

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

_____)
)
In re:) Chapter 11
)
Prodigy Investment Holdings, Inc.,¹) Case No. 23-11120 (BLS)
)
)
Reorganized Debtor.)
_____) **Objection Deadline: May 1, 2024 at 4:00 p.m. (ET)**

**COMBINED SIXTH MONTHLY FEE APPLICATION OF KPMG LLP
PROVIDING AUDIT AND TAX RESTRUCTURING SERVICES TO THE
DEBTORS AND REQUESTING ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2024 THROUGH MARCH 13, 2024²**

Name of Applicant: KPMG LLP

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: October 27, 2023, *effective as of*
the Petition Date

Period for which compensation and reimbursement is sought: February 1, 2024 through March 13, 2024

Amount of Compensation sought as actual, reasonable, and necessary: \$ 80,902.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$ 512.75

This is a: X Monthly Interim Final Application

The total time expended for fee application preparation is approximately 26.0 hours and the corresponding compensation requested is approximately \$7,628.00.

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.

² In an effort to minimize cost to the estate, KPMG LLP is submitting one combined monthly fee application for this period.



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Prior Interim Applications						
Period	Date Filed / Docket Number	Total Fees	Total Expenses	Total Requested	Interim Fees Approved	Interim Expenses Approved
08/07/23-10/31/23	12/15/23 D.I. 729	\$ 1,757,710.00	\$5,479.54	\$ 1,763,189.54	\$ 1,723,532.00	\$ 4,412.74
11/01/23-01/31/24	03/18/24 D.I. 1214	\$ 1,030,608.00	\$1,164.77	\$ 1,031,772.77	TBD	TBD
Total		\$ 2,788,318.00	\$6,644.31	\$ 2,794,962.31	\$ 1,723,532.00	\$ 4,412.74

Prior Monthly Fee Statements Filed					
Period Covered:	Monthly Fee Statement Totals:		Total Monthly Amount Requested:		Total Holdback Fees Requested: (@20%)
	Fees (@100%)	Expenses (@100%)	Fees (@80%)	Expenses (@100%)	
08/07/2023 - 09/30/2023 Docket # 542	\$1,006,815.70	\$3,096.45	\$805,452.56	\$3,096.45	\$201,363.14
Filed: 11/16/2023 (First Monthly)					
10/01/2023 – 10/31/2023 Docket # 688					
Filed: 12/06/2023 (Second Monthly)	\$750,894.30	\$1,358.29	\$600,715.44	\$1,358.29	\$150,178.86
11/01/2023 – 11/30/2023 Docket # 967					
Filed: 2/1/2024 (Third Monthly)					
12/01/2023 – 12/31/2023 Docket # 1107	\$192,253.00	\$139.97	\$153,942.37	\$139.97	\$38,450.60
Filed: 2/16/2024 (Fourth Monthly)					
1/01/2024 – 1/31/2024 Docket # 1185					
Filed: 3/7/2024 (Fifth Monthly)	\$85,228.00	\$0.00	\$68,182.40	\$0.00	\$17,045.60
Totals:	\$2,788,318.00	\$5,619.51	\$2,230,794.37	\$5,619.51	\$557,663.60

ATTACHMENT B
TO FEE APPLICATION

COMPENSATION BY PROFESSIONAL

Professional Person	Position & Department	Total Hours Billed	Hourly Billing Rate	Total Compensation
Celeste Campbell	Manager - Bankruptcy	8.5	\$ 340	\$ 2,890.00
David Yanchik	Managing Director - Tax	11.9	\$ 1,080	\$ 12,852.00
Eirene Alexander	Senior Associate - Tax	3.0	\$ 760	\$ 2,280.00
Jim Carreon	Principal - M&A Tax	0.3	\$ 1,280	\$ 384.00
Jim Kuhl	Senior Manager - Tax	1.9	\$ 1,100	\$ 2,090.00
Julia Durrance	Senior Manager - M&A Tax	11.3	\$ 1,100 ³	\$ 12,430.00
Leigh Pagliaro	Manager - Tax	19.8	\$ 1,000	\$ 19,800.00
Rob Galloway	Associate - Tax	14.3	\$ 460	\$ 6,578.00
Robin Muncy	Manager - M&A Tax	10.1	\$ 1,000 ²	\$ 10,100.00
Scott Salmon	Partner - Tax	1.5	\$ 1,380	\$ 2,070.00
Steven Friedman	Director - Washington National Tax	0.5	\$ 1,100	\$ 550.00
Steven Morgan	Partner - Audit	1.0	\$ 550	\$ 550.00
Teresa Williams	Associate, Bankruptcy	16.3	\$ 240	\$ 3,912.00
Tracy Stone	Principal - Washington National Tax	1.0	\$ 1,380	\$ 1,380.00
Yinka Kukoyi	Partner - M&A Tax	2.2	\$ 1,380	\$ 3,036.00
Hours and Fees at Discounted Rates		103.6		\$ 80,902.00
Total Discounted Fees				\$ 80,902.00
Out of Pocket Expenses				\$ 512.75
Total Fees & Out of Pocket Expenses				\$ 81,414.75
Less Holdback Adjustment (20%)				\$ (16,180.40)
Net Requested Fees & Out of Pocket Expenses				\$ 65,234.35
Blended Hourly Rate			\$ 780.91	

³ Rate increased due to promotion effective October 1, 2023.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours Billed	Total Fees Requested
2023 Audit Services	0.0	\$ -
Tax Restructuring Services	77.6	\$ 73,274.00
Audit - Out of Scope Services	0.0	\$ -
Retention Services	0.0	\$ -
Fee Application Preparation Services	26.0	\$ 7,628.00 ⁴
Total	103.6	\$ 80,902.00

EXPENSE SUMMARY

Service Description	Amount
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ 512.75
Total	\$ 512.75

⁴ Fee Application Preparation Services are out of necessity rendered subsequent to when core services were rendered.

