

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)

Jointly Administered

Hearing Date: November 20, 2024 at 9:30 a.m. (ET)

Objection Deadline: November 13, 2024 at 4:00 p.m. (ET)

**THE DISTRIBUTION TRUSTEE'S FOURTH 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OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED CLAIMS, (II)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 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 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

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



“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 Documentation Claims,” and together with the Amended Claims, the Duplicate Claims, and the Late Filed 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 Fourth Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II) Duplicate Claims, and (III) Late Filed Claims, (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.

BACKGROUND³

I. THE CHAPTER 11 CASE

3. On August 7, 2023, Proterra Inc (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (“Proterra Operating,” and 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] and the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [D.I. 738] (the “Disclosure Statement”).

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’*

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan (as defined herein).

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 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) approved by 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 approving 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.

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, the Disputed Claims included in this Objection. *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, Verita Global (*f/k/a* Kurtzman Carson Consultants LLC) (“Verita”), 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 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 Verita, 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, as applicable, 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 listed on Schedule 1 to the extent all or a portion of such claim has been paid; and/or (iv) settle any claim listed on Schedule 1 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 respective 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 listed on

Schedule 2 to the extent all or a portion of such claim has been paid; and/or (iv) settle any claim listed on Schedule 2 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 respective rights to object to the Remaining Duplicate Claims on any other grounds are preserved.

32. In addition, to the extent the Duplicate Claims include any attachments that were not submitted with the Remaining Duplicate Claims, the Distribution Trustee does not object to the Claimants using those attachments to support the validity, amount, or priority of the Remaining Duplicate Claims. The Distribution Trustee requests that any such attachments be considered as part of the Remaining Duplicate Claims.

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 Verita 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 have a late proof of claim be deemed as timely filed. *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 or Distribution Trust 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

November 13, 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 November 20, 2024 at 9:30 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-

LOWENSTEIN SANDLER LLP

Jeffrey L. Cohen, Esq.
Eric S. Chafetz, Esq.
Daniel B. Besikof, Esq.
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 262-6700
Email: jcohen@lowenstein.com
echafetz@lowenstein.com
dbesikof@lowenstein.com

-and-

MORRIS JAMES LLP

Eric J. Monzo, Esq.
Brya M. Kelson, Esq.
Siena B. Cerra, Esq.
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801

Telephone: (302) 888-6800
Email: emonzo@morrisjames.com
bkeilson@morrisjames.com
scerra@morrisjames.com

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 November 13, 2024 at 4:00 p.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, as applicable. 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 of the Distribution Trustee, as applicable, 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 Schedules 1 through 4 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 respectfully submits that no other or further notice is required.

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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: October 15, 2024

MORRIS JAMES LLP

/s/ Siena B. Cerra

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Siena B. Cerra (DE Bar No. 7290)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
E-mail: emonzo@morrisjames.com
bkeilson@morrisjames.com
scerra@morrisjames.com

-and-

LOWENSTEIN SANDLER LLP

Jeffrey L. Cohen, Esq. (admitted *pro hac vice*)
Eric S. Chafetz, Esq. (admitted *pro hac vice*)
Daniel B. Besikof, Esq. (admitted *pro hac vice*)
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 262-6700
Facsimile: (212) 262-7402
E-mail: jcohen@lowenstein.com
echafetz@lowenstein.com
dbesikof@lowenstein.com

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)

Jointly Administered

Hearing Date: November 20, 2024 at 9:30 a.m. (ET)

Objection Deadline: November 13, 2024 at 4:00 p.m. (ET)

**NOTICE OF THE DISTRIBUTION TRUSTEE’S FOURTH 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 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”), files *The Distribution Trustee’s Fourth 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**

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.

THAT MAY BE FILED BY THE DISTRIBUTION TRUSTEE, ON BEHALF OF THE REORGANIZED DEBTOR, OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DISTRIBUTION TRUSTEE'S RIGHT TO PURSUE FURTHER OBJECTIONS IN CONNECTION WITH 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 **November 13, 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 Disputed 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 **November 20, 2024 at 9:30 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.

