

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

In re:)	
)	Chapter 11
)	
Prodigy Investments Holdings, Inc., ¹)	Case No. 23- 11120 (BLS)
)	
Reorganized Debtor.)	
)	
)	
)	Ref Docket Nos. 1214, 1215, 1216, 1217, 1218, 1282,
)	1283, 1284, 1285, 1286 & 1287

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER APPROVING
SECOND INTERIM FEE APPLICATIONS OF THE DEBTORS’ PROFESSIONALS**

The undersigned hereby certifies as follows:

On March 18, 2024, Proterra Inc and Proterra Operating Company, Inc. (together, the “Debtors”) filed the *Second Interim Fee Application of the Debtors’ Professionals for the Period from November 1, 2023, Through and Including January 31, 2024* [Docket No. 1214] (the “Second Interim Fee Application”). The Second Interim Fee Application sought approval of fees and reimbursement of expenses for the following professionals retained by the Debtors in the chapter 11 cases (collectively, the “Professionals”):

- Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel to the Debtors;
- Young Conaway Stargatt & Taylor, LLP, co-counsel to the Debtors;
- Moelis & Company LLC, investment banker to the Debtors;
- KPMG LLP, audit and restructuring advisor to the Debtors;
- Kurtzman Carson Consultants LLC, the Debtors’ claims and noticing agent and administrative advisor; and
- Slaughter and May, special corporate counsel to the Debtors.

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.



Objections to the Second Interim Fee Application, if any, were due on or before April 8, 2024, at 4:00 p.m. (ET) (the “Objection Deadline”).

The Court-appointed fee examiner, Rucki Fee Review, LLC (the “Fee Examiner”), filed the following reports (the “Fee Examiner’s Reports”) which addressed each Professionals’ respective interim fee applications contained within the Second Interim Fee Application and, as applicable, outlined the resolutions and compromises reached with the respective Professionals with respect thereto:

- *Fee Examiner’s Final Report Regarding Second Quarterly Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 1282];
- *Fee Examiner’s Final Report Regarding Second Quarterly Fee Application of Paul, Wiess, Rifkind, Wharton & Garrison LLP* [Docket No. 1283];
- *Fee Examiner’s Final Report Regarding Second Quarterly Fee Application of Moelis & Company LLC* [Docket No. 1284];
- *Fee Examiner’s Final Report Regarding the Second Quarterly Fee Application of Kurtzman Carson Consultants LLC* [Docket No. 1285];
- *Fee Examiner’s Final Report Regarding Second Quarterly Fee Application of KPMG LLP* [Docket No. 1286];
- *Fee Examiner’s Final Report Regarding First Quarterly Fee Application of Slaughter and May* [Docket No. 1287].

No other formal or informal responses to the Second Interim Fee Application were received by the Debtors prior to the Objection Deadline, and a review of the docket in these chapter 11 cases reveals no answer, objection, or other responsive pleading thereto. Accordingly, the Debtors’ undersigned counsel hereby submits the proposed form of order, attached hereto as **Exhibit 1** (the “Proposed Order”), approving the Second Interim Fee Applications on the terms set forth therein.

WHEREFORE, as no responses or objections were received to the Second Interim Fee Applications other than the Fee Examiner's Reports, and the Fee Examiner has reviewed the Proposed Order and has advised the Debtors' undersigned counsel that he does not object to entry thereof, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

[Remainder of Page Intentionally Left Blank]

Dated: April 26, 2024
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Shella Borovinskaya

Pauline K. Morgan (No. 3650)
Andrew L. Magaziner (No. 5426)
Shella 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

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 1

Proposed Order

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

In re:)	
)	Chapter 11
Prodigy Investments Holdings, Inc., ¹)	
Reorganized Debtor.)	Case No. 23- 11120 (BLS)
)	
)	
)	
)	Ref Docket Nos. 1214, 1215, 1216, 1217, 1218, 1282, 1283, 1284, 1285, 1286 & 1287

**OMNIBUS ORDER APPROVING SECOND INTERIM FEE
APPLICATIONS OF THE DEBTORS’ PROFESSIONALS**

Upon consideration of the second interim fee application (the “Second Interim Fee Application”) of certain professionals (collectively, the “Professionals”), a list of which is attached hereto as **Exhibit A**, retained by Proterra Inc and Proterra Operating Company, Inc. (together, the “Debtors”) in these chapter 11 cases, for allowance of compensation and reimbursement of expenses on an interim basis; and Rucki Fee Review, LLC (the “Fee Examiner”) having filed a final report (collectively, the “Fee Examiner’s Report”) with respect to each Professional; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the Second Interim Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested herein, as certain of the Professionals have voluntarily reduced

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.

their fees or expenses or reached the agreements memorialized in the Fee Examiner's Report; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Second Interim Fee Application is APPROVED with respect to the amounts set forth on **Exhibit A** hereto.

2. The Professionals are granted allowance of compensation in the amounts set forth on **Exhibit A** hereto.

3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit A** hereto.

4. The PTRAs Distribution Trust is authorized and directed to remit payment to the Professionals in the amounts set forth on **Exhibit A** hereto, less all amounts previously paid on account of such fees and expenses.

5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

Prodigy Investments Holdings, Inc
Case No. 23-11120 (BLS)
Chart of Interim Fee Applications

Professional & Role in Case	Interim Compensation Period & Interim Fee Application	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Expense Adjustments	Interim Fees Approved	Interim Expenses Approved
Young Conaway Stargatt & Taylor, LLP, Co-Counsel to the Debtors	11/1/23-1/31/24 D.I. 1214	\$756,030.00	\$7,290.00	\$9,282.39	\$327.04	\$748,740.00	\$8,955.35
Paul, Weiss, Rifkind, Wharton & Garrison, LLP, Counsel to the Debtors	11/1/23-1/31/24 D.I. 1214	\$9,072,821.00	\$100,631.00	\$104,668.00	\$28,511.78	\$8,972,190.00	\$76,156.22
Kurtzman Carson Consultants LLC, Noticing Agent and Administrative Advisor	11/1/23-1/31/24 D.I. 1214	\$9,239.56	N/A	\$0.00	N/A	\$9,239.56	\$0.00
Moelis & Company LLC, Investment Bankers to the Debtors	11/1/23-1/31/24 D.I. 1214	\$300,000.00	N/A	\$31,545.12	\$7,860.94	\$300,000.00	\$23,684.18
KPMG LLP, Financial Advisors to the Debtors	11/1/23-1/31/24 D.I. 1214	\$1,030,608.00	\$15,358.50	\$1,164.77	N/A	\$1,015,249.50	\$1,164.77

Professional & Role in Case	Interim Compensation Period & Interim Fee Application	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Expense Adjustments	Interim Fees Approved	Interim Expenses Approved
Slaughter & May	10/20/23-1/31/24 D.I. 1214	£171,860.50	£15,000.00	£0.00	N/A	£156,860.50	£0.00
Rucki Fee Review, LLC	12/15/23-1/31/24 D.I. 1218	\$60,312.00	N/A	\$0.00	N/A	\$60,312.00	\$0.00