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

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In re:)	Chapter 11
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Prodigy Investment Holdings, Inc., ¹)	Case No. 23-11120 (BLS)
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Reorganized Debtor.)	
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)	Objection Deadline: May 1, 2024 at 4:00 p.m.
)	(ET)

**COMBINED SIXTH MONTHLY FEE APPLICATION OF KPMG LLP
PROVIDING AUDIT AND TAX RESTRUCTURING SERVICES TO THE
DEBTORS AND REQUESTING ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2024 THROUGH MARCH 13, 2024**

KPMG LLP (“KPMG”), as audit and tax restructuring service providers to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby files this Combined Sixth Monthly Fee Application (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§101–1532 (the “Bankruptcy Code”), Rule 2014 and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and that certain *Order (I) Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, and (II) Granting Related Relief*, dated September 5, 2023 (the “Interim Compensation Order”) [Docket No. 188]. By this Application, KPMG seeks the allowance of compensation for professional services performed and actual and necessary expenses incurred by KPMG for the period from February 1, 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.

through and including March 13, 2024 (the “Compensation Period”), in the amount of \$81,414.75 and respectfully represents as follows:

Background

1. On August 7, 2023 (the “Petition Date”) each of the Debtors filed a voluntary petition for relief (the “Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (this “Court”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1008 of the Bankruptcy Code. 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 [D.I. 126] (the “Committee”). No trustee or examiner has been appointed in the Chapter 11 Cases.

2. Additional factual background and information regarding the Debtors, including their business operations, their corporate and capital structure, their restructuring activities, and the events leading to the commencement of the Chapter 11 Cases, is set forth in detail in the *Declaration of Gareth T. Joyce in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 16].

3. On October 11, 2023 the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Debtors to Retain and Employ KPMG LLP to Provide Audit and Tax Restructuring Services to the Debtors and Debtors-in-Possession, Effective as of the Petition Date* (the “Retention Application”)² [D.I. 356] and, in support of the Retention

² Capitalized terms used but not defined in this Application shall have the meaning given to such terms in the Retention Application.

Application, the Debtors submitted the Declaration of Steven D. Morgan (the “Morgan Declaration”).

4. By this Court’s Order, dated October 27, 2023 [D.I. 483] (the “Retention Order”), the Debtors were authorized to retain KPMG to provide Audit and Tax Restructuring Services effective as of the Petition Date. The Retention Order authorizes the Debtors to compensate KPMG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were fixed by order of the Court.

5. On March 6, 2024, the Court entered the 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”).

6. Furthermore, the Debtors' filed the Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims [Docket No. 1208] on March 13, 2024.

Jurisdiction

7. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §157(b)(2). Venue of the Chapter 11 Cases and this matter in this district is proper under 28 U.S.C. §§ 1408 and 1409.

Summary of Application

8. During the Compensation Period, KPMG performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor, or other person. By this Application, KPMG requests

allowance of monthly compensation of professional fees totaling \$80,902.00, and payable in accordance with the Interim Compensation Order at eighty percent (80%) of fees, or \$64,721.60, and reimbursement of one hundred percent (100%) of necessary and actual out-of-pocket expenses in the amount of \$512.75.

Summary of Services Rendered During the Compensation Period

9. This Application is KPMG's Combined Sixth Monthly Fee application for compensation and expense reimbursement. During the Compensation Period, KPMG provided significant professional services to the Debtors in their efforts to navigate their businesses and restructuring through the chapter 11 process.

10. Set forth below is a summary of the significant professional services that KPMG rendered to the Debtors during the Compensation Period and annexed hereto as **Exhibit A** is a chart depicting KPMG professionals who rendered these services.

Tax Restructuring Services

KPMG continued to analyze the U.S. federal, state, local, and international tax implications of the Debtors potential restructuring of debt and / or capital structure (the "Potential Restructuring"). Services hereunder ("Tax Restructuring Services") included, but were not limited to, analyses of:

- i. Section 382 of title 26 of the United States Code (the "Internal Revenue Code," or "I.R.C"), issues related to historical transactions and potential restructuring alternatives, including sensitivity analysis to reflect the section 382 impact of the proposed and/or hypothetical equity transactions;
- ii. Tax implications of any dispositions of assets pursuant to the Potential Restructuring
- iii. Debtors' tax attributes, including net operating losses, tax basis in assets, and tax basis in subsidiaries' stock as relevant to the Potential Restructuring;
- iv. Relevant tax elections available and filing of any necessary election statements; and
- v. Tax implications of any internal reorganizations and restructuring alternatives;

Fee Application Preparation

- The billing procedures required by the U.S. Trustee Guidelines differ from KPMG's normal billing procedures and as such, the Local Rules and the Interim Compensation Order entered in this case have required significant effort to inform the timekeepers of their responsibilities, compile the detailed time and expenses entries, begin preparation of the detailed and summary schedules of fees and expenses incurred, and begin drafting the schedules included in the monthly fee applications.

11. Fees billed by KPMG to the Debtors during the Compensation Period, for time expended by professionals were based on hourly rates ranging from \$240 to \$1,380 per hour. The rates reflected in this Application represent up to a 50% discount from KPMG's standard rates. Of the aggregate time expended, 6.0 hours were expended by partners and principals, 11.9 hours were expended by managing directors, 13.7 hours were expended by directors, senior managers and associate directors, 38.4 hours were expended by managers, and 33.6 hours were expended by senior associates and associates. KPMG's blended hourly rate for services provided during the Compensation Period is \$780.91.

12. In addition to Attachment B, a summary of the hours and fees incurred by professional, and category is annexed hereto as **Exhibits A** and **B**, respectively, and described in detail in the time records annexed hereto as **Exhibits C1** through **C5**. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and such records are maintained in the ordinary course of business.

13. KPMG charges its fees in this case in accordance with the terms set forth in the Retention Order. The fees applied for herein are based on the usual and customary fees KPMG charges to its clients and are commensurate with the usual and customary rates charged for services performed.

14. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in this case to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these Chapter 11 Cases.

15. The time and labor expended by KPMG during the Compensation Period has been commensurate with the size and complexity of this case. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' estates, to work efficiently with the other professionals employed in this case, and to leverage staff appropriately in order to minimize duplication of effort.

16. During the Compensation Period, KPMG provided a focused range of professional services as requested by the Debtors. KPMG respectfully submits that these services: (a) were necessary and beneficial to the successful and prompt administration of the Chapter 11 Cases; and (b) have been provided in a cost-efficient manner.

17. Except as set forth in the Retention Order, no promises concerning compensation have been made to KPMG by any firm, person, or entity.

Summary of Actual and Necessary Expenses During the Compensation Period

18. As set forth on **Exhibits D** and **D1**, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Compensation Period in the aggregate amount of \$512.75. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases.

Reservation of Rights

19. To the extent that time for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, KPMG reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek final approval of the fees and expenses requested herein.

