

**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. 1513

Hearing Date: March 26, 2025 at 9:00 a.m. (ET)

Objection Deadline: March 11, 2025 at 4:00 p.m. (ET)

**MOTION OF THE DISTRIBUTION TRUSTEE FOR ENTRY OF AN ORDER
AUTHORIZING THE DISTRIBUTION TRUSTEE TO REDACT CERTAIN
CONFIDENTIAL INFORMATION IN CONNECTION WITH THE DISTRIBUTION
TRUSTEE’S OBJECTION TO CLAIM NUMBER 1325 FILED
BY DAIMLER TRUCK NORTH AMERICA LLC**

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 undersigned counsel, hereby respectfully moves (the “Motion”) the Court for the entry of an order, the proposed form of which is attached hereto as **Exhibit A**, pursuant to sections 105 and 107 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9018-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”),

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 (defined herein) and the Chapter 11 Cases (as defined herein) pertain to the time 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.



authorizing the Distribution Trustee to file under seal certain information in the *Distribution Trustee's Objection to Claim Number 1325 Filed By Daimler Truck North America LLC* (the "Claim Objection") [Docket No. 1513] and the agreements attached thereto as Exhibit 2 and Exhibit 3. In support of the Motion, the Distribution Trustee respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction to consider this Motion under 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 February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105 and 107 of the Bankruptcy Code and Bankruptcy Rule 9018.

4. Pursuant to Local Rule 9013-1(f), the Distribution Trustee consents to the entry of a final judgment or order with respect to this Motion if it is determined that this Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties.

BACKGROUND

5. On August 7, 2023, Proterra Inc ("Proterra") and its affiliate, Proterra Operating Company, Inc. ("Proterra OpCo," and together with Proterra, the "Debtors") filed voluntary petitions for relief in the Court, commencing the chapter 11 cases (the "Chapter 11 Cases").

6. 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* [Docket No. 16] and the *Disclosure Statement for Joint Chapter 11 Plan of*

Reorganization for Proterra Inc and its Debtor Affiliate [Docket No. 738] (the “Disclosure Statement”).

7. On February 18, 2025, the Distribution Trustee filed the Claim Objection [Sealed Docket No. 1513; Redacted Docket No. 1514]. Attached as Exhibit 2 to the Claim Objection is that certain *Long Term Agreement*, dated January 1, 2021 (as amended on July 12, 2022 and July 1, 2023) (the “Long Term Agreement”), between Daimler Truck North America LLC (“Daimler”) and the Debtors, as well as certain sensitive, confidential information (the “Confidential Information”).

8. The adjudication of the Claim Objection requires the discussion and review of certain confidential and proprietary information. Accordingly, the Distribution Trustee submits that: (i) the confidential information constitutes “commercial information” and should be subject to the protections of section 107(b) of the Bankruptcy Code.

9. Additional facts in support of the specific relief sought herein are set forth in the Claim Objection.

RELIEF REQUESTED

10. By this Motion, the Distribution Trustee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, (i) authorizing the Distribution Trustee to file the Claim Objection in redacted form, and (ii) granting such other and further relief as requested herein or as the Court otherwise deems necessary or appropriate.

BASIS FOR RELIEF

11. Section 107(b) of the Bankruptcy Code authorizes this Court to issue orders in order to protect entities from potential harm that may result from the disclosure of certain confidential

information. Specifically, section 107(b)(1) provides that “[o]n request of a party in interest, the bankruptcy court shall protect an entity with respect to a trade secret or confidential research, development, or commercial information.” 11 U.S.C. § 107(b)(1). Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

12. Bankruptcy Rule 9018 provides that the Court on a motion or upon its own initiative “may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information.” Fed. R. Bankr. P. 9018. Local Rule 9018-1(d) further provides, in relevant part, that “[a]ny party who seeks to file documents under seal must file a motion to that effect.” Del. Bankr. L.R. 9018-1(d).

13. An entity seeking protection under section 107(b) of the Bankruptcy Code does not need to demonstrate “good cause” for such relief. *See, e.g., Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 28 (2d Cir. 1994). Rather, if the criteria in section 107(b) are satisfied, “the court is *required* to protect a requesting interested party and has no discretion to deny the application.” *Id.* at 27 (emphasis in original).

