

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtors.

Chapter 11

Case No. 23-11120 (BLS)

(Joint Administered)

***MUNICH ELECTRIFICATION SYSTEMS GMBH’S (A) RESPONSE TO 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CERTAIN (I) AMENDED AND SUPERSEDED CLAIMS, (II) DUPLICATE CLAIMS, (III)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
AND (B) MOTION TO FILE AMENDED PROOF OF CLAIM***

Munich Electrification Systems GmbH (“Munich Electrification”), by its undersigned counsel, hereby files this opposition (the “Opposition”) and motion (the “Motion to Amend” and together with the Opposition, the “Response”) in response to *The Distribution Trustee’s First Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II) Duplicate Claims, (III) Late Filed Claims, and (IV) Insufficient Documentation Claims* [D.I. 1326] (the “Claim Objection”). In support of this Response, Munich Electrification respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157. Venue of this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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.



BACKGROUND

2. On August 7, 2023 (the “Petition Date”), Proterra, Inc. (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (together with Proterra, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (this “Court”).

3. On October 10, 2023, the Debtors filed the *Notice of Entry of Bar Date Order for Filing Proofs of Claim (Including for Claims Asserted Under Section 503(b)(9) of the Bankruptcy Code) Against the Debtors* [D.I. 344] establishing November 13, 2023 (the “Bar Date”), as the general bar date.

4. On November 9, 2023, prior to the expiration of the Bar Date, Munich Electrification filed proof of claim number 1108 (the “Original Proof of Claim”) asserting a claim of \$912,771.41 of which \$418,056.88 was listed as entitled to priority under 11 U.S.C. § 503(b)(9).

5. On January 29, 2024, Munich Electrification filed proof of claim number 1275 (the “Amended Proof of Claim”) asserting a claim of \$970,096.66. Though the Amended Proof of Claim was meant to amend the Original Proof of Claim, Munich Electrification mistakenly did not check the box reiterating that \$418,056.88 of the Amended Proof of Claim was entitled to priority under 11 U.S.C. § 503(b)(9).

6. 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”). 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], confirming the Plan and all supplements thereto, including the Distribution Trust Agreement (the “DTA”).

7. The Plan and the DTA authorize Steven Balasiano, in his capacity as the distribution trustee (the “Distribution Trustee”), to pursue objections to, and settlement of, disputed claims.

8. On May 28, 2024, the Distribution Trustee filed the Claim Objection seeking to disallow the Original Proof of Claim as superseded by the Amended Proof of Claim.

9. Munich Electrification opposes this treatment and seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (I) permitting (1) the withdrawal of the Amended Proof of Claim and (2) the filing of a second amended proof of claim amending the Original Proof of Claim substantially in the form attached hereto as **Exhibit 1** (the “Proposed Proof of Claim”) and (II) finding the Claim Objection moot as to the Munich Electrification claim.

MOTION TO AMEND

10. “A party that wishes to amend its claim after the bar date has passed must obtain permission of the bankruptcy court.” *In re Quinn*, 423 B.R. 454, 463 (Bankr. D. Del. 2009) (citing Fed. R. Civ. P. 15(a)). However, “[i]t is well settled that, absent contrary equitable considerations or prejudice to the opposing party, amendments to proofs of claim should be freely permitted.” *In re Walls & All, Inc.*, 127 B.R. 115, 117 (W.D. Pa. 1991) (citing *United States v. Owens*, 84 B.R. 361, 363 (E.D. Pa. 1988)).

11. “In general, the Third Circuit follows a policy of liberality in allowing amendments, especially when a debtor had notice of the substance of a creditor’s claim.” *Quinn*, 423 B.R. at 463 (citing *In re Trans World Airlines, Inc.*, 145 F.3d 124, 140–41 (3d Cir. 1998)); *see also Walls & All*, 127 B.R. at 117 (noting courts in the Third Circuit look to see whether original claim “prompted notice to the court of the existence, nature, and amount of the claim.”).

12. Specifically, in Delaware, “[p]ost-bar date amendment should be scrutinized to ensure that the amendment is not a new claim. [] While courts *allow post-bar date amendment to claim amounts*, courts do not allow post-bar amendment to change status of the claim.” *In re Orion Ref. Corp.*, 317 B.R. 660, 664 (Bankr. D. Del. 2004) (emphasis added) (internal citations omitted); *see also Quinn*, 423 B.R. at 465 (permitting amendment to claim amount); *Walls & All*, 127 B.R. at 118 (“Although case law has generally held that a post-bar-date proof of claim seeking to merely increase the amount of a timely-filed claim is not the assertion of a new claim, . . . where a claimant attempts to change the nature of the proof of claim, such amendments are generally disallowed”); *In re Hanscom Retail Foods, Inc.*, 96 B.R. 33, 35 (Bankr. E.D. Pa. 1988) (“[T]he fact that a subsequent proof of claim is for a larger sum than the earlier proof does not prevent the latter from amending the former.”).

