

**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. 12-10010 (KG)

(Jointly Administered)

Objection Deadline: April 17, 2012

**SECOND MONTHLY APPLICATION OF LOWENSTEIN SANDLER PC  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD OF FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

Name of Applicant:

Lowenstein Sandler PC

Authorized to provide  
professional services to:

Coach Am Group Holdings Corp., *et al.*

Date of Retention:

January 26, 2012 (effective as of January 3, 2012)

Period for which compensation

<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. (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.

and reimbursement is sought:

February 1, 2012 through February 29, 2012

Amount of Compensation sought

as actual, reasonable and necessary:

\$260,030.80 (80% of \$325,038.50)

Amount of Expense Reimbursement

sought as actual, reasonable and necessary:

\$4,075.70

This is a:   x   monthly        interim        final application

**ATTACHMENT TO SECOND MONTHLY APPLICATION**

**I. SUMMARY OF TIME CHARGES AND HOURLY RATES**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours Spent</b>	<b>Hourly Rate</b>	<b>Charge</b>
Buxbaum, Michael A.	Shareholder/Member	9.30	\$675.00	\$6,277.50
Citron, Lowell A.	Shareholder/Member	2.10	695.00	1,459.50
Levine, Sharon L.	Shareholder/Member	80.10	695.00	55,669.50
Nathan, Bruce S.	Shareholder/Member	0.40	695.00	278.00
Siesser, Steven E.	Shareholder/Member	21.40	795.00	17,013.00
Teele, S. Jason	Shareholder/Member	51.80	555.00	28,749.00
Danenhauer, George P.	Counsel	17.60	440.00	7,744.00
Feeney, Thomas E.	Counsel	4.90	500.00	2,450.00
Gillar, Brooke A.	Counsel	113.00	560.00	63,280.00
Holdsworth, Mark A.	Senior Counsel	8.00	550.00	4,400.00
Ignacio, Vanessa A.	Senior Counsel - Part Time	5.90	450.00	2,655.00
Melcher, Ryan S.	Counsel	1.70	475.00	807.50
Pitta, Thomas A.	Counsel	3.80	515.00	1,957.00
Plumpton, Richard	Counsel	26.00	550.00	14,300.00
Spindel, Norman W.	Senior Counsel	9.00	560.00	5,040.00
Garrod, Danielle J.	Associate	73.30	330.00	24,189.00
Gross, Philip J.	Associate	72.40	360.00	26,064.00
Hanna, Cindy G.	Associate	3.50	275.00	962.50

Menendez, Robert J.	Associate	27.40	275.00	7,535.00
Newlands, Edward J.	Associate	1.20	330.00	396.00
Stefanelli, Nicole	Associate	130.00	370.00	48,100.00
Watson, Michael L.	Associate	0.60	275.00	165.00
Abate Gorman, Marian E.	Paralegal	2.80	215.00	602.00
Claussen, Diane	Paralegal	10.80	190.00	2,052.00
LaFiura-Smith, Kim Marie	Paralegal	12.10	180.00	2,178.00
Pami, Laurie	Fee Application Specialist	6.50	110.00	715.00
<b>TOTAL FEES</b>		<b>695.60</b>		<b>\$325,038.50</b>
<b>Blended Rate</b>				<b>\$467.28</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
Case Administration	51.50	\$19,469.00
Asset Analysis and Recovery	4.30	2,441.00
Asset Disposition	226.40	120,606.00
Relief from Stay/Adequate Protection Proceedings	48.10	19,428.00
Meetings of and Communication with Creditors	5.20	2,444.00
Fee/Employment Applications	10.20	1,796.00
Employment and Retention Applications - Others	2.60	1,150.00
Fee Applications and Invoices - Others	5.90	1,132.50
Assumption/Rejection of Leases and Contracts	24.30	9,610.50
Other Contested Matters (excluding assumption/rejection motions)	20.80	8,642.00
Business Operations	55.40	29,207.50
Employee Benefits/Pensions	37.40	20,583.50
Financing/Cash Collateral	34.00	19,065.00
Tax Issues	0.20	139.00
Real Estate	1.80	995.00
Claims Administration and Objections	11.00	5,494.50
Plan and Disclosure Statement (including Business Plan)	0.30	57.00
General Bankruptcy Advice/Opinions	69.80	29,780.00
Restructurings	49.50	16,335.00
Non-Bankruptcy Court Litigation	4.00	1,480.00
Schedules and Statements	14.10	5,769.50
Other - Insurance Matters	10.00	4,485.50
Other - Environmental Issues	8.80	4,928.00
<b>Total</b>	<b>695.60</b>	<b>\$ 325,038.50</b>

**EXPENSE SUMMARY**

<b>Summary of Disbursement Charges</b>	
Messenger and delivery charges	\$27.50
Printing and Duplicating Services - External	11.00
Computerized legal research	2,487.90
Travel	1,539.90
Photocopies 81 pages at \$0.12 per page	9.40
<b>Total Disbursements</b>	<b>\$4,075.70</b>

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COACH AM GROUP HOLDINGS CORP.,  
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Debtors.

