B 10 (Official Form 10) (12/11)

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: KBUS Holdings, Inc.	Case Number: 12-10041	

NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property):
BNSF Railway Company

COURT USE ONLY

Name and address where notices should be sent:
BNSF Railway Company, Attn: Peter M. Lee
2500 Lou Menk Drive
Fort Worth, TX 76131-2828

Telephone number: (817) 352-2364 email: Peter.Lee@BNSF.com

RECEIVED
JUL 06 2012
BMC GROUP

☑ Check this box if this claim amends a previously filed claim.

Court Claim Number: 1442 (*If known*)

Filed on: 03/30/2012

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

Telephone number: email:

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

1. Amount of Claim as of Date Case Filed: $ See addendum, together with attached exhibits.

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

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

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

2. Basis for Claim: See addendum, together with attached exhibits.
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as:	3b. Uniform Claim Identifier (optional):
10010	(See instruction #3a)	(See instruction #3b)

4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: $_____

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

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

Basis for perfection: _____

Amount of Secured Claim: $_____

Amount Unsecured: $_____

5. Amount of Claim Entitled to 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 priority and state the amount.

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

☐ Wages, salaries, or commissions (up to $11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

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

Amount entitled to priority:
$_____

☐ 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).

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

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

Coach America
02282

**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.*

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)

7. Documents: Attached are **redacted** copies of any 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 the definition of "**redacted**".)*

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

If the documents are not available, please explain: There are voluminous records which will be furnished to the Debtors upon request

8. Signature: (See instruction #8)

Check the appropriate box.

☐ I am the creditor. ☑ I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) Attorney and as Agent for Claimant ☐ 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 provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Edward C. Toole, Jr., Esquire
Title: Counsel
Company: BNSF Railway Company
Address and telephone number (if different from notice address above):
Pepper Hamilton LLP, 3000 Two Logan Sq.
18th & Arch Streets, Phila., PA 19103

Telephone number: (215) 981-4594 email: tooleе@pepperlaw.com

(Signature) 07/02/2012 (Date)

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ADDENDUM TO AMENDED PROOF OF CLAIM OF BNSF RAILWAY COMPANY, CLAIMANT, IN RE KBUS HOLDINGS, INC.

This amended proof of claim is being filed pursuant to Court Order dated June 20, 2012 (Docket No. 815) and represents the general unsecured claim of BNSF Railway Company ("Claimant") in the amount of $738,497.37, plus a contingent and unliquidated amount (collectively, the "Claim"), in the Coach Am Holdings Corp. et al., bankruptcy cases (the "Debtors").

Claimant hereby asserts the Claim against debtor KBUS Holdings, Inc. and/or certain of its debtor affiliates being jointly administered in Case No. 12-10010 including, without limitation, Coach Am Group Holdings Corp., Coach Am Holdings Corp., Coach America Holdings, Inc., CUSA CSS, LLC and CUSA ES, LLC, as well as possibly other debtor affiliates of Coach Am Group Holdings Corp.

Background and Basis for Claim:

I. Claimant contracted with Outsource Administrators Inc., now known as Travelliance ("OAI") to provide a vendor for transportation services ("Carriers"), on an as needed basis. Coach America Crew Transport, a debtor affiliate, was party to Crew Transportation Supplier Contracts with OAI dated April 1, 2007 and September 1, 2011. Copies of the contracts are voluminous and will be furnished to the Debtors upon request.

As of January 3, 2012, the date the Debtors filed their Chapter 11 petitions, Claimant was named as a defendant in approximately 44 non-debtor, third party personal injury or wrongful death tort claims and causes of action in which one or more of the Debtors was legally responsible (collectively, the "Personal Injury/Wrongful Death Claims"). Attached as Exhibit A is a Schedule listing each of the 44 claims and their status. Copies of the records substantiating the Personal Injury/Wrongful Death Claims are voluminous and will be furnished to the Debtors upon request. To date, Claimant has paid expenses typically reimbursed to Claimant at the time of settlement in connection with the Personal Injury/Wrongful Death Claims in the amount of $727,347.37. Attached as Exhibit C is a Schedule listing these paid expenses. Copies of the invoices will be furnished to the Debtors upon request.

Claimant holds claims for contribution and/or indemnity against the Debtors arising from the Personal Injury/Wrongful Death Claims. Claimant files this proof of claim to preserve its rights to liquidate the unliquidated portions of its Claim and seeks allowance of the Personal Injury/Wrongful Death Claims against the Debtors' bankruptcy estates to the fullest extent permitted by law.

