

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 Nos. 1326, 1377

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION
RESOLVING CLAIMS FILED BY MUNICH ELECTRIFICATION SYSTEMS GMBH**

The undersigned counsel to 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”) hereby certifies as follows:

1. On August 7, 2023, Proterra Inc (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (“Proterra Operating,” and together with Proterra, the “Debtors”) ² filed voluntary petitions for relief in the United States Bankruptcy Court for the District of Delaware, commencing the Chapter 11 Cases.

2. On November 9, 2023, Munich Electrification Systems GmbH (the “Claimant”) filed proof of claim number 1108 (“Claim No. 1108”) against Debtor Proterra Operating Company, Inc. in the amount of \$912,771.41, inclusive of \$418,056.88 asserted as a claim entitled to priority under 11 U.S.C. § 503(b)(9).

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 Chapter 11 Cases pertain to the time before the entry of the Case Closing Order, as referenced herein, while references to the Reorganized Debtor and the Chapter 11 Case pertain to the period after the Effective Date and entry of the Case Closing Order, as applicable.



3. On January 29, 2024, Claimant filed an amended proof of claim number 1275 (“Claim No. 1275”) asserting a total general unsecured claim of \$970,096.66.

4. By order entered on March 6, 2024 [D.I. 1180], the Bankruptcy Court confirmed the *Fifth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (the “Plan”) [D.I. 1154] and approved all supplements thereto, including the Distribution Trust Agreement (“DTA”).³ The Effective Date of the Plan occurred on March 13, 2024.

5. Pursuant to the Plan, as of the Effective Date, the Distribution Trust was established, for among other reasons, to provide for distributions to the Distribution Trust’s Beneficiaries. *See* Plan, Art. IV. The Plan and the DTA authorize the Distribution Trustee to pursue objections to, and estimation and settlements of, all Disputed Claims, such as Claim No. 1275, to make the aforementioned distributions. *See* Plan, Art. IV.C.7.

6. The Distribution Trustee and the Claimant engaged in arm’s-length negotiations regarding Claim No. 1275 and have agreed that Claim No. 1275 will be allowed as and to the extent set forth herein.

7. The Parties consent to the above relief and have memorialized their agreement in the *Stipulation Resolving Claims Filed by Munich Electrification Systems GmbH* (the “Stipulation”).

8. The Distribution Trustee has prepared a proposed order (the “Proposed Order”), attached hereto as **Exhibit A**, approving the Stipulation. A true and correct copy of the Stipulation is attached as **Exhibit 1** to the Proposed Order.

³ Capitalized terms used but not defined in this Stipulation shall have the meanings ascribed to such terms in the Plan.

9. Based on the foregoing, the Parties respectfully request that the Court enter the attached Proposed Order approving the Stipulation at its earliest convenience.

Dated: January 17, 2025

MORRIS JAMES LLP

/s/ Siena B. Cerra

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Counsel to the Distribution Trust

EXHIBIT A

Proposed Order

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Jointly Administered

Re: Docket No. ____

**ORDER APPROVING STIPULATION RESOLVING CLAIMS FILED BY
MUNICH ELECTRIFICATION SYSTEMS GMBH**

This Court, having considered the *Stipulation Resolving Claims Filed By Munich Electrification Systems GMBH* (the “Stipulation”) between the PTR A Distribution Trust (the “Distribution Trust”) and Munich Electrification Systems GmbH (“Munich”) resolving the response filed by Munich [D.I. 1377] in connection with *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], attached hereto as **Exhibit 1**; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given:

IT IS HEREBY ORDERED THAT:

1. The Stipulation is approved.
2. The claims agent, Verita Global, LLC (f/k/a Kurtzman Carson Consultants LLC),

is authorized and directed to modify the claims register to comport with the relief granted in this Order and as set forth in the Stipulation.

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.

3. The Distribution Trustee shall only be required to serve this Order on: (a) the U.S. Trustee; (b) Munich, and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002.

4. The Bankruptcy Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation, and enforcement of this Stipulation.

EXHIBIT 1

Stipulation

**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

**STIPULATION RESOLVING CLAIMS
FILED BY MUNICH ELECTRIFICATION SYSTEMS GMBH**

This Stipulation (the “Stipulation”) is being entered into by and among 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, and Munich Electrification Systems GmbH (“Claimant” and, together with the Distribution Trustee, the “Parties”), by their undersigned counsel.

Recitals

A. 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, commencing the Chapter 11 Cases.²

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

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B. On November 9, 2023, Claimant filed proof of claim number 1108 (“Claim No. 1108”) against Debtor Proterra Operating Company, Inc. in the amount of \$912,771.41, inclusive of \$418,056.88 asserted as a claim entitled to priority under 11 U.S.C. § 503(b)(9).

C. On January 29, 2024, Claimant filed an amended proof of claim number 1275 (“Claim No. 1275”) asserting a total general unsecured claim of \$970,096.66.

