

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

In re:	)	Chapter 11
Prodigy Investments 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>

**SUMMARY SHEET TO THE FINAL FEE APPLICATION OF  
 KURTZMAN CARSON CONSULTANTS LLC, AS ADMINISTRATIVE  
 ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM  
AUGUST 7, 2023 THROUGH AND INCLUDING MARCH 13, 2024**

***General Information***

Name of Applicant:	Kurtzman Carson Consultants LLC
Authorized to Provide Services to:	The Debtors
Petition Date:	August 7, 2023
Date of Retention Order:	September 5, 2023, effective as of August 7, 2023
Type of Application:	Final

***Summary of Fees and Expenses Sought in the Fee Application***

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	August 7, 2023 through March 13, 2024
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$403,019.73
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$0.00
Total Compensation and Expense Reimbursement Request for the Fee Period:	\$403,019.73

<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., 2<sup>nd</sup> Floor, Miami, FL 33133.



**Amounts Previously Requested:**

Type of Application			Approved by Court to Date		
			<i>Date Filed/ Docket No.</i>	<i>Period Covered</i>	
Interim	12/15/2023; 729	8/7/2023 – 10/31/2023	\$319,658.90	\$0.00	\$319,658.90
Interim	3/18/2024; 1214	11/1/2023 – 1/31/2024	\$9,239.56	\$0.00	\$0.00
Monthly	3/25/2024; 1236	2/1/2024 – 2/29/2024	\$56,946.52 (80% of \$71,183.15)	\$0.00	\$0.00

**Amounts Not Previously Requested:<sup>2</sup>**

<i>Period Covered</i>	<i>Fees</i>	<i>Expenses</i>
3/1/2024 – 3/13/2024	\$2,938.12	\$0.00

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<sup>2</sup> Kurtzman Carson Consultants LLC’s invoice for the period from March 1, 2024 through March 13, 2024 is attached hereto as **Exhibit A**

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Contract Review	1,582.1	\$293,069.30
Schedules and Statements of Financial Affairs	134.3	\$26,589.60
Solicitation	360.7	\$83,360.83
<b>Totals</b>	<b>2,077.1</b>	<b>\$403,019.73</b>

