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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. MC-F-21045 and MC-F-21045-TA

STAGECOACH GROUP plc AND COACH USA, INC., et al.
-- ACQUISITION OF CONTROL OF ASSETS -- AMERICAN COACH LINES OF
ATLANTA, INC.; CUSA AT, LLC; CUSA AWC, LLC; CUSA ELKO, LLC; CUSA
KBC, LLC; CUSA PCSTC, LLC; CUSA PRYS, LLC; CUSA RAZ, LLC;
DILLON'S BUS SERVICE, INC.; AND LAKEFRONT LINES, INC.

APPLICANTS' REPLY TO PROTEST OF MICHAEL YUSIM

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Limited; The Integrated Transport
Company Limited; Stagecoach
Aviation Europe Limited.; SCOTO
Limited; SCUSI Limited; Coach
USA Administration, Inc.; Coach
USA, Inc.; TRT Transportation, Inc.;
Coach USA Tours Las Vegas, Inc.
and Coach USA MBT, LLC

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**BEFORE THE
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DILLON'S BUS SERVICE, INC.; AND LAKEFRONT LINES, INC.**

APPLICANTS' REPLY TO PROTEST OF MICHAEL YUSIM

On June 5, 2012, Mr. Michael Yusim filed identical protest letters in this proceeding and the related proceeding (MC-F-21045-TA) in which Applicants seek interim control authority. This will reply to those protest letters on behalf of the Applicants in the docketed proceedings, Stagecoach Group, plc; Coach USA, Inc. and related co-applicants (collectively, "Coach USA"). In these proceedings, this Board is considering the application, including a request for interim approval, of Coach USA to acquire and control the assets of nine motor passenger carriers currently controlled by Coach America Holdings, Inc. ("Coach America").

Mr. Yusim, a bus driver, is apparently a complainant in a proceeding before the U.S. Department of Labor concerning alleged discrimination by his former employer, Midnight Sun Tours, Inc. ("Midnight Sun"), an interstate motor passenger carrier currently controlled by Coach America. That DOL proceeding (which arises from claims

relating to the reporting of hours of service) apparently has been stayed as a result of the automatic stay provisions in the Bankruptcy Code at 11 U.S.C. § 362 resulting from the bankruptcy filing under Chapter 11 by Coach America and Midnight Sun. *In re Coach Am Group Holdings Corp, Case No. 12-10010* (Bkcty. Del) (KG) (Jointly Administered) (filed Jan. 3, 2012). By his protest, Mr. Yusim asks the Board to disallow the sale of any Coach America carrier unless the Secretary of Labor is allowed to proceed to hear his case and a similar case. He also asks that the Board require purchasers of the Coach America bus companies to produce certain documents relating to hours of service reporting under rules administered by the Federal Motor Carrier Safety Administration (“FMCSA”).

The assets of Midnight Sun are *not* among those Coach USA seeks to acquire. Thus, Mr. Yusim’s protest – which is directed at the alleged actions of that bus company - - has no obvious bearing on Coach USA’s application and request for interim approval under consideration in these proceedings. For that reason alone, his protest should be denied.

Further, to the extent that Mr. Yusim seeks a condition from the Board that would allow him to pursue his discrimination claim against Midnight Sun, the relief he seeks is more appropriately addressed to the Bankruptcy Court in the above-referenced Coach America bankruptcy proceeding, and not the Board. Indeed, Mr. Yusim has previously filed multiple motions in the Bankruptcy Court seeking relief from the automatic stay and has also objected to the sale of Midnight Sun. In each instance, the Bankruptcy Court has denied Mr. Yusim’s request and refused to permit his individual claim against Midnight Sun to move

forward. Copies of the Orders denying Mr. Yusim's motions are attached hereto for the Board's convenience. Because the Bankruptcy Court has refused to lift the automatic stay, Mr. Yusim's administrative claims cannot move forward.

As it customarily does, we anticipate that the Bankruptcy Court will consider Mr. Yusim's claims in due course. If his claims are valid, he will receive distributions alongside every other unsecured creditor in accordance with the priority schemes established by the Bankruptcy Code. The Board should refuse to permit Mr. Yusim to use the Board's processes as a method to gain extraordinary relief not permitted by the Bankruptcy Code.

Finally, the Board should deny Mr. Yusim's request that purchasers of the Coach America bus companies produce certain hours of service records. Such records are plainly of no relevance to this acquisition of control proceeding, and concern matters relating to FMCSA rules over which the Board has no regulatory jurisdiction.

For these reasons, Coach USA respectfully requests that the Board deny Mr. Yusim's protest and move expeditiously to process Coach USA's application and request for interim approval.

