

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<u>In re:</u>	§	Chapter 11
	§	
RHODIUM ENCORE LLC,	§	Case No. 24-90448 (ARP)
	§	
Debtor.	§	
	§	
	§	
<u>TAX I.D. No. 86-1350554</u>	§	
<u>In re:</u>	§	Chapter 11
	§	
JORDAN HPC LLC,	§	Case No. 24-90449 (ARP)
	§	
Debtor.	§	
	§	
	§	
<u>TAX I.D. No. 85-3675695</u>	§	
<u>In re:</u>	§	Chapter 11
	§	
RHODIUM JV LLC,	§	Case No. 24-90450 (ARP)
	§	
Debtor.	§	
	§	
	§	
<u>TAX I.D. No. 85-0596870</u>	§	
<u>In re:</u>	§	Chapter 11
	§	
RHODIUM 2.0 LLC,	§	Case No. 24-90451 (ARP)
	§	
Debtor.	§	
	§	
	§	
<u>TAX I.D. No. 85-4345005</u>	§	
<u>In re:</u>	§	Chapter 11
	§	
RHODIUM 10MW LLC,	§	Case No. 24-90452 (ARP)
	§	
Debtor.	§	
	§	
	§	
<u>TAX I.D. No. 86-2640904</u>	§	



In re:	§	Chapter 11
	§	
RHODIUM 30 MW LLC,	§	Case No. 24-90453 (ARP)
	§	
Debtor.	§	
	§	
	§	
TAX I.D. No. 84-5164802	§	

**DEBTORS' EMERGENCY MOTION FOR AN ORDER (I) DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES;
AND (II) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than August 30, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez's conference code number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge's home page. The meeting code is "JudgePerez". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Perez's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") respectfully state the following in support of this motion (the "Motion"):

Relief Requested

1. The Debtors hereby seek entry of an order pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), rules 1015(b) and 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), (a) directing procedural consolidation and joint administration of these chapter 11 cases; and (b) granting related relief.

2. Specifically, the Debtors request that the United States District Court for the Southern District of Texas (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of Rhodium Encore LLC and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
RHODIUM ENCORE LLC, <i>et al.</i> , ¹	§	Case No. 24-90448 (ARP)
Debtors.	§	(Jointly Administered)
	§	

¹ The Debtors in these chapter 11 cases and the last four digits of their corporate identification numbers are as follows: Rhodium Encore LLC (3974), Jordan HPC LLC (3683), Rhodium JV LLC (5323), Rhodium 2.0 LLC (1013), Rhodium 10MW LLC (4142), and Rhodium 30 MW LLC (0263). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

3. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

4. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of Rhodium Encore LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: Rhodium Encore LLC, Case No. 24-90448 (ARP), Jordan HPC LLC, Case No. 24-90449 (ARP), Rhodium JV LLC, Case No. 24-90450 (ARP), Rhodium 2.0 LLC, Case No. 24-90451 (ARP), Rhodium 10MW LLC, Case No. 24-90452 (ARP), and Rhodium 30MW LLC, Case No. 24-90453 (ARP). The docket in Case No. 24-90448 (ARP) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-90448 (ARP).**

Jurisdiction and Venue

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

8. The statutory predicate for the relief sought herein is section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1015(b) and 6003, and Local Rules 1015-1 and 9013-1.

Background

9. The Debtors and their affiliates (collectively, the “Group”) are a technology company. The Group’s main activity involves utilizing proprietary technology to self-mine bitcoin, with the goal of increasing sustainability and cost-efficiency.

10. On the date hereof (the “Petition Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

Basis for Relief

11. By this Motion, the Debtors seek entry of an order, pursuant to Bankruptcy Rule 1015(b), (a) directing procedural consolidation and joint administration of these cases; and (b) granting related relief.

12. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Local Rule 1015-1 also provides for the joint administration of chapter 11 cases. Accordingly, the Bankruptcy Code, Bankruptcy Rules, and Local Rules authorize the Court with authority to grant the relief requested herein.

13. Joint administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders, thereby saving the Debtors considerable expense and resources. The Debtors’ financial affairs and business operations are

closely related. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor and its respective estate.

