

**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)

**ORDER PURSUANT TO 11 U.S.C. §§ 365(a), 363(b) AND 105(a) (I) AUTHORIZING,  
BUT NOT DIRECTING, THE DEBTORS TO PAY PREPETITION OBLIGATIONS  
OWED TO FOREIGN CREDITORS, (II) AUTHORIZING AND DIRECTING  
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND  
TRANSFERS, AND (III) AUTHORIZING THE ASSUMPTION OF EXECUTORY  
CONTRACTS WITH FOREIGN COUNTERPARTIES**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors  
and debtors in possession (collectively, the “**Debtors**”) for entry of an pursuant 11 U.S.C. §§

<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 BCCAE, 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 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

365(a), 363(b) and 105(a) (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to foreign creditors, (ii) authorizing and directing financial institutions to honor and process related checks and transfers, and (iii) authorizing the assumption of executory contracts with foreign counterparties; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor, it is hereby:

**ORDERED AS FOLLOWS:**

1. The Motion is granted.
2. The Debtors are hereby authorized to assume the Agreements.
3. The Debtors are authorized, but not directed, to pay, in their sole discretion, and solely to the extent permitted under the terms of the proposed debtor in possession financing, as and when due, the prepetition claims of foreign creditors to the extent described in the Motion.
4. In exchange for payment of the prepetition claims of foreign creditors, unless otherwise waived by the Debtors in their discretion, the foreign creditor shall continue to provide goods and services and to perform under the Agreements to the Debtors on the most favorable terms in effect between the creditor and the Debtors in the twelve (12) month period preceding the Petition Date or on such other terms as the Debtors and the creditor may otherwise agree; provided, however, that the Debtors pay for the goods and services in accordance with the payment terms provided in the Agreements.
5. The banks and other financial institutions at which the Debtors maintain their disbursement accounts are authorized and directed at the Debtors' direction, to receive, process, honor, and pay, to the extent of funds on deposit, any and all checks drawn or electronic fund transfers requested or to be requested by the Debtors in respect of the foreign claims paid pursuant to this Order.

6. The Debtors are authorized, but not directed, to issue new post-petition checks, or effect new electronic fund transfers, on account of the foreign claims to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Chapter 11 Cases.

7. The Debtors shall maintain a matrix summarizing the name of each foreign creditor paid pursuant to this Order and the amount paid to each foreign creditor, and shall provide such matrix bi-weekly to the administrative agent under the Debtors' proposed debtor in possession financing (as well as reasonable and timely access to information sufficient to enable the administrative agent under the Debtors' proposed debtor in possession financing to monitor payments made, obligations satisfied and other actions taken pursuant to this Order).

8. Bankruptcy Rule 6003(b) has been satisfied and the requirements set forth in Bankruptcy Rule 6004(a) are hereby waived. Pursuant to Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry.

9. To the extent that there is any inconsistency between the terms of the interim or final order approving the proposed debtor in possession financing, if and when entered, and this Order, the terms of the interim or final order approving the proposed debtor in possession financing, as applicable, shall govern.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: January \_\_, 2012  
Wilmington, Delaware

---

UNITED STATES BANKRUPTCY JUDGE