

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)
	§	

APPLICATION OF DEBTORS FOR AUTHORITY TO
RETAIN AND EMPLOY QUINN EMANUEL URQUHART & SULLIVAN, LLP
AS ATTORNEYS EFFECTIVE AS OF THE PETITION DATE

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Rhodium Encore LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) respectfully represent as follows in support of this Application of Debtors for Authority to Retain and Employ Quinn Emanuel Urquhart & Sullivan, LLP as Attorneys Effective as of the Petition Date (the “Application”):

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.



BACKGROUND

1. On August 24, 2024, Rhodium Encore LLC, Jordan HPC LLC, Rhodium JV LLC, Rhodium 2.0 LLC, Rhodium 10MW LLC, and Rhodium 30MW LLC each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Initial Debtors”). The Initial Debtors’ cases are jointly administered *as In re Rhodium Encore, LLC, et al.*, Case No. 24-90448 (ARP).

2. On August 29, 2024, the following additional affiliates of the Initial Debtors filed voluntary petitions for chapter 11 relief: Rhodium Technologies LLC, Rhodium Enterprises Inc., Rhodium Renewables LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium Shared Services LLC, Rhodium Renewables Sub LLC, Rhodium 30MW Sub LLC, Rhodium Encore Sub LLC, Rhodium 10MW Sub LLC, Rhodium 2.0 Sub LLC, Air HPC LLC, and Jordan HPC Sub LLC (the “Additional Debtors,” and, together with the Initial Debtors, the “Debtors”).

3. The Debtors’ chapter 11 cases (the “Chapter 11 Cases”) are jointly administered for procedural purposes only pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”). *See* ECF Nos. 8 and 41.

4. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

5. A detailed description of the facts and circumstances regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the Declaration of David M. Dunn in Support of Chapter 11 Petitions and First Day Relief (the “First Day Declaration”) (ECF No. 35).

JURISDICTION

6. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

7. By this Application, pursuant to sections 327(a), 328(a), 329, and 504 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1, the Debtors request entry of an order (i) authorizing the retention and employment of Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel” or the “Firm”) as attorneys for the Debtors effective as of the Petition Date and (ii) granting related relief.

8. The Debtors request that the Court approve the retention of Quinn Emanuel under a general retainer, as their attorneys to perform the extensive legal services that will be required during these Chapter 11 Cases in accordance with Quinn Emanuel’s normal hourly rates in effect when services are rendered and Quinn Emanuel’s normal reimbursement policies. In support of this Application, the Debtors submit the declaration of Charles Topping, the General Counsel and Secretary of Rhodium Enterprises, Inc., attached hereto as Exhibit A (the “Topping Declaration”) and the declaration of Patricia B. Tomasco, a partner of Quinn Emanuel, attached hereto as Exhibit B (the “Tomasco Declaration”).

RELIEF REQUESTED SHOULD BE GRANTED

9. Section 327(a) of the Bankruptcy Code provides that “the trustee, with the court’s approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under [the Bankruptcy Code].” 11 U.S.C. § 327(a).

QUINN EMANUEL'S QUALIFICATIONS

10. The Debtors seek to retain Quinn Emanuel because of Quinn Emanuel's recognized expertise and extensive experience and knowledge practicing before bankruptcy courts in large and complex chapter 11 cases and because of Quinn Emanuel's knowledge of the Debtors' business, financial, and litigation affairs, including the Debtors' litigation with Whinstone US, Inc.

11. Quinn Emanuel and its partners have represented numerous debtors and committees in bankruptcy cases across the nation, including FTX Trading Ltd.; Boy Scouts of America and Delaware BSA, LLC; Cinemex USA Real Estate Holdings, Inc.; Desolation Holdings LLC; Talen Energy Supply, LLC; Wesco Aircraft Holdings, Inc.; Voyager Digital Holdings, Inc.; Chinos Holdings, Inc.; Kingfisher Midstream LLC; RadioShack Corporation; Alto Maipo SpA; Exco Resources, Inc.; and Westmoreland Coal Company.

12. The Debtors have been informed that Patricia B. Tomasco, a partner at Quinn Emanuel, who will be employed in these Chapter 11 Cases, is a member in good standing of, among others, the State Bar of Texas and the United States District Court for the Southern District of Texas. Other partners, counsel, and associates of Quinn Emanuel who will be employed in these Chapter 11 Cases are members in good standing of other bars and courts. Accordingly, Quinn Emanuel is both well qualified and uniquely able to represent the Debtors in their Chapter 11 Cases in an efficient and effective manner.

SCOPE OF SERVICES

13. The employment of Quinn Emanuel under a general retainer and in accordance with its normal hourly rates and disbursement policies is appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute

their Chapter 11 Cases. Subject to further order of this Court, it is proposed that Quinn Emanuel will be employed to render the following professional services:

- a. take all necessary actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiations of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. advise the Debtors with respect to their responsibilities in complying with the United States Trustee Guidelines and Reporting Requirements and with the rules of the Court;
- c. prepare, on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
- d. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- e. take all appropriate actions in connection with the sale of any or all of the Debtors' assets pursuant to section 363 of the Bankruptcy Code, or otherwise; and
- f. perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases; provided, however, that to the extent Quinn Emanuel determines that such services fall outside of the scope of services historically or generally performed by Quinn Emanuel as lead debtors' counsel in a bankruptcy case, Quinn Emanuel will file a supplemental declaration.

14. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Quinn Emanuel has stated its desire and willingness to act in these Chapter 11 Cases and render the necessary professional services as attorneys for the Debtors.

15. The Debtors may also file applications to employ additional professionals in connection with the administration of these Chapter 11 Cases and the Debtors' ordinary course operations. Rather than resulting in any extra expense to the Debtors' estates, it is anticipated that

the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these Chapter 11 Cases.

