

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Obj. Deadline: May 20, 2024 at 4:00 p.m. (ET)

Hearing Date: June 12, 2024 at 11:00 a.m. (ET)

**SUMMARY OF SECOND MONTHLY, SECOND INTERIM AND FINAL FEE
APPLICATION OF RUCKI FEE REVIEW, LLC, COURT-APPOINTED FEE
EXAMINER, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE MONTHLY PERIOD FROM
FEBRUARY 1, 2024 THROUGH MARCH 13, 2024, INTERIM PERIOD FROM
FEBRUARY 1, 2024 THROUGH MARCH 13, 2024 AND THE FINAL PERIOD FROM
DECEMBER 15, 2023 THROUGH MARCH 13, 2024**

Name of Applicant:

Rucki Fee Review, LLC

Authorized to Provide Professional Services as:

Fee Examiner

Date of Retention:

December 15, 2023 (order entered December 20, 2023)

Period for which Monthly Compensation and
Reimbursement is sought:

February 1, 2024 through March 13, 2024

Amount of Monthly Compensation sought as
actual, reasonable and necessary:

\$44,632.00 (80% of which is \$35,708.00)

Amount of Monthly Expense Reimbursement
sought as actual, reasonable and necessary:

\$0.00

Period for which Interim Compensation and
Reimbursement is sought:

February 1, 2024 through March 13, 2024

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor's service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.



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Amount of Interim Compensation sought as actual, reasonable and necessary: \$44,632.00

Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary: \$0.00

Period for which Final Compensation and Reimbursement is sought: December 15, 2023 through March 13, 2024

Amount of Final Compensation sought as actual, reasonable and necessary: \$104,944.00

Post-Effective Date Compensation sought as actual, reasonable and necessary: \$72,992.00²

Total Amount of Final Compensation sought as actual, reasonable and necessary, inclusive of Post-Effective Date Compensation: \$177,936.00

Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: \$0.00

This is a Monthly, Interim and Final Fee Application.

This Monthly/Interim Fee Application includes 2.6 hours and \$728.00 in fees incurred in connection with the preparation and filing of Fee Applications, and the Final Fee Application includes 4.1 hours and \$1,148.00 of such time and fees inclusive of the foregoing time included in the Monthly/Interim Fee Application.

² This \$72,992.00 (and the subsequently listed \$177,936.00 figure) include estimated fees of \$25,000.00 for work incurred on final fee applications between the filing of all such applications on the date hereof and the approval of all final fee applications. Rucki Fee Review will subsequently make a supplemental filing setting forth the time detail underlying these estimated fees prior to the Bankruptcy Court's approval of this Application and will reduce this figure if the actual fees incurred are less than \$25,000.00. If the actual fees incurred exceed \$25,000.00, Rucki Fee Review will not seek compensation for such fees in excess of this estimated figure.

Prior monthly applications:

		Requested		Approved by Court on an Interim Basis	
Date Filed / Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
2/15/24	12/15/23 – 1/31/24	\$60,312.00	\$0.00	\$60,312.00	\$0.00
Dkt. No. 1070					

COMPENSATION BY INDIVIDUAL FOR THE MONTHLY/INTERIM PERIOD
FEBRUARY 1, 2024 THROUGH MARCH 13, 2024

Name of Professional Person	Position of the Applicant	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Justin H. Rucki	President of Rucki Fee Review, LLC	280.00	159.4	44,632.00
Grand Total:			159.4	44,632.00
Blended Rate:		280.00		

COMPENSATION BY INDIVIDUAL FOR THE FINAL PERIOD DECEMBER 15, 2023
THROUGH MARCH 13, 2024

Name of Professional Person	Position of the Applicant	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Justin H. Rucki	President of Rucki Fee Review, LLC	280.00	374.8	104,944.00
Grand Total:			374.8	104,944.00
Blended Rate:		280.00		

COMPENSATION BY INDIVIDUAL FOR THE POST-EFFECTIVE DATE PERIOD

Name of Professional Person	Position of the Applicant	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Justin H. Rucki	President of Rucki Fee Review, LLC	280.00	171.4 (3/14/24-4/26/14)	47,992.00
Justin H. Rucki	President of Rucki Fee Review, LLC	280.00	Estimated	25,000.00
Grand Total:				72,992.00
Blended Rate:		280.00		

**COMPENSATION FOR THE MONTHLY/INTERIM PERIOD BY PROJECT
CATEGORY**

Project Category	Total Hours	Total Fees (\$)
Administrative Matters (001)	2.7	756.00
Docket/Pleadings Review (002)	0.0	0.00
Fee Review (003)	154.1	43,148.00
Non-Working Travel (004)	0.0	0.00
Court Hearings (005)	0.0	0.00
Rucki Fee Review Retention (006)	0.0	0.00
Rucki Fee Review Fee Applications (007)	2.6	728.00
TOTAL	159.4	44,632.00

MONTHLY/INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
N/A	N/A
TOTAL	N/A

COMPENSATION FOR THE FINAL PERIOD BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
Administrative Matters (001)	5.3	1,484.00
Docket/Pleadings Review (002)	5.0	1,400.00
Fee Review (003)	359.0	100,520.00
Non-Working Travel (004)	0.0	0.00
Court Hearings (005)	0.0	0.00
Rucki Fee Review Retention (006)	2.9	812.00
Rucki Fee Review Fee Applications (007)	2.6	728.00
TOTAL	374.8	104,944.00

COMPENSATION FOR THE POST-EFFECTIVE DATE PERIOD BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
Administrative Matters (001)	2.3	644.00
Docket/Pleadings Review (002)	0.0	0.00
Fee Review (003)	167.6	46,928.00
Non-Working Travel (004)	0.0	0.00
Court Hearings (005)	0.0	0.00
Rucki Fee Review Retention (006)	0.0	0.00
Rucki Fee Review Fee Applications (007)	1.5	420.00
TOTAL	171.4	47,992.00
	(3/14/24-4/26/24)	(3/14/24-4/26/24)
TOTAL INCLUDING ESTIMATED FEES		72,992.00

FINAL EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
N/A	N/A
TOTAL	N/A

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Obj. Deadline: May 20, 2024 at 4:00 p.m. (ET)

