

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

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

**FIRST SUPPLEMENTAL DECLARATION OF CHARLES R. GIBBS IN SUPPORT OF
THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF MCDERMOTT WILL & EMERY LLP
AS COUNSEL, EFFECTIVE AS OF NOVEMBER 23, 2024**

I, Charles R. Gibbs, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein:

1. I am an attorney at law admitted to practice before the Supreme Court of Texas, the United States District Courts for the Northern, Southern, Eastern, and Western Districts of Texas and the United States Courts of Appeals for the First, Third, Fourth, Fifth, Eighth, and Eleventh Circuits. I am a partner of the law firm of McDermott Will & Emery LLP (“McDermott”), which maintains offices at, among other places, 2501 North Harwood Street, Suite 1900, Dallas, Texas 75201.

1. On November 22, 2024, pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for Region 7 (the “U.S. Trustee”)

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.



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appointed the following entities as members of the Committee: (a) Sing Family Enterprise Limited; (b) Proof Capital Alternative Income Fund; (c) SCM Worldwide LLC; (d) C5 Capital LLC; (e) Vesano Ventures LLC; (f) Daniel Garrie; and (g) Joseph Savage. *See* Docket No. 488. On November 23, 2024, the Committee selected McDermott to serve as its counsel in connection with the Chapter 11 Cases, subject to Court approval. McDermott began rendering services to the Committee immediately following its selection by the Committee.

2. On December 21, 2024, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel, Effective as of November 23, 2024* (the “Application”).²

3. My declaration in support of the Application (the “Declaration”) was attached as Exhibit B to the Application. In connection with the Application, I submit this supplemental declaration (the “Supplemental Declaration”) to provide additional disclosures in response to requests made by the U.S. Trustee and in accordance with Bankruptcy Rules 2014(a) and 2016(b). Unless otherwise stated, I have personal knowledge of the facts set forth herein.

Supplemental Specific Disclosure

4. As set forth in the Application, upon information and belief, McDermott does not represent any interest adverse to the Debtors’ estates or creditors in the matters upon which McDermott is to be engaged, except to the extent set forth in the Declaration. McDermott is, however, a large firm with a national and international practice and may represent or may have

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

represented certain of the Debtors' creditors, equity holders, related parties, or other parties in interest in matters unrelated to the Chapter 11 Cases.

5. Specifically, McDermott regularly represents liquidation trustees and plan administrators in chapter 11 cases, many of whom are affiliated with professional advisory firms. McDermott represents Province Fiduciary Services, LLC ("Province Fiduciary Services") as the plan administrator for Prime Core Technologies, Inc., *et al.* (collectively, "Prime"), pending in the United States Bankruptcy Court for the District of Delaware (Case No. 23-11161). Province Fiduciary Services is an affiliate of Province, LLC, the Debtors' financial advisor. Further, David Dunn, the Debtors' co-Chief Restructuring Officer, is a principal of Province, LLC and Province Fiduciary Services. The matters for which McDermott represents Province Fiduciary Services are wholly unrelated to these Chapter 11 Cases. McDermott has not and will not represent Province Fiduciary Services in connection with any matters related to the Debtors or these Chapter 11 Cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge and belief.

Executed on this 13th day of January 2025

/s/ Charles R. Gibbs

Charles R. Gibbs

CERTIFICATE OF SERVICE

I certify that on January 13, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Charles R. Gibbs

Charles R. Gibbs