

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

In re:	)	
	)	Chapter 11
Prodigy Investment Holdings, Inc., <sup>2</sup>	)	
	)	Case No. 23-11120 (BLS)
Reorganized Debtor.	)	
	)	
	)	<b>Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: June 12, 2024 at 11:00 a.m. (ET)</b>

**SUMMARY OF THIRD MONTHLY AND FINAL APPLICATION OF SLAUGHTER AND MAY, AS SPECIAL CORPORATE COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE MONTHLY PERIOD FROM FEBRUARY 1, 2024 THROUGH MARCH 13, 2024 AND FOR THE FINAL PERIOD FROM OCTOBER 20, 2023 THROUGH MARCH 13, 2024**

Name of Applicant:	Slaughter and May
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	October 24, 2023 (order entered December 13, 2023)
Monthly Period for which compensation and reimbursement is sought:	February 1, 2024 through March 13, 2024
Monthly Amount of Compensation sought as actual, reasonable and necessary:	£37,804.50 (approximately \$48,275.95) <sup>3</sup>

<sup>2</sup> 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.

<sup>3</sup> All USD amounts in this Third Monthly and Final Fee Application (defined below) are provided for illustrative purposes only and shall not be determinative of the amount of fees requested in this Fee Application, for which reference should be made to the relevant GBP amounts herein. Such USD amounts have been calculated using the GBP-USD exchange rate applicable as at March 21, 2024 (being 1.2769896 USD:1 GBP, Source: xe.com)



Monthly Amount of Expense Reimbursement  
sought as actual, reasonable and necessary: £0

Final Period for which compensation and  
reimbursement is sought: October 20, 2023 through March 13, 2024

Final Amount of Compensation sought as  
actual, reasonable and necessary: £194,655 (approximately \$249,097.98)

Final Amount of Expense Reimbursement  
sought as actual, reasonable and necessary: £0

This is a:  X  monthly  X  final application

This application includes 47 hours and 42 minutes and £28,683.50 (or approximately \$36,628.53) in fees incurred in connection with the preparation of Fee Applications.<sup>4</sup>

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<sup>4</sup> Any post-effective date fees and expenses incurred in connection with this fee application are not included herein but will be, or have been, invoiced separately in accordance with the *Fifth Amended Joint Chapter 11 Plan Of Reorganization of Proterra Inc and its Debtor Affiliate*.

## Prior applications:

		<b>Requested</b>		<b>Approved</b>	
<b>Date Filed / Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
1/16/24 D.I. 893	10/20/2023 - 12/31/2023	£105,081.80	£0	£105,081.80	£0
2/19/24 D.I 1077	01/01/2024 - 01/31/2024	£32,406.60	£0	£32,406.60	£0
3/18/24 D.I. 1214	10/20/23-1/31/24 (Interim)	£171,860.50	£0	£156,860.50	£0

**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant</b>	<b>Hourly Billing Rate (GBP)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (£)</b>	<b>Total Compensation (\$)</b>
Ian Johnson	Partner	£1,545	1.40	2,163.00	2,762.13
Joshua Bauernfreund	Senior Counsel	£1,485	8.9	13,216.50	16,877.33
Tim Fairbairn	Associate (0-1 PQE)	£615	13.00	7,995.00	10,209.53
	Associate (1-2 PQE) <sup>5</sup>	£760	3.50	2,660.00	3,396.79
Charlotte Burgess	Trainee Solicitor (Y2)	£445	14.20	6,319.00	8,069.30
James Fletcher	Trainee Solicitor (Y1)	£395	14.80	5,451.00	6,960.87
<b>Grand Total:</b>			<b>55.80</b>	<b>37,804.50</b>	<b>48,275.95</b>
<b>Blended Rate:</b>		£874.17	£677.50		\$865.16

<sup>5</sup> As of March 1, 2024 T. Fairbairn's relevant hourly billing rate became that of an Associate (1-2 PQE).