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Conclusion

WHEREFORE, KPMG respectfully requests that, pursuant to the Interim Compensation Order, KPMG is (i) allowed monthly compensation of professional fees totaling \$80,902.00 and payable in accordance with the Interim Compensation Order at eighty percent (80%) of requested fees or \$64,721.60; (ii) allowed reimbursement of expenses billed during the Compensation Period of \$512.75; (iii) authorized to be paid its allowed fees and expenses for the Compensation Period; and (iv) granted such other and further relief as the Court may deem proper.

Dated: April 10, 2024

Respectfully submitted,

/s/ Steven D. Morgan

Steven D. Morgan
Partner
KPMG LLP
3975 Freedom Circle
Mission Towers I, Suite 600
Santa Clara, CA 95054

**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)
)

)
)
)
) **Objection Deadline: May 1, 2024 at 4:00 p.m. (ET)**
)

NOTICE OF SIXTH MONTHLY FEE APPLICATION

TO: (I) THE REORGANIZED DEBTOR; (II) COUNSEL TO THE REORGANIZED DEBTOR; (III) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (IV) COUNSEL TO THE FIRST LIEN AGENT; (V) THE DISTRIBUTION TRUSTEE; AND (VI) COUNSEL TO THE DISTRIBUTION TRUSTEE

PLEASE TAKE NOTICE that the *Combined Sixth Monthly Fee Application of KPMG LLP Providing Audit and Tax Restructuring Services to the Debtors and Requesting Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period February 1, 2024 Through March 13, 2024* (the “Sixth Monthly Fee Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Sixth Monthly Fee Application seeks allowance of monthly fees in the amount of \$80,902.00 and monthly expenses in the amount of \$512.75.

PLEASE TAKE FURTHER NOTICE that objections to the Sixth Monthly Fee Application, if any, are required to be filed on or before **May 1, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) Prodigy Investments Holdings, Inc., 3350 Virginia St., 2nd Floor, Miami, FL 33133 (the “Reorganized Debtor”); (ii) counsel for the Reorganized Debtor, 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); (iii) (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Paul M. Basta

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.

(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)); (iv) 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)); (v) PTR Distribution Trust (the “Distribution Trust”), MHR Advisory Group, c/o Province, LLC, 11111 Santa Monica Blvd, Ste. 525, Los Angeles, CA 90025 (Attn: Steven Balasiano (steven@mhradvisory.com)); (vi) counsel for the Distribution Trustee, Lowenstein Sandler LLP (Attn: Jeffrey Cohen (jcohen@lowenstein.com), Eric Chafetz (echafetz@lowenstein.com), Jordana Renert (jrenert@lowenstein.com), and Keara Waldron (kwaldron@lowenstein.com)); and (vii) 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).

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

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE SIXTH MONTHLY FEE APPLICATION.

[Signature Page Follows]

Dated: April 10, 2024
Wilmington, Delaware

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Shella Borovinskaya

Pauline K. Morgan (No. 3650)

Andrew L. Magaziner (No. 5426)

Katelin A. Morales (No. 6683)

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- 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

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Fax: (212) 757-3990

Email: pbasta@paulweiss.com

rbritton@paulweiss.com

mcolarossi@paulweiss.com

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

Proterra Inc
Case No. 23-11120

Summary Of Hours and Discounted Fees Incurred By Professional
February 1, 2024 through March 13, 2024

Professional Person	Position & Department	Total Billed Hours	Hourly Billing Rate	Total Compensation
Celeste Campbell	Manager - Bankruptcy	8.5	\$ 340	\$ 2,890.00
David Yanchik	Managing Director - Tax	11.9	\$ 1,080	\$ 12,852.00
Eirene Alexander	Senior Associate - Tax	3.0	\$ 760	\$ 2,280.00
Jim Carreon	Principal - M&A Tax	0.3	\$ 1,280	\$ 384.00
Jim Kuhl	Senior Manager - Tax	1.9	\$ 1,100	\$ 2,090.00
Julia Durrance	Senior Manager - M&A Tax	11.3	\$ 1,100 ¹	\$ 12,430.00
Leigh Pagliaro	Manager - Tax	19.8	\$ 1,000	\$ 19,800.00
Rob Galloway	Associate - Tax	14.3	\$ 460	\$ 6,578.00
Robin Muncy	Manager - M&A Tax	10.1	\$ 1,000 ¹	\$ 10,100.00
Scott Salmon	Partner - Tax	1.5	\$ 1,380	\$ 2,070.00
Steven Friedman	Director - Washington National Tax	0.5	\$ 1,100	\$ 550.00
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Teresa Williams	Associate, Bankruptcy	16.3	\$ 240	\$ 3,912.00
Tracy Stone	Principal - Washington National Tax	1.0	\$ 1,380	\$ 1,380.00
Yinka Kukoyi	Partner - M&A Tax	2.2	\$ 1,380	\$ 3,036.00
		103.6		\$ 80,902.00
Total Discounted Fees				\$ 80,902.00
Out of Pocket Expenses				\$ 512.75
Total Fees & Out of Pocket Expenses				\$ 81,414.75
Less Holdback Adjustment (20%)				\$ (16,180.40)
Net Requested Fees & Out of Pocket Expenses				\$ 65,234.35
Blended Hourly Rate			\$ 780.91	

¹ Rate increased due to promotion effective October 1, 2023.

EXHIBIT B**Proterra Inc
Case No. 23-11120**

Summary of Hours and Discounted Fees Incurred by Category
February 1, 2024 through March 13, 2024

Category	Exhibit	Total Billed Hours	Total Fees Requested
2023 Audit Services	C1	0.0	\$ -
Tax Restructuring Services	C2	77.6	\$ 73,274.00
Audit - Out of Scope Services	C3	0.0	\$ -
Retention Services	C4	0.0	\$ -
Fee Application Preparation Services	C5	26.0	\$ 7,628.00 ¹
Total		103.6	\$ 80,902.00

¹ Fee Application Preparation Services are out of necessity rendered in the month subsequent to when core services were rendered.

