

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Objection Deadline: June 20, 2024 at 4:00 p.m. (ET)

**THE DISTRIBUTION TRUSTEE’S FIRST OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED CLAIMS,
(II) DUPLICATE CLAIMS, (III) LATE FILED CLAIMS,
AND (IV) INSUFFICIENT DOCUMENTATION CLAIMS**

THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS SHOULD CAREFULLY REVIEW THIS OBJECTION AND THE SCHEDULES ATTACHED TO THIS OBJECTION TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIMS. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULES 1 THROUGH 4 TO EXHIBIT A ATTACHED HERETO. CLAIMANTS SHOULD NOTE THAT CLAIMS MAY BE LISTED ON MULTIPLE SCHEDULES AND BE OBJECTED TO ON MULTIPLE GROUNDS.

Steven Balasiano, in his capacity as the distribution trustee (the “Distribution Trustee”) of the PTRA Distribution Trust (the “Distribution Trust”) established in the above-captioned chapter 11 case (the “Chapter 11 Case”) of the reorganized debtor (“Prodigy” or the “Reorganized Debtor”), by and through its undersigned counsel, hereby files this omnibus objection (the “Objection”), for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), disallowing and expunging certain proofs of claim filed by claimants (the “Claimants”) set forth on Schedule 1 (the “Amended Claims”), Schedule 2 (the “Duplicate Claims”), Schedule 3 (the “Late Filed Claims”), and Schedule 4 (the “Insufficient Document

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.



Claims,” and together with the Amended Claims, the Duplicate Claims, the Late Filed Claims, and the Insufficient Document Claims, the “Disputed Claims”) to the Proposed Order.

In support of this Objection, the Distribution Trustee submits the *Declaration of Steven Balasiano in Support of the Distribution Trustee’s First Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II) Duplicate Claims, (III) Late Filed Claims, and (IV) Insufficient Documentation Claims* (the “Balasiano Declaration”), attached hereto as **Exhibit B**, and respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Objection 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 as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to rule 9013-(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Distribution Trustee consents to the entry of a final order by this Court in connection with this Objection 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. Venue of the Chapter 11 Case and this Objection in this Court is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1.

BACKGROUND²

I. THE CHAPTER 11 CASE

3. On August 7, 2023, Proterra Inc (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (together with Proterra, the “Debtors”) filed voluntary petitions for relief in the United States Bankruptcy Court for the District of Delaware (the “Court”), commencing the Chapter 11 Cases. Additional details regarding the Debtors and the facts and circumstances supporting the relief requested herein are set forth in the *Declaration of Gareth T. Joyce in Support of First Day Relief* [D.I. 16].

4. On October 6, 2023, the Debtors filed their schedules of assets and liabilities and statements of affairs [D.I. 336–339] and on January 9, 2024, the Debtors filed their amended schedules of assets [D.I. 839] (collectively, the “Schedules”).

5. On November 29, 2023, the Court entered the *Order (A) Authorizing and Approving the Debtors’ Entry into the Asset Purchase Agreement, (B) Authorizing the Sale of the Debtors’ Powered Assets Free and Clear of all Liens, Claims, Interests, and Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [D.I. 664] (the “Powered Sale Order”). The sale transaction subject to the Powered Sale Order closed on February 1, 2024. *See Notice of Proterra Powered Sale Closing* [D.I. 968].

6. On January 9, 2024, the Court entered the *Order (A) Authorizing and Approving the Debtors’ Entry into the Asset Purchase Agreements, (B) Authorizing the Sale of the Debtors’ Transit and Battery Lease Assets Free and Clear of all Liens, Claims, Interests, and Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Executory*

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan (as defined herein).

Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 833] (the “Transit and Battery Leases Sale Order”). The sale of the Transit Assets (as defined in the Sale Closing Notice, defined herein) subject to the Transit and Battery Leases Sale Order closed on January 11, 2024. See *Notice of Proterra Battery Lease Sale Closing* [D.I. 1010] (the “Sale Closing Notice”); see also *Notice of (I) Proterra Transit Sale Closing and (II) Third Amendment to Battery Lease Asset Purchase Agreement by and Among the Debtors and Phoenix Motor, Inc.* [D.I. 879]. The sale of the Battery Assets (as defined in the Sale Closing Notice) subject to the Battery Leases APA (defined below) closed on February 7, 2024. See *Sale Closing Notice*; see also *Notice of Filing of Second Amendment to (I) Battery Lease Asset Purchase Agreement and (II) Transit Asset Purchase Agreement, Each by and Among the Debtors and Phoenix Motor, Inc. and Rescheduling Sale Hearing with Respect to Proterra Transit* [D.I. 743] (the “Battery Leases APA”).

7. On March 1, 2024, the Debtors filed the *Fifth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [D.I. 1154] (the “Plan”).

8. On March 6, 2024, the Court entered the *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* [D.I. 1180] (the “Confirmation Order”), confirming the Plan and all supplements thereto, including the Distribution Trust Agreement (the “DTA”).

9. The Plan went effective on March 13, 2024 (the “Effective Date”). See *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims* [D.I. 1208] (the “Notice of Effective Date”).

10. On March 22, 2024, the Court entered the *Order (I) Amending Case Caption to Reflect Change of Debtors' Names, (II) Closing Proterra Operating Company, Inc's Chapter 11 Case; and (III) Granting Related Relief* [D.I. 1233] (the “Case Closing Order”) authorizing the

Debtors and Distribution Trust to amend the case caption used in the Chapter 11 Cases to reflect the changes of their respective legal names. As such, the Proterra Operating Company, Inc., Case No. 23-11121 (BLS), was closed while the lead case, Proterra Inc, Case No. 23-11120 (BLS), remained open. Furthermore, the caption was amended to reflect the new name of the Reorganized Debtor in the remaining Chapter 11 Case, Prodigy Investments Holdings, Inc.³

11. Pursuant to the Plan, as of the Effective Date, the Distribution Trust was established, for among other reasons, to provide for distributions to the Distribution Trust's Beneficiaries. See Plan, Art. IV. The Plan and the DTA authorize the Distribution Trustee to pursue objections to, and estimation and settlements of, all Disputed Claims. See Plan, Art. IV.C.7.

II. THE CLAIMS RESOLUTION PROCESS

12. On September 5, 2023, the Court entered the *Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [D.I. 187] (the "Bar Date Order"), setting forth certain dates by which parties holding prepetition claims against the Debtors were required to file proofs of claim.

13. On or around October 11, 2023, Kurtzman Carson Consultants LLC ("KCC"), the Debtors' claims and noticing agent, mailed the Bar Date Order and proof of claim form to all of the Debtors' creditors and other known parties in interest as of the Petition Date (the "Bar Date Notice"). See Certificates of Service [D.I. 467, 1058].

14. The Bar Date Order established November 13, 2023, 4:00 p.m. (prevailing ET) as the deadline for all entities (except for governmental units and holders of administrative claims) holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition

³ For the avoidance of doubt, references to the Debtors and the Chapters 11 Cases pertain to the time period before the entry of the Case Closing Order, while references to the Reorganized Debtor and the Chapter 11 Case pertain to the period after the Effective Date and entry of the Case Closing Order, as applicable.

Date to file proofs of claim (the “General Bar Date”). *See* Bar Date Order. The deadline for governmental units to file proofs of claim against the Debtors was February 3, 2024 at 4:00 p.m. (ET) (the “Governmental Bar Date”) and the deadline for holders of administrative claims to file proofs of claim against the Debtors was April 12, 2024 (the “Administrative Bar Date,” and together with the General Bar Date and Governmental Bar Date, the “Bar Dates” and each as applicable, the “Applicable Bar Date”). *See* Notice of Effective Date.

III. THE DISPUTED CLAIMS

A. Proofs of Claim and Claims Reconciliation

15. The Debtors’ register of claims (the “Claims Register”), as maintained by KCC, includes more than 1400 proofs of claim that were filed against the Debtors.

