

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)

Re: Docket No. 1476

**CERTIFICATION OF COUNSEL REGARDING ORDER SUSTAINING
DISTRIBUTION TRUSTEE'S FIFTH OMNIBUS (SUBSTANTIVE)
OBJECTION TO CERTAIN CONTINGENT AND UNLIQUIDATED CLAIMS**

I, Siena B. Cerra, of Morris James LLP (“Morris James”), counsel for 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 of the reorganized debtor, hereby certifies as follows:

1. On November 26, 2024, the *Distribution Trustee's Fifth Omnibus (Substantive) Objection to Certain Contingent and Unliquidated Claims* [D.I. 1476] (the “Fifth Omnibus Objection”) was filed with the Court.

2. Responses to the Fifth Omnibus Objection were to be filed and served no later than January 8, 2025 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Distribution Trustee received an informal response from Pierce County Public Transportation Benefit Area Corporation (“Pierce County”). The Distribution Trustee is working with Pierce County to resolve the informal response to the Fifth Omnibus Objection. As such, Claim No. 1278 filed by Pierce County has been removed from the proposed form of order for the Fifth Omnibus Objection. The Distribution Trustee reserves all rights and objections with respect to Claim No. 1278.

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.



4. Formal responses were also filed on behalf of the Department of Taxation, State of Hawaii (“State of Hawaii”) [D.I. 1490], the City of Philadelphia (“City of Philadelphia”) [D.I. 1491], and the City of Madison, Wisconsin (“City of Madison”) [D.I. 1494].

5. The State of Hawaii has withdrawn Claim Nos. 1250 and 1251. As such, Claim Nos. 1250 and 1251 have been removed from the proposed form of order for the Fifth Omnibus Objection.

6. The Distribution Trustee has resolved the City of Philadelphia’s response to the Fifth Omnibus Objection. Claim No. 1212 filed by the City of Philadelphia is being disallowed and expunged in its entirety.

7. The Distribution Trustee has resolved the City of Madison’s response to the Fifth Omnibus Objection through additional language in the Revised Order (as defined below).

8. Attached hereto as **Exhibit A** is a revised proposed form of order for the Fifth Omnibus Objection (the “Revised Order”) (i) adding language with respect to Claim No. 1331 filed by City of Madison; (ii) removing Claim Nos. 1250 and 1251 filed by State of Hawaii and Claim No. 1278 filed by Pierce County on Schedule 1; and (iii) otherwise granting the Fifth Omnibus Objection. Attached as **Exhibit B** is a redline of the Revised Order showing the revisions compared to the original Proposed Order that was filed with the Fifth Omnibus Objection.

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9. Wherefore, the Distribution Trustee respectfully requests that the Court enter the Revised Order attached hereto as **Exhibit A** at its earliest convenience.

Dated: March 19, 2025
Wilmington, Delaware

MORRIS JAMES LLP

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Counsel to the Distribution Trustee

EXHIBIT A

Revised 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. 1476

**ORDER SUSTAINING DISTRIBUTION TRUSTEE'S FIFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN CONTINGENT AND UNLIQUIDATED
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 “Unliquidated Claims”); and this Court having reviewed the Objection and the Swift 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 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

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² Capitalized terms not defined herein shall have the meanings ascribed to them in the Objection.

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. Each of the Unliquidated Claims listed under the column titled “Claim Number” on the attached Schedule 1 is hereby disallowed and expunged in their entirety.
4. Claim No. 1331 filed by City of Madison, Wisconsin shall be deemed timely filed. All rights of the Distribution Trustee to object to Claim No. 1331 on any grounds, other than timeliness, are expressly preserved.
5. 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 Modified 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.

6. The objection to each claim, as addressed in the Objection and as set forth in the attached Schedule, 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.

7. Verita is authorized and directed to modify the Claims Register to comport with the relief granted by this Order.

8. 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.

9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

10. 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

Unliquidated Claims

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 1 - No Liability Claims, CUD

Name of Claimant		Claim Number	Date Claim was Filed	Claim Asserted Amount and Priority	Debtor	Reason For Disallowance
1	City of Madison, Wisconsin	1287	2/3/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
2	City of Philadelphia / School District of Philadelphia	1212	11/24/2023	Administrative: Secured: Priority Unsecured: Unliquidated <u>General Unsecured:</u> _____	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
3	Iowa Department of Revenue	1403	5/30/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
4	Mobility Forefront LLC	1333	3/11/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
5	Montgomery County, Maryland	1321	3/1/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
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Schedule 1 - No Liability Claims, CUD

	Name of Claimant	Claim Number	Date Claim was Filed	Claim Asserted Amount and Priority	Debtor	Reason For Disallowance
6	New Jersey Unclaimed Property Administration	155	9/22/2023	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
7	Oregon Department of Revenue	1346	3/25/2024	Administrative: Unliquidated Secured: Priority Unsecured: <u>General Unsecured:</u>	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
8	U.S. Customs and Border Protection	1259	1/18/2024	Administrative: Secured: Priority Unsecured: Unliquidated <u>General Unsecured:</u>	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
9	Wayne County Airport Authority	1329	3/7/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
10	Wayne County Airport Authority	1063	11/13/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.

Prodigy Investment Holdings, Inc., (f/k/a/ Proterra Inc.)
Case No. 23-11120 (BLS)

Schedule 1 - No Liability Claims, CUD

Name of Claimant		Claim Number	Date Claim was Filed	Claim Asserted Amount and Priority	Debtor	Reason For Disallowance
11	West Virginia State Treasurers Office	1283	2/1/2024	Administrative: Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11122	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.

EXHIBIT B

Redline

**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. ~~—~~[1476](#)

**ORDER SUSTAINING DISTRIBUTION TRUSTEE’S FIFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN CONTINGENT AND UNLIQUIDATED
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 “Unliquidated Claims”); and this Court having reviewed the Objection and the Swift 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 to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended*

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² Capitalized terms not defined herein shall have the meanings ascribed to them in the Objection.

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

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5. ~~4.~~ 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

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7. ~~6.~~ Verita is authorized and directed to modify the Claims Register to comport with the relief granted by this Order.

8. ~~7.~~ 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.

9. ~~8.~~ This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

10. ~~9.~~ 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

Unliquidated Claims

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<u>Move To</u>	0
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Table moves from	0
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Format changes	0
Total Changes:	16

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3	Department of Taxation	1251	1/18/2024	Administrative: Secured: Priority Unsecured: Unliquidated General Unsecured:	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
4	Department of Taxation	1250	1/2/2024	Administrative: Secured: Priority Unsecured: Unliquidated General Unsecured:	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
53	Iowa Department of Revenue	1403	5/30/2024	Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.

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97	Oregon Department of Revenue	1346	3/25/2024	Secured: Priority Unsecured: <u>General Unsecured:</u> _____	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
10	Pierce County Public Transportation Benefit Area Corporation	1278	2/1/2024	Administrative: Secured: Priority Unsecured: General Unsecured: Unliquidated _____	Proterra Inc. 23-11120	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
118	U.S. Customs and Border Protection	1259	1/18/2024	Secured: Priority Unsecured: Unliquidated <u>General Unsecured:</u> _____	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
129	Wayne County Airport Authority	1329	3/7/2024	Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
1310	Wayne County Airport Authority	1063	11/13/2024	Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11121	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.
1411	West Virginia State Treasurers Office	1283	2/1/2024	Secured: Priority Unsecured: <u>General Unsecured:</u> Unliquidated	Proterra Operating Company, Inc. 23-11122	Claim asserts a contingent, unliquidated amount and lacks sufficient information to determine value.

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