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (£)</b>	<b>Total Approximate UDF Fees (\$)</b>
Business Operations (ZA10)	8.10	9,121.00	11,647.42
Employment and Fee Applications (ZC10)	47.70	28,683.50	36,628.53
<b>TOTAL</b>	<b>55.80</b>	<b>37,804.50</b>	<b>48,275.95</b>

**SUMMARY OF TIMEKEEPERS INCLUDED  
IN THE FINAL APPLICATION**

Name	Title	Department	Date of First Admission as a Solicitor in England and Wales	Fees Billed in the Application Period (£)	Hours Billed in the Application Period	Hourly Rate(s) Billed in the Application Period (£)
Ian Johnson	Partner	Financing	2004	53,148.00	34.4	£1,545
Joshua Bauernfreund	Senior Counsel	Financing	2016	66,331.00	44.6	£1,485
Tim Fairbairn	Associate (0-1 PQE)	Financing	2023	57,379.50	93.3	£615
	Associate (1-2 PQE) <sup>6</sup>			2,660.00	3.5	£760
Charlotte Burgess	Trainee Solicitor (Y2)	Financing	N/A	19,758.00	44.4	£445
James Fletcher	Trainee Solicitor (Y1)	Financing	N/A	5,451.00	14.8	£395
Adam Wilkinson-Hill	Trainee Solicitor (Y1)	Financing	N/A	1,382.50	3.5	£395
Isaac Swirsky	Trainee Solicitor (Y1)	Financing	N/A	2,291.00	5.8	£395
Jacob Griffin	Trainee Solicitor (Y1)	Financing	N/A	1,264.00	3.2	£395
<b>TOTALS</b>				<b>209,655.00<sup>7</sup></b>	<b>247.5</b>	

<sup>6</sup> As of March 1, 2024 T. Fairbairn's relevant hourly billing rate became that of an Associate (1-2 PQE).

<sup>7</sup> Slaughter and May is claiming £194,655 to reflect a voluntary reduction of £15,000 in the First Quarterly Period as reflected in the *Fee Examiner's Final Report Regarding First Quarterly Fee Application of Slaughter and May* [Docket No. 1287].

**SUMMARY OF FINAL COMPENSATION BY PROJECT  
CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (£)</b>	<b>Total Approximate UDF Fees (\$)</b>
Asset Disposition	1.1	850.50	1,086.08
Business Operations	130.4	124,734.50	159,284.66
Case Administration	6.9	6,948.50	8,873.16
Employment and Fee Applications	106.4	74,862.00	95,598.00
Plan and Disclosure Statement	2.7	2,269.50	2,898.13
<b>TOTAL</b>	<b>247.50</b>	<b>£209,655.00<sup>8</sup></b>	<b>\$267,740.02</b>

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<sup>8</sup> Slaughter and May is claiming £194,655 to reflect a voluntary reduction of £15,000 in the First Quarterly Period as reflected in the *Fee Examiner's Final Report Regarding First Quarterly Fee Application of Slaughter and May* [Docket No. 1287].

**SUMMARY OF FINAL APPLICATION**

Name of Applicant	Slaughter and May
Name of Client	Debtors and Debtors in Possession
Time period covered by Final Application	October 20, 2023 through March 13, 2024
Total compensation sought during the Final Application Period	£194,655 (approximately \$249,097.98)
Total expenses sought during the Final Application Period	£0
Petition Date	August 7, 2023
Retention Date	October 20, 2023 <sup>9</sup>
Date of order approving employment	December 13, 2023
Total compensation approved by interim order to date	£156,860.50
Total expenses approved by interim order to date	£0
Total allowed compensation paid to date	£137,488.40 (approximately \$175,571.24)
Total allowed expenses paid to date	£0
Blended rate in the Final Application for all fee-earners	£847.09 (approximately \$1,081.73)
Compensation sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	£0
Expenses sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	£0
Number of professionals included in the Final Application	8
If applicable, number of professionals in the Final Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought during the Final Application Period	N/A

<sup>9</sup> Slaughter and May began providing legal advice to the Debtors on October 20, 2023, having sent a draft engagement letter on such date prior to the weekend of October 21-22. The engagement letter was only signed and dated as of October 24, 2023, which was subsequently referenced in court documents as the date of retention. Following clarificatory discussions with the Rucki Fee Review, the Fee Examiner, it is recognised that the retention was, in fact, effective as of October 20, 2023



Number of professionals billing fewer than 15 hours to the case during the Final Application Period	4
Are any rates higher than those approved or disclosed at retention?	No

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

	)	
In re:	)	Chapter 11
Prodigy Investment Holdings, Inc., <sup>10</sup>	)	Case No. 23-11120 (BLS)
Reorganized Debtor.	)	
	)	
	)	
	)	<b>Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: June 12, 2024 at 11:00 a.m. (ET)</b>