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OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD OF FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

Lowenstein Sandler PC (“**Lowenstein Sandler**” or “**Applicant**”), as counsel to the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), submits its second monthly application for allowance of compensation and reimbursement of expenses for the period of February 1, 2012 through February 29, 2012 (the “**Application**”). In support of the Application, Applicant respectfully represents as follows:

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<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. (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.

1. On January 3, 2012 (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**”).

2. 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 or examiner has been appointed in the Chapter 11 Cases.

3. By order dated January 5, 2012, this Court has authorized the joint administration of the Chapter 11 Cases. *See* Docket No. 44.

4. On January 13, 2012, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “**Committee**”) pursuant to section 1102(a)(1) of the Bankruptcy Code. *See* Docket No. 92.

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* [Docket No. 3] (the “**First Day Declaration**”).

6. On January 26, 2012, this Court entered an Order authorizing the employment and retention of Lowenstein Sandler, as counsel to the Debtors effective as of the Petition Date. *See* Docket No. 140. A copy of this Order is attached hereto.

7. On January 27, 2012, the Court entered an Order Establishing Procedures for Interim compensation and Reimbursement of Expenses for Professionals [Docket No. 157] (the “**Interim Compensation Order**”). Pursuant to the Interim Compensation Order, Lowenstein Sandler and other professionals retained in this case are authorized to file and serve upon all interested parties identified in the Interim Compensation Order monthly fee applications of their fees and expenses.

8. Applicant seeks the allowance of compensation for professional services rendered for and on behalf of the Debtors for the period of February 1, 2012 through February 29, 2012, (the “**Compensation Period**”). In addition, Applicant seeks reimbursement of actual and necessary costs and expenses incurred during the Compensation Period.

9. Specifically, Applicant seeks an allowance and payment of \$260,030.80 (\$325,038.50 minus a 20% holdback of \$65,007.70) for professional services rendered to and on behalf of the Debtors during the Compensation Period. A detailed description of services rendered during the Compensation Period is annexed hereto as **Exhibit A**. Applicant also seeks the allowance and reimbursement of actual and necessary costs and expenses incurred during the Compensation Period in the sum of \$4,075.70. A schedule of disbursements incurred by Applicant is annexed hereto as **Exhibit B**.

10. During the Compensation Period, Applicant rendered professional services to the Debtors solely in connection with these Chapter 11 Cases and on behalf of the Debtors in accordance with Applicant's professional responsibilities. The services performed were necessary to the administration of these cases and were beneficial at the time at which the services were rendered. All services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed.

### **SUMMARY OF SERVICES BY PROJECT**

11. The services rendered by Applicant during the Compensation Period can be grouped into the categories set forth below:

<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
Case Administration	51.50	\$19,469.00
Asset Analysis and Recovery	4.30	2,441.00
Asset Disposition	226.40	120,606.00
Relief from Stay/Adequate Protection Proceedings	48.10	19,428.00
Meetings of and Communication with Creditors	5.20	2,444.00
Fee/Employment Applications	10.20	1,796.00
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Assumption/Rejection of Leases and Contracts	24.30	9,610.50



Other Contested Matters (excluding assumption/rejection motions)	20.80	8,642.00
Business Operations	55.40	29,207.50
Employee Benefits/Pensions	37.40	20,583.50
Financing/Cash Collateral	34.00	19,065.00
Tax Issues	0.20	139.00
Real Estate	1.80	995.00
Claims Administration and Objections	11.00	5,494.50
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Restructurings	49.50	16,335.00
Non-Bankruptcy Court Litigation	4.00	1,480.00
Schedules and Statements	14.10	5,769.50
Other - Insurance Matters	10.00	4,485.50
Other - Environmental Issues	8.80	4,928.00
<b>Total</b>	<b>695.60</b>	<b>\$ 325,038.50</b>

### **VALUATION OF SERVICES**

12. Attorneys and paraprofessionals employed by Applicant have expended a total of **695.60** hours in connection with this matter during the Compensation Period, as follows:

