

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Prodigy Investments Holdings, Inc.,¹

Debtor.

Chapter 11

Case No. 23-11120 (BLS)

**APPLICATION OF POWER ELECTRONICS FOR ALLOWANCE
AND PAYMENT OF ADMINISTRATIVE EXPENSE**

Power Electronics USA, Inc. ("PE"), by and through undersigned counsel, files this application (the "Application") for the allowance of an administrative expense claim in the amount of **\$1,107,550.48** ("PE's Administrative Expense Claim") in an abundance of caution. In support of its Application, PE respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the relief requested is based on 11 U.S.C. § 503(b). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

FACTUAL BACKGROUND

2. On October 15, 2020, creditor Power Electronics USA, Inc. ("PE") entered into a Product Supply Agreement (the "PSA") with Debtor Proterra Inc. (the "Debtor") for the Debtor's purchase of charging and other related equipment manufactured by PE.

3. Pursuant to the PSA, PE sold equipment to the Debtor for use in its business, which relationship continued after the Debtors filed for Chapter 11 relief on August 7, 2023. Further, during the bankruptcy, the parties extended the duration of the PSA and agreed that the total

¹ The Reorganized Debtor in this chapter 11 case (f/k/a Proterra Inc.), along with the last four digits of the Reorganized Debtor's federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor's service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.



prepetition amount owed by the Debtor to PE totaled \$4,705,319.66. Post-petition the Debtor continued issuing purchase orders pursuant to the PSA to PE for the purchase of equipment during the pendency of this case.

4. The PSA at some point was assumed and assigned to the Debtor's successor in interest, but it remains unclear what, if any obligations which arose during the pendency of this case, the Debtor's successor in interest is responsible for paying. The Debtor's successor in interest, to date, has failed to confirm which unpaid post-petition obligations it is committed to paying by virtue of the assumption.

5. PE is filing this request for the allowance and payment of administrative expenses to preserve its right to receive payment for the goods and services either delivered, invoiced, and/or ordered during the bankruptcy by the Debtor should the successor in interest refuse to honor these obligations. As per the Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims (EFC No. 1208) "**Any Holder of an Administrative Claim that is required to, but does not, file and serve a request for payment of such Administrative Claim by the applicable Bar Date shall be deemed to have waived such Administrative Claim and be forever barred from receiving payment on account thereof.**" (emphasis in original).

6. Attached as **Exhibit 1** to this Application is a chart of all the unpaid post-petition invoices for goods delivered by PE to the Debtor during the pendency of this case and before the Effective Date, which invoices total **\$1,107,550.48** and which entitle PE to an administrative claim pursuant to 11 U.S.C §503(b)(1).

7. Upon request, PE can provide each invoice in the **Exhibit 1** chart as well as copies of the PSA. The invoices and purchase orders, which the Debtor already has in its books and

records, contain sensitive and proprietary business information of PE, which information PE does not want to publish in the public record.

APPLICATION

8. Section 503 of the Bankruptcy Code governs the allowance of administrative expenses in a bankruptcy case, providing (in part), that “after notice and a hearing, there shall be allowed administrative expenses ..., including the actual and necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b)(1)(A).

9. Courts generally apply a two-prong test to determine whether a claim qualifies as an administrative expense: (1) the expense must have arisen from a post-petition transaction between the creditor and the debtor, and (2) the expense must have been “actual and necessary” to preserve the estate. *In re New Cent. TRS Holdings, Inc.*, 446 B.R. 656, 661 (Bankr. D. Del. 2011).

10. PE provided the Debtor with charging and other related equipment manufactured by PE, which allowed the Debtors to sell portions of themselves and to successfully emerge from chapter 11. PE's furnishing of charging equipment and related services was crucial to the Debtors' reorganization efforts. The Debtor failed to remit payment in the ordinary course of business pursuant to the PSA in regards to the obligations set forth in **Exhibit 1**. Amounts owed with respect to these products and services were actual and necessary costs and expenses incurred by the Debtor to preserve the value of the Debtor's estate.

WHEREFORE, PE respectfully requests that this Court allow and pay PE's Administrative Expense Claim, to the extent the Debtor's successor in interest that assumed the PSA declines to pay these obligations, and granting such other and further relief as this Court deems just and proper.

Date: April 12, 2024
Wilmington, DE

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EXHIBIT "1"**Chart of Post-Petition Unpaid Invoices**

PO REFERENCE	Project/Order	Gross amount USD
BGM813491	BC Transit On-Route (NBP + Accesories)	\$ 14,955.36
817155	Greenville Greenlink (Transport)	\$ 25,000.00
817155	Greenville Greenlink (Commissioning)	\$ 13,700.00
818543	Topeka Metro (Transport)	\$ 10,660.00
818543	Topeka Metro (Commissioning)	\$ 4,800.00
BUR825618	Washington University (Hardware)	\$ 114,066.16
826940	Washington University (Transport)	\$ 14,600.00
826940	Washington University (Commissioning)	\$ 5,200.00
BGM812353	Broward County 3 (Hardware)	\$ 244,542.00
812704	Broward County 3 (Commissioning)	\$ 5,000.00
VBUR826040	Schetky Highline (Hardware)	\$ 57,800.00
827048	Scale (Hardware + Services)	\$ 101,597.00
BUR816353	TCAT Inc (Hardware)	\$ 429,842.00
826047E	TCAT Inc (Services)	\$ 35,100.00
BUR812394	Rock Hill On-Route (Transport)	\$ 12,397.01
BGM813491	BC Transit On-Route (Transport)	\$ 18,290.95
TOTAL		\$ 1,107,550.48

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CERTIFICATE OF SERVICE

I, Kate R. Buck, certify that on April 12, 2024, I caused a true and correct copy of the *Application of Power Electronics USA, Inc. for Allowance and Payment of Administrative Expense* to be served upon the below listed parties via First Class Mail, postage pre-paid or in the manner so indicated.

/s/ Kate R. Buck

Kate R. Buck (No. 5140)

¹ The Reorganized Debtor in this chapter 11 case (f/k/a Proterra Inc.), along with the last four digits of the Reorganized Debtor's federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor's service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.

Prodigy Investments Holdings, Inc.
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aka Proterra Inc
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