16. As described in the Tomasco Declaration, Quinn Emanuel will work with the Debtors' other professionals to ensure a clear delineation of each firm's respective roles in connection with representation of the Debtors in these Chapter 11 Cases to prevent duplication of services and ensure the cases are administered in the most efficient way possible.

QUINN EMANUEL'S DISINTERESTEDNESS

17. To the best of the Debtors' knowledge, the partners, counsel, and associates of Quinn Emanuel do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the Tomasco Declaration.

18. Based upon the Tomasco Declaration, the Debtors believe that Quinn Emanuel is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Quinn Emanuel will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Quinn Emanuel will supplement its disclosure to the Court.

PROFESSIONAL COMPENSATION

19. As set forth in the Tomasco Declaration, the Debtors' estates will pay Quinn Emanuel's fees and expenses after submission and approval from the Court. Quinn Emanuel received its first retainer of \$100,000.00 on March 28, 2024, and since then, continued to receive additional retainer refreshes of \$220,265.22 on July 11, 2024, \$500,000.00 on July 15, 2024, \$155,325.44 on July 16, 2024, \$100,000.00 on July 29, 2024, \$400,000.00 on August 20, 2024, \$400,000 on August 26, 2024, and \$68,969.81 on August 27, 2024. The total amount of the

retainers received by Quinn Emanuel from March 28, 2024, through August 27, 2024 is \$1,944,560.47. Quinn Emanuel, from March 19, 2024, through August 28, 2024, has billed the Debtors a total of \$1,700,676.49 for fees and expenses and received payment for fees and expenses in the amount of \$1,700,676.49. Quinn Emanuel currently holds \$243,883.98 in its retainer account.

20. The Debtors understand and have agreed that Quinn Emanuel hereafter will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “Fee Guidelines”), and any further orders of the Court for all professional services performed and expenses incurred after the Petition Date.

21. In accordance with section 504 of the Bankruptcy Code, Quinn Emanuel has neither shared nor agreed to share (a) any compensation or reimbursement it has received or may receive with another person, other than the partners and associates associated with Quinn Emanuel or (b) any compensation or reimbursement another person has received or may receive.

22. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines, the Debtors propose to compensate Quinn Emanuel for services rendered at its customary hourly rates that are in effect as set forth in the Tomasco Declaration, and to reimburse Quinn Emanuel according to its customary reimbursement policies. The Debtors respectfully submit the Quinn Emanuel’s rates and policies stated in the Tomasco Declaration are reasonable.

NOTICE

23. Notice of this Application will be provided to any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Local Rule 9013-1(d).

WHEREFORE, the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Respectfully submitted this 22nd day of September, 2024.

/s/ Charles Topping

Charles Topping
General Counsel and Secretary
Rhodium Enterprises, Inc.

CERTIFICATE OF SERVICE

I, Patricia B. Tomasco, hereby certify that on the 22nd day of September, 2024, a copy of the foregoing Application was served by 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**

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

**DECLARATION OF CHARLES TOPPING IN SUPPORT
OF APPLICATION OF DEBTORS FOR AUTHORITY TO
RETAIN AND EMPLOY QUINN EMANUEL URQUHART & SULLIVAN, LLP
AS ATTORNEYS EFFECTIVE AS OF THE PETITION DATE**

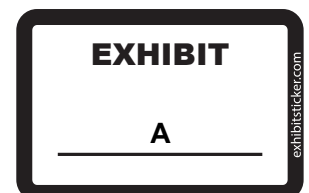
Pursuant to 28 U.S.C. § 1746, I, Charles Topping, hereby declares as follows:

1. I am the General Counsel and Secretary of Rhodium Enterprises, Inc. I submit this declaration in support of the Application of Debtors for Authority to Retain and Employ Quinn Emanuel Urquhart & Sullivan, LLP as Attorneys Effective as of the Petition Date (the “Application”) of Rhodium Encore LLC and its affiliated debtors (collectively, the “Debtors”).

THE DEBTORS’ SELECTION OF COUNSEL

2. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market scrutiny and accountability as professionals in non-bankruptcy engagements. The Debtors retained Quinn Emanuel in March 2024, as its counsel in connection

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with the preparation for a chapter 11 filing of certain entities. The Debtors retained Quinn Emanuel because of, among other factors, its extensive expertise and client service with respect to such matters. I believe that Quinn Emanuel is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases (the “Chapter 11 Cases”) in an efficient and expert manner as bankruptcy counsel.

RATE STRUCTURE AND COST SUPERVISION

3. In my capacity as General Counsel and Secretary, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Quinn Emanuel has informed the Debtors that its rates for bankruptcy representations are comparable to the rates it charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing invoices regularly submitted by Quinn Emanuel, and the rates Quinn Emanuel charged the Debtors pre-petition are the same as the regular, annually-adjusted rates Quinn Emanuel will charge the Debtors in the post-petition period.

4. The Debtors recognize that they have the responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors’ expectations and the exigencies of these Chapter 11 Cases. As they did pre-petition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. To that end, the Debtors will review and monitor the invoices that Quinn Emanuel submits.

I declare under penalty of perjury under the laws of the United States of American that the foregoing is true and correct.

Executed this 22nd day of September, 2024.

/s/ Charles Topping

Charles Topping
General Counsel and Secretary
Rhodium Enterprises, Inc.

**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)
	§	

**DECLARATION OF PATRICIA B. TOMASCO IN SUPPORT OF THE
APPLICATION OF DEBTORS FOR AUTHORITY TO
RETAIN AND EMPLOY QUINN EMANUEL URQUHART & SULLIVAN, LLP
AS ATTORNEYS EFFECTIVE AS OF THE PETITION DATE**

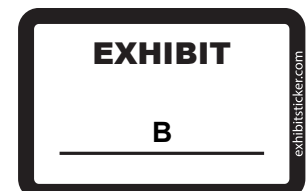
Pursuant to 28 U.S.C. § 1746, I, Patricia B. Tomasco, hereby declares as follows:

1. My name is Patricia B. Tomasco. I am over the age of 18 years. I am competent to make this declaration and I have personal knowledge of the facts stated herein. Each and every statement contained herein is true and correct.

