

ENTERED

April 21, 2025

Nathan Ochsner, Clerk

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

In re:

Chapter 11

RHODIUM ENCORE LLC, *et al.*,¹

Case No. 24-90448 (ARP)

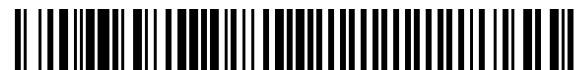
Debtors.

(Jointly Administered)

AGREED MEDIATION ORDER

Whereas the above-captioned (a) Debtors, through the Special Committee of the Board of Directors of Debtor Rhodium Enterprises (the “Special Committee”); (b) the Ad Hoc Group of SAFE Parties (the “Ad Hoc Group”); (c) the Private Investor Club Feeder Fund 2020-G LLC, Private Investor Club Feeder Fund 2020-H LLC, Private Investor Club Feeder Fund 2020 D LLC, Private Investor Club Feeder Fund 2020 E LLC, and Stadlin Group Investments - Series Rockdale LLC (the “Investors”); (d) the GR Fairbairn Family Trust, Grant Fairbairn Revocable Trust, NC Fairbairn Family Trust, the Nina Claire Fairbairn Revocable Trust, Transcend Partners Legend Fund LLC, Valley High LP, NCF Eagle Trust, GRF Tiger Trust (collectively, the “Transcend Group”); (e) DLT Data Center 1, LLC; (f) the Proof Capital Alternative Growth Fund, Proof Capital Alternative Income Fund, Proof Capital Special Situations Fund, and Proof Proprietary Investment Fund Inc. (the “Proof Group”); (g) the Cross the River LLC, Elysium Mining LLC, and Trine Mining, LLC (the “CET Group”); (h) the Liquid Mining Fund I, LLC; Liquid Mining

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. (“REI”) (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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Fund II, LLC; and Liquid Mining Fund III, LLC (the “Liquid Mining Group”); (i) Imperium Investment Holdings LLC, Nathan Nichols, Nick Cerasuolo, Cameron Blackmon and Chase Blackmon (the “Imperium Parties”); and (j) Distributed Ledger Technologies Ltd. and Risor Shipping Holdings AS (the “Risor Parties”) (collectively, the “Parties”) agree that mediation may be fruitful to consensually resolve several issues related to the proposed plan of reorganization (the “Plan”) filed or to be filed in this case; and

Whereas, the Parties have jointly requested entry of an order for the appointment of the Hon. Russell F. Nelms (Ret.) (the “Mediator”).

It is **HEREBY ORDERED** that:

1. The Parties wish to mediate concerning allocation and distribution of estate assets to stakeholders and related matters (“Mediation”) and have engaged in good faith with respect to the determination and appointment of the Mediator.

2. The Mediation shall be deemed to have commenced upon its filing on the docket, and shall terminate on the date on which the Mediator (or the parties unanimously) determines that the Mediation has terminated. Any Party may terminate such party’s participation in the Mediation by informing the other parties and the Mediator that it no longer desires to continue the Mediation. The confidentiality and other protections of this Order shall be deemed to have commenced upon its filing, and do not terminate upon termination of the Mediation.

3. The Court adopts Section S of the Procedures for Complex cases in the Southern District of Texas; provided, that nothing herein shall alter, modify, or otherwise prejudice or impair any of the Parties’ rights or obligations under any pre-existing confidentiality agreements or protective orders, all of which shall remain in full force and effect. The assignment of the

Mediation does not delay or stay discovery, any hearings scheduled, or any deadlines set by the Court or agreed to by the Parties.

4. Each Party at the Mediation shall participate to the extent practicable with a principal or other representative (or multiple principals or other representatives as needed). Any such principal or representative of a Party shall either have reasonable settlement authority or have sufficient stature in his or her organization to be able to recommend to any ultimate person, board or commission that a proposal or settlement be approved.

