

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

In re:

PROTERRA INC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11120 (BLS)

(Jointly Administered)

Ref Docket Nos. 943, 951, 1049, 1050 & 1100

**DECLARATION OF JAMES LEE OF
KURTZMAN CARSON CONSULTANTS LLC
REGARDING THE SOLICITATION OF VOTES AND TABULATION
OF BALLOTS CAST ON THE THIRD AMENDED JOINT CHAPTER 11
PLAN OF REORGANIZATION FOR PROTERRA INC AND ITS DEBTOR AFFILIATE**

I, James Lee, declare under the penalty of perjury:

1. I am a Vice President of Public Securities Services employed by Kurtzman Carson Consultants LLC (“KCC”), whose main business address is 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245. I am over the age of 18 years and not a party to the above-captioned action. I am duly authorized to submit this declaration on behalf of the Debtors (this “Declaration”).

2. P. Joseph Morrow IV, Vice President of Corporate Restructuring Services for KCC, also assisted in the service and tabulation described herein.

3. I submit this Declaration in connection with the solicitation and tabulation of votes cast on the *Third Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its*

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: 500 Pennsylvania Avenue, PO Box 2205, Greer, SC 29652.



Debtor Affiliate (Solicitation Version) [Docket No. 943] (as modified, amended, or supplemented from time to time, the “Plan”).²

4. Except as otherwise noted in this Declaration, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, my review of relevant documents, and/or my opinion based upon my experience. If called upon to testify, I could and would testify competently as to the facts set forth herein.

5. The Court authorized KCC’s retention (a) as claims and noticing agent to the Debtors on August 10, 2023, pursuant to the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Claims and Noticing Agent Effective as of the Petition Date* [Docket No. 61]; and (b) as administrative advisor to the Debtors on September 5, 2023, pursuant to the *Order Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Administrative Advisor to the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 174] (together, the “Retention Orders”). The Retention Orders authorize KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans and have served as claims, noticing, and solicitation agent to numerous debtors in the United States Bankruptcy Court for the District of Delaware and in other districts.

Service and Transmittal of Solicitation Packages and the Tabulation Process

6. On January 25, 2024, the Court entered the *Order (A) Approving the Adequacy of the Disclosure Statement; (B) Approving the Solicitation and Notice Procedures with Respect to*

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or the Disclosure Statement Order (as defined herein), as applicable.

Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization; (C) Approving the Forms of Ballots and Notices in Connection Therewith; (D) Scheduling Certain Dates with Respect Thereto; and (E) Granting Related Relief [Docket No. 951] (the “Disclosure Statement Order”).

7. Pursuant to the Disclosure Statement Order, and in accordance with the solicitation procedures and the tabulation rules approved thereby (collectively, the “Solicitation and Voting Procedures”), KCC worked closely with the Debtors to solicit votes for the Plan and tabulate ballots of creditors entitled to vote on the Plan.

8. The Solicitation and Voting Procedures established January 18, 2024, as the record date for determining which creditors were entitled to vote on the Plan (the “Voting Record Date”). Pursuant to the Plan and the Solicitation and Voting Procedures, only Holders with Claims as of the Voting Record Date in one of the following classes were entitled to vote to accept or reject the Plan (collectively, the “Voting Classes”):

Plan Class	Class Description
4	Second Lien Convertible Notes Claims
5	General Unsecured Claims

No other classes were entitled to vote on the Plan.

9. Pursuant to and in accordance with the Disclosure Statement Order, KCC worked closely with the Debtors to identify Holders entitled to vote in the Voting Classes as of the Voting Record Date. To that end, KCC served the Solicitation Packages (including the Ballots) on Holders of Claims entitled to vote on the Plan as of the Voting Record Date and coordinated the distribution of Solicitation Packages to such Holders. A detailed description of KCC’s distribution of the Solicitation Package is set forth in the *Certificate of Service* filed at Docket No. 1049 (the “Solicitation Affidavit”).

10. KCC also forwarded Solicitation Packages whose packages were returned with a forwarding address or if an alternate address was available. The *Supplemental Certificate of Service* evidencing the foregoing was filed at Docket No. 1100.

11. On January 30, 2024, links to the following documents were made available on the public access website of www.kccllc.net/proterra: Disclosure Statement; Plan; Solicitation Package Cover Letter; UCC Letter; Disclosure Statement Order; and Confirmation Hearing Notice.

12. Further, in accordance with the Solicitation and Voting Procedures, KCC reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to KCC was date-stamped, scanned, entered into KCC's voting database, and processed in accordance with the Solicitation and Voting Procedures. Any Ballot that was (a) properly completed pursuant to the Solicitation and Voting Procedures, (b) executed by the relevant Holder entitled to vote on the Plan (or such Holder's authorized representative), (c) returned to KCC via an approved method of delivery set forth in the Solicitation and Voting Procedures, and (d) received by KCC by 4:00 p.m. (prevailing Eastern Time) on February 27, 2024 (the "Voting Deadline") was included in the tabulation results as valid. Additionally, the Solicitation and Voting Procedures permit the Debtors to accept "late-filed" Ballots in the Debtors' sole discretion and in consultation with the Committee, and in accordance therewith, the Debtors have also allowed and tabulated the late-filed Ballots so long as they were received by March 1, 2024 at 1:00 p.m. (prevailing Eastern Time) (the "Late-Filed Deadline"). Accordingly, all Ballots cast by Holders entitled to vote in the Voting Classes and received by KCC on or before the Voting Deadline or the Late-Filed Deadline were tabulated pursuant to the Solicitation and Voting Procedures. The summary and final tabulation of timely and properly completed Ballots is

attached hereto as **Exhibit A**. For the reasons set forth in **Exhibit B**, certain Ballots received by KCC were deemed invalid.