13. Here, the Court should grant Munich Electrification leave to file the Proposed Proof of Claim, thereby amending the Original Proof of Claim, and overruling the Claim Objection as moot. Because the Debtor (and by extension the Distribution Trustee) had “notice of the substance” of Munich Electrification’s claim, *see Quinn*, 423 B.R. at 463—the Section 503(b)(9) priority status as identified in the Original Proof of Claim—granting leave to file the Proposed Proof of Claim would not prejudice the Reorganized Debtors or the Distribution Trustee. The Proposed Proof of Claim does not “change [the] status” of Munich Electrification’s claim as asserted in the Original Proof of Claim, only the dollar amount of the claim.

14. The *Orion* case is instructive. In *Orion*, the debtor originally scheduled a creditor with a priority claim. 317 B.R. at 665. While originally not required to file a proof of claim, the creditor filed a proof of claim after the Orion debtor subsequently removed the creditor’s claim from the schedule. *Id.* However, in filing the proof of claim, the creditor failed to indicate that its

claim was entitled to priority status. *Id.* The Orion debtor objected when the creditor discovered the error and attempted to amend this claim post-bar date to include priority status. *Id.* Following argument, the Court allowed the creditor to amend its proof of claim despite the change in status because the Orion debtor had prior notice of the priority status and the omission was merely a mistake in checking the priority box. *Id.*

15. Munich Electrification’s present request is similar to the issue addressed in *Orion*. The Distribution Trustee had timely notice about the “existence, nature and amount of the claim” once Munich Electrification timely filed its Original Proof of Claim. Filing the Proposed Proof of Claim will not change the existence, nature, amount, or status of Munich Electrification’s claim because the Distribution Trustee already had notice of the existence, nature, amount, and status of the claim. Courts in this circuit routinely permit amendments to clarify the amount of a claim. Munich Electrification submits there is good cause to—and no prejudice to the Distribution Trustee from—grant the Proposed Proof of Claim.²

16. The Distribution Trustee is not prejudiced by Munich Electrification filing the Proposed Proof of Claim. First, the Claim Objection is a non-substantive procedural objection. There is no indication that the Distribution Trustee has delved into the merits of Munich Electrification’s claim and the Distribution Trustee has not issued discovery as to the basis for, or amount of, Munich Electrification’s claim. Moreover, the Distribution Trustee has protected himself regarding additional procedural and substantive objections to the Original Proof of Claim by including a reservation of rights to proceed with a further objection to any claim. Therefore, the Distribution Trustee is protected from any perceived or actual prejudice by retaining the right to

² Additionally, the Distribution Trustee was on notice about the full amount of the Munich Electrification claim because the Amended Proof of Claim set out the correct amount. However, Munich Electrification does not need to rely on the Amended Proof of Claim and seeks to withdraw it as part of this process.

prepare and prosecute additional claims objections. *See Orion*, 317 B.R. at 665 (“There appears to be no prejudice to the Debtor, and the Debtor has indicated that it will avail itself of any rights it has to object to the tax claim on the merits. Therefore, the non-substantive objection will be overruled.”).

17. Second, the Distribution Trustee seeks to expunge the Original Proof of Claim along with other amended claims only because there is a risk of “a double recovery to the detriment of other creditors in the Chapter 11 Case.” *Claim Objection* ¶ 26. This is not the case here. Munich Electrification is not seeking a double recovery, either by filing the Amended Proof of Claim or seeking permission to file the Proposed Proof of Claim. Munich Electrification supports the Distribution Trustee’s effort to create “a more streamlined and accurate Claims Register[.]” *Id.* But to be accurate, the Claims Register must correctly reflect the claims asserted against the Debtor. Munich Electrification is seeking to ensure that the most accurate information about its claim appears on the Claims Register. The Proposed Proof of Claim provides the correct value of Munich Electrification’s claim and reinstates the correct priority status.

18. Accordingly, Munich Electrification seeks entry of the Proposed Order (I) permitting (1) the withdrawal of the Amended Proof of Claim and (2) the filing of the Proposed Proof of Claim.

19. Granting the Motion will moot the Claim Objection as to Munich Electrification as the Amended Proof of Claim will be withdrawn and cannot supersede the Original Proof of Claim

RESERVATION OF RIGHTS

20. Munich Electrification reserves its right to amend or supplement this Response.

CONCLUSION

WHEREFORE, Munich Electrification respectfully requests that the Court (i) enter an order substantially in the form attached hereto as **Exhibit A**, (I) permitting (1) the withdrawal of the Amended Proof of Claim and (2) the filing of the Proposed Proof of Claim and (II) finding the Claim Objection moot as to the Munich Electrification claim; and (ii) grant such other and further relief as is just and proper.

