

**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)

**AFFIDAVIT OF PUBLICATION REGARDING NOTICE OF
SALE OF CERTAIN ASSETS AT AUCTION**

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 BCCAЕ, 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 BCCAЕ, L.P. (3488); Coach Leasing BCCAЕ, L.P. (6784). The Debtors' corporate offices are located at 8150 North Central Expressway, Suite M1000, Dallas, Texas 75206.

AFFIDAVIT

STATE OF TEXAS)
)
CITY AND COUNTY OF DALLAS)

I, Albert Fox, being duly sworn, depose and say that I am the Advertising Clerk of the Publisher of THE WALL STREET JOURNAL, a daily national newspaper of general circulation throughout the United States, and that the notice attached to this Affidavit has been regularly published in THE WALL STREET JOURNAL for National distribution for

1 insertion(s) on the following date(s):

FEB-03-2012;

ADVERTISER: Coach AM Group Holdings;

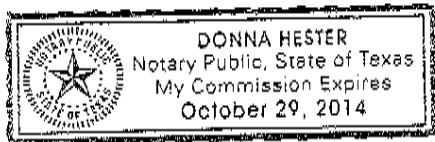
and that the foregoing statements are true and correct to the best of my knowledge.

Albert Fox

Sworn to before me this
3 day of February 2012

Donna Hester

Notary Public



The following persons and entities need NOT file a proof of claim:
 a) any person or entity that has already properly filed a proof of claim against the Debtor with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
 b) any person or entity (i) whose claim is listed in the Debtor's Schedules or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules;
 c) professionals retained by the Debtor or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to this Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
 d) any person or entity that asserts an administrative expense claim against the Debtor pursuant to section 503(b) of the Bankruptcy Code; provided, however, that, any person or entity that has a claim under sec-

Dated: January 9, 2012, Wilmington, Delaware
 Respectfully Submitted,
 James L. Patten, Jr. (No. 2202), Pauline K. Morgen (No. 3650), Kara Hammond Coyle (No. 4410), YOUNG CONAWAY STARGATT & TAYLOR, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Telephone: (302) 579-3232, Facsimile: (302) 571-1253, ATTORNEYS FOR DEBTOR AND DEBTOR-IN-POSSESSION
 1 The last four digits of the Debtor's federal tax identification number are 9675. The Debtor's mailing address is 3003 Oak Road, Walnut Creek, California 94597 (Attn: L. Stephen Smith).
 2 "Entity" has the meaning given to it in section 101(15) of the Bankruptcy Code.
 3 "Governmental Unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

NOTICE OF SALE

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)

NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION

Pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a), 363 and 365 and Fed. R. Bankr. P. 2002, 6004, 5006 and 5014 Approving (i) Bidding Procedures, (ii) Form and Manner of Sale Notices, and (iii) Sale Hearing Date (the "Bidding Procedures Order") entered by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), the above captioned debtors and debtors in possession (collectively, the "Debtors") are offering for sale substantially all of their assets (the "Transferred Assets"). Capitalized terms used but not otherwise defined in this notice (the "Sale Notice") shall have the meanings ascribed to them in the Bidding Procedures Order.

All interested parties are invited to make offers to purchase the Transferred Assets in accordance with the terms and conditions approved by the Bankruptcy Court (the "Bidding Procedures"). Pursuant to the Bidding Procedures, the Debtors may conduct an auction for the Transferred Assets (the "Auction") beginning at 10:00 a.m. (prevailing Eastern time) on April 18, 2012 at the offices of Lowenstein Sandler PC, 1281 Avenue of the Americas, New York, New York, subject to adjournment pursuant to the Bidding Procedures.

Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order (see exhibits attached hereto).

Notwithstanding Bankruptcy Court approval of a sale pursuant to the terms of one or more Successful Bids, the Good Faith Deposits of all Successful Bidders and Alternate Bidders will be held in an interest-bearing escrow account by counsel for the Debtors and all such Bids shall remain open and not returned until two business days following the closing (the "Deposit Return Date") of the Sale to another Bidder (the "Purchaser"); provided, however, that if the Debtors determine not to sell the Transferred Assets, the Good Faith Deposits of all Qualified Bidders will be returned within 48 hours of the Auction. The Good Faith Deposits of all other Qualified Bidders will be returned within 48 hours of the Auction. Upon failure to consummate the Sale of the Transferred Assets because of a breach or failure on the part of the Successful Bidder, the Debtors may proceed, in their business judgment and in consultation with the Prepetition First Lien Agent and the Required Lenders, with a Sale to the Alternate Bidders without further order of the Bankruptcy Court. The Good Faith Deposit(s) submitted by the Purchaser, together with interest thereon, shall be applied against the payment of the cash portion of the purchase price upon closing of the Sale to the Purchaser. In the event a Bidder fails to close through its own default, its Good Faith Deposit shall be released to the Debtors. On the Deposit Return Date, the Debtors will return the Good Faith Deposits of all other Successful Bidders and Alternate Bidders with accrued interest.

The Debtors, in consultation with the Prepetition First Lien Agent and the Required Lenders, may: (a) determine, in their business judgment, which Qualified Bid is the highest or otherwise best offer and (b) reject at any time before entry of an order of the Bankruptcy Court approving a Qualified Bid any Bid which, in their discretion, is (i) inadequate or insufficient, (ii) not in conformity with the requirements of the Bankruptcy Code, the Bidding Procedures, or the terms and conditions of sale, or (iii) contrary to the best interests of the Debtors, their estates, and their creditors.

A hearing to approve the Sale of the Transferred Assets to the highest or otherwise best Qualified Bid is scheduled to be held on April 23, 2012 at 11:00 a.m. (prevailing Eastern time) before the Honorable Kevin Gross, U.S.B.J., United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801. This hearing on the Sale may be adjourned without notice other than an adjournment in open court.

This Sale Notice is qualified in its entirety by the Bidding Procedures Order.

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