EXHIBIT C1

Proterra Inc
Case No. 23-11120
 2023 Audit Services
 February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
<i>No Services This Period</i>					
Total 2023 Audit Services			<u><u>0.0</u></u>		<u><u>\$ -</u></u>

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
David Yanchik	02/08/24	(0.3) Draft email to L Pagliaro (KPMG) regarding Proterra state indirect tax on sale of assets as well as review of calculations regarding the same.	0.3	\$ 1,080	\$ 324.00
Robin Muncy	02/11/24	(1.5) Prepare summary of January fees and projection of February and March fees as requested by FTI.	1.5	\$ 1,000	\$ 1,500.00
Robin Muncy	02/12/24	(0.2) D. Yanchik, J. Durrance, and R. Muncy (KPMG) met to discuss next steps in the state and local tax workstreams for purposes of forecasting budgeted fees, as requested by FTI, as of 2/12/24.	0.2	\$ 1,000	\$ 200.00
David Yanchik	02/12/24	(0.2) D. Yanchik, J. Durrance, and R. Muncy (KPMG) met to discuss next steps in the state and local tax workstreams for purposes of forecasting budgeted fees, as requested by FTI, as of 2/12/24.	0.2	\$ 1,080	\$ 216.00
David Yanchik	02/12/24	(0.2) Draft email to L Pagliaro (KPMG) regarding updates to Proterra purchase price allocation on sale to Volvo for state and local tax estimate purposes.	0.2	\$ 1,080	\$ 216.00
Robin Muncy	02/12/24	(0.5) J. Durrance and R. Muncy (KPMG M&A) met to prepare projections of project fees in February and March as requested by FTI.	0.5	\$ 1,000	\$ 500.00
Julia Durrance	02/12/24	(0.5) J. Durrance and R. Muncy (KPMG M&A) met to prepare projections of project fees in February and March as requested by FTI.	0.5	\$ 1,100	\$ 550.00
Julia Durrance	02/12/24	(0.5) J. Durrance and R. Muncy (KPMG) met to discuss and update the January fee summary prepared at the request of FTI, as of 2/12/24.	0.5	\$ 1,100	\$ 550.00
Robin Muncy	02/12/24	(0.5) J. Durrance and R. Muncy (KPMG) met to discuss and update the January fee summary prepared at the request of FTI, as of 2/12/24.	0.5	\$ 1,000	\$ 500.00
Julia Durrance	02/13/24	(0.2) D. Yanchik, J. Durrance, and R. Muncy (KPMG) met to discuss next steps in the state and local tax workstreams for purposes of forecasting budgeted fees, as requested by FTI, as of 2/12/24.	0.2	\$ 1,100	\$ 220.00
David Yanchik	02/16/24	(0.7) Review, as of 02/16/24, of the Proterra schedule of taxes paid for estimate of cash to leave behind in order to pay state and local cash taxes in order to update FTI regarding the same.	0.7	\$ 1,080	\$ 756.00
Eirene Alexander	02/20/24	(2.0) Identified/document dates that taxes will be due for Proterra; for income tax, business license taxes (in South Carolina, Washington), Ohio CAT, New Mexico gross receipts tax, sales and use tax (in Alabama and California), property taxes in South Carolina.	2.0	\$ 760	\$ 1,520.00

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
David Yanchik	02/21/24	(0.4) Call with J. Dostert (Volvo), A. McGinnis (Paul Weiss), and M. Neuberger (GT) regarding state and local transfer tax process and plan for paying liabilities.	0.4	\$ 1,080	\$ 432.00
David Yanchik	02/21/24	(0.4) Review, as of 02/21/24, of the schedule of estimate of tax payments in advance of sending to E. Alexander (KPMG) to send to C. Lee (FTI).	0.4	\$ 1,080	\$ 432.00
Eirene Alexander	02/21/24	Researched, as of 02/21/24, the property tax rules including who is liable, when the tax is due and who is responsible for paying property taxes in South Carolina for applicability to Proterra.	1.0	\$ 760	\$ 760.00
Leigh Pagliaro	02/22/24	(2.6) Performed research on behalf of Proterra, as of 02/22/24, regarding SC property tax in order to determine when the liability would attach and to whom.	2.6	\$ 1,000	\$ 2,600.00
Leigh Pagliaro	02/23/24	(0.5) E-mail D. Yanchik (KPMG) regarding the calculation of leave behind tax amounts.	0.5	\$ 1,000	\$ 500.00
Leigh Pagliaro	02/26/24	(0.1) Email D. Yanchik (KPMG) regarding the purchase price allocation timing.	0.1	\$ 1,000	\$ 100.00
David Yanchik	02/26/24	(0.3) Email correspondence to A. McGinnis (Paul Weiss) regarding the timeline for delivering state and local sales/use tax analysis on sale of assets to Volvo.	0.3	\$ 1,080	\$ 324.00
David Yanchik	02/26/24	(0.9) Review, as of 02/26/24, of asset schedule provided by J. Dostert (Volvo) for purposes of identifying asset classes for estimate of state and local sales/use tax liability in California and South Carolina.	0.9	\$ 1,080	\$ 972.00
Leigh Pagliaro	02/27/24	(0.4) Begin review, as of 2/27/24, of asset allocation file provided by J. Dostert (Volvo) in order to integrate into state SUT liability estimate calculation.	0.4	\$ 1,000	\$ 400.00
Yinka Kukoyi	02/28/24	0.2 Email correspondence with T. Stone and S. Friedman (KPMG) regarding SS-4 next steps/	0.2	\$ 1,380	\$ 276.00
Yinka Kukoyi	02/28/24	0.2 Email correspondence with A. McGinnis (Paul Weiss) regarding the Liquidation Trust EIN.	0.2	\$ 1,380	\$ 276.00
Tracy Stone	02/28/24	0.3 Call with Y. Kukoyi and T. Stone (KPMG) regarding process of obtaining Liquidating Trust's EIN.	0.3	\$ 1,380	\$ 414.00
Yinka Kukoyi	02/28/24	0.3 Call with Y. Kukoyi and T. Stone (KPMG) regarding process of obtaining Liquidating Trust's EIN.	0.3	\$ 1,380	\$ 414.00
Tracy Stone	02/28/24	0.3 Review, as of 2/28/24, of the regulations regarding the process of obtaining a Liquidating Trust's EIN with respect to Proterra scenario.	0.3	\$ 1,380	\$ 414.00