The aggregate amount of the Personal Injury/Wrongful Death Claims are unknown at this time.

The Personal Injury/Wrongful Death Claims asserted are, for the most part, contingent and unliquidated.

II. Claimant also has asserted an outstanding property damage claim due from the Debtors in the aggregate amount of $11,150, as documented by the invoices identified as Exhibit B.

Claimant reserves the right to amend and/or supplement this Claim as necessary, including, but not limited to, reconciliations or adjustments. Claimant also reserves the right to file additional claims and applications for allowance of administrative expenses and/or other post petition claims to the extent permitted by law. In addition, Claimant reserves the right to assert rights of setoff or recoupment.

Nothing contained in this Claim shall constitute a waiver of rights that Claimant may later assert under statutory, administrative or decisional law (both state and federal), the Bankruptcy Code, or the Bankruptcy Rules. In executing and filing this claim, Claimant submits to the jurisdiction of the Bankruptcy Court solely for the purposes of asserting allowance and distribution on this Claim. Claimant does not submit or consent to the jurisdiction of the Bankruptcy Court for any other purpose. Claimant does not waive (a) rights and remedies against any other person or entity who may be liable for all or part of the Claim, whether an affiliate of any debtor, an assignee, guarantor or otherwise, or (b) any obligation owed to it, or any right to any security that may be determined to be held for its benefit. The filing of this Claim does not constitute an election of remedies.

EXHIBIT A (page 1)

SCHEDULE OF THIRD PARTY PERSONAL INJURY/WRONGFUL DEATH TORT CLAIMS

BNSF RY. CO. PENDING COACH AMERICA PERSONAL INJURY CLAIMS

FROM Year 2008 to JAN 2, 2012

LAST NAME	FIRST NAME	CLAIM TYPE	ACC DATE	LEGAL STATUS
BURCKHARD	TODD	EMPLOYEE DEATH	8/19/2011	CLAIM
KENNY	THOMAS	EMPLOYEE DEATH	3/23/2011	LAWSUIT
LOEHR	CHRISTOPHI	EMPLOYEE DEATH	3/23/2011	LAWSUIT
MACK	BLAINE	EMPLOYEE DEATH	8/19/2011	REPRESENTED
BAILEY	ALBERT	EMPLOYEE INJURY	1/31/2008	LAWSUIT
BALLENGEE	ROBERT	EMPLOYEE INJURY	12/23/2010	CLAIM
CLAYTON	CHAD	EMPLOYEE INJURY	7/23/2010	CLAIM
DEDMAN	DARYL	EMPLOYEE INJURY	5/2/2011	CLAIM
GALUSHA	MICHAEL	EMPLOYEE INJURY	8/5/2009	LAWSUIT
GIGER	MICHAEL	EMPLOYEE INJURY	10/27/2010	REPRESENTED
HAUCK	DWIGHT	EMPLOYEE INJURY	3/23/2011	LAWSUIT
HUNSTAD	BRIAN	EMPLOYEE INJURY	7/2/2011	CLAIM
HUSON	MICHAEL	EMPLOYEE INJURY	12/8/2009	LAWSUIT
JACOBSON	ALAN	EMPLOYEE INJURY	12/8/2009	LAWSUIT
LOOMIS	CHARLES	EMPLOYEE INJURY	12/23/2010	CLAIM
LUCKENBACH	EDGAR	EMPLOYEE INJURY	10/27/2010	LAWSUIT
MACDONNELL	RYAN	EMPLOYEE INJURY	1/31/2008	LAWSUIT
SCHWARTZENBERGE	PATRICK	EMPLOYEE INJURY	12/8/2009	LAWSUIT
SPANGLER	RICHARD	EMPLOYEE INJURY	7/23/2010	CLAIM
STRAUSER	JULIE	EMPLOYEE INJURY	8/7/2010	CLAIM
WILLER	DENNIS	EMPLOYEE INJURY	12/8/2009	LAWSUIT
SEBASTIAN	STEVEN	OTHER DEATH	3/23/2011	LAWSUIT
BURNITT	WINONA	OTHER INJURY	8/4/2010	CLAIM
CARPENTER-SCHAE	KATHERINE	OTHER INJURY	7/3/2008	LAWSUIT
RENNICK	TIMOTHY	OTHER INJURY	8/19/2011	CLAIM
ZAVALA	YANINA	OTHER INJURY	2/28/2011	LAWSUIT
ASPLIN	CHARLES	OTHER INJURY	9/5/2009	CLAIM
ROCEK	DARYL	OTHER INJURY	11/11/2008	LAWSUIT
GOGGINS	TIMOTHY	EMPLOYEE INJURY	5/29/2011	CLAIM
HEDALEN	JERRY	EMPLOYEE INJURY	5/29/2011	CLAIM
BALDWIN	JASON	OTHER INJURY	9/5/2009	CLAIM
MERWIN	BRADLEY	OTHER INJURY	5/22/2009	CLAIM
TORRES	JOAN	OTHER INJURY	12/5/2009	CLAIM
JENSEN	ADAM	EMPLOYEE INJURY	6/20/2011	CLAIM
MELDRUM	TROY	EMPLOYEE INJURY	6/20/2011	CLAIM
PFEIFER	CORY	EMPLOYEE INJURY	8/5/2009	CLAIM

