

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

In re:

PROTERRA INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11120 (BLS)

(Joint Administration Requested)

***AFFIDAVIT OF PUBLICATION OF THE NOTICE OF (I) DISCLOSURE PROCEDURES
APPLICABLE TO CERTAIN HOLDERS OF COMMON STOCK OR OPTIONS, (II)
DISCLOSURE PROCEDURES FOR CERTAIN TRANSFERS OF AND DECLARATIONS OF
WORTHLESSNESS WITH RESPECT TO COMMON STOCK, AND (III) FINAL HEARING
ON THE APPLICATION THEREOF IN THE NEW YORK TIMES***

This Affidavit of Publication includes the sworn statements verifying that the *Notice of (I) Disclosure Procedures Applicable to Certain Holders of Common Stock or Options, (II) Disclosure Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock, and (III) Final Hearing on the Application Thereof* was published and incorporated by reference herein as follows:

1. In *The New York Times* – National Edition on August 14, 2023, attached hereto as **Exhibit A**.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Proterra Inc (1379); and Proterra Operating Company, Inc. (8459). The location of the Debtors' service address is: 1815 Rollins Road, Burlingame, California 94010.



Exhibit A



The New York Times Company

620 8th Avenue
New York, NY 10018
nytimes.com

PROOF OF PUBLICATION

August 14, 2023

Sworn to me this 14th day of
August, 2023

Ellen Herb

Notary Public

I, Larnyce Tabron, in my capacity as a Principal Clerk of the Publisher of The New York Times, a daily newspaper of general circulation printed and published in the City, County, and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on.

8/14/2023, NY & NATL, pg B3

Ellen Herb
Notary Public, State of New York
No. 01HE6163785
Qualified in New York County
Commission Expires April 2, 2023

Larnyce Tabron

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

In re: } Chapter 11
PROTERRA INC, et al.,¹ } Case No. 23-11120 (BLS)
Debtors. } (Jointly Administered)

NOTICE OF (I) DISCLOSURE PROCEDURES APPLICABLE TO CERTAIN HOLDERS OF COMMON STOCK OR OPTIONS, (II) DISCLOSURE PROCEDURES FOR CERTAIN TRANSFERS OF AND DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO COMMON STOCK, AND (III) FINAL HEARING ON THE APPLICATION THEREOF

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF COMMON STOCK OF PROTERRA INC (THE "COMMON STOCK"):

PLEASE TAKE NOTICE that on August 7, 2023 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed petitions with the United States Bankruptcy Court for the District of Delaware (the "Court") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of or from the Debtors' estates or to exercise control over property of or from the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed the Debtors' Motion for Entry of Interim and Final Orders (i) Establishing Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock of Protterra Inc and Claims Against Debtors and (ii) Granting Related Relief (Docket No. 5) (the "Motion").

PLEASE TAKE FURTHER NOTICE that on August 10, 2023, the Court entered the Interim Order (i) Establishing Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock of Protterra Inc and (ii) Granting Related Relief (Docket No. 68) (the "Order")¹ approving procedures for certain transfers of, and declarations of worthlessness with respect to, Common Stock, set forth in Exhibit 1 attached to the Order (the "Procedures").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a Substantial Shareholder or person that may become a Substantial Shareholder may not consummate any purchase, sale, or other transfer of Common Stock or Beneficial Ownership of Common Stock in violation of the Procedures, any such transaction in violation of the Procedures shall be null and void *ab initio*, and certain remedial actions may be required to restore the status quo ante.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a 50% Shareholder may not claim a worthless stock deduction in respect of the Common Stock or Beneficial Ownership of Common Stock in violation of the Procedures, any such deduction in violation of the Procedures is null and void *ab initio*, and the 50% Shareholder shall be required to file an amended tax return revoking such proposed deduction.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Procedures shall apply to the holding and transfers of Common Stock

or any Beneficial Ownership therein by a Substantial Shareholder or someone who may become a Substantial Shareholder.

PLEASE TAKE FURTHER NOTICE that upon the request of any entity, the proposed notice, solicitation, and claims agent for the Debtors, Kurtzman Carson Consultants LLC, will provide a copy of the Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. The Order and such declarations are also available via PACER on the Court's website at <https://ecf.dlb.uscourts.gov/> for a fee, or at no charge by accessing the Debtors' restructuring website at kccdlc.net/protterra.

PLEASE TAKE FURTHER NOTICE that the final hearing (the "Final Hearing") on the Motion shall be held on September 7, 2023, at 11:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion must be filed with the Court on or before 4:00 p.m., prevailing Eastern Time, on August 31, 2023. If no objections to entry of a final order on the Motion are timely received, the Court may enter such final order without need for the final hearing.

PLEASE TAKE FURTHER NOTICE THAT FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THE ORDER SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF SECTION 362 OF THE BANKRUPTCY CODE.

PLEASE TAKE FURTHER NOTICE THAT ANY PROHIBITED PURCHASE, SALE, OTHER TRANSFER OF OR DECLARATION OF WORTHLESSNESS WITH RESPECT TO COMMON STOCK OR BENEFICIAL OWNERSHIP THEREIN IN VIOLATION OF THE ORDER IS PROHIBITED AND SHALL BE NULL AND VOID *AB INITIO* AND MAY BE SUBJECT TO ADDITIONAL SANCTIONS AS THIS COURT MAY DETERMINE.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: August 11, 2023, Wilmington, Delaware

Respectfully submitted, **YOUNG CONAWAY STARGATT & TAYLOR, LLP**, */s/ Sheila Borovinskaya*, Pauline K. Morgan (No. 3650), Andrew L. Magaziner (No. 5426), Sheila Borovinskaya (No. 6758), Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Telephone: (302) 571-6600, Facsimile: (302) 571-1253, Email: pmorgan@ycst.com, amagaziner@ycst.com, sborovinskaya@ycst.com -and- **PAUL WEISS, RIFKIND, WHARTON & GARRISON LLP**, Paul M. Basta (admitted *pro hac vice*), Robert A. Britton (admitted *pro hac vice*), Michael J. Colarossi (admitted *pro hac vice*), 1285 Avenue of the Americas, New York, New York 10019, Tel: (212) 373-3000, Fax: (212) 757-3990, Email: pbasta@paulweiss.com, rbritton@paulweiss.com, mcolarossi@paulweiss.com, Proposed Counsel to the Debtors and Debtors in Possession

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Protterra Inc (9565); and Protterra Operating Company, Inc. (8459). The location of the Debtors' service address is: 1815 Rollins Road, Burlingame, California 94010.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Order, as applicable.

