

**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)
)	
)	Ref. Docket No. 218

**NOTICE OF REVISED DATES RELATING TO BIDDING PROCEDURES
DEADLINES FOR (I) PROTERRA ENERGY; AND (II) PROTERRA TRANSIT**

PLEASE TAKE NOTICE that, on September 7, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered that certain *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, and (F) Granting Related Relief* [Docket No. 218] (the “Bidding Procedures Order”),² which approved, among other things, procedures pursuant to which the above-captioned debtors and debtors-in-possession (the “Debtors”) are authorized to solicit and pursue (such procedures, the “Bidding Procedures”) one or more sales or dispositions of all or any portion of the Debtors’ assets (the “Company Assets”) under section 363 of the Bankruptcy Code and any other type of strategic transaction involving the Debtors and/or the Company Assets, including, without limitation, a financing process for the potential raising of debt or equity financing through a chapter 11 plan of reorganization.

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

² Capitalized terms used but not defined have the meanings ascribed to them in the Bidding Procedures Order.



PLEASE TAKE FURTHER NOTICE that, pursuant to paragraph 31 of the Bidding Procedures Order, and in consultation with the Consultation Parties, the Debtors are hereby redesignating Proterra Energy from being a “Track A Asset” to a “Track B Asset” and rescheduling certain Bidding Procedures deadlines with respect to Proterra Energy to align with the schedule for the Sale of the Track B Assets, as shown below:

<u>Deadline/Event (all times prevailing Eastern Time)</u>	<u>Original Dates for Proterra Energy (i.e., Track A)</u>	<u>Revised Dates for Proterra Energy (i.e., Track B)</u>
Qualified Bid Submission Deadline	Monday, October 16, 2023 @ 4:00 p.m.	Monday, November 6, 2023 @ 4:00 p.m.
Determination of Qualified Bids	Wednesday, October 18, 2023	Wednesday, November 8, 2023
Auction (if necessary)	Thursday, October 19, 2023 @ 10:00 a.m.	Thursday, November 9, 2023 @ 10:00 a.m.
Identification of Successful Bidder and Backup Bidder, if any	Friday, October 20, 2023 (or as soon as reasonably practicable thereafter)	Friday, November 10, 2023 (or as soon as reasonably practicable thereafter)
Post-Auction Objection Deadline	The later of Friday, October 27, 2023 @ 4:00 p.m. or within one day of the filing of the notice of the Successful Bidder	The later of Friday, November 17, 2023 @ 4:00 p.m. or within one day of the filing of the notice of Successful Bidder
Deadline to File Replies in Connection with Sale	Monday, October 30, 2023 @ 10:00 a.m.	Wednesday, November 22, 2023 @ 10:00 a.m.
Sale Hearing	Wednesday, November 1, 2023 @ 10:00 a.m.	Tuesday, November 28, 2023 @ 10:00 a.m.
Closing Date	As soon as reasonably practicable following entry of a Sale Order	As soon as reasonably practicable following entry of a Sale Order

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PLEASE TAKE FURTHER NOTICE that, pursuant to paragraph 31 of the Bidding Procedures Order, and in consultation with the Consultation Parties, the Debtors are hereby amending certain Bidding Procedures deadlines with respect to the Sale of Track A Assets, as shown below:

<u>Deadline/Event (all times prevailing Eastern Time)</u>	<u>Original Dates for Track A Bids (Proterra Transit)</u>	<u>Revised Dates for Track A Bids (Proterra Transit)</u>
Qualified Bid Submission Deadline	Monday, October 16, 2023 @ 4:00 p.m.	Thursday, October 26, 2023 @ 4:00 p.m.
Determination of Qualified Bids	Wednesday, October 18, 2023	Monday, October 30, 2023
Auction (if necessary)	Thursday, October 19, 2023 @ 10:00 a.m.	Monday, November 13, 2023 @ 10:00 a.m.
Identification of Successful Bidder and Backup Bidder, if any	Friday, October 20, 2023 (or as soon as reasonably practicable thereafter)	Tuesday, November 14, 2023 (or as soon as reasonably practicable thereafter)
Post-Auction Objection Deadline	The later of Friday, October 27, 2023 @ 4:00 p.m. or within one day of the filing of the notice of the Successful Bidder	The later of Tuesday, November 21, 2023 @ 4:00 p.m. or within one day of the filing of the notice of Successful Bidder
Deadline to File Replies in Connection with Sale	Monday, October 30, 2023 @ 10:00 a.m.	Sunday, November 26, 2023 @ 11:59 p.m.
Sale Hearing	Wednesday, November 1, 2023 @ 10:00 a.m.	Tuesday, November 28, 2023 @ 10:00 a.m.
Closing Date	As soon as reasonably practicable following entry of a Sale Order	As soon as reasonably practicable following entry of a Sale Order

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PLEASE TAKE FURTHER NOTICE that the revised Bidding Procedures deadlines are as follows:

<u>Deadline/Event (all times prevailing Eastern Time)</u>	<u>Track A Bids (Proterra Transit)</u>	<u>Track B Bids (Proterra Energy & Proterra Powered)</u>
Qualified Bid Submission Deadline	Thursday, October 26, 2023 @ 4:00 p.m.	Monday, November 6, 2023 @ 4:00 p.m.
Determination of Qualified Bids	Monday, October 30, 2023	Wednesday, November 8, 2023
Auction (if necessary)	Monday, November 13, 2023 @ 10:00 a.m.	Thursday, November 9, 2023 @ 10:00 a.m.
Identification of Successful Bidder and Backup Bidder, if any	Tuesday, November 14, 2023 (or as soon as reasonably practicable thereafter)	Friday, November 10, 2023 (or as soon as reasonably practicable thereafter)
Post-Auction Objection Deadline	The later of Tuesday, November 21, 2023 @ 4:00 p.m. or within one day of the filing of the notice of Successful Bidder	The later of Friday, November 17, 2023 @ 4:00 p.m. or within one day of the filing of the notice of Successful Bidder
Deadline to File Replies in Connection with Sale	Sunday, November 26, 2023 @ 11:59 p.m.	Wednesday, November 22, 2023 @ 10:00 a.m.
Sale Hearing	Tuesday, November 28, 2023 @ 10:00 a.m.	Tuesday, November 28, 2023 @ 10:00 a.m.
Closing Date	As soon as reasonably practicable following entry of a Sale Order	As soon as reasonably practicable following entry of a Sale Order

PLEASE TAKE FURTHER NOTICE that the Sale Objection Deadline and Cure/Assignment Objection Deadline will remain set for **Monday, October 16, 2023 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, for the avoidance of doubt, any Bid (including a Sale Bid or a Recapitalization Transaction Bid) for a transaction including all or any portion of the assets of Proterra Transit, including a Bid for all of the Debtors' Business Lines, constitutes a Track A Bid.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve all rights, in accordance with the Bidding Procedures Order and the Bidding Procedures, to reschedule or waive any Bid Deadline and related marketing process deadlines and hearing dates in their sole discretion.

PLEASE TAKE FURTHER NOTICE that copies of the Motion, the Bidding Procedures, and the Bidding Procedures Order, in addition to any related documents that may be filed, may be obtained by accessing (i) the website of the Debtors' notice and claims agent, Kurtzman Carson Consultants LLC ("KCC"), at www.kccllc.net/proterra for no charge, or (ii) the Court's internet site: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>. The documents also may be obtained from KCC at (888) 251-3076 (USA or Canada) or (310) 751-2617 (International).

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Dated: October 13, 2023
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
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/s/ Andrew L. Magaziner

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