2. I am a partner of the firm Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel” or the “Firm”), an international law firm with offices in 15 U.S. cities and 20 international cities, including offices at 700 Louisiana, Suite 3900, Houston, Texas 77002. Quinn Emanuel’s main telephone number is 713.221.7000.

3. I submit this declaration (this “Declaration”) in connection with the Application of Debtors for Authority to Retain and Employ Quinn Emanuel Urquhart & Sullivan, LLP as

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Attorneys Effective as of the Petition Date (the “Application”)² submitted on the date hereof by Rhodium Encore LLC and its debtor affiliates in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), as debtors and debtors in possession (collectively, the “Debtors”), at Quinn Emanuel’s normal hourly rates and in accordance with Quinn Emanuel’s normal reimbursement policies, in compliance with sections 327(a), 328(a), 329, and 504 of title 11 of the United States Code (the “Bankruptcy Code”), and to provide the disclosures required under rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Quinn Emanuel’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented, or otherwise modified information.

4. Neither I nor any partner of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these Chapter 11 Cases. In addition, except as set forth herein below, to the best of my knowledge, after due inquiry, neither I nor any partner of, counsel to, or associate of the Firm represents any party in interest in these Chapter 11 Cases in matters related to these Chapter 11 Cases.

² Capitalized terms used but not otherwise herein defined shall have the meaning ascribed to such terms in the Application.

QUINN EMANUEL’S DISCLOSURE PROCEDURES

5. In conjunction with the Debtors’ retention of Quinn Emanuel, I directed a search of Quinn Emanuel’s conflicts system for the entities listed on the attached Schedule 1 (the “Potential Parties in Interest”). The following summarizes the findings gleaned from my review of the information available on Quinn Emanuel’s conflicts system of current clients of Quinn Emanuel and affiliates of current clients of Quinn Emanuel that are also associated with the Debtors.

a. Current Clients of Quinn Emanuel that are Creditors or Parties in Interest: Representation on Other Matters

6. Quinn Emanuel currently represents entities or affiliates of entities that may have direct or individual claims or interest against the Debtors that are listed on the attached Schedule 2. Except as set forth below, Quinn Emanuel’s ongoing representation of the Schedule 2 entities does not involve or relate to the Debtors or this case.³

7. Quinn Emanuel currently represents Whinstone US, Inc. (“WUS”), along with co-counsel from Debevoise & Plimpton LLC (“Debevoise”) in the case of GMO Gamecenter USA, Inc. et al. v. Whinstone US, Inc., No. 1:22-cv-05974, currently pending in the United States District Court for the Southern District of New York (the “GMO Matter”). The GMO Matter involves breach of contract disputes concerning contracts associated with WUS’s facility in Rockdale, Texas. The Debtors’ Motion to Assume [Dkt. No. 32] and related disputes with WUS involve different contracts with WUS concerning WUS’s facility in Rockdale, Texas. WUS’s engagement

³ The Engagement Letter between the Debtors and Quinn Emanuel, contains a standard future conflicts waiver: “We are undertaking this Engagement on condition that Company gives its express consent and agreement that we may represent other clients, including the parties adverse to you in this matter, in the future in other matters in which we do not represent Company even if the interests of the other clients are adverse to Company (including the appearance on behalf of another client adverse to Company in an unrelated negotiation, litigation or arbitration), provided that the other matter is not substantially related to our representation of Company. Our firm has many lawyers and numerous offices and you agree that you are a sophisticated client. The countersignature to this letter on behalf of Company also acknowledges that we have made disclosure to Company of the above facts and that Company agrees to the conflict waiver set forth herein.”

letter with Quinn Emanuel contains a non-standard conflicts waiver excluding the firm's Rhodium representation from any alleged conflict of interest by WUS:

At this time we are aware of the following facts that may be relevant to actual or potential conflicts of interest and to the above waiver: QEU&S is currently representing a party adverse to Whinstone US, Inc. in a matter that may be substantially related to the Engagement. Whinstone expressly waives any conflict arising from or in connection with that representation. The conflict waivers contained herein also waive possible conflicts based on future facts and circumstances that cannot be known at this time. The countersignatures to this letter on behalf of Whinstone US, Inc. and Riot Platforms, Inc. also acknowledge that we have made disclosure to Whinstone US, Inc. and Riot Platforms, Inc. of the above facts and that Whinstone US, Inc. and Riot Platforms, Inc. agree to the conflict waivers set forth herein.

8. Quinn Emanuel may be adverse to WUS and Riot Platforms, Inc. in all respects in these bankruptcy cases and will vigorously prosecute any claims that the Debtors may have against WUS and Riot Platforms, Inc. in these cases.

b. Current and Former Clients of Quinn Emanuel that are Creditors of the Debtors; Representation in these Chapter 11 Cases

9. Quinn Emanuel also currently represents creditors and affiliates of creditors of the Debtors as reflected on Schedule 2. Furthermore, Quinn Emanuel previously represented but does not currently represent other creditors or affiliates of creditors of the Debtors as reflected on Schedule 2 as "Former Clients." Such representation will not impact Quinn Emanuel's ability to fulfill its obligations as bankruptcy counsel to the Debtors as allowed by 11 U.S.C. § 327(a).

10. As used in Exhibit 2, the term "Current" means a client for which the Firm has performed work within the past 12 months. Contrastingly, the term "Former" means a client for which the firm has not performed work within the past 12 months whether or not the attorney-

client relationship was formally terminated. None of the Current Clients represent more than 1% of Quinn Emanuel's annual revenues.

11. Based on the searches conducted to date and described herein, to the best of my knowledge, neither Quinn Emanuel nor any partner or associate thereof has any connection with the Office of the United States Trustee or any person employed in the Office of the United States Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas other than in normal professional connections that Quinn Emanuel has developed as a result of its representations of various parties in interest in unrelated matters before the Court. Accordingly, the Debtors' retention and employment of Quinn Emanuel is not prohibited by Bankruptcy Rule 5002.

