

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

In re:)	
)	Chapter 11
PROTERRA INC, <i>et al.</i> , ¹)	
)	Case No. 23-11120 (BLS)
Debtors.)	
)	(Jointly Administered)
)	
)	Re: Docket No. 187

**NOTICE OF ENTRY OF BAR
 DATE ORDER ESTABLISHING
 DEADLINES FOR FILING PROOFS
 OF CLAIM (INCLUDING FOR CLAIMS ASSERTED UNDER
SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AGAINST THE DEBTORS**

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS

PLEASE TAKE NOTICE THAT:

On August 7, 2023 (the “Petition Date”), the above-captioned debtors and debtors in possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

Please take further notice that on September 5, 2023, the Court entered an order (the “Bar Date Order”)² establishing deadlines to file proofs of claim for all potential claims (as defined below), *including* claims arising pursuant to section 503(b)(9) (each, a “503(b)(9) Claim”) of the Bankruptcy Code against the Debtors that arose prior to the Petition Date.

<u>Bar Dates</u>	
<i>General Bar Date</i>	November 13, 2023 at 4:00 p.m. (prevailing Eastern Time)
<i>Governmental Unit Bar Date</i>	February 3, 2024 at 4:00 p.m. (prevailing Eastern Time)
<i>Amended Schedules Bar Date</i>	the later of (y) the General Bar Date or (z) twenty-one (21) days after the claimant is served with notice of the applicable amendment or supplement to the Schedules
<i>Rejection Bar Date</i>	the later of (a) the General Bar Date or (b) thirty (30) days after the date of service of the Court order authorizing such

¹ 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.

² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them below or in the Bar Date Order.



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rejection

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; PROVIDED, HOWEVER, THAT A CLAIMANT SHALL BE ABLE TO VOTE UPON, AND RECEIVE DISTRIBUTIONS UNDER, ANY PLAN OF REORGANIZATION OR LIQUIDATION IN THESE CHAPTER 11 CASES TO THE EXTENT, AND IN SUCH AMOUNT, AS ANY UNDISPUTED, NON-CONTINGENT, AND LIQUIDATED CLAIMS IDENTIFIED IN THE SCHEDULES ON BEHALF OF THE CLAIMANT.

You should not file a Proof of Claim if you do not have a claim against the Debtors. Your receipt of this notice (this “Notice”) does not necessarily mean that you have a claim or that either the Debtors or the Court believe you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity³ (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or Governmental Unit⁴) that holds or asserts a claim against one or more of the Debtors (including 503(b)(9) Claims) must file a Proof of Claim with an original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by Kurtzman Carson Consultants LLC (“KCC”), the Court-approved claims and noticing agent in these chapter 11 cases, on or before the Bar Dates set forth below. Proofs of Claim must be sent by *first-class mail, overnight courier, or hand-delivery* to:

**Proterra Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

Alternatively, Proofs of Claim may be submitted electronically through the electronic filing system available at www.kccllc.net/proterra.

³ “Entity” has the meaning given to it in section 101(15) of the Bankruptcy Code.

⁴ “Governmental Unit” has the meaning given to it in section 101(27) of the Bankruptcy Code.

To be properly filed, a Proof of Claim must be filed against the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against Proterra Inc, the Proof of Claim must specify Proterra Inc. If a claimant wishes to assert a claim against both Debtors, separate Proofs of Claim must be filed against each applicable Debtor.

Proofs of Claim will be deemed timely filed only if actually received by KCC on or before the Bar Date associated with such claim. Further, except with respect to the electronic filing system described above, KCC will not accept Proofs of Claim sent by facsimile, telecopy, email, or other electronic submission, and such claims will not be deemed to be properly or timely filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity holding or asserting a claim (including a 503(b)(9) Claim) against the Debtors that arose prior to the Petition Date must file a Proof of Claim so that it is actually received by KCC on or before November 13, 2023 at 4:00 p.m. (prevailing Eastern Time) (the “General Bar Date”).

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against the Debtors that arose prior to the Petition Date must file a Proof of Claim so that it is actually received by KCC on or before February 3, 2024 at 4:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date,” and, together with the General Bar Date, the “Bar Dates”).