14. The rights of creditors will not be adversely affected, as this Motion requests only administrative, and not substantive, consolidation of the estates. Moreover, each creditor can still file its claim against a particular estate. In fact, all creditors will benefit by the reduced costs that will result from the joint administration of these chapter 11 cases. The Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Joint administration will also allow the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) and all parties-in-interest to monitor these chapter 11 cases with greater ease and efficiency.

15. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties-in-interest.

Emergency Consideration

16. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003 and Local Rule 9013-1(i). Bankruptcy Rule 6003 empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” Local Rule 9013-1(i) requires a motion for emergency relief to “include a detailed statement why an emergency exists, and the date relief is needed to avoid the consequences of the emergency.” The Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance. Immediate relief will prevent confusion and facilitate a smooth transition into these chapter 11 cases during a period when there will be a significant volume of docket filings and other procedure. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and the standard of Local Rule 9013-1, and therefore

respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

17. Notice of this Motion has been provided by the Debtors in accordance and compliance with the Bankruptcy Rules, Local Rules, and the Procedures for Complex Cases in the Southern District of Texas and is sufficient under the circumstances. Without limiting the foregoing, due notice was afforded to parties-in-interest, including (a) the Office of the United States Trustee for the Southern District of Texas; (b) the United States Attorney for the Southern District of Texas; (c) Internal Revenue Service; and (d) any party that has requested notice or on whom the Court has ordered notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter an order and grant the relief requested herein and such other and further relief as is just and proper.

Respectfully submitted this 24th day of August 2024.

QUINN EMANUEL URQUHART & SULLIVAN,
LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Joanna D. Caytas (SBN 24127230)

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*Proposed Counsel To The Debtors and
Debtors-In-Possession*

CERTIFICATE OF ACCURACY

I hereby certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Patricia B. Tomasco

Patricia B. Tomasco

CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of August, 2024, a copy of the foregoing Motion was served through the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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In re:	§	Chapter 11
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RHODIUM 30 MW LLC,	§	Case No. 24-90453 (ARP)
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Debtor.	§	
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	§	
TAX I.D. No. 84-5164802	§	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES; AND (II) GRANTING RELATED RELIEF**
(Relates to ECF No. ____)

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue for this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and the Court having determined that immediate relief is necessary to avoid irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003(b) and is in the best interests of the Debtors, their estates, their creditors and all parties in interest; and upon all of

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. This Motion is GRANTED as set forth herein.

2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. Case No. 24-90448 (ARP).

Additionally, the following checked items are ordered:

- a. ☒ One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
 - b. ☒ Any case not previously assigned to Judge Perez is transferred to Judge Perez.
 - c. ☒ Parties may request joint hearings on matters pending in any of the jointly administered cases.
 - d. ☒ Other: see below.
3. The caption of the jointly administered cases shall read as follows:

[Remainder of page intentionally left blank]

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: RHODIUM ENCORE LLC, <i>et al.</i> , ¹ Debtors.	§ § § § § § §	Chapter 11 Case No. 24-90448 (Jointly Administered)
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¹ The Debtors in these chapter 11 cases and the last four digits of their corporate identification numbers are as follows: Rhodium Encore LLC (3974), Jordan HPC LLC (3683), Rhodium JV LLC (5323), Rhodium 2.0 LLC (1013), Rhodium 10MW LLC (4142), and Rhodium 30 MW LLC (0263). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of Rhodium Encore LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: Rhodium Encore LLC, Case No. Case No. 24-90448 (ARP), Jordan HPC LLC, Case No. Case No. 24-90449 (ARP), Rhodium JV LLC, Case No. Case No. 24-90450 (ARP), Rhodium 2.0 LLC, Case No. Case No. 24-90451 (ARP), Rhodium 10MW LLC, Case No. Case No. 24-90452 (ARP), and Rhodium 30 MW LLC, Case No. Case No. 24-90453 (ARP). The docket in Case No. 24-90448 (ARP) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-90448 (ARP).**

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2024

UNITED STATES BANKRUPTCY JUDGE