**COMPENSATION BY INDIVIDUAL**

Initials	Name	Position	Hours	Rate	Total
ACU	Andrew Cummings	Consultant	63.5	\$ 184.50	\$ 11,715.75
AHN	Andrew Henchen	Senior Consultant	40.0	\$ 189.50	\$ 7,580.00
AMG	Ana Garcia	Consultant	45.0	\$ 186.57	\$ 8,395.48
ASK	Ashley Kuarasingh	Consultant	1.5	\$ 225.66	\$ 338.49
BIF	Bianca Barrera	Consultant	46.3	\$ 187.01	\$ 8,658.57
CJC	Caitlin Corrie	Consultant	5.3	\$ 171.82	\$ 910.61
DIM	Diana Mauricio	Consultant	71.4	\$ 189.11	\$ 13,502.58
DPM	Dan McSwigan	Solicitation Consultant	57.3	\$ 196.00	\$ 11,230.80
EOS	Enrique Osorio	Consultant	124.0	\$ 184.50	\$ 22,878.00
GHA	Gerardo Huerta	Consultant	35.3	\$ 184.50	\$ 6,512.85
HBU	Hannah Bussey	Consultant	4.2	\$ 223.24	\$ 937.60
HEF	Heather Fellows	Consultant	2.4	\$ 225.66	\$ 541.61
IPA	Isabel Padilla	Consultant	43.2	\$ 189.97	\$ 8,206.71
JCN	Jacqueline Conklin	Solicitation Consultant	10.3	\$ 196.00	\$ 2,018.80
JDG	Jennifer Grageda	Senior Consultant	4.1	\$ 229.29	\$ 940.12
JEE	James Lee	Securities Consultant	78.0	\$ 239.29	\$ 18,664.80
JNG	Jennifer Ngo	Securities Consultant	41.6	\$ 237.35	\$ 9,873.60
JPS	Joseph Stern	Consultant	29.1	\$ 184.50	\$ 5,368.95
JQZ	Jasmin Marquez	Consultant	110.0	\$ 184.50	\$ 20,295.00
JUY	Justin Uy	Consultant	5.4	\$ 171.82	\$ 927.81
KVR	Kevin Martin	Securities Consultant	45.9	\$ 240.85	\$ 11,055.00
LRA	Luis Rios	Consultant	103.2	\$ 185.40	\$ 19,133.38
LYP	Lydia Do	Solicitation Consultant	1.0	\$ 215.60	\$ 215.60
MCL	Mikayla Cleary	Consultant	12.9	\$ 198.01	\$ 2,554.38
MWC	Matthew Canty	Consultant	34.5	\$ 195.84	\$ 6,756.53
OCU	Odalys Cutz	Consultant	162.8	\$ 184.50	\$ 30,036.60
PAL	Patrick Leathem	Solicitation Consultant	72.7	\$ 228.64	\$ 16,622.46
PJM	Patrick Morrow	Solicitation Consultant	61.8	\$ 220.58	\$ 13,631.80
ROZ	Rigoberto Lopez	Consultant	58.3	\$ 184.50	\$ 10,756.35
SBU	Sandra Butler	Consultant	89.4	\$ 184.50	\$ 16,494.30
SMN	Sidney McClean	Clerk	0.9	\$ 58.08	\$ 52.27
STP	Stephanie Paul	Consultant	0.2	\$ 147.62	\$ 29.52
SUS	Sumesh Srivastava	Senior Consultant	164.8	\$ 193.70	\$ 31,921.91
SZA	Sonia Zapien	Consultant	57.5	\$ 186.32	\$ 10,713.34
TFL	Teresa Flores	Consultant	1.3	\$ 147.62	\$ 191.90
THI	Thalia Rojas	Consultant	30.1	\$ 184.50	\$ 5,553.45
TPE	Thomas Peterson	Consultant	37.9	\$ 187.36	\$ 7,101.03
VRQ	Vanessa Triana	Senior Managing Consultant	13.8	\$ 195.51	\$ 2,697.98
WDC	Wanda Cooper	Consultant	115.9	\$ 184.50	\$ 21,383.55
WRG	William Gruber	Solicitation Consultant	49.8	\$ 200.00	\$ 9,960.00
WRI	Werner Rivera	Consultant	144.5	\$ 184.50	\$ 26,660.25
	<b>TOTALS</b>		<b>2,077.1</b>		<b>\$403,019.73</b>

<b>Total Incurred:</b>	\$319,658.90
<b>Blended Rate:</b>	\$194.03

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

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

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**FINAL FEE APPLICATION OF KURTZMAN CARSON CONSULTANTS LLC, AS  
ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM  
AUGUST 7, 2023 THROUGH AND INCLUDING MARCH 13, 2024**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order (I) Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Professionals, and (II) Granting Related Relief* dated September 5, 2023 [Docket No. 188] (the “Interim Compensation Order”), Kurtzman Carson Consultants LLC (“KCC”), administrative advisor for Proterra Inc. and Proterra Operating Company, Inc. (together, the “Debtors”), hereby submits its final fee application (this “Fee Application”) for allowance of compensation and authorization of payment for professional services provided in the amount of \$403,019.73 for the period from August 7, 2023 through and including March 13, 2024 (the “Fee Period”). In support of this Fee Application, KCC represents as follows:

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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., 2<sup>nd</sup> Floor, Miami, FL 33133.

## **JURISDICTION**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 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 matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and KCC confirms its consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Fee Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rules 2016-1 and 2016-2.

## **BACKGROUND**

4. On August 7, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. On the Petition Date, the Debtors filed an application to employ KCC as its claims and noticing agent (in such capacity, the “Claims and Noticing Agent”) pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f) [Docket No. 11] (the “Section 156(c) Application”), which was approved by the Court on August 10, 2023 [Docket No. 61] (the “Section 156(c) Order”).

