

ENTERED

August 29, 2024

Nathan Ochsner, Clerk

**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.	§	
	§	(Joint Administration Pending)
	§	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF KURTZMAN CARSON CONSULTANTS, LLC DBA VERITA
GLOBAL AS CLAIMS, NOTICING, AND SOLICITATION AGENT**
(Relates to ECF No. 33)

The Court has considered the Debtors' application (the "Application")² to employ Kurtzman Carson Consultants, LLC dba Verita ("Agent") as its claims, noticing, and solicitation agent in these cases. The Court finds that *ex parte* relief is appropriate. The Court orders:

1. The Debtors are authorized to employ Agent under the terms of the Engagement Letter attached to the Application as modified by this Order.
2. The Agent is authorized and directed to perform the services as described in the Application, the Engagement Letter, and this Order. If a conflict exists, this Order controls.
3. The Clerk shall provide Agent with Electronic Case Filing ("ECF") credentials that allow Agent to receive ECF notifications and file certificates and/or affidavits of service.

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), Rhodium 30MW LLC (0263), Rhodium Enterprises, Inc. (6290), Rhodium Technologies LLC (3973), Rhodium Renewables LLC (0748), Air HPC LLC (0387), Rhodium Shared Services LLC (5868), Rhodium Ready Ventures LLC (8618), Rhodium Industries LLC (4771), Rhodium Encore Sub LLC (1064), Jordan HPC Sub LLC (0463), Rhodium 2.0 Sub LLC (5319), Rhodium 10MW Sub LLC (3827), Rhodium 30MW Sub LLC (4386), and Rhodium Renewables Sub LLC (9511). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.



4. The Agent is a custodian of court records and is designated as the authorized repository for all proofs of claim filed in these cases. Agent shall maintain the official Claims Register(s) in these cases. The Agent must make complete copies of all proofs of claims available to the public electronically without charge. Proofs of Claim and all attachments may be redacted only as ordered by the Court.

5. The Agent must not transmit or utilize the data obtained by the Agent in exchange for direct or indirect compensation from any person other than the Debtors.

6. The Agent shall provide the Clerk with a certified duplicate of the official Claims Register(s) upon request.

7. The Agent shall provide (i) an electronic interface for filing proofs of claim in these cases; and (ii) a post office box or street mailing address for the receipt of proofs of claim sent by United States Mail or overnight delivery.

8. The Agent is authorized to take such other actions as are necessary to comply with all duties and provide the Services set forth in the Application and the Engagement Letter.

9. The Agent shall provide detailed invoices setting forth the services provided and the rates charged on a monthly basis to the Debtors, their counsel, the Office of the United States Trustee, counsel for any official committee, and any party-in-interest who specifically requests service of the monthly invoices in writing.

10. The Agent shall not be required to file fee applications. Upon receipt of Agent's invoices, the Debtors are authorized to compensate and reimburse Agent for all undisputed amounts in the ordinary course in accordance with the terms of the Engagement Letter. All amounts due to the Agent will be treated as § 503(b) administrative expenses.

11. The Debtors shall indemnify Agent under the terms of the Engagement Letter, as modified and limited by this Order. Notwithstanding the foregoing, the Agent is not indemnified for, and may not receive any contribution or reimbursement with respect to:

- a. For matters or services arising before this case is closed, any matter or service not approved by an order of this Court.
- b. Any matter that is determined by a final order of a Court of competent jurisdiction that arises from (i) the Agent's gross negligence, willful misconduct, fraud, bad faith, self-dealing, or breach of fiduciary duty; (ii) a contractual dispute if the court determines that indemnification, contribution, or reimbursement would not be permissible under applicable law; or (iii) any situation in which the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *In re Thermadyne Holdings Corp.*, 283 B.R. 749, 756 (B.A.P. 8th Cir. 2002). No matter governed by this paragraph may be settled without this Court's approval.
- c. This paragraph does not preclude Agent from seeking an order from this Court requiring the advancement of indemnity, contribution, or reimbursement obligations in accordance with applicable law.

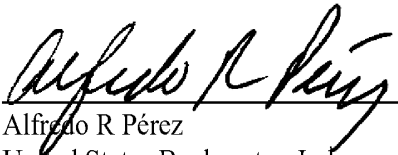
12. The Agent shall not cease providing services during these chapter 11 cases for any reason, including nonpayment, without an order of the Court. In the event Agent is unable to provide the Services set out in this Order and/or the Engagement Letter, Agent will immediately notify the Clerk and the Debtors' attorney and cause all original proofs of claim and data turned over to such persons as directed by the Court.