Respectfully submitted,



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and Coach USA MBT, LLC

June 6, 2012

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

COACH AM GROUP HOLDINGS CORP.,
*et al.*³

Debtors.

Chapter 11

Case No. 12-10010 (KG)

(Jointly Administered)

Re: Docket No. 247

**ORDER DENYING THE MOTION FOR RELIEF FROM
AUTOMATIC STAY FILED BY MICHAEL YUSIM**

This matter having come before the Court upon the *Motion for Relief from Stay* filed by Michael Yusim [Docket No. 247] (the “**Motion**”); and the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) having filed the *Debtors’ Objection to Letter Filed by Michael Yusim Seeking Relief from the Automatic Stay* (the “**Objection**”); and the Court having considered the Motion, the Objection and all pleadings related thereto; and the Court

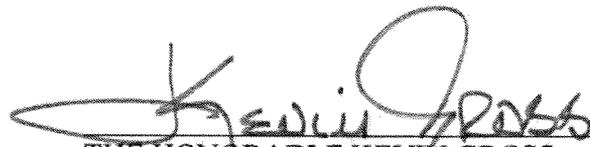
³ Coach Am Group Holdings Corp. (4830); Coach Am Holdings Corp. (1816); Coach America Holdings, Inc. (2841); American Coach Lines, Inc. (2470); America Charters, Ltd. (8246); American Coach Lines of Atlanta, Inc. (4003); American Coach Lines of Jacksonville, Inc. (0136); American Coach Lines of Miami, 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.

having heard arguments of counsel regarding the relief requested in the Motion at a hearing before the Court on March 19, 2012:

IT IS HEREBY ORDERED THAT:

3. The Motion is DENIED.
4. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: March 23, 2012
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

**IN THE 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)

Re: Docket No. 401

**ORDER DENYING THE LETTER REQUEST FILED BY MICHAEL YUSIM SEEKING
WITHDRAWAL OF JOYNER ADMINISTRATIVE LAW PROCEEDING**

This matter having come before the Court upon the *Letter Request* filed by Michael Yusim Seeking Withdrawal of Joyner Administrative Law Proceeding [Docket No. 401] (the “**Letter Request**”), which was erroneously docketed as a motion to dismiss the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”); and the Debtors having filed the *Objection to the Letter Request* filed by Michael Yusim Seeking

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.

Withdrawal of Joyner Administrative Law Proceeding [Docket No. 582] (the “**Objection**”); and the Court having considered the Letter Request, the Objection, and all pleadings related thereto; and the Court having heard arguments of counsel regarding the relief requested in the Letter Request at a hearing before the Court on April 23, 2012:

IT IS HEREBY ORDERED THAT:

1. The Letter Request is DENIED.
2. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: April 25, 2012
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I certify that I have this 6th day of June, 2012 served a copy of the foregoing Letter in

Reply to Protest by Federal Express on:

Director of Operations
Antitrust Division
U.S. Department of Justice
950 Pennsylvania Ave. N.W. Room 303
Washington, D.C. 20530

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

Chief, Licensing and Insurance Division
U.S. Department of Transportation
Federal Motor Carrier Safety Administration
1200 New Jersey Avenue, S.E.
Washington, D.C. 20590

Michael Yusim
7499 Eagle Point Drive
Delray Beach, Florida 33446

and by first class mail, postage prepaid on:

California Passenger & Household Goods Carriers:
Public Utilities Commission License Section
SSRS Unit, 505 Van Ness Avenue
San Francisco, CA 94102-3298

Washington Metropolitan Area Transit Commission
1825 L Street, N.W.
Washington, D.C. 20036

Georgia Public Service Commission
Transportation Unit
244 Washington Street S.W.
Atlanta, GA 30334

Maryland Public Service Commission
Transportation Division
6 St. Paul Street, 18th Floor
Baltimore, MD 21202

Nevada Passenger & Household Goods Carriers:
Transportation Services Authority
75 East Bank Street, Suite 2
Sparks, NV 89431

Ohio Public Utilities Commission,
Transportation Department
180 East Broad Street
Columbus, OH 43215

Oregon Department of Transportation,
Motor Carrier Division
550 Capitol Street N.E.
Salem, OR 97310

Texas Department of Motor Vehicles
Motor Carrier Section
4000 Jackson Avenue
Austin TX 78731

Alabama Public Service Commission
Transportation Division
100 North Union Street
Suite 850
Montgomery, AL 36104

Montana Public Service Commission
Transportation Division
1701 Prospect Avenue
Helena, MT 59620

Wyoming Department of Transportation
5300 Bishop Boulevard
Cheyenne, WY 82009

District of Columbia Department of Transportation
55 M Street, S.E., Suite 400
Washington, D.C. 20003



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