

ENTERED

September 23, 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.	§	
	§	(Jointly Administered)
	§	

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE THEIR
EXISTING CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PRE-PETITION
OBLIGATIONS RELATED THERETO, AND (C) CONTINUE TO PERFORM
INTERCOMPANY TRANSACTIONS, (II) GRANTING SUPERPRIORITY
ADMINISTRATIVE EXPENSE STATUS TO POST-PETITION INTERCOMPANY
BALANCES, AND (III) GRANTING RELATED RELIEF**

(Relates to ECF Nos. 36, 76)

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”): (a) authorizing, but not directing, the Debtors to (i) continue to operate the Cash Management System; (ii) honor certain pre-petition obligations related thereto; and (iii) continue to perform Intercompany Transactions consistent with historical practice; and (b) granting superpriority administrative expense status to post-petition intercompany balances; all as more fully set forth in the Motion; and upon the First Day Declaration; and upon the Court having held a hearing on an interim basis on August 30, 2024; and upon the Court having entered an order granting relief on an interim basis; and this

¹ The Debtors in these chapter 11 cases and the last four digits of their corporate identification numbers are as follows: Rhodium Encore LLC (3974), Jordan HPC LLC (3683), Rhodium JV LLC (5323), Rhodium 2.0 LLC (1013), Rhodium 10MW LLC (4142), Rhodium 30MW LLC (0263), Rhodium Enterprises, Inc. (6290), Rhodium Technologies LLC (3973), Rhodium Renewables LLC (0748), Air HPC LLC (0387), Rhodium Shared Services LLC (5868), Rhodium Ready Ventures LLC (8618), Rhodium Industries LLC (4771), Rhodium Encore Sub LLC (1064), Jordan HPC Sub LLC (0463), Rhodium 2.0 Sub LLC (5319), Rhodium 10MW Sub LLC (3827), Rhodium 30MW Sub LLC (4386), and Rhodium Renewables Sub LLC (9511). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

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



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Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and that this Court having the power to enter 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 matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 345, 363(b)(1), 363(c)(1), and 364(a) of the Bankruptcy Code, to continue to maintain and manage their cash and bitcoin pursuant to the Cash Management System; to collect, concentrate, and disburse cash in accordance with the Cash Management System, including the Debtors' Intercompany Transactions; to make ordinary course changes to their Cash Management System without further order of the Court; and to transfer, hold, or sell Bitcoin in the ordinary course and to transfer proceeds related therefrom to the Debtors' Bank Accounts. Except as otherwise set forth herein, the Debtors and the Banks may, without further order of this Court, agree and implement changes to the Cash Management System and procedures in the ordinary course of business.

3. The Debtors are authorized to (i) designate, maintain, and continue to use any or all of their existing Banks, including those listed on Exhibit A to the Motion, in the names and with the account numbers existing immediately before the Petition Date, (ii) to the extent of available funds, deposit funds in, and withdraw funds from, such accounts by all usual means, including, without limitation, checks, wire transfers, ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank Accounts, whether arising before or after the Petition Date, (iv) pay Bitcoin Mining Pool and Bitcoin Wallet Fees or other charges associated with the Bitcoin Management System; and (v) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts.

4. The Debtors are authorized to open new Bank Accounts and close any existing Bank Accounts in the ordinary course of business provided that all accounts opened by any of the Debtors on or after the Petition Dates at any bank shall be at depositories that are (i) insured by the FDIC or the Federal Savings and Loan Insurance Corporation, (ii) designated as an authorized depository by the U.S. Trustee pursuant to the UST Operating Guidelines, and (iii) with a bank that agrees to be bound by the terms of this Order, provided further, for purposes of this Final Order, be deemed a Bank Account as if it had been listed on Exhibit A to the Motion. The opening or closing of any Bank Accounts shall be timely indicated on the Debtors' monthly operating reports and notice of such opening or closing shall be provided to the U.S. Trustee and any statutory committee.

5. The Debtors are authorized to open new Bitcoin Wallets or join new Bitcoin Mining Pools and close any existing Bitcoin Wallets or leave any Bitcoin Mining Pools in the ordinary course of business, provided however, the opening or closing of any Bitcoin Wallets shall be timely indicated on the Debtors' monthly operating reports and notice of such opening or closing shall be

provided to the U.S. Trustee and any statutory committee. If the Debtors open a new Bitcoin Wallet or join a new Bitcoin Mining Pool, the Debtors may, in the ordinary course, transfer Bitcoin and cash assets between any new and existing Bitcoin Wallet, Bitcoin Mining Pool, or Bank Accounts.

6. The Banks are authorized to receive, process, honor, and pay any and all drafts, checks or other items issued, or to be issued, and wire transfers, ACH transfers, and electronic funds transfers requested, or to be requested, by the Debtors to the extent that sufficient funds are on deposit in available funds in the applicable Bank Accounts to cover such payments and otherwise in accordance with the applicable Cash Management System agreements. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds transfers, ACH transfers, or other items should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, transfers, or other items are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

7. Any Bank with which the Debtors maintained Bank Accounts as of the Petition Date is authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court for: (i) all drafts, checks, wire transfers, electronic funds transfers, ACH transfers, or other items drawn on the Debtors' accounts which are cashed or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (ii) all checks or other items deposited in one of the Debtors' accounts with the Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (iii) all undisputed prepetition and postpetition amounts outstanding, if any,

owed to the Bank as Bank Fees for the maintenance of the Cash Management System and charge back returned items to the Bank Accounts in the ordinary course.