Hearing Date: June 12, 2024 at 11:00 a.m. (ET)

**SECOND MONTHLY, SECOND INTERIM AND FINAL FEE APPLICATION OF
RUCKI FEE REVIEW, LLC, COURT-APPOINTED FEE EXAMINER, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE MONTHLY PERIOD FROM
FEBRUARY 1, 2024 THROUGH MARCH 13, 2024, INTERIM PERIOD FROM
FEBRUARY 1, 2024 THROUGH MARCH 13, 2024 AND THE FINAL PERIOD FROM
DECEMBER 15, 2023 THROUGH MARCH 13, 2024**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Appointing Fee Examiner and Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* [Docket No. 751] (the “Fee Examiner Order”) and that certain *Order (I) Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Professionals, and (II) Granting Related Relief* [Docket No. 188] (the “Interim Compensation Order”), the court-appointed fee examiner (the “Fee Examiner”) in the above-captioned chapter 11 cases, Rucki Fee Review, LLC (“Rucki Fee Review”), hereby applies (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for services rendered as Fee Examiner in the amount of \$44,632.00 for the monthly fee period from February

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor’s service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.

1, 2024 through March 13, 2024 (the “Monthly Application Period” and/or the “Interim Application Period”), in the amount of \$104,944.00 for the final fee period from December 15, 2023 through March 13, 2024 (the “Final Application Period”), and in the amount of \$72,992.00 for the post-Effective Date period (the “Post-Effective Date Period”), for total final compensation of \$177,936.00. In support of this Application, Rucki Fee Review respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and the Court may enter a final order on this Application under the U.S. Constitution. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

3. On August 7, 2023 (the “Petition Date”), the above-captioned debtor and an affiliate (collectively, the “Debtors”) commenced a chapter 11 case by each filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”).

4. On August 24, 2023, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors in the Chapter 11 Cases pursuant to section 1102(a) of the Bankruptcy Code, which was subsequently modified on September 21, 2023 to include an additional member.

5. On September 5, 2023, the Court entered the Interim Compensation Order, which sets forth the procedures for monthly and interim compensation and reimbursement of

expenses in these cases, as subsequently modified by the Fee Examiner order as to quarterly and final fee applications.

6. Pursuant to the Fee Examiner Order, Rucki Fee Review was appointed as the Fee Examiner in the Chapter 11 Cases, effective as of December 15, 2023. The Fee Examiner Order authorizes Rucki Fee Review to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

7. On March 6, 2024, the Court entered that certain *Findings of Fact, Conclusions of Law, and Order Confirming the Fifth Amended Joint Chapter 11 Plan of Reorganization of Proterra Inc and its Debtor Affiliate* [Docket No. 1180] (the “Confirmation Order”) confirming the plan of reorganization in the Chapter 11 Cases [Docket No. 1154] (the “Plan”). The effective date of the Plan occurred on March 13, 2024 (the “Effective Date”).

8. Paragraph 130 of the Confirmation Order provides that the Fee Examiner shall be compensated from the Professional Compensation Escrow Account (as defined therein), and the Distribution Trust (as defined therein) to the extent that sufficient funds are not available in the Professional Compensation Escrow Account, in such amounts as are allowed by the Bankruptcy Court. For this reason, Rucki Fee Review has included its fees for the Post-Effective Date Period for Bankruptcy Court approval.

9. All services for which compensation is requested herein by Rucki Fee Review were performed by Rucki Fee Review, and Rucki Fee Review is not sharing its compensation with any person other than the member or employees of Rucki Fee Review.

SUMMARY OF SERVICES RENDERED

10. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Monthly Application Period/Interim Application Period by Rucki Fee Review,

showing the amount of \$44,632.00 due for fees. In accordance with the Court's Local Rules, the statement of fees is presented in chronological order with the information required by Local Rule 2016-2. Additionally, the professional who rendered services relating to each category is identified, along with the number of hours for such individual and the total compensation sought for each category, in the summary attachments that precede this Application. The remaining fees incurred during the Final Application Period are set forth in detail in Rucki Fee Review's prior monthly fee applications, which are incorporated herein by reference and summarized in the preceding pages of this Application.

11. Rucki Fee Review performed work in the following categories during the Monthly Application Period/Interim Application Period:

Administrative Matters (Code 001) – 2.7 hours/\$756.00: Work in this category included e-mails with professionals regarding native format of fee and expense detail and other matters, and review of quarterly fee orders.

Fee Review (Code 003) – 154.1 hours/\$43,148.00: Work in this category included review of fee and expense detail and fee applications, preparation of initial and final reports on the same, and discussion with professionals regarding the same.

Rucki Fee Review Fee Applications (Code 007) – 2.6 hours/\$728.00: Work in this category included preparing Rucki Fee Review's first monthly fee application and review of the certificate of no objection related thereto.

12. Attached hereto as Exhibit B is a detailed statement of fees incurred

through and including April 26, 2024 during the Post-Effective Date Period by Rucki Fee Review, showing the amount of \$47,992.00 due for fees.

13. As contemplated by the Fee Examiner Order, Rucki Fee Review has continued, and will continue, to perform additional necessary services as Fee Examiner subsequent to the Final Application Period in connection with the review of second quarterly fee applications and final fee applications. Rucki Fee Review has performed work in the following categories through April 26, 2024 during the Post-Effective Date Period:

Administrative Matters (Code 001) – 2.3 hours/\$644.00: Work in this category included e-mails with professionals regarding native format of fee and expense detail and scheduling of the second quarterly fee hearing and the final fee hearing, as well as review of an omnibus second quarterly fee order for debtors' professionals.

Fee Review (Code 003) – 167.6 hours/\$46,928.00: Work in this category included review of fee and expense detail and fee applications, and preparation of initial and final reports on the same for the second quarterly fee period. The fee and expense review done during this period included portions of such work for both the second (November 2023-January 2024) and third (February 1-March 13, 2024) quarterly fee periods, as both second quarterly fee applications and final fee applications were filed/due to be filed after the Effective Date.

Rucki Fee Review Fee Applications (Code 007) – 1.5 hours/\$420.00: Work in this category included preparing Rucki

Fee Review's first quarterly fee application.