5. Current and former members of the full board of directors of REI and investment vehicles owned or controlled by such members, and/or members appointed by them, have individual financial interests in the outcome of the Mediation (“Insiders”), and the Special Committee has determined that, in connection with the Mediation, the question of how consideration is allocated, including in a restructuring or as part of a plan of reorganization, between different constituents who have asserted conflicting legal and equitable theories to support their claims and interests, is an inherent Conflict Matter² (“Allocation Conflict”) over which the Special Committee has authority on behalf of Debtors. Therefore, the Special Committee (Messrs. Eaton and Wells) will direct Debtors’ involvement in the Mediation with the assistance of its independent counsel (Barnes & Thornburg LLP), and Insiders will not act with or on behalf of the Debtors in connection with the Mediation to the extent it involves the Allocation Conflict or any other Conflict Matter, and shall be recused from participating in any deliberations or analysis of the Debtors/Special Committee concerning the Allocation Conflict or any other Conflict Matter.

² As that term is defined in the September 22, 2024 Declaration of David Eaton in Support of the Application for an Order Authorizing the Retention of Barnes & Thornburg LLP as Counsel to the Special Committee of the Board of Directors of REI (ECF No. 175 at 40 of 81).

6. The Special Committee may consult and confer with Debtors' co-Chief Restructuring Officers (Messrs. Dunn and Robinson) and the Debtors' financial advisors. The Special Committee retained, and the estates have paid for, independent counsel (Barnes & Thornburg LLP) for the Special Committee to advise it in connection with Conflict Matters. *See* ECF Nos. 175, 194, 265 (collectively, the "Retention"). Accordingly, concerning the Allocation Conflict and any other Conflict Matter, the Special Committee will seek advice only from Barnes & Thornburg LLP, and will ensure the complete participation in deliberations or consultations from Barnes & Thornburg LLP. Furthermore, neither the Special Committee nor Barnes & Thornburg LLP shall take direction or advice from the Insiders, Quinn Emanuel or any other law firm that reports to the full board of the Debtors concerning the Allocation Conflict or any other Conflict Matter. For the avoidance of doubt, nothing herein precludes the following activities at the Mediation: (i) Insiders participating in the Mediation (personally or through their non-estate funded separate counsel) concerning their individual interest(s), if any, in Mediation matters, including interacting with the Special Committee in that regard, (ii) Quinn Emanuel from acting in its capacity as general counsel to the Debtors, or (iii) the Special Committee from consulting with or seeking advice about non-Conflict Matters from professionals who have advised the full Board; each subject to the limitations provided in the preceding sentences of this paragraph 6 and paragraph 5.

7. Parties' financial advisors may participate in the Mediation, as necessary.

8. The Mediator has absolute discretion as to the timing, means, and methods of the Mediation and may add additional parties to the mediation at his discretion which parties shall be deemed to be bound by the terms of this Order; *provided, however*, that the Mediation shall be

non-binding and that the Mediation may be conducted via live or virtual means and determined by the Mediator.

9. To the extent applicable based on the qualifications of the Mediator, the Mediator will have full, unqualified judicial immunity in his role as a mediator.

10. The Mediator may not be called as a witness in this proceeding concerning his role herein as the Mediator.

11. Each Party shall bear its own costs and expenses incurred in connection with the Mediation, including attorneys' fees, except that Debtors alone will pay the Mediator's fees.

12. The Parties and their respective counsel shall participate in the Mediation in good faith.

13. All communications made by and all submissions prepared by a Party in connection with the Mediation, including but not limited to discussions or communications with or in the presence of the Mediator and all settlement proposals, counterproposals, and offers of compromise made during the Mediation shall (a) be subject to protection under Rule 408 of the Federal Rules of Evidence and any other equivalent or comparable federal and state laws and rules, (b) not be submitted or offered as evidence in any court, tribunal, or other proceeding, including, without limitation, in any pleading or other submission to any court, (c) not be subject to discovery in any pending or forthcoming proceeding, including but not limited to the above-referenced bankruptcy proceeding or any adversary proceeding related thereto, (d) be subject to any applicable confidentiality agreements entered into between the Parties governing the disclosure of confidential information (including, if applicable, any cleansing provisions relating to material non-public information), (e) be protected from disclosure under the Texas Public Information Act, Texas Government Code Chapter 552, and (f) not constitute material nonpublic information.