EXHIBIT A (page 2)

SCHEDULE OF THIRD PARTY PERSONAL INJURY/WRONGFUL DEATH TORT CLAIMS

BNSF RY. CO. PENDING COACH AMERICA PERSONAL INJURY CLAIMS

FROM Year 2008 to JAN 2, 2012

LAST NAME	FIRST NAME	CLAIM TYPE	ACC DATE	LEGAL STATUS
STOLTZ	DAVID	EMPLOYEE INJURY	8/7/2010	CLAIM
MEECE	MARTY	EMPLOYEE INJURY	10/27/2010	CLAIM
HORSLEY	DONALD	EMPLOYEE INJURY	10/13/2001	CLAIM
JONES	CHRISTIAN	EMPLOYEE INJURY	3/23/2011	CLAIM
ANTUS	CHRISTOPHE	EMPLOYEE INJURY	8/8/2009	CLAIM
SCHMEDDING	DAVID	EMPLOYEE INJURY	4/7/2011	CLAIM
SCHUMACHER	KURT	EMPLOYEE INJURY	12/5/2009	CLAIM
SACKS	DOUGLAS	EMPLOYEE INJURY	3/5/2010	CLAIM

EXHIBIT B

PROPERTY DAMAGE CLAIMS

BNSF RAILWAY

Please make check payable to:
BNSF RAILWAY COMPANY
and return payment to:

3/16/2012

TO: Coach America Pocaetello
220 E. Lewis
Pocatello, ID 83201

Trevor M Murphy
Claim Representative
5302 E. Trent Ave
Building 4
Spokane, WA 99212-1363
509-536-2324

RE: Claim ID: COACHA032411
Coach America driver struck signal at Babb Road - Spokane, WA 3/24/11

MISCELLANEOUS COSTS

Title	Description		Total
Labor	5 man crew/64 hours. Signal Maintainers		$6,439.00
	Subtotal:		$6,439.00
Materials	Entire colorlight signal package		$4,711.00
	Subtotal:		$4,711.00

Martin, Kim E

From: SAFEMS (TAO)
Sent: Friday, April 01, 2011 9:08 AM
To: Martin, Kim E
Subject: BNSF COMPANY VEHICLE ACCIDENT RE

Date: Friday, 1 April 2011 11:07am CT
To: Kim.Martin
From: SAFEMS@BNSF
Subject: BNSF COMPANY VEHICLE ACCIDENT RE

****

BNSF RAILWAY
COMPANY VEHICLE ACCIDENT REPORT ACIP0810

****

ACCIDENT ID: NW-032011-411 DATE: 03/24/2011 TIME: 2100
SUPERVISOR: G R BELL EMP#: 7421761 PHONE:
DATE ENTERED: 04/01/2011 AUTH TYPE: 13L411

****

ACCIDENT INFO: CHENEY, WA
EAST BABB

Line Seg: 46
MP: 19.81

TEMP: 042
WEATHER: CLOUDY
LIGHT: DARK
PLACE OF ACCT: RAILROAD RIGHT OF WAY ACCESS OR IN YARD
TYPE OF ACCT: REAR OF CO VEH STRUCK OBJECT
CAUSE OF ACCT: BACKING UP
ROAD SURFACE: DIRT
ROAD CONDITION: DRY

PROPERTY DAMAGE: $5,000
(OTHER THAN VEHICLES)
DESCRIPTION:
COACH AMERICA DRIVER DROPPED CREW OFF APPROXIMATELY 1/4 MILE EAST OF THE SIGNAL IN THE SPOKANE YARD. HE HAD TO BACK OUT TO EXIT THE AREA. HE BACKED UP 1/4 MILE WHEN HE HIT THE SIGNAL. BNSF YARDMASTER WAS NOTIFIED AND SIGNAL WAS DAMAGED AND REPAIRED. DAMAGE TO SIGNAL $5,000.

