

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

---

In re:	)	
	)	Chapter 11
PROTERRA INC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 23-11120 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket Nos. 218, 368, 529, 629, 671, 698, 715 & 743

---

**NOTICE OF RESCHEDULED SALE HEARING  
WITH RESPECT TO PROTERRA TRANSIT**

**PLEASE TAKE NOTICE** that, on September 7, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered that certain *Order (A) Approving Bidding Procedures to Govern the Sale of All Or Substantially All of the Debtors’ Assets Pursuant to Section 363 of the Bankruptcy Code, (B) Approving Procedures Regarding Entry Into One or More Stalking Horse Agreements, (C) Establishing Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of the Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) Scheduling Auctions for the Sales of the Company Assets and Hearings to Consider Approval of the Sales and Approving the Form and Manner of the Notice Thereof, and (F) Granting Related Relief* [Docket No. 218] (the “Bidding Procedures Order”),<sup>2</sup> which approved, among other things, procedures pursuant to which the above-captioned debtors and debtors-in-possession (the “Debtors”) are authorized to solicit and pursue (such procedures, the “Bidding Procedures”) one or more sales or dispositions of all or any portion of the Debtors’ assets (the “Company Assets”) under section 363 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that, on October 13, 2023, the Debtors filed a *Notice of Revised Dates Relating to Bidding Procedures Deadlines for (I) Proterra Energy; and (II) Proterra Transit* [Docket No. 368], among other things, scheduling the Sale Hearing for any proposed Sales of Company Assets relating to Proterra Transit to November 28, 2023 at 10:00 a.m. (prevailing Eastern Time) (the “Transit Sale Hearing”).

**PLEASE TAKE FURTHER NOTICE** that, on November 13, 2023, the Debtors filed a *Notice of (A) Successful Bidder Regarding Debtors’ (I) Transit Assets and (II) Energy Assets and (B) Cancellation of the Sale Hearing Solely With Respect to Proterra Energy* [Docket No. 529], which, among other things, announced the selection of Phoenix Motor, Inc. as the Successful

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Proterra Inc (9565); and Proterra Operating Company, Inc. (8459). The location of the Debtors’ service address is: 1815 Rollins Road, Burlingame, California 94010.

<sup>2</sup> Capitalized terms used but not defined have the meanings ascribed to them in the Bidding Procedures Order.



Bidder at the conclusion of the (i) Auction for certain battery lease assets of the Debtors (the “Battery Lease Assets”) and (ii) Auction for Proterra Transit, excluding the Battery Lease Assets.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE** that, on November 26, 2023, the Debtors filed a *Notice of Adjournment of Sale Hearing Solely With Respect to Proterra Transit* [Docket No. 629], thereby adjourning the Transit Sale Hearing to a date and time to be determined, subject to the Court’s availability.

**PLEASE TAKE FURTHER NOTICE** that, on December 8, 2023, the Debtors filed the *Notice of Rescheduled Sale Hearing With Respect to Proterra Transit* [Docket No. 698], thereby rescheduling the Transit Sale Hearing to December 14, 2023 at 10:30 a.m. (prevailing Eastern Time).

**PLEASE TAKE FURTHER NOTICE** that, on December 11, 2023, the Debtors filed the *Notice of Adjournment of Sale Hearing With Respect to Proterra Transit* [Docket No. 715], thereby adjourning the Transit Sale Hearing to a date and time to be determined, subject to the Court’s availability.

**PLEASE TAKE FURTHER NOTICE** that, on December 18, 2023, the Debtors filed the *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* [Docket No. 743], thereby rescheduling the Transit Sale Hearing to January 5, 2024 at 11:00 a.m. (prevailing Eastern Time).

**PLEASE TAKE FURTHER NOTICE** that the Transit Sale Hearing has been rescheduled to be held on **January 8, 2024 at 11:00 a.m. (prevailing Eastern Time)**, before the Honorable Brendan Linehan Shannon, United States Bankruptcy Court for the District of Delaware, 824 N. Market St., Wilmington, DE 19801, 6th Floor, Courtroom No. 1.

**PLEASE TAKE FURTHER NOTICE** that the Sale Hearing (or any portion hereof) may be adjourned by the Debtors, in consultation with the Consultation Parties, from time to time without further notice other than by announcement in open court or through the filing of a notice or other document on the Court’s docket.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion, the Bidding Procedures, and the Bidding Procedures Order, in addition to any related documents that may be filed, may be obtained by accessing (i) the website of the Debtors’ notice and claims agent, Kurtzman Carson Consultants LLC (“KCC”), at [www.kccllc.net/proterra](http://www.kccllc.net/proterra) for no charge, or (ii) the Court’s internet site: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>. The documents also may be obtained from KCC at (888) 251-3076 (USA or Canada) or (310) 751-2617 (International).

---

<sup>3</sup> On December 4, 2023, the Debtors filed the *Notice of Filing First Amendment to (I) Battery Lease Asset Purchase Agreement and (II) Transit Asset Purchase Agreement, Each By and Among the Debtors and Phoenix Motor, Inc.* [Docket No. 671].

Dated: December 27, 2023  
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

*/s/ Shella Borovinskaya*

---

Pauline K. Morgan (No. 3650)  
Andrew L. Magaziner (No. 5426)  
Shella Borovinskaya (No. 6758)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: pmorgan@ycst.com  
amagaziner@ycst.com  
sborovinskaya@ycst.com

- and -

**PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP**

Paul M. Basta (admitted *pro hac vice*)  
Robert A. Britton (admitted *pro hac vice*)  
Michael J. Colarossi (admitted *pro hac vice*)  
1285 Avenue of the Americas  
New York, New York 10019  
Tel: (212) 373-3000  
Fax: (212) 757-3990  
Email: pbasta@paulweiss.com  
rbritton@paulweiss.com  
mcolarossi@paulweiss.com

*Counsel to the Debtors and  
Debtors in Possession*