Service and Transmittal of the Non-Voting Status Notices and the Third-Party Release Election Forms

13. KCC served the Impaired Non-Voting Status Notices (the “Non-Voting Opt-In Forms”) and the Confirmation Hearing Notice on Holders of Claims and Interests in Class 8 (Existing Equity Interests in TopCo) and Class 9 (Section 510(b) Claims). A detailed description of KCC’s distribution of the Non-Voting Opt-In Forms is set forth in the Solicitation Affidavit. Additionally, a detailed description of the publication of the Confirmation Hearing Notice in *The New York Times* is set forth in the *Affidavit of Publication* filed by KCC on February 12, 2024 at Docket No. 1050.

14. KCC also forwarded Notices of Non-Voting Status and Confirmation Hearing Notices to voting, non-voting, and parties on the Debtors’ creditor matrix, as applicable, whose packages were returned with a forwarding address or if an alternate address was found after reviewing the Debtors’ records and conducting a search of other information available to KCC. The supplemental certificate of service evidencing the foregoing was filed at Docket No. 1100.

15. The Ballots included instructions for voting parties on electing to opt-out of the Third-Party Releases contained in the Plan (the “Opt-Out Election”). The Opt-In Forms included instructions for non-voting parties on electing to opt-in to the Third-Party Releases contained in the Plan (the “Opt-In Election”).

16. KCC examined each Ballot and Opt-In Form and recorded the respective Opt-Out Election or Opt-In Election, as applicable. A total of 43 Holders of Claims elected to opt-out of the Third-Party Release. A total of 278 Holders of Interests elected to opt-in to the Third-Party Release. A report of all parties that made an Opt-Out Election is attached hereto as **Exhibit C**. A

report of all parties that made an Opt-In Election is attached hereto as **Exhibit D**. For the avoidance of doubt, this Declaration does not certify the validity of any such elections. Such information is provided for reporting and informational purposes only.

17. I hereby certify that the results of the voting by Holders of Claims in the Voting Classes are as set forth in **Exhibit A** to this Declaration, which is a true and correct copy of the final tabulation of votes, cast by timely and properly completed Ballots received by KCC.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: March 1, 2024

/s/ James Lee

James Lee

KCC

222 N Pacific Coast Highway,

3rd Floor

El Segundo, CA 90245

Exhibit A

Exhibit A
Ballot Tabulation Summary

Class Name	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
4	Second Lien Convertible Notes Claims	0	3	3	0	100.00%	0.00%	\$183,568,955.00	\$183,568,955.00	\$0.00	100.00%	0.00%	Accepted in Number Accepted in Dollar
5	General Unsecured Claims	8	108	91	17	84.26%	15.74%	\$42,968,341.78	\$29,403,000.13	\$13,565,341.65	68.43%	31.57%	Accepted in Number Accepted in Dollar

Exhibit A-1
Class 4 Ballots

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Anthelion I Prodigy Holdco LP	02/20/2024	173	\$91,885,709.00	Accept
Anthelion Prodigy Co-Investment LP	02/20/2024	172	\$30,628,570.00	Accept
Anthelion PRTA Co-Investment LP	02/20/2024	174	\$61,054,676.00	Accept

Exhibit A-2
Class 5 Ballots

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
ABC Bus, Inc.	02/14/2024	130	\$31,290.89	Accept
Act Test Panels LLC	02/27/2024	272	\$299.58	Accept
Allegis Corporation	02/27/2024	280	\$8,035.49	Accept
Amar Khatib	02/26/2024	242	\$7,500.00	Accept
Anthony Diaz	02/26/2024	243	\$7,500.00	Accept
Aranda Tooling, Inc.	02/22/2024	207	\$375,037.05	Accept
Argo Partners	02/27/2024	265	\$173,343.46	Accept
Atlantic Specialty Insurance Company	02/27/2024	268	\$1.00	Reject
Atlas/ Pellizzari Electric, Inc.	02/01/2024	1	\$88,100.00	Accept
Auto Motion Shade Inc.	02/21/2024	186	\$2,059.80	Accept
BC Transit	02/26/2024	220	\$186,972.00	Reject
Bookoff McAndrews PLLC	02/27/2024	279	\$53,620.76	Accept
BorgWarner, Inc.	02/22/2024	204	\$11,671.26	Reject
Bow Valley Regional Transit Services Commission	02/26/2024	235	\$15,088.78	Accept
City and Borough of Juneau Capital Transit	02/22/2024	205	\$931,704.67	Reject
City of Detroit, Michigan	02/21/2024	184	\$1.00	Reject
City of Madison	02/27/2024	277	\$1.00	Reject
Cline Hose and Hydraulics, LLC	02/07/2024	47	\$20,435.04	Accept
COBE Construction Inc	02/06/2024	30	\$3,507.00	Accept
Commission of Public Works, City of Greer SC	02/06/2024	28	\$26,826.59	Accept
County of Orange	02/26/2024	232	\$58,596.56	Reject
CPAC Systems AB	02/27/2024	269	\$103,170.00	Accept
Crown Credit Company	02/26/2024	233	\$2,580.10	Reject
Crown Equipment Corporation	02/27/2024	278	\$65,981.60	Reject
Daimler Truck North America, LLC	02/27/2024	257	\$811,958.00	Reject
Dellinger Enterprises, Ltd.	02/26/2024	218	\$332,300.99	Accept
Dixie Rubber & Plastics, Inc.	02/13/2024	110	\$22,967.43	Accept
DSV Air and Sea, Inc.	02/27/2024	256	\$63,736.29	Accept
DSV Solutions, LLC	02/27/2024	255	\$27,675.00	Accept
Duluth Transit Authority	02/26/2024	217	\$1,826,221.50	Reject
Dynatect Manufacturing Inc.	02/05/2024	3	\$2,178.80	Accept
Eaton Industries (WUX) Co Ltd	02/27/2024	263	\$182,520.00	Accept
Eaton Truck Components SP ZOO	02/27/2024	264	\$201,305.64	Accept
Epstein Becker and Green, P.C.	02/21/2024	180	\$2,356.50	Accept
Equipment Depot California, Inc.	02/12/2024	80	\$37,868.49	Accept

