

**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)
)	

**AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON NOVEMBER 28, 2023 AT 10:00 A.M. (ET)²**

This hearing will be conducted in person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person Court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court.

COURTCALL WILL NOT BE USED FOR THIS HEARING

Please use the following link to register for this hearing:

<https://debuscourts.zoomgov.com/meeting/register/vJIsdO-srD4rHnWazzsipylWKCILbmP0sdY>

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

PARTIES ARE REQUIRED TO REGISTER FOR THE HEARING AT LEAST 2 HOURS IN ADVANCE. YOU MUST USE YOUR FULL NAME WHEN LOGGING INTO ZOOM OR YOU WILL NOT BE ALLOWED INTO THE MEETING.

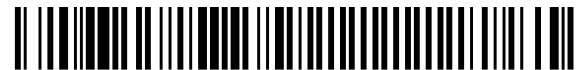
ADJOURNED MATTERS

1. Motion of GS Operating, LLC d/b/a Gexpro Services for Allowance and Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b)(9) [D.I. 122, 8/24/23]

Objection Deadline: August 31, 2023 at 4:00 p.m. (ET)

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: Protterra Inc (9565); and Protterra Operating Company, Inc. (8459). The location of the Debtors’ service address is: 1815 Rollins Road, Burlingame, California 94010.

² **Amended items appear in bold print.**



Related Documents:

- a. Notice of Lien Perfection [D.I. 120, 8/24/23]
- b. Notice of Demand for Reclamation by GS Operating, LLC d/b/a Gexpro Services [D.I. 240, 9/15/23]
- c. Supplemental Notice of Lien Perfection [D.I. 241]

Objections Filed:

- a. Debtors' Omnibus (I) Objection to Gexpro's Motion (A) for Allowance and Payment of Administrative Claim and (B) to Compel Assumption or Rejection of Executory Contract and (II) Reply to Gexpro's Limited Objection to Debtors' Bidding Procedures Motion [D.I. 161, 8/31/23]
- b. Committee's Joinder to Debtors' Omnibus (I) Objection to Gexpro's Motion (A) for Allowance and Payment of Administrative Claim and (B) to Compel Assumption or Rejection of Executory Contract and (II) Reply to Gexpro's Limited Objection to Debtors' Bidding Procedures Motion [D.I. 162, 9/1/23]

Status: This matter is adjourned to a date and time to be determined.

2. Motion of GS Operating, LLC d/b/a Gexpro Services to Compel Assumption or Rejection of Executory Contract [D.I. 123, 8/24/23]

Objection Deadline: August 31, 2023 at 4:00 p.m. (ET)

Related Documents: None.

Objections Filed:

- a. Debtors' Omnibus (I) Objection to Gexpro's Motion (A) for Allowance and Payment of Administrative Claim and (B) to Compel Assumption or Rejection of Executory Contract and (II) Reply to Gexpro's Limited Objection to Debtors' Bidding Procedures Motion [D.I. 161, 8/31/23]
- b. Joinder to Debtors' Omnibus (I) Objection to Gexpro's Motion (A) for Allowance and Payment of Administrative Claim and (B) to Compel Assumption or Rejection of Executory Contract and (II) Reply to Gexpro's Limited Objection to Debtors' Bidding Procedures Motion [D.I. 162, 9/1/23]

Status: This matter is adjourned to a date and time to be determined.

3. Debtors' Motion for an Order Authorizing and Approving Procedures for the Compromise, Settlement, and Payment of *De Minimis* Disputed Claims [D.I. 124, 8/24/23]

Objection Deadline: August 31, 2023 at 4:00 p.m. (ET), extended for the Office of the United States Trustee to September 1, 2023 at 4:00 p.m. (ET) and extended for the Committee to September 4, 2023 at 4:00 p.m. (ET)

Related Documents:

- a. Re-Notice of Motion and Hearing [D.I. 185, 9/5/23]

Objections Filed:

- a. United States Trustee's Objection to Debtors' Motion for an Order Authorizing and Approving Procedures for the Compromise, Settlement, and Payment of *De Minimis* Disputed Claims [D.I. 211. 9/6/23]

Status: This matter is adjourned to a date and time to be determined.

