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)

NOTICE OF FILING OF CORRECTED PROPOSED ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363 AND 365 AND FED. R. BANKR. P. 2002, 6004, 6006, AND 9014 AUTHORIZING AND APPROVING (I) SALE OF CERTAIN ASSETS OF THE DEBTORS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES AND (II) ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES

PLEASE TAKE NOTICE that on January 13, 2012, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed the *Motion of the Debtors for Orders Pursuant to 11 U.S.C. §§ 105(a), 363 and 365 and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014 (I) Approving (A) Bidding Procedures, (B) Form and Manner of Sale Notices,*

[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.

and (C) Sale Hearing Date, and (ii) Authorizing and Approving (A) Sale of Substantially All of the Assets Free and Clear of Liens, Claims, and Encumbrances and (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, filed by the Debtors [Docket No. 102] (the "**Sale Motion**").

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file the corrected revised proposed *Order Pursuant to 11 U.S.C. §§ 105(a), 363 and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 Authorizing and Approving (I) Sale of Certain Assets of the Debtors Free and Clear of Liens, Claims, and Encumbrances and (II) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* (the "**Proposed Order**") attached hereto as **Exhibit 1**. Attached hereto as **Exhibit 2** is a blackline comparing the Proposed Order to the version that was filed with the Court on May 18, 2012 [Docket No. 722].

PLEASE TAKE FURTHER NOTICE the Debtors will request entry of the Proposed Order, or a revised version thereof that is approved by the Court, at the hearing scheduled for **May 22**, **2012 at 2:00 p.m. (Eastern Time)** before the Honorable Kevin Gross, in Courtroom Number 3 of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801.

LOWENSTEIN SANDLER PC
Sharon Levine, Esq.
S. Jason Teele, Esq.
Nicole Stefanelli, Esq.
65 Livingston Avenue
Roseland, New Jersey 07068
Telephone: (973) 597-2500
Facsimile: (973) 597-2400
slevine@lowenstein.com
steele@lowenstein.com
nstefanelli@lowenstein.com

-and –

POLSINELLI SHUGHART

/s/ Christopher A. Ward

Christopher A. Ward (Del. Bar No. 3877)
Justin K. Edelson (Del. Bar No. 5002)
Jarrett K. Vine (Del. Bar No. 5400)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
cward@polsinelli.com
jedelson@polsinelli.com
jvine@polsinelli.com

Counsel to the Debtors and Debtors in Possession

Dated: May 22, 2012
Wilmington, Delaware