Exhibit A-2
Class 5 Ballots

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Fairforest of Greenville LLC	02/07/2024	48	\$6,296.61	Accept
FCA, LLC	02/27/2024	252	\$398,522.48	Reject
Fresh Water Systems Inc.	02/26/2024	234	\$10,058.21	Accept
Fumex, LLC	02/06/2024	24	\$588.00	Accept
Gems Sensors, Inc.	02/26/2024	221	\$14,358.19	Accept
GENFARE, LLC	02/27/2024	270	\$246,326.81	Accept
GIGAVAC, LLC	02/27/2024	274	\$166,109.00	Accept
Great American Insurance Company	02/27/2024	275	\$237,829.47	Accept
Greenville Office Supply Co., Inc.	02/21/2024	183	\$6,958.08	Accept
Heilind Electronics	02/13/2024	109	\$414.47	Accept
Huebner, Terrence	02/15/2024	147	\$150.00	Accept
IMMI Vehicle Improvement Products, Inc.	02/14/2024	129	\$578.01	Accept
Indian Head Tool & Cutter Grinding, Inc.	02/07/2024	39	\$4,161.00	Accept
INFODEV	02/15/2024	141	\$1,316.00	Accept
IVECO S.P.A	02/26/2024	216	\$7,701,141.00	Accept
JF Industries Inc	02/05/2024	4	\$3,487.90	Accept
John B Roybal	02/16/2024	152	\$25,180.17	Accept
JR Automation Technologies, LLC	02/26/2024	238	\$24,230.88	Accept
Justice Law Corporation	02/26/2024	244	\$167,750.00	Accept
Kathy Thai	02/26/2024	245	\$7,500.00	Accept
KnowBe4, Inc.	02/02/2024	2	\$18,840.00	Accept
Lehigh Outfitters, LLC	02/06/2024	29	\$2,885.04	Accept
Link Mfg., Ltd.	02/09/2024	77	\$2,353.02	Accept
Maho Lazo	02/26/2024	246	\$7,500.00	Accept
Manz USA, Inc.	02/21/2024	185	\$60,907.67	Accept
Maritec-Metpro Corporation	02/07/2024	51	\$3,725.92	Accept
Mediant Communications Inc.	02/14/2024	137	\$86.78	Accept
Meritor, Inc.	02/20/2024	176	\$7,707,891.62	Accept
Michele Thorne	02/26/2024	247	\$7,500.00	Accept
Michele Thorne as Class Representative	02/26/2024	248	\$329,500.00	Accept
Michele Thorne as PAGA	02/26/2024	249	\$40,000.00	Accept
Miles Fiberglass & Composites, Inc	02/08/2024	69	\$12,536.82	Accept
Mission Cloud Services, Inc.	02/27/2024	259	\$552,057.53	Accept
MKP Parts	02/08/2024	54	\$4,401.00	Accept
Mobility Forefront LLC	02/26/2024	267	\$1.00	Accept

Exhibit A-2
Class 5 Ballots

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Munich Electrification Systems GmbH	02/27/2024	261	\$494,714.53	Accept
Narayanan Srinivasan	02/12/2024	79	\$59,976.00	Accept
Nikola Corporation	02/26/2024	237	\$8,704,444.00	Reject
Overland Contracting Inc.	02/15/2024	142	\$484,611.71	Accept
Pearce Services, LLC	02/08/2024	67	\$52,009.47	Accept
Philadelphia Indemnity Insurance Company	02/23/2024	215	\$1.00	Reject
Power Electronics USA Inc.	02/27/2024	271	\$3,962,089.66	Accept
Project Genetics LLC	02/18/2024	155	\$28,027.50	Accept
REMA USA LLC	02/27/2024	253	\$387,299.93	Accept
Rhombus Energy Solutions, Inc.	02/21/2024	181	\$544,484.48	Reject
Romeo RIM, Inc.	02/08/2024	63	\$57,592.60	Accept
Ron Whites Air Compressor Sales, Inc.	02/26/2024	177	\$585,617.53	Accept
Rosco Collision Avoidance, Inc.	02/19/2024	168	\$15,050.00	Accept
Rose Tse	02/10/2024	78	\$8,100.00	Accept
Rotaloc International LLC	02/12/2024	101	\$14,260.58	Accept
S. Sterling Company	02/26/2024	223	\$59,630.48	Accept
Seica	02/13/2024	108	\$53.00	Accept
Seifert Graphics, Inc.	02/06/2024	31	\$328,825.88	Accept
Sensata Technologies, Inc.	02/27/2024	273	\$2,355,107.90	Accept
Setra Systems Inc.	02/13/2024	116	\$12,231.72	Accept
Signatures, Inc.	02/21/2024	195	\$6,139.22	Accept
SpecFab Services, Inc	02/26/2024	236	\$281,000.12	Accept
Stephanie Bitetti	02/26/2024	250	\$7,500.00	Accept
Suzhou YongChuang Metal Science and Technology CO., Ltd.	02/22/2024	206	\$269,984.74	Accept
Testco Incorporated	02/19/2024	156	\$33,275.38	Accept
Texas A&M Transportation Institute	02/26/2024	219	\$15,267.04	Accept
Thomas Built Buses, Inc.	02/27/2024	258	\$22,200.00	Reject
Top Tempo Technical	02/15/2024	146	\$27,348.55	Accept
Tube Specialties Co., Inc.	02/16/2024	150	\$48,568.00	Accept
Uline	02/27/2024	260	\$32,243.33	Accept
Universal Technical Services, LLC	02/09/2024	72	\$23,480.00	Accept
Ventura Systems, Inc.	02/26/2024	222	\$311,940.15	Accept
Wayne County Airport Authority	02/27/2024	254	\$1.00	Reject
Weiss Envirotronics, Inc.	02/08/2024	55	\$59,109.38	Accept
Wesgarde Components Group Inc.	02/14/2024	136	\$40,962.75	Accept