16. In the ordinary course of business, the Debtors maintained books and records (the “Books and Records”) that reflect, among other things, the nature and amount of the liabilities the Debtors owed to their creditors. The Reorganized Debtor and their professionals began, and the Distribution Trustee and his professionals have continued, reviewing, comparing, and reconciling the proofs of claim (including any supporting documentation) with the Schedules, the Claims Register, and the Books and Records. The claims reconciliation process includes identifying particular categories of claims that may be subject to objection. While this review, analysis, and reconciliation is ongoing, the Distribution Trustee has determined that certain claims should be disallowed and expunged for one or more reasons. Accordingly, the Distribution Trustee files this Objection seeking the relief requested below.

B. The Amended and Superseded Claims

17. The Amended Claims set forth on Schedule 1 to the Proposed Order were amended by another claim subsequently filed by the same creditor against the one of the Debtors. Each

Amended Claim to be disallowed is identified on Schedule 1 under the column heading “Amended Claim to be Disallowed.” The claim that has been determined to amend and supersede the Amended Claim is identified on Schedule 1 under the column titled “Remaining Claim” (each a “Remaining Amended Claim” and collectively, the “Remaining Amended Claims”).

18. The Distribution Trustee believes that each Claimant holding an Amended Claim will not be prejudiced by the disallowance and expungement of such Amended Claim because the Remaining Amended Claim will remain on the Claims Register after the corresponding Amended Claim is disallowed and expunged, without prejudice to the Distribution Trustee’s right to object to the Remaining Amended Claims at a later date and on other grounds, if appropriate.

C. The Duplicate Claims

19. The Duplicate Claims set forth on Schedule 2 to the Proposed Order are duplicative of at least one other claim filed by (or on behalf of) the same Claimant relating to the same liability or liabilities against the Debtors. For each Duplicate Claim, the Distribution Trustee has identified in Schedule 2, a corresponding remaining claim in the column entitled “Remaining Claim” (each a “Remaining Duplicate Claim,” collectively, the “Remaining Duplicate Claims” and together with the Remaining Amended Claims, the “Remaining Claims”) that will remain on the Claims Register.

20. The Distribution Trustee believes that each Claimant holding a Duplicate Claim will not be prejudiced by the disallowance and the expungement of such claim because the Remaining Duplicate Claim will remain on the Claims Register after the corresponding Duplicate Claim is disallowed and expunged, without prejudice to the Distribution Trustee’s right to object to the Remaining Duplicate Claims at a later date and on other grounds, if appropriate.

D. The Late Filed Claims

21. The Late filed Claims set forth on Schedule 3 to the Proposed Order were filed after the Applicable Bar Date passed and should therefore be expunged.

E. The Insufficient Documentation Claims

22. The Insufficient Documentation Claims set forth on Schedule 4 to the Proposed Order lack sufficient information or documentation to constitute *prima facie* evidence of the validity of such claims and are not supported by, or consistent with, the Books and Records. Therefore, the Insufficient Documentation Claims should be expunged.

RELIEF REQUESTED

23. By this Objection, the Distribution Trustee respectfully requests entry of the Proposed Order disallowing and expunging the Disputed Claims, as applicable.

BASIS FOR RELIEF

24. Section 502(a) of the Bankruptcy Code provides, in pertinent part, that a “claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a).

25. Section 502(b)(1) of the Bankruptcy Code provides that a claim may not be allowed to the extent that it “is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b). While a properly filed claim is *prima facie* evidence of the claim’s allowed amount, when an objecting party rebuts a claim’s *prima facie* validity, the Claimant bears the burden of proving the claim’s validity by a preponderance of evidence. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173–74 (3d Cir. 1992) (“The burden of persuasion is always on the claimant.”); *see also* 11 U.S.C. § 501; Fed. R. Bankr. P. 3001(f).

A. The Amended and Superseded Claims

26. The Distribution Trustee objects to each of the proofs of claim listed on Schedule 1 to the Proposed Order as being amended and superseded by another filed proof of claim against one or more of the Debtors. The Distribution Trustee has reviewed the Amended Claims and has determined that the proofs of claim listed under the column entitled “Amended Claim to be Disallowed” have been amended and superseded by the claims listed under the column title “Remaining Claim.” If the Amended Claims are not formally disallowed and expunged, then certain Claimants may receive a double recovery to the detriment of other creditors in the Chapter 11 Case, on the other hand, each holder of an Amended Claim is not prejudiced because the Remaining Amended Claim is preserved so that the Claimant will receive a single recovery on account of its claim, consistent with all other unsecured creditors. Moreover, the disallowance of the Amended Claims will also result in a more streamlined and accurate Claims Register.

27. This Objection does not affect the Remaining Amended Claims listed on Schedule 1 to the Proposed Order under the column “Remaining Claim.” In addition, the rights of the Distribution Trustee and the Reorganized Debtor to: (i) file subsequent objections to any claims listed on Schedule 1 on any ground, substantive or non-substantive (as permitted by the Court); (ii) amend, modify, or supplement the Objection, including, without limitation, filing objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and/or (iv) settle any claim for less than the asserted amount, are expressly preserved. Additionally, should one or more of the grounds for an objection included in the Objection be overruled, the Distribution Trustee’s and Reorganized Debtor’s rights to object to the Remaining Amended Claims on any other grounds are preserved.

28. In addition, to the extent the Amended Claims contain attachments that were not included with the Remaining Amended Claims, the Distribution Trustee does not object to the Claimants relying on any such attachments to prove the validity, amount, or priority of the Remaining Amended Claims. The Distribution Trustee requests that any such attachments be deemed to be attached to the Remaining Amended Claims.

29. Accordingly, the Distribution Trustee seeks entry of the Proposed Order disallowing and expunging the Amended Claims in their entirety.

B. The Duplicate Claims

30. The Distribution Trustee objects to each of the proofs of claim listed on Schedule 2 to the Proposed Order that are duplicative of at least one other proof of claim. The Distribution Trustee has reviewed the Duplicate Claims and determined that the claims listed under the column entitled “Duplicate Claim to be Disallowed” are duplicative of the claims listed under the column entitled “Remaining Claim.” If the Duplicate Claims are not formally disallowed and expunged, those Claimants may receive a double recovery to the detriment of other creditors in the Chapter 11 Case, on the other hand, each holder of an Amended Claim is not prejudiced because the Remaining Duplicate Claim is preserved so that the Claimant will receive a single recovery on account of its claim, consistent with all other unsecured creditors. Moreover, the disallowance of the Duplicate Claims will also result in a more streamlined and accurate Claims Register.

31. This Objection does not affect the Remaining Duplicate Claims listed on Schedule 2 to the Proposed Order under the column “Remaining Claim.” In addition, the rights of the Distribution Trustee and the Reorganized Debtor to: (i) file subsequent objections to any claims listed on Schedule 2 on any ground, substantive or non-substantive (as permitted by the Court); (ii) amend, modify, or supplement the Objection, including, without limitation, filing

objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and/or (iv) settle any claim for less than the asserted amount, are expressly preserved. Additionally, should one or more of the grounds for an objection stated in the Objection be overruled, the Distribution Trustee's and Reorganized Debtor's rights to object to the Remaining Duplicate Claims on any other grounds are preserved.

32. In addition, to the extent the Duplicate Claims contain attachments that were not included with the Remaining Duplicate Claims, the Distribution Trustee does not object to the Claimants relying on any such attachments to prove the validity, amount, or priority of the Remaining Duplicate Claims. The Distribution Trustee requests that any such attachments be deemed to be attached to the Remaining Duplicate Claims. *See In re Fred's Inc., et al.*, Case No. 19-11984 (CTG) (Bankr. D. Del.) [D.I. 1968] (sustaining the liquidating trustee's omnibus objection to duplicate claims containing attachments that were not included in the remaining duplicate claims); *Maines Paper & Food Service, Inc. et al.*, Case No. 20-11502 (KBO) (Bankr. D. Del.) [D.I. 375] (same); *In re: Vitamin OldCo Holdings, Inc., (f/k/a GNC Holdings, Inc.), et al.*, Case 20-11662 (KBO) (Bankr. D. Del.) [D.I. 2075] (same).

33. Accordingly, the Distribution Trustee entry of the Proposed Order disallowing and expunging the Duplicate Claims in their entirety.