VEHICLE INFORMATION:

VEH ID#	MAKE	YEAR	LICENSE	DIR	SPEED	REPAIR $	NO.: OCC	INJ	FATAL
NON-RR				TRUCK					
NON-RR	CHEVY	2009	927YLH	NORTH	005	$0	001	000	000

DRIVER: FINCH L EMP#: X180658
TOWED: NO
MEDICAL ATTN AWAY FROM SCENE: NO
TRANSPORTING HAZARDOUS MATERIAL: NO
GROSS VEHICLE WEIGHT: 5900
DRIVER SEATBELT:

LAST CHANGED: S D HARDIMON FTW

Report prepared to comply with Federal accident reporting requirements and

protected from disclosure pursuant to 49 U.S.C. 20903 and 23 U.S.C. 409

04/01/2011

PREPARED BY: S D HARDIMON
FTWORTH
04/01/2011

Report prepared to comply with Federal accident reporting requirements and protected from disclosure pursuant to 49 U.S.C. 20903 and 23 U.S.C. 409

AUTHORITY FOR EXPENDITURE

******* NOTE **** NOTE ********** FOR INTERNAL USE ONLY ********** NOTE **** NOTE *******

LOCATION	: EAST BABB	LINE SEGMENT	: 46	AFE NUMBER	: A111631
PLANITEM NUMBER	: 000179766	MILEPOST	: 0019.81	RFA NUMBER	: 4337811
PROPERTY OF	: BNSF RAILWAY COMPANY	DIVISION	: NW	CPAR NUMBER	: CD010111
OPERATED BY	: BNSF RAILWAY COMPANY	SUBDIVISION	: LAKESIDE	BUDGET YEAR	: 2011
JOINT FACILITY	:	TRACK TYPE	: 2	BUDGET CLASS	: 10
% BILLABLE (+/-)	: 0000.0	TAX STATE	: WA	REPORTING OFFICE	: 463
		SPONSOR	: VP ENGINEERING	CENTER/ROLLUP	: SGSPO

PURPOSE, JUSTIFICATION AND DESCRIPTION
2011 F27; REPLACE COLORLIGHT SIGNAL COMPLETELY DESTROYED ON 03/24/2011 BY CSS CREW VAN ON THE NORTHWEST DIV, LAKESIDE SUBDIV LS 0046 MP 19.81, SCC NUMBER 10551957.

PLAN ITEM	LINE SEG	BEG MP	END MP	TRK NBR	BEGIN STATION	END STATION	PROJECT TYPE	BUD YEAR
000179766	46	0019.81	0019.81	2	EAST BABB	EAST BABB	CASUALTY FUNDING-SIGNAL	2011

- SI
- Foreman
- ~~Lineman~~ Signalman

Found Pole Mechanical Post Loose

******* NOTE **** NOTE ********** FOR INTERNAL USE ONLY ********** NOTE **** NOTE *******

	CASH CAPITAL	NONCASH CAPITAL	OPERATING EXP	REMOVAL COST	BILLABLE	TOTALS
LABOR COSTS	6,439	0	0	0	0	6,439
MATERIAL COSTS	4,711	0	0	0	0	4,711
OTHER COSTS	0	0	0	0	0	0
TOTALS	11,150	0	0	0	0	11,150

SYSTEM MAINTENANCE AND PLANNING - KANSAS CITY
ESTIMATE REF. NUMBER : 4337811
ESTIMATED BY : QUINN

PRINTED ON : 03/29/2011
COSTING DATE : 03/29/2011
PRINTED BY : QUINN

BNSF ENGINEERING SUMMARY REPORT

******* NOTE **** NOTE ********** FOR INTERNAL USE ONLY ********** NOTE **** NOTE *******

LOCATION	: EAST BABB	LINE SEGMENT	: 46	AFE NUMBER	: A111631
PLANITEM NUMBER	: 000179766	MILEPOST	: 0019.81	RFA NUMBER	: 4337811
PROPERTY OF	: BNSF RAILWAY COMPANY	DIVISION	: NW	CPAR NUMBER	: CD010111
OPERATED BY	: BNSF RAILWAY COMPANY	SUBDIVISION	: LAKESIDE	BUDGET YEAR	: 2011
JOINT FACILITY	:	TRACK TYPE	: 2	BUDGET CLASS	: 10
% BILLABLE (+/-)	: 0000.0	TAX STATE	: WA	REPORTING OFFICE	: 463
		SPONSOR	: VP ENGINEERING	CENTER/ROLLUP	: SGSPO