12. To the best of my knowledge, upon reasonable inquiry, neither I nor any professional of the Quinn Emanuel team that is providing services to the Debtors is a creditor of the Debtors.

13. Given the large number of parties in interest in these Chapter 11 Cases and because the information on Schedule 1 may have changed without Quinn Emanuel's knowledge and may change during the pendency of the Debtors' Chapter 11 Cases, Quinn Emanuel is not able conclusively to identify all relationships or potential relationships with all creditors or other parties in interest in these Chapter 11 Cases. If any new relevant facts or relationships are discovered or arise, Quinn Emanuel will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration as required by Bankruptcy Rule 2014(a).

QUINN EMANUEL IS DISINTERESTED

14. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe that Quinn Emanuel does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Quinn Emanuel is to be employed and that Quinn Emanuel is

“disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

QUINN EMANUEL’S RETAINER, RATES, AND BILLING PRACTICES

15. Quinn Emanuel is not a creditor of the Debtors. Quinn Emanuel received its first retainer of \$100,000.00 on March 28, 2024, and since then, continued to receive additional retainer refreshes of \$220,265.22 on July 11, 2024, \$500,000.00 on July 15, 2024, \$155,325.44 on July 16, 2024, \$100,000.00 on July 29, 2024, \$400,000.00 on August 20, 2024, \$400,000 on August 26, 2024, and \$68,969.81 on August 27, 2024. The total amount of the retainers received by Quinn Emanuel from March 28, 2024, through August 27, 2024 is \$1,944,560.47. Quinn Emanuel, from March 19, 2024, through August 28, 2024, has billed the Debtors a total of \$1,700,676.49 for fees and expenses and received payment for fees and expenses in the amount of \$1,700,676.49. Quinn Emanuel currently holds \$243,883.98 in its retainer account.

16. Quinn Emanuel intends to charge the Debtors for services rendered in these Chapter 11 Cases at Quinn Emanuel’s normal hourly rates in effect at the time the services are rendered. Quinn Emanuel’s customary hourly rates for the professionals assigned to this matter, subject to change from time to time, are partners--\$1,720.00-\$1,765.00, counsel--\$1,570.00, associates--\$1,395.00-\$1,515.00, law clerks--\$645.00, and paraprofessionals--\$550.00.

17. Quinn Emanuel also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Quinn Emanuel’s normal reimbursement policies, subject to any modifications to such policies that Quinn Emanuel may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “Fee Guidelines”). Quinn Emanuel’s disbursement

policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Quinn Emanuel will charge \$.10 per printed black and white page and \$.25 per color page. Other reimbursable expenses (whether the service is performed by Quinn Emanuel in-house or through a third-party vendor) include, but are not limited to facsimiles, deliveries, court costs, transcript fees, travel fees, and clerk fees.

18. No promises have been received by Quinn Emanuel or any partner, counsel, or associate of Quinn Emanuel, as to payment or compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines. Furthermore, Quinn Emanuel has no agreement with any other entity to share compensation received by Quinn Emanuel or by such entity.

19. The Application requests approval of Quinn Emanuel's retention on rates, terms, and conditions, consistent with that Quinn Emanuel charges non-chapter 11 debtors, namely, prompt payment of Quinn Emanuel's hourly rates, as adjusted from time to time, and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Quinn Emanuel intends to apply for the allowance of compensation for professional services rendered in these Chapter 11 Cases and for reimbursement of actual and necessary expenses relating thereto, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and any other applicable procedures and orders approved by the Court.

NO DUPLICATION OF SERVICES

20. I understand that the Debtors will retain various other restructuring professionals in these Chapter 11 Cases. I also understand that the Debtors may also file further applications to

employ additional counsel in the Chapter 11 Cases for particular purposes. The Debtors, Quinn Emanuel, and other restructuring professionals have fully discussed Quinn Emanuel's role in these Chapter 11 Cases so as to avoid the duplication of work. Quinn Emanuel agrees to make reasonable efforts to avoid duplication of services by any other professionals employed by the Debtors.

ATTORNEY STATEMENT PURSUANT TO FEE GUIDELINES

21. The following is provided in response to the request for additional information set forth in Appendix B, Paragraph D.1 of the Fee Guidelines.

Question: Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

Answer: No.

Question: Do any of the Firm's professionals in this engagement vary their rate based on the geographical location of the Debtors' Chapter 11 Case?

Answer: No. The hourly rates used by Quinn Emanuel in representing the Debtors are consistent with the rates that the Firm charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

Question: If the Firm has represented the Debtors in the 12 months pre-petition, disclose the Firm's billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months pre-petition. If the Firm's billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Answer: Quinn Emanuel was first retained by the Debtors in March 2024. Quinn Emanuel's fees are determined on the basis of time billed at hourly rates. The hourly rates billed by Quinn Emanuel pre-petition are the same hourly rates requested post-petition.

Question: Have the Debtors approved Quinn Emanuel's budget and staffing plan, and if so, for what budget period?

Answer: The Debtors have not requested a budget and/or staffing plan from Quinn Emanuel.