**THIRD MONTHLY AND FINAL APPLICATION OF SLAUGHTER AND MAY, AS  
SPECIAL CORPORATE COUNSEL TO THE DEBTORS AND DEBTORS IN  
POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR THE MONTHLY  
PERIOD FROM FEBRUARY 1, 2024 THROUGH MARCH 13, 2024 AND  
FOR THE FINAL PERIOD FROM OCTOBER 20, 2023 THROUGH MARCH 13, 2024**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and in accordance with that certain *Order Authorizing the Retention and Employment of Slaughter and May as Special Corporate Counsel for the Debtors, Effective as of the Petition Date* [D.I. 740] (the “Retention Order”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [D.I. 188] (the “Interim Compensation Order”), the law firm of Slaughter and May hereby applies (this “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as counsel to Proterra Inc and Proterra Operating Company, Inc. (together, the “Debtors”), in the

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<sup>10</sup> 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.

amount of £37,804.50 (approximately \$48,275.95) for the monthly period from February 1, 2024 through and including March 13, 2024 (the “Third Monthly Fee Period”), and in the amount of £194,655.00 (approximately \$249,097.98) for the final period from October 20, 2023 through and including March 13, 2023 (the “Final Fee Period”). In support of this Application, Slaughter and May respectfully represents as follows:

**BACKGROUND**

1. On August 7, 2023 (the “Petition Date”), the Debtors each commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code.
2. Pursuant to the Retention Order, Slaughter and May was employed to represent the Debtors as special corporate counsel in connection with these chapter 11 cases. The Retention Order authorized Slaughter and May to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.
3. All services for which compensation is requested by Slaughter and May were performed for or on behalf of the Debtors.

**SERVICES RENDERED**

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Third Monthly Fee Period reflecting total fees of £37,804.50 (approximately \$48,275.95).
5. The services rendered by Slaughter and May during the Third Monthly Fee Period are grouped into the categories set forth in **Exhibit A**. The lawyers who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

**VALUATION OF SERVICES**

6. Lawyers of Slaughter and May have expended a total of 55 hours and 48 minutes in connection with this matter during the Third Monthly Fee Period.

7. The amount of time spent by each of these persons providing services to the Debtors for the Third Monthly Fee Period is fully set forth in the detail attached hereto as **Exhibit A**. The reasonable value of the services rendered by Slaughter and May for the Third Monthly Fee Period as special corporate counsel for the Debtors in these cases is £37,804.50 (approximately \$48,275.95).

8. Slaughter and May believes that the time entries included in **Exhibit A** attached hereto is in compliance with the requirements of Local Rule 2016-2.

9. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11.

10. This Application covers the Third Monthly Fee Period. Slaughter and May has performed, and will continue to perform, additional necessary services subsequent to the Third Monthly Fee Period, for which Slaughter and May will seek compensation from the Debtors.

**STATEMENT OF APPLICANT**

11. The following statements address the questions set forth under Section C.5 of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “**UST Guidelines**”). In addition, Slaughter and May respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a) During the Application Period, Slaughter and May did not agree to any additional variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b) Slaughter and May did not provide to the Debtors a fee budget for the Application Period.
- c) The professionals included in the Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d) The Third Monthly Fee Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e) The Application Period includes approximately 3 hours and 24 minutes with a value of £1,839.50 (or approximately \$2,349.02) spent by Slaughter and May in connection with preparing fee applications to ensure that the time entries subject to the Third Monthly Fee Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Slaughter and May's preparation of each monthly fee application.
- f) The Third Monthly Fee Application did not include any rate increases since the effective date of the Court's approval of Slaughter and May's retention.

**BLENDED RATE SCHEDULE**

12. A blended rate schedule, as requested by *Appendix B* to the UST Guidelines, is attached hereto as **Exhibit C**.

**REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES**

13. By this Application, Slaughter and May seeks final approval of all fees incurred during the Final Fee Period in the amounts of £194,655.00 (approximately \$249,07.98). During the Final Fee Period, Slaughter and May performed necessary services and incurred out-of-pocket disbursements for the Debtors and their estates. As set forth more fully in prior monthly applications, which are incorporated herein by reference, and this Application, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

**CONCLUSION**

WHEREFORE, Slaughter and May requests that allowance be made to it in the sum of £37,804.50 as compensation for necessary professional services rendered to the Debtors for the Third Monthly Fee Period, and in the sum of £194,655.00 as compensation for necessary professional services rendered to the Debtors for the Final Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: April 29, 2024

/s/ Ian Johnson  
**IAN JOHNSON**

**VERIFICATION**

I, IAN JOHNSON, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

- 1 I am a Partner in the applicant firm, Slaughter and May, and have been admitted to the Roll of Solicitors in England and Wales since 2004.
- 2 I have personally performed many of the legal services rendered by Slaughter and May for the Debtors in connection with their chapter 11 cases, and am familiar with all other work performed on behalf of the lawyers at Slaughter and May.
- 3 The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Dated: April 29, 2024