14. The fees sought for the Post-Effective Date Period herein also include an estimated \$25,000.00 for work performed after April 26, 2024 in connection with preparation of this Application (which will be approximately 3.3 hours/\$924.00) and review of final fee applications being filed on the date of this Application and related work. Rucki Fee Review will subsequently file invoice detail underlying these estimated fees prior to the Bankruptcy Court's approval of this Application, and will reduce these estimated fees to the amount of actual fees if the actual incremental fees are lower than \$25,000.00. If the actual fees exceed the estimated fees, Rucki Fee Review will waive additional compensation in excess of the estimated \$25,000.00.

DISBURSEMENTS

15. The Application does not seek reimbursement of any expenses or disbursements.

VALUATION OF SERVICES

16. The personnel of Rucki Fee Review have expended a total of 159.4 hours fulfilling the duties of the Fee Examiner in the Chapter 11 Cases during the Monthly Application Period/Interim Application Period, and 374.8 hours during the Final Application Period, as well as an additional 171.4 hours through April 26, 2024 during the Post-Effective Date Period.

17. As detailed in its prior fee applications incorporated herein by reference, the time incurred by Rucki Fee Review prior to the Monthly Application Period/Interim Application Period reflected the reasonable value of such services, and was billed at Rucki Fee Review's normal hourly rates of compensation for work of this character. Rucki Fee Review did not increase its billing rates at any time during the pendency of the Chapter 11 Cases.

18. The amount of time spent by the personnel of Rucki Fee Review as Fee Examiner in the Chapter 11 Cases during the Monthly Application Period/Interim Application Period, meanwhile, is fully set forth in the detail attached hereto as Exhibit A and the amount of time spent by the personnel of Rucki Fee Review through April 26, 2024 as Fee Examiner in the Chapter 11 Cases during the Post-Effective Date Period is fully set forth in the detail attached hereto as Exhibit B. These are Rucki Fee Review's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Rucki Fee Review as Fee Examiner for the Monthly Application Period/Interim Application Period in the Chapter 11 Cases is at least \$44,632.00 and the reasonable value of the services rendered by Rucki Fee Review through April 26, 2024 as Fee Examiner for the Post-Effective Date Period in the Chapter 11 Cases is at least \$47,992.00. To ensure the additional estimated fees of \$25,000.00 for the remainder of the Post-Effective Date Period also reflect reasonable value, Rucki Fee Review will bill such work at the same billable rate and reduce the estimated fees if the actual fees are less than the estimated fees (in addition to not seeking compensation for fees in excess of the estimated fees).

19. Rucki Fee Review believes that the time entries included in Exhibits A and B attached hereto are in compliance with the requirements of Local Rule 2016-2, and the undersigned member of Rucki Fee Review hereby certifies that he has reviewed such Local Rule and believes this Application is in compliance with such Local Rule. To the extent such requirements are not met, Rucki Fee Review requests a waiver of such requirements.

20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered,

(d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code, to the extent applicable.

NOTICE

21. Rucki Fee Review will cause notice of this Application to be served on: (i) Prodigy Investments Holdings, Inc., 3350 Virginia St., 2nd Floor, Miami, FL 33133; (ii) counsel for the Debtors, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Paul M. Basta (pbasta@paulweiss.com), Robert A. Britton (rbritton@paulweiss.com), and Michael J. Colarossi (mcolarossi@paulweiss.com)), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Rodney Square, Wilmington, DE 19801 (Attn: Pauline K. Morgan (pmorgan@ycst.com), Andrew L. Magaziner (amagaziner@ycst.com), and Shella Borovinskaya (sborovinskaya@ycst.com)); (iii) the Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda J. Casey (linda.casey@usdoj.gov)); (iv) counsel for the Official Committee of Unsecured Creditors and the Distribution Trust, (a) Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Jeffrey L. Cohen (JCohen@lowenstein.com), Eric S. Chafetz (EChafetz@lowenstein.com), and Michael A. Kaplan (mkaplan@lowenstein.com)), and (b) Morris James LLP, 500 Delaware Ave, Suite 1500, Wilmington, DE 19801 (Attn: Eric J. Monzo (emonzo@morrisjames.com), Brya M. Keilson (bkeilson@morrisjames.com) and Tara C. Pakrouh (tpakrouh@morrisjames.com)); (v) counsel to the First Lien Agent, Holland & Knight, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 (Attn: Robert Jones (robert.jones@hklaw.com) and Brent McIlwain (brent.mcilwain@hklaw.com)); and (vi) counsel to the Second Lien Agent, (a) Sidley Austin LLP, 787 Seventh Ave, New York, NY 10019, (Attn: Thomas R. Califano

(tom.califano@sidley.com) and Dennis M. Twomey (dtwomey@sidley.com)), and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, P.O. Box. 8705, Wilmington, DE 19801 (Attn: Laura Davis Jones (ljones@pszjlaw.com)). In light of the nature of the relief requested, Rucki Fee Review submits that no other or further notice is required.

CONCLUSION

WHEREFORE, Rucki Fee Review requests that allowance be made to it in the amount of \$44,632.00 for the Monthly Application Period/Interim Application Period from February 1, 2024 through March 13, 2024, in the amount of \$104,944.00 for the Final Application Period from December 15, 2023 through March 13, 2024, and in the amount of \$72,992.00 for the Post-Effective Date Period for total final compensation of \$177,936.00 inclusive of the Post-Effective Date Period, all as compensation for reasonable and necessary services rendered as the Fee Examiner. Rucki Fee Review further requests such other and further relief as the Court may deem just and proper.

Dated: April 29, 2024
Wilmington, Delaware

RUCKI FEE REVIEW, LLC
FEE EXAMINER

By: /s/ Justin H. Rucki
Justin H. Rucki
President of Rucki Fee Review, LLC
(302) 545-7764
justinrucki@ruckifeereview.com

VERIFICATION DECLARATION IN SUPPORT OF FEE APPLICATION

I, Justin H. Rucki, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that:

1. I am the founder and President of Rucki Fee Review, LLC ("Rucki Fee Review"), the Court-appointed fee examiner in these chapter 11 cases, and am authorized to submit this declaration on behalf of Rucki Fee Review.