D. By order entered on March 6, 2024 [D.I. 1180], the Bankruptcy Court confirmed the *Fifth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (the “Plan”) [D.I. 1154] and approved all supplements thereto, including the Distribution Trust Agreement (“DTA”).³ The Effective Date of the Plan occurred on March 13, 2024.

E. Pursuant to the Plan, as of the Effective Date, the Distribution Trust was established, for among other reasons, to provide for distributions to the Distribution Trust’s Beneficiaries. *See* Plan, Art. IV. The Plan and the DTA authorize the Distribution Trustee to pursue objections to, and estimation and settlements of, all Disputed Claims, such as Claim No. 1275, to make the aforementioned distributions. *See* Plan, Art. IV.C.7.

F. The Distribution Trustee and the Claimant engaged in arm’s-length negotiations regarding Claim No. 1275 and have agreed that Claim No. 1275 will be allowed as and to the extent set forth herein.

Agreement

1. Allowed Claim. The Parties hereby acknowledge and agree that Claim No. 1275 totals \$970,096.66 and is allowed as follows: (i) \$334,500 is allowed under 11 U.S.C. § 503(b)(9) as an Administrative Expense Claim (as defined in the Plan), and (ii) \$635,596.66 is allowed as a Class 5 General Unsecured Claim (as defined in the Plan) (the “Allowed Claim”). The Allowed

³ Capitalized terms used but not defined in this Stipulation shall have the meanings ascribed to such terms in the Plan.

Claim shall be treated as an Allowed Administrative Expense Claim to the extent of \$334,500 and an Allowed Class 5 General Unsecured Claim to the extent of \$635,596.66 for all purposes under the Plan. Any other claims filed by Claimant, if any, shall be disallowed and expunged, and Claimant shall be prohibited from filing any other claims against the Debtors, their estates, the Reorganized Debtor, the Distribution Trustee or the Distribution Trust of any type or nature. The Distribution Trustee shall be authorized to modify the claims register in the Debtors' bankruptcy cases to reflect the agreements contained herein.

2. Claim No. 1108: Claim No. 1108 was amended and superseded by Claim No. 1275 and is disallowed and expunged in its entirety.

3. Representations and Warranties. Each of the undersigned signatories hereby represents and warrants that he has the power and authority to execute and deliver this Stipulation on behalf of his respective client(s). Each of the parties to this Stipulation represents that (i) such party has the power and authority to enter into and perform under this Stipulation; (ii) such party has taken all necessary actions to authorize the execution, delivery and performance of this Stipulation; (iii) this Stipulation has been duly executed and delivered by such party and constitutes the legal, valid, and binding obligations of such party, enforceable against it in accordance with their respective terms; (iv) such party's execution, delivery, and performance of this Stipulation does not and will not conflict with, or constitute a violation or breach of, or constitute a default under, any obligation of such party and will not violate any applicable law, or any order or decree of any court or government instrumentality applicable to such party; and (v) such party has entered into this Stipulation in reliance on its own independent investigation and analysis of the facts underlying the subject matter of this Stipulation, has not relied upon any representations by any other party or any other party's attorneys, managers, agents, employees or

representatives other than those that are set forth in this Stipulation, and no representations, warranties, or promises of any kind have been made directly or indirectly to induce it to execute this Stipulation other than those that are set forth expressly in this Stipulation.

4. No Assignment. Claimant hereby represents and warrants that it has no other claims against the Debtors, their estates, the Reorganized Debtor, the Distribution Trustee, and the Distribution Trust other than Claim No. 1275 and that it has not assigned or transferred Claim No. 1275 to any person or entity.

5. Voluntary Agreement. Each of the Distribution Trustee and the Claimant acknowledges that it has read all of the terms of this Stipulation, has had an opportunity to consult with counsel of its own regarding its terms and enters into this Stipulation voluntarily and without duress.

6. Joint Drafting. This Stipulation shall be deemed to have been jointly drafted by the Distribution Trustee and Claimant, and in construing and interpreting this Stipulation, no provision shall be construed or interpreted for or against any party because such provision or any other provision of the Agreement was purportedly prepared or requested by such party.

7. Entire Agreement. This Stipulation constitutes the entire agreement between the parties and may only be modified in writing signed by the parties or their duly appointed agents. All prior agreements and understandings between the parties concerning the subject matter hereof are superseded by the terms of this Stipulation.

8. Counterparts. This Stipulation may be executed in one or more counterparts, all of which shall be deemed to be a single original.

9. Jurisdiction. The Bankruptcy Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation, and enforcement of this Stipulation.

Dated: New York, New York
January 14, 2025

LOWENSTEIN SANDLER LLP

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-and-

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Counsel to the Distribution Trustee

Dated: Wilmington, Delaware
January 14, 2025

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