

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)
)	
)	Objection Deadline: January 5, 2024 at 4:00 p.m. (ET)
)	Hearing Date: January 18, 2024 at 11:00 a.m. (ET)
)	

**NOTICE OF FIRST INTERIM FEE APPLICATION OF THE DEBTORS’
PROFESSIONALS FOR THE PERIOD FROM AUGUST 7, 2023
THROUGH AND INCLUDING OCTOBER 31, 2023**

PLEASE TAKE NOTICE that, pursuant to that certain *Order (I) Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Professionals, and (II) Granting Related Relief* [D.I. 188] (the “Interim Compensation Order”), the professionals retained by the above-captioned debtors and debtors in possession (together, the “Debtors”) in these chapter 11 cases, hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (each, a “Fee Request,” and collectively, the “Fee Requests”) for all interim monthly applications covering the period from August 7, 2023 through and including October 31, 2023. Summaries of the fees and expenses subject to the Fee Requests are provided in the attachments hereto.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, the Debtors were authorized to pay, on an interim basis, eighty percent (80%) of the amount of compensation requested and one hundred percent (100%) of the reimbursable expenses requested without further order from the Court upon the expiration of a twenty (20)-day objection period.

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS, IF ANY, TO THE FEE REQUESTS ARE REQUIRED TO BE FILED AND SERVED ON THE AFFECTED PROFESSIONAL AND THE PARTIES SET FORTH IN THE INTERIM COMPENSATION ORDER ON OR BEFORE JANUARY 5, 2024 AT 4:00 P.M. (ET).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Fee Requests will be held before the Honorable Brendan Linehan Shannon in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801, on **January 18, 2024 at 11:00 a.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.



Dated: December 15, 2023
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Andrew L. Magaziner

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- and -

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

Paul M. Basta (admitted *pro hac vice*)
Robert A. Britton (admitted *pro hac vice*)
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*Counsel to the Debtors and
Debtors in Possession*

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**FIRST INTERIM FEE APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	August 7, 2023 (order entered September 5, 2023)
Period for which compensation and reimbursement is sought:	August 7, 2023 through October 31, 2023

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
8/7/23-9/30/23 10/10/23 D.I. 348	\$318,078.00	\$2,204.95	11/2/23 D.I. 499	\$254,462.40	\$2,204.95	\$63,615.60
10/1/23-10/31/23 11/15/23 D.I. 535	\$103,732.50	\$855.30	12/7/23 D.I. 701	\$82,986.00	\$855.30	\$20,746.50
TOTALS	\$421,810.50	\$3,060.25		\$337,448.40	\$3,060.25	\$84,362.10

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**FIRST INTERIM FEE APPLICATION OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: August 7, 2023 (order entered September 5, 2023)

Period for which compensation and reimbursement is sought: August 7, 2023 through October 31, 2023

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
08/7/23-9/30/23 10/17/23 D.I. 428	\$5,768,881.50	\$33,092.40	11/8/23 D.I. 517	\$4,615,105.20	\$33,092.40	\$1,153,776.30
10/1/23-10/31/23 11/15/23 D.I. 538	\$4,528,345.50	\$24,047.75	12/7/23 D.I. 700	\$3,622,676.40	\$24,047.75	\$905,669.10
TOTALS	\$10,297,227.00	\$57,140.15		\$8,237,781.60	\$57,140.15	\$2,059,445.40

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**FIRST INTERIM FEE APPLICATION OF
KURTZMAN CARSON CONSULTANTS LLC**

Name of Applicant:	Kurtzman Carson Consultants LLC
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	August 7, 2023 (order entered September 5, 2023)
Period for which compensation and reimbursement is sought:	August 7, 2023 through October 31, 2023

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
8/7/23-8/31/23 10/10/23 D.I. 349	\$293,069.30	\$0.00	11/2/23 D.I. 501	\$234,455.44	\$0.00	\$58,613.86
9/1/23-9/30/23 11/3/23 D.I. 503	\$16,098.80	\$0.00	11/28/23 D.I. 661	\$12,879.04	\$0.00	\$3,219.76
10/1/23-10/31/23 11/16/23 D.I. 539	\$10,490.80	\$0.00	12/11/23 D.I. 713	\$8,392.64	\$0.00	\$2,098.16
TOTALS	\$319,658.90	\$0.00		\$255,727.12	\$0.00	\$63,931.78

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**FIRST INTERIM FEE APPLICATION OF
MOELIS & COMPANY LLC.**

Name of Applicant: Moelis & Company LLC

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: August 7, 2023 (order entered September 21, 2023)

Period for which compensation and reimbursement is sought: August 7, 2023 through October 31, 2023

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
8/7/23-9/30/23 10/10/23 D.I. 350	\$222,580.65	\$29,115.42	11/2/23 D.I. 500	\$178,064.52	\$29,115.42	\$44,516.13
10/1/23-10/31/23 11/15/23 D.I. 534	\$150,000.00	\$7,934.84	12/8/23 D.I. 702	\$120,000.00	\$7,934.84	\$30,000.00
TOTALS	\$372,580.65	\$37,050.26		\$298,064.52	\$37,050.26	\$74,516.13

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**FIRST INTERIM FEE APPLICATION OF
KPMG LLP**

Name of Applicant:	KPMG LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	August 7, 2023 (order entered October 27, 2023)
Period for which compensation and reimbursement is sought:	August 7, 2023 through October 31, 2023

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
8/7/23-9/30/23 11/16/23 D.I. 542	\$ 1,006,815.70	\$ 3,096.45	12/11/23 D.I. 712	\$805,452.56	\$ 3,096.45	\$201,363.14
10/1/23-10/31/23 12/6/23 D.I. 688	\$750,894.30	\$1,358.29	Pending	\$600,715.44	\$1,358.29	\$150,178.86
TOTALS	\$1,757,710.00	\$4,454.74		\$1,406,168.00	\$4,454.74	\$351,542.00

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