

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

In re:)	
)	Chapter 11
)	
Prodigy Investments Holdings, Inc., ¹)	Case No. 23- 11120 (BLS)
)	
Reorganized Debtor.)	
)	
)	
)	Ref Docket Nos. 1297, 1298, 1299, 1301, 1302, 1303

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

The undersigned hereby certifies as follows:

On April 29, 2024, the Professionals (as defined below) retained by Proterra Inc and Proterra Operating Company, Inc. (together, the “Debtors”) during the chapter 11 cases filed their respective final fee applications (collectively, the “Final Fee Applications”). The Final Fee Applications seek approval of fees and reimbursement of expenses for the following professionals retained by the Debtors in the chapter 11 cases (collectively, the “Professionals”):

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

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor’s service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.



Objections to the Final Fee Applications, if any, were due on or before May 20, 2024, at 4:00 p.m. (ET) (the “Objection Deadline”).

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

- *Fee Examiner’s Final Report Regarding Final Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 1332];
- *Fee Examiner’s Final Report Regarding Final Fee Application of Paul, Wiess, Rifkind, Wharton & Garrison LLP* [Docket No. 1333];
- *Fee Examiner’s Final Report Regarding Final Fee Application of Moelis & Company LLC* [Docket No. 1334];
- *Fee Examiner’s Final Report Regarding Final Fee Application of KPMG LLP* [Docket No. 1335];
- *Fee Examiner’s Final Report Regarding Final Fee Application of Kurtzman Carson Consultants LLC* [Docket No. 1336]
- *Fee Examiner’s Final Report Regarding Final Fee Application of Slaughter and May* [Docket No. 1337].

No other formal or informal responses to the Final Fee Applications were received by the Professionals prior to the Objection Deadline, and a review of the docket in this chapter 11 case reveals no answer, objection, or other responsive pleading thereto. Accordingly, the Debtors’ undersigned counsel hereby submits the proposed form of order, attached hereto as **Exhibit 1** (the “Proposed Order”), approving the Final Fee Applications on the terms set forth therein.²

² The Proposed Order also seeks approval of the *Second Monthly, Second Interim, and Final Fee Application of Rucki Fee Review, LLC, Court-Appointed Fee Examiner, for Allowance of Compensation and Reimbursement of Expenses Incurred for the Monthly Period from February 1, 2024 Through March 13, 2024, Interim Period from February 1, 2024 Through March 13, 2024, and the Final Period from December 15, 2023 Through March 13, 2024* [Docket No. 1304].

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

Dated: June 4, 2024
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Andrew L. Magaziner

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- and -

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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 1

Proposed Order

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

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In re:)	Chapter 11
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Prodigy Investments Holdings, Inc., ¹)	Case No. 23- 11120 (BLS)
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Reorganized Debtor.)	
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OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS OF THE DEBTORS’ PROFESSIONALS

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

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memorialized in the Fee Examiner's Report; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Final Fee Applications are APPROVED with respect to the amounts set forth on Exhibit A hereto on a final basis.
2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A hereto on a final basis.
3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A hereto on a final basis.
4. The PTRAs Distribution Trust is authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A hereto, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

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

Professional & Role in Case	Final Compensation Period & Final Fee Application	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Expense Adjustments	Final Fees Approved	Final Expenses Approved
Young Conaway Stargatt & Taylor, LLP, Co-Counsel to the Debtors	8/7/23-3/13/24 D.I. 1298	\$1,445,013.00	\$1,319.25	\$14,917.72	\$55.00	\$1,443,693.75	\$14,862.72
Paul, Weiss, Rifkind, Wharton & Garrison, LLP, Counsel to the Debtors	8/7/23-3/13/24 D.I. 1297	\$20,731,511.00	\$41,588.25	\$132,538.52	\$1,212.89	\$20,689,922.75	\$131,325.63
Kurtzman Carson Consultants LLC, Noticing Agent and Administrative Advisor	8/7/23-3/13/24 D.I. 1303	\$403,019.73	\$2,477.60	\$0.00	N/A	\$400,542.13	\$0.00
Moelis & Company LLC, Investment Bankers to the Debtors	8/7/23-3/13/24 D.I. 1301	\$7,000,000.00	N/A	\$69,549.82	\$3,608.27	\$7,000,000.00	\$65,941.55
KPMG LLP, Financial Advisors to the Debtors	8/7/23-3/13/24 D.I. 1299	\$2,819,683.50	\$3,262.00	\$6,090.26	N/A	\$2,816,421.50	\$6,090.26

Professional & Role in Case	Final Compensation Period & Final Fee Application	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Expense Adjustments	Final Fees Approved	Final Expenses Approved
Slaughter & May	10/20/23-3/13/24 D.I. 1302	£194,655.00	£2,604.50	£0.00	N/A	£192,050.50	£0.00
Rucki Fee Review, LLC	12/15/23-3/13/24 D.I. 1304	\$177,936.00	N/A	\$0.00	N/A	\$177,936.00	\$0.00