22. The foregoing constitutes the statement of Quinn Emanuel pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 22nd day of September, 2024.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

Schedule 1

PARTIES-IN-INTEREST LIST**Bankruptcy Judges and Staff for
Southern District of Texas**

Judge Marvin Isgur
 Judge Christopher M. Lopez
 Judge Jeffrey P. Norman
 Judge Eduardo V. Rodriguez
 Judge Alfredo R. Perez
 Tyler Laws
 Akeita House
 Peter Bray
 Jason Marchand
 Sierra Thomas-Anderson
 Rosario Saldana
 Zilde Martinez
 Tracey Conrad
 Shannon Holden
 Christina Bryan
 Melissa Morgan-Faircloth
 Aaron Jackson
 Mario Rios
 Yvonne Ho
 Samantha Warda
 Dena Hanovice Palermo
 Carol Felchak
 Jeannie Chavez
 Ana Castro
 Sam S. Sheldon
 Shannon Jones

US Trustee

Ha Minh Nguyen
 Christopher Ross Travis

Client Corporate Group

Rhodium Enterprises, Inc.
 Rhodium Technologies LLC
 Rhodium Renewables LLC
 Rhodium 2.0 LLC
 Rhodium Encore LLC
 Rhodium 30MW LLC
 Rhodium 10MW LLC
 Rhodium JV LLC
 Air HPC LLC
 Jordan HPC LLC
 Rhodium Industries LLC

Rhodium Shared Services LLC
 Rhodium Ready Ventures LLC
 Rhodium Renewables Sub LLC
 Rhodium 2.0 Sub LLC
 Rhodium Encore Sub LLC
 Rhodium 30MW Sub LLC
 Rhodium 10MW Sub LLC
 Jordan HPC Sub LLC

Adverse Party and Potentially**Adverse Party/Creditor of Rhodium
Technologies LLC Rhodium 2.0
LLC, Rhodium Technologies LLC,
& Rhodium Encore LLC**

Proof Capital Alternative Growth Fund
 Proof Capital Alternative Income Fund
 Proof Proprietary Investment Fund Inc.
 C5 Capital LLC
 Sing Family Enterprise Limited
 Abundance 2021, LLC
 Imperium Investments Holdings LLC
 SCM Worldwide LLC
 Michael Garrie
 Chang Living Trust
 Vesano Ventures LLC
 Daniel Garrie
 Limitless Advisors LLC
 Del Papa Ventures Ltd
 Fellowship Management Group, LLC
 Yang, Patty
 Pepper Grove Holdings Limited
 Alfred Murray Capital, LLC
 AnnMarie Fornaro Trust dated January
 9, 2017
 Blain, Derek
 Brown, Michael
 BT Real Estate LLC
 Bullfrog Investment Group Inc.
 Celsius Core LLC
 Coroneos, Paul A
 GenGlobal RIG LLC
 Gilbert, Sean Michael
 Hibble, Adam
 Infinite Mining, LLC
 J. Blue Company, LLC

Jennings, Brett
 JWS QRP HOLDINGS LLC
 Karl, Philip
 Kessner, Matthew J
 Laczko, Zoltan
 Lau, James
 LIQUID MINING FUND I LLC
 Magic Circle Trust
 Mcbee, Christopher
 Mettlehead Capital, LLC
 Moorhead, Jordan
 Noble Crest Capital, LLC
 Orr, Douglas
 Philip M. Fornaro Trust dated January 9,
 2017
 Precint Holdings, LLC
 Private Investor Club Feeder Fund 2021-
 H LLC
 RH Fund III, a series of Telegraph
 Treehouse, LP
 RH Fund I, a series of Permit RH, LP
 Ranger Private Investment Partners, L.P.
 RKS Investments LLC
 Salvadori, Alexander Matthew
 Shoemaker, Robert
 Solo Sessions, LLC Profit Sharing Plan
 Brennan M. Nacol 2015 Irrevocable
 Trust
 Smith, Jeffrey
 Stefkov, Emil
 Ten R Ten, LLC
 Thakur, Neil Kumar
 The Kirk A. Blackmon 2013 Family
 Trust
 Thunder Mountain Holdings LLC
 Permit Ventures, LLC
 TZ SOLO401K TRUST
 Vantage FBO Amber Wimberly IRA
 Weber, Brad
 Winchester Partners, LP
 Ethos Investments XV, LLC
 AFC Development LLC
 Arctos Credit LLC (*I believe this is
 n/k/a NYDIG or owned by NYDIG)
 Christopher Blackerby
 Clark and Laurie Kemble
 Colin Hutchings

Equity Trust Company Custodian FBO
 Valentin Angelkov IRA
 ERC Capital LLC
 Guarav Parikh 2020 Revocable Trust
 Jacquelyn B. Nacol 2015 Irrevocable
 Trust
 KeekBC LLC
 LNW Family II LP
 Omega Capital Ventures S R L
 Pat C. Hawkins
 Printing Capital I LP
 Private Investor Club Feeder Fund 2020-
 G LLC
 Private Investor Club Feeder Fund 2020-
 H LLC
 R2BMNI LLC
 Resolutions Real Estate Services LLC
 Robert M. and Nancy T. Spencer
 Rossano N. Wlodawsky and Marnie S.
 Wlodawsky Joint Revocable Living
 Trust
 Ryan Nacol 2015 Irrevocable Trust
 Scott A. Thurman
 Shane M. Blackmon
 Stadlin Group Investmnents LLC
 The Goodman Family Trust
 Thomas Lienhart
 Upgradeya Investments LLC
 Chase Blackmon
 Cameron Blackmon
 Nathan Nichols
 DROip3 LLC
 The Trudo T. M. Letschert, II Revocable
 Trust
 Solo Sessions LLC
 345 Partners SPV2 LLC
 Brian Cullinan
 GR Fairbairn Family Trust
 GRF Tiger Trust
 Jacob Rubin
 Jerald and Melody Howe Weintraub
 Revocable Living Trust
 Kintz Family Trust
 Moore Revocable Trust Dated July 31,
 2014
 NC Fairbairn Family Trust
 Nina Claire Fairbairn Revocable Trust
 Paul Schwarz