Exhibit A-2
Class 5 Ballots

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Wilshire Law Firm	02/26/2024	251	\$167,750.00	Accept
Wurth Electronics ICS, Inc.	02/06/2024	26	\$4,715.67	Accept
Young Office Environments Inc	02/13/2024	114	\$5,173.53	Accept

Exhibit B

Exhibit B**Ballots Excluded from Tabulation**

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Reason Excluded
City of Edmonton	02/27/2024	262	\$13,874.67	Abstain	5 General Unsecured Claims	Abstained
Industrial Safety Shoe Company	02/06/2024	32	\$1,051.10	Accept	5 General Unsecured Claims	Not Signed
Misumi USA Inc.	02/21/2024	182	\$50.28	Accept	5 General Unsecured Claims	Not Signed
Oracle America, Inc.	02/23/2024	210	\$55,900.76	Abstain	5 General Unsecured Claims	Abstained
Rutan and Tucker, LLP	02/14/2024	140	\$10,311.50	Abstain	5 General Unsecured Claims	Abstained
Smith Development Company, Inc.	02/08/2024	64	\$123,508.00	Abstain	5 General Unsecured Claims	Abstained
Southeastern Pennsylvania Transportation Authority	02/15/2024	145	\$23,145,884.62	Abstain	5 General Unsecured Claims	Abstained
Volta Trucks Ltd	02/26/2024	229	\$785,789.00	Abstain	5 General Unsecured Claims	Abstained

Exhibit C

Exhibit C
Opt-Out Elections

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Opt Out of Release
Allegis Corporation	02/27/2024	280	\$8,035.49	Accept	5 General Unsecured Claims	Yes
Amar Khatib	02/26/2024	242	\$7,500.00	Accept	5 General Unsecured Claims	Yes
Anthony Diaz	02/26/2024	243	\$7,500.00	Accept	5 General Unsecured Claims	Yes
Atlantic Specialty Insurance Company	02/27/2024	268	\$1.00	Reject	5 General Unsecured Claims	Yes
BC Transit	02/26/2024	220	\$186,972.00	Reject	5 General Unsecured Claims	Yes
BorgWarner, Inc.	02/22/2024	204	\$11,671.26	Reject	5 General Unsecured Claims	Yes
City of Detroit, Michigan	02/21/2024	184	\$1.00	Reject	5 General Unsecured Claims	Yes
City of Edmonton	02/27/2024	262	\$13,874.67	Abstain	5 General Unsecured Claims	Yes
Crown Credit Company	02/26/2024	233	\$2,580.10	Reject	5 General Unsecured Claims	Yes
Crown Equipment Corporation	02/27/2024	278	\$65,981.60	Reject	5 General Unsecured Claims	Yes
Daimler Truck North America, LLC	02/27/2024	257	\$811,958.00	Reject	5 General Unsecured Claims	Yes
DSV Air and Sea, Inc.	02/27/2024	256	\$63,736.29	Accept	5 General Unsecured Claims	Yes
DSV Solutions, LLC	02/27/2024	255	\$27,675.00	Accept	5 General Unsecured Claims	Yes
Duluth Transit Authority	02/26/2024	217	\$1,826,221.50	Reject	5 General Unsecured Claims	Yes
FCA, LLC	02/27/2024	252	\$398,522.48	Reject	5 General Unsecured Claims	Yes
IVECO S.P.A	02/26/2024	216	\$7,701,141.00	Accept	5 General Unsecured Claims	Yes
Justice Law Corporation	02/26/2024	244	\$167,750.00	Accept	5 General Unsecured Claims	Yes
Kathy Thai	02/26/2024	245	\$7,500.00	Accept	5 General Unsecured Claims	Yes
KnowBe4, Inc.	02/02/2024	2	\$18,840.00	Accept	5 General Unsecured Claims	Yes
Maho Lazo	02/26/2024	246	\$7,500.00	Accept	5 General Unsecured Claims	Yes
Mediant Communications Inc.	02/14/2024	137	\$86.78	Accept	5 General Unsecured Claims	Yes
Meritor, Inc.	02/20/2024	176	\$7,707,891.62	Accept	5 General Unsecured Claims	Yes
Michele Thorne	02/26/2024	247	\$7,500.00	Accept	5 General Unsecured Claims	Yes
Michele Thorne as Class Representative	02/26/2024	248	\$329,500.00	Accept	5 General Unsecured Claims	Yes
Michele Thorne as PAGA	02/26/2024	249	\$40,000.00	Accept	5 General Unsecured Claims	Yes
Mobility Forefront LLC	02/26/2024	267	\$1.00	Accept	5 General Unsecured Claims	Yes
Narayanan Srinivasan	02/12/2024	79	\$59,976.00	Accept	5 General Unsecured Claims	Yes
Nikola Corporation	02/26/2024	237	\$8,704,444.00	Reject	5 General Unsecured Claims	Yes
Oracle America, Inc.	02/23/2024	210	\$55,900.76	Abstain	5 General Unsecured Claims	Yes
Philadelphia Indemnity Insurance Company	02/23/2024	215	\$1.00	Reject	5 General Unsecured Claims	Yes
Rhombus Energy Solutions, Inc.	02/21/2024	181	\$544,484.48	Reject	5 General Unsecured Claims	Yes
Rotaloc International LLC	02/12/2024	101	\$14,260.58	Accept	5 General Unsecured Claims	Yes
Rutan and Tucker, LLP	02/14/2024	140	\$10,311.50	Abstain	5 General Unsecured Claims	Yes
Seifert Graphics, Inc.	02/06/2024	31	\$328,825.88	Accept	5 General Unsecured Claims	Yes
Smith Development Company, Inc.	02/08/2024	64	\$123,508.00	Abstain	5 General Unsecured Claims	Yes
Southeastern Pennsylvania Transportation Authority	02/15/2024	145	\$23,145,884.62	Abstain	5 General Unsecured Claims	Yes
Stephanie Bitetti	02/26/2024	250	\$7,500.00	Accept	5 General Unsecured Claims	Yes
Thomas Built Buses, Inc.	02/27/2024	258	\$22,200.00	Reject	5 General Unsecured Claims	Yes
Tube Specialties Co., Inc.	02/16/2024	150	\$48,568.00	Accept	5 General Unsecured Claims	Yes
Volta Trucks Ltd	02/26/2024	229	\$785,789.00	Abstain	5 General Unsecured Claims	Yes