LABOR TOTALS FOR RFA

GANG TYPE	TASK NAME	STRAIGHT HOURS	OVERTIME HOURS
SIGNAL FIELD LABOR, 5 MAN	SIGNAL FIELD LABOR - CAP	64.00	0.0

MATERIAL TOTALS FOR RFA NOTE: MATL WITH VAR CODE ** MUST BE FIELD ORDERED

MATERIAL TYPE	QTY	UOM	VAR CODE	CASH

OTHER TOTALS FOR RFA

GANG TYPE	OTHER DESC	QTY	UOM	M/O	BASE COST
SIGNAL FIELD LABOR, 5 MAN	COLORLIGHT SIGNAL COMPLETE	1.0	LS	M	3,987

CEPS PLAN ITEM DOCUMENT
(FOR INTERNAL BNSF RAILWAY USE ONLY)

LOCATION	: EAST BABB	LINE SEGMENT	: 46	AFE NUMBER	: A111631
PLANITEM NUMBER	: 000179766	MILEPOST	: 0019.81	RFA NUMBER	: 4337811
PROPERTY OF	: 01	DIVISION	: NW	CPAR NUMBER	: CD010111
OPERATED BY	: 01	SUBDIVISION	: LAKESIDE	BUDGET YEAR	: 2011
JOINT FACILITY	:	ENGR. DIVISION	: NORTHWEST EAST	BUDGET CLASS	: 10
% BILLABLE (+/-)	: 0000.0	TAX STATE	: WA CO : SPOKANE	REPORTING OFFICR	: 463
REQUESTER ID	: U228	MATL DATE	: 02/01/2011	SPONSOR	: VP ENGIN
PROJECT TYPE	: CSFSIG	LOCATION CODE	: 511004	DEPT CODE	: MOWDJ
DOT NUMBER	:	TRACK TYPE	: 2	DERAILMENT CODE	:
STIMULUS FUND TY	:	STIMULUS FUND STA	:		

PURPOSE, JUSTIFICATION AND DESCRIPTION

2011 F27: REPLACE COLORLIGHT SIGNAL COMPLETELY DESTROYED ON 03/24/2011 BY CSS CREW VAN ON
HE NORTHWEST DIV, LAKESIDE SUBDIV LS 0046 MP 19.81, SCC NUMBER 10551957.
THE MATERIAL LIST BELOW REFLECTS TYPICAL REPRESENTIVE PACKAGES USED FOR ESTIMATING PURP
SE ONLY.
THEY CAN BE EXPECTED TO CHANGE AFTER THE ENGINEERING PROCESS. DETAILED AND ACCURATE MATER
AL LISTS WILL BE FURNISHED WHEN ENGINEERING IS COMPLETED.
CONTINUING CONTRACTS HAVE BEEN ESTABLISHED FOR PORTIONS OF SIGNAL WORK ON THE BNSF RAILROA
.
THIS ESTIMATE IS GOOD FOR 90 DAYS. THEREAFTER THE ESTIMATE IS SUBJECT TO CHANGE IN COST F
R LABOR, MATERIAL, AND OVERHEAD.

********** SIGNAL WORK ONLY **********
SEQ #46648

MAINTAIN PROPRIETARY CONFIDENTIALITY
******** NOTE **** NOTE ********** FOR INTERNAL USE ONLY ********** NOTE **** NOTE ********

	CASH CAPITAL	NONCASH CAPITAL	OPERATING EXP	REMOVAL COST	BILLABLE	TOTALS
LABOR COSTS	6,439	0	0	0	0	6,439
MATERIAL COSTS	4,711	0	0	0	0	4,711
OTHER COSTS	0	0	0	0	0	0
TOTALS	11,150	0	0	0	0	11,150

SYSTEM MAINTENANCE AND PLANNING - KANSAS CITY
ESTIMATE REF. NUMBER : 000179766 - 1-43-1
COSTING DATE : 2011-03-29

PRINTED ON : 03/29/2011
ESTIMATED BY : QUINN
PRINTED BY : QUINN

ACCT	CST	RSN	PPE	DESCRIPTION	QTY/ST	OT U/N	CASH	NONCASH	OPER	REMOVAL
2		400	9911	SIGNAL FIELD LABOR - CAP	64.00	0.0 MH	1,668			
* LABOR SUBTOTAL							1,668	0	0	0
2010	313	400	9911	COLORLIGHT SIGNAL COMPLETE	1.0	LS	3,987			
* MATERIAL SUBTOTAL							3,987	0	0	0
* ADDITIVES				PAYROLL ASSOCIATED COSTS			740			
				DA OVERHEADS			3,511			
				PERDIEM			520			
				STORE EXPENSES			378			
				USE TAX			346			
* GANG TOTAL				SIGFIELD-5M - SIGNAL FIELD LABOR, 5 MAN			11,150	0	0	0
PROJECT SUBTOTAL							11,150	0	0	0
CONTINGENCIES							0	0	0	0
PROJECT GROSS COST							11,150	0	0	0
LESS COST PAID BY OTHERS							0	0	0	0
PROJECT NET COST							11,150	0	0	0

EXHIBIT C

PAID EXPENSES

	Amount	Comments	Paid
Invoices Paid			
LUCKENBACH			
Physiom LLC	$308.00	negotiated	na
Physiom LLC	$5,515.56	negotiated	$500.00
HUNSTAD			
C&M Information	$17.52		$17.52
BURKHARD			
Boone Karlberg	$6,852.46		$6,852.46
Boone Karlberg	$1,641.20		$1,641.20
Boone Karlberg	$96.00		$96.00
Thomas Funeral H	$13,131.00		$13,131.00
Corrie Burkhard	$8,686.03	Funeral Exp	$8,686.03
MACK			
Thomas Funeral H	$16,414.30		$16,414.30
Maria Mack	$3,677.79	Funeral Exp	$3,677.79
Maria Mack	$8,925.00	Funeral Exp	$8,925.00
Sebastian			
Schwabe, Williams	$7,842.30		$7,842.30
Schwabe, Williams	$4,710.20		$4,710.20
Schwabe, Williams	$1,691.00		$1,691.00
Kenny			
Schwabe, Williams	$67.80		$67.80
Schwabe, Williams	$245.70		$245.70
Lorraine Kenny	$300,000.00		$300,000.00
Loehr			
Schwabe, Williams	$61.60		$61.60
Carl Loehr	$300,000.00		$300,000.00
Bailey			
ERG Experts	$9,900.00		$9,900.00
Galusha			
Hamblen, LLP	$2,892.50		$2,892.50
Zavala			
Daley Mohan	$49.50		$49.50

Daley Mohan	$1,820.52		$1,820.52
Hauck			
NuStep	$3,995.00		$3,995.00
Hauck	$2,639.95	Med reimburse.	$2,639.95
Hauck	31,490.00	Off track benefits	31,490.00
			$727,347.37
Total			

Pepper Hamilton LLP
Attorneys at Law

3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799
215.981.4000
Fax 215.981.4750

Judith P. Matour
(215) 981-4199
matourj@pepperlaw.com

July 5, 2012

VIA FEDERAL EXPRESS

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

Re: Coach Am Group Holdings Corp., et al.

Dear Sir/Madam:

Enclosed is an original and one copy of the **Amended** Proof of Claim of BNSF Railway Company regarding **each** the following bankruptcy cases:

Coach Am Group Holdings Corp.	Case No. 12-10010
Coach Am Holdings Corp.	Case No. 12-10017
Coach America Holdings, Inc.	Case No. 12-10018
KBUS Holdings, Inc.	Case No. 12-10041
CUSA CSS, LLC	Case No. 12-10052
CUSA ES, LLC	Case No. 12-10055

Kindly file **each proof of claim** of record and return a time-stamped copy to me in the envelope provided for your convenience. If you have any questions regarding this filing, please call me at the number listed above. Thank you for your attention to this matter.

Sincerely,

Judy Matour

Judith P. Matour
Senior Paralegal

Enclosures

cc: Edward C. Toole, Jr., Esquire (w/enclosures)

Pepper Hamilton LLP
Attorneys at Law

3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799

BMC GROUP, INC.
ATTN: COACH AMERICA CLAIMS PROCESSING
18675 LAKE DRIVE EAST
CHANHASSEN, MN 55317

From: (215) 981-4000
Judy Matour
Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103

Origin ID: REDA

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Ship Date: 05JUL12
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Coach America Claims Processing
BMC Group Inc.
18675 Lake Dr E

Chanhassen, MN 55317

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Dept #

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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.