Richard Fullerton
 Transcend Partners Legend Fund LLC
 Valley High Limited Partnership
 Wilkins-Duignan 2009 Revocable Trust
 Jerald M Weintraub/Jerald and Melody
 Howe Weintraub Revocable Living
 Trust DTD 02/05/98, as amended
 Grant Fairbairn Revocable Trust
 NCF Eagle Trust
 Jonathan E Aborn
 Ers Captial LLC
 James M. Farrar & Adda B.D. Farrar
 (JWROS)
 Morrison Park Capital LLC/Anthony E
 Ausiello
 ELYSIUM MINING, LLC
 RH Fund II, a series of Telegraph
 Treehouse, LP/Benefit of Angel list
 Gaurav Parikh 2020 Revocable Trust
 TYLER BOSSERMAN/Vida Kick LLC
 Whinstone US, Inc.
 Riot Platforms, Inc.
 Temple Green Data LLC
 NetZero Energy LLC
 Rowan Green Data LLC
 Quinbrook Infrastructure Partners
 Midas Green Technologies LLC
 RC Enterprises, LLC dba Electronic
 Cleaners
 Gunn Restoration, LLC
 Blackmon Mooring of Austin, LLC
 Richard Camara
 Justin Camara
 Dick Camara
 Trine Mining, LLC
 Cross The River, LLC
 Celsius Network LLC
 Celsius KeyFi LLC
 Celsius Lending LLC
 Celsius Mining LLC
 Celsius Network, Inc.
 Celsius Network Limited
 Celsius Networks Lending LLC
 Celsius US Holding LLC

Hosting Customer of Rhodium

Renewables LLC

TX 3 Mining LLC

Directors, Officers, and Employees

Nathan Nichols
 Chase Blackmon
 Cameron Blackmon
 Kevin Hays
 Charles Topping
 Caleb VanZoeren
 Morgan Soule
 Alex Peloubet
 Alicia Catatao
 Matt Smith
 Zach Kerr
 Renata Szkoda
 Jonas Lauren Norr
 David L. Eaton
 L. Spencer Wells
 Imperium Investments Holdings LLC

Former Directors and Officers

Nicholas Cerasuolo
 James Calvin
 Bartholomew Mallon
 Anthony Ausiello
 Jared Melillo
 Marshall Long
 John Lewis Zoeckler

Top Shareholders

Malcolm P and Emily T Fairbairn 2021
 Charitable Remainder
 DLT Data Center 1 LLC
 Private Investor Club Feeder Fund 2020-
 G LLC

Vendors/Service Providers

Proof Corporate Advisory Inc.
 Byline Bank
 U.S. Bank
 Vantage Bank
 First Republic Bank
 Assured Partners
 Lockton Companies
 Sprung Instant Structures Inc.
 EdgarAgents LLC
 Bobcat
 Adobe
 Fiberlight LLC

Carruth-Doggett Inc
 Cambridge Viscosity LLP
 Amplified Containers, LLC
 Equiniti Trust Company LLC
 Hmtech Asic Repair
 Relevant Industrial LLC
 S&P Global Market Intelligence LLC
 Modis
 BMS Management
 Collaborative Office Interiors
 East TX Fencing and Fabrication
 Prolim Corporation
 Virginia Ewing
 Industrial Shelving Systems
 DSI Ventures Inc.
 Tetty's Tees
 Carl Richardson
 Kirkland & Ellis LLP
 Melodie Zoeckler Photography
 2Way Supply
 Titan IO, Inc
 Texas Blockchain Council
 Rowan Green Data LLC
 Munters Corporation
 Asana Inc
 Goodwin Procter LLP
 Ellenoff Grossman
 Amplified Electric
 Armanino
 Kelvion
 PRM Filtration
 Dell Technologies
 Dry Coolers Inc
 ChemFoundry Inc
 H&K Electrical Contractor Inc
 ThermoSystems Inc
 Air Filters Inc
 Whinstone US Inc
 Ameritex Machine & Fabrication
 Peregrine Prime Inc
 Big Johnson Plumbing, Inc
 Marcum LLP
 CDW Direct LLC
 Philip M. Fornaro & Associates Ltd.
 Blockchain Tax Partners
 Efani

JFDI Consultants LLC
 Harrington Industrial Plastics LLC
 Blue HG LLC
 K&L Gates LLP
 Lucent Point, LLC
 McDonnell Boehnen Hulbert &
 Berghoff LLP
 A60 ES LLC
 Rolland Safe and Lock Company
 The BVA Group LLC
 Bray International Inc
 Producers Video Corporation
 Magnetic Mill LLC
 FNK IR, LLC
 Southern Petroleum Laboratories, Inc
 Whispli
 Baer Engineering
 Coinbase Inc.
 DeWitt Law Firm
 Leinart Cleaning LLC
 Mechanical Reps Inc.
 XT-Shanghai Fengy Cable Technology
 Co. Ltd.
 Mettler Toledo LLC
 Industrial Builders Inc.
 Adventure Pictures
 Overhead Door Co. of Central
 Texas/Ideal Slate LLC
 Susan Butenhoff
 Prime Controls
 Leppo Rents
 Optex Solutions
 Net Solutions LLC
 Potter Anderson & Corroon LLP
 PFS Financing Corporation
 Woodway Builders LLC
 Simply Rack Warehouse Equipment
 CICB
 Chain Solutions Ltd.
 Sessions, Israel, & Shartle
 Cardinal Intellectual Property
 Connect Discovery
 Hot Corner Food
 Moffitt Services
 CHAPMAN SPINGOLA LLP
 DOCUMATION OF SAN ANTONIO
 Twisted L BBQ

Advanced Crypto Services LLC
 Henry Horelica
 CSP Safety
 AED Professionals
 Standon Pipe Supports
 Salary.com
 Kane Russell Coleman Logan PC
 One Stop Mining
 McMaster-Carr Supply
 Queue Associates Inc.
 Asset Hound LLC
 Mothership Incubator, LLC
 Upstreamdata
 Hawk Chain Solutions
 Johnson Equipment Company
 Acorn Waste Solutions
 Kelly Hart & Hallman LLP
 Grapnel Tech Services
 Bartlett Electric Co-Op Inc
 Sunbelt Rentals
 K2 Discovery
 JMS Southeast Inc.
 Intuit Quickbooks
 Portico Apartments
 Byron Gossett
 Reliant Energy
 Texas Mutual Insurance Company
 Zochnet LLC
 Kyng Energy Investments
 Shell Technology Center
 Blue Cross Blue Shield
 Bill.com
 American Express
 Canaan US Inc.
 AsicXchange Inc.
 Waste Management Inc.
 AJX Group Inc
 T Fulton Trucking
 Guntner US LLC
 Beam Dental Insurance
 Guardian Insurance
 Okta Inc.
 Riveron LLC
 StrongDM
 Giga Energy Inc.
 Alerus Financial, N.A.