Exhibit C
Opt-Out Elections

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Opt Out of Release
Wayne County Airport Authority	02/27/2024	254	\$1.00	Reject	5 General Unsecured Claims	Yes
Wesgarde Components Group Inc.	02/14/2024	136	\$40,962.75	Accept	5 General Unsecured Claims	Yes
Wilshire Law Firm	02/26/2024	251	\$167,750.00	Accept	5 General Unsecured Claims	Yes

Total Number:	43
Total Amount:	\$53,480,308.36

Exhibit D

Exhibit D-1
Class 8
Opt-In Elections

Creditor Name	Date Received	Ballot No.	Filed Amount	Class	Opt In to Release
9321-8725 Quebec Inc.	02/16/2024	153	\$25,829.80	8 Interests in TopCo - Equity Claims	Yes
Achim G Daub	02/11/2024	93	\$14,495.33	8 Interests in TopCo - Equity Claims	Yes
Alfonso Guzman	02/07/2024	52	\$2,002.48	8 Interests in TopCo - Equity Claims	Yes
Andrew Merlin Maley	02/18/2024	161	\$10,102.40	8 Interests in TopCo - Equity Claims	Yes
Andrew Siongco	02/16/2024	151	\$1,465.25	8 Interests in TopCo - Equity Claims	Yes
Andrew Worrall	02/13/2024	115	\$15,415.00	8 Interests in TopCo - Equity Claims	Yes
Bang V Nguyen and Lien Truong JTWROS	02/25/2024	224	\$14,850.13	8 Interests in TopCo - Equity Claims	Yes
Barry C Nicholls	02/08/2024	66	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Beth Keilpart	02/05/2024	19	\$637.00	8 Interests in TopCo - Equity Claims	Yes
Bryce Stanley	02/18/2024	162	\$350.00	8 Interests in TopCo - Equity Claims	Yes
Burnidge, Joshua	02/16/2024	154	\$12,882.00	8 Interests in TopCo - Equity Claims	Yes
Christian J. Williams	02/26/2024	240	\$1,920.00	8 Interests in TopCo - Equity Claims	Yes
Colby Laird	02/13/2024	132	\$300.00	8 Interests in TopCo - Equity Claims	Yes
David Han	02/03/2024	8	\$1,674.00	8 Interests in TopCo - Equity Claims	Yes
David K. Lee	02/23/2024	213	\$2,452.00	8 Interests in TopCo - Equity Claims	Yes
David Marsh	02/10/2024	84	\$857.25	8 Interests in TopCo - Equity Claims	Yes
David Monaco	02/21/2024	188	\$93.00	8 Interests in TopCo - Equity Claims	Yes
Debra Pickett	02/14/2024	133	\$1,022.40	8 Interests in TopCo - Equity Claims	Yes
Douglas Meagher	02/09/2024	75	\$2,000.00	8 Interests in TopCo - Equity Claims	Yes
Dr. Aliyah Kanji Professional Corporation	02/23/2024	214	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Edward Van Allan	02/10/2024	85	\$1,500.00	8 Interests in TopCo - Equity Claims	Yes
Edward W Hartshorn Jr	02/05/2024	15	\$355.70	8 Interests in TopCo - Equity Claims	Yes
Efren Garcia	02/13/2024	119	\$3,250.51	8 Interests in TopCo - Equity Claims	Yes
Francisco Sanchez	02/12/2024	103	\$1,342.00	8 Interests in TopCo - Equity Claims	Yes
Frank Michael Gagliano	02/07/2024	43	\$1,301.70	8 Interests in TopCo - Equity Claims	Yes
George Derek Weiss	02/05/2024	23	\$455.00	8 Interests in TopCo - Equity Claims	Yes
Gerald Henry	02/22/2024	202	\$13,302.00	8 Interests in TopCo - Equity Claims	Yes
Glenn Collins	02/10/2024	83	\$29,973.34	8 Interests in TopCo - Equity Claims	Yes
Han, David	02/03/2024	9	\$6,410.60	8 Interests in TopCo - Equity Claims	Yes
Harriet Rouhana	02/27/2024	276	\$1,145.13	8 Interests in TopCo - Equity Claims	Yes
Hitesh Gupta	02/12/2024	57	\$50.00	8 Interests in TopCo - Equity Claims	Yes
Howard Gaines	02/21/2024	194	\$20,922.00	8 Interests in TopCo - Equity Claims	Yes
Hung Vuong	02/04/2024	13	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Iwona Stroka	02/11/2024	89	\$20,000.00	8 Interests in TopCo - Equity Claims	Yes
Jacob Taussig	02/14/2024	138	\$9,314.50	8 Interests in TopCo - Equity Claims	Yes
Jagresh K Rana	02/08/2024	68	\$6,643.95	8 Interests in TopCo - Equity Claims	Yes
Jason Dashinsky	02/01/2024	6	\$211.20	8 Interests in TopCo - Equity Claims	Yes
Jay Cook	02/14/2024	134	\$10,000.00	8 Interests in TopCo - Equity Claims	Yes
Jeffery Hammond	02/07/2024	50	\$5,057.98	8 Interests in TopCo - Equity Claims	Yes
Jerry R. & Jane L. Black REV LIV TR DTD 3/10/97	02/21/2024	191	\$1,000.96	8 Interests in TopCo - Equity Claims	Yes
John B Filkorn	02/05/2024	18	\$5,800.96	8 Interests in TopCo - Equity Claims	Yes
Jonathan Schwartz	02/06/2024	33	\$1,846.00	8 Interests in TopCo - Equity Claims	Yes
Jordan Whitcomb	02/06/2024	27	\$57.15	8 Interests in TopCo - Equity Claims	Yes
Jueune Lee	02/12/2024	104	\$737.10	8 Interests in TopCo - Equity Claims	Yes
Kaitlin Baker	02/13/2024	124	\$168.18	8 Interests in TopCo - Equity Claims	Yes
Kennely Ho	02/07/2024	46	\$6,182.05	8 Interests in TopCo - Equity Claims	Yes
Kim, Jae Hyun	02/05/2024	20	\$7,880.45	8 Interests in TopCo - Equity Claims	Yes
Kyung Jik Lim	02/21/2024	200	\$2,357.15	8 Interests in TopCo - Equity Claims	Yes
Laura Kim	02/14/2024	143	\$1,742.50	8 Interests in TopCo - Equity Claims	Yes
Lawrence A. Hough	02/21/2024	192	\$11,370.75	8 Interests in TopCo - Equity Claims	Yes
Lee Morton	02/13/2024	118	\$12,407.00	8 Interests in TopCo - Equity Claims	Yes
Leo Benlisa	02/06/2024	41	\$1,655.70	8 Interests in TopCo - Equity Claims	Yes
Lopez, Regina	02/07/2024	81	\$297,843.92	8 Interests in TopCo - Equity Claims	Yes
Lori Parker	02/11/2024	94	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Madelyn Bender	02/11/2024	96	\$978.54	8 Interests in TopCo - Equity Claims	Yes
Majors, David	02/11/2024	92	\$254,862.66	8 Interests in TopCo - Equity Claims	Yes

