IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
COACH AM GROUP HOLDINGS CORP., *et al.*,[1]	)	Case No. 12-10010 (KG)
	)	Jointly Administered
Debtors.	)	

Objection Deadline: October 1, 2012 at 4:00 p.m.
Hearing Date: October 5, 2012 at 10:00 a.m.

SECOND QUARTERLY APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP, AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE PERIOD FROM APRIL 1, 2012 THROUGH JUNE 30, 2012

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	Effective *nunc pro tunc* to January 13, 2012 by order signed on or about March 14, 2012
Period for which Compensation and Reimbursement is Sought:	April 1, 2012 through June 30, 2012[2]

[1] The Debtors in these cases, along with the last four (4) digits of their federal tax identification numbers are: Coach Am Group Holdings Corp. (4830), Coach Am Holdings Corp. (1816), Coach America Holdings, Inc. (2841), American Coach Lines, Inc. (2470), American Charters, Ltd. (Coach America) (8246), American Coach Lines of Atlanta, Inc. (4003), American Coach Lines of Jacksonville, In. (1360), American Coach Lines of Miami, Inc. (7867), American Coach Lines of Orlando, Inc. (2985), 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 Service, 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), Tippitt 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 BCCAE LLC (2017), CUSA BESS, LLC (3610), CUSA CC, LLC (1999), CUSA CSS, LLC (1244), CUSA EE, LLC (1982), CUSA ELKO, LLC (4658), 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 BCCAE, L.P. (3488) and Coach Leasing BCCAE, L.P. (6784).

[2] The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

Amount of Compensation Sought as Actual, Reasonable and Necessary:	$110,853.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	$ 6,502.63

This is a: __ monthly _x_ interim __ final application.

The total time expended for fee application preparation is approximately 4.0 hours and the corresponding compensation requested is approximately $1,200.00.

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
04/04/12	01/13/12 – 01/31/12	$142,942.25	$2,055.48	$142,942.25	$2,055.48
04/25/12	02/01/12 – 02/29/12	$109,624.00	$ 437.46	$109,624.00	$ 437.46
05/29/12	03/01/12 – 03/31/12	$ 65,139.00	$ 685.90	$ 65,139.00	$ 685.90
06/20/12	04/01/12 – 04/30/12	$ 53,508.50	$ 908.19	$ 42,806.50	$ 908.19
07/27/12	05/01/12 – 05/31/12	$ 43,369.50	$4,877.00	$ 36,295.60	$4,877.00
09/10/12	06/01/12 – 06/30/12	$ 11,975.00	$ 717.44	Pending	Pending

PSZ&J PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	$955.00	1.50	$ 1,432.50
Robert J. Feinstein	Partner 2001; Member of NY and MA Bars since 1982	$955.00 $477.50	18.70 3.00	$17,858.50 $ 1,432.50
Jeffrey N. Pomerantz	Partner 1995; Member of CA Bar since 1989	$815.00	0.70	$ 570.50
Bradford J. Sandler	Partner 2010; Member of PA and NJ Bars since 1996; Member of DE Bar since 2001; Member of NY Bar since 2008	$695.00 $347.50	55.00 10.00	$38,225.00 $ 3,475.00
Shirley S. Cho	Of Counsel 2009; Member of CA Bar since 1997; Member of NY Bar since 2002	$675.00	1.20	$ 810.00

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Maria A. Bove	Of Counsel 2001; Member of NY Bar since 2001	$645.00	0.40	$ 258.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	$575.00	9.00	$ 5,175.00
Jason H. Rosell	Associate 2010; Member of CA Bar since 2010; Member of NY Bar since 2011	$425.00	37.20	$15,810.00
Peter J. Keane	Associate 2010; Member of PA Bar since 2008; Member of DE and NH Bars since 2010	$395.00	11.70	$ 4,621.50
Karina K. Yee	Paralegal 2000	$275.00	47.30	$13,007.50
Cheryl A. Knotts	Paralegal 2000	$265.00	4.00	$ 1,060.00
Thomas J. Brown	Paralegal 2008	$220.00	4.60	$ 1,012.00
Rita M. Olivere	Case Management Assistant 2000	$185.00	8.30	$ 1,535.50
Charles J. Bouzoukis	Case Management Assistant 2001	$185.00	13.90	$ 2,571.50
Karen S. Neil	Case Management Assistant 2003	$185.00	9.20	$ 1,702.00
Dina K. Whaley	Case Management Assistant 2010	$185.00	1.60	$ 296.00