RESOLVED MATTERS

4. Debtors' First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases, (II) Authorizing the Abandonment of Certain Personal Property, if any, and (III) Granting Related Relief [D.I. 485, 10/27/23]

Objection Deadline: November 10, 2023 at 4:00 pm. (ET)

Related Documents:

- a. Certificate of No Objection [D.I. 556, 11/17/23]
- b. First Omnibus Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases, (II) Authorizing the Abandonment of Certain Personal Property, if any, and (III) Granting Related Relief [D.I. 575, 11/20/23]

Objections Filed: None

Status: An order has been entered.

5. Debtors' Motion for Entry of an Order Extending the Time Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 and Federal Rule of Bankruptcy Procedure 9027 [D.I. 498, 11/2/23]

Objection Deadline: November 16, 2023 at 4:00 pm. (ET)

Related Documents:

- a. Certificate of No Objection [D.I. 557, 11/17/23]
- b. Order Extending the Time Period Within Which the Debtors May Remove Actions [D.I. 574, 11/20/23]

Objections Filed: None

Status: An order has been entered.

UNCONTESTED MATTER GOING FORWARD

6. Debtors' Motion for Entry of an Order, Pursuant to Section 365(d)(4) of the Bankruptcy Code, Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any Debtor Is a Lessee [D.I. 532, 11/14/23]

Objection Deadline: November 21, 2023 at 4:00 p.m. (ET)

Related Documents:

- a. **Certificate of No Objection [D.I. 617, 11/22/23]**

Objections Filed: None

Status: **A certificate of no objection has been filed. No hearing is required unless the Court has questions.**

CONTESTED MATTER GOING FORWARD

7. Debtors' Motion for Entry of: (I) an 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, (F) Approving Certain Wind- Down Procedures, and (G) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtors' Entry Into One or More Asset Purchase Agreements, (B) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 36, 8/8/23]

Objection Deadlines:

- a. Sale Objection Deadline: October 16, 2023 at 4:00 p.m. (ET), as may have been extended for any party.
- b. Cure/Assignment Objection Deadline: October 16, 2023 at 4:00 p.m. (ET), as may have been extended for any party.
- c. Cure/Assignment Objection Deadline for the First Amended Notice: November 8, 2023 at 4:00 p.m. (ET), as may have been extended for any party.
- d. Cure/Assignment Objection Deadline for the Second Amended Notice: November 24, 2023 at 4:00 p.m. (ET), as may have been extended for any party.

- e. Post-Auction Objection Deadlines: November 17, 2023 at 4:00 p.m. (ET) with respect to the Track A Sale Hearing and November 21, 2023 at 4:00 p.m. (ET) with respect to the Track B Sale Hearing, as may have been extended for any party.

Related Documents:

- a. Declaration of John Kimm in Support of the Debtors' Motion for Entry of: (I) an 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 Hearing to Consider Approval of the Sales and Approving the Form and Manner of the Notice Thereof, (F) Approving Certain Wind-Down Procedures, and (G) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtors' Entry Into One or More Asset Purchase Agreements, (B) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 37, 8/8/23]
- b. Notice of Hearing [D.I. 70, 8/10/23]
- c. 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 Hearing to Consider Approval of the Sales and Approving the Form and Manner of the Notice Thereof, (F) Approving Certain Wind-Down Procedures, and (G) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtors' Entry Into One or More Asset Purchase Agreements, (B) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 218, 9/7/23]
- d. Notice of Bidding Procedures, Auction Date, and Potential Sales [D.I. 222, 9/7/23]
- e. Notice of Filing of Proposed Sale Order [D.I. 278, 9/25/23]