Exhibit D-1
Class 8
Opt-In Elections

Creditor Name	Date Received	Ballot No.	Filed Amount	Class	Opt In to Release
Mandeep Jawanda	02/17/2024	157	\$5,311.00	8 Interests in TopCo - Equity Claims	Yes
Mary E. Jarrett	02/21/2024	189	\$478.65	8 Interests in TopCo - Equity Claims	Yes
Matthew Cary Minnis Charles Schwab and Co Cust IRA Contributory	02/08/2024	59	\$15,000.00	8 Interests in TopCo - Equity Claims	Yes
Matthew Root	02/14/2024	135	\$1,228.00	8 Interests in TopCo - Equity Claims	Yes
Max Silverman	02/13/2024	112	\$2,759.00	8 Interests in TopCo - Equity Claims	Yes
Maxime McLaughlin	02/12/2024	105	\$107.25	8 Interests in TopCo - Equity Claims	Yes
Michael Dawson	02/03/2024	11	\$990.00	8 Interests in TopCo - Equity Claims	Yes
Michael K Moon	02/26/2024	226	\$1,285.17	8 Interests in TopCo - Equity Claims	Yes
Michael Oravetz	02/13/2024	123	\$2,013.46	8 Interests in TopCo - Equity Claims	Yes
Michael S Stocks	02/05/2024	17	\$400,000.00	8 Interests in TopCo - Equity Claims	Yes
Mike Lee	02/08/2024	65	\$991.00	8 Interests in TopCo - Equity Claims	Yes
Myrone De Castro	02/10/2024	87	\$456.92	8 Interests in TopCo - Equity Claims	Yes
Nadia Bedard	02/26/2024	225	\$5,927.41	8 Interests in TopCo - Equity Claims	Yes
Nicholas A. Packer	02/29/2024*	285	\$250.25	8 Interests in TopCo - Equity Claims	Yes
Pavel Dusatko	02/12/2024	107	\$1,700.00	8 Interests in TopCo - Equity Claims	Yes
Philip Filiatrault	02/29/2024*	286	\$5,060.99	8 Interests in TopCo - Equity Claims	Yes
Pietro Mangiaracina	02/13/2024	121	\$1,790.00	8 Interests in TopCo - Equity Claims	Yes
Richard L Adamick	02/06/2024	38	\$847.02	8 Interests in TopCo - Equity Claims	Yes
Richard N. Altieri	02/05/2024	16	\$923.00	8 Interests in TopCo - Equity Claims	Yes
Robert Shapiro	02/06/2024	40	\$1,380.00	8 Interests in TopCo - Equity Claims	Yes
Ron LaBrada	02/01/2024	5	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Ronald Morrison	02/03/2024	21	\$148.43	8 Interests in TopCo - Equity Claims	Yes
Ronald William Galla	02/23/2024	212	\$1,884.00	8 Interests in TopCo - Equity Claims	Yes
Ryan Hammell	02/03/2024	10	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Shari Greene	02/10/2024	86	\$250.45	8 Interests in TopCo - Equity Claims	Yes
Shaun Taylor	02/08/2024	82	\$910.00	8 Interests in TopCo - Equity Claims	Yes
Stephen J. Sawyer	02/27/2024	266	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Steve Jepson	02/17/2024	159	\$1,194.00	8 Interests in TopCo - Equity Claims	Yes
Steve Ossenheimer	02/11/2024	91	\$1,508.59	8 Interests in TopCo - Equity Claims	Yes
Steven Smotrich	02/08/2024	71	\$2,887.50	8 Interests in TopCo - Equity Claims	Yes
Steven Tilles, MD	02/03/2024	12	\$11,979.00	8 Interests in TopCo - Equity Claims	Yes
Stewart Jepson	02/21/2024	190	\$17,353.00	8 Interests in TopCo - Equity Claims	Yes
Sung Joon Park	02/14/2024	139	\$4,952.88	8 Interests in TopCo - Equity Claims	Yes