Dated: June 20, 2024
Wilmington, Delaware

By: /s/ Katherine S. Dute
Natalie D. Ramsey (No. 5378)
Davis Lee Wright (No. 4324)
Katherine S. Dute (No. 6788)
ROBINSON & COLE LLP
1201 N. Market Street, Suite 1406
Wilmington, DE 19801
Tel: (302) 516-1700
Fax: (302) 516-1699
Email: nramsey@rc.com
dwright@rc.com
kdute@rc.com

Attorneys for Munich Electrification Systems GmbH

Exhibit 1

Your claim can be filed electronically on KCC's website at <https://www.kccllc.net/proterra>

United States Bankruptcy Court for the District of Delaware	
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)	
<input type="checkbox"/> Proterra Inc (Case No. 23-11120)	<input checked="" type="checkbox"/> Proterra Operating Company, Inc. (Case No. 23-11121)

Official Form 410 Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim			
1. Who is the current creditor?	<u>Munich Electrification Systems GmbH</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small> Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent?	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%; border: none; vertical-align: top;"> Where should notices to the creditor be sent? <u>Munich Electrification Systems GmbH</u> <u>c/o Tobias Zimmermann</u> <small>Name</small> <u>Landaubogen 1</u> <small>Number Street</small> <u>Munich, Bavaria 81373</u> <small>City State ZIP Code</small> <u>Germany</u> <small>Country</small> Contact phone <u>49 89 89083515</u> Contact email <u>t.zimmermann@munichelectrification.com</u> </td> <td style="width: 40%; border: none; vertical-align: top;"> Where should payments to the creditor be sent? (if different) <small>Name</small> _____ <small>Number Street</small> _____ <small>City State ZIP Code</small> _____ <small>Country</small> _____ Contact phone _____ Contact email _____ </td> </tr> </table> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should notices to the creditor be sent? <u>Munich Electrification Systems GmbH</u> <u>c/o Tobias Zimmermann</u> <small>Name</small> <u>Landaubogen 1</u> <small>Number Street</small> <u>Munich, Bavaria 81373</u> <small>City State ZIP Code</small> <u>Germany</u> <small>Country</small> Contact phone <u>49 89 89083515</u> Contact email <u>t.zimmermann@munichelectrification.com</u>	Where should payments to the creditor be sent? (if different) <small>Name</small> _____ <small>Number Street</small> _____ <small>City State ZIP Code</small> _____ <small>Country</small> _____ Contact phone _____ Contact email _____
Where should notices to the creditor be sent? <u>Munich Electrification Systems GmbH</u> <u>c/o Tobias Zimmermann</u> <small>Name</small> <u>Landaubogen 1</u> <small>Number Street</small> <u>Munich, Bavaria 81373</u> <small>City State ZIP Code</small> <u>Germany</u> <small>Country</small> Contact phone <u>49 89 89083515</u> Contact email <u>t.zimmermann@munichelectrification.com</u>	Where should payments to the creditor be sent? (if different) <small>Name</small> _____ <small>Number Street</small> _____ <small>City State ZIP Code</small> _____ <small>Country</small> _____ Contact phone _____ Contact email _____		
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Claim number on court claims registry (if known) <u>1108 and 1275</u> Filed on <u>11/09/2023 and 1/29/2024</u> <small>MM / DD / YYYY</small>		
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____		

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 0014 ___ ___

7. How much is the claim? \$ 970,096.66 Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
Goods sold and Services performed

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____%
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: See attached documents and see Claim number 1108.

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____

Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____

Wages, salaries, or commissions (up to \$15,150* earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ 418,056.88

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 06/20/2024
MM / DD / YYYY

T. Zimmermann
Signature

Print the name of the person who is completing and signing this claim:

Name Tobias Zimmermann
First name Middle name Last name

Title Head of Finance

Company Munich Electrification GmbH
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address Landaubogen 1
Number Street
Munich, Bavaria 81373, Germany
City State ZIP Code Country

Contact phone 49 89 89083515 Email t.zimmermann@munichelectrification.com



Invoice: MES-10080-2023

Munich Electrification Systems GmbH, Landaubogen 1, 81373 München, Germany

Proterra Operating Company, Inc.
1 Whitlee Court
GREENVILLE 29607
USA

Ship-to Address:

Proterra Operating Company, Inc.
1605 Poplar Dr Ext
GREER 29651
USA

Account Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Invoice Date: 10.07.2023
Invoice Number: MES-10080-2023
Sales Order Number: 2002067
Delivery Number: OMES-156
Your Reference: GVB818662
Fulfillment Date: 30.06.2023
Our VAT Reg. Number: DE305852728
Your VAT Reg. Number: 27-1878459
Supplier ID: 1584

E-Mail: operations@munichelectrification.com

Line	Product	Description	Quantity	Net Price	Net Value
10	375111E01	174-2594, Rev A01	11,264 Each	32.21 EUR / 1 Each	362,813.44 EUR
Battery monitoring board (PCBA) for battery systems with a voltage lower than 1,000V (public transportation).					
US Tariff Code: 8536.90.8585					
EU Taric Code: 85369095					