2. I have personally performed all of the services rendered by Rucki Fee Review in these chapter 11 cases, and as such am personally familiar with the facts set forth in the attached fee application.

3. I have reviewed the requirements of Local Rule 2016-2 and believe the attached fee application is in compliance with such Local Rule.

4. The facts set forth in the attached fee application and this declaration are true and correct to the best of my knowledge, information and belief.

Dated: April 29, 2024
Wilmington, Delaware

/s/ Justin H. Rucki
Justin H. Rucki
President of Rucki Fee Review, LLC

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

In re:

Prodigy Investment Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Obj. Deadline: May 20, 2024 at 4:00 p.m. (ET)

Hearing Date: June 12, 2024 at 11:00 a.m. (ET)

NOTICE OF MONTHLY, INTERIM AND FINAL FEE APPLICATION

PLEASE TAKE NOTICE that the **Second Monthly, Second Interim and Final Fee Application of Rucki Fee Review, LLC, Court-Appointed Fee Examiner, for Allowance of Compensation and Reimbursement of Expenses Incurred for the Monthly Period from February 1, 2024 Through March 13, 2024, Interim Period from February 1, 2024 Through March 13, 2024 and the Final Period from December 15, 2023 Through March 13, 2024** (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks approval of (i) monthly/interim fees in the amount of \$44,632.00 and monthly/interim expenses in the amount of \$0.00; and (ii) final fees in the amount of \$177,936.00 and final expenses in the amount of \$0.00 (inclusive of post-effective date fees of \$72,992.00).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application are required to be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served on the following, so as to be received no later than **4:00 p.m. (ET) on May 20, 2024** (the “Objection Deadline”): (i) Prodigy Investments Holdings, Inc., 3350 Virginia St., 2nd Floor, Miami, FL 33133; (ii) counsel for the Debtors, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Paul M. Basta (pbasta@paulweiss.com), Robert A. Britton (rbritton@paulweiss.com), and Michael J. Colarossi (mcolarossi@paulweiss.com)), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Rodney Square, Wilmington, DE 19801 (Attn: Pauline K. Morgan (pmorgan@ycst.com), Andrew L. Magaziner (amagaziner@ycst.com), and Shella Borovinskaya (sborovinskaya@ycst.com)); (iii) the Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda J. Casey (linda.casey@usdoj.gov)); (iv) counsel for the Official Committee of Unsecured Creditors and the Distribution Trust, (a) Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Jeffrey L. Cohen (JCohen@lowenstein.com), Eric S. Chafetz

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor’s service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.

(EChafetz@lowenstein.com), and Michael A. Kaplan (mkaplan@lowenstein.com)), and (b) Morris James LLP, 500 Delaware Ave, Suite 1500, Wilmington, DE 18901 (Attn: Eric J. Monzo (emonzo@morrisjames.com), Brya M. Keilson (bkeilson@morrisjames.com) and Tara C. Pakrouh (tpakrouh@morrisjames.com)); (v) counsel to the First Lien Agent, Holland & Knight, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 (Attn: Robert Jones (robert.jones@hklaw.com) and Brent McIlwain (brent.mcilwain@hklaw.com)); (vi) counsel to the Second Lien Agent, (a) Sidley Austin LLP, 787 Seventh Ave, New York, NY 10019, (Attn: Thomas R. Califano (tom.califano@sidley.com) and Dennis M. Twomey (dtwomey@sidley.com)), and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, P.O. Box. 8705, Wilmington, DE 19801 (Attn: Laura Davis Jones (ljones@pszjlaw.com)); and (vii) the Fee Examiner, Rucki Fee Review, LLC, 1111 Windon Drive, Wilmington Delaware 19803 (Attn: Justin H. Rucki (justinrucki@ruckifeereview.com)).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ORDER (I) AUTHORIZING AND ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [D.I. 188], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED MONTHLY/INTERIM FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON JUNE 12, 2024 AT 11:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON, U.S. BANKRUPTCY JUDGE, U.S. BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 29, 2024
Wilmington, Delaware

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 (admitted pro hac vice)

Robert A. Britton (admitted pro hac vice)

Michael J. Colarossi (admitted pro hac vice)