- f. Notice of (I) Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (II) Proposed Cure Amounts [D.I. 279, 9/25/23]
- g. Notice of Revised Dates Relating to Bidding Procedures Deadlines for (I) Proterra Energy; and (II) Proterra Transit [D.I. 368, 10/13/23]
- h. First Amended Notice of (I) Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (II) Proposed Cure Amounts [D.I. 472, 10/25/23]
- i. Second Notice of Revised Dates Relating to Bidding Procedures Deadlines for Proterra Energy [D.I. 514, 11/7/23]
- j. Notice of Successful Bidder Regarding Debtors' Powered Assets [D.I. 525, 11/10/23]
- k. Second Amended Notice of (I) Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (II) Proposed Cure Amounts [D.I. 528, 11/10/23]
- l. 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 [D.I. 529, 11/13/23]
- m. Notice of Filing Revised Plan Support Agreement and Plan Term Sheet with Technical Modifications [D.I. 565, 11/17/23]
- n. Debtors' Motion for Entry of an Order Authorizing the Debtors to Exceed the Page Limit Requirement for the Debtors' Omnibus Reply in Support of Sale of Powered Assets to Volvo Battery Solutions LLC [D.I. 609, 11/22/23]
- o. Debtors' Omnibus Reply in Support of Sale of Powered Assets to Volvo Battery Solutions LLC [D.I. 614, 11/22/23]
- p. **Declaration of John Kimm in Support of the Debtors' Sale of the Proterra Powered Assets Pursuant to Section 363 of the Bankruptcy Code [D.I. 619, 11/22/23]**
- q. **Declaration of Anton Wintzell [D.I. 623, 11/24/23]**
- r. **Notice of Filing First Amendment to Asset Purchase Agreement by and Among the Debtors and Volvo Batter Solutions LLC [D.I. 625, 11/25/23]**
- s. **Notice of Adjournment of Transit and Battery Lease Asset Sale [D.I. 629, 11/26/23]**
- t. **Notice of Revised Proposed Sale Order [D.I. 636, 11/27/23]**

Objections Filed:

- a. See **Schedule 1**, attached.³

Status: The Sale Hearing for the Company Assets for Proterra Powered is going forward. The Sale Hearing for the Company Assets for Proterra Transit and the Battery Lease Assets is adjourned per the Notice of Adjournment filed on November 26, 2023. Counsel to the Debtors will provide an update on the status of objections at the Sale Hearing.

[Remainder of Page Intentionally Left Blank]

³ In addition to the formal objections listed on **Schedule 1** attached hereto, the Debtors also received dozens of informal responses to the contracts listed on the cure notices, including with respect to asserted cure amounts.

Dated: November 27, 2023
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Shella Borovinskaya

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*Counsel to the Debtors and
Debtors in Possession*

SCHEDULE 1

Objections¹

¹ **The Exhibits annexed hereto are organized as follows: (i) Exhibit A lists all formal cure objections received by the Debtors; (ii) Exhibit B lists all formal sale objections received by the Debtors; (iii) Exhibit C lists all formal post-auction objections received by the Debtors; and (iv) Exhibit D lists all formal objections received by the Debtors to the Proterra Powered sale and the status of each objection.**

Exhibit A**Cure Responses / Objections**

	Docket Ref.	Date Filed/ Received¹	Objecting Party
1	355	10/11/23	Sentek Dynamics, Inc.
2	360	10/12/23	GS Operating, LLC d/b/a Gexpro Services
3	361	10/12/23	Valeo Thermal Commercial Vehicles North America, Inc.
4	366	10/13/23	Orlando Utilities Commission and Central Florida Regional Transportation Authority d/b/a LYNX
5	367	10/13/23	Florida Power & Light Company
6	370	10/13/23	Port Authority of New York and New Jersey
7	372	10/13/23	Cigna Health and Life Insurance Company
8	378	10/16/23	Duluth Transit Authority
9	379	10/16/23	REMA USA, LLC
10	381	10/16/23	Board of Regents of University System of Georgia
11	383	10/16/23	Ventura Systems, Inc.
12	384	10/16/23	Broward County, a political subdivision of the State of Florida
13	385	10/16/23	Promwad GmbH
14	386	10/16/23	Oracle America, Inc.
15	387	10/16/23	Ron White's Air Compressor Sales, Inc.
16	388	10/16/23	Regional Transportation Commission of Washoe County
17	392	10/16/23	Southeastern Pennsylvania Transportation Authority ("SEPTA")
18	393	10/16/23	LG Energy Solution, Ltd
19	394	10/16/23	Volta Trucks Ltd.
20	395	10/16/23	City of Tallahassee
21	396	10/16/23	Port Authority of New York and New Jersey
22	397	10/16/23	Miami-Dade County Department of Transportation and Public Works
23	398	10/16/23	Central Florida Regional Transportation Authority d/b/a LYNX
24	399	10/16/23	Birlasoft Solutions Inc.