8. The Banks shall not be liable to any party on account of: (i) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry); (ii) the honoring of any prepetition checks, drafts, wires, electronic funds transfers, ACH transfers, or other items in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wire, transfers, or other item; or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

9. Those certain existing agreements relating to any Bank Accounts, Bitcoin Wallets, Bitcoin Mining Pools, or other Cash Management System accounts between the Debtors, on the one hand, and the applicable Banks, Bitcoin Wallets, or Bitcoin Mining Pools on the other hand, shall continue to govern the postpetition cash management relationship between such parties, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

10. The Debtors are authorized pursuant to sections 363(c) and 364(a) of the Bankruptcy Code to continue to perform under and honor Intercompany Transactions in the ordinary course of business, so long as such Intercompany Transactions are materially consistent with the Debtors' operation of their business in the ordinary course during the prepetition period. The Debtors shall attach a matrix to their monthly operating reports reporting Intercompany Transactions.

11. All Intercompany Claims against one Debtor by another Debtor or a Non-Debtor Affiliate arising after the Petition Date as a result of Intercompany Transactions shall be accorded administrative expense priority status in accordance with section 503(b) of the Bankruptcy Code.

For the avoidance of doubt, the relief granted in this Final Order with respect to the postpetition Intercompany Transactions and the Intercompany Claims resulting therefrom shall not constitute a finding as to the validity, priority, or status or any prepetition Intercompany Claim or any Intercompany Transaction from which such Intercompany Claim may have arisen, and the Debtors expressly reserve any and all rights with regard to the validity, priority, or status of any prepetition Intercompany Claim or any Intercompany Transaction from which such Intercompany Claim may have arisen.

12. The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their Books and Records, to the same extent maintained by the Debtors before the Petition Date. The Debtors shall make such records available upon reasonable request by the U.S. Trustee and any statutory committee appointed in these chapter 11 cases.

13. To the extent any of the Debtors' Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code, or any of the U.S. Trustee's requirements or guidelines, the Debtors shall have sixty (60) days, until October 23, 2024, without prejudice to seeking an additional extension, to come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee's requirements or guidelines or to make such other arrangements as agreed to by the U.S. Trustee; provided, that nothing herein shall prevent the Debtors or the U. S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the 60-day period referenced above by entering into a written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order. For the avoidance of doubt, and notwithstanding anything to the

contrary in this paragraph or this Final Order, the Debtors are authorized to maintain any Bank Accounts that are not in compliance with section 345(b) of the Bankruptcy Code so long as the balances in such Bank Accounts remain under the FDIC insurance limit.

14. The Debtors are authorized to use their existing Business Forms; provided, that once the Debtors' existing check stock has been exhausted, the Debtors shall include, or direct others to include, the designation "Debtor-in-Possession" and the corresponding bankruptcy case number on all checks as soon as reasonably practicable to do so; and provided further, that with respect to any Business Forms that exist or are generated electronically, the Debtors shall use reasonable efforts to ensure that such electronic Business Forms are labeled "Debtor In Possession" as soon as reasonably practicable following entry of this Final Order.

15. The Debtors are authorized to continue their Bitcoin mining and sales operations, which includes selling Bitcoin and moving trading revenues into the Debtors' Bank Accounts, provided however, the Debtors shall maintain accurate and complete records of all transfers within the Bitcoin Management System so that all post-petition transfers and transactions shall be adequately and promptly documented in their books and records. The Debtors shall make such records available to the U.S. Trustee and any statutory committee upon request.

16. The Debtors shall maintain accurate and complete records of all transfers within the Cash Management System, including transfers between Debtors, so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors before the Petition Date. The Debtors shall (a) maintain records of all Intercompany Transactions, and (b) make such records available to the U.S. Trustee and any statutory committee upon request. To the

extent that the transfers within the Cash Management system are disbursements, they will be noted and reflected on the monthly operating reports and post confirmation reports filed by Debtors.

17. Except as otherwise provided herein, nothing contained in the Motion or this Final Order or any payment made pursuant to the authority granted by this Final Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' or any party in interest's rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (vi) an admission as to the validity of any liens satisfied pursuant to this Motion, or (vii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

18. 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.


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

20. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

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

22. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.