EXHIBIT C2**Proterra Inc
Case No. 23-11120**Tax Restructuring Services
February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Rob Galloway	02/28/24	(0.4) Call with L. Pagliaro and R. Galloway (KPMG) to discuss asset allocation schedule provided by Volvo and taxability determinations needed for state sales and use taxes.	0.4	\$ 460	\$ 184.00
Leigh Pagliaro	02/28/24	(0.4) Call with L. Pagliaro and R. Galloway (KPMG) to discuss asset allocation schedule provided by Volvo and taxability determinations needed for state sales and use taxes.	0.4	\$ 1,000	\$ 400.00
Tracy Stone	02/28/24	0.4 Draft email to S. Friedman (KPMG) regarding the Liquidating Trust EIN.	0.4	\$ 1,380	\$ 552.00
Jim Kuhl	02/28/24	(0.5) Call with L. Pagliaro, J. Kuhl, and R. Galloway (KPMG) to discuss asset allocation schedule provided by Volvo and taxability determinations needed for California sales and use tax.	0.5	\$ 1,100	\$ 550.00
Leigh Pagliaro	02/28/24	(0.5) Call with L. Pagliaro, J. Kuhl, and R. Galloway (KPMG) to discuss asset allocation schedule provided by Volvo and taxability determinations needed for California sales and use tax.	0.5	\$ 1,000	\$ 500.00
Rob Galloway	02/28/24	(0.5) Call with L. Pagliaro, J. Kuhl, and R. Galloway (KPMG) to discuss asset allocation schedule provided by Volvo and taxability determinations needed for California sales and use tax.	0.5	\$ 460	\$ 230.00
Steven Friedman	02/28/24	0.5 Email correspondence with Y. Kukoyi (KPMG) regarding Form SS-4 filing for an EIN for the trust.	0.5	\$ 1,100	\$ 550.00
Jim Kuhl	02/28/24	(0.6) Managing Director review, as of 02/28/24, of the calculations for California tax implications that were provided by L. Pagliaro (KPMG).	0.6	\$ 1,100	\$ 660.00
Leigh Pagliaro	02/28/24	(2.0) Reviewed, as of 2/28/24, the asset allocation file provided by J. Dostert (Volvo) in order to integrate into state SUT liability estimate calculation.	2.0	\$ 1,000	\$ 2,000.00
Rob Galloway	02/28/24	(3.7) Reviewed, as of 02/28/24, the asset allocation schedule provided by Volvo in order to make taxability determinations of the assets located in California for sales and use tax purposes.	3.7	\$ 460	\$ 1,702.00
Rob Galloway	02/29/24	(3.5) Reviewed, as of 02/29/24, the asset allocation schedule provided by Volvo to make sales tax determinations for assets in Michigan and South Carolina for those states' sales and use tax purposes.	3.5	\$ 460	\$ 1,610.00
Rob Galloway	02/29/24	(3.8) Utilized, as of 02/29/24, the asset allocation schedule provided by Volvo in order to make determinations on sales tax applicability in PA, OH, IA, IN, and WA, concurrently aggregating all exempt assets into separate tabs by exemption type for purposes of receiving each individual exemption certificate.	3.8	\$ 460	\$ 1,748.00

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
David Yanchik	03/01/24	(0.2) Call between L. Pagliaro and D. Yanchik (KPMG) to discuss Proterra Powered valuation reports received and next steps for state sales tax analysis in California and South Carolina, as of 03/01/24.	0.2	\$ 1,080	\$ 216.00
Leigh Pagliaro	03/01/24	(0.2) Call between L. Pagliaro and D. Yanchik (KPMG) to discuss Proterra Powered valuation reports received and next steps for state sales tax analysis in California and South Carolina, as of 03/01/24.	0.2	\$ 1,000	\$ 200.00
Yinka Kukoyi	03/01/24	0.2 Partner review of Proterra purchase price allocation, as of 03/01/24.	0.2	\$ 1,380	\$ 276.00
Yinka Kukoyi	03/01/24	0.3 Email correspondence with A. McGinnis (Paul Weiss) regarding the gain/loss calculation.	0.3	\$ 1,380	\$ 414.00
Robin Muncy	03/01/24	(0.4) Call between J. Durrance and R. Muncy (KPMG M&A) to discuss the gain/(loss) summary requested by Paul Weiss and the assumptions made in the preparation of the calculations.	0.4	\$ 1,000	\$ 400.00
Julia Durrance	03/01/24	(0.4) Call between J. Durrance and R. Muncy (KPMG M&A) to discuss the gain/(loss) summary requested by Paul Weiss and the assumptions made in the preparation of the calculations.	0.4	\$ 1,100	\$ 440.00
Leigh Pagliaro	03/01/24	(0.6) Draft SUT cash tax estimates for Michigan based on taxability determinations regarding Proterra.	0.6	\$ 1,000	\$ 600.00
Leigh Pagliaro	03/01/24	(0.6) Draft SUT cash tax estimates for Washington based on taxability determinations regarding Proterra.	0.6	\$ 1,000	\$ 600.00
Leigh Pagliaro	03/01/24	(0.9) Draft SUT cash tax estimates for California based on taxability determinations regarding Proterra.	0.9	\$ 1,000	\$ 900.00
Leigh Pagliaro	03/01/24	(0.9) Draft SUT cash tax estimates for South Carolina based on taxability determinations regarding Proterra.	0.9	\$ 1,000	\$ 900.00
Leigh Pagliaro	03/01/24	(1.3) Analyze, as of 03/01/24, taxability determinations in the SALT SUT cash tax estimates based on the purchase price allocation provided by Volvo.	1.3	\$ 1,000	\$ 1,300.00
Julia Durrance	03/01/24	Review, as of 03/01/24, of the gain/loss calculation, concurrently update the gain/loss calculation to send to partners for review with appropriate caveats in advance of sending to the client and PW.	3.6	\$ 1,100	\$ 3,960.00
Robin Muncy	03/03/24	(0.7) Call between J. Durrance and R. Muncy (KPMG M&A) to discuss updates to the gain/(loss) calculation on the sale of Transit and Powered.	0.7	\$ 1,000	\$ 700.00
Julia Durrance	03/03/24	(0.7) Call between J. Durrance and R. Muncy (KPMG M&A) to discuss updates to the gain/(loss) calculation on the sale of Transit and Powered.	0.7	\$ 1,100	\$ 770.00