Theopanos Management Inc	02/09/2024	73	\$31,563.44	8 Interests in TopCo - Equity Claims	Yes
Thomas E Bullard, Constance L. Bullard	02/21/2024	199	\$3,500.00	8 Interests in TopCo - Equity Claims	Yes
Timothy Richards	02/19/2024	165	\$390.00	8 Interests in TopCo - Equity Claims	Yes
Tony Danh	02/07/2024	42	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Val Sorensen	02/09/2024	74	\$12.36	8 Interests in TopCo - Equity Claims	Yes
Vernon D Meyer and Edith J Meyer JTWOS	02/07/2024	34	\$2,043.00	8 Interests in TopCo - Equity Claims	Yes
Vincar V Patel	02/13/2024	117	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Warren Bailey	02/20/2024	179	\$51.27	8 Interests in TopCo - Equity Claims	Yes
Wing Yin Dora Wong	02/17/2024	158	\$44.63	8 Interests in TopCo - Equity Claims	Yes
Yoonhee Kim	02/12/2024	106	\$0.00	8 Interests in TopCo - Equity Claims	Yes
Youngman Um	02/23/2024	208	\$359.23	8 Interests in TopCo - Equity Claims	Yes
Zachary and Steffanie Stookey	02/07/2024	44	\$5,000.00	8 Interests in TopCo - Equity Claims	Yes

Total Number:	101
Total Amount:	\$1,381,005.62

*Opt-In Election Received after Voting Deadline

Exhibit D-2
Class 8 Registered Holders
Opt-In Elections

Creditor Name	Date Received	Ballot No.	No. of Shares	Class	Opt In to Release
DAVID HAN	02/10/2024	97	42	8 Interests in TopCo - Registered	Yes
DIANA ARBOUET	02/20/2024	171	1,742	8 Interests in TopCo - Registered	Yes
DRAZAN JERKOVIC	02/15/2024	144	6	8 Interests in TopCo - Registered	Yes
GARETH TODD JOYCE	02/13/2024	126	77,167	8 Interests in TopCo - Registered	Yes
JEANNETTE BJOERNSSEN	02/21/2024	187	50	8 Interests in TopCo - Registered	Yes
JOHN CASEY	02/13/2024	128	20,871	8 Interests in TopCo - Registered	Yes
KAR CHUN CHENG	02/11/2024	100	11,701	8 Interests in TopCo - Registered	Yes
KENNETH SCULLY	02/25/2024	231	4,589	8 Interests in TopCo - Registered	Yes
KERRI HOWARD	02/16/2024	163	5,260	8 Interests in TopCo - Registered	Yes
MAJORS DAVID LEE	02/11/2024	98	1,511	8 Interests in TopCo - Registered	Yes
MAJORS DAVID LEE	02/11/2024	99	6,045	8 Interests in TopCo - Registered	Yes
MICHAEL SMITH	02/22/2024	201	3,093	8 Interests in TopCo - Registered	Yes
PAUL SIMS	02/29/2024*	284	3,611	8 Interests in TopCo - Registered	Yes
PENSCO TRUST CUST FBO JON EMMETT SHULER ROTH IRA	02/13/2024	125	716	8 Interests in TopCo - Registered	Yes
REGINA ILENE LOPEZ	02/07/2024	62	3,430	8 Interests in TopCo - Registered	Yes
SEAN LOCK	02/20/2024	175	2,295	8 Interests in TopCo - Registered	Yes
STEVEN A WERBER	02/24/2024	230	551	8 Interests in TopCo - Registered	Yes
SULLIVAN JAMES ARTHUR	02/06/2024	36	222	8 Interests in TopCo - Registered	Yes
WILLIAM GERALD FELBER	02/27/2024	241	1,269	8 Interests in TopCo - Registered	Yes

Total Number:	19
Total Amount:	144,171

*Opt-In Election Received after Voting Deadline.

