

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

)	Chapter 11
In re:)	
)	Case No. 23-11120 (BLS)
PRODIGY INVESTMENT)	
HOLDINGS, INC. et al., (F/K/A)	(Jointly Administered)
PROTERRA, INC, et al.),)	
)	
)	Docket Nos. 1208
)	
Reorganized Debtors.)	

**ORACLE AMERICA INC’S REQUEST FOR ALLOWANCE
AND PAYMENT OF CHAPTER 11 ADMINISTRATIVE EXPENSES**

Oracle America, Inc. (“Oracle”), a creditor and contract counter-party in the above-captioned Chapter 11 cases, hereby requests allowance and payment of an administrative expense in the amount of \$10,271.74, pursuant to sections 503(a) and (b) of the Bankruptcy Code (the “Administrative Request”), for post-petition goods and products provided, and services rendered, by Oracle to Proterra Operating Company, LLC (“Debtor”).

1. Oracle is a licensor of computer software and provides software-related products, technical support, maintenance, educational materials and programs, as well as cloud-based and point of sale services, which Oracle often customizes for the customer’s specific needs.

2. Prior to August 7, 2023 (the “Petition Date”), the Debtor and Oracle were parties to several such license agreements (the “Oracle Agreements”).

3. Oracle submits this Administrative Request pursuant to the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Final Deadlines For Filing Certain Claims* [Dkt. No. 278] (“Notice”).



4. Pursuant to the Notice, the Plan¹ went effective on March 13, 2024 (“Effective Date”) and the last day to submit an administrative expense claim is April 12, 2024.

5. Proterra, Inc., et al. (“Debtors”) sought to assume and assign the Oracle Agreements to Proterra Powered LLC (f/k/a Volvo Battery Solutions, LLC) (“Buyer”) pursuant to the *Debtors’ Motion For Entry Of: (I) An Order (A) Approving Bidding Procedures To Govern The Sale Of All Or Substantially All Of The Debtors’ Assets Pursuant To Section 363 Of The Bankruptcy Code, (B) Approving Procedures Regarding Entry Into One Or More Stalking Horse Agreements, (C) Establishing Procedures For The Assumption And Assignment Of Executory Contracts And Unexpired Leases, (D) Approving The Form And Manner Of The Notice Of Assumption And Assignment Of Executory Contracts And Unexpired Leases, (E) Scheduling Auctions For The Sales Of The Company Assets And Hearings To Consider Approval Of The Sales And Approving The Form And Manner Of The Notice Thereof, (F) Approving Certain Wind-Down Procedures, and (G) Granting Related Relief And (II) An Order (A) Authorizing And Approving The Debtors’ Entry Into One Or More Asset Purchase Agreements, (B) Authorizing The Sale Of All Or Substantially All Of The Debtors’ Assets Free And Clear Of Liens, (C) Approving The Assumption And Assignment Of The Assumed Executory Contracts and Unexpired Leases, And (d) Granting Related Relief* [Dkt. No. 36] (“Sale Motion”); and (2) *Notice of (I) Potential Assumption And Assignment Of Certain Executory Contracts and Unexpired Leases and (II) Proposed Cure Amounts* [Dkt. No. 279] (“Assumption Notice”). The Assumption Notice identified three Oracle Agreements.

6. On November 29, 2023, the Court entered an Order [Dkt. No. 664] approving the Sale Motion (“Sale Order”) and authoring the Debtors to sell certain assets to the Buyer.

¹ Capitalized terms not defined herein shall have the same meaning as those set forth in the Notice.

7. As of the date of this Administrative Request, assignment of the Oracle Agreements is not complete and Oracle is owed sums arising from post-petition goods and services it has provided.

8. Therefore, in an abundance of caution, Oracle files this Administrative Request to reserve all of its rights to seek payment for post-petition services in the unlikely event the Oracle Agreements are not assigned to the Buyer

9. Oracle is owed \$10,271.74² based on the outstanding invoice (“Invoice”), a true and correct copy of which is attached hereto as Exhibit A.

10. Based on the timing of the Invoice, Debtor may believe payment is the responsibility of the Buyer. Oracle submits this Administrative Request in order to ensure it preserves its right to be paid.

11. Oracle asserts that it has provided tangible value to the Debtors’ estate and/or its assignee, because said parties have used Oracle’s products and services throughout these Chapter 11 cases.

² Oracle prorated the Invoice, based on the service period, up to the Effective Date.

