

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

In re:

Prodigy Investments Holding, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

(Jointly Administered)

Hearing Date: May 8, 2024 at 10:00 a.m. (ET)

Objection Deadline: April 26, 2024 at 4:00 p.m. (ET)

**BIRLASOFT SOLUTIONS, INC.'S MOTION FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Birlasoft Solutions Inc. (“Birlasoft”), by and through its undersigned counsel, submits the instant motion (the “Motion”) requesting the payment of its administrative expense claim in the amount of \$56,974.00. In support of the Motion, Birlasoft respectfully submits the following:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), Birlasoft consents to the entry of final order or judgment by the Court, with respect to this Motion, if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The basis for the relief requested by this Motion are sections 503(b)(1)(A) and

¹ The Reorganized Debtor in this chapter 11 case, 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.



507(a)(2) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

BACKGROUND

4. On August 7, 2023 (the “Petition Date”), the Debtors² filed voluntary petitions in the United States Bankruptcy Court for the District of Delaware (the “Court”).

5. On March 6, 2024, the Court entered its *Order Confirming the Fifth Amended Joint Chapter 11 Plan of Reorganization of Proterra Inc. and Its Debtor Affiliate* (the “Confirmation Order”) [D.I. 1180], which confirmed the *Fifth Amended Joint Chapter 11 Plan of Reorganization of Proterra Inc. and Its Debtor Affiliate* (the “Plan”) [D.I. 1154].

6. On March 13, 2024, the Reorganized Debtors filed their *Notice of (I) Entry of Confirmation Order, (II) Occurrence of the Effective Date, and (III) Final Deadlines for Filing Certain Claims* (the “Notice of Effective Date”) [D.I. 1208]. The Notice of Effective Date provided, among other things, that the effective date of the Plan was March 13, 2024 (the “Effective Date”), and that all requests for payment of administrative expense claims (other than certain Professional Fee Claims (as defined in the Plan)) must be filed no later than April 12, 2024 (*i.e.*, the first business day that is thirty days (30) following the Effective Date).

7. Prior to the Petition Date, the Debtors and Birlasoft were parties to certain contracts (the “Birlasoft Contracts”). Pursuant to the Birlasoft Contracts, the Debtors agreed to use Birlasoft, and Birlasoft agreed to serve, as an independent contractor of the Debtors to complete various projects. From time to time, the Debtors issued to Birlasoft certain purchase orders or statements of work outlining various Projects to be completed by Birlasoft. Importantly, as for payment,

² On March 22, 2024, the Court entered an order and final decree amending the case caption used in the chapter 11 cases to reflect the respective legal name change of the Debtors. [D.I. 1233]. The term “Debtors” in this Motion refers to Proterra Inc. and Proterra Operating Company, Inc., the entities that initiated voluntary chapter 11 proceedings and with whom Birlasoft had a contractual relationship, as discussed in detail below. In all other relevant respects, this Motion refers to the Reorganized Debtors.

Birlasoft would send the Debtors invoices on account of each purchase order submitted under the Birlasoft Contracts.

8. On or about February 15, 2024, the Debtors informed Birlasoft that the Birlasoft Contracts related to Proterra Energy were being “terminated” (the “Termination Notice”). Notwithstanding the Termination Notice, the Debtors continued to order services previously covered by the purported “terminated” contracts. As a result, Birlasoft continued to perform requested services for the Debtors (the “Post-Petition Services”). As such, Birlasoft submitted four (4) invoices for a combined total of \$56,974.00 on account of those Post-Petition Services. A chart summarizing the supporting information is provided below.³

Invoice Date	Invoice#	Curr	Amount	Project description	PO No
2/29/2024	848053047	USD	17,771.00	Proterra DevOps Support / DIGITAL HBU	825681
3/21/2024	848053585	USD	7,812.00	Proterra Testing POD / TESTING HBU	827199
3/21/2024	848053586	USD	21,152.00	Proterra DevOps Support / DIGITAL HBU	825681
3/26/2024	848053745	USD	10,239.00	Proterra DevOps Support / DIGITAL HBU	825681

9. To date, Birlasoft has not been paid by the Debtors (or the buyer) on account of the Post-Petition Services. As such, Birlasoft has, among other things, an administrative expense claim in the amount of \$56,974.00 on account of the Post-Petition Services.

RELIEF REQUESTED

10. Birlasoft respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, allowing a claim against the Debtors in the amount of \$56,974.00 as an administrative expense claim, pursuant to sections 503(b)(1)(A) and 507(a)(2)

³ Copies of the Invoices and additional documentation supporting the claim are in the Debtor’s possession. However, they will be provided upon the execution of a mutually acceptable confidentiality agreement because they contain commercially sensitive information. The disclosure of the existence of the invoices herein is made to effectuate and protect the Claimant’s legal rights and remedies and as required by law.

of the Bankruptcy Code, for the unpaid Post-Petition Services (the “Administrative Expense Claim”).