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Dated: October 15, 2024

MORRIS JAMES LLP

/s/ Siena B. Cerra

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Siena B. Cerra (DE Bar No. 7290)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
E-mail: emonzo@morrisjames.com
bkeilson@morrisjames.com
scerra@morrisjames.com

-and-

LOWENSTEIN SANDLER LLP

Jeffrey L. Cohen, Esq. (admitted *pro hac vice*)
Eric S. Chafetz, Esq. (admitted *pro hac vice*)
Daniel B. Besikof, Esq. (admitted *pro hac vice*)
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 262-6700
Facsimile: (212) 262-7402
E-mail: jcohen@lowenstein.com
echafetz@lowenstein.com
dbesikof@lowenstein.com

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)

Jointly Administered

Re: Docket No. ____

ORDER SUSTAINING THE DISTRIBUTION TRUSTEE’S FOURTH 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 Documentation 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

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.

to consider the Objection and the relief requested therein in accordance with 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; 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. Verita 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 and Superseded Claims

	Name of Claimant	Remaining Claim	Remaining Claim Asserted Amount	Debtor for Remaining Claim	Amended Claim to be Disallowed	Disallowed Asserted Claim Amount	Debtor for Disallowed Claim	Reason For Disallowance
1	Missouri Department of Revenue	1406	Administrative: Secured: Priority Unsecured: \$1,278.64 General Unsecured: _____ Total Claim Amount \$1,278.64	Proterra Operating Company, Inc. 23-11121	1359	Administrative: \$1,762.64 Secured: Priority Unsecured: General Unsecured: _____ Total Claim Amount \$1,762.64	Proterra Operating Company, Inc. 23-11121	Claim No. 1406 amends and supersedes Claim No. 1359.
2	Missouri Department of Revenue	1409	Administrative: \$1,278.64 Secured: Priority Unsecured: General Unsecured: _____ Total Claim Amount \$1,278.64	Proterra Operating Company, Inc. 23-11121	1406	Administrative: Secured: Priority Unsecured: \$1,278.64 General Unsecured: _____ Total Claim Amount \$1,278.64	Proterra Operating Company, Inc. 23-11121	Claim No. 1409 amends and supersedes Claim No. 1406.

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	Mobility Forefront LLC	1333	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u>	Unliquidated	Proterra Inc. 23-11120	1138	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u>	Unliquidated	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 1333 is also subject to objection as Contingent or Unliquidated. See Schedule 5.
			Total Claim Amount	Unliquidated			Total Claim Amount	Unliquidated		
2	Rhombus Energy Solutions, Inc.	1390	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u>	\$10,975.37 \$2,983.87 \$544,484.48	Proterra Inc. 23-11120	1389	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u>	\$10,975.37 \$2,983.87 \$544,484.48	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.
			Total Claim Amount	\$558,443.72			Total Claim Amount	\$558,443.72		

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 Asserted Amount and Priority	Debtor	Reason For Disallowance
1	Digital Media Innovations LLC	1407	6/26/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$875.00 Total Claim Amount \$875.00	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
2	SPAL USA	1405	6/4/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$57,432.13 Total Claim Amount \$57,432.13	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
3	Atlas-Pellizzari Electric Inc.	1400	5/6/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$149,422.00 Total Claim Amount \$149,422.00	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
4	Motion Industries	1399	4/30/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$4,289.79 Total Claim Amount \$4,289.79	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
5	Suzhou Current Electric Limited Company	1396	4/26/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$150.78 Total Claim Amount \$150.78	Proterra Operating Company, Inc. 23-11121	Claim was filed after the applicable General Bar date of November 13, 2023
6	City of Wilsonville	1388	4/12/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$26,019.52 Total Claim Amount \$26,019.52	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
7	Jet Garagae Inc.	1387	4/12/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$1,356.00 Total Claim Amount \$1,356.00	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023