Total Item Net Value 362,813.44 EUR
Total 362,813.44 EUR

Incoterms: Free carrier, Augsburg
Payment Terms: 30 days net
Pricing Term: Export Delivery - tax-exempt

Comment Munich Electrification:
Open are EUR 297,639.32
with a FX rate of 1.0733 USD per EUR (cf. FED as of 3
November 2023) this amounts to USD 319,456.28

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81373 München, Germany

accountsreceivables@
munichelectrification.com
www.munichelectrification.com
EORI: DE28 5004 8518 16473

Stadtsparkasse München
IBAN: DE64701500001004110910
(EUR)
IBAN: DE89701500000890014210
(USD)
BIC: SSKMDEMXXX

Amtsgericht München
HRB 223618
TAX ID: 143/165/31769
VAT ID: DE305852728

Test Copy



Invoice: MES-10082-2023

Munich Electrification Systems GmbH, Landaubogen 1, 81373 München, Germany

Proterra Operating Company, Inc.
1 Whitlee Court
GREENVILLE 29607
USA

Ship-to Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Account Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Invoice Date: 12.07.2023
Invoice Number: MES-10082-2023
Sales Order Number: 2001865
Delivery Number: OMES-157
Your Reference: LAB815259
Fulfillment Date: 10.07.2023
Our VAT Reg. Number: DE305852728
Your VAT Reg. Number: 27-1878459
Supplier ID: 1584
Project Name: CMB6

E-Mail: operations@munichelectrification.com

Line	Product	Description	Quantity	Net Price	Net Value
10	033726	033726, Rev A01	3,327 Each	49.08 EUR / 1 Each	163,289.16 EUR
Battery monitoring board (PCBA) for battery systems with a voltage lower than 1,000V (public transportation).					
US Tariff Code: 8536.90.8585					
EU Taric Code: 85369095					

Total Item Net Value

163,289.16 EUR

Total

163,289.16 EUR

Incoterms: Free carrier, Augsburg
Payment Terms: 30 days net
Pricing Term: Export Delivery - tax-exempt

Comment Munich Electrification:
With a FX rate of 1.0733 USD per EUR (cf. FED as of 3
November 2023) this amounts to USD 175,258.26

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www.munichelectrification.com
EORI: DE28 5004 8518 16473

Stadtparkasse München
IBAN: DE64701500001004110910
(EUR)
IBAN: DE89701500000890014210
(USD)
BIC: SSKMDEMXXX

Amtsgericht München
HRB 223618
TAX ID: 143/165/31769
VAT ID: DE305852728

Test Copy



Invoice: MES-10085-2023

Munich Electrification Systems GmbH, Landaubogen 1, 81373 München, Germany

Proterra Operating Company, Inc.
1 Whitlee Court
GREENVILLE 29607
USA

Invoice Date: 20.07.2023
Invoice Number: MES-10085-2023
Sales Order Number: 2001859
Delivery Number: OMEs-159
Your Reference: GVB810172
Fulfillment Date: 17.07.2023
Our VAT Reg. Number: DE305852728
Your VAT Reg. Number: 27-1878459
Supplier ID: 1584

Ship-to Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

E-Mail: operations@munichelectrification.com

Account Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Line	Product	Description	Quantity	Net Price	Net Value
10	210209	132-7100, Rev A01	950 Each	185.22 EUR / 1 Each	175,959.00 EUR
Battery management system boards (PCBA) for battery systems with a voltage lower than 1.000V (public transportation).					
US Tariff Code: 8536.90.8585					
EU Taric Code: 85369095					

Total Item Net Value

175,959.00 EUR

Total

175,959.00 EUR

Incoterms: Free carrier, Augsburg
Payment Terms: 30 days net
Pricing Term: Export Delivery - tax-exempt

Comment Munich Electrification:

With a FX rate of 1.0733 USD per EUR (cf. FED as of 3 November 2023) this amounts to USD 188,856.79

Munich Electrification
Systems GmbH
Landaubogen 1
81373 München, Germany

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www.munichelectrification.com
EORI: DE28 5004 8518 16473

Stadtparkasse München
IBAN: DE64701500001004110910
(EUR)
IBAN: DE89701500000890014210
(USD)
BIC: SSKMDEMXXX

Amtsgericht München
HRB 223618
TAX ID: 143/165/31769
VAT ID: DE305852728

Test Copy



Invoice: MES-10087-2023

Munich Electrification Systems GmbH, Landaubogen 1, 81373 München, Germany

Proterra Operating Company, Inc.
1 Whitlee Court
GREENVILLE 29607
USA

Ship-to Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Account Address:

Proterra Operating Company, Inc.
393 Cheryl Lane
CITY OF INDUSTRY CA 91789
USA

Invoice Date: 02.08.2023
Invoice Number: MES-10087-2023
Sales Order Number: 2001865
Delivery Number: OMES-162
Your Reference: LAB815259
Fulfillment Date: 28.07.2023
Our VAT Reg. Number: DE305852728
Your VAT Reg. Number: 27-1878459
Supplier ID: 1584
Project Name: CMB 6