13. After entry of an order terminating the Agent's services, the Agent shall deliver to the Clerk an electronic copy in pdf format of all proofs of claim. Once the electronic copy has been received by the Clerk, Agent may destroy all proofs of claim in its possession sixty days after filing a Notice of Intent to Destroy on the Court's docket.

14. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

15. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order. The scope of Agent's services may be altered only on further order of this Court.

Signed: August 29, 2024


Alfredo R Pérez
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Rhodium Encore LLC
Debtor

Case No. 24-90448-arp
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Aug 29, 2024

User: ADIuser
Form ID: pdf002

Page 1 of 3
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 31, 2024:

Recip ID	Recipient Name and Address
db	+ Rhodium Encore LLC, c/o Quinn Emanuel Urquhart & Sullivan, c/o Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002 UNITED STATES 77002-2841
cr	+ Christopher H Stadlin Group Investments LLC, c/o Nuti Hart LLP, 6232 La Salle Avenue, Suite D, Oakland, CA 94611, UNITED STATES 94611-2847
cr	+ Shane M. Blackmon, c/o Chamberlain Hrdlicka, Attention: Bankruptcy Dept., 1200 Smith Street, Suite 1400, Houston, TX 77002-4496

TOTAL: 3

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	Email/Text: julie.parsons@mvalaw.com	Aug 29 2024 20:22:00	The County of Milam, Texas, c/o McCreary, Veselka, Bragg & Allen, P.O. Box 1269, Round Rock, TX 78680-1269

TOTAL: 1

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		Private Investor Club Feeder Fund 2020-G LLC
cr		Private Investor Club Feeder Fund 2020-H LLC
cr		Whinstone US, Inc.

TOTAL: 3 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 31, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 29, 2024 at the address(es) listed below:

District/off: 0541-4
Date Rcvd: Aug 29, 2024

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 4

Name	Email Address
Amber Michelle Carson	on behalf of Creditor Private Investor Club Feeder Fund 2020-G LLC acarson@grayreed.com
Amber Michelle Carson	on behalf of Creditor Private Investor Club Feeder Fund 2020-H LLC acarson@grayreed.com
Brandon Christopher Marx	on behalf of Creditor Whinstone US Inc. bmarx@foley.com
Christopher H Hart	on behalf of Creditor Christopher H Stadlin Group Investments LLC chart@nutihart.com
Christopher Ross Travis	on behalf of U.S. Trustee US Trustee C.Ross.Travis@usdoj.gov
Ha Minh Nguyen	on behalf of U.S. Trustee US Trustee ha.nguyen@usdoj.gov
Joanna Diane Caytas	on behalf of Debtor Rhodium Encore LLC joannacaytas@quinnemanuel.com joanna-caytas-8224@ecf.pacerpro.com
Jonathan Michael Thomas	on behalf of Creditor Whinstone US Inc. jmthomas@foley.com
Julie Anne Parsons	on behalf of Creditor The County of Milam Texas jparsons@mvbalaw.com, vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com
Mark C. Moore	on behalf of Creditor Whinstone US Inc. mmoore@foley.com, roxana.gutierrez@foley.com;mark-moore-8735@ecf.pacerpro.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 2.0 LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Shared Services LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 30MW Sub LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 2.0 Sub LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Air HPC LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Renewables LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 10MW Sub LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 10MW LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium 30MW LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Encore LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Encore Sub LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Ready Ventures LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
Patricia B. Tomasco	on behalf of Debtor Rhodium Technologies LLC pattytomasco@quinnemanuel.com

District/off: 0541-4

User: ADIuser

Page 3 of 3

Date Rcvd: Aug 29, 2024

Form ID: pdf002

Total Noticed: 4

barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Rhodium JV LLC pattytomasco@quinnemanuel.com
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Jordan HPC LLC pattytomasco@quinnemanuel.com
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Rhodium Enterprises Inc. pattytomasco@quinnemanuel.com,
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Rhodium Industries LLC pattytomasco@quinnemanuel.com
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Rhodium Renewables Sub LLC pattytomasco@quinnemanuel.com
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

on behalf of Debtor Jordan HPC Sub LLC pattytomasco@quinnemanuel.com
barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Robert T. Slovak

on behalf of Creditor Whinstone US Inc. rslovak@foley.com

Steven C. Lockhart

on behalf of Creditor Whinstone US Inc. slockhart@foley.com

Tara T. LeDay

on behalf of Creditor Shane M. Blackmon TARA.LEDAY@CHAMBERLAINLAW.COM
tara.leday@mvbalaw.com;lara.coleman@chamberlainlaw.com;valerie.herrera@chamberlainlaw.com;vcovington@mvbalaw.com;
aging@mvbalaw.com;pbowers@mvbalaw.com;lgordon@mvbalaw.com;bankruptcy@mvbalaw.com;Crystal.eudy@mvb

US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 33