

ENTERED

August 30, 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 (I) AUTHORIZING DEBTORS TO (A) FILE A CONSOLIDATED CREDITOR
MATRIX AND A CONSOLIDATED LIST OF 30 LARGEST UNSECURED
CREDITORS AND (B) REDACT CERTAIN PERSONAL IDENTIFICATION
INFORMATION; AND (II) APPROVING FORM AND MANNER OF NOTIFYING
CREDITORS OF COMMENCEMENT OF CHAPTER 11 CASES AND OTHER
INFORMATION**

(Relates to ECF No.39)

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) authorizing the Debtors to file a consolidated creditor matrix and a consolidated list of 30 largest unsecured creditors; (b) authorizing the Debtors to redact certain personal identification information; and (c) approving the form and manner of notifying creditors of commencement of chapter 11 cases and other information, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and that this Court may enter

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 shall have the meaning ascribed to such terms in the Motion.



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a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this 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 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, pursuant to section 107(c)(1)(A) of the Bankruptcy Code and Bankruptcy Rules 1007(a)(1) and (d) and 2002, and Bankruptcy Local Rule 9013-1(d) to file a Consolidated Creditor Matrix and a Consolidated Top 30 Creditors List.

2. The Debtors are authorized to redact the home addresses of individuals listed on the Creditor Matrix, Schedules and Statements, or any other documents filed with the Court. The Debtors shall provide an unredacted version of the Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to this Order to (a) the Court, the U.S. Trustee, and counsel to any official committee appointed in these chapter 11 cases, and (b) any party-in-interest, upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases; provided that any receiving party shall not transfer or otherwise provide such unredacted

document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order.

3. The Debtors are authorized to serve the Notice of Commencement attached hereto as **Exhibit A**, on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these chapter 11 cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

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

Signed: August 30, 2024



Alfredo R Pérez
United States Bankruptcy Judge

EXHIBIT A

Notice of Commencement

Information to identify the case:

Debtor RHODIUM ENCORE LLC, et al., EIN 8 6 1 3 5 0 5 5 4
Name

United States Bankruptcy Court for the: Southern District of Texas
(State) [Date case filed for chapter 11 08 / 24 / 2024
MM / DD / YYYY OR

Case number: 24-90448 (ARP) [Date case filed in chapter
MM / DD / YYYY

Date case converted to chapter 11
MM / DD / YYYY

Official Form 309F1 (For Corporations or Partnerships)

Notice of Chapter 11 Bankruptcy Case

10/20

For the debtors listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors and debtors, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at <https://pacer.uscourts.gov>).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtors' full names

- A. RHODIUM ENCORE LLC (Case No. 24-90448 (ARP))
- B. JORDAN HPC LLC (Case No. 24-90449 (ARP))
- C. RHODIUM JV LLC (Case No. 24-90450 (ARP))
- D. RHODIUM 2.0 LLC (Case No. 24-90451 (ARP))
- E. RHODIUM 10MW LLC (Case No. 24-90452 (ARP))
- F. RHODIUM 30MW LLC (Case No. 24-90453 (ARP))
- G. RHODIUM ENTERPRISES, Inc (Case No. 24-)
- H. RHODIUM TECHNOLOGIES LLC (Case No. 24-)
- I. RHODIUM RENEWABLES LLC (Case No. 24-)
- J. RHODIUM INDUSTRIES LLC (Case No. 24-)
- K. RHODIUM SHARED SERVICES LLC (Case No. 24-)
- L. RHODIUM 30MW SUB LLC (Case No. 24-)
- M. RHODIUM RENEWABLES SUB LLC (Case No. 24-)

N. RHODIUM ENCORE SUB LLC (Case No. 24-) O. RHODIUM 10MW SUB LLC (Case No. 24-) P. RHODIUM 2.0 SUB LLC (Case No. 24-) Q. JORDAN HPC SUB LLC (Case No. 24-) R. AIR HPC LLC (Case No. 24-)		
2. All other names used in the last 8 years: N/A		
3. Addresses A. RHODIUM ENCORE LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 B. AIR HPC LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 C. JORDAN HPC LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 D. RHODIUM JV LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 E. RHODIUM 2.0 LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 F. RHODIUM 10MW LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 G. RHODIUM 30MW LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 H. RHODIUM ENTERPRISES, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 I. RHODIUM TECHNOLOGIES LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 J. RHODIUM RENEWABLES LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 K. RHODIUM INDUSTRIES LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 L. RHODIUM SHIELD LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 M. RHODIUM 30MW SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 N. RHODIUM RENEWABLES SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 O. RHODIUM ENCORE SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 P. RHODIUM 10MW SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 Q. RHODIUM 2.0 SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005 R. JORDAN HPC SUB LLC, 2617 Bissonnet Street, Suite 234, Houston, TX 77005		
4. Debtors' attorney Name and address Patricia B. Tomasco Quinn Emanuel Urquhart & Sullivan, LLP 700 Louisiana Street, Suite 3900 Houston, Texas 77002	Contact phone: 713-221-7000 Email: pattytomasco@quinnemanuel.com	
5. Bankruptcy clerk's office Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at https://pacer.uscourts.gov .	United States Courthouse 515 Rusk Avenue, 5 th Floor Houston, Texas 77002 Hours open: Monday – Friday 8:00 a.m. – 5:00 p.m. Contact phone: 713-250-5500	

6. Meeting of creditors The debtors' representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.	_____ at _____ Date Location: TBA The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.
7. Proof of claim deadline	Deadline for filing proof of claim: Not yet set. If a deadline is set, the court will send you another notice. A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office. Your claim will be allowed in the amount scheduled unless: <ul style="list-style-type: none"> • your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; • you file a proof of claim in a different amount; or • you receive another notice. If your claim is not scheduled or if your claim is designated as <i>disputed</i> , <i>contingent</i> , or <i>unliquidated</i> , you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled. You may review the schedules at the bankruptcy clerk's office or online at https://pacer.uscourts.gov . Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.
8. Exception to discharge deadline The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.	If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below. Deadline for filing the complaint: <u>To be determined</u>
9. Creditors with a foreign address	If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.
10. Filing a Chapter 11 bankruptcy case	Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.
11. Discharge of debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

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

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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, vconvington@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
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
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Patricia B. Tomasco	on behalf of Debtor Rhodium 30MW LLC pattytomasco@quinnemanuel.com barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

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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 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
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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