6. Given that the administration of these chapter 11 cases would require KCC to perform duties outside the scope of 28 U.S.C. § 156(c), the Debtors supplemented the Section 156(c) Application with an application to retain KCC to perform certain services as the Debtors’ administrative advisor in these chapter 11 cases (in such capacity, the “Administrative Advisor”). Accordingly, on August 17, 2023 the Debtors filed the *Debtors’ Application for an Order*

*Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Administrative Advisor to the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 96]. On September 5, 2023, the Court entered the *Order Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Administrative Advisor to the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 174] (the “Retention Order”). The Retention Order authorized the Debtors to compensate KCC in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

7. The Retention Order authorizes KCC to provide the following services:
  - (a) assisting with, among other things, the preparation of the Debtors’ schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs;
  - (b) generating, providing and assisting with claims objections, exhibits, claims reconciliation and related matters;
  - (c) assisting with, if necessary, among other things, solicitation, balloting, tabulation, and calculation of votes, as well as preparing any appropriate reports required in furtherance of confirmation of any chapter 11 plan in these chapter 11 cases;
  - (d) generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results for any chapter 11 plan(s) in these chapter 11 cases;
  - (e) providing such other claims processing, noticing, solicitation, balloting and administrative services, but not included in the Section 156(c) Application, as may be requested by the Debtors from time to time.

8. The amounts sought in this Application do not include any fees that may be payable by the Debtors for services provided by KCC under the Section 156(c) Order. Procedures for the payment of such fees and disbursements are separately addressed in the Section 156(c) Order. Additionally, no fees and disbursements for services provided to the Debtors under the Retention

Order are or will be sought to be paid under the Section 156(c) Order.

9. All services for which compensation is requested by KCC were performed on behalf of the Debtors.

10. On March 6, 2024, the Court entered those certain *Findings of Fact, Conclusions of Law, and Order Confirming the Fifth Amended Joint Chapter 11 Plan of Reorganization of Proterra Inc and its Debtor Affiliate* [Docket No. 1180] (the “Confirmation Order”), which, among other things, sets forth the procedures for compensation and reimbursement for retained professionals in the Chapter 11 Cases. Pursuant to the Confirmation Order, the deadline to file final requests for payment of professional compensation is April 29, 2024. See Confirmation Ord. ¶ 128.

#### **SUMMARY AND VALUATION OF SERVICES**

11. The amount of time spent by each employee providing services to the Debtors for the fee period from March 1, 2024 through March 13, 2024 is detailed in line item listings of time entries and descriptive detail set forth herein and in the invoices attached hereto as **Exhibit A**. These are KCC’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by KCC for the Fee Period as Administrative Advisor to the Debtors in these chapter 11 cases is \$403,019.73. KCC is not seeking reimbursement for any expenses in this Application.

12. During the Fee Period, KCC’s professionals spent 1,582.1 hours assisting the Debtors and their professionals with contract review. This included reviewing more than 8,000 files for the purpose of extracting contract and noticing information for inclusion in Schedule G of the Debtors’ Schedules of Assets and Liabilities.

13. In addition, KCC’s professionals spent 134.3 hours assisting the Debtors and their



professionals with the preparation of the Schedules of Assets and Liabilities and Statements of Financial Affairs (together, the “Schedules and Statements”). This included frequent communication with the Debtors and their professionals regarding data, timelines, preparation status, and updates. Additionally, KCC gathered, organized, and tracked the Schedules and Statement data and performed quality assurance related thereto.

14. KCC’s professionals spent 360.7 hours assisting the Debtors and their professionals with the Debtors’ solicitation. This included reviewing solicitation documentation, preparing the voting amount spreadsheet, and reviewing ballot and opt-in forms and procedures. KCC professionals reviewed and processed ballots and opt-in forms and performed quality assurance related thereto. Additionally KCC professionals responded to inquiries regarding the solicitation process, drafted ballot reports, drafted the voting declaration, and prepared for and attended the confirmation hearing. KCC also frequently communicated with the Debtors, their professionals, and third parties regarding the solicitation.