¹ Objection deadlines may have been extended for various parties.

	Docket Ref.	Date Filed/ Received¹	Objecting Party
25	400	10/16/23	Van Hool NV
26	402	10/16/23	Our Next Energy, Inc.
27	403	10/16/23	Daimler Truck North America LLC
28	404	10/16/23	Nikola Corporation
29	407	10/16/23	Town of Jackson, Wyoming and Southern Teton Area Rapid Transit
30	408	10/16/23	IVECO Group N.V.
31	409	10/16/23	Capital Metropolitan Transportation Authority
32	410	10/16/23	Seifert Graphics, Inc.
33	411	10/16/23	Meritor, Inc.
34	412	10/16/23	City of Detroit, Michigan
35	413	10/16/23	Ontario International Airport Authority
36	415	10/16/23	Santa Clara Valley Transportation Authority
37	416	10/16/23	Wayne County Airport Authority
38	417	10/16/23	The City of Greensboro
39	419	10/16/23	Deere & Company and John Deere Electronic Solutions, Inc.
40	436	10/17/23	Eaton Corporation
41	438	10/18/23	Crown Equipment Corporation
42	444	10/19/23	City of Madison, Wisconsin
43	450	10/20/23	City of Edmonton, Canada
44	474	10/26/23	Sigma Machine, LLC
45	504	11/03/23	BC Transit
46	512	11/07/23	Valeo Thermal Commercial Vehicles North America, Inc.
47	515	11/8/23	Birlasoft Solutions Inc. (Amends #399)
48	516	11/8/23	Van Hool NV
49	585	11/21/23	Lexon Insurance Company
50	606	11/22/23	Tompkins Consolidated Transit, Inc.
51	608	11/22/23	Echo Global Logistics, Inc.
52	615	11/22/23	John Deere Electronic Solutions, Inc.
53	616	11/22/23	Van Hool NV

	Docket Ref.	Date Filed/Received¹	Objecting Party
54	622	11/24/23	Computer Design & Integration LLC
55	624	11/24/23	Kenson Plastics, Inc.
56	634	11/27/23	Texas A&M Transportation Institute

Exhibit B**Sale Objections**

	Docket Ref.	Date Filed/ Received¹	Objecting Party
1	121	08/24/23	GS Operating, LLC d/b/a Gexpro Services
2	386	10/16/23	Oracle America, Inc.
3	401	10/16/23	Tao Capital Partners, Tao Niloc LLC, Tao Pro LLC
4	406	10/16/23	City of Detroit, Michigan
5	418	10/16/23	Wayne County Airport Authority
6	443	10/19/23	City of Madison, Wisconsin
7	504	11/03/23	BC Transit

¹ Objection deadlines may have been extended for various parties.

Exhibit C**Post-Auction Objections**

	Docket Ref.	Date Filed/ Received¹	Objecting Party
1	552	11/17/23	Van Hool NV
2	553	11/17/23	Philadelphia Indemnity Insurance Company
3	554	11/17/23	Iveco S.p.A and EVCO GmbH
4	555	11/17/23	LG Energy Solution, Ltd
5	558	11/17/23	Port Authority of New York and New Jersey
6	571	11/20/23	Florida Power & Light Company
7	572	11/20/23	Orlando Utilities Commission
8	581	11/21/23	Lexon Insurance Company
9	582	11/21/23	Lexon Insurance Company
10	584	11/21/23	Atlantic Specialty Insurance Company
11	586	11/21/23	Broward County, a political subdivision of the State of Florida
12	587	11/21/23	City of Detroit, Michigan
13	589, 599 & 604	11/21/23 & 11/22/23	Philadelphia Indemnity Insurance Company
14	590	11/21/23	City of Santa Rosa, California
15	592	11/21/23	Tompkins Consolidated Area Transit, Inc.
16	593	11/21/23	United States of America
17	595	11/21/23	Central Florida Regional Transportation Authority d/b/a LYNX
18	596	11/21/23	City of Tallahassee
19	597	11/21/23	City of Madison
20	598	11/21/23	The Rector and Visitors of the University of Virginia
21	600	11/21/23	Miami-Dade County, Florida, Department of Transportation and Public Works

¹ Objection deadlines may have been extended for various parties.