14. Additionally, a Court has broad authority to issue a protective order under Bankruptcy Rule 9018. *See In re Glob. Crossing Ltd.*, 295 B.R. 720, 724 (Bankr. S.D.N.Y. 2003) (“When the requirements of Rule 9018 are satisfied, the authority to issue the resulting order is broad—‘any order which justice requires.’ The Court notes that the authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice.”).

15. The Court has defined “commercial information” as “information which would result in ‘an unfair advantage to competitors by providing them with information as to the

commercial operations of [an entity].” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (citing *Orion Pictures*, 21 F.3d at 27–28). Moreover, commercial information need only be confidential and commercial in nature; it need not rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *See Orion Pictures*, 21 F.3d at 28 (noting that an interested party has only to show that the information to be sealed is “confidential and commercial” in nature).

16. Commercial information includes any information that, if disclosed publicly, would place an entity at a competitive disadvantage. *See, e.g., Orion Pictures*, 21 F.3d at 27 (defining commercial information as information that would provide an “unfair advantage to competitors”).

17. In the instant case, certain information related to and contained in the Claim Objection is confidential commercial information and proprietary in nature. Such information, if made public, would hinder the efforts of the Distribution Trustee. Accordingly, pursuant to section 107(b), Bankruptcy Rule 9018 and Local Rule 9018-1(d), the Distribution Trustee respectfully requests this Court to permit the filing of a redacted version of the Claim Objection.

NOTICE

18. Notice of this Motion will be given to: (i) the U.S. Trustee; (ii) counsel to Daimler; and (iii) all parties who, as of the filing of the Motion, have filed a renewed notice of appearance and request for service of papers pursuant to Local Rule 2002-1(b) and the Confirmation Order. In light of the nature of the relief requested herein, the Distribution Trustee submits that no other or further notice is necessary.

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CONCLUSION

WHEREFORE, the Distribution Trustee requests entry of the Proposed Order, granting the relief requested herein and such other and further relief as just and proper.

Dated: February 18, 2025

MORRIS JAMES LLP

/s/ Siena B. Cerra

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Counsel to the Distribution Trust

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

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ORDER AUTHORIZING THE DISTRIBUTION TRUSTEE TO REDACT CERTAIN
CONFIDENTIAL INFORMATION IN CONNECTION WITH THE DISTRIBUTION
TRUSTEE'S OBJECTION TO CLAIM NUMBER 1325 FILED
BY DAIMLER TRUCK NORTH AMERICA LLC**

PLEASE TAKE NOTICE that on February 18, 2025, Steven Balasiano, in his capacity as the distribution trustee (the "Distribution Trustee") of the PTR A Distribution Trust, filed the *Motion of the Distribution Trustee for Entry of an Order Authorizing the Distribution Trustee to Redact Certain Confidential Information In Connection With the Distribution Trustee's Objection to Claim Number 1325 Filed by Daimler Truck North America LLC* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Motion must be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court as to be received on or before **March 11, 2025 at 4:00 p.m. (ET) (the "Objection Deadline").** At the same time, you must also serve a copy of the response upon the undersigned counsel.

PLEASE TAKE FURTHER NOTICE THAT a hearing on the Motion is scheduled for **March 26, 2025 at 9:00 a.m. (ET) (the "Hearing")** before the Honorable Brendan L. Shannon, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom #1, Wilmington, Delaware 19801.

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IF NO OBJECTIONS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH PLEADINGS WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 18, 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.

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BY DAIMLER TRUCK NORTH AMERICA LLC**

Upon the motion (the "Motion")² of the Distribution Trustee for entry of an order pursuant to sections 105 and 107 of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1 authorizing the Distribution Trustee to file the Claim Objection under seal, the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b); (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interest of all parties; (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

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² Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Motion.

2. The Distribution Trustee is authorized to file an unredacted version of the Claim Objection under seal.

3. The Distribution Trustee is permitted to file a redacted version of the Claim Objection.

4. The unredacted version of the Claim Objection may not be unsealed unless and until permitted by further order of this Court.

5. The Distribution Trustee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.