15. KCC believes that the time entries included in Exhibit A are in compliance with the requirements of Local Rule 2016-2.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, KCC submits that the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of 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**, KCC respectfully requests that the Court enter an Order: (i) granting the Fee Application and allowing compensation in the amount of \$403,019.73 for professional services; (ii) directing payment by the Debtors of any amounts outstanding; and (iii) granting such

other and further relief as the Court deems just and proper.

Dated: April 29, 2024  
El Segundo, California

/s/ Sarah Harbuck

**KURTZMAN CARSON CONSULTANTS LLC**

Sarah Harbuck

Drake D. Foster

222 N. Pacific Coast Highway, 3<sup>rd</sup> Floor

El Segundo, California 90245

Tel: 310.751.1539

*Administrative Advisor to the Debtors*

**CERTIFICATION**

I, Sarah Harbuck, pursuant to 28 U.S.C. § 1746, state as follows:

- a) I am the Assistant General Counsel of the applicant firm, Kurtzman Carson Consultants LLC.
- b) I am familiar with the work performed by Kurtzman Carson Consultants LLC on behalf of the Debtors.
- c) I have reviewed the foregoing Fee Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Fee Application substantially complies with such order.

I certify, under penalty of perjury, that the foregoing statements are true to the best of my knowledge, information, and belief.

Dated: April 29, 2024  
El Segundo, California

/s/ Sarah Harbuck

Sarah Harbuck

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

	)	
In re:	)	Chapter 11
	)	
Prodigy Investments 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>

**NOTICE OF APPLICATION**

The *Final Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for the Period From August 7, 2023 Through and Including March 13, 2024* (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$2,938.12 and final expenses in the amount of \$0.00. The Application seeks the allowance of final fees in the amount of \$403,019.73 and final expenses in the amount of \$0.00.

Objections to the 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 Court, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the 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) (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 (sborovinskaya@ycst.com)); (iv) 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)); (v) PTR A 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)); (vi) counsel for the Distribution Trust, 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 (vii) counsel to the First Lien Agent, Holland & Knight, One

<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.

Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 Attn: Robert Jones (robert.jones@hklaw.com) and Brent McIlwain (brent.mcilwain@hklaw.com).

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE *ORDER (I) AUTHORIZING AND ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS* [Docket No. 188], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.**

**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. (PREVAILING EASTERN TIME) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, SIXTH FLOOR, COURTROOM 1, WILMINGTON, DELAWARE 19801. IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

*[Remainder of page intentionally left blank]*

Dated: April 29, 2024  
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

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 A**



April 16, 2024

Proterra Inc.  
Jeff Mitchell  
500 Pennsylvania Ave  
P.O. Box 2205  
Greer SC 29652

Re: Proterra Inc.  
USBC Case No. 23-11120

Dear Jeff Mitchell:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period March 1, 2024 to March 31, 2024 in the amount of \$2,938.12 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 751-1803 or [egershbein@kccllc.com](mailto:egershbein@kccllc.com).

Sincerely,  
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "Evan Gershbein".

Evan Gershbein  
EVP Restructuring

Enclosures





April 16, 2024

Copy Parties

Eric J. Monzo  
Morris James LLP  
500 Delaware Ave Ste 1500  
Wilmington DE 19801

Eric S. Chafetz  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York NY 10020

Jeffrey Cohen  
Lowenstein Sandler LLP  
One Lowenstein Drive  
Roseland NJ 07068

Brya Keilson  
Morris James  
500 Delaware Ave, Suite 1500  
Wilmington DE 19801

Michael J. Colarossi  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas1001  
New York NY 10019

Andrew Magaziner  
Young, Conaway, Stargatt & Taylor, LLP  
Rodney Square, 1000 North King Street  
Wilmington DE 19801

Linda Casey  
Office of the United States Trustee Delaware  
844 King St Ste 2207  
Lockbox 35  
Wilmington DE 19801-0035

Jordana Renert  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York NY 10020



April 16, 2024

Copy Parties

Keara Waldron  
Morris James LLP  
500 Delaware Avenue, Suite 1500  
Wilmington DE 19801

## Kurtzman Carson Consultants LLC

Account Number	71010FA	Invoice Date	April 16, 2024
Invoice Number	US_KCC2707547	Due Date	Due upon receipt

### Proterra Inc. Summary

<u>Description</u>	<u>Amount</u>
<b><u>Hourly Fees</u></b>	
Hourly Fees Charged	\$2,938.12
<b>Total of Hourly Fees</b>	<b>\$2,938.12</b>
<b><u>Expenses</u></b>	
Expenses	\$0.00
<b>Total Expenses</b>	<b>\$0.00</b>
<b>Invoice Subtotal</b>	<b>\$2,938.12</b>
Sales and Use Tax	0.00
<b>Total Invoice</b>	<b>\$2,938.12</b>

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Please detach and return this portion of the statement with your check to KCC.  
Please reference your Account Number and Invoice Number on your Remittance.  
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Account Number            71010FA  
 Invoice Number            US\_KCC2707547  
 Total Amount Due        \$2,938.12

**Check Payments to:**  
 KCC Global Administration - Restructuring  
 Department 2211  
 PO Box 4110  
 Woburn, MA 01888-4110

**Wire Payments to:**  
 KCC Global Administration - Restructuring  
 Grasshopper Bank, N.A.  
 261 5th Avenue Suite 610  
 New York, NY 10016  
 Account # 02329451396  
 FED ABA # 026015024

Amount Paid            \$

**Kurtzman Carson Consultants LLC**

03/01/2024 - 03/31/2024

**Total Hourly Fees by Employee**

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JEE	James Lee	SEC	3.80	\$242.00	\$919.60
JNG	Jennifer Ngo	SEC	0.70	\$242.00	\$169.40
JUY	Justin Uy	CON	0.10	\$171.82	\$17.18
KVR	Kevin Martin	SEC	1.30	\$242.00	\$314.60
PAL	Patrick Leathem	SOL	1.50	\$237.16	\$355.74
PJM	Patrick Morrow	SOL	4.80	\$242.00	\$1,161.60
			<b>Total</b>		<b>\$2,938.12</b>

**Kurtzman Carson Consultants LLC**

03/01/2024 - 03/31/2024

***Time Detail***

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
3/1/2024	PJM	Prepare updates to voting declaration exhibits per recent filings (1.6); and review ballot summary details for upcoming filing (0.7)	SOL	Solicitation	2.30
3/1/2024	PJM	Prepare updates to voting declaration and draft exhibits per feedback from Z Singer at Paul Weiss	SOL	Solicitation	1.20
3/1/2024	JEE	Update exhibits to voting declaration	SEC	Solicitation	1.90
3/1/2024	JEE	Process late received opt in elections	SEC	Solicitation	0.50
3/1/2024	JUY	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.10
3/1/2024	KVR	Call w/ L Polonsky re: additional beneficial holder opt-in elections to include in voting declaration	SEC	Solicitation	0.50
3/1/2024	KVR	Review of Opt-In election exhibits for upcoming voting declaration filing	SEC	Solicitation	0.80
3/1/2024	JNG	Process opt-in third party release forms	SEC	Solicitation	0.70
<b>Total for 3/1/2024</b>					<b>8.00</b>
3/4/2024	PAL	Prepare for Confirmation Hearing, including running ballot reports and reviewing recent correspondence with KCC Team and Paul Weiss	SOL	Solicitation	1.50
<b>Total for 3/4/2024</b>					<b>1.50</b>
3/5/2024	PJM	Prepare materials for upcoming confirmation hearing (0.8); attend confirmation hearing telephonically (0.5)	SOL	Solicitation	1.30
3/5/2024	JEE	Prepare for confirmation hearing and possible cross examination	SEC	Solicitation	0.40
3/5/2024	JEE	Attend confirmation hearing	SEC	Solicitation	1.00
<b>Total for 3/5/2024</b>					<b>2.70</b>
<b>Total Hours</b>					<b>12.20</b>

# **Kurtzman Carson Consultants LLC**

03/01/2024 - 03/31/2024

## **Expenses**

Description

Units

Rate

Amount

**Total Expenses**