/s/ Ian Johnson  
**IAN JOHNSON**

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

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In re:	)	
	)	Chapter 11
	)	
Prodigy Investment Holdings, Inc., <sup>1</sup>	)	Case No. 23-11120 (BLS)
	)	
Reorganized Debtor.	)	
	)	
	)	
	)	<b>Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: June 12, 2024 at 11:00 a.m. (ET)</b>

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**NOTICE OF THIRD MONTHLY AND FINAL FEE APPLICATION**

**PLEASE TAKE NOTICE** that the *Third Monthly and Final Application of Slaughter and May, as Special Corporate Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation for the Monthly Period From February 1, 2024 Through March 13, 2024 and for the Final Period from October 20, 2023 Through March 13, 2024* (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks (i) allowance of monthly fees in the amount of £37,804.50 and monthly expenses in the amount of £0.00, and (ii) allowance of final fees in the amount of £194,655.00 and allowance of final expenses in the amount of £0.00.

**PLEASE TAKE FURTHER NOTICE** that objections to the Third Monthly and Final Fee Application, if any, are required to be filed on or before **May 20, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) Prodigy Investments Holdings, Inc., 3350 Virginia St., 2nd Floor, Miami, FL 33133 (the “Reorganized Debtor”); (ii) counsel for the Reorganized Debtor, Sidley Austin LLP, 787 Seventh Ave, New York, NY 10019, Attn: Thomas R. Califano (tom.califano@sidley.com) and Dennis M. Twomey (dtwomey@sidley.com); (iii) Slaughter and May, One Bunhill Row, London, EC1Y 8YY (Attn: Ian Johnson (ian.johnson@slaughterandmay.com) and Tim Fairbairn (tim.fairbairn@slaughterandmay.com)); (iv) (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Paul M. Basta (pbasta@paulweiss.com), Robert A. Britton (rbritton@paulweiss.com), and Michael J. Colarossi (mcolarossi@paulweiss.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Rodney Square, Wilmington, DE 19801 (Attn: Pauline K. Morgan (pmorgan@ycst.com), Andrew L. Magaziner (amagaziner@ycst.com), and Shella Borovinskaya

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<sup>1</sup> 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.



(sborovinskaya@ycst.com)); (v) the Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda J. Casey (linda.casey@usdoj.gov)); (vi) PTRAs Distribution Trust (the “Distribution Trust”), MHR Advisory Group, c/o Province, LLC, 11111 Santa Monica Blvd, Ste. 525, Los Angeles, CA 90025 (Attn: Steven Balasiano (steven@mhradvisory.com)); (vii) counsel for the Distribution Trustee, Lowenstein Sandler LLP (Attn: Jeffrey Cohen (jcohen@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), Jordana Renert (jrenert@lowenstein.com), and Keara Waldron (kwaldron@lowenstein.com)); and (viii) counsel to the First Lien Agent, Holland & Knight, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 Attn: Robert Jones (robert.jones@hkllaw.com) and Brent McIlwain (brent.mcilwain@hkllaw.com).

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE *ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF PROFESSIONALS* [DOCKET NO. 188], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DISTRIBUTION TRUSTEE WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED MONTHLY FEES AND 100% OF THE REQUESTED MONTHLY EXPENSES WITHOUT FURTHER ORDER OF THE COURT.**

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER FINAL APPROVAL OF THE APPLICATION WILL BE HELD ON JUNE 12, 2024 AT 11:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON IN THE 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 IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FUTURE NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: April 29, 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)  
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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*)  
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mcolarossi@paulweiss.com