Temple Bolt Supply
 Bearden Creek Advisors LLC
 Ray Barrett
 One LLP
 Marsh USA LLC
 Stris & Maher LLP
 CNA Insurance
 Hash House Tech Inc
 Net Sync
 Unum Group
 UHC
 Consilio LLC
 Rippling Inc.
 KMC Equipment
 Expensify
 Delaware State Government
 Ernst & Young LLP
 Lehotsky Keller LLP
 Gillam & Smith LLP
 Malone Bailey LLP
 Bloomberg Industry Group
 Texas Disposal Systems
 Auradine
 Liebherr USA Co.
 Ochsner Interests
 Access Retirement Solutions
 Lancium LLC
 Dawson Van Orden Inc.
 Unfinished Projects LLC
 SHANDONG TAIAN HIKING
 INTERNATIONAL COMMERCE
 GROUP CO.LTD
 Stylus Jinn Repair
 MESO
 Swisher Acquisitions
 SecureW2
 NTX Mechanical and Welding LLC
 Checkr Inc
 Lonestar Taproot LLC
 MicroBT
 DHL Analytical
 Westguard Insurance Company
 AF Group Inc.
 Artemis Power Tech LLC
 B. Riley Securities Inc.
 City of Temple

Elevate
Puerto Rico Tax Department
NYDIG LLC
HKA Global LLC
Keating and Son's Tire
Mark Grams
Texas Comptroller of Public Accounts
New Pig Corporation
Schneider Freight Power
Magruder Executive Search
Summit Fire and Security
MongoDB Inc.
Progressive Insurance
Alamo Prism Communications Inc.
Bitmain Technologies Delaware Limited
First Insurance
Milam County Courthouse
McMillan James Equipment Company
Northeast Series of Lockton Companies
DLR Plumbing
Three Way Logistics Inc
3A General Contractors LLC
The TASA Group Inc.
American Arbitration Association
Stoel Rives LLP
Milam County Tax Assessor
Quinn Emanuel Urquhart & Sullivan
LLP
ExpertLink LLC
Victor Martinez
Gregg Law PC
National Benefits Services LLC
The Cleaning Guys LLC
Aerotek Inc.
Barnes & Thornburg LLP
Alternative Environmental & Recycling
Services Inc.
ClearVue Landscapes
JND eDiscovery
Logic Systems Inc.
Gunns Restoration
Greg Riley Professional Engineer
Propour, LLC
Donnelley Financial LLC
John Dees
Brandon and Clark, Inc.

SCHEDULE 2

COMPANY	RELATIONSHIP
Air HPC LLC	Current client
Jordan HPC LLC	Current client
Jordan HPC Sub LLC	Current client
Rhodium 10MW LLC	Current client
Rhodium 10MW Sub LLC	Current client
Rhodium 2.0 LLC	Current client
Rhodium 2.0 Sub LLC	Current client
Rhodium 30MW LLC	Current client
Rhodium 30MW Sub LLC	Current client
Rhodium Encore LLC	Current client
Rhodium Encore Sub LLC	Current client
Rhodium Enterprises, Inc.	Current client
Rhodium JV LLC	Current client
Rhodium Ready Ventures LLC	Current client
Rhodium Renewables LLC	Current client
Rhodium Renewables Sub LLC	Current client
Rhodium Shared Services LLC	Current client
Rhodium Technologies LLC	Current client
Access Retirement Solutions	Access Industries (if related) is a current client
AFC Development LLC	AFC entities (if related) are former clients
American Arbitration Association	Former client
American Express	Former client
Arctos Credit LLC n/k/a NYDIG	Current client
Assured Partners	Assured entities (if related) are former clients
B. Riley Securities Inc.	Current client as well as certain affiliates
Baer Engineering	Julius Baer Group (if related) is a current client
Blockchain Tax Partners	Blockchain Recovery Investment Consortium (if related) is a current client
Bloomberg Industry Group	Bloomberg is a current client
BMS Management	Bristol Myers-Squibb aka BMS (if related) is a current client
Bobcat	Bobcat Bluff Wind Project LLC (if related) is a former client
BT Real Estate LLC	BT entities (appear unrelated) are current clients
Canaan US Inc.	Current client
Cardinal Intellectual Property	Cardinal Ventures (if related) is a current client
CDW Direct Duplicate	CDW Corporation (if related) is a former client
CDW Direct LLC	CDW Corporation (if related) is a former client
CNA Insurance	Former client
Coinbase Inc.	Current client

