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Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

**Re: MC-F-21048, El Expreso Group, LLC – Asset Acquisition – CUSA EE, LLC
d/b/a El Expreso**

Dear Ms. Brown:

On July 26, 2012, Applicant in the above-referenced proceeding, El Expreso Group, LLC (“El Expreso”), joined by its affiliate Vasquez Holdings, LLC and their owner Juan Vasquez, filed a request for interim approval to acquire management control over the assets currently operated by CUSA EE, LLC (“CUSA EE”), a motor passenger carrier. As the Board is aware from prior filings, CUSA EE, together with its parent (Coach America Holdings, Inc.) and other carriers controlled by that entity, is currently a debtor in a Chapter 11 bankruptcy proceeding pending before the United States Bankruptcy Court for the District of Delaware. *In re Coach Am Group Holdings Corp.*, Case No. 12-10010 (KG). In their request for interim management control authority, Applicants informed the Board that they intend to close the asset acquisition transaction that is the subject of this proceeding through use of voting trust procedures. This letter is to advise you that on August 6, 2012, the Bankruptcy Court held a hearing on a motion filed by the debtors Coach America Holdings Corp. and affiliated debtors to close the sale of the CUSA EE assets to El Expreso using voting trust procedures consistent with Board regulations.

The Court granted that motion by the attached August 7, 2012 Order, copy attached. The Court did so over the objections of Mr. Michael Yusim, who appeared at the August 6 hearing in opposition to the motion.

The approved motion contemplates that at the time the debtors’ assets are acquired by El Expreso, the membership interests in El Expreso can be placed in an independent trust and the assets become subject to the operational control of Vasquez Holdings, LLC and Mr. Juan

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Vazquez until the Board issues a decision regarding the application for permanent approval in this proceeding. The motion also explains the voting trust process, including that if the application for permanent approval is granted, the trust will be dissolved but if permanent approval is not granted, the independent trustee is obligated to sell the membership interests.

In light of the Bankruptcy Court Order, El Expreso renews its request for Board approval of the pending interim authority request and the application for permanent control authority.

Respectfully submitted,



David H. Coburn
Attorneys for El Expreso Group, LLC,
Vazquez Holdings, LLC and Juan Vazquez

cc: U.S. Department of Justice, Antitrust Division
Federal Trade Commission
Federal Motor Carrier Safety Administration
Mr. Michael Yusim
Andrew Light, Esq.

ORIGINAL

**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. 949

**ORDER GRANTING MOTION OF THE DEBTORS FOR ORDER
IN AID OF CONSUMMATION OF COURT-APPROVED
SALE OF ASSETS OF DEBTOR CUSA EE, LLC**

Upon the motion (the "**Motion**")² of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), for entry of an order, pursuant to sections 105(a) and 363 of title 11 of the United States Code in aid of consummation of the sale (the "**Sale**") of substantially all of the assets of Debtor CUSA EE, LLC (the "**Debtor**") to El Expreso Group, LLC, an affiliate and the

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); CUSA 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); CUSA Dillon's, Inc. (5559); Florida Cruise Connection, Inc. (9409); Hopkins Airport Limousine Services, Inc. (1333); CUSA LL, 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.

² Unless otherwise defined in this Order, capitalized terms shall have the meanings ascribed to them in the Motion.

permitted assignee of Tornado Bus Company, approved by Order (the "Sale Order") of the Court dated May 24, 2012 and entered on May 25, 2012 (Docket No. 759); and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157(b)(2); and upon the record of the hearing conducted on August 6, 2012 (the "Hearing"); and any objections filed with respect to the matters considered at the Hearing having been withdrawn or overruled by the Court; and the Court having found that notice of the Motion and the Hearing was sufficient under the circumstances,

IT IS ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. The Motion is GRANTED as set forth herein.
2. Each of the Limited Waiver of Closing Condition and Voting Trust Structure are approved in the form attached to the Motion.
3. The Debtor is authorized but not directed to enter into and otherwise perform under the Limited Waiver of Closing Condition.
4. The Debtor is authorized but not directed to close the transactions provided for under the APA in accordance with the Voting Trust Structure described in the Motion.
5. The Debtor is authorized but not directed to take such other and further action that may be necessary, appropriate or desirable to effectuate the Limited Waiver of Closing Condition and Voting Trust Structure, without further notice or order of the Court.
6. The Debtor is authorized but not directed to effect a corporate name change as required under the APA, including, but not limited to making such federal, state and local filings and taking such other actions, in each case, as are necessary, advisable or convenient to effect such change.
7. Each and every federal, state, and local governmental agency, unit, department or office is hereby directed to accept this Order and any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the APA.
8. The Debtor is hereby authorized but not directed to change the caption of its chapter 11 case to reflect any corporate name change effected pursuant to the APA and in

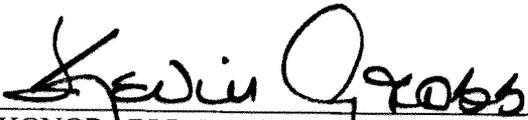
accordance with this Order and shall file a notice of the new caption on the docket of the Debtor's chapter 11 case and on the docket of the lead chapter 11 case within five (5) business days of confirmation of the corporate name change.

9. Any corporate name change effectuated by the Debtor pursuant to this Order shall not impair the attachment, perfection or priority of any liens on or security interests in the Debtor's assets.

10. Except as expressly set forth in this Order, the provisions of the Sale Order shall remain in full force and effect.

11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: August 6, 2012
Wilmington, Delaware


HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I certify that I have this 9th day of August, 2012 served a copy of the foregoing Letter by first class mail, postage prepaid, on all parties of record in this proceeding. :



David H. Coburn