*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A****ZA10**

<b>Date Worked</b>	<b>Fee-earner Name</b>	<b>Hourly billing rate (GBP)</b>	<b>Hourly billing rate (approximate USD)</b>	<b>Narrative</b>	<b>Task Code</b>	<b>Time Worked (Hours)</b>	<b>Value (GBP)</b>	<b>Value (approximate USD)</b>
01/02/2024	Joshua Bauernfreund	1485	1896.33	Responding to an email from Volta's freight forwarder's solicitors, Muckle LLP and discussing the same with I. Johnson.	ZA10	0.40	594.00	758.53
01/02/2024	Ian Johnson	1545	1972.95	Directing team in relation to email from Volta's freight forwarder and their solicitors, Muckle LLP.	ZA10	0.30	463.50	591.88
01/02/2024	Tim Fairbairn	615	785.36	Attending to emails with counsel for Volta's freight forwarders, Muckle LLP.	ZA10	0.30	184.50	235.60
02/02/2024	Joshua Bauernfreund	1485	1896.33	Preparing for a call with FTI, Volta's administrators, Linklaters (Volta's administrators' counsel), Volta's freight forwarder and Muckle LLP (Volta's freight forwarder's counsel).	ZA10	0.20	297.00	379.27
02/02/2024	Joshua Bauernfreund	1485	1896.33	Attending call with FTI, Volta's administrators, Linklaters (Volta's administrators' counsel), Volta's freight forwarder and Muckle LLP (Volta's freight forwarder's counsel).	ZA10	0.50	742.50	948.16

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
02/02/2024	Ian Johnson	1545	1972.95	Liasing by email with J. Bauernfreund in relation to meeting with Volta's freight forwarder and their solicitors Muckle LLP, Volta's administrators and FTI team.	ZA10	0.30	463.50	591.88
02/02/2024	Tim Fairbairn	615	785.36	Attending call with FTI, Volta's administrators, Linklaters (Volta's administrators' counsel), Volta's freight forwarder and Muckle LLP (Volta's freight forwarder's counsel).	ZA10	0.50	307.50	392.67
06/02/2024	Joshua Bauernfreund	1485	1896.33	Liasing by email with the FTI team regarding meetings with Volta's freight forwarder's solicitors, Muckle LLP.	ZA10	0.10	148.50	189.63
09/02/2024	Joshua Bauernfreund	1485	1896.33	Responding to an email from Volta's freight forwarder's solicitor, Muckle LLP regarding products supplied under the supply agreement.	ZA10	0.10	148.50	189.63
13/02/2024	Tim Fairbairn	615	785.35	Drafting letter responding to Volta's administrators regarding rights under the supply agreement.	ZA10	1.70	1,045.50	1,335.09
14/02/2024	Joshua Bauernfreund	1485	1896.33	Updating a draft letter to Volta's administrators to reflect comments from Paul, Weiss.	ZA10	0.20	297.00	379.27
15/02/2024	Joshua Bauernfreund	1485	1896.33	Considering and responding to email from the Paul, Weiss team regarding the product supply agreement with Volta.	ZA10	0.90	1,336.50	1,706.70
15/02/2024	Joshua Bauernfreund	1485	1896.33	Finalising a letter to Volta's administrators and liaising with T. Fairbairn and the FTI team in relation to the same.	ZA10	1.00	1,485.00	1,896.33

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
15/02/2024	Tim Fairbairn	615	785.35	Liaising by email and discussing with J. Bauernfreund regarding product supply agreement with Volta	ZA10	0.30	184.50	235.60
21/02/2024	Joshua Bauernfreund	1485	1896.33	Responding to an email from the Paul, Weiss team regarding the product supply agreement with Volta.	ZA10	0.10	148.50	189.63
22/02/2024	Joshua Bauernfreund	1485	1896.33	Drafting a letter to Volta's administrators and discussing the same by email with the Paul, Weiss and FTI teams.	ZA10	0.50	742.50	948.16
08/03/2024	Tim Fairbairn	760	970.51	Considering email from Volta's administrators regarding the Volta supply agreement and drafting suggested response.	ZA10	0.70	532.00	679.36
<b>Total</b>						<b>8.10</b>	<b>9,121.00</b>	<b>11,647.42</b>

**ZC10**

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
06/02/2024	Charlotte Burgess	445	568.26	Attending briefing from T. Fairbairn on required actions on Slaughter and May's First and Second Monthly Fee Applications, and Second Interim Fee Application	ZC10	0.20	89.00	113.65
06/02/2024	Charlotte Burgess	445	568.26	Preparing Slaughter and May's Second Monthly Fee Application.	ZC10	1.70	756.50	966.04