Grand Total: $ 110,853.00
Total Hours: 237.30
Blended Rate: $ 467.14

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Disposition	76.10	$46,910.50
Bankruptcy Litigation	17.40	$ 6,921.00
Case Administration	64.20	$14,712.00
Committee Formation	0.80	$ 514.00
Claims Admin/Objections	3.60	$ 1,916.00
Compensation of Professional	18.60	$ 9,138.00
Compensation of Prof./others	11.60	$ 4,118.00
Employee Benefit/Pension	1.90	$ 1,128.50
Executory Contracts	1.90	$ 969.50
Financing	0.20	$ 112.00
General Creditors Comm.	2.40	$ 1,384.00
Litigation (Non-Bankruptcy)	0.20	$ 139.00
Meeting of Creditors	2.80	$ 2,151.00
Operations	2.00	$ 1,038.00
Plan & Disclosure Statement	0.10	$ 69.50
Retention of Prof./Others	1.40	$ 703.00
Stay Litigation	19.10	$14,021.50
Travel	13.00	$ 4,907.50

EXPENSE SUMMARY

Expense Category	Service Provider[3] (if applicable)	Total Expenses
Auto Travel Expense	Eagle Transportation; Sunny's Transportation; Airport Express	$ 879.72
Bloomberg		$ 169.79
Working Meals	Cosi; Saxby's Coffee; La Fonda Del Sol	$ 38.38
Conference Call	AT&T Conference Call; CourtCall	$ 94.56
Delivery/Courier Expense	Digital Legal	$ 452.44
Fax Transmittal	Outgoing only	$ 5.00
Court Research	Pacer	$ 874.50
Postage	US Mail	$ 186.90
Reproduction Expense		$1,407.00
Reproduction/Scan Copy		$ 768.10
Travel Expense	Amtrak; Taxi fare; Queen Medallion	$1,221.04
Transcript	Veritext NY Reporting	$ 405.20

[3] PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

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SECOND QUARTERLY APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE PERIOD FROM APRIL 1, 2012 THROUGH JUNE 30, 2012

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the "Bankruptcy Rules"), and the "Order Pursuant to 11 U.S.C. §§105(a) and 331, Fed. R. Bankr. P. 2016(a) and Del. Bankr. L.R. 2016-2 Establishing Procedures for (I) Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court

[1] The Debtors in these cases, along with the last four (4) digits of their federal tax identification numbers are: Coach Am Group Holdings Corp. (4830), Coach Am Holdings Corp. (1816), Coach America Holdings, Inc. (2841), American Coach Lines, Inc. (2470), American Charters, Ltd. (Coach America) (8246), American Coach Lines of Atlanta, Inc. (4003), American Coach Lines of Jacksonville, In. (1360), American Coach Lines of Miami, Inc. (7867), American Coach Lines of Orlando, Inc. (2985), 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 Service, 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), Tippitt 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 BCCAE LLC (2017), CUSA BESS, LLC (3610), CUSA CC, LLC (1999), CUSA CSS, LLC (1244), CUSA EE, LLC (1982), CUSA ELKO, LLC (4658), 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 BCCAE, L.P. (3488) and Coach Leasing BCCAE, L.P. (6784).

and (II) Reimbursement of Expenses Incurred by Statutory Committee Members," signed on or about January 27, 2012 (the "Administrative Order"), Pachulski Stang Ziehl & Jones LLP ("PSZ&J" or the "Firm"), Counsel to the Official Committee of Unsecured Creditors, hereby submits its Second Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from April 1, 2012 through June 30, 2012 (the "Application").