C. The Late Filed Claims

34. The Bar Date Order established clear and unambiguous deadlines for filing proofs of claim against the Debtors in the Chapter 11 Cases. With certain limited exceptions (which do not apply to any of the proofs of claims identified on Schedule 3 of the Proposed Order), proofs of claim were required to be filed to be received by KCC on or before the Applicable Bar Date. The

Bar Date Notice served on all persons and entities listed on the Debtors' respective matrices of creditors provided that:

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A TIMELY PROOF OF CLAIM IN THE FORM AND MANNER SPECIFIED BY THE BAR DATE ORDER AND WHO FAILS TO DO SO ON OR BEFORE THE APPLICABLE BAR DATE: (A) SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR ESTATES, OR PROPERTY OF THE DEBTORS, OR THEREAFTER FILING A PROOF OF CLAIM WITH RESPECT THERETO IN THE CHAPTER 11 CASES; (B) SHALL NOT, WITH RESPECT TO SUCH CLAIM, BE TREATED AS A CREDITOR OF THE DEBTORS FOR THE PURPOSES OF VOTING UPON ANY PLAN OF REORGANIZATION OR LIQUIDATION IN THESE PROCEEDINGS; AND (C) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE DEBTORS OR THEIR SUCCESSORS OR ASSIGNS WITH RESPECT TO SUCH CLAIM. . . .

See Bar Date Notice, p. 2.

35. The Distribution Trustee objects to each of the Late Filed Claims set forth on Schedule 3 as being filed after the Applicable Bar Date. The Distribution Trustee is not aware of any request by a holder of a Late Filed Claim to file a late proof of claim as timely. *See* Balasiano Declaration, ¶ 9. The Distribution Trustee has also examined each of the Late Filed Claims and determined that they are not amendments to a timely-filed claim. *Id.*

36. If the Late Filed Claims are not formally disallowed and expunged, the Claimants will receive an unwarranted recovery to the detriment of Claimants who complied with the Bar Date Order and timely filed proofs of claim in the Chapter 11 Cases.

37. Accordingly, the Distribution Trustee objects to the Late Filed Claims on Schedule 3 of the Proposed Order because such claims (a) arose before the Petition Date, and (b) the Claimant failed to file a proof of claim by each claim's Applicable Bar Date. Therefore, the Distribution Trustee seeks entry of the Proposed Order disallowing and expunging the Late Filed Claims in their entirety.

D. The Insufficient Documentation Claims

38. The Distribution Trustee objects to each of the proofs of claim listed on Schedule 4 to the Proposed Order as lacking sufficient support and documentation to constitute *prima facie* evidence of the validity and amount of the claim asserted. Indeed, in some cases, these claims merely list an amount, without including any invoices, invoice information, statements, agreements, or other supporting documentation providing indicia of a debt owed by the Debtors.

39. The Distribution Trustee and his professionals have reviewed and made reasonable efforts to research and reconcile the Insufficient Documentation Claims with the Books and Records and found no evidence of the validity or the amount of the claims. *See* Balasiano Declaration, ¶ 10.

40. While Bankruptcy Rule 3001(f) provides that a proof of claim executed and filed in accordance with the rules of procedure (*i.e.*, includes the facts and documents necessary to support the claim) constitutes *prima facie* evidence of the validity and amount of the claim, this Court has recognized the position that a proof of claim lacking the supporting documentation required by Bankruptcy Rule 3001 does not receive the presumption of *prima facie* validity; rather, the Claimant maintains the burden of proving its claim by a preponderance of the evidence. *See e.g., In re New Century TRS Holdings, Inc.*, 495 B.R. 625, 633, (Bankr. D. Del. 2013) (citing *In re Kincaid*, 388 B.R. 610, 614 (Bankr. E.D. Pa. 2008)); Fed. R. Bankr. P. 3001(f).

41. If the Insufficient Documentation Claims are not formally disallowed and expunged, the potential exists for the applicable Claimants to receive recoveries to which they are not entitled, to the detriment of other creditors. Thus, the relief requested herein is necessary to prevent any improper or unjustified distribution of estate funds and to facilitate the administration of the claims allowance process.

42. Accordingly, the Distribution Trustee respectfully requests that the Court disallow and expunge the Insufficient Documentation Claims set forth on Schedule 4 in their entirety.

RESPONSES TO THE OBJECTION

43. **Filing and Service of Responses**: To contest the Objection, a Claimant must file and serve a written response to the Objection (a “Response”) so that it is actually received by the Clerk of the Court and the parties in the following paragraph no later than **4:00 p.m. (ET) on June 20, 2024** (the “Response Deadline”). Claimants should locate their names and Disputed Claims on Schedules 1 through 4 to the Proposed Order, and carefully review the Objection. A Response must address each ground upon which the Distribution Trustee objects to a particular Disputed Claim. A hearing to consider the Distribution Trustee’s Objection, if necessary, will be held on **June 27, 2024 at 10:00 a.m. (ET)**, before the Honorable Brendan L. Shannon, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801 or via telephone and videoconference (the “Hearing”).

44. Each Response must be filed and served upon the following entities at the following addresses:

Office of the Clerk of the United States Bankruptcy Court
for the District of Delaware
824 North Market Street, 3rd Floor
Wilmington, Delaware 19801

-and-

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Counsel to the Distribution Trustee

45. **Content of Responses:** Every Response to the Objection must contain, at a minimum, the following:

1. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
2. the name of the Claimant and description of the basis for the amount of the Disputed Claim;
3. a concise statement setting forth the reasons why a particular Disputed Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection at the Hearing;
4. all documentation or other evidence relating to the Disputed Claim in question, to the extent not already included with the Claimant's proof of claim, upon which the Claimant will rely in opposing the Objection at the Hearing;
5. the name, address, telephone number, and fax number of the person(s) (who may be the Claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the Disputed Claim on behalf of the Claimant; and
6. the name, address, telephone number, and fax number of the person(s) (who may be the Claimant or a legal representative thereof) to whom the Distribution Trustee should serve any reply to the Response.

46. **Timely Response Required; Hearing:** If a Response is properly and timely filed and served in accordance with the above procedures, the Distribution Trustee will endeavor to reach a consensual resolution with the Claimant. If no consensual resolution is reached, the Court will conduct a hearing with respect to the Objection and the Response on **June 27, 2024 at 10:00 a.m. (ET)**, or such other date and time as parties filing Responses may be notified. Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing.

47. **Adjournment of Hearing:** The Distribution Trustee reserves the right to adjourn the Hearing on any Disputed Claim included in the Objection. In the event that the Distribution Trustee so adjourns the Hearing, the Distribution Trustee will state that the Hearing on that particular Disputed Claim has been adjourned on the agenda for the Hearing on the Objection, which agenda will be served on the person designated by the Claimant in its Response.

48. If a Claimant whose Disputed Claim is subject to the Objection, and who is served with the Objection, fails to file and serve a timely Response in compliance with the foregoing procedures, the Distribution Trustee will present to the Court an appropriate order disallowing and expunging the Disputed Claims without further notice to the Claimant.

SEPARATE CONTESTED MATTER

49. To the extent a Response is filed regarding any individual claim listed in this Objection and the Distribution Trustee is unable to resolve the Response, the Objection by the Distribution Trustee to such claim shall constitute a separate contested matter as contemplated by

Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order with respect to each claim subject thereto.

RESERVATION OF RIGHTS

50. The Distribution Trustee expressly reserves the right to amend, modify, or supplement this Objection, and to file additional objections to any other claims (filed or not) that may be asserted against the Reorganized Debtor and the Distribution Trust. Should one or more of the grounds for objection stated in the Objection be withdrawn or overruled, the Distribution Trustee reserves the right to object to each of the Disputed Claims or any other proofs of claim on any other grounds.

51. Notwithstanding anything contained in the Objection, or the exhibits and schedules attached hereto, nothing herein will be construed as a waiver of any rights that the Reorganized Debtor, the Distribution Trustee or any successors thereto, may have to enforce any other rights, including but not limited to the right of setoff against the Claimants.

52. Nothing in this Objection shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Reorganized Debtor or the Distribution Trustee under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Reorganized Debtor's, the Distribution Trustee's, or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Reorganized Debtor's estate or the Distribution Trust; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

COMPLIANCE WITH LOCAL RULE 3007-1

53. The undersigned counsel to the Distribution Trustee on behalf of the Reorganized Debtor has reviewed the requirements of Local Rule 3007-1 and certifies that the Objection substantially complies with that Local Rule. To the extent that the Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Distribution Trustee believes such deviations are not material and respectfully requests that any such requirement be waived.

NOTICE

54. Notice of this Objection will be given to: (i) the U.S. Trustee; (ii) each Claimant listed on the Schedules and affected by the relief requested herein; and (iii) all parties who, as of the filing of the Objection, have filed a renewed notice of appearance and request for service of papers pursuant to Local Rule 2002-1(b) and the Confirmation Order. A copy of this Objection is also available on the Reorganized Debtor's case website at <https://www.kccllc.net/proterra>. In light of the nature of the relief requested herein, the Distribution Trustee submits that no other or further notice is required.

[Remainder of page intentionally left blank]

WHEREFORE, the Distribution Trustee respectfully requests that the Court enter the Proposed Order, granting the relief requested in this Objection and such other relief as may be just and proper.

Dated: May 28, 2024

MORRIS JAMES LLP

/s/ Siena B. Cerra

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Counsel to the Distribution Trust

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Objection Deadline: June 20, 2024 at 4:00 p.m. (ET)

**NOTICE OF THE DISTRIBUTION TRUSTEE'S FIRST OMNIBUS
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN (I) AMENDED AND
SUPERSEDED CLAIMS, (II) DUPLICATE CLAIMS, (III) LATE FILED CLAIMS,
AND (IV) INSUFFICIENT DOCUMENTATION CLAIMS**

PLEASE TAKE NOTICE that Steven Balasiano, in his capacity as the distribution trustee (the "Distribution Trustee") of the PTRA Distribution Trust (the "Distribution Trust") established in the above-captioned chapter 11 case (the "Chapter 11 Case") of the reorganized debtor ("Prodigy" or the "Reorganized Debtor"), files *The Distribution Trustee's First Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II) Duplicate Claims, (III) Late Filed Claims, and (IV) Insufficient Documentation Claims* (the "Objection") with the United States Bankruptcy Court for the District of Delaware (the "Court"). **Your claim(s) may be disallowed and expunged as a result of the Objection. Therefore, you should read the attached Objection carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER CLAIM OBJECTION THAT MAY BE FILED BY THE DISTRIBUTION TRUSTEE OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DISTRIBUTION TRUSTEE'S RIGHT TO PURSUE FURTHER OBJECTIONS IN CONNECTION WITH

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.

YOUR CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that, if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file a written response with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801 and serve it on the undersigned counsel so as to be received on or before on or before **June 20, 2024 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, responses to the Objection must contain, at a minimum, the following: (a) a caption setting forth the name of the Bankruptcy Court, the above-referenced case number and the title of the Objection to which the response is directed; (b) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the claim; (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this Objection; (d) any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the claimant will rely to support the basis for and amounts asserted in the proof of claim; and (e) the name, address, email address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Distribution Trustee should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the Objection to the Disputed Claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that, if no response to the Objection is timely filed and received in accordance with the above procedures, an Order may be entered sustaining the Objection and disallowing and expunging the Claim without further notice or a hearing. If a

response is properly filed, served and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before the Honorable Brendan L. Shannon, United States Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801 on **June 27, 2024 at 10:00 a.m. (ET)**. Only a response made in writing and timely filed and received will be considered by the Court at the hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY SUSTAIN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 28, 2024

MORRIS JAMES LLP

/s/ Siena B. Cerra

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Counsel to the Distribution Trust

EXHIBIT A
Proposed Order

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Re: Docket No. ____

**ORDER SUSTAINING THE DISTRIBUTION TRUSTEE’S FIRST OMNIBUS
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN (I) AMENDED AND
SUPERSEDED CLAIMS, (II) DUPLICATE CLAIMS, (III) LATE FILED CLAIMS,
AND (IV) INSUFFICIENT DOCUMENTATION CLAIMS**

Upon the objection (the “Objection”)² of Steven Balasiano, in his capacity as the distribution trustee (the “Distribution Trustee”) of the PTR A Distribution Trust (the “Distribution Trust”) established in the above-captioned chapter 11 case (the “Chapter 11 Case”) of the reorganized debtor (“Prodigy” or the “Reorganized Debtor”), to certain proofs of claim filed by the claimants (the “Claimants”) on Schedule 1 (the “Amended Claims”), Schedule 2 (the “Duplicate Claims”), Schedule 3 (the “Late Filed Claims”), and Schedule 4 (the “Insufficient Document Claims”) and together with the Amended Claims, the Duplicate Claims, and the Late Filed Claims, the “Disputed Claims”); and this Court having reviewed the Objection and the Balasiano Declaration; and this Court having determined that the relief requested in the Objection is in the best interests of the Distribution Trustee, the Distribution Trust, the Reorganized Debtor, its estate, its creditors, and other parties in interest and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and this Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 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.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Objection.

1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and consideration of the Objection and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and this Court having authority to enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Objection has been given and that no other or further notice is necessary; and upon all of the proceedings before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Objection is SUSTAINED as set forth herein.
2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on the merits.
3. The Amended Claims listed under the column titled “Amended Claim to be Disallowed” on the attached Schedule 1 are disallowed and expunged in their entirety. The claims listed under the column titled “Remaining Claim” on the attached Schedule 1 shall remain on the Claims Register, unless such Remaining Amended Claim is otherwise disallowed by this Order or another Order of this Court, subject the Distribution Trustee’s, or any other parties’ further objections on any substantive or non-substantive grounds.
4. The Duplicate Claims listed under the column titled “Duplicate Claim to be Disallowed” on the attached Schedule 2 are disallowed and expunged in their entirety. The claims listed under the column titled “Remaining Claim” on the attached Schedule 2 shall remain on the Claims Register, unless such Remaining Duplicate Claim is otherwise disallowed by this Order or another Order of this Court, subject the Distribution Trustee’s, or any other parties’ further

objections on any substantive or non-substantive grounds. In addition, to the extent the Duplicate Claims contain attachments that were not included with the Remaining Claims, such attachments shall be deemed to be attached to the Remaining Duplicate Claims.

5. The Late Filed Claims listed on the attached Schedule 3 are disallowed and expunged in their entirety.

6. The Insufficient Documentation Claims listed on the attached Schedule 4 are disallowed and expunged in their entirety.

7. Notwithstanding Local Rule 3007-1(f)(iii), the rights of the Distribution Trustee or any other party to: (i) file subsequent objections to any claims listed on any of the Schedules annexed hereto on any ground, substantive or non-substantive (as permitted by the Court); (ii) amend, modify or supplement the Objection, including, without limitation, filing objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and (iv) settle any claim for less than the asserted amount, are expressly preserved. Additionally, should one or more of the grounds for objection stated in the Objection be overruled, the Distribution Trustee's and any other parties' rights to object to the Remaining Claims on any other grounds are preserved. For the avoidance of doubt, leave from the requirements of Local Rule 3007-1(f)(iii) is hereby granted.

8. The objection to each claim, as addressed in the Objection and as set forth in the attached Schedules, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate order with respect to each such claim that is the subject of the Objection. Any stay of this Order pending appeal by any Claimants whose claims are subject to this Order shall only apply to the contested matter that

involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the Objection and this Order.

9. KCC is authorized and directed to modify the Claims Register to comport with the relief granted by this Order.

10. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Distribution Trustee or any other party may have to enforce rights against the Claimants, including but not limited to any right of setoff.

11. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

SCHEDULE 1

Amended and Superseded Claims

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 1 - Amended Superseded Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Amended Claim to be Disallowed	Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
1	Ace Vending Company	393	\$25,319.25 Administrative 503(b)(9)	Proterra Inc. 23-11120	152	\$21,826.25 Administrative 503(b)(9)	Proterra Inc. 23-11120	Claim No. 393 amends and supersedes Claim No. 152.
2	Amil, Giorgio	506	\$2,246.60 General Unsecured	Proterra Inc. 23-11120	504	\$16,566.00 General Unsecured	Proterra Inc. 23-11120	Claim No. 506 amends and supersedes Claim No. 504.
3	Aryaka Networks, Inc.	1194	\$3,295.21 General Unsecured	Proterra Inc. 23-11120	1091	\$3,295.21 General Unsecured	Proterra Inc. 23-11120	Claim No. 1194 amends and supersedes Claim No. 1091.
4	AscendPBM	73	\$165,865.33 General Unsecured	Proterra Inc. 23-11120	65	\$89,548.15 General Unsecured	Proterra Inc. 23-11120	Claim No. 73 amends and supersedes Claim No. 65.
5	AscendPBM	133	\$105,683.98 General Unsecured	Proterra Inc. 23-11120	73	\$165,865.33 General Unsecured	Proterra Inc. 23-11120	Claim No. 133 amends and supersedes Claim No. 73.
6	BC Transit *	1351	\$1,461,652.30 General Unsecured	Proterra Operating Company, Inc. 23-11121	973	At least \$186,972 (USD) in monetary damages, in addition to contingent and unliquidated claim Amounts	Proterra Operating Company, Inc. 23-11121	Claim No. 1351 amends and supersedes Claim No. 973.
7	Bentech Inc.	1206	\$242,431.39 Administration	Proterra Operating Company, Inc. 23-11121	195	\$289,951.40 General Unsecured	Proterra Inc. 23-11120	Claim No. 1206 amends and supersedes Claim No. 195.
8	Bizlink Technology, Inc. (Paul Gumina)	841	\$2,022,214.73 General Unsecured	Proterra Operating Company, Inc. 23-11121	836	\$2,022,214.73 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 841 amends and supersedes Claim No. 836.
9	Border States Industries, Inc.	1038	\$15,587.51 Administration	Proterra Operating Company, Inc. 23-11121	50	\$31,637.36 Administrative 503(b)(9) \$1,597.00 General Unsecured	Proterra Inc. 23-11120	Claim No. 1038 amends and supersedes Claim No. 50.
10	Carbon Supply Chain Management LLC	16	\$39,352.50 General Unsecured	Proterra Inc. 23-11120	11	\$20,151.50 Administrative 503(b)(9) \$39,352.50 General Unsecured	Proterra Inc. 23-11120	Claim No. 16 amends and supersedes Claim No. 11.
11	Chen, Tsae Hsin	1369	\$300.00 Administrative	Proterra Inc. 23-11120	1026	\$300.00 General Unsecured	Proterra Inc. 23-11120	Claim No. 1369 amends and supersedes Claim No. 1026.
12	Cintas Corporation	1355	\$19,114.55 Administrative \$37,320.61 General Unsecured	Proterra Inc. 23-11120	426	\$19,114.55 Administrative \$8,388.35 General Unsecured	Proterra Inc. 23-11120	Claim No. 1355 amends and supersedes Claim No. 426.
13	City of Madison, Wisconsin	1287	Unliquidated General Unsecured	Proterra Operating Company, Inc. 23-11121	1093	Unliquidated General Unsecured	Proterra Inc. 23-11120	Claim No. 1287 amends and supersedes Claim No. 1093.
14	City of Philadelphia / School District of Philadelphia	1212	Unliquidated Priority	Proterra Operating Company, Inc. 23-11121	156	Unliquidated Priority	Proterra Operating Company, Inc. 23-11121	Claim No. 1212 amends and supersedes Claim No. 156.
15	Computershare Inc.	981	\$89,627.81 General Unsecured	Proterra Inc. 23-11120	150	\$91,369.66 General Unsecured	Proterra Inc. 23-11120	Claim No. 981 amends and supersedes Claim No. 150.
16	County of Orange	209	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	206	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 209 amends and supersedes Claim No. 206.
17	County of Orange	272	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	209	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 272 amends and supersedes Claim No. 209.
18	County of Orange	1314	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	272	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1314 amends and supersedes Claim No. 272.

* On February 6, 2024, the Court entered the *Thirty-First Order (i) Authorizing the Debtors to Reject Certain Executory Contracts, and (ii) Granting Related Relief* [D.I. 1183] (the "Rejection Order"), which rejected certain contracts effective as of March 5, 2024 (the "Rejection Date"). BC Transit's contract was one of the rejected contracts, and BC Transit filed a rejection damage claim. See Claim No. 1351. For the avoidance of doubt, the Disputed Claims in this Objection, including Claim No. 1351, are being objected to on a non-substantive basis only. Furthermore, the rights of the Distribution Trustee to: (i) file subsequent objections to any claims listed on the attached schedules on any ground, substantive or non-substantive (as permitted by the Court); (ii) amend, modify, or supplement the Objection, including, without limitation, filing objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and/or (iv) settle any claim for less than the asserted amount, are expressly preserved. Additionally, should one or more of the grounds for an objection included in the Objection be overruled, the Distribution Trustee's rights to object to any Remaining Claims, as defined herein, on any other grounds are preserved.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 1 - Amended Superseded Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Amended Claim to be Disallowed	Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
19	County of Orange, John Wayne Airport	1315	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	1314	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1315 amends and supersedes Claim No. 1314. NOTE: Claim No. 1315 is also subject to objection as a Duplicate Claim. See Exhibit A.
20	Daimler Truck North America LLC	1325	\$6,495,419.12 Administrative \$80,202,976.91 General Unsecured	Proterra Operating Company, Inc. 23-11121	1065	\$811,958.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1325 amends and supersedes Claim No. 1065.
21	Diamond Manufacturing, Inc.	178	\$10,175.00 Administrative 503(b)(9)	Proterra Inc. 23-11120	31	\$10,175.00 Administrative 503(b)(9)	Proterra Operating Company, Inc. 23-11121	Claim No. 178 amends and supersedes Claim No. 31.
22	Echo Global Logistics Inc.	1047	\$790,965.28 General Unsecured	Proterra Operating Company, Inc. 23-11121	1022	\$790,965.28 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1047 amends and supersedes Claim No. 1022.
23	Echo Global Logistics Inc.	1096	\$790,965.28 General Unsecured	Proterra Operating Company, Inc. 23-11121	1047	\$790,965.28 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1096 amends and supersedes Claim No. 1047.
24	Era-Contact USA, LLC	192	\$22,000.00 Administrative 503(b)(9)	Proterra Operating Company, Inc. 23-11121	191	\$22,000.00 Administrative 503(b)(9) \$280.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 192 amends and supersedes Claim No. 191.
25	Fair Harbor Capital, LLC as Transferee of Imeco Cables America	693	\$46,643.57 Administrative 503(b)(9) \$45,886.14 General Unsecured	Proterra Operating Company, Inc. 23-11121	58	\$49,428.07 Administrative 503(b)(9) \$45,670.14 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 693 amends and supersedes Claim No. 58.
26	Filiatraut, Philip	1081	\$5,060.99 General Unsecured	Proterra Inc. 23-11120	1078	\$5,060.99 General Unsecured	Proterra Inc. 23-11120	Claim No. 1081 amends and supersedes Claim No. 1078.
27	Great American Insurance Company	1372	\$431,364.92 General Unsecured	Proterra Inc. 23-11120	1066	\$237,829.47 General Unsecured	Proterra Inc. 23-11120	Claim No. 1372 amends and supersedes Claim No. 1066.
28	Hain Capital Investors Master Fund, LTD as Transferee of NSK Industries Inc.	531	\$22,307.00 Administrative 503(b)(9) \$23,510.12 General Unsecured	Proterra Operating Company, Inc. 23-11121	101	\$45,817.12 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 531 amends and supersedes Claim No. 101.
29	HP5	569	\$20.40 Administrative 503(b)(9) \$1,900.10 General Unsecured	Proterra Operating Company, Inc. 23-11121	119	\$1,920.50 General Unsecured	Proterra Inc. 23-11120	Claim No. 569 amends and supersedes Claim No. 119.
30	Invio Automation, Inc.	1303	\$3,465.00 General Unsecured	Proterra Inc. 23-11120	210	\$32,426.90 General Unsecured	Proterra Inc. 23-11120	Claim No. 1303 amends and supersedes Claim No. 210.
31	Metal Solutions Inc.	1324	\$16,436.27 Administrative 503(b)(9) \$2,713.30 General Unsecured	Proterra Inc. 23-11120	874	\$15,877.85 Administrative 503(b)(9) \$2,462.50 General Unsecured	Proterra Inc. 23-11120	Claim No. 1324 amends and supersedes Claim No. 874.
32	Missouri Department of Revenue	1357	\$0.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	68	\$1,084.18 Priority \$29.60 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1357 amends and supersedes Claim No. 68.
33	Munich Electrification Systems GmbH	1275	\$970,096.66 General Unsecured	Proterra Operating Company, Inc. 23-11121	1108	\$418,056.88 Administrative 503(b)(9) \$494,714.53 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1275 amends and supersedes Claim No. 1108.
34	NetApp, Inc.	1365	\$45,384.35 General Unsecured	Proterra Operating Company, Inc. 23-11121	861	\$54,311.52 Administrative \$45,371.86 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1365 amends and supersedes Claim No. 861.
35	NetApp, Inc.	1366	\$45,384.35 General Unsecured	Proterra Inc. 23-11120	862	\$54,311.52 Administrative \$45,371.86 General Unsecured	Proterra Inc. 23-11120	Claim No. 1366 amends and supersedes Claim No. 862.
36	Nikola Corporation	1353	\$7,259,391.30 General Unsecured	Proterra Operating Company, Inc. 23-11121	1007	\$8,704,444.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1353 amends and supersedes Claim No. 1007.
37	Paquet, Kevin	676	\$2,594.77 General Unsecured	Proterra Inc. 23-11120	679	\$2,594.77 General Unsecured	Proterra Inc. 23-11120	Claim No. 676 amends and supersedes Claim No. 679.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 1 - Amended Superseded Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Amended Claim to be Disallowed	Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
38	Parker-Hannifin Corporation	213	\$96,616.00 Administrative 503(b)(9) \$200,025.50 General Unsecured	Proterra Operating Company, Inc. 23-11121	105	\$96,616.00 Administrative 503(b)(9) \$187,676.80 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 213 amends and supersedes Claim No. 105.
39	Penske Truck Leasing CO, L.P.	1395	\$39,217.77 General Unsecured	Proterra Inc. 23-11120	692	\$33,260.24 General Unsecured	Proterra Inc. 23-11120	Claim No. 1395 amends and supersedes Claim No. 692.
40	REMA USA LLC	1269	\$265,805.11 Administrative 503(b)(9) \$86,589.93 General Unsecured	Proterra Inc. 23-11120	114	\$286,686.31 Administrative 503(b)(9) \$387,299.93 General Unsecured	Proterra Inc. 23-11120	Claim No. 1269 amends and supersedes Claim No. 114.
41	REMA USA LLC	1338	\$248,308.71 Administrative 503(b)(9) \$82,492.06 General Unsecured	Proterra Inc. 23-11120	1269	\$265,805.11 Administrative 503(b)(9) \$86,589.93 General Unsecured	Proterra Inc. 23-11120	Claim No. 1338 amends and supersedes Claim No. 1269.
42	REMA USA LLC	1342	\$248,308.71 Administrative 503(b)(9) \$82,492.06 General Unsecured	Proterra Operating Company, Inc. 23-11121	1271	\$265,805.11 Administrative 503(b)(9) \$86,589.93 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1342 amends and supersedes Claim No. 1269. NOTE: Claim No. 1342 is also subject to objection as a Duplicate Claim. See Schedule 2 .
43	Rhombus Energy Solutions, Inc.	1390	\$10,975.37 Administrative 503(b)(9) TBD at least \$2,983.87 Secure \$544,484.48 General Unsecured	Proterra Inc. 23-11120	1073	\$7,426.98 Administrative 503(b)(9) Unliquidated - Secure Unliquidated - General Unsecured	Proterra Inc. 23-11120	Claim No. 1390 amends and supersedes Claim No. 1073.
44	Rhombus Energy Solutions, Inc.	1389	\$10,975.37 Administrative 503(b)(9) TBD at least \$2,983.87 Secure \$544,484.48 General Unsecured	Proterra Operating Company, Inc. 23-11121	1137	\$7,426.98 Administrative 503(b)(9) Unliquidated - Secure Unliquidated - General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1389 amends and supersedes Claim No. 1137.
45	Ron Whites Air Compressor Sales, Inc.	1117	\$1,539,958.42 Administrative 503(b)(9) \$585,617.53 General Unsecured	Proterra Inc. 23-11120	162	\$1,234,499.34 Administrative 503(b)(9) \$719,817.53 General Unsecured	Proterra Inc. 23-11120	Claim No. 1117 amends and supersedes Claim No. 162.
46	South Bay Solutions, Inc.	1291	\$229,287.20 Administrative 503(b)(9) \$536,848.96 General Unsecured	Proterra Inc. 23-11120	996	\$281,298.10 Administrative 503(b)(9) \$332,892.98 General Unsecured	Proterra Inc. 23-11120	Claim No. 1291 amends and supersedes Claim No. 996.
47	Southeastern Pennsylvania Transportation Authority	1228	\$23,145,884.62 General Unsecured	Proterra Operating Company, Inc. 23-11121	288	\$23,145,884.62 General Unsecured	Proterra Inc. 23-11120	Claim No. 1228 amends and supersedes Claim No. 288.
48	Sportworks Global LLC	92	\$10,285.00 Administrative 503(b)(9) \$26,197.60 General Unsecured	Proterra Inc. 23-11120	91	\$10,285.00 Administrative 503(b)(9) \$26,197.60 General Unsecured	Proterra Inc. 23-11120	Claim No. 92 amends and supersedes Claim No. 91.
49	State of New Jersey	1233	\$0.00 Priority	Proterra Operating Company, Inc. 23-11121	450	\$2,000.00 Priority	Proterra Operating Company, Inc. 23-11121	Claim No. 1233 amends and supersedes Claim No. 450.
50	Toronto Transit Commission	1383	\$24,286.32 Administrative 503(b)(9)	Proterra Inc. 23-11120	1368	\$24,286.32 Administrative 503(b)(9)	Proterra Inc. 23-11120	Claim No. 1383 amends and supersedes Claim No. 1368.
51	Total Quality Logistics, LLC	1249	\$49,348.79 General Unsecured	Proterra Operating Company, Inc. 23-11121	972	\$7,428.03 Administrative \$47,048.79 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1249 amends and supersedes Claim No. 972.
52	TRC Masterfund as Transferee of LACO, INC	1112	\$120,180.30 Administrative 503(b)(9) \$76,485.97 General Unsecured	Proterra Operating Company, Inc. 23-11121	34	\$175,907.47 Administrative	Proterra Inc. 23-11120	Claim No. 1112 amends and supersedes Claim No. 34.
53	TRC Masterfund as Transferee of LACO, INC	1112	\$120,180.30 Administrative 503(b)(9) \$76,485.97 General Unsecured	Proterra Operating Company, Inc. 23-11121	76	\$120,180.30 Administrative	Proterra Inc. 23-11120	Claim No. 1112 amends and supersedes Claim No. 76.
54	TRC Masterfund as Transferee of LACO, INC	1240	\$120,180.30 Administrative 503(b)(9) \$76,485.97 General Unsecured	Proterra Inc. 23-11120	1112	\$120,180.30 Administrative 503(b)(9) \$76,485.97 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 1240 amends and supersedes Claim No. 1117.
55	UKG Inc.	185	\$104,717.05 General Unsecured	Proterra Operating Company, Inc. 23-11121	51	\$73,900.43 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 185 amends and supersedes Claim No. 51.

SCHEDULE 2

Duplicate Claims

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 2 - Duplicate Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Duplicate Claim to be Disallowed	Disallowed Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
1	AFL Telecommunications, LLC	522	\$46,007.79 Administrative 503(b)(9) \$41,314.94 General Unsecured	Proterra Operating Company, Inc. 23-11121	308	\$46,007.79 Administrative 503(b)(9) \$41,314.94 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
2	Airgas USA LLC	1175	\$8,726.49 General Unsecured	Proterra Inc. 23-11120	1084	\$8,726.49 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
3	Barker Air & Hydraulics, Inc.	652	\$889.20 General Unsecured	Proterra Inc. 23-11120	28	\$889.20 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
4	Bookoff McAndrew PLLC	5	\$53,620.76 General Unsecured	Proterra Inc. 23-11120	14	\$53,620.76 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
5	BorgWarner, Inc.	1012	\$11,671.26 General Unsecured	Proterra Operating Company, Inc. 23-11121	1176	\$11,671.26 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
6	City of Greensboro, NC	1099	Unliquidated General Unsecured	Proterra Operating Company, Inc. 23-11121	1098	Unliquidated General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
7	City of Madison, Wisconsin	1331	\$1,107,959.60 General Unsecured	Proterra Operating Company, Inc. 23-11121	1332	\$1,107,959.60 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
8	Composites One LLC	118	\$30,473.14 Administrative 503(b)(9) \$17,822.44 General Unsecured	Proterra Inc. 23-11120	117	\$48,661.62 Administrative 503(b)(9) \$17,822.44 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
9	County of Orange, John Wayne Airport	1313	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	1315	\$58,596.56 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety. NOTE: Claim No. 1315 is also subject to objection as an Amended and Superseded Claim. See Schedule 1.
10	Des Moines Area Regional Transit Authority	620	\$3,574,482.00 Secured	Proterra Operating Company, Inc. 23-11121	677	\$3,574,482.00 Secured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
11	Des Moines Area Regional Transit Authority	620	\$3,574,482.00 Secured	Proterra Operating Company, Inc. 23-11121	944	\$3,574,482.00 Secured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
12	Des Moines Area Regional Transit Authority	620	\$3,574,482.00 Secured	Proterra Operating Company, Inc. 23-11121	1044	\$3,574,482.00 Secured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 2 - Duplicate Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Duplicate Claim to be Disallowed	Disallowed Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
13	Diaz, Anthony	855	\$7,500.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	853	\$7,500.00 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
14	DSV Air and Sea, Inc.	1100	\$63,736.29 General Unsecured	Proterra Inc. 23-11120	1114	\$63,736.29 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
15	DWFritz Automation, LLC	858	\$3,360,244.31 General Unsecured	Proterra Inc. 23-11120	859	\$3,360,244.31 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
16	Infodev Electronic Designer International Inc.	99	\$1,316.00 General Unsecured	Proterra Inc. 23-11120	694	\$1,316.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
17	Integrated Manufacturing and Supply, Inc.	790	\$20,465.32 General Unsecured	Proterra Operating Company, Inc. 23-11121	23	\$20,465.32 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
18	Integrated Manufacturing and Supply, Inc.	790	\$20,465.32 General Unsecured	Proterra Operating Company, Inc. 23-11121	24	\$20,465.32 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
19	Justice Law Firm	884	\$167,750.00 General Unsecured	Proterra Inc. 23-11120	885	\$167,750.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
20	Khatib, Amar	844	\$7,500.00 General Unsecured	Proterra Inc. 23-11120	843	\$7,500.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
21	Lawson Products, Inc.	612	\$2,433.77 General Unsecured	Proterra Operating Company, Inc. 23-11121	695	\$2,433.77 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
22	Marketing Genome Project LLC	1094	\$7,550.00 General Unsecured	Proterra Inc. 23-11120	1200	\$7,550.00 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
23	Meritor, Inc.	810	\$7,707,891.62 General Unsecured	Proterra Operating Company, Inc. 23-11121	813	\$7,707,891.62 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
24	Michigan Department of Treasury	1263	\$1,488.78 Priority \$289.53 General Unsecured	Proterra Operating Company, Inc. 23-11121	1264	\$1,488.78 Priority \$289.53 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)

Case No. 23-11120 (BLS)

Schedule 2 - Duplicate Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Duplicate Claim to be Disallowed	Disallowed Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
25	NetApp, Inc.	1365	\$45,384.35 General Unsecured	Proterra Operating Company, Inc. 23-11121	1366	\$45,384.35 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety. NOTE: Claim No. 1366 is also subject to objection as an Amended and Superseded Claim. See Schedule 1.
26	Power Electronics USA, Inc.	1385	\$1,107,550.48 Administrative	Proterra Inc. 23-11120	1391	\$1,107,550.48 Administrative	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
27	Rector and Visitors of the University of Virginia	1043	\$3,968,667.76 General Unsecured	Proterra Inc. 23-11120	1052	\$3,968,667.76 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
28	Red Points Enterprises, LLC	369	\$10,000.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	216	\$10,000.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
29	REMA USA LLC	1338	\$248,308.71 Administrative 503(b)(9) \$82,492.06 General Unsecured	Proterra Inc. 23-11120	1342	\$248,308.71 Administrative 503(b)(9) \$82,492.06 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
30	The Travelers Indemnity Company and Those Certain of its Property Casualty Insurance Affiliates	709	Unliquidated Administrative	Proterra Operating Company, Inc. 23-11121	706	Unliquidated Administrative	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety. NOTE: Claim Nos. 1338 and 1342 are also subject to objection as an Amended and Superseded Claim. See Schedule 1.
31	The Travelers Indemnity Company and Those Certain of its Property Casualty Insurance Affiliates	709	Unliquidated Administrative	Proterra Operating Company, Inc. 23-11121	707	Unliquidated Administrative	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
32	The Travelers Indemnity Company and Those Certain of its Property Casualty Insurance Affiliates	709	Unliquidated Administrative	Proterra Operating Company, Inc. 23-11121	708	Unliquidated Administrative	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
33	Thorne, Michele (As Class Representative)	898	\$329,500.00 General Unsecured	Proterra Inc. 23-11120	906	\$329,500.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
34	Thorne, Michele (as PAGA)	897	\$40,000.00 General Unsecured	Proterra Inc. 23-11120	902	\$40,000.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
35	Thorne, Michele (as PAGA)	850	\$7,500.00 General Unsecured	Proterra Inc. 23-11120	851	\$7,500.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 2 - Duplicate Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Duplicate Claim to be Disallowed	Disallowed Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
36	TPI, Inc.	1023	\$1,707,414.25 Administrative 503(b)(9) Unliquidated General Unsecured	Proterra Operating Company, Inc. 23-11121	1009	\$1,707,414.25 Administrative 503(b)(9) Unliquidated General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
37	Transpak, Inc.	15	\$965.90 General Unsecured	Proterra Operating Company, Inc. 23-11121	18	\$965.90 General Unsecured	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
38	United Steelworkers International Union	879	Unliquidated and at least \$9,000.00 Administrative Priority	Proterra Operating Company, Inc. 23-11121	878	Unliquidated and at least \$9,000.00 Administrative Priority	Proterra Inc. 23-11120	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
39	VenAir Iberica SA	1132	\$14,304.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	1224	\$14,304.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.
40	Wilshire Law Firm	886	\$167,750.00 General Unsecured	Proterra Inc. 23-11120	901	\$167,750.00 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claimant filed multiple claims for the same liability or liabilities. The liability or liabilities included in the claim in the column "Duplicate Claim to be Disallowed" is duplicative of the liabilities contained in the claim in the column "Remaining Claim." The Duplicate Claim should be disallowed and expunged in its entirety.

SCHEDULE 3

Late Filed Claims

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 3 - Late Filed Claims

	Name of Claimant	Claim Number	Date Claim was Filed	Claim Amount	Debtor	Reason For Disallowance
1	Center for Transportation and the Environment, Inc.	1363	4/10/2024	\$41,000.00 General Unsecured	Proterra Inc. 23-11120	Claim was filed after the Applicable General Bar Date of November 13, 2023.
2	Industrial Gas Springs Inc.	1298	2/13/2024	\$3,764.42 Administrative 503(b)(9)	Proterra Operating Company, Inc. 23-11121	Claim was filed after the Applicable General Bar Date of November 13, 2023.
3	Iowa Department of Revenue	1364	4/10/2024	\$550.00 (Estimated) Priority	Proterra Operating Company, Inc. 23-11121	Claim was filed after the Applicable Governmental Bar Date of February 3, 2024.
4	Missouri Department of Revenue	1358	4/9/2024	\$987.06 Priority \$29.90 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim was filed after the Applicable Governmental Bar Date of February 3, 2024.
5	Missouri Department of Revenue	1359	4/9/2024	\$1,762.24 General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim was filed after the Applicable Governmental Bar Date of February 3, 2024.
6	Salazar, Miguel Angel	1394	4/15/2024	\$26,188.00 Priority	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
7	State of California Franchise Tax Board	1360	4/9/2024	\$800.00 Administrative	Proterra Inc. 23-11120	Claim was filed after the Applicable Governmental Bar Date of February 3, 2024.
8	Tennessee Department of Revenue	1347	3/27/2024	\$1,000.00 Priority	Proterra Operating Company, Inc. 23-11121	Claim was filed after the Applicable Governmental Bar Date of February 3, 2024.

SCHEDULE 4

Insufficient Documentation Claims

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 4 - Insufficient Documentation Claims

	Name of Claimant	Claim Number	Claim Amount	Debtor	Reason For Disallowance
1	Klein, Adam	1134	Unliquidated General Unsecured	Proterra Inc. 23-11120	<p>Claim No. 1134 does not state a basis for the claim and does not include or attach any documentation in support of the claim. Accordingly, the claim lacks sufficient information to constitute <i>prima facie</i> evidence of the validity and amount of the claim, and the Books and Records do not reflect any basis for the claim on behalf of this Claimant.</p> <p>NOTE: Claim No. 1134 is also subject to objection as Duplicate Claim. See Schedule 2.</p>
2	Klein, Adam	1136	Unliquidated General Unsecured	Proterra Operating Company, Inc. 23-11121	<p>Claim No. 1136 does not state a basis for the claim and does not include or attach any documentation in support of the claim. Accordingly, the claim lacks sufficient information to constitute <i>prima facie</i> evidence of the validity and amount of the claim, and the Books and Records do not reflect any basis for the claim on behalf of this Claimant.</p> <p>NOTE: Claim No. 1136 is also subject to objection as Duplicate Claim. See Schedule 2.</p>
3	LeBarre Jr., Leo H	56	\$40,000.00 General Unsecured	Proterra Inc. 23-11120	<p>Claim No. 56 does not include or attach sufficient documentation to constitute <i>prima facie</i> evidence of the validity and amount of the claim, and the Books and Records do not reflect any basis for the claim on behalf of the Claimant.</p>
4	MSC Industrial Supply Company	32	\$259.67 Administrative 503(b)(9)	Proterra Inc. 23-11120	<p>Claim No. 32 does not include or attach sufficient documentation to constitute <i>prima facie</i> evidence of the validity and amount of the claim, and the Books and Records do not reflect any basis for the claim on behalf of the Claimant.</p>

EXHIBIT B

Balasiano Declaration

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

**DECLARATION OF STEVEN BALASIANO IN SUPPORT OF
THE DISTRIBUTION TRUSTEE’S FIRST OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED CLAIMS,
(II) DUPLICATE CLAIMS, (III) LATE FILED CLAIMS, AND
(IV) INSUFFICIENT DOCUMENTATION CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Steven Balasiano, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge and belief:

1. Pursuant to the Confirmation Order, I was appointed the trustee (the “Distribution Trustee”), of the PTR A Distribution Trust (the “Distribution Trust”) established in the above-captioned chapter 11 case (the “Chapter 11 Case”) of the reorganized debtor (“Prodigy” or the “Reorganized Debtor”).

2. Given my current position as the Distribution Trustee, I am familiar with the Distribution Trust’s day-to-day operations, books and records, business, and financial affairs. This declaration (the “Declaration”) is submitted in support of *The Distribution Trustee’s First Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II) Duplicate Claims, (III) Late Filed Claims, and (IV) Insufficient Documentation Claims* (the “Objection”) filed contemporaneously herewith.²

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.

² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Objection.

3. Except as otherwise indicated, all statements in this Declaration are based upon (i) my personal knowledge, and / or (ii) my review (or the review of persons under my supervision) of the Books and Records, the Schedules filed in these Chapter 11 Cases, the relevant proofs of claim, and the Claims Register, as well as relevant documents and other information prepared or collected by the Debtors' employees or professionals, and / or the Distribution Trustee's and the Reorganized Debtor's consultants or professionals. In making my statements, which are based on my review (or the review of persons under my supervision), I have relied upon these parties accurately recording, preparing, or collecting such documentation and other information. I understand the Debtors' practice was to contemporaneously prepare and/or file documents and records, which were noted and recorded in the books, records, and/or files of the Debtors and which were maintained and relied upon by the Debtors in the ordinary course of business.

4. If I were called to testify as a witness in this matter, I could and would competently testify to each of the facts set forth herein based upon my personal knowledge, review of documents and/or opinion based on such review of documents. I am authorized to execute this Declaration on behalf of the Distribution Trust and the Reorganized Debtor.

5. In preparing this Declaration, I, or persons under my supervision or employed by the Distribution Trust, have reviewed the Claims Register maintained by KCC, which contains the record of all parties that filed proofs of claim in connection with this Chapter 11 Case.

6. I, along with employees of the Distribution Trust, the Reorganized Debtor, or the Distribution Trustee's advisors have reviewed each of the Disputed Claims listed on Schedule 1, Schedule 2, Schedule 3, and Schedule 4 to the Proposed Order, as well as any supporting documentation annexed to each of the Disputed Claims, to determine the bases upon which liability was asserted against the Debtors and the Reorganized Debtor.

A. The Amended and Superseded Claims

7. The Amended Claims listed on Schedule 1 and the supporting documentation submitted therewith were reviewed to confirm the claims listed under the column heading “Amended Claims to be Disallowed” have been amended and superseded by another proof of claim listed under the column heading “Remaining Claim.” Based on the foregoing, I believe the Amended Claims should be disallowed and expunged in their entirety.

B. The Duplicate Claims

8. The Duplicate Claims listed on Schedule 2 and the supporting documentation submitted therewith were reviewed to confirm that each Duplicate Claim is a duplicate of at least one other proof of claim that has been filed in the Chapter 11 Cases by (or on behalf of) the same Claimant with respect to the same liabilities. It appears that each Claimant filing a Duplicate Claim filed the same proof of claim in the same amount against the same Debtor or against another Debtor. Based on the foregoing, I believe that the Duplicate Claims set forth on Schedule 2 to the Proposed Order should be disallowed and expunged in their entirety.

C. The Late Filed Claims

9. The Late Filed Claims listed on Schedule 3 and the supporting documentation submitted therewith were reviewed to confirm that each Late Filed Claim was filed after the Applicable Bar Date. Furthermore, no Late Filed Claim listed on Schedule 3 amended a timely filed claim nor were they, to my knowledge, subject to any request by the holder of a Late Filed Claim to file a late proof of claim, or subject to an excuse proffered by the Claimant for the late filing of such claim. Based on the foregoing, I believe that the Late Filed Claims set forth on Schedule 3 to the Proposed Order should be disallowed and expunged in their entirety.

D. The Insufficient Documentation Claims

10. The Insufficient Documentation Claims listed on Schedule 4 and the supporting documentation submitted therewith were reviewed to confirm that such claims lack sufficient support and documentation to constitute *prima facie* evidence of the validity of the claims. Furthermore, I, or persons under my supervision or employed by the Distribution Trust, have reviewed the Debtors' books and records and, after reasonable efforts were made, have been unable to locate any documentation that would substantiate the Insufficient Documentation Claims in full or in part. Based on the foregoing, I believe that the Insufficient Documentation Claims set forth on Schedule 4 to the Proposed Order should be disallowed and expunged in their entirety.

11. The information contained in the Objection and in the Schedules attached to the Proposed Order is true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information, and belief.

Dated: May 28, 2024

/s/ Steven Balasiano
Steven Balasiano
Distribution Trustee of the Distribution Trust