

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

In re:)	
)	Chapter 11
)	
PROTERRA INC,)	Case No. 23-11120 (___)
)	
Debtor.)	
Tax ID No. 90-2099565)	

In re:)	
)	Chapter 11
)	
PROTERRA OPERATING COMPANY, INC.,)	Case No. 23-11121 (___)
)	
Debtor.)	
Tax ID No. 27-1878459)	

**DEBTORS' MOTION FOR ENTRY OF AN ORDER, PURSUANT TO BANKRUPTCY
RULE 1015(B) AND LOCAL RULE 1015-1, AUTHORIZING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state as follows in support of this motion (the "Motion"): ¹

Relief Requested

1. The Debtors seek entry of an order (the "Proposed Order"), substantially in the form attached hereto as **Exhibit A**, (a) authorizing the joint administration of these chapter 11 cases and the consolidation thereof for procedural purposes only, and (b) granting related relief.

2. Many, if not all, of the motions, applications, hearings, and orders that will arise in these chapter 11 cases will jointly affect all of the Debtors. For this reason, the interests of the

¹ A detailed description of the Debtors and their business, including the facts and circumstances giving rise to these chapter 11 cases and supporting this Motion, is set forth in the *Declaration of Gareth T. Joyce in Support of Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), filed contemporaneously herewith and incorporated herein by reference. Capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First Day Declaration.



Debtors, their creditors, and other parties in interest would be best served by the joint administration of these chapter 11 cases. In order to optimally and economically administer these chapter 11 cases, the Debtors submit that such cases should be jointly administered, for procedural purposes only, under the case number assigned to Proterra Inc.

3. The Debtors also request that the Clerk of the Court maintain one file and one docket for all of the Debtors' chapter 11 cases, which file and docket shall be the file and docket for Proterra Inc. In addition, the Debtors propose that the caption of these chapter 11 cases be modified as follows:

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

<p>In re:</p> <p>PROTERRA INC, <i>et al.</i>,¹</p> <p style="text-align: right;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 23-11120 (____)</p> <p>Jointly Administered</p>
--	---	---

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.

4. The Debtors also seek the Court's direction that a notation, substantially similar to the following proposed docket entry, be entered on the docket of Debtor Proterra Operating Company, Inc.'s chapter 11 case to reflect the joint administration of these chapter 11 cases:

An Order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Proterra Inc and Proterra Operating Company, Inc. The docket in the chapter 11 case of Proterra Inc, Case No. 23-11120 (____), should be consulted for all matters affecting these cases.

Jurisdiction and Venue

5. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

6. Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to a final order with respect to this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

7. Venue of these chapter 11 cases and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

8. The bases for the relief requested herein are Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015-1 of the Local Rules.

Background

9. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101—1532 (the “Bankruptcy Code”). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no statutory committees have been appointed or designated.

Bases for Relief

10. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” Del. Bankr. L.R. 1015-1. In these chapter 11 cases, the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. Additionally, the First Day Declaration establishes that the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties-in-interest in these chapter 11 cases. Joint administration will also permit the Clerk of the Court to utilize a single docket for all of the chapter 11 cases, and to combine notices to creditors and other parties-in-interest in the Debtors’ respective cases. Because there will likely be numerous motions, applications, and other pleadings filed in these cases that will affect all of the Debtors, joint administration will permit counsel for all parties-in-interest to include all of the Debtors’ chapter 11 cases in a single caption for the numerous documents that are likely to be filed and served in these cases. Joint administration will also enable parties-in-interest in all of the Debtors’ chapter 11 cases to stay apprised of all the various matters before the Court.

11. Joint administration of these chapter 11 cases will not prejudice or adversely affect the rights of the Debtors’ creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Joint administration will also significantly reduce the volume of paper that otherwise would be filed with the Clerk of the Court, render the completion of various administrative tasks less costly, and minimize the number of unnecessary delays. Moreover, the

relief requested by this Motion will also simplify supervision of the administrative aspects of these chapter 11 cases by the Office of the United States Trustee for the District of Delaware.

12. The Debtors submit that the circumstances of these chapter 11 cases warrant granting the requested relief, and that doing so is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and should therefore be granted. Accordingly, the Debtors respectfully request that the Court enter an order authorizing the joint administration of these chapter 11 cases and the consolidation thereof for procedural purposes only.

Notice

13. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the United States Attorney's Office for the District of Delaware; (d) the Internal Revenue Service; (e) the state attorneys general for states in which the Debtors conduct business; (f) the Securities and Exchange Commission; (g) counsel to the Cowen Parties; (h) counsel to Bank of America; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: August 07, 2023
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Andrew L. Magaziner

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 (*pro hac vice* admission pending)
Robert A. Britton (*pro hac vice* admission pending)
Michael Colarossi (*pro hac vice* admission pending)
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

*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

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

In re: PROTERRA INC, <div style="text-align: right;">Debtor.</div> Tax ID No. 98-1551379)))))))	Chapter 11 Case No. 23-11120 (____)
--	---------------------------------	--

In re: PROTERRA OPERATING COMPANY, INC., <div style="text-align: right;">Debtor.</div> Tax ID No. 27-1878459)))))))	Chapter 11 Case No. 23-11121 (____) Re: Docket No. ____
--	---------------------------------	--

**ORDER, PURSUANT TO BANKRUPTCY RULE 1015(B) AND
LOCAL RULE 1015-1, AUTHORIZING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

Upon the Debtors' motion (the "Motion")¹ for entry of an order (this "Order"), pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, (a) authorizing the joint administration of the Debtors' chapter 11 cases for procedural purposes only, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors' above-captioned chapter 11 cases shall be consolidated for procedural purposes only and shall be jointly administered in accordance with the provisions of Bankruptcy Rule 1015(b) and Local Rule 1015-1.
3. The Clerk of the Court shall maintain one file and one docket for all of the Debtors' chapter 11 Cases, which file and docket shall be the file and docket for the chapter 11 case of Proterra Inc, Case No. 23-11120 (____).
4. All pleadings filed in the Debtors' chapter 11 cases shall bear a consolidated caption in the following form:

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

<p>In re:</p> <p>PROTERRA INC, <i>et al.</i>,¹</p> <p style="text-align: right;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 23-11120 (____)</p> <p>Jointly Administered</p>
--	---	---

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.

5. All original pleadings shall be captioned as indicated in Paragraph 4 herein and the Clerk of this Court shall make a docket entry in the docket of Debtor Proterra Operating Company, Inc. substantially as follows:

An Order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Proterra Inc and Proterra Operating Company, Inc. The docket in the chapter 11 case of Proterra Inc, Case No. 23-11120 (___), should be consulted for all matters affecting these cases.

6. The foregoing caption shall satisfy the requirements of section 342(c)(1) of the Bankruptcy Code.

7. Nothing in the Motion or this Order is intended or shall be deemed or otherwise construed as directing or otherwise effecting a substantive consolidation of the Debtors' estates.

8. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.