

**ENTERED**

August 30, 2024

Nathan Ochsner, Clerk

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

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

**FINAL ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE INSURANCE  
PROGRAMS, AND (B) PAY CERTAIN OBLIGATIONS WITH RESPECT THERETO;  
AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated August 29, 2024 (the “Motion”)<sup>2</sup> of Rhodium Encore, LLC and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to sections 105(a), 362(d), 363(b), 363(c), and 503(b) of the Bankruptcy Code and Bankruptcy Rules 4001, 6003 and 6004, for entry of interim and final orders (a) authorizing, but not directing, the Debtors to (i) continue their Insurance Programs in accordance with their applicable insurance policies and indemnity agreements and authority to continue to perform their obligations with respect thereto during these chapter 11 cases, and (ii) pay any Insurance Obligations; (b) modifying the automatic stay to the extent necessary to permit the Debtors’ employees to proceed with any claims they may have under the Workers’ Compensation Program; and (c) granting related relief, all as more fully set forth in

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



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the Motion; and upon consideration of the Bros Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 362(d), 363(b), 363(c), and 503(b) of the Bankruptcy Code and Bankruptcy Rules 4001, 6003, and 6004, to continue their Insurance Programs, and to pay or otherwise satisfy any Insurance Obligations, whether such obligations arose before or after the Petition Date, in the ordinary course of business.
2. The Debtors are authorized, but not directed, to reuse, extend, renew, rollover, replace, or obtain new insurance policies, and to take all appropriate actions in connection therewith, in the ordinary course of business; *provided, however*, the Debtors will notify the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases if outside the ordinary course of business Debtors renew, amend, supplement, extend, terminate, replace, increase, or

decrease existing insurance coverage or change insurance, enter into any new premium financing agreements, or obtain additional insurance in a manner that would be inconsistent with the Debtors' current insurance.

3. The Debtors shall maintain a matrix/schedule of payments made pursuant to this Interim Order, including the following information: (a) the names of the payee; (b) the date, category, nature and amount of the payment; and (c) the Debtor or Debtors that made the category or type of payment as further described and classified in the Motion. Debtors shall provide on a confidential basis a copy of such matrix/schedule to counsel to U.S. Trustee, and any statutory committee appointed in these chapter 11 cases on September 28, 2024 and the last day of every month thereafter.

4. Workers' Compensation Claims may be pursued in the ordinary course business, including to the extent applicable, modifying or lifting the automatic stay without further order of the Bankruptcy Court, to permit (a) claimants with valid Workers' Compensation Claims or direct action claims against an Insurance Carrier or a Third-Party Administrator applicable non-bankruptcy law to proceed with their claims; and (b) an Insurance Carrier or a Third-Party Administrator or a Third-Party Administrator to administer, handle, defend, settle, and/or pay, in the ordinary course of business and without further order of the Bankruptcy Court, (i) all Workers' Compensation Claims and (ii) all claims where a claimant asserts a direct claim against an Insurance Carrier or a Third-Party Administrator or a Third-Party Administrator.

5. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all

representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized, but not directed, to issue new post-petition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic funds transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Interim Order.

7. Nothing in this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the Bankruptcy Court's ultimate disposition of the Motion on a final basis.

8. Nothing contained in the Motion or this Interim Order or any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be deemed as (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim; (c) a waiver of the Debtors' or any party in interest's rights under the Bankruptcy Code or any other applicable non-bankruptcy law; (d) an agreement or obligation to pay any claims; (e) a waiver of any claims or causes of action which may exist against any creditor or interest holder; (f) an admission as to the validity of any liens satisfied pursuant to this Motion; or (g) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

9. Notwithstanding anything contained in the Motion or this Order, any payment to be made, and any relief or authorization granted herein, shall be subject to, and must be in compliance with, the terms and conditions in any interim or final order entered by the Court approving the Debtors' entry into any post-petition debtor in possession financing facility (each such order, a "DIP Order"), including any approved budget in connection therewith (as may be updated and approved from time to time in accordance with the terms of any such DIP Order). To the extent there is any inconsistency between the terms of a DIP Order (including any approved budget) and any approval or action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

10. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any person to whom any obligations under the Insurance Policies are owed.

11. The requirements of Bankruptcy Rule 6003(b) have been satisfied.


12. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

13. Notwithstanding the provisions of Bankruptcy Rule 4001(a)(3) and 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Interim Order.

15. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

Signed: August 30, 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 30, 2024

User: ADIuser  
Form ID: pdf002

Page 1 of 3  
Total Noticed: 5

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 Sep 01, 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
op	+ Kurtzman Carson Consultants, LLC dba Verita Global, 222 N Pacific Coast Highway, Suite 300, El Segundo, CA 90245, UNITED STATES 90245-5614
cr	+ Shane M. Blackmon, c/o Chamberlain Hrdlicka, Attention: Bankruptcy Dept., 1200 Smith Street, Suite 1400, Houston, TX 77002-4496

TOTAL: 4

**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@mvbalaw.com	Aug 30 2024 19:43:00	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
intp		Galaxy Digital, LLC
cr		Private Investor Club Feeder Fund 2020-G LLC
cr		Private Investor Club Feeder Fund 2020-H LLC
cr		Whinstone US, Inc.

TOTAL: 4 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: Sep 01, 2024  
Signature: /s/Gustava Winters

District/off: 0541-4  
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User: ADIuser  
Form ID: pdf002

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Total Noticed: 5

## 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 30, 2024 at the address(es) listed below:

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
Evan Gershbein	on behalf of Other Prof. Kurtzman Carson Consultants LLC dba Verita Global ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
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
Michael Kevin Riordan	on behalf of Creditor Shane M. Blackmon michael.riordan@chamberlainlaw.com rdiep@foley.com;mike-riordan-8644@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
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Patricia B. Tomasco	on behalf of Debtor Rhodium Ready Ventures LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com
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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
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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
Ryan Coel Wooten	on behalf of Interested Party Galaxy Digital LLC rwooten@orrick.com, casestream@ecf.courtdrive.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: 36