

**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-_____(____)

(Joint Administration Requested)

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
PURSUANT TO 11 U.S.C. § 364 AUTHORIZING THE DEBTORS
TO CONTINUE CORPORATE CREDIT CARD PROGRAMS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), by and through their proposed counsel, submit this motion (the “**Motion**”), for entry of an order, pursuant to section 364 of title 11 of the United States Code (the “**Bankruptcy Code**”) for authority to continue corporate credit card programs. In support of the Motion, the Debtors respectfully state as follows:

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. (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.

JURISDICTION

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicate for the relief sought herein is section 364 of the Bankruptcy Code.

BACKGROUND

3. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”).

4. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or official committee of unsecured creditors has been appointed in the Chapter 11 Cases. Contemporaneously herewith, the Debtors filed a motion seeking the joint administration of the Chapter 11 Cases.

5. Detailed information regarding the Debtors’ business and the events leading to the Chapter 11 Cases is set forth in the *Declaration in Support of Chapter 11 Petitions and First Day Motions* (the “**First Day Declaration**”), filed contemporaneously herewith.

RELIEF REQUESTED

6. In the ordinary course of business, the Debtors maintain certain corporate credit card programs (collectively, the “**Corporate Credit Card Programs**”). Pursuant to the Corporate Credit Card Programs, the Debtors issue cards to certain employees who use the cards to make business critical purchases, including, but not limited to fuel purchases. The cards are critical to maintaining ongoing operations and not easily replaceable either on a timely basis or without substantial disruption to the ability of the Debtors to obtain items necessary for

continued operations. Accordingly, by this Motion, the Debtors seek authority to continue the Corporate Credit Card Programs uninterrupted during the pendency of the Chapter 11 Cases.

The Corporate Credit Card Programs

A. WEX Corporate Credit Card Program

7. Debtor CUSA, LLC and Wright Express Financial Services Corporation (“**WEX**”) are parties to a Corporate Card Program Application and Master Agreement dated as of January 6, 2006, as may have been amended from time to time (as amended, (the “**WEX Corporate Credit Card Program**”).

8. Pursuant to the WEX Corporate Credit Card Program, the Debtors are authorized to issue MasterCard accounts (the “**MasterCard Accounts**”) and WEX Universal accounts (the “**WEX Universal Accounts**”) to their employees for general purchases of goods and services for fuel purchases from unattended automated fueling facilities, onsite fueling facilities, and privately-owned fueling site location(s). The Debtors have the option to restrict the purchases that can be made using the WEX Universal Accounts, including limiting the amount that can be charged in a single purchase. In addition, the Debtors are eligible for certain financial incentives under the WEX Corporate Credit Card Program.

9. The WEX Corporate Credit Card Program is subject to a \$500,000 credit limit. Payment under the WEX Corporate Credit Card Program is due 25 days from invoice for the MasterCard Accounts, and 26 days after invoice for the Universal Fleet Card accounts. On average, the Debtors spend between \$300,000 and \$500,000 per week using the WEX Corporate Credit Card Program. As of the Petition Date, the current amount outstanding on account of the WEX Corporate Credit Card Program was \$75,000.

B. WellsOne Commercial Card Program

10. Debtor CUSA, LLC and Wells Fargo Bank, National Association (“**Wells Fargo**”) are parties to a Commercial Card Agreement dated as of October 19, 2007, as may have been amended from time to time (as amended, (the “**WellsOne Commercial Card Program**”).

Pursuant to the WellsOne Commercial Card Program, the Debtors are authorized to issue WellsOne commercial cards (the “**WellsOne Commercial Cards**”) to their employees for general purchases of goods and services. The Debtors have the option to restrict the purchases that can be made using the WellsOne Commercial Cards, including limiting the amount that can be charged in a single purchase.

11. The WellsOne Commercial Card Program is subject to a \$700,000 credit limit. Payment under the WellsOne Commercial Card Program is due on the tenth (10th) day of each month. As of the Petition Date, the current amount outstanding on account of the WellsOne Commercial Card Program was \$200,000.

BASIS FOR RELIEF

12. Section 364(a) of the Bankruptcy Code permits a debtor in possession to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing. *See* 11 U.S.C. § 364(a); *see also In re Amdura Corp.*, 75 F.3d at 1453; *LNC Inv., Inc. v. First Fidelity Bank*, 247 B.R. 38, 45 (S.D.N.Y. 2000); *Mulligan v. Sobiech*, 131 B.R. 917, 921 (S.D.N.Y. 1991).

13. It is essential for the Debtors to maintain their Corporate Credit Card Programs on an ongoing and uninterrupted basis so that employees can continue to make business-critical purchases on short notice. As set forth above, the Debtors’ employees use the cards issued under the Corporate Credit Card Programs to purchase goods and services, and most importantly, fuel. Without the use of the Corporate Credit Card Programs, the Debtors employees would have inadequate access to fuel and other goods and services necessary to the operation of the Debtors’ buses. Without fuel and the other necessary goods and services purchased through the Corporate Credit Card Programs, the Debtors’ business will quickly come to a halt, thus eliminating any hope for a successful reorganization.

C. The Debtors Have Satisfied Bankruptcy Rule 6003

14. Bankruptcy Rule 6003 provides that to the extent “relief is necessary to avoid immediate and irreparable harm,” a Bankruptcy Court may approve a motion to “pay all or part of a claim that arose before the filing of the petition” prior to twenty-one days after the Commencement Date. Fed. R. Bankr. P. 6003. As described herein, the Debtors’ business operations are dependent on use of the Corporate Credit Card Programs. Accordingly, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, Bankruptcy Rule 6003 is satisfied.

D. Waiver Of Bankruptcy Rule 6004 (a) And (h)

15. To implement the foregoing immediately, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

NOTICE

16. No trustee, examiner or creditors’ committee has been appointed in the Chapter 11 cases. Notice of this Motion has been given to (i) Office of the United States Trustee for the District of Delaware, Attn: Tiiara Patton, Esq.; (ii) the creditors listed on the Debtors’ consolidated list of 30 largest unsecured creditors; (iii) counsel to JPMorgan Chase Bank, N.A., as administrative agent for the Debtors’ prepetition senior secured lenders and proposed post-petition secured lenders; (iv) counsel to The Bank of New York Mellon, as administrative agent for the Debtors’ prepetition subordinated lenders; (v) all known holders of liens upon the Debtors’ assets; (vi) the Internal Revenue Service; (vii) all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002; and (viii) Wells Fargo and WEX. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form submitted herewith, granting the relief requested herein and such other and further relief as this Court deems just and proper.

Respectfully submitted,

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*Proposed Counsel to the Debtors and
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Dated: January 3, 2012
Wilmington, Delaware