<b>Name of Professional</b>	<b>Title</b>	<b>Hours Spent</b>	<b>Hourly Rate</b>	<b>Charge</b>
Buxbaum, Michael A.	Shareholder/Member	9.30	\$675.00	\$6,277.50
Citron, Lowell A.	Shareholder/Member	2.10	695.00	1,459.50
Levine, Sharon L.	Shareholder/Member	80.10	695.00	55,669.50
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Teele, S. Jason	Shareholder/Member	51.80	555.00	28,749.00
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Melcher, Ryan S.	Counsel	1.70	475.00	807.50
Pitta, Thomas A.	Counsel	3.80	515.00	1,957.00
Plumpton, Richard	Counsel	26.00	550.00	14,300.00
Spindel, Norman W.	Senior Counsel	9.00	560.00	5,040.00
Garrod, Danielle J.	Associate	73.30	330.00	24,189.00
Gross, Philip J.	Associate	72.40	360.00	26,064.00
Hanna, Cindy G.	Associate	3.50	275.00	962.50
Menendez, Robert J.	Associate	27.40	275.00	7,535.00
Newlands, Edward J.	Associate	1.20	330.00	396.00
Stefanelli, Nicole	Associate	130.00	370.00	48,100.00
Watson, Michael L.	Associate	0.60	275.00	165.00
Abate Gorman, Marian E.	Paralegal	2.80	215.00	602.00
Claussen, Diane	Paralegal	10.80	190.00	2,052.00
LaFiura-Smith, Kim Marie	Paralegal	12.10	180.00	2,178.00
Pami, Laurie	Fee Application Specialist	6.50	110.00	715.00
<b>TOTAL FEES</b>		<b>695.60</b>		<b>\$325,038.50</b>
<b>Blended Rate</b>				<b>\$467.28</b>

13. The nature of the work performed by Applicant's attorneys and paraprofessionals is fully set forth in **Exhibit A** attached hereto. These are Applicant's normal hourly rates for the work of this character. The reasonable value for services rendered by Applicant to the Debtors during the Compensation Period is \$325,038.50, which amount is subject to a holdback of 20% in the amount of \$65,007.70 pursuant to the Interim Compensation Order governing these cases until an interim fee application encompassing the Compensation Period is prepared.

14. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the cost of comparable services other than in a case under this title.

### **DISBURSEMENTS**

15. Applicant incurred reasonable and necessary out-of-pocket expenses in the sum of \$4,075.70, in connection with rendering legal services to the Committee during the Compensation Period. A description of the expenses is set forth in **Exhibit B** annexed hereto. Such disbursements include postage, messenger service, photocopying, travel expenses, and Federal Express expenses. Applicant has sought to utilize the most cost efficient method of communication consistent with the necessary time constraints. Applicant's regular charge for photocopy expenses is \$0.10 per page. Westlaw and Lexis charges represent computerized legal research facility charges for computer assisted research. Use of Westlaw and Lexis greatly enhances legal research and access to case law from all jurisdictions, and is cost efficient, saving substantial attorney research time. Other disbursements are itemized in the annexed schedule. These disbursements were necessary to effectively render legal services in these cases.

16. Annexed hereto as **Exhibit C** and made part hereof is a Certification of Counsel submitted pursuant to section 504 of the Bankruptcy Code.

17. During the course of these cases, Applicant has incurred and paid all actual and necessary disbursements and expenses.

18. This is Applicant's second monthly fee application in furtherance of the Interim Compensation Order. No prior application has been made to this or any other Court for this Compensation Period or for the allowance of fees and disbursements sought herein.

19. Applicant has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between Applicant and any other person,

other than members of Applicant, for the sharing of compensation to be received for services rendered in these cases.

### **NOTICE**

20. No trustee or examiner has been appointed in the Chapter 11 Cases. Notice of this Application has been given to (i) the Office of the United States Trustee for the District of Delaware, Attn: Tiiara Patton, Esq.; (ii) counsel to JPMorgan Chase Bank, N.A., as the DIP Agent and the Prepetition First Lien Agent; (iii) counsel to the Committee. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

**WHEREFORE**, Applicant respectfully requests that it be granted a second monthly allowance of fees in the amount of \$260,030.80 (\$325,038.50 minus a 20% holdback of \$65,007.70 for professional services rendered to and on behalf of the Debtors during the Compensation Period, plus reimbursement of its actual, reasonable, and necessary expenses incurred in connection with services rendered during the Compensation Period in the sum of \$4,075.70 and that it be granted such other and further relief as the Court may deem just and proper.

Respectfully submitted,

**LOWENSTEIN SANDLER PC**

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S. Jason Teele, Esq.

Nicole Stefanelli, Esq.

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-and -

**POLSINELLI SHUGHART**

/s/ Christopher A. Ward

Christopher A. Ward (Del. Bar No. 3877)

Justin K. Edelson (Del. Bar No. 5002)

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*Proposed Counsel to the Debtors and  
Debtors in Possession*

Dated: March 28, 2012  
Wilmington, Delaware