801) 415-5000	Accounts Payable		\$55,863.26
Legoland California	John Jakobsen President and General Manger One Legoland Drive Carlsbad, CA 92008 (760) 918-5346	Accounts Payable		\$51,964.50
Ports Petroleum	Janell Cline Owner 1337 Blachleyville Road Wooster, OH 44691 (330) 264-1885	Accounts Payable		\$49,094.06
WW Williams	William S. Williams Vice Chairman and CFO 835 West Goodale Boulevard Columbus, OH 43212 (614) 228-5000	Accounts Payable		\$47,634.66
Drivecam Inc.	Brandon Nixon CEO 8911 Balboa Avenue San Diego, CA 92123 (858) 430-4000	Accounts Payable		\$46,078.74
City of Los Angeles- LA World Airports	Stephen Martin COO One World Way Los Angeles , CA 90045 (310) 646-5252	Accounts Payable		\$45,832.97
Seaworld San Diego	John T. Reilly President 500 SeaWorld Drive San Diego, CA 92109 (800) 257-4268	Accounts Payable		\$43,416.00
Fleetpride Incorporated	W.M. McGee President and CEO 8708 Technology Forest Place Suite 125 The Woodlands, TX 77381 (866) 435-3387	Accounts Payable		\$40,188.38
Kenworth of Central Florida	Mark C. Pigott Chairman and CEO c/o PACCAR Inc 777 106th Avenue N. E. Bellevue, WA 98004 (425) 468-7400	Accounts Payable		\$36,317.35

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

COACH AM GROUP HOLDINGS CORP.,  
*et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 12-\_\_\_\_\_(\_\_\_\_)

(Joint Administration Requested)

**DECLARATION REGARDING CONSOLIDATED LIST OF  
CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Brian E. Cejka, the Chief Restructuring Officer for the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) declare under penalty of perjury that I have reviewed the foregoing “Consolidated List of Creditors Holding 30 Largest Unsecured Claims” and that it is true and correct to the best of my knowledge, information and belief.

---

<sup>1</sup> Coach Am Group Holdings Corp. (4830); Coach Am Holdings Corp. (1816); Coach America Holdings, Inc. (2841); American Coach Lines, Inc. (2470); America Charters, Ltd. (8246); American Coach Lines of Atlanta, Inc. (4003); American Coach Lines of Jacksonville, Inc. (1360); American Coach Lines of Miami, Inc. (7867); American Coach Lines of Orlando, Inc. (0985); Coach America Group, Inc. (2816); B & A Charter Tours, Inc. (9392); Dillon’s Bus Service, Inc. (5559); Florida Cruise Connection, Inc. (9409); Hopkins Airport Limousine Services, Inc. (1333); Lakefront Lines, Inc. (5309); The McMahon Transportation Company (0030); Midnight Sun Tours, Inc. (2791); Royal Tours of America, Inc. (2313); Southern Coach Company (6927); Tippet Travel, Inc. (8787); Trykap Airport Services, Inc. (0732); Trykap Transportation Management, Inc. (2727); KBUS Holdings, LLC (6419); ACL Leasing, LLC (2058); CAPD, LLC (4454); Coach America Transportation Solutions, LLC (6909); CUSA, LLC (3523); CUSA ASL, LLC (2030); CUSA AT, LLC (2071); CUSA AWC, LLC (2084); CUSA BCCAЕ, LLC (2017); CUSA BESS, LLC (3610); CUSA CC, LLC (1999); CUSA CSS, LLC (1244); CUSA EE, LLC (1982); CUSA ELKO, LLC (4648); CUSA ES, LLC (1941); CUSA FL, LLC (1920); CUSA GCBS, LLC (1891); CUSA GCT, LLC (1833); CUSA KBC, LLC (1808); CUSA K-TCS, LLC (1741); CUSA Leasing, LLC (1321); CUSA PCSTC, LLC (1701); CUSA PRTS, LLC (1591); CUSA RAZ, LLC (0640); CUSA Transit Services, LLC (8847); Get A Bus, LLC (1907); Coach BCCAЕ, L.P. (3488); Coach Leasing BCCAЕ, L.P. (6784). The Debtors’ corporate offices are located at 8150 North Central Expressway, Suite M1000, Dallas, Texas 75206.

Respectfully submitted,

**COACH AMERICA HOLDINGS INC., et al.**

/s/ Brian Cejka

By: Brian Cejka

Title: Chief Restructuring Officer

Dated: January 3, 2012

*Penalty for making a false statement or concealing property:*

Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571