WHEREFORE, Oracle respectfully requests allowance and payment of an administrative expense to Oracle in an amount of not less than \$10,271.74, and reserves its right to supplement this Administrative Request if additional unpaid administrative amounts accrue.

Dated: April 12, 2024
Wilmington, Delaware

MARGOLIS EDELSTEIN

By: /s/ James E. Huggett
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Attorneys for Oracle America, Inc.

EXHIBIT A

INVOICES

Total Amount 78,750.00
Due Date 03-APR-2024
Invoice Number 101230578

PO Number 813492, 0
Invoice Date 04-MAR-2024
Payment Terms Net Due in 30 Days
Plan Number 25479417
Agreement Cloud Services Agreement (CSA) Online_v040119_US
End User Proterra Operating Company, Inc.

Payment Instructions

Reference Invoice Number: **101230578**

Wire Funds To Wells Fargo Bank
 ACCT: [REDACTED]
 SWIFT Code: [REDACTED]
 ABA: [REDACTED]
 Beneficiary: Oracle America, Inc.

Mail Checks To Oracle America, Inc.
 PO Box 203448
 Dallas, TX 75320-3448

Subtotal 78,750.00
Tax 0.00

Total 78,750.00 USD

Bill To
 Proterra Operating Company, Inc.
 Nizar Gulamhussein^
 1 Whitlee Court
 Greenville, SC 29607
 United States

Ship To
 Proterra Operating Company, Inc.
 RACHEL SHERMAN^
 1815 Rollins Rd
 BURLINGAME, CA 94010
 United States

No.	Description	Qty	Tax	Extended Amount
1	B84490 : Oracle Additional Test Environment for Oracle Fusion Cloud Service - Each : 01-Mar-2024 - 31-May-2024 Quantity : 1 Quote: CPQ-2761087 Order: 40665230	1	N	5,250.00
2	B91099 : Oracle Transportation Management Cloud Service - Hosted \$M in Freight Under Management : 01-Mar-2024 - 31-May-2024 Quantity : 20 Quote: CPQ-2761087 Order: 40665230	1	N	7,560.00
3	B91101 : Oracle Global Trade Management Cloud Service - Hosted \$ Million in Revenue : 01-Mar-2024 - 31-May-2024 Quantity : 400 Quote: CPQ-2761087 Order: 40665230	1	N	10,080.00
4	B91059 : Oracle Fusion Supply Planning Cloud Service - Hosted Named User : 01-Mar-2024 - 31-May-2024 Quantity : 35 Quote: CPQ-2761087 Order: 40665230	1	N	36,750.00
5	B91100 : Oracle Transportation Operational Planning Cloud Service - Hosted \$M in Freight Under Management : 01-Mar-2024 - 31-May-2024 Quantity : 20 Quote: CPQ-2761087 Order: 40665230	1	N	3,360.00
6	B91060 : Oracle Fusion Demand Management Cloud Service - Hosted Named User : 01-Mar-2024 - 31-May-2024 Quantity : 15 Quote: CPQ-2761087 Order: 40665230	1	N	15,750.00

Please beware of phishing attempts. Should you have any questions or concerns about your invoice, please contact your Oracle collections department for assistance.

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CERTIFICATE OF SERVICE

I, James E. Huggett, hereby certify that on April 12, 2024, I served a copy of *Oracle America Inc's Request For Allowance And Payment Of Chapter 11 Administrative Expenses* on the parties listed on the attached Service List via electronic mail, where available.

/s/ James E. Huggett
James E. Huggett (#3956)

SERVICE LIST

BY ECF

<p>Pauline Morgan, Esq. Andrew Magaziner, Esq. Shella Borovinskaya, Esq. YOUNG CONAWAY STARGATT & TAYLOR, LLP 1000 North King Street Wilmington, DE 19801</p>	<p>Linda Casey, Esq OFFICE OF US TRUSTEE 844 King Street, Suite 2207 Wilmington, DE 19801</p>
<p>Eric Monzo, Esq. Brya Keilson, Esq. Siena B. Cerra, Esq. MORRIS JAMES 500 Delaware Avenue Wilmington, DE 19801</p>	

By REGULAR MAIL

<p>Jeffrey Cohen, Esq. Eric Chafetz, Esq. LOWENSTEIN SANDLER. LLP 1251 Avenue of the Americas New York, New York 10020</p>	<p>Paula Basta, Esq. Robert Britton, Esq. Micheal J. Colarossi, Esq. PAUL WEISS RIFKIND WHARTON & GARRISON 1285 Avenue of the Americas New York, New York 10019</p>
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