E-Mail: operations@munichelectrification.com

Line	Product	Description	Quantity	Net Price	Net Value
10	033726	033726, Rev A01	4,351 Each	49.08 EUR / 1 Each	213,547.08 EUR
Battery monitoring board (PCBA) for battery systems with a voltage lower than 1,000V (public transportation).					
US Tariff Code: 8536.90.8585					
EU Taric Code: 85369095					

Total Item Net Value

213,547.08 EUR

Total

213,547.08 EUR

Incoterms: Free carrier, Augsburg
Payment Terms: 30 days net
Pricing Term: Export Delivery - tax-exempt

Comment Munich Electrification:
With a FX rate of 1.0733 USD per EUR (cf. FED as of 3
November 2023) this amounts to USD 229,200.08

Munich Electrification
Systems GmbH
Landaubogen 1
81373 München, Germany

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munichelectrification.com
www.munichelectrification.com
EORI: DE28 5004 8518 16473

Stadtparkasse München
IBAN: DE64701500001004110910
(EUR)
IBAN: DE89701500000890014210
(USD)
BIC: SSKMDEMXXX

Amtsgericht München
HRB 223618
TAX ID: 143/165/31769
VAT ID: DE305852728

Test Copy

Post-Petition Trade Agreement
Munich Electrification (“Vendor”)

August 30, 2023

Dear Uwe Wiedemann:

On August 7, 2023 (the “Petition Date”), Proterra Inc and Proterra Operating Company, Inc. (together, “Proterra”) each filed a voluntary petition for relief (the “Bankruptcy Cases”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). Since the commencement of the Bankruptcy Cases, Proterra has created a special program (the “Program”) for certain critical providers of goods and services which was approved by the Bankruptcy Court. Under the Program, vendors who contractually commit to continue doing business with Proterra will receive installment payments for goods and services that were provided before the commencement of the Bankruptcy Cases, but for which the vendor has not yet been paid.

The Program is described in greater detail in the “vendor claimants” motion filed with the Bankruptcy Court on the Petition Date (the “Motion”) [Docket No. 4], and the interim order granting the relief requested in the Motion (the “Order”) [Docket No. 65] entered on August 10, 2023, which can be located at <http://www.kccllc.net/proterra>. Proterra encourages you to read and understand the additional terms and conditions reflected in the Motion and Order, which are incorporated by reference in this trade agreement (this “Trade Agreement”).

To receive payment on your pre-bankruptcy claims, you must agree to continue to provide goods and services to Proterra based on Customary Trade Terms (defined in the following sentence). “Customary Trade Terms” are the normal and customary trade terms, practices, and programs (including, but not limited to, credit limits, pricing, cash discounts, timing of payments, allowances, rebates, coupon reconciliation, normal product mix and availability, and other applicable terms and programs) favorable to Proterra and in effect between you and Proterra on a historical basis within the six (6) month period prior to the Petition Date. You must continue providing those goods or services until the earlier of the effective date of a chapter 11 plan, the consummation of the sale of substantially all of Proterra’s assets pursuant to section 363 of title 11 of the Bankruptcy Code, the conversion of Bankruptcy Cases to cases under chapter 7 of the Bankruptcy Code, or the dismissal of the Bankruptcy Cases.

In exchange for signing this Trade Agreement and agreeing to provide Customary Trade Terms, you will receive installment payments outlined below (Table 1) to be applied to your pre-bankruptcy claims (the “Vendor Amount”).

Payment No.	Amount	Payment Date
1	€271,420.00	01 Sept 23
2	€286,903.00	08 Sept 23
3	€286,903.00	15 Sept 23
4	€286,903.00	22 Sept 23
5	€286,903.00	29 Sept 23
6	€271,420.00	06 Oct 23
Total	€1,690,452.00	

In order to participate in the Program, please sign this Trade Agreement and return it by email to Proterra, Attn: Critical.Partners@proterra.com, with a copy to proposed counsel to Proterra, Paul, Weiss,

UW

Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attn: Joshua A. Esses (JEsses@paulweiss.com) and FTI Consulting, Inc., Attn: Don Harer (Don.Harer@fticonsulting.com). For purposes of administering this Program, and in accordance with the terms of the Order, you agree to be bound by the following terms:

Proterra's Commitment.

- (a) Proterra will pay to the Vendor (defined below) the Vendor Amount.
- (b) For claims in excess of €1,690,452.00 due the Vendor, Proterra shall seek authorization, pursuant to an order approving Proterra's motion to settle de minimis claims [Docket No. 124] (the "Order"), to setoff any pre-Petition Date credit memos and/or prepayments in favor of Vendor in the amount of €850,436,06, subject to the prior written consent of the First Lien Agent and the Second Lien Agent (each as defined in the Order).