14. Each Party may share with the Mediator any information it has received pursuant to a protective order without regard to the provisions thereof; *provided, however*, the sharing with the Mediator of any information designated as Confidential or Highly Confidential shall not waive the confidentiality designation of such information and the Mediator shall not disclose such information to anyone else.

15. The Mediator may confer with Judge Mark X. Mullin regarding details from the previous mediation in these chapter 11 cases occurring on February 19, 2025, notwithstanding Paragraph 11 of the previous mediation order entered by this Court. *See* Agreed Mediation Order Appointing Judge Mark Mullin as Mediator, ECF No. 767 (Feb. 11, 2025), at 11.

16. The disclosure by a Party of privileged information to the Mediator does not waive or otherwise adversely affect the privileged nature of the information.

17. As soon as practicable after the conclusion of the Mediation, the Mediator shall file a mediation statement which shall identify who participated in the Mediation and state whether the proceeding was settled or an impasse was declared by the Mediator.

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

Signed: April 21, 2025


Alfredo R Pérez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONSENT:

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

/s/ Patricia B. Tomasco

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- and -

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Feeder Fund 2020-H LLC, Private Investor
Club Feeder Fund 2020 D LLC, Private
Investor Club Feeder Fund 2020 E LLC, and
Stadlin Group Investments - Series Rockdale
LLC*

MUNSCH HARDT KOPF & HARR, P.C.

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Fairbairn Family Trust, Transcend Partners
Legend Fund LLC, NCF Eagle Trust, GRF
Tiger Trust, Valley High LP, and Nina Claire
Fairbairn Revocable Trust*

**STREUSAND, LANDON, OZBURN &
LEMMON, LLP**

/s/ Rhonda Mates

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Fund, Proof Capital Special Situations Fund,
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*Counsel for Liquid Mining Fund I, LLC;
Liquid Mining Fund II, LLC; and Liquid
Mining Fund III, LLC*

SGI SECURITIES

By: /s/ Andrew Schupak
Andrew Schupak
7 Penn Plaza, Suite 1400
New York, NY
Email: as@sgic-securities.com

*Distributed Ledger Technologies, Ltd. and
Risor Shipping Holding AS*

United States Bankruptcy Court
Southern District of Texas

In re:
Rhodium Encore LLC
Air HPC LLC
Debtors

Case No. 24-90448-arp
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Apr 21, 2025

User: ADIuser
Form ID: pdf002

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Total Noticed: 30

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.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 23, 2025:

Recip ID	Recipient Name and Address
db	+ Air HPC LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Jordan HPC LLC, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Jordan HPC Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 10MW LLC, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 10MW Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 2.0 LLC, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 2.0 Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 30MW LLC, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium 30MW Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Encore LLC, 2617 Bissonnet St, Ste 234, Houston, TX 77005-1316
db	+ Rhodium Encore Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Enterprises, Inc., Quinn Emanuel Urquhart & Sullivan, LLP, c/o Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Industries LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium JV LLC, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Ready Ventures LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Renewables LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Renewables Sub LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Shared Services LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
db	+ Rhodium Technologies LLC, Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
aty	+ Quinn Emanuel Urquhart & Sullivan, LLP, c/o Patricia B. Tomasco, 700 Louisiana, Suite 3900, Houston, TX 77002-2841
aty	+ Robert Trust, Orrick, Herrington & Sutcliffe, LLP, 51 West 52nd Street, New York, NY 10019-6142
aty	+ Ross Barbash, 265 Filbert St, San Francisco, CA 94133-3203
cr	+ Ad Hoc Group of SAFE Parties, c/o Sarah Link Schultz, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Steet, Suite 1800, Dallas, TX 75201-4675
cr	+ Temple Green Data, LLC, c/o Jennifer F. Wertz, Jackson Walker LLP, 100 Congress Avenue, Suite 1100 Austin, TX 78701-4042

TOTAL: 24

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	^ MEBN	Apr 21 2025 20:21:19	Christopher H Stadlin Group Investments LLC, c/o