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Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
David Yanchik	03/03/24	(0.7) Review, as of 03/03/24, of federal income tax gain/loss calculations sent by J. Durrance and R. Muncy (KPMG) in order to determine whether there would be any state income tax consequences as a result of the asset sale.	0.7	\$ 1,080	\$ 756.00
Robin Muncy	03/03/24	(1.4) Prepare revised gain/(loss) calculation in order to update the deliverable based on review comments provided by A. McGinnis (Paul Weiss).	1.4	\$ 1,000	\$ 1,400.00
Julia Durrance	03/03/24	Perform Senior Manager review, as of 03/03/24, of the updated presentation of the gain/loss calculations and the updated caveats in order to confirm accuracy.	2.0	\$ 1,100	\$ 2,200.00
Scott Salmon	03/04/24	Review, as of 3/4/24, the updated sales and use tax estimate file on the sale of the assets concurrently provide comments regarding the same to L. Pagliaro (KPMG) via email correspondence.	0.2	\$ 1,380	\$ 276.00
Robin Muncy	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.3	\$ 1,000	\$ 300.00
Julia Durrance	03/04/24	Review, as of 03/04/24, of the email received from A. McGinnis (PW) relating to questions on the gain/(loss) calculation prepared with respect to the asset sales.	0.3	\$ 1,100	\$ 330.00
David Yanchik	03/04/24	(0.4) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss taxability determinations for state sales and use tax potentially imposed on the transfer of assets.	0.4	\$ 1,080	\$ 432.00
Rob Galloway	03/04/24	(0.4) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss taxability determinations for state sales and use tax potentially imposed on the transfer of assets.	0.4	\$ 460	\$ 184.00
Leigh Pagliaro	03/04/24	(0.4) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss taxability determinations for state sales and use tax potentially imposed on the transfer of assets.	0.4	\$ 1,000	\$ 400.00

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Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Julia Durrance	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.5	\$ 1,100	\$ 550.00
Leigh Pagliaro	03/04/24	(0.6) Update, as of 03/04/24, of the sales and use tax estimate calculation research tab based on comments received from D. Yanchik (KPMG) in order to better communicate research conclusions.	0.6	\$ 1,000	\$ 600.00
Rob Galloway	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.8	\$ 460	\$ 368.00
David Yanchik	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.8	\$ 1,080	\$ 864.00
Jim Kuhl	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.8	\$ 1,100	\$ 880.00

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Leigh Pagliaro	03/04/24	Call between D. Yanchik, J. Kuhl, J. Durrance (partial attendance), R. Muncy (partial attendance), L. Pagliaro, and R. Galloway (KPMG) regarding the updated Section 1060 allocation provided and the valuations to be used for the state sales and use estimate on the transfer of Powered assets including discussion on assumptions for classifying assets as taxable v. non-taxable in California and South Carolina.	0.8	\$ 1,000	\$ 800.00
David Yanchik	03/04/24	(0.9) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss sales and use tax exemptions available for specific assets in the purchase price allocation provided by Volvo related to the transfer of assets from Proterra to Volvo.	0.9	\$ 1,080	\$ 972.00
Rob Galloway	03/04/24	(0.9) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss sales and use tax exemptions available for specific assets in the purchase price allocation provided by Volvo related to the transfer of assets from Proterra to Volvo.	0.9	\$ 460	\$ 414.00
Leigh Pagliaro	03/04/24	(0.9) Meeting with D. Yanchik, L. Pagliaro, and R. Galloway (KPMG) to discuss sales and use tax exemptions available for specific assets in the purchase price allocation provided by Volvo related to the transfer of assets from Proterra to Volvo.	0.9	\$ 1,000	\$ 900.00
Robin Muncy	03/04/24	(0.9) Prepare updated fee summary as requested by Proterra and its advisors for the final projections as of 03/04/24.	0.9	\$ 1,000	\$ 900.00
Rob Galloway	03/05/24	(0.3) D. Yanchik, L. Pagliaro and R. Galloway (KPMG) met to discuss the asset allocation schedule and finalize questions for the client and PwC relating to the nature of certain assets for purposes of calculating the final estimated state sales tax liability on the asset transfer.	0.3	\$ 460	\$ 138.00
David Yanchik	03/05/24	(0.3) D. Yanchik, L. Pagliaro and R. Galloway (KPMG) met to discuss the asset allocation schedule and finalize questions for the client and PwC relating to the nature of certain assets for purposes of calculating the final estimated state sales tax liability on the asset transfer.	0.3	\$ 1,080	\$ 324.00
Leigh Pagliaro	03/05/24	(0.3) D. Yanchik, L. Pagliaro and R. Galloway (KPMG) met to discuss the asset allocation schedule and finalize questions for the client and PwC relating to the nature of certain assets for purposes of calculating the final estimated state sales tax liability on the asset transfer.	0.3	\$ 1,000	\$ 300.00

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Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Yinka Kukoyi	03/05/24	(0.3) Call with G. Koutouras, R. Zaidman (BRG), L. Adamo, D. Quinn, (Lowenstein), A. McGinnis (Paul Weiss) and J. Durrance and Y. Kukoyi (KPMG to discuss the tax analysis performed to date by KPMG for purposes of the restructuring transaction.	0.3	\$ 1,380	\$ 414.00
Julia Durrance	03/05/24	(0.3) Call with G. Koutouras, R. Zaidman (BRG), L. Adamo, D. Quinn, (Lowenstein), A. McGinnis (Paul Weiss) and J. Durrance and Y. Kukoyi (KPMG to discuss the tax analysis performed to date by KPMG for purposes of the restructuring transaction.	0.3	\$ 1,100	\$ 330.00
David Yanchik	03/05/24	(0.6) Perform Managing Director review, as of 3/5/24, of the comments on Proterra sales and use tax estimate in regards to sales of assets to Volvo, concurrently update with regard to same.	0.6	\$ 1,080	\$ 648.00
Yinka Kukoyi	03/06/24	0.1 Call with A. McGinnis (Paul Weiss) regarding purchase price allocation.	0.1	\$ 1,380	\$ 138.00
Robin Muncy	03/06/24	(0.4) Y. Kukoyi, J. Durrance, and R. Muncy (KPMG) meet to review the Section 1060 allocation prepared by the purchaser in the sale of the Proterra Powered business line and to discuss requests of underlying data.	0.4	\$ 1,000	\$ 400.00
Julia Durrance	03/06/24	(0.4) Y. Kukoyi, J. Durrance, and R. Muncy (KPMG) meet to review the Section 1060 allocation prepared by the purchaser in the sale of the Proterra Powered business line and to discuss requests of underlying data.	0.4	\$ 1,100	\$ 440.00
Yinka Kukoyi	03/06/24	(0.4) Y. Kukoyi, J. Durrance, and R. Muncy (KPMG) meet to review the Section 1060 allocation prepared by the purchaser in the sale of the Proterra Powered business line and to discuss requests of underlying data.	0.4	\$ 1,380	\$ 552.00
Robin Muncy	03/06/24	(0.8) Call between J. Durrance and R. Muncy (KPMG) to discuss the Section 1060 allocation prepared by the purchaser of Proterra Powered.	0.8	\$ 1,000	\$ 800.00
Julia Durrance	03/06/24	(0.8) Call between J. Durrance and R. Muncy (KPMG) to discuss the Section 1060 allocation prepared by the purchaser of Proterra Powered.	0.8	\$ 1,100	\$ 880.00
Leigh Pagliaro	03/06/24	(0.8) Call with Volvo, L. Pagliaro, D. Yanchik (KPMG), and PwC to discuss sales and use tax estimates.	0.8	\$ 1,000	\$ 800.00
David Yanchik	03/06/24	(0.8) Call with Volvo, L. Pagliaro, D. Yanchik (KPMG), and PwC to discuss sales and use tax estimates.	0.8	\$ 1,080	\$ 864.00