Amended Schedules Bar Date. If, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities or statements of financial affairs (collectively, the “Schedules”) (a) to change the amount, nature, classification, or characterization of a claim, or (b) to add a new claim to the Schedules and the affected claimant does not agree with the amount, nature, classification, or characterization of such claim, the affected claimant is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim so that the Proof of Claim is actually received by KCC on or before the later of (y) the General Bar Date or (z) twenty-one (21) days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A Proof of Claim relating to the Debtors’ rejection of an executory contract or unexpired lease pursuant to a Court order must be filed so that it is actually received by KCC on or before the later of (a) the General Bar Date or (b) thirty (30) days after the date of service of the Court order authorizing such rejection.

For purposes of the Bar Date Order and this Notice, and pursuant to section 101(5) of the Bankruptcy Code, the term “claim” means: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a “503(b)(9) Claim” is a claim for the value of any goods received by the Debtors within twenty (20) days prior to the Petition Date in which the goods have been sold to the Debtors in the ordinary course of the Debtors’ business.

The following persons and entities need NOT file a Proof of Claim:

- a) any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Schedules or any amendments thereto; (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated”; (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules; and (iv) who agrees that the claim is an obligation of the specific Debtor that listed the claim on its Schedules;
- c) professionals retained by the Debtors or the Committee pursuant to orders of this Court that assert administrative claims for fees and expenses subject to this Court’s approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- d) any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; provided, however, that any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty (20) days prior to the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or post-petition services to the Debtors;
- f) any Debtor asserting a claim against another Debtor;
- g) any person or entity whose claim against the Debtor(s) has been allowed by an order of the Court, entered on or before the Bar Dates;
- h) any person or entity who has been exempted from the requirement to file a proof of claim by another order entered in the chapter 11 cases;
- i) any person or entity whose claim has been satisfied in full prior to the applicable Bar Date;
- j) any person or entity holding a claim payable to the Office of the United States Trustee for the District of Delaware pursuant to 28 U.S.C. § 1930;

- k) any holder of a claim arising under or in connection with the (i) First Lien Credit Facility (as defined in the First Day Declaration), *provided that* the First Lien Agent (as defined in the First Day Declaration) is authorized to file a single master Proof of Claim by the General Bar Date with regard to all of the claims thereunder and (ii) Second Lien Convertible Notes (as defined in the First Day Declaration), *provided that* the Second Lien Agent (as defined in the First Day Declaration) is authorized to file a single master Proof of Claim by the General Bar Date with regard to all of the claims thereunder;⁵
- l) any holder of a claim relating to self-funded insurance plans; and
- m) any holder of a claim for any fees, expenses, or other obligations arising under any interim or final order approving the Debtors' use of cash collateral or access to postpetition financing (if any).

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit) holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in the corporation or other equity security (as defined in section 101(16) of the Bankruptcy Code), or warrants or rights to purchase, sell, or subscribe to such a security (any such security being referred to in this Notice as an "Interest") need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of such Interest, must file Proofs of Claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

The Debtors reserve the right to: (a) dispute or assert offsets or defenses against any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a Proof of Claim on or before the applicable Bar Date.

⁵ For the avoidance of doubt, nothing in the Bar Date Order shall be deemed to allow, or constitute the Debtors' consent to, any position of any claim, including any premium asserted by the Second Lien Agent or any holders of Second Lien Convertible Notes.

You may be listed as the holder of a claim against the Debtors in the Schedules, as the same may be amended from time to time. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” you must file a Proof of Claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors’ Schedules and Bar Date Order may be viewed and downloaded free of charge at KCC’s dedicated website for the Debtors’ chapter 11 cases (www.kccllc.net/proterra); or viewed and downloaded for a fee at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website.

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Questions concerning the contents of this Notice, the Bar Date Order, and requests for Proofs of Claim should be directed to KCC's toll-free lines at 888-251-3076 (USA or Canada); 310-751-2617 (International), or by submitting an inquiry at www.kccllc.net/proterra/inquiry. Please note that KCC's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Dated: October 10, 2023
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Shella Borovinskaya

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