District/off: 0541-4

User: ADIuser

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Date Rcvd: Apr 21, 2025

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			Nuti Hart LLP, 6232 La Salle Avenue, Suite D, Oakland, CA 94611, UNITED STATES 94611-2847
intp	+ Email/Text: lemaster@slollp.com	Apr 21 2025 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	Apr 21 2025 20:19:00	Kurtzman Carson Consultants, LLC dba Verita Global, 222 N Pacific Coast Highway, Suite 300, El Segundo, CA 90245, UNITED STATES 90245-5614
cr	^ MEBN	Apr 21 2025 20:20:52	Shane M. Blackmon, c/o Chamberlain Hrdlicka, Attention: Bankruptcy Dept., 1200 Smith Street, Suite 1400, Houston, TX 77002-4496
cr	Email/Text: julie.parsons@mvmalaw.com	Apr 21 2025 20:19:00	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@mvmalaw.com	Apr 21 2025 20:19:00	The County of Milam, Texas, c/o McCreary, Veselka, Bragg & Allen, P.O. Box 1269, Round Rock, TX 78680-1269

TOTAL: 6

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
aty		Gray Reed
intp		Arkady Goldinstein
fa		B. Riley Securities, Inc.
fa		BDO Consulting Group LLC
sp		Barnes & Thornburg LLP
cr		Cross the River LLC
intp		DLT Data Center 1 LLC (DLT 1)
cr		Elysium Mining LLC
cr		GR Fairbairn Family Trust
cr		GRF Tiger Trust
intp		Galaxy Digital, LLC
cr		Grant Fairbairn Revocable Trust
intp		Lehotsky Keller Cohn LLP
cr		Liquid Mining Fund I, LLC
cr		Liquid Mining Fund II, LLC
cr		Liquid Mining Fund III, LLC
cr		MP2 Energy Texas, LLC d/b/a Shell Energy Solutions
cr		NC Fairbairn Family Trust
cr		NCF Eagle Trust
cr		New York Digital Investment Group, LLC
cr		Nicholas Cerasuolo
cr		Nina Claire Fairbairn Revocable Trust
crcm		Official Committee of Unsecured Creditors of Rhodi
cr		Private Investor Club Feeder Fund 2020-G LLC
cr		Private Investor Club Feeder Fund 2020-H LLC
fa		Province, LLC
cr		RH Fund I
cr		RH Fund II
cr		RH Fund III
intp		Ropes & Gray LLP
sp		Stris & Maher LLP
cr		Transcend Partners Legend Fund LLC
cr		Trine Mining, LLC
cr		Valley High LP

District/off: 0541-4

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Date Rcvd: Apr 21, 2025

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Total Noticed: 30

cr

Whinstone US, Inc.

TOTAL: 35 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: Apr 23, 2025

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 April 21, 2025 at the address(es) listed below:

Name	Email Address
Alexis T Swartz	on behalf of Plaintiff Jordan HPC LLC alexis@lkcfirm.com
Alexis T Swartz	on behalf of Plaintiff Rhodium Renewables LLC alexis@lkcfirm.com
Alexis T Swartz	on behalf of Plaintiff Rhodium JV LLC alexis@lkcfirm.com
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Alexis T Swartz	on behalf of Plaintiff Rhodium 10MW LLC alexis@lkcfirm.com
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Alexis T Swartz	on behalf of Plaintiff Air HPC LLC alexis@lkcfirm.com
Alexis T Swartz	on behalf of Plaintiff Rhodium Encore LLC alexis@lkcfirm.com
Amber Michelle Carson	on behalf of Creditor Private Investor Club Feeder Fund 2020-H LLC acarson@grayreed.com
Amber Michelle Carson	on behalf of Creditor Private Investor Club Feeder Fund 2020-G LLC acarson@grayreed.com
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Andrew Alan Howell	on behalf of Plaintiff Whinstone US Inc. ahowell@foley.com
Brandon Batzel	on behalf of Interested Party Galaxy Digital LLC bbatzel@orrick.com
Brandon Christopher Marx	on behalf of Plaintiff Whinstone US Inc. bmarx@foley.com
Brandon Christopher Marx	on behalf of Creditor Whinstone US Inc. bmarx@foley.com
Brenda Lynn Funk	on behalf of Creditor NCF Eagle Trust bfunk@munsch.com

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Total Noticed: 30

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Charles R Gibbs

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Christopher Ross Travis

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