UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	PROOF OF CLAIM
Name of Debtor: CUSA GCBS, LLC	Case Number: 12-10057

NOTE: See reverse and attached for List of Debtors/Case Numbers/important details. Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for Administrative Expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):
Universal City Studios LLC *

Name and address where notices should be sent:
Marsha A. Houston; Christopher O. Rivas
Reed Smith LLP
355 S. Grand, Ave, Ste 2900
Los Angeles, CA 90071

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If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number (213) 457 8000 email: mhouston@reedsmith.com

THIS SPACE IS FOR COURT USE ONLY

Name and address where **payment** should be sent (if different from above):

Payment Telephone Number ( ) email:

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number (if known): _____
Filed on: _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED $ 1,001,538.49 **

If all or part of your claim is secured, complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. BASIS FOR CLAIM: Consignment Agreement (See Addendum)
(See instruction #2)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a)

3b. Uniform Claim Identifier (optional): _____
(See instruction #3b)

4. SECURED CLAIM: (See instruction #4)

Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:
Describe:

☐ Real Estate ☐ Motor Vehicle ☐ Other _____

Value of Property: $ _____

Annual Interest Rate: _____ % ☐ Fixed or ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: $ _____

Basis for Perfection: _____

Amount of Secured Claim: $ _____

Amount Unsecured: $ _____

5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.

Amount entitled to priority: $ _____

Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): $ _____

You MUST specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to $2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to $11,725*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).

☐ Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).

** Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

Coach America
01266

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

*(fka Universal City Studios LLLP) dba Universal Studios Hollywood

** Claimant reserves the right to amend, supplement or modify this claim.

7. DOCUMENTS: *Attached are redacted copies of documents that support the claim,* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and definition of "redacted").

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Eastern Time on April 2, 2012 for Non-Governmental Claimants OR on or before July 2, 2012 for Governmental Units.

BY MAIL TO:
BMC Group, Inc.
Attn: Coach America Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY MESSENGER OR OVERNIGHT DELIVERY TO:
BMC Group, Inc.
Attn: Coach America Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

8. SIGNATURE: (See instruction #8)

Check the appropriate box.

[X] I am the creditor. [ ] I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) [ ] I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) [ ] I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information providedin this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Janice L. Miller, Esq.
Title: VP, Business & Legal Affairs
Company: Universal Studios Hollywood
Address and telephone number (if different from notice address above):
100 Universal City Plaza 551115
Universal City, CA 91608

(Signature) 3.27.12 (Date)

Telephone number: 818.622.3030 email: janice.miller@nbcuni.com

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

LIST OF DEBTORS:

Debtor Name	Case Number	Debtor Name	Case Number	Debtor Name	Case Number
ACL Leasing, LLC	12-10042	CUSA AT, LLC	12-10047	CUSA RAZ, LLC	12-10064
America Charters, Ltd.	12-10021	CUSA AWC, LLC	12-10048	CUSA Transit Services, LLC	12-10065
American Coach Lines of Atlanta, Inc.	12-10022	CUSA BCCAE, LLC	12-10049	CUSA, LLC	12-10045
American Coach Lines of Jacksonville, Inc.	12-10023	CUSA BESS, LLC	12-10050	Dillon's Bus Service, Inc.	12-10029
American Coach Lines of Miami, Inc.	12-10024	CUSA CC, LLC	12-10051	Florida Cruise Connection, Inc.	12-10030
American Coach Lines of Orlando, Inc.	12-10026	CUSA CSS, LLC	12-10052	Get A Bus, LLC	12-10066
American Coach Lines, Inc.	12-10019	CUSA EE, LLC	12-10053	Hopkins Airport Limousine Services, Inc.	12-10032
B & A Charter Tours, Inc.	12-10028	CUSA ELKO, LLC	12-10054	KBUS Holdings, LLC	12-10041
CAPD, LLC	12-10043	CUSA ES, LLC	12-10055	Lakefront Lines, Inc.	12-10033
Coach Am Group Holdings Corp.	12-10010	CUSA FL, LLC	12-10056	Midnight Sun Tours, Inc.	12-10035
Coach Am Holdings Corp.	12-10017	CUSA GCBS, LLC	12-10057	Royal Tours of America, Inc.	12-10036
Coach America Group, Inc.	12-10027	CUSA GCT, LLC	12-10058	Southern Coach Company	12-10037
Coach America Holdings, Inc.	12-10018	CUSA KBC, LLC	12-10059	The McMahon Transportation Company	12-10034
Coach America Transportation Solutions, LLC	12-10044	CUSA K-TCS, LLC	12-10060	Tippett Travel, Inc.	12-10038
Coach BCCAE, L.P.	12-10067	CUSA Leasing, LLC	12-10061	Trykap Airport Services, Inc.	12-10039
Coach Leasing BCCAE, L.P.	12-10068	CUSA PCSTC, LLC	12-10062	Trykap Transportation Management, Inc.	12-10040
CUSA ASL, LLC	12-10046	CUSA PRTS, LLC	12-10063		

ADDENDUM TO PROOF OF CLAIM

On or about March 2, 2012, a CUSTOMER PROGRAM SUPPLIER AGREEMENT (the "Supplier Agreement"), which is subject to Bankruptcy Court approval, was entered into by and between Universal City Studios LLC (fka Universal City Studios LLLP) dba Universal Studios Hollywood ("Universal"), on the one hand, and Coach Am Group Holdings Corp. and its affiliated companies[1] (collectively, the "Company"), on the other hand, concerning, among other things, Universal's claims against the Company relating to tickets for admission to Universal's theme park supplied to the Company prepetition.