Exhibit D-3
Class 8 Beneficial Holders
Opt-In Elections

DTC Part No.	Custodian	Account No.	No. of Shares	Class	Opt-In to Release
3164	Altruist Financial LLC	x0960	30	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x6715	5	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x4318	196	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x4882	15	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x6496	5	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x0797	350	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x9143	25	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x4923	37	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x7226	36	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x7942	40	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x5588	6	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x8237	100	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x5193	3	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x8803	15	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x0935	3	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x3727	4	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x5085	10	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x2930	17	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x2148	1	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x1363	11	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x1642	853	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x5037	105	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x9105	51	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x9857	2	8 Interests in TopCo - Beneficial	Yes
158	APEX Clearing Corp	x0109	50	8 Interests in TopCo - Beneficial	Yes
52	AXOS Clearing LLC	x6240	75	8 Interests in TopCo - Beneficial	Yes
5043	BMO Nesbitt Burns Inc.	x9261	300	8 Interests in TopCo - Beneficial	Yes
2787	BNP Paribas NY	x44/1	1,500	8 Interests in TopCo - Beneficial	Yes
5030	CIBC World Markets Inc.	x7093	100,500	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	722	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2724	1,300	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2101	400	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2101	300	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	120	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2724	200	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	200	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2442	4,000	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	250	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	763	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2724	600	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x2724	57,500	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	758	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	4,964	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	1,000	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	300	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	685	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	130	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	1,000	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	63	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	160	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x4494	6,000	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	2,002	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	800	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	2,325	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	750	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9154	4,700	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x8380	900	8 Interests in TopCo - Beneficial	Yes
908	Citibank NA	x9092	190	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x-1-1	930	8 Interests in TopCo - Beneficial	Yes

Exhibit D-3
Class 8 Beneficial Holders
Opt-In Elections

DTC Part No.	Custodian	Account No.	No. of Shares	Class	Opt-In to Release
57	Edward D Jones & Co**	x-1-8	50	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x-1-3	300	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x-1-2	1,000	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x-1-5	8,340	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x61-4	350	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x6917	175	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x-1-5	115	8 Interests in TopCo - Beneficial	Yes
57	Edward D Jones & Co**	x0622	1,422	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x6011	1	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x8750	39	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x6521	6	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x9775	17	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x5341	82	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x4321	50	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x6825	79	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x1693	199	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x5049	53	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x4079	23	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x5814	1,000	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x7251	100	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x9932	80	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x9274	323	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x5866	29	8 Interests in TopCo - Beneficial	Yes
				8 Interests in TopCo - Beneficial	
534	Interactive Brokers LLC	x9507	30		Yes
534	Interactive Brokers LLC	x2567	100	8 Interests in TopCo - Beneficial	Yes
				8 Interests in TopCo - Beneficial	
534	Interactive Brokers LLC	x3705	350		Yes
534	Interactive Brokers LLC	x3995	583	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x9531	6,890	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x4501	250	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x8102	288	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x0595	550	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x2242	300	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x9448	1	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x7606	12	8 Interests in TopCo - Beneficial	Yes
534	Interactive Brokers LLC	x6493	6	8 Interests in TopCo - Beneficial	Yes
374	Janney Montgomery Scott LLC	x4297	7,000	8 Interests in TopCo - Beneficial	Yes
902	JPMorgan Chase Bank NA	x00-1	182,240	8 Interests in TopCo - Beneficial	Yes
902	JPMorgan Chase Bank NA	x00-2	112,933	8 Interests in TopCo - Beneficial	Yes
50	Morgan Stanley & Co LLC	Client 1	300	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x7149	413	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x6054	1,500	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x3413	4,356	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x1698	4	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x4900	10	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x6323	70,605	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x2300	100	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x8534	10	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x2894	38,141	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x9814	43	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x7946	134	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x3024	2,000	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x4271	8,000	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x0825	28,539	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x6457	26,138	8 Interests in TopCo - Beneficial	Yes
				8 Interests in TopCo - Beneficial	
15	Morgan Stanley SmithBarney LLC**	x5974	5,000		Yes
15	Morgan Stanley SmithBarney LLC**	x8958	21	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x5693	93	8 Interests in TopCo - Beneficial	Yes

Exhibit D-3
Class 8 Beneficial Holders
Opt-In Elections

DTC Part No.	Custodian	Account No.	No. of Shares	Class	Opt-In to Release
15	Morgan Stanley SmithBarney LLC**	x5546	55	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x3277	3	8 Interests in TopCo - Beneficial	Yes
15	Morgan Stanley SmithBarney LLC**	x0492	12,503	8 Interests in TopCo - Beneficial	Yes
N/A	N/A*	xY00A	775	8 Interests in TopCo - Beneficial	Yes
N/A	N/A*	x-205	100	8 Interests in TopCo - Beneficial	Yes
N/A	N/A*	xWWW0	1,583	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x6966	740	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7209	500	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x3714	335	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x0914	10,000	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x2212	2,116	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8989	201	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x0273	1,000	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x6147	146	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x1229	1,500	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x4509	500	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7205	1,050	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7205	1,050	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8242	950	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x5338	100	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x3869	80	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x2640	1,500	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x0084	234	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x1701	3,815	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7603	1,500	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8470	587	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x0174	35	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7552	1,385	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x0233	2,000	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7822	20	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x1190	45	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7335	225	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8306	779	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x7295	1,669	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x9464	2	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8741	107	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x3G79	300	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x9507	56	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x3869	998	8 Interests in TopCo - Beneficial	Yes
226	National Financial Services LLC	x8195	2	8 Interests in TopCo - Beneficial	Yes
443	Pershing LLC	x9335	2,100	8 Interests in TopCo - Beneficial	Yes
750	Stonex Financial Inc	x9499	600	8 Interests in TopCo - Beneficial	Yes

Total Number:	158
Total Amount:	762,374

*Holders submitted their beneficial opt-in forms directly to KCC, and not through their custodian.

**Master opt-in forms submitted after February 27, 2024.