COMPANY	RELATIONSHIP
CSP Safety	CSP (Carlyle Strategic Partners) IV Acquisitions L.P. (if related) is a former client
DHL Analytical	DHL Ventures and Deutsche Post AG dba Deutsche Post DHL (if related) are current clients
DLR Plumbing	DLR Restaurants, dba Dick's Last Resort (if related) is a former client
DLT Data Center 1 LLC	DLT Entertainment, Ltd. (if related) is a former client
Donnelley Financial LLC	R.R. Donnelley aka R.R. Donnelley & Sons Company (if related) is a current client
Elysium Mining LLC	Former client
Ernst & Young LLP	Former client
First Insurance	First State Insurance, First American Title Insurance, and First Colonial Life Insurance (if related) are former clients
Guardian Insurance	Former client
Intuit Quickbooks	Current client
JFDI Consultants LLC	JFDI Accountants (if related) is a former client
K2 Discovery	K2 Advanced Media LLC, K2 Capital Partners Ltd., K2 Advisors LLC, K2 Eon LLC, and K2/D&S Management Co., (if related) are former clients
KMC Equipment	KMC Enterprises, LLC (if related) is a former client
Lockton Companies	Current client
Lonestar Taproot LLC	Lonestar Pipeline Company (if related) is a former client
Malcolm P and Emily T Fairbairn 2021 Charitable Remainder	Current client
Marsh USA LLC	Marsh entities (if related are former clients
Matt Smith	Matthew Smith (if same) is a current client
Munters Corporation	Munters AB (if related) is a former client
Progressive Insurance	Former client
Proof Proprietary Investment Fund Inc.	Proprietary Capital LLC (if related) is a current client
Reliant Energy	Former client
RH Fund II, a series of Telegraph Treehouse LP/Benefit of Angel list	Angel List Holdings LLC (if related) is a former client
Riot Platforms, Inc.	Current client
Robert M and Nancy T. Spencer	Nancy Spencer (if related) is a former client
Rowan Digital Infrastructure Pty Ltd.	Rowan Companies Ltd. and Red Rowan Investments Ltd. (if related) are former clients

COMPANY	RELATIONSHIP
Rowan Green Data LLC	Rowan Companies Ltd. and Red Rowan Investments Ltd. (if related) are former clients
Royal TR GSS TR/Proof Capital Alternative Income Fund	Royal Capital Management (if related) is a current client
S&P Global Market Intelligence LLC	Former client
SCM Worldwide LLC	SCM entities are current clients
Shell Technology Center	Shell entities are current clients
U.S. Bank	Former client
Valley High Limited Partnership	Current client
Waste Management, Inc. aka WM	Former client
Whinstone US Inc.	Current client

**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 (ARP) (Jointly Administered)
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**ORDER GRANTING THE APPLICATION OF DEBTORS
FOR AUTHORITY TO RETAIN AND EMPLOY QUINN EMANUEL
URQUHART & SULLIVAN, LLP AS ATTORNEYS
EFFECTIVE AS OF THE PETITION DATE
(Relates to ECF ____)**

Upon the application, dated September 22, 2024 (the “Application”)² of Rhodium Encore LLC, and its affiliated debtors in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 (i) authorizing the Debtors to retain and employ Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) as attorneys for the Debtors, effective as of the Petition Date and (ii) granting related relief, all as more fully set forth in the Application; and upon consideration of the Tomasco Declaration and the Topping Declaration; and this Court

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 meanings ascribed to such term in the Application.

being satisfied, based on the representations made in the Application and the Tomasco Declaration, that Quinn Emanuel is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Quinn Emanuel represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is engaged; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application 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 Application having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other further notice need be provided; and the Court having reviewed the Application; and all objections, if any, to the Application having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is necessary for the Debtors’ reorganization 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 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, to employ and retain Quinn Emanuel as their attorneys in these Chapter 11 cases from the Petition Date under a general retainer in accordance with Quinn Emanuel’s normal hourly rates and disbursement policies, all as contemplated by the Application, as modified by this Order.

2. Quinn Emanuel is authorized to render the following professional services:
 - a. take all necessary actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiations of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
 - b. advise the Debtors with respect to their responsibilities in complying with the United States Trustee Guidelines and Reporting Requirements and with the rules of the Court;
 - c. prepare, on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
 - d. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
 - e. take all appropriate actions in connection with the sale of any or all of the Debtors' assets pursuant to section 363 of the Bankruptcy Code, or otherwise; and
 - f. perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases; provided, however, that to the extent Quinn Emanuel determines that such services fall outside of the scope of services historically or generally performed by Quinn Emanuel as lead debtors' counsel in a bankruptcy case, Quinn Emanuel will file a supplemental declaration.

3. Quinn Emanuel shall be compensated in accordance with, and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to, sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and any other applicable procedures and orders of the Court. For billing purposes, Quinn Emanuel shall keep its time in one-tenth (1/10) hour increments in accordance with the Fee Guidelines. Quinn Emanuel also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines, both in connection with the Application and any interim and final fee

applications to be filed by Quinn Emanuel in these Chapter 11 Cases. Aside from the Fee Statements filed each month, all billing records filed in support of Quinn Emanuel's fee applications will be forwarded to the U.S. Trustee using an open and searchable LEDES data format.

4. Quinn Emanuel shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Quinn Emanuel shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

6. Notwithstanding anything in the Application to the contrary, Quinn Emanuel shall (i) to the extent that Quinn Emanuel uses the services of contract attorneys, independent contractors, or subcontractors (collectively, the "Contractors") in these cases, pass through the cost of such Contractors at the same rate that Quinn Emanuel pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for Quinn Emanuel; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

7. No agreement or understanding exists between Quinn Emanuel and any other person, other than as permitted by Bankruptcy Code § 504, to share compensation received for services rendered in connection with these Chapter 11 Cases, nor shall Quinn Emanuel share or agree to share compensation received for services rendered in connection with these cases with any other person other than as permitted by Bankruptcy Code § 504.

8. Quinn Emanuel shall provide fourteen (14) business days' notice to the Debtors, the U.S. Trustee, and any official committee appointed in these Chapter 11 Cases before implementing any periodic increases and shall file such notice with the Court. The U.S. Trustee

retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Notwithstanding anything to the contrary in the Application, the Tomasco Declaration, or the Topping Declaration attached to the Application, Quinn Emanuel shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

10. Quinn Emanuel will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Quinn Emanuel will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

11. To the extent there is any inconsistency between the Application, the Tomasco Declaration, the Topping Declaration and this order, the provisions of this order shall govern.

12. The Debtors and Quinn Emanuel are authorized to take all necessary actions to effectuate the relief granted pursuant to this order in accordance with the Application.

13. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

Dated: _____

ALFREDO R. PEREZ
UNITED STATES BANKRUPTCY JUDGE