

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: )
) Chapter 11
)
)
PROTERRA INC, et al.,1 )
) Case No. 23-11120 (BLS)
)
) Debtors. ) (Jointly Administered)
)
)
) Objection Date: August 31, 2023 at 4:00 p.m. (ET)
) Hearing Date: September 7, 2023 at 11:00 a.m. (ET)
)
) Ref. Docket Nos. 3, 4, 5, 6, 7, 12, 13, 14, 44, 63, 64, 65,
) 66, 67, 68, 69, 71, & 72
)
)

OMNIBUS NOTICE OF FIRST DAY MOTIONS AND FINAL HEARING THEREON

PLEASE TAKE NOTICE that, on or about August 7, 2023, the above-captioned debtors and debtors in possession (together, the "Debtors") filed, among others, the following first day motions (collectively, the "First Day Motions") with the United States Bankruptcy Court for the District of Delaware (the "Court"):

- 1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Maintenance, Administration, and Continuation of Debtors' Customer Programs and (II) Granting Related Relief [D.I. 3]
2. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of (A) Lien Claimants, (B) 503(b)(9) Claimants, and (C) Critical Vendors, (II) Authorizing the Debtors to Pay Claims in Respect of Outstanding Orders, and (III) Granting Related Relief [D.I. 4]
3. Debtors' Motion for Entry of Interim and Final Orders (I) Establishing Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness With Respect to Common Stock of Proterra Inc and Claims Against Debtors and (II) Granting Related Relief [D.I. 5]
4. Debtors' Motion for Entry of Interim and Final Orders (I) Prohibiting Utility Companies From Discontinuing, Altering, or Refusing Service, (II) Deeming Utility Companies to Have Adequate Assurance of Future Payment, (III) Establishing Procedures for Resolving Requests for Additional Assurance, and (IV) Granting Related Relief [D.I. 6]

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 (1379); and Proterra Operating Company, Inc. (8459). The location of the Debtors' service address is: 1815 Rollins Road, Burlingame, California 94010.

2 The Debtors filed certain motions and an application that were approved on a final basis at the First Day Hearing (defined below), which are not listed herein.



5. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Payment of Certain Prepetition Employee Wages and Benefits, and (II) Granting Related Relief [D.I. 7]
6. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue and Pay All Prepetition Obligations Relating to Their (A) Prepetition Insurance Policies and Insurance Premium Finance Agreement and (B) Surety Bond Program; and (II) Granting Related Relief [D.I. 12]
7. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief [D.I. 13]
8. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing (A) Continued Use of Cash Management System, (B) Maintenance of Bank Accounts and Business Forms, (C) Continuance of Corporate Credit Card Programs, and (D) Honoring Certain Prepetition Obligations; (II) Waiving Strict Compliance with 11 U.S.C. § 345(b) and Certain Operating Guidelines, as Applicable, and (III) Granting Related Relief [D.I. 14]
9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief [D.I. 44]

**PLEASE TAKE FURTHER NOTICE** that a hearing on the First Day Motions and certain other pleadings was held on August 10, 2023 (the "First Day Hearing"), at which time the Court approved the First Day Motions identified above on an interim basis. *See* Docket Nos. 63, 64, 65, 66, 67, 68, 69, 71, and 72.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to final approval of the First Day Motions must be in writing, filed with the Clerk of the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the following parties on or before **August 31, 2023 at 4:00 p.m. (ET)** (the "**Objection Deadline**"): (a) proposed counsel to the Debtors, (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn. Paul Basta (pbasta@paulweiss.com) and Robert Britton (rbritton@paulweiss.com), and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware, 19801 Attn: Pauline K. Morgan (pmorgan@ycst.com) and Andrew L. Magaziner (amagaziner@ycst.com); (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Linda Casey (linda.casey@doj.gov); (c) counsel to the Second Lien Agent; and (d) counsel to the First Lien Agent.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING ON FINAL APPROVAL OF THE FIRST DAY MOTIONS WILL BE HELD ON SEPTEMBER 7, 2023 at 11:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6<sup>th</sup> FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801.**<sup>3</sup>

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<sup>3</sup> To the extent that the hearing occurs virtually, participation instructions will be provided on the agenda filed on the docket prior to the hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the First Day Motions, any of the related interim orders, and all other pleadings filed in these chapter 11 cases are available, free of charge, from the website of the Court-appointed claims agent, Kurtzman Carson Consulting LLC: <https://www.kccllc.net/proterra/>.

**IF NO OBJECTIONS TO ANY OF THE FIRST DAY MOTIONS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH FIRST DAY MOTIONS WITHOUT FURTHER NOTICE OR HEARING.**

*[Remainder of page intentionally left blank]*

Dated: August 10, 2023  
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

*/s/ Shella Borovinskaya* \_\_\_\_\_

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- and -

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*Proposed Counsel to the Debtors and  
Debtors in Possession*