Vendor's Commitment. The undersigned (the "Vendor") agrees to the following terms and conditions:

- (a) Vendor agrees to be bound by, and continue to provide to Proterra, the Customary Trade Terms (including, but not limited to, credit limits, pricing, cash discounts, timing of payments, allowances, rebates, coupon reconciliation, normal product mix and availability, and other applicable terms and programs) in effect between Vendor and Proterra on a historical basis within six (6) months of the Petition Date. Proterra records indicate that payment terms are Net 25. In the event Proterra violates the payment terms, Vendor is entitled to provide services and goods only upon receipt of a prepayment.
- (b) Vendor agrees to provide goods and/or services to Proterra based upon Customary Trade Terms, and Proterra will pay Vendor in accordance with such terms.
- (c) Vendor agrees to not file or otherwise assert against Proterra or its estates, or any of its respective assets or property (real or personal) any lien (a "Lien") (regardless of the statute or other legal authority upon which such Lien is asserted) related in any way to any remaining prepetition amounts allegedly owed to Vendor by Proterra arising from goods and/or services provided to Proterra prior to the Petition Date. To the extent Vendor has previously obtained such a Lien, Vendor shall immediately take all necessary actions to release such Lien.
- (d) Vendor has reviewed the terms and provisions of the Order, and consents to be bound thereby.
- (e) Vendor agrees that it will not separately assert or otherwise seek payment of any reclamation claims, or assert a right to reclamation under section 546(c) of the Bankruptcy Code or applicable law.
- (f) Vendor agrees that nothing in this Trade Agreement grants an allowed claim with respect to any unpaid amounts, and that Vendor retains responsibility to timely file a proof of claim with respect to any amounts that are alleged to remain unpaid.
- (g) Vendor acknowledges that, if it subsequently refuses to supply goods and/or services to Proterra on Customary Trade Terms, then, without the need for any further order of the Bankruptcy Court, any payments received by the Vendor on account of such

prepetition claim shall be deemed to have been in payment of any then outstanding postpetition obligations owed to such Vendor. Proterra may then take any and all appropriate steps to cause such Vendor to repay payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such Vendor.

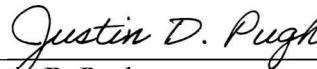
- (h) Vendor agrees to keep the existence of this Trade Agreement and the terms hereof confidential and shall not disclose either the existence of this Trade Agreement or the terms hereof to any person or entity, except to the extent required by applicable law or for financial reporting purposes, and except that the Vendor may disclose such information to its employees, accountants, attorneys, advisors, and other representatives as necessary in connection with the ordinary conduct of its business (so long as such employees, accountants, attorneys, advisors, and other representatives agree to or are bound by contract to keep such information confidential).



Uwe Wiedemann
Managing Director

August 30, 2023

ACCEPTED BY:



Justin D. Pugh
Chief Transformation Officer
Proterra Inc

August 30, 2023

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtors.

Chapter 11

Case No. 23-11120 (BLS)

(Joint Administered)

ORDER

Upon the Opposition and Motion to Amend of Munich Electrification Systems GmbH² for entry of an order (the “Order”) Pursuant to Fed. R. Civ. P. 15(a), authorizing and granting *Munich Electrification Systems GmbH’s (A) Response to 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 and (B) Motion to File Amended Proof Of Claim* (the “Motion”); and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*, dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and Local Rules, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having

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 words not defined herein have the definition given them in the Motion.

determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Munich Electrification Systems GmbH is authorized to file the Proposed Proof of Claim.
3. Munich Electrification Systems GmbH is further authorized to withdraw the Amended Proof of Claim.
4. *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 [D.I. 1326] (the "Claim Objection")* is denied as moot as to Munich Electrification Systems GmbH's claims.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. Munich Electrification Systems GmbH is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of the Order.

CERTIFICATE OF SERVICE

I, Katherine S. Dute, hereby certify that a true and correct copy of the *Munich Electrification Systems GmbH's (A) Response to 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 and (B) Motion To File Amended Proof Of Claim* was filed electronically on June 20, 2024, with the United States Bankruptcy Court and served on the attached Notice 2002 Service List via Email Notification and/or First-Class mail.

/s/ Katherine S. Dute
Katherine S. Dute (No. 6788)