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

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Rucki Fee Review, LLC

1111 Windon Drive

Wilmington, DE 19803 US

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INVOICE**BILL TO**

Proterra Inc

1815 Rollins Road

Burlingame, California 94010

INVOICE # 1042**DATE 04/28/2024**

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
02/01/2024	Fee Review	E-mail correspondence with M. Colarossi and R. Dorsett transmitting initial report for Paul Weiss first quarterly fee application (0.1); draft initial report for BRG first quarterly fee application, inclusive of exhibits (4.8) - Justin Rucki	4:54	280.00	1,372.00	003
02/02/2024	Fee Review	E-mail correspondence with M. Haverkamp, C. Kearns and R. Zaidman transmitting initial report for BRG first quarterly fee application and proposed reduction, and review subsequent response (0.2); e- mail correspondence with R. Dorsett re: clarification on expense question (0.2); e-mail correspondence with M. Colarossi scheduling call to	2:48	280.00	784.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		discuss fee portion of Paul Weiss first quarterly fee application (0.1); draft final report for Morris James first quarterly fee application (1.0); draft final report for KPMG first quarterly fee application (1.3) - Justin Rucki				
02/05/2024	Fee Review	Draft final report for Miller Buckfire first quarterly fee application (1.1); review initial report to prepare for (0.8) and telephone with B. Britton, M. Colarossi and R. Dorsett re: Paul Weiss first quarterly fee application (0.5); prepare excel version of Lowenstein report exhibits and e-mail correspondence with E. Lawler transmitting same per their request (0.4); e-mail correspondence to D. Alexander and B. Keilson transmitting Miller Buckfire final report for first quarterly period (0.1); e-mail correspondence to B. Keilson and E. Monzo transmitting Morris James final report for first quarterly period (0.1); e-mail correspondence with KPMG team transmitting KPMG final report for first quarterly fee period and receiving signoff on same (0.1); telephone	3:18	280.00	924.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
02/05/2024	Administrative Matters	with C. Kearns re: BRG first quarterly report and agreement on BRG reduction (0.2) - Justin Rucki E-mail correspondence with T. Williams re: receipt of KPMG November fee and expense detail (0.1) and D. Depta re: receipt of December Miller Buckfire detail (0.1) - Justin Rucki	0:12	280.00	56.00	001
02/06/2024	Fee Review	Draft final report for BRG first quarterly fee application (1.2) and e-mail correspondence with C. Kearns transmitting same and receiving signoff on same (0.1); draft final report for YCST first quarterly fee application (1.2) and e-mail correspondence with A. Magaziner and S. Borovinskaya transmitting same and receiving signoff on same (0.1); draft final report for KCC first quarterly fee application (1.3) and e-mail correspondence with S. Harbuck transmitting same and receiving signoff on same (0.1); separate e- mail correspondence with each of B. Keilson re: signoff on Morris James final report and D. Alexander re:	4:12	280.00	1,176.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		signoff on Miller Buckfire final report (0.1); e-mail correspondence with J. Renert and E. Chafetz re: scheduling call to discuss Lowenstein first quarterly application (0.1) - Justin Rucki				
02/07/2024	Fee Review	Review itemized first quarterly expense detail and expense backup from Moelis - Justin Rucki	2:48	280.00	784.00	003
02/08/2024	Fee Review	Review initial report to prepare for (0.5) and telephone with J. Renert and E. Chafetz re: Lowenstein first quarterly report (0.5); draft summary of open expense questions/requested reductions for Moelis and e-mail same to J. Weiss (0.5); e-mail correspondence with R. Dorsett re: receipt of Paul Weiss expense responses and backup (0.1); review same and contemporaneously draft chart of my responses and requested reductions (3.2) - Justin Rucki	4:48	280.00	1,344.00	003
02/09/2024	Fee Review	Follow-up e-mail correspondence (0.1) and telephone (0.2) with J, Renert re: Lowenstein first quarterly fee application; finish review of Paul Weiss expense responses/backup and	3:30	280.00	980.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		contemporaneous drafting of chart of my responses and requested reductions (0.9) and e-mail correspondence to R. Dorsett transmitting same and summarizing open items (0.2); draft final report for Lowenstein first quarterly fee application (1.4) and e-mail correspondence with J. Renert transmitting same (0.1); follow-up telephone with M. Colarossi and R. Dorsett re: Paul Weiss first quarterly fees and expenses (0.6) - Justin Rucki				
02/12/2024	Fee Review	E-mail correspondence with R. Dorsett and M. Colarossi re: agreement on Paul Weiss fee and expense reductions (0.1); draft final report for Paul Weiss first quarterly fee application (1.8) - Justin Rucki	1:54	280.00	532.00	003
02/13/2024	Fee Review	E-mail correspondence with R. Dorsett, M. Colarossi and R. Britton transmitting final report for Paul Weiss first quarterly fee application (0.1); e-mail correspondence with J. Weiss re: agreement on Moelis expense reduction (0.1); draft final report for Moelis first quarterly fee application (1.4)	1:42	280.00	476.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
02/13/2024	Administrative Matters	and e-mail correspondence with J. Weiss transmitting same (0.1) - Justin Rucki Inventory missing second quarterly fee and expense detail (0.8); e-mail correspondence with D. Laskin and S. Borovinskaya requesting outstanding YCST November and December LEDES files and receipt of same (0.1); e-mail correspondence with D. Depta requesting outstanding November Lowenstein and Morris James LEDES files and receipt of same (0.1) - Justin Rucki	1:00	280.00	280.00	001
02/14/2024	Fee Review	Review Slaughter and May October- December monthly fee application sans detail (0.4); review and analyze Slaughter and May October-December fee and expense detail (3.4); e-mail correspondence with J. Renert re: Lowenstein first quarterly final report and finalize same (0.4); telephone with M. Colarossi re: Paul Weiss final report (0.1) and finalize same (0.3); e-mail correspondence with each of J. Renert, M. Colarossi, and D. McGuinness/J. Weiss on signoff of	4:54	280.00	1,372.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		Lowenstein, Paul Weiss and Moelis final reports, respectively (0.2); e-mail correspondence with D. Laskin, A. Magaziner and S. Borovinskaya re: timeline for filing and service of all nine first quarterly final reports (0.1) - Justin Rucki				
02/14/2024	Rucki Fee Review Fee Applications	Draft Rucki Fee Review combined first monthly fee application - Justin Rucki	2:30	280.00	700.00	007
02/15/2024	Fee Review	Date and finalize all nine first quarterly final reports for filing (0.8); e-mail correspondence with D. Laskin, A. Magaziner, S. Borovinskaya and KCC re: filing and service of same (0.1); review YCST November (0.2) and December (0.2) monthly fee applications sans detail; begin review and analysis of YCST November- December fee and expense detail (6.6) - Justin Rucki	7:54	280.00	2,212.00	003
02/16/2024	Fee Review	E-mail correspondence (0.3) and telephone (0.1) with R. Dorsett re: his questions on needed info in Paul Weiss supplemental expense filing; finish review and analysis of YCST November- December fee and expense detail (6.1) - Justin Rucki	6:30	280.00	1,820.00	003
02/19/2024	Fee Review	Review Morris	2:36	280.00	728.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		James November monthly fee application sans detail (0.2); review Morris James December monthly fee application sans detail (0.1); review and analyze Morris James November- December fee and expense detail (2.3) - Justin Rucki				
02/19/2024	Administrative Matters	E-mail correspondence with T. Fairbarn re: receipt of Slaughter and May January fee and expense detail - Justin Rucki	0:06	280.00	28.00	001
02/20/2024	Administrative Matters	Review draft omnibus order approving first quarterly fees of debtor professionals (0.3) and e-mail correspondence with S. Borovinskaya and A. Magaziner re: same (0.1); e-mail correspondence with T. Williams re: receipt of KPMG December fee and expense detail (0.1) - Justin Rucki	0:30	280.00	140.00	001
02/21/2024	Fee Review	Review Slaughter and May January monthly fee application sans detail (0.2); review and analyze Slaughter and May January fee and expense detail (1.3); review Lowenstein November (0.3) and December (0.2) monthly fee applications sans detail; begin to review and analyze Lowenstein	9:06	280.00	2,548.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
02/22/2024	Fee Review	November-December fee and expense detail (7.1) - Justin Rucki Further review and analysis of Lowenstein	8:42	280.00	2,436.00	003
02/23/2024	Fee Review	November-December fee and expense detail - Justin Rucki Finish review and analysis of Lowenstein	6:48	280.00	1,904.00	003
02/23/2024	Administrative Matters	November-December fee and expense detail - Justin Rucki Review as-filed omnibus order approving committee professional first quarterly fee applications to ensure accuracy and compliance with final reports - Justin Rucki	0:12	280.00	56.00	001
02/26/2024	Administrative Matters	E-mail correspondence with R. Dorsett re: receipt of Paul Weiss January fee and expense detail and correspondence with J. Goodyear re: receipt of FTI December and January fee detail - Justin Rucki	0:06	280.00	28.00	001
02/27/2024	Fee Review	Review BRG November (0.3) and December (0.2) monthly fee applications sans detail; begin review and analysis of BRG November-December fee and expense detail (7.9) - Justin Rucki	8:24	280.00	2,352.00	003
02/28/2024	Fee Review	Finish review and	6:06	280.00	1,708.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/01/2024	Administrative Matters	analysis of BRG November- December fee and expense detail - Justin Rucki E-mail correspondence with D. Depta re: receipt of Morris James and Lowenstein Sandler January fee and expense detail - Justin Rucki	0:06	280.00	28.00	001
03/04/2024	Fee Review	Review Morris James January monthly fee application sans detail (0.2); review and analyze Morris James January fee and expense detail (1.7); review Lowenstein January monthly fee application sans detail (0.2); begin review and analysis of Lowenstein January fee and expense detail (3.8) - Justin Rucki	5:54	280.00	1,652.00	003
03/05/2024	Fee Review	Finish review and analysis of Lowenstein January fee and expense detail (3.9); review KPMG November monthly fee application sans detail (0.5); review KPMG December monthly fee application sans detail (0.4); begin review and analysis of KPMG November- December fee and expense detail (3.7) - Justin Rucki	8:30	280.00	2,380.00	003
03/05/2024	Administrative Matters	E-mail correspondence with D. Depta re:	0:06	280.00	28.00	001