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 Asserted Amount and Priority	Debtor	Reason For Disallowance
8	Quad City Garage Policy Group	1377	4/11/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$2,832.03 Total Claim Amount \$2,832.03	Proterra Operating Company, Inc. 23-11121	Claim was filed after the applicable General Bar date of November 13, 2023
9	Redding Area Bus Authroity	1337	3/19/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$2,359.50 Total Claim Amount \$2,359.50	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023
10	Lama, Sonam	1336	3/16/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$9,415.00 Total Claim Amount \$9,415.00	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023 NOTE: Claim 1336 is also subject to objection as an Insufficient Document Claim. See Schedule 4.
11	Element Materials Technology Detroit LLC	1309	2/23/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$2,735.00 Total Claim Amount \$2,735.00	Proterra Operating Company, Inc. 23-11121	Claim was filed after the applicable General Bar date of November 13, 2023
12	TE Connectivity Corporation	1262	1/17/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$89,949.32 Total Claim Amount \$89,949.32	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023

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 Asserted Amount and Priority	Debtor	Reason For Disallowance
13	White Rock Mfg.	1255	1/10/2024	Administrative: Secured: Priority Unsecured: General Unsecured: \$141,595.53 Total Claim Amount \$141,595.53	Proterra Operating Company, Inc. 23-11121	Claim was filed after the applicable General Bar date of November 13, 2023
14	Qualtrics	1221	11/28/2023	Administrative: Secured: Priority Unsecured: General Unsecured: \$41,000.00 Total Claim Amount \$41,000.00	Proterra Inc. 23-11120	Claim was filed after the applicable General Bar date of November 13, 2023

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	Claim Priority	Debtor	Reason For Disallowance
1	Alaniz, Paul	545	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 545 does not include or attach sufficient documentation to constitute prima facie 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.
2	Avina, Gabriel	1209	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1209 does not include or attach sufficient documentation to constitute prima facie 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.
3	Bajwa, Haider	765	\$490.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 765 does not include or attach sufficient documentation to constitute prima facie 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.
4	Bluemle, Andreas	456	\$1,170.68	General Unsecured	Proterra Inc. 23-11120	Claim No. 456 does not include or attach sufficient documentation to constitute prima facie 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.
5	Campanella, Peter	72	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 72 does not include or attach sufficient documentation to constitute prima facie 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.
6	Cassilli, Joseph	340	\$500.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 340 does not include or attach sufficient documentation to constitute prima facie 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.
7	Chang, Pamella	292	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 292 does not include or attach sufficient documentation to constitute prima facie 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.
8	Cho, Nicholas	354	\$2,272.33	General Unsecured	Proterra Inc. 23-11120	Claim No. 354 does not include or attach sufficient documentation to constitute prima facie 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.
9	Coultman, Craig	577	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 577 does not include or attach sufficient documentation to constitute prima facie 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.
10	Fenton, Teal	440	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 440 does not include or attach sufficient documentation to constitute prima facie 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.

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	Claim Priority	Debtor	Reason For Disallowance
11	Gainey, Timothy	1261	\$92.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1261 does not include or attach sufficient documentation to constitute prima facie 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.
12	Gnanamuttu, Anuran	766	\$551.34	General Unsecured	Proterra Inc. 23-11120	Claim No. 766 does not include or attach sufficient documentation to constitute prima facie 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.
13	Gonzalez, Jaudiel	474	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 474 does not include or attach sufficient documentation to constitute prima facie 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.
14	Graves, Jennie	1316	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1316 does not include or attach sufficient documentation to constitute prima facie 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.
15	Haltec Corporation	351	\$9,508.90	General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 351 does not include or attach sufficient documentation to constitute prima facie 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.
16	Han, Sun W	1205	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1205 does not include or attach sufficient documentation to constitute prima facie 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.
17	Hopkins, Corey	969	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 969 does not include or attach sufficient documentation to constitute prima facie 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.
18	Hupcey, Donald Edward	1294	\$1,034.51	General Unsecured	Proterra Inc. 23-11120	Claim No. 1294 does not include or attach sufficient documentation to constitute prima facie 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.
19	Iqbal, Zafar	386	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 386 does not include or attach sufficient documentation to constitute prima facie 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.
20	Johnson, Daniel LaShea	592	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 592 does not include or attach sufficient documentation to constitute prima facie 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.