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
06/02/2024	Tim Fairbairn	615	785.35	Providing update to I. Johnson by email regarding required actions on Slaughter and May's First and Second Monthly Fee Applications, and Second Interim Fee Application.	ZC10	1.10	676.50	863.88
07/02/2024	Charlotte Burgess	445	568.26	Preparing Slaughter and May's Second Monthly Fee Application.	ZC10	0.20	89.00	113.65
07/02/2024	Charlotte Burgess	445	568.26	Drafting Supplemental Declaration of Ian Johnson in Support of Debtor's Application for an Order Authorizing the Retention and Employment of Slaughter and May as Special Corporate Counsel.	ZC10	1.40	623.00	795.56
07/02/2024	Tim Fairbairn	615	785.35	Reviewing and commenting on Supplemental Declaration of Ian Johnson in Support of Debtor's Application for an Order Authorizing the Retention and Employment of Slaughter and May as Special Corporate Counsel.	ZC10	0.20	123.00	157.07
07/02/2024	Tim Fairbairn	615	785.35	Reviewing January time narratives for input into Slaughter and May's Second Monthly Fee Application.	ZC10	0.60	369.00	471.21
08/02/2024	Charlotte Burgess	445	568.26	Revising Supplemental Declaration of Ian Johnson in Support of Debtor's Application for an Order Authorizing the Retention and Employment of Slaughter and May as Special Corporate Counsel.	ZC10	0.20	89.00	113.65
08/02/2024	Charlotte Burgess	445	568.26	Preparing Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	0.40	178.00	227.30
08/02/2024	Charlotte Burgess	445	568.26	Drafting email to US counsel regarding Supplemental Declaration.	ZC10	0.20	89.00	113.65

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
08/02/2024	Charlotte Burgess	445	568.26	Preparing Slaughter and May's Second Monthly Fee Application.	ZC10	3.60	1,602.00	2,045.74
08/02/2024	Joshua Bauernfreund	1485	1896.33	Reviewing and commenting on Slaughter and May's Second Monthly Fee Application.	ZC10	0.50	742.50	948.16
09/02/2024	Charlotte Burgess	445	568.26	Drafting Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	1.30	578.50	738.74
12/02/2024	Joshua Bauernfreund	1485	1896.33	Discussing Slaughter and May's Second Monthly Fee Application with T. Fairbairn.	ZC10	0.20	297.00	379.27
12/02/2024	Tim Fairbairn	615	785.35	Reviewing and commenting on: (i) Slaughter and May's Second Monthly Fee Application (including discussion with J. Bauernfreund); and (ii) Draft Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	1.90	1,168.50	1,492.16
13/02/2024	Charlotte Burgess	445	568.26	Drafting Slaughter and May's Second Monthly Fee Application.	ZC10	3.00	1,335.00	1,704.78
13/02/2024	Charlotte Burgess	445	568.26	Updating Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	0.20	89.00	113.65
13/02/2024	Joshua Bauernfreund	1485	1896.33	Drafting letter to Volta's administrators regarding Proterra's rights under the product supply agreement.	ZC10	1.30	1,930.50	2,465.23
13/02/2024	Joshua Bauernfreund	1485	1896.33	Reviewing and commenting on Slaughter and May's Second Monthly Fee Application.	ZC10	0.50	742.50	948.16
13/02/2024	Tim Fairbairn	615	785.35	Attending to emails internally regarding disclosure in Slaughter and May's Second Interim Fee Application and finalising Slaughter and May's Draft Second Monthly Fee Application for I. Johnson's review.	ZC10	0.90	553.50	706.81

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
14/02/2024	Joshua Bauernfreund	1485	1896.33	Considering emails from T. Fairbairn in relation to Slaughter and May's Second Monthly Fee Application.	ZC10	0.10	148.50	189.63
15/02/2024	Joshua Bauernfreund	1485	1896.33	Considering emails from T, Fairbairn in relation to Slaughter and May's Second Monthly Fee Application.	ZC10	0.10	148.50	189.63
15/02/2024	Tim Fairbairn	615	785.35	Liaising with Young Conaway Stargatt & Taylor, LLP by email regarding Slaughter and May's Draft Second Fee Monthly Applications.	ZC10	0.80	492.00	628.28
16/02/2024	Joshua Bauernfreund	1485	1896.33	Reviewing comments on Slaughter and May's Second Monthly Fee Application from the Young Conaway Stargatt & Taylor, LLP team.	ZC10	0.10	148.50	189.63
16/02/2024	Tim Fairbairn	615	785.35	Making internal enquiries following query from US Trustee regarding LEDES files.	ZC10	0.30	184.50	235.60
16/02/2024	Tim Fairbairn	615	785.35	Reviewing and revising Slaughter and May's Second Monthly Fee Application and Supplement to Second Interim Fee Application.	ZC10	2.20	1,353.00	1,727.77
19/02/2024	Tim Fairbairn	615	785.35	Conducting further internal enquiries regarding billing records and drafting response to US Trustee regarding LEDES files.	ZC10	0.80	492.00	628.28
20/02/2024	Tim Fairbairn	615	785.35	Revising Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	0.30	184.50	235.60
22/02/2024	Charlotte Burgess	445	568.26	Reviewing Court documents in relation to Proterra's Fee Application, discussing with T. Fairbairn and drafting query email to US counsel regarding time periods for interim fee applications.	ZC10	1.10	489.50	625.09



Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
22/02/2024	Tim Fairbairn	615	785.35	Discussing instructions for updating Supplement to Slaughter and May's Second Interim Fee Application with C. Burgess.	ZC10	0.50	307.50	392.67
23/02/2024	Charlotte Burgess	445	568.26	Updating Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	0.70	311.50	397.78
23/02/2024	Tim Fairbairn	615	785.35	Reviewing C. Burgess's updates to Supplement to Slaughter and May's Second Interim Fee Application and correspondence with Young Conaway Stargatt & Taylor, LLP.	ZC10	0.60	369.00	471.21
06/03/2024	Tim Fairbairn	760	970.51	Reviewing objection timeline for Slaughter and May's Second Monthly Fee Application, and Final Fee Application process in Fifth Amended Plan, and considering timeline; obtaining time recording data for February to be used in preparing Slaughter and May's Fee Application.	ZC10	0.60	456.00	582.31
07/03/2024	Tim Fairbairn	760	970.51	Briefing J. Fletcher on Slaughter and May's Fee Application.	ZC10	0.60	456.00	582.31
07/03/2024	Tim Fairbairn	760	970.51	Sending J. Fletcher follow up email after briefing with materials and summary	ZC10	0.20	152.00	194.10
07/03/2024	Tim Fairbairn	760	970.51	Reviewing February time narratives for input into Slaughter and May's Fee Application.	ZC10	0.70	532.00	679.36
07/03/2024	James Fletcher	395	504.42	Attending briefing from T. Fairbairn Slaughter and May's Fee Application workstream.	ZC10	0.60	237.00	302.65
07/03/2024	James Fletcher	395	504.4	Preparing Slaughter and May's Final Fee Application.	ZC10	2.50	987.50	1,261.03
07/03/2024	James Fletcher	395	504.42	Drafting Slaughter and May's Final Fee Application.	ZC10	1.00	395.00	504.41

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
08/03/2024	Ian Johnson	1545	1972.94	Attending to emails regarding outstanding issues and next steps on Slaughter and May's Final Fee Application.	ZC10	0.80	1,236.00	1,578.36
08/03/2024	Joshua Bauernfreund	1485	1896.33	Discussing fee arrangements with T. Fairbairn and reviewing fee entries for February 2024 for the purposes of Slaughter and May's Fee Application.	ZC10	0.30	445.50	568.90
08/03/2024	Tim Fairbairn	760	970.51	Attending to emails and internal discussion regarding preparations for Slaughter and May's Final Fee Application.	ZC10	0.70	532.00	679.36
08/03/2024	James Fletcher	395	504.42	Attending briefing with T. Fairbairn discussing next steps on Slaughter and May's Fee Application.	ZC10	0.20	79.00	100.88
08/03/2024	James Fletcher	395	504.42	Reviewing email from Young Conaway Stargatt & Taylor, LLP regarding different options for filing fee applications.	ZC10	0.20	79.00	100.88
11/03/2024	James Fletcher	395	504.42	Preparing Slaughter and May's Final Fee Application.	ZC10	2.00	790.00	1,008.82
11/03/2024	Joshua Bauernfreund	1485	1896.33	Reviewing entries for Slaughter and May's Third Monthly and Final Fee Application.	ZC10	0.10	148.50	189.63
11/03/2024	James Fletcher	395	504.42	Reviewing Supplement to Slaughter and May's Second Interim Fee Application. Sending email to J. Bauernfreund with queries on potential amendments.	ZC10	1.20	474.00	605.29
11/03/2024	James Fletcher	395	504.42	Drafting Slaughter and May's Third Monthly and Final Fee Application.	ZC10	2.50	987.50	1,261.03
12/03/2024	Joshua Bauernfreund	1485	1896.33	Reviewing Supplement to Slaughter and May's Second Interim Application.	ZC10	1.50	2,227.50	2,844.49

