IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

ELEVENTH MONTHLY FEE APPLICATION OF POLSINELLI SHUGHART FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL AND CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM NOVEMBER 1, 2012 THROUGH NOVEMBER 30, 2012

Name of Applicant:	POLSINELLI SHUGHART
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	*nunc pro tunc* to January 3, 2012

[1] 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. (0136); 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 BCCAE, LLC (2017); CUSA BESS, LLC (3610); CUSA CC, LLC (1999); CUSA CSS, LLC (9896); 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 BCCAE, L.P. (3488); Coach Leasing BCCAE, L.P. (6784). The Debtors' corporate offices are located at 8150 North Central Expressway, Suite M1000, Dallas, Texas 75206.

Period for which compensation and reimbursement is sought: November 1, 2012 through November 30, 2012

Amount of Compensation sought as actual, reasonable and necessary: $24,651.00

80% of Amount of Compensation sought as actual, reasonable and necessary: $19,720.80

Amount of Expense Reimbursement sought as actual, reasonable and necessary: $1,063.80

This is a(n): ✓ Monthly ___Interim ___ Final application

This is the **ELEVENTH** monthly fee application filed in this case.

Compensation Period	100% Fees	80% Fees	100% Expenses	Total
January 3, 2012 – January 31, 2012	$61,070.50	$48,856.40	$6,949.89	$68,020.39
February 1, 2012 – February 29, 2012	$25,395.50	$20,316.40	$2,596.48	$27,991.98
March 1, 2012 – March 31, 2012	$37,321.00	$29,856.80	$601.85	$37,922.85
April 1, 2012 – April 30, 2012	$35,443.75	$28,355.00	$802.72	$36,246.47
May 1, 2012 – May 31, 2012	$38,567.50	$30,854.00	$8,106.90	$46,674.40
June 1, 2012 – June 30, 2012	$26,230.50	$20,984.40	$6,405.46	$32,635.96
July 1, 2012 – July 31, 2012	$28,786.00	$23,028.80	$3,727.79	$32,513.79
August 1, 2012 – August 31, 2012	$38,236.50	$30,589.20	$786.73	$39,023.23
September 1, 2012 – September 30, 2012	$28,491.00	$22,792.80	$604.99	$29,095.99
October 1, 2012 – October 31, 2012	$34,450.50	$27,560.40	$1,151.21	$35,601.71
November 1, 2012 – November 30, 2012	$24,651.00	$19,720.80	$1,063.80	$25,714.80

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)
Debtors.	(Jointly Administered)

ELEVENTH MONTHLY FEE APPLICATION OF POLSINELLI SHUGHART FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS DELAWARE AND CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM NOVEMBER 1, 2012 THROUGH NOVEMBER 30, 2012

POLSINELLI SHUGHART ("**Polsinelli**"), Delaware counsel and conflicts counsel to the debtors and debtors in possession (the "**Debtors**") in the above-captioned cases (the "**Cases**"), submits its eleventh monthly fee application (the "**Application**") for approval pursuant to 11 U.S.C. §§ 330 and 331 of its interim compensation and reimbursement of expenses for the period

[1] 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. (0136); 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 BCCAE, LLC (2017); CUSA BESS, LLC (3610); CUSA CC, LLC (1999); CUSA CSS, LLC (9896); 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 BCCAE, L.P. (3488); Coach Leasing BCCAE, L.P. (6784). The Debtors' corporate offices are located at 8150 North Central Expressway, Suite M1000, Dallas, Texas 75206.

from November 1, 2012 through November 30, 2012. In support thereof, Polsinelli respectfully represents as follows:

I. JURISDICTION, VENUE AND STATUTORY PREDICATES FOR RELIEF SOUGHT

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought are sections 105(a) and 331 of the Bankruptcy Code 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 and (ii) Reimbursement of Expenses Incurred by Statutory Committee Members* [Docket No. 157] entered in these Cases.

II. BACKGROUND

2. On January 3, 2012 (the "**Petition Date**"), the Debtors each filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq., as amended (the "**Bankruptcy Code**"). The Debtors have continued in the management and operation of their business and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No trustee or examiner has been appointed in these Cases.

4. On January 13, 2012, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "**Creditors' Committee**").

5. On January 26, 2012, this Court entered an Order (the "**Retention Order**") approving the retention of Polsinelli as counsel to the Debtors, *nunc pro tunc* to January

3, 2011 [Docket No. 141]. A true and correct copy of the Retention Order is attached as Exhibit A.

III. FEES AND EXPENSES

6. Polsinelli has continuously rendered services to the Debtors for the period from November 1, 2012 through November 30, 2012 (the "**Compensation Period**"), totaling 83.7 hours of professional time. The services of Polsinelli are necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession. Polsinelli has provided, and will continue to provide, services to the Debtors including the following:

(a) in consultation with co-counsel, taking all necessary action to protect and preserve the estates of the Debtors, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;

(b) providing legal advice, especially as it relates to Delaware law and practice, with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their business and management of their properties;

(c) as requested, negotiating, preparing and pursuing confirmation of a plan and approval of a disclosure statement;

(d) preparing on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports, and other legal papers in connection with the administration of the Debtors' estates;

(e) appearing in Court and to protect the interests of the Debtors before the Court;

(f) assisting with any disposition of the Debtors' assets, by sale or otherwise;

(g) reviewing all pleadings filed in these Cases; and

(h) performing all other legal services in connection with these chapter 11 Cases as may reasonably be required.

7. The total sum due to Polsinelli for professional services rendered on behalf of the Debtors for the Compensation Period is $24,651.00, 80% of which will be due and payable immediately upon approval of this Application. Polsinelli submits that the professional services it rendered on behalf of the Debtors during this time were reasonable and necessary under the circumstances.

8. Polsinelli also expended costs on behalf of the Debtors during the Compensation Period in the sum of $1,063.80, 100% of which will be due and payable immediately upon approval of this Application. In accordance with Rule 2016-2(e)(iii) of the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), all copying charges are billed at no more than $0.10 per page.

9. Attached as Exhibit B is a full and detailed statement for the Compensation Period setting forth: (i) a detailed description of the professional services rendered by each Polsinelli attorney and paraprofessional; (ii) a detailed list of costs incurred by Polsinelli on behalf of the Debtors; and (iii) a summary of services provided by Polsinelli to the Debtors sorted by Bankruptcy Project Codes. Attached as Exhibit C is a description of Polsinelli's Bankruptcy Project Codes.

10. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements.

WHEREFORE, Polsinelli requests that the Court approve the Application, pursuant to 11 U.S.C. §§ 105(a) and 331, granting it interim compensation for professional services rendered in the amount of $24,651.00, 80% of which is to be paid upon the filing of a certificate of no objection, and the sum of $1,063.80 for reimbursement of actual and necessary costs expended as counsel to the Debtors for the period from November 1, 2012 through November 30, 2012.

Respectfully submitted,

POLSINELLI SHUGHART

/s/ Justin K. Edelson

Christopher A. Ward (Del. Bar No. 3877)
Justin K. Edelson (Del. Bar No. 5002)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
cward@polsinelli.com
jedelson@polsinelli.com

Counsel to the Debtors and Debtors in Possession

Dated: December 17, 2012
Wilmington, Delaware