Universal's prepetition claim arises out of the business relationship between the Company and Universal as reflected in that certain Universal Studios Hollywood 2011 In Market Consignment Sales Agreement ("Consignment Agreement") entered into by and between the parties.

Pursuant to the Consignment Agreement, the Company agreed, among other things, to pay Universal upon the resale of Universal's admission tickets to the Company's customers, as described more particularly in the Consignment Agreement. The precise terms of the Consignment Agreement are highly confidential and subject to confidentiality provisions which bind both Universal and the Company.

Pursuant to the Supplier Agreement, the parties acknowledged and agreed, among other things, that the gross amount of Universal's prepetition claim is $1,001,538.49, a portion of which comprises a Bankruptcy Code section 503(b)(9) claim (for which Universal has also filed a separate proof of claim), and which amount was to be deemed a valid, enforceable and allowed claim within the meaning of Bankruptcy Code sections 502 and 503(b)(9) (the "Prepetition Claim"), and which was subject to an offset of $102,100 (the "Offset").

Pursuant to the Supplier Agreement, the Company has paid all but approximately $160,000 (consisting of approximately $58,000 owing on the Supplier Agreement plus the Offset) of the Prepetition Claim to Universal. Universal files this claim out of an abundance of caution because the Supplier Agreement was submitted to the Bankruptcy Court for approval on March 23, 2012, but has not yet been approved by the Bankruptcy Court. Upon approval by the Bankruptcy Court by final non-appealable order, Universal will withdraw this claim.

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[1] Coach Am Holdings Corp.; Coach America Holdings, Inc.; American Coach Lines, Inc.; America Charters, Ltd.; American Coach Lines of Atlanta, Inc.; American Coach Lines of Jacksonville, Inc.; American Coach Lines of Miami, Inc.; American Coach Lines of Orlando, Inc.; Coach America Group, Inc.; B & A Charter Tours, Inc.; Dillon's Bus Service, Inc.; Florida Cruise Connection, Inc.; Hopkins Airport Limousine Services, Inc.; Lakefront Lines, Inc.; The McMahon Transportation Company; Midnight Sun Tours, Inc.; Royal Tours of America, Inc.; Southern Coach Company; Tippet Travel, Inc.; Trykap Airport Services, Inc.; Trykap Transportation Management, Inc.; KBUS Holdings, LLC; ACL Leasing, LLC; CAPD, LLC; Coach America Transportation Solutions, LLC; CUSA, LLC; CUSA ASL, LLC; CUSA AT, LLC; CUSA AWC, LLC; CUSA BCCAE, LLC ; CUSA BESS, LLC; CUSA CC, LLC; CUSA CSS, LLC; CUSA EE, LLC; CUSA ELKO, LLC; CUSA ES, LLC; CUSA FL, LLC; CUSA GCBS, LLC; CUSA GCT, LLC; CUSA KBC, LLC; CUSA K-TCS, LLC; CUSA Leasing, LLC; CUSA PCSTC, LLC; CUSA PRTS, LLC; CUSA RAZ, LLC; CUSA Transit Services, LLC; Get A Bus, LLC; Coach BCCAE, L.P.; Coach Leasing BCCAE, L.P.

ReedSmith

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Christopher O. Rivas
Direct Phone: +1 213 457 8019
Email: crivas@reedsmith.com

March 28, 2012

VIA UPS OVERNIGHT
BMC Group, Inc.
Attn: Coach America Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: Coach Am Group Holdings Corp., et al.;
Case No. 12-10010 (KG) (Joint Administration Requested) - Reclamation Demand

Dear Sir/Madam:

Enclosed for filing are six (6) original signed proofs of claim.

Also enclosed are photocopies of the six (6) proofs for conforming. Please return conformed copies of the enclosed photocopies in the self-addressed stamped envelope provided.

Very truly yours,

Christopher O. Rivas

Encls.
COR:ct

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UPS CampusShip: View/Print Label

1. **Ensure there are no other shipping or tracking labels attached to your package.** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.

2. **Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

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   UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
   Find your closest UPS location at: www.ups.com/dropoff
   Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

   Customers with a Daily Pickup
   Your driver will pickup your shipment(s) as usual.

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CARY M. TOBABEN
(213) 457-8000 6424
REED SMITH LLP - LOS ANGELES
355 SOUTH GRAND AVE.
LOS ANGELES CA 90071

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18675 LAKE DRIVE EAST
CHANHASSEN MN 55317

MN 559 9-56

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Client / Matter / Attorney Number: 729100/60012/004780
Attorney Name / IMG: C. Rivas CS 14.1.10. WNTE80 24.0A 01/2012

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