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/06/2024	Administrative Matters	receipt of Miller Buckfire fourth monthly detail - Justin Rucki E-mail correspondence with D. Laskin re: request for and receipt of YCST January LEDES fee and expense detail - Justin Rucki	0:06	280.00	28.00	001
03/06/2024	Fee Review	Further review and analysis of KPMG November- December fee and expense detail - Justin Rucki	6:54	280.00	1,932.00	003
03/07/2024	Administrative Matters	E-mail correspondence with S. Borovinskaya re: second quarterly fee hearing dates - Justin Rucki	0:06	280.00	28.00	001
03/07/2024	Rucki Fee Review Fee Applications	Review and e-mail correspondence signing off on filing of CNO for Rucki Fee Review combined first fee application on the following day - Justin Rucki	0:06	280.00	28.00	007
03/07/2024	Fee Review	Finish review and analysis of KPMG November- December fee and expense detail (7.1); review YCST January monthly fee application sans detail (0.2) - Justin Rucki	7:18	280.00	2,044.00	003
03/08/2024	Fee Review	Review and analyze YCST January fee and expense detail - Justin Rucki	8:42	280.00	2,436.00	003
03/11/2024	Administrative Matters	E-mail correspondence with D. Laskin re: receipt of YCST February fee and	0:06	280.00	28.00	001

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/11/2024	Fee Review	expense detail - Justin Rucki Review Paul Weiss November (0.4), December (0.3) and January (0.3) monthly fee applications sans detail; begin review and analysis of Paul Weiss November- January fee and expense detail (7.8) - Justin Rucki	8:48	280.00	2,464.00	003
03/12/2024	Administrative Matters	E-mail correspondence with T. Williams re: receipt of KPMG January fee and expense detail - Justin Rucki	0:06	280.00	28.00	001
03/12/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	8:24	280.00	2,352.00	003
03/13/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	8:42	280.00	2,436.00	003
BALANCE DUE					\$44,632.00	

EXHIBIT B

Rucki Fee Review, LLC

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INVOICE**BILL TO**

Proterra Inc

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Burlingame, California 94010

INVOICE # 1043**DATE 04/28/2024**

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/14/2024	Administrative Matters	Telephone with S. Borovinskaya re: second quarterly fee timeline/potential hearing dates (0.1) and e-mail correspondence with S. Borovinskaya and A. Magaziner re: same (0.1) - Justin Rucki	0:12	280.00	56.00	001
03/14/2024	Fee Review	Further review and analysis of Paul Weiss November-January fee and expense detail - Justin Rucki	8:12	280.00	2,296.00	003
03/15/2024	Fee Review	Further review and analysis of Paul Weiss November-January fee and expense detail - Justin Rucki	7:36	280.00	2,128.00	003
03/17/2024	Rucki Fee Review Fee Applications	Draft Rucki Fee Review first quarterly fee application - Justin Rucki	1:24	280.00	392.00	007
03/18/2024	Rucki Fee Review Fee Applications	E-mail correspondence with S. Borovinskaya, A. Magaziner and D.	0:06	280.00	28.00	007