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	Claim Priority	Debtor	Reason For Disallowance
21	Keizer, Ruth	274	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 274 does not include or attach sufficient documentation to constitute prima facie 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.
22	Kim, Hyun Soo	409	\$33,500.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 409 does not include or attach sufficient documentation to constitute prima facie 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.
23	KnowBe4, Inc.	57	\$18,840.00	General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 57 does not include or attach sufficient documentation to constitute prima facie 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.
24	Lama, Sonam	1336	\$9,415.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1336 does not include or attach sufficient documentation to constitute prima facie 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. NOTE: Claim 1336 is also subject to objection as a late filed Claim. See Schedule 3.
25	Lee, Anna	458	\$1,068.39	General Unsecured	Proterra Inc. 23-11120	Claim No. 458 does not include or attach sufficient documentation to constitute prima facie 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.
26	Lewis, Desmond	220	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 220 does not include or attach sufficient documentation to constitute prima facie 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.
27	Marchitelli, Anthony and Phyllis	1167	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1167 does not include or attach sufficient documentation to constitute prima facie 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.
28	Mason, Carolyn V.	632	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 632 does not include or attach sufficient documentation to constitute prima facie 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.
29	Mehta, Rushabh	1322	\$21,000.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1322 does not include or attach sufficient documentation to constitute prima facie 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.

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	Claim Priority	Debtor	Reason For Disallowance
30	Ouellette, Sylvain	1227	\$9.18	General Unsecured	Proterra Inc. 23-11120	Claim No. 1227 does not include or attach sufficient documentation to constitute prima facie 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.
31	Pandya, Dhairya	245	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 245 does not include or attach sufficient documentation to constitute prima facie 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.
32	Parcus, Jimmy	621	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 621 does not include or attach sufficient documentation to constitute prima facie 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.
33	Park, Sung Joon	1133	\$4,952.88	General Unsecured	Proterra Inc. 23-11120	Claim No. 1133 does not include or attach sufficient documentation to constitute prima facie 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.
34	Patel, Nirajkumar	561	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 561 does not include or attach sufficient documentation to constitute prima facie 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.
35	Ruiz, Thomas	1024	\$500.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1024 does not include or attach sufficient documentation to constitute prima facie 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.
36	Said, Ibrahim	687	\$2,999.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 687 does not include or attach sufficient documentation to constitute prima facie 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.
37	TONG, ANH	630	\$2,544.26	General Unsecured	Proterra Inc. 23-11120	Claim No. 630 does not include or attach sufficient documentation to constitute prima facie 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.
38	Transit Authority of River City	1327	\$3,192,348.00	General Unsecured	Proterra Inc. 23-11122	Claim No. 1327 does not include or attach sufficient documentation to constitute prima facie 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.
39	Vaca, Alejandra	864	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 864 does not include or attach sufficient documentation to constitute prima facie 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.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
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Schedule 4 - Insufficient Documentation Claims

	Name of Claimant	Claim Number	Claim Amount	Claim Priority	Debtor	Reason For Disallowance
40	Verduzco, Arturo	1152	\$60,000.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 1152 does not include or attach sufficient documentation to constitute prima facie 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.
41	Williams, Darnetta	460	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 460 does not include or attach sufficient documentation to constitute prima facie 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.
42	Wong, Derek	723	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 723 does not include or attach sufficient documentation to constitute prima facie 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.
43	Wong, Derek	724	\$0.00	General Unsecured	Proterra Operating Company, Inc. 23-11121	Claim No. 724 does not include or attach sufficient documentation to constitute prima facie 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.
44	Xu, Jian	560	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 560 does not include or attach sufficient documentation to constitute prima facie 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.
45	Zaehler, Steve	743	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 743 does not include or attach sufficient documentation to constitute prima facie 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.
46	Zehner, Mike W	434	\$0.00	General Unsecured	Proterra Inc. 23-11120	Claim No. 434 does not include or attach sufficient documentation to constitute prima facie 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.

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)

Jointly Administered

**DECLARATION OF STEVEN BALASIANO IN SUPPORT OF
THE DISTRIBUTION TRUSTEE'S FOURTH 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 Fourth Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded Claims, (II)*

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.

Duplicate Claims, (III) Late Filed Claims, and (IV) Insufficient Documentation Claims (the “Objection”) filed contemporaneously herewith.²

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 upon 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 Verita, 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,

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

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 Claim 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: October 15, 2024

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