BASIS FOR RELIEF REQUESTED

11. Section 503(b)(1)(A) of the Bankruptcy Code provides, in pertinent part, that allowed administrative expense claims exist for the “actual, necessary costs and expenses of preserving the estate” 11 U.S.C. § 503(b)(1)(A); *see also In re Marcal Paper Mills, Inc.*, 650 B.R. 311, 314-15 (3d. Cir. 2011) (administrative expenses allowed under section 503(b) include post-petition expenses incurred to preserve the bankruptcy estate). A claim qualifies for administrative expense priority if “(1) there was a ‘post-petition transaction between the claimant and the estate,’ and (2) those expenses yielded a ‘benefit to the estate.’” *In re Energy Future Holdings Corp.*, 990 F.3d 728, 741 (3d Cir. 2021); *In re Marcal Paper Mills, Inc.*, 60 B.R. at 314-15.

12. Birlasoft provided the Post-Petition Services to the Debtors pursuant to the Birlasoft Contracts. Despite the Debtors’ estates receiving and benefitting from the Post-Petition Services, the Debtors have not yet paid for such services.

13. Accordingly, because Birlasoft has provided Post-Petition Services for the benefit of the Debtors’ estates, and has gone unpaid, Birlasoft claim of \$56,974.00 is entitled to administrative priority pursuant to sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code.

14. Birlasoft reserves all rights to supplement or amend this Motion and to raise additional grounds for relief. Birlasoft further reserves all rights and remedies in this matter, including, without limitation, with respect to the treatment and enforcement of its contracts with the Debtors and/or any claims or causes of action based on unjust enrichment. Nothing in this Motion should be construed as a waiver of any of Birlasoft’s rights and/or defenses.

NOTICE

15. Notice, together with a copy of this Motion, has been given to (i) the Office of the United States Trustee; (ii) the Reorganized Debtors; and (iii) the Distribution Trustee (the “Notice Parties”). Birlasoft respectfully submits that such notice is appropriate under the circumstances. Birlasoft submits that no further notice need be given.

CONCLUSION

WHEREFORE, Birlasoft respectfully requests that this Court enter an order (i) allowing the Administrative Expense Claim as an administrative expense priority claim pursuant to sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code and (iii) granting Birlasoft such other and further relief as is just and equitable.

Dated: April 12, 2024

Respectfully submitted,

/s/Ricardo Palacio

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Counsel for Birlasoft Solutions, Inc.

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

In re:

Prodigy Investments Holding, Inc.,¹

Reorganized Debtor.

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Case No. 23-11120 (BLS)

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Hearing Date: May 8, 2024 at 10:00 a.m. (ET)

Objection Deadline: April 26, 2024 at 4:00 p.m. (ET)

**NOTICE REGARDING BIRLASOFT SOLUTIONS, INC.'S MOTION FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

PLEASE TAKE NOTICE that on April 12, 2024, Birlasoft Solutions, Inc. ("Birlasoft") filed the *Birlasoft Solutions, Inc.'s Motion for Allowance and Payment of Administrative Expense Claim* (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion is scheduled **May 8, 2024 at 10:00 a.m. (ET)** (the "Hearing") before the Honorable Brendan L. Shannon, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Motion must be submitted **on or before April 26, 2024 at 4:00 p.m. (ET)**. Only properly and timely submitted responses will be considered.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 12, 2024

ASBHY & GEDDES, P.A.

/s/ Ricardo Palacio

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– and –

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EXHIBIT A

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

In re:

**Prodigy Investments Holding, Inc.,

Reorganized Debtor.**

Chapter 11

**Case No. 23-11120 (BLS)

(Jointly Administered)**

**ORDER GRANTING BIRLASOFT SOLUTIONS, INC.'S MOTION FOR ALLOWANCE
AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Upon consideration of *Birlasoft Solutions, Inc.'s Motion for Allowance and Payment of Administrative Expense Claim* (the "Motion"); and this Court having jurisdiction over this matter, and this Court having found that sufficient notice of the Motion was given by Birlasoft Solutions Inc. ("Birlasoft"); and this Court having reviewed the Motion, the declaration filed in support thereof and all responses thereto, if any, including all documents submitted therewith; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted as set forth herein.
2. Birlasoft's administrative expense claim pursuant to Sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code is hereby allowed in the amount of \$56,974.00 (the "Administrative Expense Claim").
3. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

CERTIFICATE OF SERVICE

I, Ricardo Palacio, hereby certify that, on April 12, 2024, I caused one copy of the foregoing *Birlasoft Solutions, Inc.’s Motion for Allowance and Payment of Administrative Expense Claim* to be served upon (i) all parties of record via CM/ECF; and (ii) the parties listed below via electronic mail, unless otherwise indicated.

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Dated: April 12, 2024

/s/ Ricardo Palacio
 Ricardo Palacio (DE Bar No. 3765)