Core/2002 Service List

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip	Phone	Fax	Email
Counsel to Daimler Truck North America LLC and Its Affiliates and Birlasoft Solutions, Inc.	Ashby & Geddes, P.A.	Ricardo Palacio and Gregory A. Taylor	500 Delaware Avenue, 8th Floor			Wilmington	DE	19899-1150	302-654-1888	302-654-2067	RPalacio@ashbygeddes.com; GTaylor@ashbygeddes.com
Michigan Department of Treasury	Assistant Attorney General	Jeanmarie Miller	3030 W. Grand Blvd, Suite 10-200	Cadillac Place Building		Detroit	MI	48202	313-456-0140		millerj51@michigan.gov
Counsel to Board of Regents of the University System of Georgia	Assistant Attorney General	Valentin Dubuis	40 Capitol Square, S.W.			Atlanta	GA	30334	404-458-3708		vdubuis@law.ga.gov
Counsel to the Texas A&M Transportation Institute	Assistant Attorney General, Office of the Attorney General of Texas, Bankruptcy & Collections Division	Rachel R. Obaldo	P.O. Box 12548			Austin	TX	78711-2548	512-463-2173	512-936-1409	rachel.obaldo@oag.texas.gov; bk-robaldo@oag.texas.gov; sherrisimpson@oag.texas.gov
Counsel to Volvo Battery Solutions LLC	Baker & Hostetler LLP	Jeffrey J. Lyons	1201 N. Market Street, Suite 1407			Wilmington	DE	19801	302-468-7088		jilyons@bakerlaw.com
Counsel to Volvo Battery Solutions LLC	Baker & Hostetler LLP	Jorian L. Rose	45 Rockefeller Plaza			New York	NY	10111	212-589-4200		jrose@bakerlaw.com
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Bank of America	Bank of America NA	Michael McCauley	Bank of America Corporate Center	100 North Tryon Street		Charlotte	NC	28255			Michael.Mccauley2@bofa.com
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Counsel to Capital Metropolitan Transportation Authority	Bayard, P.A.	Evan T. Miller and Ericka F. Johnson	600 North King Street, Suite 400			Wilmington	DE	19801	302-655-5000		emiller@bayardlaw.com; ejohnson@bayardlaw.com
Counsel to Infosys Limited	Benesch, Friedlander, Coplan & Aronoff LLP	Kevin M. Capuzzi and Steven L. Walsh	1313 North Market Street, Suite 1201			Wilmington	DE	19801	302-442-7010	302-442-7012	kcapuzzi@beneschlaw.com; swalsh@beneschlaw.com
Counsel to South Bay Solutions, Inc.	Binder & Malter, LLP	Wendy Watrous Smith	2775 Park Avenue			Santa Clara	CA	95050	408-295-1700		wendy@bindermalter.com
Counsel to Broward County, Florida	Broward County Attorney's Office	Scott Andron	115 South Andrews Avenue, Suite 423			Fort Lauderdale	FL	33301	954-357-7600	954-357-7641	sandron@broward.org
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Counsel to the City of Santa Rosa, California	Burke Williams & Sorensen LLP	Joseph P. Buchman	444 South Flower Street, Suite 2400			Los Angeles	CA	90071-2953	213-236-0600		jbuchman@bwsllaw.com
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Counsel to Aldridge Electric Inc	Cohen, Seglias, Pallas, Greenhall & Furman, P.C.	Evan Rassman, Esq., and Francis D. Nardo, Esq.	500 Delaware Avenue, Suite 730			Wilmington	DE	19801	302-425-5089		erassman@cohenseglias.com; fnardo@cohenseglias.com
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Administrative and Collateral Agents Under the Debtors' Prepetition Credit Facilities (Cowen)	CSI GP I LLC, as Collateral Agent	Ewa Kozicz, Vusal Najafov	599 Lexington Ave, 20th Fl			New York	NY	10022	646-562-1010		ewa.kozicz@cowen.com; vusal.najafov@cowen.com
Delaware State AG and DOJ	Delaware Dept of Justice	Attorney General	Attn Bankruptcy Department	Carvel State Building	820 N French St	Wilmington	DE	19801	302-577-8400	302-577-6630	attorney.general@state.de.us;
DE Secretary of State	Delaware Secretary of State	Division of Corporations	Franchise Tax	PO Box 898		Dover	DE	19903	302-739-3073	302-739-5831	dosdoc_bankruptcy@state.de.us
DE State Treasury	Delaware State Treasury		820 Silver Lake Blvd., Suite 100			Dover	DE	19904	302-672-6700	302-739-5635	statetreasurer@state.de.us
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	DWFritz Automation LLC	Bryan Wallace	9600 SW Boeckman Road			Wilsonville	OR	97070	503-598-9393		bwallace@dwfritz.com
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Counsel to Meritor, Inc.	Dykema Gossett, PLLC	Sherrie L. Farrell	400 Renaissance Center, Suite 2300			Detroit	MI	48243	313-568-6550	313-568-6893	sfarrell@dykema.com
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Counsel to Birlasoft Solutions, Inc.	Foley & Lardner LLP	John P. Melko, Esq. and Nora J. McGuffey, Esq.	1000 Louisiana Street, Suite 2000			Houston	TX	77002	713-276-5500		jmelko@foley.com; nora.mcguffey@foley.com
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Counsel to LG Energy Solutions, Ltd.	Greenberg Traurig, LLP	Howard J. Steinberg	1840 Century Park East, Suite 1900			Los Angeles	CA	90067	310-586-7702		steinbergh@gtlaw.com
Counsel to the First Lien Agent, Bank of America	Holland & Knight	Attn Robert Jones and Brent McIlwain	One Arts Plaza	1722 Routh Street, Suite 1500		Dallas	TX	75201			robert.jones@hklaw.com; brent.mcilwain@hklaw.com
Counsel to Bank of America	Holland & Knight	Hamid Namazie, Yoojin Lee	400 South Hope Street, 8th Floor			Los Angeles	CA	90071	213-896-2400		Hamid.Namazie@hklaw.com; Yoojin.Lee@hklaw.com
Counsel to Valeo Thermal Commercial Vehicles North America, Inc. and Our Next Energy, Inc.	Honigman LLP	E. Todd Sable and Lawrence A. Lichtman	2290 First National Building	660 Woodward Avenue		Detroit	MI	48226-3506	313-465-7000		tsable@honigman.com; llichtman@honigman.com