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Robin Muncy	03/06/24	(0.8) Prepare summary of workstreams performed to date including the status of each workstream, in order to prepare for call with Paul Weiss, the creditors, and other external advisors.	0.8	\$ 1,000	\$ 800.00
Robin Muncy	03/07/24	(0.6) Update, as of 03/07/24, of the tax workplan for the remaining tax restructuring workstreams in order to discuss with client.	0.6	\$ 1,000	\$ 600.00
Scott Salmon	03/07/24	.5 Review, as of 3/7/24, the information provided from EY regarding asset-by-asset potential sales tax exemptions, .6 perform research on transfer of liability from seller to purchaser upon receipt of exemption certificate from the purchaser in CA, SC and WA; .2 draft email to L. Pagliaro and D. Yanchik (KPMG) with observations.	1.3	\$ 1,380	\$ 1,794.00
Leigh Pagliaro	03/07/24	(2.1) Review, as of 03/07/24, comments provided by PwC on taxability and exemption determinations for sales and use tax estimate related to the Proterra asset sales.	2.1	\$ 1,000	\$ 2,100.00
Robin Muncy	03/08/24	(0.8) Call between J. Durrance and R. Muncy (KPMG) to discuss the draft tax workplan and budget for January, February and March, and to prepare a draft budget as requested by FTI Consulting.	0.8	\$ 1,000	\$ 800.00
Julia Durrance	03/08/24	(0.8) Call between J. Durrance and R. Muncy (KPMG) to discuss the draft tax workplan and budget for January, February and March, and to prepare a draft budget as requested by FTI Consulting.	0.8	\$ 1,100	\$ 880.00
David Yanchik	03/11/24	(0.3) Email correspondence with A. McGinnis (Paul Weiss) regarding current status of items, as of 3/11, for Proterra.	0.3	\$ 1,080	\$ 324.00
Leigh Pagliaro	03/11/24	(0.8) Review, as of 3/11/24, the updated PwC taxability determinations sent by R. Rowe (PwC) to KPMG focusing on sales and use tax estimated liabilities.	0.8	\$ 1,000	\$ 800.00
David Yanchik	03/11/24	(1.1) Review, as of 03/11/24, of exemption certificates / documentation provided by R. Rowe (PwC) for exempt sales of assets from Proterra to Volvo, concurrently document comments regarding same.	1.1	\$ 1,080	\$ 1,188.00
David Yanchik	03/11/24	(1.2) Created schedule requested by J. Dostert (Volvo) regarding taxable assets transferred from Proterra to Volvo and sales tax on a by-asset basis in California, South Carolina, and Washington.	1.2	\$ 1,080	\$ 1,296.00
Leigh Pagliaro	03/11/24	(1.6) Update, as of 3/11/24, of the sales and use tax estimated liability file based on final taxability determinations sent by PwC.	1.6	\$ 1,000	\$ 1,600.00

EXHIBIT C2**Proterra Inc****Case No. 23-11120**

Tax Restructuring Services

February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
David Yanchik	03/12/24	(0.4) Updated, as of 03/12/24, the state sales/use tax schedules and KPMG summaries for updated asset classifications and exemptions.	0.4	\$ 1,080	\$ 432.00
David Yanchik	03/12/24	(0.5) Working session with L. Pagliaro and D. Yanchik (KPMG) to prepare updated state sales and use tax schedules as requested by S. Finley with Proterra/Volvo for amounts on a by-state, by-division level.	0.5	\$ 1,080	\$ 540.00
Leigh Pagliaro	03/12/24	(0.5) Working session with L. Pagliaro and D. Yanchik (KPMG) to prepare updated state sales and use tax schedules as requested by S. Finley with Proterra/Volvo for amounts on a by-state, by-division level.	0.5	\$ 1,000	\$ 500.00
Jim Carreon	03/13/24	(0.3) J. Carreon, J. Durrance, and R. Muncy (KPMG) met to prepare for discussion with Alvarez & Marsal and Proterra regarding the tax analysis performed to date.	0.3	\$ 1,280	\$ 384.00
Julia Durrance	03/13/24	(0.3) J. Durrance, and R. Muncy (KPMG) met to prepare for discussion with Alvarez & Marsal and Proterra regarding the tax analysis performed to date.	0.3	\$ 1,100	\$ 330.00
Robin Muncy	03/13/24	(0.3) J. Durrance, and R. Muncy (KPMG) met to prepare for discussion with Alvarez & Marsal and Proterra regarding the tax analysis performed to date.	0.3	\$ 1,000	\$ 300.00
David Yanchik	03/13/24	(0.3) Review, as of 03/13/24, correspondence regarding state and local indirect tax filings required and related to the Proterra sale of assets to Volvo in order to respond to client / advisor questions regarding same.	0.3	\$ 1,080	\$ 324.00
Total Tax Restructuring Services			77.6		\$ 73,274.00

EXHIBIT C3

Proterra Inc
Case No. 23-11120
Audit - Out of Scope Services
February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
<i>No services this Period</i>					
Total Audit - Out of Scope Services			<u>0.0</u>		<u>\$ -</u>