	Docket Ref.	Date Filed/ Received¹	Objecting Party
22	607	11/22/23	BC Transit
23	605	11/22/23	The Port of Authority of New York and New Jersey

Exhibit D**Objections to Proterra Powered Sale**

	Docket Ref.	Date Filed/ Received¹	Objecting Party	Status
Resolved Objections/Reservations of Rights²				
1	121 & 360	8/24/23 & 10/12/23	GS Operating, LLC d/b/a Gexpro Services	The Debtors anticipate resolving this objection through language in the Proposed Order.
2	372	10/13/23	Cigna Health and Life Insurance Co.	The Debtors anticipate resolving this objection through language in the Proposed Order.
3	379	10/16/23	REMA USA, LLC	Resolved through agreement to cure amount as set forth in the Third Amended Cure Notice.
4	386	10/16/23	Oracle America, Inc.	The Debtors anticipate resolving this objection through language in the Proposed Order.
5	401	10/16/23	Tao Capital Partners, Tao Niloc LLC, Tao Pro LLC	Resolved.
6	402	10/16/23	Our Next Energy, Inc.	This objection is withdrawn.
7	419 & 615	10/16/23	Deere & Company and John Deere Electronic Solutions, Inc.	Resolved.
8	436	10/17/23	Eaton Corporation	Resolved.
9	438	10/18/23	Crown Equipment Company	Resolved.

¹ Objection deadlines may have been extended for various parties.

² The objections and/or reservations of rights listed in this section have either have been resolved, or Debtors are engaged with counsel to the contract counterparty and currently expect to resolve such objection prior to the hearing.

	Docket Ref.	Date Filed/ Received¹	Objecting Party	Status
10	553, 589, 599 & 604	11/17/23, 11/21/23 & 11/22/23	Philadelphia Indemnity Insurance Company	The Debtors anticipate resolving this objection through language in the Proposed Order.
11	581	11/21/23	Lexon Insurance Company	The Debtors anticipate resolving this objection through language in the Proposed Order.
12	593	11/21/23	United States of America	The Debtors anticipate resolving this objection through language in the Proposed Order.
Adjourned Objections				
1	387	10/16/23	Ron White's Air Compressor Sales	Adjourned to a date to be determined.
2	393 & 555	10/16/23	LG Energy Solution, Ltd	Adjourned to a date to be determined.
3	394	10/16/23	Volta Trucks Ltd.	Adjourned to a date to be determined.
4	399 & 515	10/16/23 & 11/8/23	Birlasoft Solutions Inc.	Objection to cure amount preserved; the Debtors propose to assume and assign in accordance with paragraph 5(g) of the Bidding Procedures Order.
5	400, 516, 552 & 616	10/16/23, 11/8/23, 11/17/23 & 11/22/23	Van Hool NV	Adjourned to a date to be determined.
6	403	10/16/23	Daimler Truck North America LLC	Adjourned to a date to be determined.
7	404	10/16/23	Nikola Corporation	Adjourned to a date to be determined.

	Docket Ref.	Date Filed/ Received¹	Objecting Party	Status
8	408 & 554	10/16/23 & 11/17/23	IVECO Group N.V., Iveco S.p.A and EVCO GmbH	Adjourned to a date to be determined.
9	410	10/16/23	Seifert Graphics, Inc.	Objection to cure amount preserved; the Debtors propose to assume and assign in accordance with paragraph 5(g) of the Bidding Procedures Order.
10	474	10/26/23	Sigma Machine, LLC	Objection to cure amount preserved; the Debtors propose to assume and assign in accordance with paragraph 5(g) of the Bidding Procedures Order.
11	622	11/24/23	Computer Design & Integration LLC	Objection to cure amount preserved; the Debtors propose to assume and assign in accordance with paragraph 5(g) of the Bidding Procedures Order.
12	624	11/24/23	Kenson Plastics, Inc.	Adjourned to a date to be determined.