Core/2002 Service List

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip	Phone	Fax	Email
Counsel to Dana Limited	Hunton Andrews Kurth LLP	J.R. Smith and Jennifer E. Wuebker	951 East Byrd Street			Richmond	VA	23219	804-788-8200		jrsmith@huntonak.com; jwuebker@huntonak.com
Counsel to Capital Metropolitan Transportation Authority	Husch Blackwell LLP	Lynn H. Butler and Jameson J. Watts	111 Congress Avenue, Suite 1400			Austin	TX	78701			lynn.butler@huschblackwell.com; jameson.watts@huschblackwell.com
IRS	Internal Revenue Service	Centralized Insolvency Operation	31 Hopkins Plz Rm 1150			Baltimore	MD	21201	800-913-9358	855-852-4141	SBSE.Insolvency.Balt@irs.gov
IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346			Philadelphia	PA	19101-7346	800-973-0424	855-235-6787	
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104		855-235-6787	
Counsel to Cyress Jam, Individually and on Behalf of Securities Litigation Class	Joyce, LLC	Michael J. Joyce	1225 King Street, Suite 800			Wilmington	DE	19801	302-388-1944		mjoyce@mjlawoffices.com
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Interested Party	LACO, Inc.	Attn: Erika Meciar, C.E.O.	1150 Trademark Dr., Ste. 111			Reno	NV	89521	775-737-3344		emeciar@lacoinc.com
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Counsel to Volta Trucks Limited	Morris, Nichols, Arshat & Tunnel LLP	Derek C. Abbott and Andrew R. Remming	1201 North Market Street, 16th Floor			Wilmington	DE	19801	302-658-9200	302-658-3989	DAbbott@morrisonichols.com; ARemming@morrisonichols.com
US Trustee for District of DE	Office of the United States Trustee Delaware	Linda J. Casey	844 King St Ste 2207	Lockbox 35		Wilmington	DE	19801	302-573-6492	302-573-6497	Linda.Casey@usdoj.gov
Office of Unemployment Compensation Tax Services (UCTS), Department of Labor and Industry, Commonwealth of Pennsylvania	Office of Unemployment Compensation Tax Services (UCTS), Department of Labor and Industry, Commonwealth of Pennsylvania	Ryan Starnowsky	PO Box 68568	Collections Support Unit		Harrisburg	PA	17106-8568	717-787-7627	717-787-7671	ra-li-ucts-bankrupt@state.pa.us
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Counsel to IVECO S.p.A. and EVCO GmbH	Paul Hastings LLP	Luc Despins and G. Alexander Bongartz	200 Park Avenue			New York	NY	10166	212-318-6000	212-319-4090	lucdespins@paulhastings.com; alex bongartz@paulhastings.com
Counsel for the Debtors	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Paul M. Basta, Robert A. Britton and Michael J. Colarossi	1285 Avenue of the Americas 1888 Century Park East, Suite 1700			New York	NY	10019	212-373-3000	212-757-3990	pbasta@paulweiss.com; rbritton@paulweiss.com; mcolarossi@paulweiss.com
Counsel to BC Transit	Perkins Coie LLP	Amir Gamliel	1888 Century Park East, Suite 1700			Los Angeles	CA	90067-1721	310-788-3276	310-843-1246	AGamliel@perkinscoie.com
Counsel to Komatsu/Joy Global Underground Mining	Pietragallo Gordon Alfano Bosick & Raspanti, LLP	Richard J. Parks	7 West State Street, Suite 100			Sharon	PA	16146	724-981-1397	724-981-1398	rjp@pietragallo.com
Counsel to Nikola Corporation	Pillsbury Winthrop Shaw Pittman LLP	Joshua D. Morse, Esq.	Four Embarcadero Center, 22nd Floor			San Francisco	CA	94111-5998	415-983-1000	415-983-1200	joshua.morse@pillsburylaw.com
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Counsel to Cyress Jam, Individually and on Behalf of Securities Litigation Class	Pomerantz LLP	Joshua Silverman	10 S. Lasalle Street, Suite 3505			Chicago	IL	60603	312-881-4847		jbsilverman@pomlaw.com

Core/2002 Service List

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip	Phone	Fax	Email
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