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/18/2024	Administrative Matters	Laskin re: filing and service of Rucki Fee Review first quarterly fee application - Justin Rucki E-mail correspondence with L. Canty re: her Paul Weiss fee and expense files question and confirmation re: same - Justin Rucki	0:06	280.00	28.00	001
03/19/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	8:06	280.00	2,268.00	003
03/20/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	8:18	280.00	2,324.00	003
03/22/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	7:36	280.00	2,128.00	003
03/25/2024	Fee Review	Further review and analysis of Paul Weiss November- January fee and expense detail - Justin Rucki	8:48	280.00	2,464.00	003
03/26/2024	Fee Review	Finish review and analysis of Paul Weiss November- January fee and expense detail (5.3); review KPMG January monthly fee application sans detail (0.3) and KPMG January fee and expense detail (1.5); review KCC January monthly fee application inclusive of detail	8:00	280.00	2,240.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/27/2024	Administrative Matters	(0.9) - Justin Rucki E-mail correspondence with J. Weiss requesting Moelis expense detail for second quarterly fee period and LEDES files for Pashman invoices sought in same and receipt of Pashman LEDES files (0.2); e-mail correspondence with L. Canty re: receipt of Paul Weiss February fee and expense detail (0.1) - Justin Rucki	0:18	280.00	84.00	001
03/27/2024	Fee Review	Review Lowenstein second quarterly fee application (0.5); review Morris James second quarterly fee application (0.3); review YCST portion of debtors' omnibus second quarterly fee application and YCST supplement to same (0.3); review Paul Weiss portion of debtors' omnibus second quarterly fee application and Paul Weiss supplement to same (0.4); review Slaughter and May portion of debtors' omnibus second quarterly fee application and Slaughter and May supplement to same (0.4); review KPMG portion of debtors' omnibus second quarterly fee application (0.2); begin	7:42	280.00	2,156.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
03/28/2024	Fee Review	reviewing and finalizing all prior second quarterly fee and expense analyses (5.6) - Justin Rucki Finish reviewing and finalizing all prior second quarterly fee and expense analyses (1.9); draft initial report for YCST second quarterly fee application inclusive of exhibits (5.1) - Justin Rucki	7:00	280.00	1,960.00	003
03/28/2024	Administrative Matters	E-mail correspondence with S. Borovinskaya and A. Magaziner re: timeline for final fee hearing and final fee dates - Justin Rucki	0:12	280.00	56.00	001
03/29/2024	Fee Review	Begin drafting initial report for Paul Weiss second quarterly fee application, inclusive of exhibits - Justin Rucki	1:24	280.00	392.00	003
04/01/2024	Fee Review	Further draft initial report for Paul Weiss second quarterly fee application, inclusive of exhibits - Justin Rucki	1:54	280.00	532.00	003
04/01/2024	Administrative Matters	E-mail correspondence with J. Weiss re: receipt of Moelis second quarterly expense detail (0.1); e-mail correspondence with S. Borovinskaya re: final fee hearing date from court (0.1) - Justin Rucki	0:12	280.00	56.00	001
04/02/2024	Fee Review	Finish drafting initial report for	5:54	280.00	1,652.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/03/2024	Fee Review	Paul Weiss second quarterly fee application, inclusive of exhibits - Justin Rucki E-mail correspondence with D. Magaziner and S. Borovinskaya transmitting initial report for YCST second quarterly fee application and scheduling call to discuss same (0.1); e-mail correspondence with M. Colarossi, R. Dorsett and R. Britton transmitting initial report for Paul Weiss second quarterly fee application (0.1); draft initial report for Slaughter and May first quarterly fee application, inclusive of exhibits (6.2) - Justin Rucki	6:24	280.00	1,792.00	003
04/04/2024	Fee Review	E-mail correspondence to T. Fairbairn, I. Johnson, C. Burgess and J. Bauernfreund transmitting initial report for Slaughter and May first quarterly fee application (0.1); draft initial report for Lowenstein second quarterly fee application, inclusive of exhibits (6.2) - Justin Rucki	6:18	280.00	1,764.00	003
04/05/2024	Fee Review	E-mail correspondence with T. Fairbairn re: scheduling call to discuss Slaughter and May first quarterly fee	4:36	280.00	1,288.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/07/2024	Fee Review	application (0.1); draft initial report for Morris James second quarterly fee application, inclusive of exhibits (4.5) - Justin Rucki	7:54	280.00	2,212.00	003
04/08/2024	Fee Review	Draft initial report for KPMG second quarterly fee application, inclusive of exhibits (6.2); review Moelis portion of debtors' second quarterly fee application (0.1); begin review and analysis of Moelis second quarterly expense detail and contemporaneously prepare spreadsheet of additional information needed (1.6) - Justin Rucki	2:54	280.00	812.00	003
		Finish review and analyses of Moelis second quarterly expense detail and contemporaneously prepare spreadsheet of additional information needed (1.1); e-mail correspondence to J. Weiss re: additional Moelis expense detail needed and approval of Pashman fees (0.2); draft e-mail correspondence to B. Keilson and E. Monzo transmitting initial report for Morris James second quarterly fee application and proposed reduction re: same in lieu of call (0.2); e-mail				

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		correspondence with J. Renert, E. Chafetz, and J. Cohen transmitting initial report for Lowenstein second quarterly fee application and scheduling call to discuss same (0.1); e-mail correspondence with J. Roberts, S. Morgan, C. Campbell and T. Williams transmitting initial report for KPMG second quarterly fee application and follow-up correspondence re: timeline to discuss same (0.2); draft final report for KCC second quarterly fee application (0.9); e-mail correspondence with S. Harbuck transmitting same and requesting KCC February fee and expense detail and receiving signoff on final report and February file (0.2) - Justin Rucki				
04/10/2024	Fee Review	Review initial report to prepare for (0.4) and telephone with S. Borovinskaya and A. Magaziner re: YCST second quarterly fee application (0.4); draft final report for YCST second quarterly fee application (1.1) and e-mail correspondence to A. Magaziner and S. Borovinskaya	2:30	280.00	700.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/11/2024	Fee Review	transmitting same (0.1); review initial report for Slaughter and May first quarterly fee application to prepare for following morning's conference call (0.5) - Justin Rucki Review initial report to prepare for call re: Lowenstein second quarterly fee application (0.5); e-mail correspondence with A. Magaziner re: signoff on final report for YCST second quarterly fee application (0.1); telephone with I. Johnson and J. Bauereund re: Slaughter and May first quarterly fee application (1.1); telephone with E. Chafetz re: Lowenstein second quarterly fee application (0.3); review initial report to prepare for (0.5) and telephone with M. Colarossi, T. Zelinger and R. Dorsett re: Paul Weiss second quarterly fee application (0.4) - Justin Rucki	2:54	280.00	812.00	003
04/15/2024	Administrative Matters	E-mail correspondence with C. Campbell re: receipt of KPMG February and March fee and expense detail (0.1); e-mail correspondence with J. Weiss re: receipt of additional Moelis expense	0:12	280.00	56.00	001