Signed: September 23, 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: Sep 23, 2024

User: ADIuser
Form ID: pdf002

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Total Noticed: 9

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 25, 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
aty	+ Robert Trust, Orrick, Herrington & Sutcliffe, LLP, 51 West 52nd Street, New York, NY 10019-6142
cr	+ Christopher H Stadlin Group Investments LLC, c/o Nuti Hart LLP, 6232 La Salle Avenue, Suite D, Oakland, CA 94611, UNITED STATES 94611-2847
cr	+ Shane M. Blackmon, c/o Chamberlain Hrdlicka, Attention: Bankruptcy Dept., 1200 Smith Street, Suite 1400, Houston, TX 77002-4496
cr	+ Temple Green Data, LLC, c/o Jennifer F. Wertz, Jackson Walker LLP, 100 Congress Avenue, Suite 1100 Austin, TX 78701-4042

TOTAL: 5

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
intp	+ Email/Text: lemaster@slollp.com	Sep 23 2024 20:19:00	Imperium Investments Holdings, LLC, c/o Streusand Landon Ozburn & Lemmon LLP, 1801 S. Mopac Expressway, #320, Austin, TX 78746-9817
op	+ Email/Text: kccnoticing@kccllc.com	Sep 23 2024 20:21:00	Kurtzman Carson Consultants, LLC dba Verita Global, 222 N Pacific Coast Highway, Suite 300, El Segundo, CA 90245, UNITED STATES 90245-5614
cr	Email/Text: julie.parsons@mvalaw.com	Sep 23 2024 20:20:00	Tax Appraisal District of Bell County, McCreary Veselka Bragg & Allen PC, Attn: Julie Anne Parsons, PO Box 1269, Round Rock, TX 78680-1269
cr	Email/Text: julie.parsons@mvalaw.com	Sep 23 2024 20:20:00	The County of Milam, Texas, c/o McCreary, Veselka, Bragg & Allen, P.O. Box 1269, Round Rock, TX 78680-1269

TOTAL: 4

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		Arkady Goldinstein
intp		DLT Data Center 1 LLC (DLT 1)
cr		GR Fairbairn Family Trust
cr		GRF Tiger Trust
intp		Galaxy Digital, LLC
cr		Grant Fairbairn Revocable Trust
cr		NC Fairbairn Family Trust
cr		NCF Eagle Trust
cr		Nina Claire Fairbairn Revocable Trust
cr		Private Investor Club Feeder Fund 2020-G LLC
cr		Private Investor Club Feeder Fund 2020-H LLC
cr		Transcend Partners Legend Fund LLC

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cr Valley High LP
cr Whinstone US, Inc.

TOTAL: 14 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 25, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 23, 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 Batzel	on behalf of Interested Party Galaxy Digital LLC bbatzel@orrick.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
Colin M Bernardino	on behalf of Creditor Transcend Partners Legend Fund LLC cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor NC Fairbairn Family Trust cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor GRF Tiger Trust cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor GR Fairbairn Family Trust cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor Grant Fairbairn Revocable Trust cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor Valley High LP cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor NCF Eagle Trust cbernardino@ktslaw.com
Colin M Bernardino	on behalf of Creditor Nina Claire Fairbairn Revocable Trust cbernardino@ktslaw.com
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

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Jennifer F Wertz

on behalf of Creditor Temple Green Data LLC jwertz@jw.com,
kgradney@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Joanna Diane Caytas

on behalf of Debtor Rhodium Encore LLC joannacaytas@quinnemanuel.com joanna-caytas-8224@ecf.pacerpro.com

Jonathan Koevary

on behalf of Interested Party DLT Data Center 1 LLC (DLT 1) jkoevary@olshanlaw.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

Julie Anne Parsons

on behalf of Creditor Tax Appraisal District of Bell County jparsons@mvbalaw.com
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Mark C. Moore

on behalf of Creditor Whinstone US Inc. mmoore@foley.com,
roxana.gutierrez@foley.com;mark-moore-8735@ecf.pacerpro.com

Mark P. Franke

on behalf of Interested Party Galaxy Digital LLC mfranke@orrick.com

Michael Kevin Riordan

on behalf of Creditor Shane M. Blackmon michael.riordan@chamberlainlaw.com
rdiep@foley.com;mike-riordan-8644@ecf.pacerpro.com

Michael S Fox

on behalf of Interested Party DLT Data Center 1 LLC (DLT 1) mfox@olshanlaw.com

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barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

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Patricia B. Tomasco

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barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

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Patricia B. Tomasco

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barbarahowell@quinnemanuel.com;angelarodriguez@quinnemanuel.com

Patricia B. Tomasco

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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
Paul Marc Rosenblatt	on behalf of Creditor GRF Tiger Trust prosenblatt@kilpatricktownsend.com jrisener@kilpatricktownsend.com;moroberts@ktslaw.com
Paul Marc Rosenblatt	on behalf of Creditor Grant Fairbairn Revocable Trust prosenblatt@kilpatricktownsend.com jrisener@kilpatricktownsend.com;moroberts@ktslaw.com
Paul Marc Rosenblatt	on behalf of Creditor GR Fairbairn Family Trust prosenblatt@kilpatricktownsend.com jrisener@kilpatricktownsend.com;moroberts@ktslaw.com
Paul Marc Rosenblatt	on behalf of Creditor Valley High LP prosenblatt@kilpatricktownsend.com jrisener@kilpatricktownsend.com;moroberts@ktslaw.com
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US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 59