Date Worked	Fee-earner Name	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Narrative	Task Code	Time Worked (Hours)	Value (GBP)	Value (approximate USD)
12/03/2024	James Fletcher	395	504.42	Addressing comments by J. Bauernfreund on Supplement to Slaughter and May's Second Interim Fee Application.	ZC10	1.00	395.00	504.41
12/03/2024	James Fletcher	395	504.42	Preparing Supplement to Slaughter and May's Second Interim Application. Emailing to I. Johnson for approval.	ZC10	1.10	434.50	554.85
12/03/2024	James Fletcher	395	504.42	Addressing email comments from J. Bauernfreund in relation to Slaughter and May's Third Monthly and Final Fee Application.	ZC10	1.80	316.00	403.53
13/03/2024	Joshua Bauernfreund	1485	1896.33	Reviewing Slaughter and May's Final Fee Application.	ZC10	0.20	297.00	379.27
13/03/2024	James Fletcher	395	504.42	Emailing Young Conaway Stargatt & Taylor, LLP regarding (i) certificate of no objection to Slaughter and May's Second Monthly Fee Application (ii) amendments to Second Interim Fee Application (iii) Slaughter and May's Supplement to Second Interim Fee Application	ZC10	0.30	118.50	151.32
13/03/2024	James Fletcher	395	504.42	Emailing I. Johnson and J. Bauernfreund with Second Interim Fee Application sent by Young Conaway Stargatt & Taylor, LLP for approval.	ZC10	0.10	39.50	50.44
13/03/2024	James Fletcher	395	504.42	Reviewing Second Interim Fee Application sent by Young Conaway Stargatt & Taylor, LLP	ZC10	0.30	118.50	151.32
<b>Total</b>						<b>47.70</b>	<b>28,683.50</b>	<b>36,628.48</b>

**TASK CODE SUMMARY****ZA10 – Business Operations**

Name	Timekeeper Title	Total Hours	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Value (£)	Approximate USD Value (\$)
Ian Johnson	Partner	0.60	1,545	1,972.95	927.00	1,183.77
Joshua Bauernfreund	Senior Counsel	4.00	1,485	1896.33	5,940	7,585.32
Tim Fairbairn	Associate (0-1 PQE)	2.80	615	785.35	1,722.00	2,198.98
	Associate (1-2 PQE)	0.70	760	970.51	532.00	679.36
<b>Total</b>		<b>8.10</b>			<b>9,121.00</b>	<b>11,647.42</b>

**ZC10 – Employment and Fee Applications**

Name	Timekeeper Title	Total Hours	Hourly billing rate (GBP)	Hourly billing rate (approximate USD)	Value (£)	Approximate USD Value (\$)
Ian Johnson	Partner	0.80	1,545	1,972.95	1,236.00	1,578.36
Joshua Bauernfreund	Senior Counsel	4.90	1,485	1,896.33	7,276.5	9,292.014
Tim Fairbairn	Associate (0-1 PQE)	10.20	615	785.35	6,273.00	8,010.56
	Associate (1-2 PQE)	2.80	7,602	970.51	2,128.00	2,717.43
Charlotte Burgess	Trainee Solicitor (Y2)	14.20	445	568.26	6,319.00	8,069.30
James Fletcher	Trainee Solicitor (Y1)	14.80	395	504.42	5,451.00	6,960.87
<b>Total</b>		<b>47.70</b>			<b>28,683.50</b>	<b>36,628.53</b>

**EXHIBIT B**

**BUDGET AND STAFFING PLAN**

[Intentionally omitted]<sup>11</sup>

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<sup>11</sup> Slaughter and May did not provide to the Debtors a fee budget for the Application Period

**EXHIBIT C****CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Slaughter and May's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Slaughter and May's hourly rates for bankruptcy services are comparable to the rates charged by the firm for other complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Slaughter and May's default hourly rates charged for attorneys and paraprofessionals working on complex corporate and litigation matters for the prior calendar year (before any relationship or other agreed discount was applied) were as set forth below.

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate</b>	
	<b>Billed</b> Firm-wide for preceding calendar year (before relationship or other agreed discount) (GBP, including indicative USD equivalent)	<b>Billed</b> This Application (GBP, including indicative USD equivalent)
Partner	£2000 (\$2,553.98)	£1545 (\$1,972.95)
Senior Counsel	£1835 (\$2,343.28)	£1485 (\$1,896.33)
Associate (1-2 PQE)	£945 (\$1,206.76)	£760 (\$970.51)
Associate (0-1 PQE)	£765 (\$976.88)	£615 (\$785.35)
Trainee Solicitor (Y2)	£550 (\$702.34)	£445 (\$568.26)
Trainee Solicitor (Y1)	£485 (\$619.34)	£395 (\$504.42)
<b>Aggregated:</b>	£1,096.67 (\$1400.44)	£874.17 (\$1116.31)