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/15/2024	Fee Review	detail, responses and backup for second quarterly fee application (0.1) - Justin Rucki E-mail correspondence with C. Campbell re: scheduling call to discuss KPMG second quarterly fee application (0.1); review e-mail correspondence from J. Bauernfreund re: Slaughter and May first quarterly fee application and additional information re: same (0.3) - Justin Rucki	0:24	280.00	112.00	003
04/16/2024	Fee Review	Review additional Moelis expense detail, responses and backup for second quarterly fee application and contemporaneously prepare spreadsheet showing open issues (2.6); e-mail correspondence with J. Weiss transmitting spreadsheet and summarizing open issues (0.2); e-mail correspondence with E. Chafetz re: answer to question on Lowenstein second quarterly fee application and agreement on reduction for same (0.2); review initial report to prepare for (0.5) and telephone with C. Campbell, D. Dennis and S. Morgan re: KPMG	6:30	280.00	1,820.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		second quarterly fee application (0.5); draft final report for KPMG second quarterly fee application (1.3); draft final report for Lowenstein second quarterly fee application (1.2) - Justin Rucki				
04/17/2024	Fee Review	E-mail correspondence with E. Chafetz transmitting final report for Lowenstein second quarterly fee application and receipt of signoff on same (0.1); e-mail correspondence with D. Dennis transmitting final report for KPMG second quarterly fee application and receipt of signoff on same (0.1); review YCST February monthly fee application sans detail (0.2); review and analyze YCST February fee and expense detail (5.8) - Justin Rucki	6:12	280.00	1,736.00	003
04/17/2024	Administrative Matters	E-mail correspondence with D. Depta re: receipt of February and March fee and expense detail for each of Lowenstein Sandler and Morris James - Justin Rucki	0:06	280.00	28.00	001
04/18/2024	Fee Review	E-mail correspondence with B. Keilson and D. Depta re: agreement on Morris James second quarterly	2:00	280.00	560.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		fee reduction and related docket errors (0.2); draft e-mail correspondence replying to J. Bauernfreund re: Slaughter and May first quarterly fee application (0.6); draft final report for Morris James second fee application (1.1) and e-mail correspondence to B. Keilson transmitting same (0.1) - Justin Rucki				
04/19/2024	Fee Review	Review Morris James February/March monthly fee application sans detail (0.2); review and analyze Morris James February-March fee and expense detail (2.2); review Lowenstein February/March monthly fee application sans detail (0.3); begin review and analysis of Lowenstein February-March fee and expense detail (4.4) - Justin Rucki	7:06	280.00	1,988.00	003
04/22/2024	Fee Review	Finish review and analysis of Lowenstein February-March fee and expense detail (6.1); e-mail correspondence with J. Weiss re: follow-up on Moelis second quarterly expense open issues and review of additional information re:	6:24	280.00	1,792.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/22/2024	Administrative Matters	same and agreement on amount of expense reduction (0.3) - Justin Rucki E-mail correspondence with S. Borovinskaya re: status of second quarterly fee applications and handling of future fee binders and agendas by distribution trust counsel - Justin Rucki	0:12	280.00	56.00	001
04/23/2024	Fee Review	E-mail correspondence with T. Fairbairn re: agreement on Slaughter and May first quarterly fee reduction (0.1); e- mail correspondence to M. Colarossi, R. Britton and R. Dorsett re: follow- up on Paul Weiss second quarterly fee and expenses (0.1); draft final report for Moelis second quarterly fee application (1.4) and e-mail correspondence with J. Weiss transmitting same and receiving signoff on same (0.1); draft final report for Slaughter and May first quarterly fee application (1.5) and e-mail correspondence with T. Fairbairn transmitting same (0.1); e-mail correspondence with T. Zelinger re:	3:24	280.00	952.00	003

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/24/2024	Fee Review	<p>agreement on Paul Weiss second quarterly fee reduction and receipt of additional expense information (0.1) - Justin Rucki</p> <p>Review additional second quarterly expense information from Paul Weiss and contemporaneously prepare spreadsheet of requested reductions (4.1); e-mail correspondence with T. Zelinger transmitting same (0.1); review KPMG February-March monthly fee application sans detail (0.2) and review and analyze KPMG February-March fee and expense detail (1.5); draft fee portions of final report for Paul Weiss second quarterly fee application (1.3); e-mail correspondence with T. Zelinger re: further additional expense information and agreement on Paul Weiss second quarterly expense reduction (0.2) - Justin Rucki</p>	7:24	280.00	2,072.00	003
04/25/2024	Administrative Matters	<p>E-mail correspondence with J. Goodyear re: requesting FTI February and March fee detail - Justin Rucki</p>	0:06	280.00	28.00	001

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
04/25/2024	Fee Review	E-mail correspondence with T. Fairbairn re: signoff on Slaughter and May first quarterly final report (0.1); e-mail correspondence with B. Keilson re: follow-up and signoff on Morris James second quarterly final report (0.1); draft expense portions of final report for Paul Weiss second quarterly fee application and finalize draft report (0.4) and e-mail correspondence with T. Zelinger transmitting same (0.1); review Paul Weiss February monthly fee application sans detail (0.3); begin review and analysis of Paul Weiss February fee and expense detail (6.6); date and finalize all eight second quarterly final reports for filing subsequent day (0.5) - Justin Rucki	8:06	280.00	2,268.00	003
04/26/2024	Administrative Matters	E-mail correspondence with J. Goodyear re: receipt of FTI February and March fee detail (0.1); review and comment on draft omnibus order approving second quarterly fee applications of debtor professionals (0.4) and related e-mail	0:42	280.00	196.00	001

DATE	TASK CATEGORY	DESCRIPTION	TIME	RATE	AMOUNT	TASK CODE
		correspondence with S. Borovinskya (0.1); review entered order on same and e-mail correspondence with D. Laskin and S. Borovinskaya re: missing page from exhibit of approved fees in entered order (0.1) - Justin Rucki				
04/26/2024	Fee Review	E-mail correspondence with T. Zelinger and M. Colarossi re: signoff on numbers in Paul Weiss second quarterly final report (0.1); e-mail correspondence with D. Laskin, S. Borovinskaya and A. Magaziner re: filing and service of second quarterly final reports (0.1); finish review and analysis of Paul Weiss February fee and expense detail (5.9) - Justin Rucki	6:06	280.00	1,708.00	003
BALANCE DUE					\$47,992.00	