EXHIBIT C4

Proterra Inc
Case No. 23-11120
Retention Services
February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
No Services This Period					
Total Retention Services			0.0		\$ -

EXHIBIT C5**Proterra Inc****Case No. 23-11120**

Fee Application Preparation Services
February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Teresa Williams	02/05/24	Prepared consolidated Excel file for month of November to be sent to Proterra Fee Examiner as required.	1.4	\$ 240	\$ 336.00
Celeste Campbell	02/06/24	Perform manager review of 4th monthly fee statement exhibits as required in advance of filing.	2.9	\$ 340	\$ 986.00
Teresa Williams	02/07/24	Finalized Exhibit C1 to send to M Lawler (KPMG) for review in advance of partner	0.2	\$ 240	\$ 48.00
Teresa Williams	02/07/24	Emailed counsel regarding status of Proterra 1st interim hearing	0.1	\$ 240	\$ 24.00
Steven Morgan	02/12/24	0.5 - Partner review of 4th monthly fee exhibits for Proterra	0.5	\$ 550	\$ 275.00
Celeste Campbell	02/13/24	Perform manager review of 4th monthly narrative (.9) and certification (.2) (as required in advance of submission to partner), concurrently revising based on review.	1.1	\$ 340	\$ 374.00
Yinka Kukoyi	02/13/24	0.2 Partner review, as of 02/13/24, of Exhibit C2 of 4th monthly fee application to approve for filing.	0.2	\$ 1,380	\$ 276.00
Steven Morgan	02/14/24	(0.5) Partner review of 4th monthly fee application deliverable to approve for filing.	0.5	\$ 550	\$ 275.00
Teresa Williams	02/15/24	Finalized 4th Monthly deliverable for submission to counsel.	1.0	\$ 240	\$ 240.00
Celeste Campbell	02/15/24	0.3 Perform manager review of final 4th monthly deliverable in advance of submission for filing.	0.3	\$ 340	\$ 102.00
Teresa Williams	02/19/24	Began to prepare 5th Monthly fee application for Proterra.	1.9	\$ 240	\$ 456.00
Celeste Campbell	02/19/24	0.2 Review Proterra 1st interim proposed order, confirm numbers for KPMG.	0.2	\$ 340	\$ 68.00
Teresa Williams	02/20/24	Continued, as of 2/20, to prepare 5th Monthly fee application for Proterra - Exhibit C2.	2.3	\$ 240	\$ 552.00
Teresa Williams	02/20/24	0.9 Consolidated detail in Excel as per fee examiner request for 4th fee statement.	0.9	\$ 240	\$ 216.00
Teresa Williams	02/21/24	2.9 Continued, as of 2/21, to prepare 5th Monthly fee application for Proterra - Exhibit C2.	2.9	\$ 240	\$ 696.00
Teresa Williams	02/23/24	2.5 Completed 5th Monthly exhibits for Proterra	2.5	\$ 240	\$ 600.00
Celeste Campbell	02/26/24	Perform manager review of 5th monthly exhibits as required in advance of filing.	1.9	\$ 340	\$ 646.00
Celeste Campbell	03/04/24	Review Proterra 5th narrative (.6), certification (.1) and updated exhibits (.2) in advance of submission to partner for approval.	0.9	\$ 340	\$ 306.00
Teresa Williams	03/06/24	2.6 Began to prepare 6th Monthly Fee application for the month of February for Exhibit C2.	2.6	\$ 240	\$ 624.00
Celeste Campbell	03/07/24	0.3 Perform manager review of final 5th monthly deliverable as required in advance of submission for filing.	0.3	\$ 340	\$ 102.00

EXHIBIT C5**Proterra Inc****Case No. 23-11120**

Fee Application Preparation Services
February 1, 2024 through March 13, 2024

Name	Date	Description	Hours	Rate	Amount
Teresa Williams	03/08/24	0.5 Began to prepare consolidated Excel file for 4th Monthly for submission to Proterra Fee Examiner as required.	0.5	\$ 240	\$ 120.00
Celeste Campbell	03/13/24	0.9 Perform manager review of 6th monthly fee statement exhibits (February portion) as required in advance of filing.	0.9	\$ 340	\$ 306.00
Total Fee Application Preparation Services			26.0		\$ 7,628.00

EXHIBIT D

Proterra Inc
Case No. 23-11120
Summary of Out of Pocket Expenses
February 1, 2024 through March 13, 2024

Category	Amount
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ 512.75
Total	<u>\$ 512.75</u>

EXHIBIT D1

Proterra Inc

Case No. 23-11120

Detail of Out of Pocket Expenses

February 1, 2024 through March 13, 2024

Name	Date	Description	Amount
		Air Fare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
		Meals Subtotal	<u>\$ -</u>
		Total Ground Transportation	<u>\$ -</u>
	03/04/24	Required background check on newly appointed member of Proterra Management.	\$ 512.75
		Miscellaneous Subtotal	<u>\$ 512.75</u>
		Total Out of Pocket Expenses	<u><u>\$ 512.75</u></u>

Exhibit E

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

_____)	
In re:)	Chapter 11
)	
Prodigy Investment Holdings, Inc., ¹)	Case No. 23-11120 (BLS)
)	
Reorganized Debtor.)	
)	
_____)	

DECLARATION PURSUANT TO RULE 2016-2 OF THE LOCAL RULES OF BANKRUPTCY PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

I, Steven D. Morgan, being duly sworn, deposes and says:

1. I am a Certified Public Accountant and a Partner of KPMG LLP (“KPMG”), a professional services firm.
2. On October 27, 2023, the Court approved KPMG’s retention as audit and tax restructuring service provider to the above captioned debtors and debtors-in-possession (the “Debtors”). I submit this Declaration in conjunction with KPMG’s combined sixth monthly fee application (the “Application”) dated April 10, 2024 for compensation and allowance of expenses for the period from February 1, 2024 through March 13, 2024.
3. I am familiar with the work performed on behalf of the Debtors by the professionals of KPMG.
4. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed

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.

Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the District of Delaware and submit that the Application substantially complies with such Rule.

KPMG believes that the time entries included in Exhibit C1 – C5 attached hereto are in compliance with the requirements of Local Rule 2016-2.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 10th day of April, 2024.

/s/ Steven D. Morgan

Steven D. Morgan
Partner
KPMG LLP
3975 Freedom Circle
Mission Towers I Suite 600
Santa Clara, CA 95054