By this Application PSZ&J seeks an interim allowance of compensation in the amount of $110,853.00 and actual and necessary expenses in the amount of $6,502.63 for a total allowance of $117,355.63, and payment of the unpaid amount of such fees and expenses, for the period April 1, 2012 through June 30, 2012 (the "Interim Period"). In support of this Application, PSZ&J respectfully represents as follows:

Background

1. On January 3, 2012 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their property and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On or about January 13, 2012, an official committee of unsecured creditors (the "Committee") was appointed in these cases. No trustee or examiner has been appointed in the Debtors' chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On or about January 27, 2012, the Court signed the Administrative Order, authorizing certain professionals ("Professionals") and members of the Committee to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the

procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (20) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. At three-month intervals or at such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. On or about March 14, 2012, this Court signed its "Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to January 13, 2012" (the "Retention Order"). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

PSZ&J's APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES

Monthly Fee Applications Covered Herein

5. The Monthly Fee Applications for the periods April 1, 2012 through June 30, 2012 of PSZ&J have been filed and served pursuant to the Administrative Order.

6. On June 20, 2012, PSZ&J filed its Fourth Monthly Application of Pachulski Stang Ziehl & Jones LLP for Compensation and for Reimbursement of Expenses as Counsel to the Committee for the Period from April 1, 2012 through April 30, 2012 ("Fourth Monthly Fee Application") requesting $53,508.50 in fees and $908.19 in expenses. PSZ&J has

not received any payment of fees or expenses requested in the Fourth Monthly Application. A true and correct copy of the Fourth Monthly Fee Application is attached hereto as Exhibit A.

7. On July 27, 2012, PSZ&J filed its Fifth Monthly Application of Pachulski Stang Ziehl & Jones LLP for Compensation and for Reimbursement of Expenses as Counsel to the Committee for the Period from May 1, 2012 through May 31, 2012 ("Fifth Monthly Fee Application") requesting $45,369.50 in fees and $4,877.00 in expenses. PSZ&J has not received any payment of fees or expenses requested in the Fifth Monthly Application. A true and correct copy of the Fifth Monthly Fee Application is attached hereto as Exhibit B.

8. On September 10, 2012, PSZ&J filed its Sixth Monthly Application of Pachulski Stang Ziehl & Jones LLP for Compensation and for Reimbursement of Expenses as Counsel to the Committee for the Period from June 1, 2012 through June 30, 2012 ("Sixth Monthly Fee Application") requesting $11,975.00 in fees and $717.44 in expenses. The Sixth Monthly Fee Application is pending. A true and correct copy of the Sixth Monthly Fee Application is attached hereto as Exhibit C.

9. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZ&J during the Interim Period as well as other detailed information required to be included in fee applications.

Requested Relief

10. By this Application, PSZ&J requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZ&J during the Interim Period of April 1, 2012 through June 30, 2012.

11. At all relevant times, PSZ&J has been a disinterested person as that term is defined in §101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Committee or the Debtors.

12. All services for which compensation is requested by PSZ&J were performed for or on behalf of the Committee and not on behalf of the Debtors, any other committee, creditor or other person.

13. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has received no retainer in this matter.

14. The professional services and related expenses for which PSZ&J requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of PSZ&J's professional responsibilities as attorneys for the Committee in these chapter 11 cases. PSZ&J's services have been necessary and beneficial to the Committee and the Debtors and their estates, creditors and other parties in interest.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services

other than in a case under the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZ&J respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to PSZ&J for the period from April 1, 2012 through June 30, 2012 in the sum of $110,853.00, as compensation for necessary professional services rendered, and the sum of $6,502.63, for reimbursement of actual necessary costs and expenses, for a total of $117,355.63; that the Debtors be authorized and directed to pay to PSZ&J the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: September 11, 2012

PACHULSKI STANG ZIEHL & JONES LLP

Laura Davis Jones (DE Bar No. 2436)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Robert J. Feinstein (NY Bar No. RF-2836)
Bradford J. Sandler (DE Bar No. 4142)
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Co-Counsel to the Official Committee of Unsecured Creditors

VERIFICATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b) I am familiar with many of the legal services rendered by Pachulski Stang Ziehl & Jones LLP as counsel to the Committee.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about January 27, 2012, and submit that the Application substantially complies with such Rule and Order.

Laura Davis Jones

SWORN AND SUBSCRIBED
before me this 11th day of September, 2012.

MONICA ANGELA MOLITOR
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires July 12, 2014

Notary Public
My Commission Expires: