

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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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**SUMMARY SHEET FOR FIRST APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM NOVEMBER 23, 2024 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	McDermott Will & Emery LLP	
Applicant's Role in Case:	Counsel to the Official Committee of Unsecured Creditors	
Docket No. of Employment Order(s):	Docket No. 633	
Interim Application (X) 1st Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	11/23/2024	2/28/2025
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y) Y/N		

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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Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y) Y/N	
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y) Y/N	
Do expense reimbursements represent actual and necessary expenses incurred? (Y) Y/N	
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$2,057,847.50
Total professional hours covered by this Application:	1,681.4
Average hourly rate for professionals:	\$1,223.89
Total paraprofessional fees requested in this Application:	\$53,888.00
Total paraprofessional hours covered by this Application:	95.9
Average hourly rate for paraprofessionals:	\$561.92
Total fees requested in this Application:	\$2,111,735.50
Total expense reimbursements requested in this Application:	\$28,016.73
Total fees and expenses requested in this Application:	\$2,141,682.23
Total fees and expenses awarded in all prior Applications:	\$0.00
Plan Status: A chapter 11 plan has not yet been filed. The Bankruptcy Court recently extended the Debtors' exclusive periods in which to file and solicit acceptances of a chapter 11 plan through and including June 23, 2025 and August 19, 2025, respectively. The major parties-in-interest are also proceeding with a near-term mediation on the development of a chapter 11 plan.	
Primary Benefits: McDermott, as counsel the Committee, alongside Genesis Capital Partners, LLC ("GCP"), the Committee's financial advisor, continues to guide the Committee through the Debtors' chapter 11 process and to maximize recoveries for unsecured creditors. As discussed in greater detail in the Application, McDermott professionals spent time, among other things: (i) formulating a case strategy; (ii) investigating potential estate claims and causes of action; (iii) analyzing various issues related to the Debtors' Plan; and (iv) assisting with the negotiations between the Committee and the Debtors and other key stakeholders key issues in these cases.	

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**FIRST INTERIM APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
NOVEMBER 23, 2024 THROUGH FEBRUARY 28, 2025**

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/> within twenty-one days from the date this application 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 this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

McDermott Will & Emery LLP (“McDermott”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (“Chapter 11 Cases”) of Rhodium Encore, *et al.* and the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby files its first interim fee application (the “Application”) for interim allowance and approval of compensation for professional services

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.

performed by McDermott in the amount of \$2,111,735.50 and for reimbursement of its actual and necessary expenses in the amount of \$28,016.73 incurred from November 23, 2024 through February 28, 2025 (the “Compensation Period”). The total amount of fees and expenses requested in this Application is \$2,141,682.23. In support of the Application, McDermott submits the declaration of Charles R. Gibbs (the “Gibbs Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Application, McDermott respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 157(b)(2). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of November 23, 2024*, dated January 15, 2025 [Docket No. 633], and the *Order Granting the Motion of Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 14, 2024 [Docket No. 264] (the “Interim Compensation Order”).

BACKGROUND

4. 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.

5. On August 29, 2024, additional affiliates of the Initial Debtors filed, in this Court, voluntary petitions for chapter 11 relief: Rhodium Technologies LLC, Rhodium Enterprises Inc., Rhodium Renewables LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium. On August 26, 2024, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee in these Chapter 11 Cases. *See* Docket No. 155.

THE RETENTION OF MCDERMOTT

6. On November 23, 2024, the Committee selected McDermott as its bankruptcy counsel. 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* [Docket No. 582] (the “McDermott Retention Application”), requesting authorization to retain and employ McDermott as its counsel, *nunc pro tunc* to November 23, 2024. On January 15, 2025, the Court entered an order approving the McDermott Retention Application [Docket No. 633]. The Committee also selected GCP to serve as its financial advisor. *See* Docket No. 634.

RELIEF REQUESTED

7. By this Application, McDermott seeks interim approval and allowance of compensation in the amount of \$2,111,735.50 and reimbursement of its actual and necessary expenses in the amount of \$28,016.73 incurred during the Compensation Period.

8. During the Compensation Period, McDermott expended a total of 1,777.3 hours on behalf of the Committee on matters relating to the Debtors' Chapter 11 Cases for which it seeks compensation. The blended hourly rate for the attorneys and paraprofessionals who worked on this case is \$1,188.17. A summary sheet listing each attorney and paraprofessional who worked on these Chapter 11 Cases during the Compensation Period, his or her hourly rate during the Compensation Period, and the amount of fees attributed to each individual is attached hereto as **Exhibit B**.

9. In addition, a summary sheet listing the amount of fees attributed to each project category is attached hereto as **Exhibit C**.

10. McDermott also maintained records of all actual and necessary out-of-pocket expenses incurred in connection with its representation of the Committee during the Compensation Period. These items include, among other things, travel, business meals, computerized research, deposition-related expenses, and fees related to hearings. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged separately. A chart of all expenses incurred in the performance of the services rendered as counsel to the Committee during the Compensation Period is attached hereto as **Exhibit D**. In addition, the fees charged by McDermott in these Chapter 11 Cases are billed in accordance with the existing billing rates and procedures as set forth in the McDermott Retention Application.

DESCRIPTION OF SERVICES RENDERED

11. The following narrative provides a summary of the services rendered by McDermott on behalf of the Committee organized by project category. The summary that follows is not intended to be a detailed description of the work performed by McDermott during the Compensation Period, as those day-to-day services and the time expended in performing such

services are fully set forth in the contemporaneous time records that are attached hereto as **Exhibit E**. Rather, the following paragraphs provide a summary of the most significant services McDermott rendered to the Committee during the Compensation Period.

A. Case Administration

McDermott Billing Code: B110

Fees: \$95,154.50

Total Hours: 65.8

12. During the Compensation Period, McDermott addressed general and administrative matters regarding the Chapter 11 Cases. During the Compensation Period, McDermott conferred regularly with the GCP team, as well as the Debtors' advisors, to discuss case background, status, and administration, and also reviewed and analyzed written background materials the Debtors' advisors provided regarding, *inter alia*, the Debtors' business operations, financial condition, and litigation issues. McDermott professionals also conferred regularly amongst themselves regarding open case issues and strategies to effectively address the same and reviewed case pleadings and court filings.

B. Asset Analysis and Recovery

McDermott Billing Code: B120

Fees: \$840,483.00

Total Hours: 816.6

13. This category represents time spent by McDermott related to the analysis of the Debtors' assets and potential recoveries for the Debtors' estates. In connection therewith, during the Compensation Period, McDermott spent time conducting an investigation into various estate claims and causes of action, and drafting and serving related discovery requests, subpoenas, and other documents in connection with such investigation.

14. McDermott participated in numerous interviews, meetings, and calls in connection with the Committee's investigation. Additionally, McDermott reviewed thousands of documents and materials related to the Special Committee's investigation into potential estate causes of

action. In connection with this review and analysis, McDermott attorneys drafted memorandum analyses concerning potential fiduciary duty claims for purposes of determining the viability of prospective estate causes of action. Further, McDermott attorneys analyzed the validity and extent of certain prepetition secured notes and their related liens.

15. Further, McDermott attorneys analyzed the claims and potential recoveries in lawsuits and adversary proceedings filed by various stakeholders against certain current and former Debtor directors and officers and affiliated party Imperium Investment Holdings LLC.

C. Asset Disposition

McDermott Billing Code: B130

Fees: \$72,422.50

Total Hours: 54.1

16. This category represents time spent by McDermott researching, reviewing, and analyzing issues related to the disposition of the Debtors' assets. Among other things, McDermott investigated the Debtors' prepetition and postpetition sale process related to the marketing of the Debtors' facility located in Temple, Texas, and analyzed whether a going-concern sale was in the best interests of creditors.

D. Meetings and Communications with Creditors

McDermott Billing Code: B150

Fees: \$314,382.00

Total Hours: 233.5

17. During the Compensation Period, McDermott professionals conducted regular Committee meetings and communicated with the Committee members and their counsel as a group and on an individual basis. McDermott also spent time providing recommendations to the Committee regarding various requests from the Debtors and other parties in interest, counseling the Committee regarding the Committee's issues with respect to, among other issues, potential estate causes of action, the sale process, case strategy matters, the Debtors' draft Plan. In addition, McDermott coordinated with GCP to prepare for weekly Committee calls, including by preparing,

discussing, and reviewing Committee presentations on various topics, including case status and strategy, the Debtors' operations and finances, the Debtors' draft Plan, and adversary proceedings and contested matters.

E. Court Hearings

McDermott Billing Code: B155

Fees: \$29,538.00

Total Hours: 20.9

18. This category includes time spent by McDermott professionals preparing for and participating in various hearings and status conferences, including: (a) the hearing to seek approval of the Debtors' proposed sale transaction of the Temple facility; and (b) multiple status conferences and emergency hearings held throughout these Chapter 11 Cases.

19. Services rendered in this category also include preparations for Court hearings such as the drafting of witness and exhibit lists and the preparation of other materials to be used at hearings.

F. Fee and Employment Applications

McDermott Billing Code: B160

Fees: \$72,623.00

Total Hours: 58.8

20. This category represents time spent by McDermott related to the employment and fee applications of McDermott and GCP. During the Compensation Period, McDermott (i) prepared and filed the Committee's application to retain and employ McDermott as counsel and (ii) revised and filed the Committee's application to retain and employ GCP as financial advisor to the Committee. Time recorded to this matter also includes the preparation of the monthly fee statements by McDermott.

G. Other Contested Matters

McDermott Billing Code: B190

Fees: \$361,493.00

Total Hours: 301.7

21. This category represents time spent by McDermott analyzing motions and pleadings filed in the main bankruptcy case and adversary proceeding against Whinstone, examining litigation and other strategic case issues, coordinating internally and externally in connection with litigation matters, researching estate claims and causes of action related to the Committee's investigation of the same.

22. Further, McDermott analyzed various damages calculations from the adversary proceedings with Whinstone, including calculation of energy credits that required extensive review and analysis.

23. Some professionals' time relating to the foregoing activities has been recorded under billing code B120 and B130.

H. Non-Working Travel

McDermott Billing Code: B195

Fees: \$5,790.00

Total Hours: 3.0

24. This category represents time spent by McDermott professionals traveling to and from Court proceedings and is billed at 50% of the normal hourly rate for timekeepers.

I. Business Operations

McDermott Billing Code: B210

Fees: \$46,711.00

Total Hours: 39.9

25. This category includes time spent by McDermott professionals (i) analyzing the Debtors' simple agreements for future equity agreements (the "SAFE Agreements") as well as the Debtors' capital structure generally; (ii) communicating with Debtors' counsel regarding budget matters; and (iii) analyzing the Debtors' energy and insurance contracts. Additionally, McDermott

professionals analyzed the Debtors' various operational motions, including, but not limited to, the Debtors' taxes motion.

J. Financing and Cash Collateral Issues

McDermott Billing Code: B230

Fees: \$62,713.50

Total Hours: 44.9

26. During the Compensation Period, McDermott, in consultation with GCP reviewed and analyzed the Debtors' motion to obtain debtor-in-possession financing and use cash collateral and related documents, including reviewing the amendments and further interim orders approving the same. Time billed to this category also includes McDermott's investigation and analysis of the prepetition liens on the Debtors' assets and the preparation of a memorandum related to such investigation.

K. Tax Issues

McDermott Billing Code: B240

Fees: \$2,600

Total Hours: 1.6

27. During the Compensation Period, McDermott analyzed the Debtors' tax motion and related tax obligations.

L. Claims Administration and Objections

McDermott Billing Code: B310

Fees: \$2,275.00

Total Hours: 1.4

28. During the Compensation Period, McDermott analyzed certain claim objections and briefing related to the same.

M. Plan and Disclosure Statement

McDermott Billing Code: B320

Fees: \$205,550.00

Total Hours: 135.1

29. This category represents time spent by McDermott relating to the negotiation and review of the Debtors' proposed Plan. During the Compensation Period, McDermott reviewed,

revised, and commented upon, as appropriate, various Plan-related documents. McDermott also spent time analyzing and researching potential issues for unsecured creditors in connection with these documents. Specifically, McDermott professionals researched distribution and priority related issues in the Debtors' proposed plan, including proposed treatment of insiders and released claims. Additionally, McDermott professionals created materials and presentations for the Committee to analyze the proposed treatment schemes under the Plan for purposes of identifying potential issues.

BASIS FOR THE RELIEF REQUESTED

30. Bankruptcy Code section 331 provides for interim compensation of professionals and incorporates the substantive standards of Bankruptcy Code section 330 to govern the Court's award of such compensation. 11 U.S.C. § 330(a)(1)(A). Bankruptcy Code section 330 also sets forth the criteria for award of such compensation and reimbursement, which include:

- (A) time spent on such services
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [title 11 of the Bankruptcy Code];
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than under [title 11 of the Bankruptcy Code].

31. McDermott submits that the compensation requested herein is reasonable and necessary for, beneficial to, and in the best interests of, the Committee. The professional services

rendered by McDermott were appropriate and necessary for the effective administration of these Chapter 11 Cases. They were in the best interests of the Committee, the Debtors, and other parties-in-interest. Compensation for the foregoing services is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

32. As a supplement to the factors enumerated in section 330, courts within the Fifth Circuit consider the twelve factors identified in *Johnson v. Ga. Highway Express, Inc.* to determine the reasonableness of compensation incurred by a professional based upon the particular circumstances of a given case.² These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions presented; (3) the skill requisite to perform the legal services; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances of the case; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.³

33. Utilizing these factors and the standards customarily applied to fee awards under Bankruptcy Code sections 330 and 331, McDermott respectfully submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the amounts sought herein. The following analysis of the *Johnson* factors supports the reasonableness of McDermott's requested fees and expenses:

² See *Johnson v. Ga. Highway, Inc.*, 488 F.2d 714, 717 (5th Cir. 1974).

³ See *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977) (applying the twelve-factor test to an analysis of fee awards in bankruptcy cases).

- (a) *The Time and Labor Required.* The foregoing summary, together with the Exhibits attached hereto, detail the time, nature and extent of the professional services rendered by McDermott for the benefit of the Committee during the Application Period. The total number of hours expended, 1,777.3, indicates that McDermott devoted substantial time to these matters on a wide variety of legal issues presented in these cases. McDermott regularly communicated with the Committee to ensure that the rights of unsecured creditors were protected and that the Committee judiciously proceeded with motion practice only when appropriate.
- (b) *The Novelty and Difficulty of Questions.* The issues presented by these cases demanded a high level of skill during a short period of time. McDermott spent considerable time analyzing difficult restructuring issues, including issues relating to the Debtors' the chapter 11 plan, investigation of estate claims and causes of action, preparing relevant pleadings as necessary, and negotiating with the relevant interested parties to protect the interests of, and maximize value for, general unsecured creditors.
- (c) *The Skill Required to Perform the Legal Services Properly.* In rendering services to the Committee, McDermott demonstrated substantial legal skill and expertise in the areas of bankruptcy, corporate law, commercial law, debtor-creditor rights, secured transactions, and litigation.
- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Cases.* Given the size and depth of McDermott's restructuring practice, McDermott's representation of the Committee has not necessarily precluded it from seeking other engagements. However, McDermott's devotion of time to one matter inevitably detracts from its ability to seek out other employment opportunities.
- (e) *The Customary Fee.* McDermott agreed to perform its services for the Committee during the pendency of these cases pursuant to its customary compensation practices for engagements of this type and regular hourly billing practices. McDermott is normally compensated on an hourly basis and bills clients on a periodic basis, which is most often monthly.
- (f) *Whether the Fee is Fixed or Contingent.* The fees charged in this Application are based on McDermott's standard hourly rates for engagements of this type.
- (g) *Time Limitations Imposed by Client or other Circumstances.* The Chapter 11 Cases proceeded on an expedited timeline, and there were numerous instances that necessitated McDermott's provision of capable legal services on short notice and under significant time constraints in order to address complex legal issues. Specifically, the Committee was formed nearly three months after the Petition Date, resulting in the Committee's need for expedited review and analysis of, among other things, potential estate causes of action and review of the Debtors' Plan generally.

- (h) *The Amount Involved and Results Obtained.* For the reasons described in this Application, McDermott respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the size and nature of the Debtors' operations and business relationships, and the number and complexity of issues addressed. McDermott conducted extensive research and analysis on various issues impacting the Debtors' business, including but not limited to potential claims and causes of action on behalf of the Debtors' estates and the Debtors' Plan.
- (i) *The Experience, Reputation and Ability of the Attorneys.* McDermott is a well-known law firm and has proven substantial ability in the fields of bankruptcy, litigation, finance, and corporate law, among others. Charles R. Gibbs and Darren Azman, partners at McDermott, had primary responsibility for this case. Each of Mr. Gibbs and Mr. Azman has a wide breadth of experience in bankruptcy matters, including with respect to representing creditor interests and official creditor committees, enabling them to effectively render services to the Committee in an efficient manner. In addition, McDermott's restructuring & insolvency attorneys were supported by attorneys from the corporate, trial, and finance practice groups at McDermott.
- (j) *The Undesirability of the Case.* While this engagement is not "undesirable," the Chapter 11 Cases are challenging given, among other things, the complexity of the Debtors' business and operational arrangements and the nature and value of the claims asserted against the Debtors in the Chapter 11 Cases.
- (k) *Nature and Length of Professional Relationship.* McDermott had no relationship with the Committee prior to being retained in this case, subject to the disclosures set forth in 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* and accompanying *Declaration of Charles R. Gibbs* attached thereto as Exhibit B. See Docket No. 582.
- (l) *Awards In Similar Cases.* The fees and expenses for which McDermott seeks compensation and reimbursement are not excessive and are substantially similar to those awarded in similar cases for similar services rendered and results obtained.

34. This is McDermott's first interim fee application.⁴ This Application complies with the requirements of Bankruptcy Code section 331 that a professional only apply for compensation once every 120 days.⁵

35. In sum, the services rendered by McDermott were reasonable, necessary and intended to benefit and preserve the value of the Debtors' estates and the interests of unsecured creditors. These services required a high level of professional competence and expertise, and McDermott believes that the services were performed efficiently and effectively. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

36. In addition, McDermott has made reasonable efforts to comply with the *Appendix B 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 as of November 1, 2013 (the "U.S. Trustee Guidelines"). In accordance with section C.5 of the U.S. Trustee Guidelines, McDermott states as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: McDermott did not submit a budget.

⁴ Given that McDermott was retained on November 23, 2024, McDermott has combined billable time for the eight billable days of November into the Application. The U.S. Trustee's Office informed the Committee that they are not opposed to the inclusion of billable time in November into this Application.

⁵ See 11 U.S.C. § 331.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If the fee application includes any rate increases since retention:

- i. Did your client review and approve those rate increases in advance?
- ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: Yes, the client agreed to annual rate increases at the time of McDermott's retention.

NOTICE

6. Pursuant to the Interim Compensation Order, this Monthly Statement has been served via email upon the following (collectively, the "Notice Parties"): (i) Rhodium Enterprises, Inc., Attn.: Charles Topping ((chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com)); (ii) Debtors' Bankruptcy Counsel, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco (pattytomasco@quinnemanuel.com); Razmig Izakelian

(razmigizakelian@quinnemanuel.com), Alain Jaquet (alainjaquet@quinnemanuel.com), and Joanna D. Caytas (joannacaytas@quinnemanuel.com); (iii) Debtors' Financial Advisor, c/o Province, Attn: Mark Robinson (mrobinson@provincefirm.com); David Dunn (ddunn@provincefirm.com); Kirsten Lee (klee@province.com); and Andrew Popescu (apopescu@provincefirm.com); (iv) Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com); and (v) United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov).

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WHEREFORE, McDermott respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit F**, granting interim allowance for professional services rendered and reimbursement of actual and necessary expenses incurred during the Compensation Period.

Dated: April 24, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

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Marcus A. Helt (TX Bar No. 24052187)
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- and -

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*Counsel to the Official Committee of
Unsecured Creditors*

EXHIBIT A

Gibbs Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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 R. GIBBS IN SUPPORT OF INTERIM
APPLICATION OF MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
NOVEMBER 23, 2024 THROUGH FEBRUARY 28, 2025**

I, Charles R. Gibbs, hereby declare that the following statements are true and correct to the best of my knowledge:

1. I am a partner in the law firm of McDermott Will & Emery LLP (“McDermott” or the “Firm”). I am a member in good standing of the Bar of the State of Texas, and am 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.

2. I have personally performed many of the legal services rendered by McDermott as counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (“Chapter 11 Cases”) of Rhodium Encore, LLC *et al.* and the

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.

above-captioned affiliated debtors and debtors in possession and am thoroughly familiar with the other work performed on behalf of the Committee by the attorneys and other persons in the Firm.

3. I have read the foregoing *Interim Application of McDermott Will & Emery LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 23, 2024 Through February 28, 2025* (the “Application”).² To the best of my knowledge, information, and belief, the statements contained in the Application are true and correct. Moreover, I have reviewed the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas, and submit that the Application substantially complies with such rules. However, to the extent that the Application does not comply in all respects with such rules, I believe that such deviations are not material. McDermott has no agreement, directly or indirectly, and no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation received by McDermott will be shared among McDermott’s partners and employees as permitted by Bankruptcy Code section 504.

[Remainder of page intentionally left blank]

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

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

Executed on April 24, 2025
Dallas, Texas

By: /s/ Charles R. Gibbs
Charles R. Gibbs

EXHIBIT B**Summary by Timekeepers for the Period from
November 23, 2024, through February 28, 2025**

Name of Professional Person	Position, Year Admitted and Area of Expertise	2024 Hours Billed	2024 Hourly Billing Rate	2025 Hours Billed	2025 Hourly Billing Rate	Total Hours	Total Compensation
PARTNERS & COUNSEL							
Charles R. Gibbs	Partner; Admitted in 1978; Restructuring & Insolvency	64.6	\$1,930.00	76.5	\$2,125.00	141.1	\$287,240.50
Jonathan Ching	Partner; Admitted in 2004; Financial Institutions	1.0	\$1,750.00	2.0	\$1,975.00	3.0	\$5,700.00
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	6.1	\$1,650.00	2.5	\$1,825.00	8.6	\$14,627.50
Darren Azman	Partner; Admitted in 2011; Restructuring & Insolvency	24.4	\$1,650.00	36.2	\$1,760.00	60.6	\$103,972.00
Joseph Evans	Partner; Admitted in 2014; White Collar & Securities Defense	56.7	\$1,650.00	18.6	\$1,825.00	75.3	\$127,500.00
Griffin Doty	Partner; Admitted in 2013; Corporate Advisory	6.8	\$1,525.00	N/A	N/A	6.8	\$10,370.00
Aroma Sharma	Partner; Admitted in 2011; Corporate Advisory	1.5	\$1,480.00	N/A	N/A	1.5	\$2,220.00
Gregg Steinman	Partner; Admitted in 2016; Restructuring & Insolvency	109.2	\$1,475.00	83.4	\$1,625.00	192.6	\$296,595.00
Kristine Suh	Counsel; Admitted in 1997; Corporate Advisory	12.5	\$1,395.00	19.6	\$1,535.00	32.1	\$47,523.50
Deanna Boll	Counsel; Admitted in 1998; Restructuring & Insolvency	10.6	\$1,395.00	N/A	N/A	10.6	\$14,787.00
Philip Fitzpatrick	Partner; Admitted in 2018; Corporate Advisory	1.1	\$1,290.00	N/A	N/A	1.1	\$1,419.00

Name of Professional Person	Position, Year Admitted and Area of Expertise	2024 Hours Billed	2024 Hourly Billing Rate	2025 Hours Billed	2025 Hourly Billing Rate	Total Hours	Total Compensation
ASSOCIATES							
Jason Kramer	Associate; Admitted in 2017; Corporate Advisory	4.2	\$1,245.00	N/A	N/A	4.2	\$5,229.00
Natalie Rowles	Associate; Admitted in 2018; Restructuring & Insolvency	23.4	\$1,245.00	55.6	\$1,445.00	79.0	\$109,475.00
Graciany Miranda	Associate; Admitted in 2019; Corporate Advisory	1.0	\$1,245.00	N/A	N/A	1.0	\$1,245.00
Patrick Kennedy	Associate; Admitted in 2019; Trial	1.8	\$1,200.00	N/A	N/A	1.8	\$2,160.00
Josh Yim	Associate; Admitted in 2020; Trial	21.9	\$1,200.00	26.8	\$1,395.00	48.7	\$63,666.00
Abby Bowe	Associate; Admitted in 2018; Trial	N/A	N/A	4.2	\$1,270.00	4.2	\$5,334.00
Alexis March	Associate; Admitted in 2021; Restructuring & Insolvency	36.8	\$1,040.00	64.7	\$1,270.00	101.5	\$120,441.00
Grayson Williams	Associate; Admitted in 2021; Restructuring & Insolvency	65.3	\$1,040.00	53.0	\$1,270.00	119.3	\$135,222.00
Daniel Kaltman	Associate; Admitted in 2023; Trial	140.7	\$925.00	102.2	\$1,145.00	242.9	\$247,166.50
Ari Mannan	Associate; Admitted in 2023; Corporate Advisory	23.8	\$805.00	1.1	\$1,020.00	24.9	\$20,053.50
Carson Masenthin	Associate; Admitted in 2023; Corporate Advisory	44.7	\$805.00	26.7	\$1,020.00	71.4	\$63,217.50
Matthew Gibson	Associate; Admitted in 2024; Trial	15.6	\$805.00	7.3	\$1,020.00	22.9	\$20,281.00
Sam Slater	Associate; Admitted in 2024; Trial	24.0	\$805.00	3.5	\$895.00	27.5	\$22,452.50

Name of Professional Person	Position, Year Admitted and Area of Expertise	2024 Hours Billed	2024 Hourly Billing Rate	2025 Hours Billed	2025 Hourly Billing Rate	Total Hours	Total Compensation
Jess Wisniewski	Associate; Admitted in 2024; Trial	58.5	\$805.00	18.1	\$1,020.00	76.6	\$65,554.50
LAW CLERKS & STAFF ATTORNEYS							
Avi Feinsod	Law Clerk; Admitted in N/A; Trial	44.1	\$805.00	77.4	\$895.00	121.5	\$104,773.50
Jack Kiehl	Law Clerk; Admitted in N/A; Trial	53.6	\$805.00	74.8	\$895.00	128.4	\$110,094.00
Brett Podell	Law Clerk; Admitted in N/A; Trial	24.8	\$805.00	0.1	\$895.00	24.9	\$20,053.50
S. Ronen-van Heerden	Staff Attorney; Admitted in 2009; Trial	N/A	N/A	48.4	\$610.00	48.4	\$29,524.00
PARAPROFESSIONALS							
Daniel Northrop	Paralegal; Corporate Advisory	21.9	\$745.00	8.0	\$820.00	29.9	\$22,875.50
Benjamin Casten	Discovery Consultant; McDermott Discovery	10.1	\$690.00	3.8	\$735.00	13.9	\$9,762.00
Jessica Hirshon	Paralegal; Corporate Advisory	21.8	\$565.00	0.4	\$620.00	22.2	\$12,565.00
Kate Delcours	Paralegal; IP Trademark	0.6	\$525.00	N/A	N/A	0.6	\$315.00
M. McMillan	Senior Researcher; Research & Libraries	N/A	N/A	0.3	\$385.00	0.3	\$115.50
Scott Bride	Senior Researcher	1.0	\$385.00	N/A	N/A	1.0	\$385.00
Fिताlesh Belayneh	Senior Litigation Technology Data Analyst	25.0	\$280.00	2.0	\$295.00	27.0	\$7,590.00

Name of Professional Person	Position, Year Admitted and Area of Expertise	2024 Hours Billed	2024 Hourly Billing Rate	2025 Hours Billed	2025 Hourly Billing Rate	Total Hours	Total Compensation
Andy Garcia	Litigation Technology Data Analyst	1.0	\$280.00	N/A	N/A	1.0	\$280.00

EXHIBIT C**Statement of Fees by Project Category for the Period from
November 23, 2024 through February 28, 2025**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	65.8	\$95,154.50
B120	Asset Analysis & Recovery	816.6	\$840,483.00
B130	Asset Disposition	54.1	\$72,422.50
B150	Meetings/Communications w/Creditors	233.5	\$314,382.00
B155	Court Hearings	20.9	\$29,538.00
B160	Fee/Employment Applications	58.8	\$72,623.00
B190	Other Contested Matters	301.7	\$361,493.00
B195	Non-Working Travel	3.0	\$5,790.00
B210	Business Operations	39.9	\$46,711.00
B230	Financing/Cash Collateral Issues	44.9	\$62,713.50
B240	Tax Issues	1.6	\$2,600.00
B310	Claims Admin. & Objections	1.4	\$2,275.00
B320	Plan and Disclosure Statement	135.1	\$205,550.00
TOTAL		1,777.3	\$2,111,735.50

EXHIBIT D**Expense Summary for the Period from
November 23, 2024 through February 28, 2025**

Category	Amount
Computer Assisted Research	\$8,649.78
Discovery Fees	\$2,644.60
Filing Fees	\$400.00
Lien Searches	\$6,688.60
Transcripts	\$7,662.80
Travel Expenses	\$1,970.95
TOTAL:	\$28,016.73

EXHIBIT E

Time and Expense Detail for Period from November 23, 2024 to February 28, 2025

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

<p>In re:</p> <p>RHODIUM ENCORE LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 24-90448 (ARP)</p> <p>(Jointly Administered)</p>
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**FIRST MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM NOVEMBER 23, 2024 THROUGH DECEMBER 31, 2024**

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 15, 2025, effective as of November 23, 2024 [ECF No. 633]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>November 23, 2024 to December 31, 2024</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$843,437.60 (80% of \$1,054,297.00)</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$22,291.02</u>

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.

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of November 23, 2024*, dated January 15, 2025 [ECF No. 633] (the “Retention Order”), and the *Order Granting the Motion of Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 14, 2024 [ECF No. 264] (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Rhodium Encore, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *First Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 23, 2024 through December 31, 2024* (this “Monthly Statement”).² Specifically, McDermott seeks (i) interim allowance of \$1,054,297.00 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$843,437.60, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$1,054,297.00); and (iii) allowance and payment of \$22,291.02 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

² The period from November 23, 2024 through and including December 31, 2024 is referred to herein as the “Fee Period.”

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

2. Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of these disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$22,291.02.

3. Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a daily summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

4. Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$1,054,297.00 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$843,437.60 in the aggregate).

Objections

5. In accordance with paragraph 1(b) and (c) of the Interim Compensation Order, any party wishing to object to this Monthly Statement shall, on or before April 9, 2025 at 11:59 p.m. (prevailing Central Time), serve via email a written notice upon the undersigned counsel and each of the Notice Parties (defined below) setting forth the precise nature of the objection and the amount at issue.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served via email upon the following (collectively, the “Notice Parties”): (i) Rhodium Enterprises, Inc., Attn.: Charles Topping ((chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com); (ii) Debtors’ Bankruptcy Counsel, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco (pattytomasco@quinnemanuel.com); Razmig Izakelian (razmigizakelian@quinnemanuel.com), Alain Jaquet (alainjaquet@quinnemanuel.com), and Joanna D. Caytas (joannacaytas@quinnemanuel.com); (iii) Debtors’ Financial Advisor, c/o Province, Attn: Mark Robinson (mrobinson@provincefirm.com); David Dunn (ddunn@provincefirm.com); Kirsten Lee (klee@province.com); and Andrew Popescu (apopescu@provincefirm.com); (iv) Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com); and (v) United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov).

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Dated: March 26, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs
Texas State Bar No. 7846300
Grayson Williams
Texas State Bar No. 24124561
2501 North Harwood Street, Suite 1900
Dallas, TX 75201-1664
Telephone: (214) 295-8000
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- and -

Darren Azman (admitted *pro hac vice*)
Joseph Evans (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY 10017-3852
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- and -

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Facsimile: (305) 503-8805
Email: gsteinman@mwe.com

*Counsel to the Official Committee of Unsecured
Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Restructuring & Insolvency	64.6	\$1,930.00	\$124,678.00
Jonathan Ching	Partner; Admitted in 2004; Financial Institutions	1.0	\$1,750.00	\$1,750.00
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	6.1	\$1,650.00	\$10,065.00
Darren Azman	Partner; Admitted in 2011; Restructuring & Insolvency	24.4	\$1,650.00	\$40,260.00
Joseph Evans	Partner; Admitted in 2014; White Collar & Securities Defense	56.7	\$1,650.00	\$93,555.00
Griffin Doty	Partner; Admitted in 2013; Corporate Advisory	6.8	\$1,525.00	\$10,370.00
Aroma Sharma	Partner; Admitted in 2011; Corporate Advisory	1.5	\$1,480.00	\$2,220.00
Gregg Steinman	Partner; Admitted in 2016; Restructuring & Insolvency	109.2	\$1,475.00	\$161,070.00
Philip Fitzpatrick	Partner; Admitted in 2018; Corporate Advisory	1.1	\$1,290.00	\$1,419.00
Kristine Suh	Counsel; Admitted in 1997; Corporate Advisory	12.5	\$1,395.00	\$17,437.50
Deanna Boll	Counsel; Admitted in 1998; Restructuring & Insolvency	10.6	\$1,395.00	\$14,787.00
ASSOCIATES				
Jason Kramer	Associate; Admitted in 2017; Corporate Advisory	4.2	\$1,245.00	\$5,229.00
Natalie Rowles	Associate; Admitted in 2018; Restructuring & Insolvency	23.4	\$1,245.00	\$29,133.00
Graciany Miranda	Associate; Admitted in 2019; Corporate Advisory	1.0	\$1,245.00	\$1,245.00
Patrick Kennedy	Associate; Admitted in 2020; Trial	1.8	\$1,200.00	\$2,160.00
Josh Yim	Associate; Admitted in 2020; Trial	21.9	\$1,200.00	\$26,280.00
Alexis March	Associate; Admitted in 2021; Restructuring & Insolvency	36.8	\$1,040.00	\$38,272.00
Grayson Williams	Associate; Admitted in 2021; Restructuring & Insolvency	65.3	\$1,040.00	\$67,912.00
Daniel Kaltman	Associate; Admitted in 2023; Trial	140.7	\$925.00	\$130,147.50
Ari Mannan	Associate; Admitted in 2023; Corporate Advisory	23.8	\$805.00	\$19,159.00
Carson Masenthin	Associate; Admitted in 2023; Corporate Advisory	44.7	\$805.00	\$35,983.50
Matthew Gibson	Associate; Admitted in 2024; Trial	15.6	\$805.00	\$12,558.00

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
Sam Slater	Associate; Admitted in 2024; Corporate Advisory	24.0	\$805.00	\$19,320.00
Jess Wisniewski	Associate; Admitted in 2024; Trial	58.5	\$805.00	\$47,092.50
LAW CLERKS				
Avi Feinsod	Law Clerk; Admitted in N/A; Trial	44.1	\$805.00	\$35,500.50
Jack Kiehl	Law Clerk; Admitted in N/A; Trial	53.6	\$805.00	\$43,148.00
Brett Podell	Law Clerk; Admitted in N/A; Corporate Advisory	24.8	\$805.00	\$19,964.00
PARAPROFESSIONALS				
Daniel Northrop	Bankruptcy Specialist; Restructuring & Insolvency	21.9	\$745.00	\$16,315.50
Benjamin Casten	Discovery Consultant; McDermott Discovery	10.1	\$690.00	\$6,969.00
Jessica Hirshon	Paralegal; Corporate Advisory	21.8	\$565.00	\$12,317.00
Kate Delcours	Paralegal; IP Trademark	0.6	\$525.00	\$315.00
Scott Bride	Senior Researcher; Research & Libraries	1.0	\$385.00	\$385.00
Fitaresh Belayneh	Senior Litigation Technology Data Analyst; McDermott Discovery	25.0	\$280.00	\$7,000.00
Andy Garcia	Litigation Technology Data Analyst; McDermott Discovery	1.0	\$280.00	\$280.00
TOTAL		960.1		\$1,054,297.00

Exhibit B

Expense Summary

Category	Amount
Computer Assisted Research	\$6,926.26
eDiscovery Fees	\$769.36
Filing Fees	\$400.00
Lien Searches	\$6,609.60
Transcripts	\$7,585.80
TOTAL	\$22,291.02

Exhibit C

Time and Expense Records



Invoice: 3996288
Client: 125749

03/20/2025

Rhodium Encore Creditors' Committee
Morris James
500 Delaware Avenue
Suite 1500
Wilmington, DE 19801

For Services Rendered in Connection with:

Matter: 0011 Rhodium Encore Official Creditors' Committee

Task / Date	Desc. / Name	Hours	Amount	Description
B110 11/23/24	Case Administration C. Gibbs	5.20	10,036.00	Review multiple case pleadings for purposes of assessing key matter strategy issues (2.6); multiple conferences with MWE team re same (1.9); draft and revise emails to Debtors' counsel re same (.7).
B110 11/23/24	Case Administration D. Azman	4.90	8,085.00	Review case filings to date for purposes of assessing relevant issues (2.4); develop case strategy (2.5).
B110 11/23/24	Case Administration D. Northrop	1.70	1,266.50	Draft notice of appearance by McDermott Will & Emery LLP on behalf of the Official Committee of Unsecured Creditors and motions for admission pro hac vice for D. Azman and J. Evans to appear on behalf of the Official Committee of Unsecured Creditors (1.2); file notice of appearance by McDermott Will & Emery LLP on behalf of the Official Committee of Unsecured Creditors on the ECF case docket (.3); revise pro hac vice motions for



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3996288
Invoice Date: 03/20/2025

Task / Date	Desc. / Name	Hours	Amount	Description
				D. Azman and J. Evans (.1); arrange for MWE attorneys to receive notices of ECF filings in the case (.1)
B110 11/23/24	Case Administration D. Northrop	0.30	223.50	Draft/prepare acknowledgments to Stipulated Protective Order for execution by Committee counsel (McDermott Will & Emery LLP) and Committee financial advisor (Genesis Credit Partners).
B110 11/23/24	Case Administration G. Steinman	2.30	3,392.50	Review of first day operational motions and orders for purposes of formulating case strategy (.8); review of first day declaration in connection with same (.8); review of case docket and other pleadings in connection with same (.7).
B110 11/23/24	Case Administration G. Steinman	0.50	737.50	Review of protective order.
B110 11/23/24	Case Administration G. Williams	3.20	3,328.00	Revise notices of appearances and pro hac vice applications of MWE team members (.3); review second day motions and other pleadings (2.9).
B110 11/24/24	Case Administration B. Podell	5.50	4,427.50	Participate in meeting with G. Williams, G. Steinmann, and MWE team regarding case strategy matters (.5); draft UCC bylaws (5.0).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3996288
Invoice Date: 03/20/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B110 11/24/24	Case Administration G. Steinman	0.50	737.50	Participate in call with G. Williams and B. Podell re case admin workstreams.
B110 11/24/24	Case Administration G. Williams	0.50	520.00	Participate in call with G. Steinman and B. Podell re case administration and strategy matters.
B110 11/25/24	Case Administration C. Gibbs	1.90	3,667.00	Multiple email correspondence with MWE team regarding key strategic issues and related workstreams.
B110 11/25/24	Case Administration D. Northrop	0.30	223.50	Communications with MWE team regarding new case dates and deadlines.
B110 11/25/24	Case Administration B. Podell	0.30	241.50	Revise UCC bylaws.
B110 11/25/24	Case Administration G. Steinman	1.90	2,802.50	Review UCC bylaws (1.1); multiple email correspondence and teleconferences with B. Podell re same (.8).



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Client: 125749
Invoice: 3996288
Invoice Date: 03/20/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B110 11/26/24	Case Administration N. Rowles	0.30	373.50	Teleconference with G. Williams re matter updates and background information.
B110 11/26/24	Case Administration C. Gibbs	1.20	2,316.00	Multiple email correspondence with MWE team regarding case strategy and administration matters.
B110 11/27/24	Case Administration C. Gibbs	3.10	5,983.00	Review recent docket pleadings for purposes of assessing case strategy issues (2.0); multiple correspondence with MWE team re same (1.1).
B110 11/27/24	Case Administration G. Steinman	1.30	1,917.50	Review and revise UCC bylaws (1.2); email correspondence with G. Williams re same (.1).
B110 11/28/24	Case Administration B. Podell	1.90	1,529.50	Review court docket including first day motions (.8); prepare internal memorandum regarding important points, dates, and correspondence (1.1).
B110 11/29/24	Case Administration C. Gibbs	1.00	1,930.00	Multiple correspondence with MWE team re case administration matters.



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Task / Date	Desc. / Name	Hours	Amount	Description
B110 11/29/24	Case Administration N. Rowles	0.60	747.00	Review first day declaration for purposes of obtaining case background information.
B110 11/29/24	Case Administration D. Northrop	0.40	298.00	Draft pro hac vice motions for G. Steinman and G. Williams to appear on behalf of and represent the Committee.
B120 11/23/24	Asset Analysis and Recovery D. Kaltman	4.00	3,700.00	Draft memorandum concerning Whinstone Litigation, patent litigation, and important bankruptcy filings in case to-date in connection with identifying potential means for creditor recoveries.
B120 11/24/24	Asset Analysis and Recovery A. Mannan	7.00	5,635.00	Conference with D. Kaltman about key strategy matters in connection with Committee investigation (.3); review and analyze docket and pleadings in connection with same (2.9); compile investigation targets (2.1); prepare chronology of agreements and contracts in connection with same (1.7).
B120 11/24/24	Asset Analysis and Recovery C. Masenthin	3.50	2,817.50	Analyze first day declaration for capital structure and litigation issues (1.3); analyze and review bankruptcy docket for potential litigation claims (.8); research in connection with same (1.4).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 11/24/24	Asset Analysis and Recovery D. Kaltman	0.30	277.50	Conference with A. Mannan re strategy items related to Committee investigation.
B120 11/25/24	Asset Analysis and Recovery J. Evans	1.70	2,805.00	Phone conference with Darren Azman concerning investigation strategy matters (.5); correspondence with D. Kaltman concerning strategic action items (.5); correspondence concerning litigation issues (.3); correspondence with G. Steinman concerning strategy matters (.3); correspondence with G. Griffith concerning investigation (.1).
B120 11/25/24	Asset Analysis and Recovery A. Mannan	2.00	1,610.00	Correspond with D. Kaltman about litigation target individuals and entities related to Debtors (.3); compile background information and research for litigation targets presentation (1.7).
B120 11/25/24	Asset Analysis and Recovery C. Masenthin	3.30	2,656.50	Analyze insiders and key entities for purposes of identifying potential estate claims (1.8); analyze timeline of events (.5); analyze corporate structure and financing matters in connection with Committee investigation (1.0).
B120 11/26/24	Asset Analysis and Recovery D. Kaltman	5.10	4,717.50	Review docket for matters related to Special Committee investigation (1.3); summarize Special Committee investigation (.6); draft list of strategy items needed in connection



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				with same (1.2); attend conference with MWE Team concerning strategy items (.9); correspondence with C. Masenthin and A. Mannan concerning strategy items (.2); correspondence with J. Evans concerning strategy items (.2); draft 2004 Letter to Special Committee concerning document requests (.7).
B120 11/26/24	Asset Analysis and Recovery J. Evans	2.50	4,125.00	Review litigation issues (.3); phone conference with D. Azman concerning strategy (.4); Zoom conference with MWE investigative team concerning action items (.9); review issues concerning the special committee (.5); correspondence concerning discovery issues (.4).
B120 11/26/24	Asset Analysis and Recovery A. Mannan	2.00	1,610.00	Conference with McDermott team to discuss investigation matters (.9); correspond with C. Masenthin and D. Kaltman about Debtors' corporate structure and timeline of events in connection with same (.3); review and evaluate chronology of Debtors' contracts (.8).
B120 11/26/24	Asset Analysis and Recovery C. Masenthin	4.50	3,622.50	Conference with G. Williams concerning pending litigation in connection with Committee investigation (.1); draft summary of same (1.3); analyze agreements related to same (1.3); conference with J. Evans, D. Kaltman, A. Mannan and P. Kennedy concerning action items (.9); analyze pending litigation (.9).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 11/26/24	Asset Analysis and Recovery J. Wisniewski	3.30	2,656.50	Review and analyze first day declaration and other materials in connection with Committee investigation (2.8); multiple correspondence with MWE team re same (.5).
B120 11/26/24	Asset Analysis and Recovery P. Kennedy	1.80	2,160.00	Conference with J. Evans, D. Kaltman, A. Mannan, and C. Masenthin re key committee investigation strategy matters (.9); multiple correspondence with MWE investigative team re same (.9).
B120 11/26/24	Asset Analysis and Recovery M. Gibson	0.30	241.50	Analyze First Day Declaration in connection with Committee investigation strategy matters.
B120 11/27/24	Asset Analysis and Recovery C. Masenthin	2.00	1,610.00	Analyze litigation against debtor (.8); analyze docket filings concerning potential estate claims (1.2).
B120 11/27/24	Asset Analysis and Recovery J. Wisniewski	1.00	805.00	Draft internal memorandum for MWE team concerning Committee investigation issues.
B120 11/27/24	Asset Analysis and Recovery C. Gibbs	0.50	965.00	Multiple email correspondence with MWE team re investigation matters.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 11/27/24	Asset Analysis and Recovery M. Gibson	0.40	322.00	Analyze First Day Declaration to identify relevant facts in connection with Committee investigation.
B120 11/29/24	Asset Analysis and Recovery D. Kaltman	3.70	3,422.50	Review docket items in connection with Committee investigation (1.3); research rollup transaction and related litigation in Tarrant County, Texas in connection with same (2.4).
B120 11/29/24	Asset Analysis and Recovery J. Evans	2.50	4,125.00	Review key filings (1.4); correspondence with J. Wisniewski concerning breach of fiduciary duty analysis (.4); correspondence concerning formation documents (.3); review analysis from D. Kaltman concerning special committee issues (.4).
B120 11/29/24	Asset Analysis and Recovery A. Mannan	1.70	1,368.50	Compile and analyze background information on Debtors' directors and officers in connection with Committee investigation.
B120 11/30/24	Asset Analysis and Recovery C. Gibbs	1.00	1,930.00	Analyze background information on Debtors' directors and officers drafted by MWE team in connection with Committee investigation.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 11/30/24	Asset Analysis and Recovery C. Masenthin	1.30	1,046.50	Analyze Debtors' corporate structure in connection with Committee investigation (.4); analyze docket filings in connection with same (.5); analyze promissory notes in connection with same (.4).
B130 11/23/24	Asset Disposition D. Northrop	0.90	670.50	Review docket for updates related to sale process (.3); assemble all pleadings/court filings regarding the Debtors' bidding procedures/sale motion (.5); e-mail correspondence with C. Gibbs regarding same (.1).
B130 11/23/24	Asset Disposition G. Steinman	1.40	2,065.00	Review of sale motion and APA (1.2); email correspondence with D. Azman re same (.2).
B130 11/23/24	Asset Disposition J. Evans	1.60	2,640.00	Correspondence concerning sales process (.4); review sales filings (.9); phone conference with D. Azman concerning sale strategy (.3).
B130 11/24/24	Asset Disposition C. Gibbs	3.80	7,334.00	Review of sale motion and proposed order (.8); review of exhibits re same (.5); preparation of emails to Debtors' counsel re sale postponement (.4); conferences with MWE team re sale issues (.7); conferences with Debtor's counsel re sale and other case matters (.6); multiple email correspondence with MWE and GCP teams re same (.8).



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Task / Date	Desc. / Name	Hours	Amount	Description
B130 11/24/24	Asset Disposition G. Steinman	3.90	5,752.50	Review of sale pleadings (1.2); calls and email correspondence with D. Azman and G. Williams re same (.5); email correspondence with G. Doty re same (.2); multiple email correspondence with G. Williams and GCP re same (.3); review of materials received from Debtors (.4); attend call with Quinn re sale and case generally (.6); attend debrief call with D. Azman, C. Gibbs, J. Evans, and G. Williams (.7).
B130 11/24/24	Asset Disposition G. Williams	4.40	4,576.00	Prepare for (.1) and attend kickoff call with Debtors' advisors regarding sale (.6); attend follow-up call with C. Gibbs, G. Steinman, D. Azman, and J. Evans (.7); review sale materials in preparation for calls regarding sale matters (3.0).
B130 11/24/24	Asset Disposition J. Evans	1.50	2,475.00	Review sales process overview (.3); emails with MWE team concerning potential buyers (.2); Zoom conference with Debtors re sale matters (.6); Zoom conference (partial attendance) with MWE team re same (.4).
B130 11/24/24	Asset Disposition D. Kaltman	3.30	3,052.50	Review B. Riley deck concerning Sales Hearing (.3); correspondence with J. Evans and G. Williams concerning Sale Hearing (.5); research concerning B. Riley sales deck numbers and contacts (2.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B130 11/25/24	Asset Disposition D. Azman	0.60	990.00	Develop strategy re: Temple sale.
B130 11/25/24	Asset Disposition G. Steinman	4.00	5,900.00	Participate in conference with G. Doty, and G. Williams, D. Kaltman re draft APA (.3); multiple calls and email correspondence with G. Doty and G. Williams re same (1.2); review of land lease in connection with same (1.3); review of APA analysis (.8); multiple email correspondence with G. Doty and D. Azman re same (.4).
B130 11/25/24	Asset Disposition J. Kramer	4.20	5,229.00	Confer with G. Doty regarding sale transaction (.4); analyze asset purchase agreement regarding same (2.2); further analyze such asset purchase agreement to prepare comprehensive summary of the key terms and provisions for D. Azman and G. Doty (1.6).
B130 11/25/24	Asset Disposition G. Doty	5.70	8,692.50	Review and analysis of transaction presentation and APA, prepare summary of APA (2.6); review and analysis of related documents (1.9); confer with MWE Real Estate team re: real estate matters (.4); attend conference with G. Williams, G. Steinman, and D. Kaltman concerning draft APA (.3); multiple additional conferences with G. Steinman, D. Azman, D. Kaltman and MWE team re: APA and



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				transaction background (.5).
B130 11/25/24	Asset Disposition G. Williams	2.90	3,016.00	Attend conference with G. Doty, G. Steinman, and D. Kalthman concerning draft APA (.3); review materials concerning same (1.1); research sale issues concerning same (1.5).
B130 11/25/24	Asset Disposition P. Fitzpatrick	1.10	1,419.00	Internal communications with E. Eliopoulos and G. Doty regarding lease matters in connection with proposed sale (.3); review and summarize data center lease and letter agreement/mutual release (.8).
B130 11/25/24	Asset Disposition D. Kaltman	1.00	925.00	Participate in conference with G. Steinman, G. Williams and others re Sale Hearing (.3); review Asset Purchase Agreement and Lease (.7).
B130 11/26/24	Asset Disposition G. Steinman	2.40	3,540.00	Review of AHG sale objection (1.1); analysis of issues related to same (.6); calls with D. Azman re same (.3); attend debrief meeting with D. Azman (.4).
B130 11/26/24	Asset Disposition G. Steinman	0.80	1,180.00	Review order approving sale.



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B130 11/26/24	Asset Disposition G. Doty	0.50	762.50	Multiple correspondence with Real Estate group on review and considerations on data lease.
B130 11/27/24	Asset Disposition C. Gibbs	0.30	579.00	Review Order approving Temple sale.
B150 11/23/24	Mtgs/Communications w/Creditor G. Steinman	0.30	442.50	Email correspondence with G. Williams re UCC confidentiality issues in preparation for Committee meeting.
B150 11/24/24	Mtgs/Communications w/Creditor G. Steinman	1.00	1,475.00	Review and revise UCC email memo (.5); calls and email correspondence with D. Azman and G. Williams re same (.5).
B150 11/25/24	Mtgs/Communications w/Creditor D. Kaltman	4.10	3,792.50	Draft UCC deck in preparation for Committee meeting, including litigation timeline and information on directors and officers (3.8); correspondence with A. Mannan and C. Masenthin concerning UCC deck (.3).
B150 11/25/24	Mtgs/Communications w/Creditor J. Evans	1.10	1,815.00	Zoom conference with Debtors, Committee, and professionals re sale, investigation, and other case matters (.7); Zoom conference with Committee re same (.4).



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B150 11/25/24	Mtgs/Communications w/Creditor C. Gibbs	1.10	2,123.00	Participate in call with Debtors, UCC, and professionals re sale and other case strategy issues (.7); participate in call with Committee re same (.4).
B150 11/25/24	Mtgs/Communications w/Creditor D. Azman	1.10	1,815.00	Participate in call with Debtors, Committee, and Debtors' management team re Temple sale and re other case matters (.7); call with Committee re same (.4).
B150 11/25/24	Mtgs/Communications w/Creditor G. Steinman	1.10	1,622.50	Participate in call with UCC, Debtors' management team, and Debtor and UCC professionals regarding sale and other case matters (.7); follow-up call with UCC re same (.4).
B150 11/25/24	Mtgs/Communications w/Creditor G. Williams	1.10	1,144.00	Participate in call with Debtors, Committee, and professionals concerning sale process update and other case matters (.7); participate in follow up conference with UCC concerning same (.4).
B150 11/26/24	Mtgs/Communications w/Creditor G. Steinman	0.60	885.00	Review and revise sale hearing summary email memo for UCC.
B150 11/27/24	Mtgs/Communications w/Creditor N. Rowles	0.50	622.50	Participate in weekly Committee meeting (.3); correspondence with MWE team re same (.2).



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B150 11/27/24	Mtgs/Communications w/Creditor G. Steinman	2.80	4,130.00	Calls with D. Azman re UCC meeting (.5); review and revise agenda re same (.5); prepare for UCC meeting (1.5); attend UCC meeting (.3).
B150 11/27/24	Mtgs/Communications w/Creditor G. Williams	0.60	624.00	Prepare for Committee call (.3); attend same (.3).
B150 11/27/24	Mtgs/Communications w/Creditor D. Kaltman	4.00	3,700.00	Draft UCC presentation for upcoming Committee meeting.
B150 11/27/24	Mtgs/Communications w/Creditor D. Azman	0.40	660.00	Prepare for weekly call with UCC (.1); attend same (.3).
B150 11/27/24	Mtgs/Communications w/Creditor C. Gibbs	0.40	772.00	Prepare for Committee call (.1); attend same (.3).
B150 11/29/24	Mtgs/Communications w/Creditor A. Mannan	1.10	885.50	Review and revise committee presentation in preparation for committee meeting.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 11/29/24	Mtgs/Communications w/Creditor C. Masenthin	0.50	402.50	Amend committee update deck in accordance with updates regarding potential estate causes of action.
B150 11/30/24	Mtgs/Communications w/Creditor D. Kaltman	0.90	832.50	Revise UCC presentation for UCC meeting.
B150 11/30/24	Mtgs/Communications w/Creditor C. Masenthin	0.30	241.50	Revise committee meeting presentation in accordance with docket updates.
B155 11/25/24	Court Hearings D. Northrop	2.40	1,788.00	Assemble pleadings and other materials, including the parties' exhibits, for C. Gibbs for the 11/26/2024 sale approval hearing (2.0); e-mail correspondence with C. Gibbs regarding pleadings and materials to be assembled for the 11/26/2024 at 9:00 a.m. hearing (.1); e-mail correspondence with G. Williams regarding materials needed and other preparations for the 11/26/2026 at 9:00 a.m. hearing (.2); e-mail correspondence with G. Williams regarding debtors' obligation to file an agenda in complex chapter 11 cases and deadline for filing said agenda (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B155 11/25/24	Court Hearings D. Northrop	0.50	372.50	E-mail correspondence with G. Williams regarding preparation of Committee witness and exhibit list for the 11/26/2024 sale transaction approval hearing (.1); draft Committee witness and exhibit list for the 11/26/2024 sale transaction approval hearing (.4).
B155 11/25/24	Court Hearings D. Northrop	0.80	596.00	E-mail correspondence with G. Williams regarding arranging for UCC members to attend (virtually) the hearings on 11/26/2024 at 9:00 a.m. CST and 10:00 a.m. CST (.5); review orders admitting D. Azman and J. Evans pro hac vice to represent the Committee (.1); e-mail correspondence with MWE team regarding same (.1); e-mail correspondence with MWE team regarding entering electronic hearing appearances for the 11/26/2024 hearing and status conference (.1).
B155 11/25/24	Court Hearings D. Azman	0.60	990.00	Prepare for hearing on Temple sale.
B155 11/26/24	Court Hearings C. Gibbs	1.00	1,930.00	Analyze pleadings and emails re sale of Temple facility in preparation for hearing on same.



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B155 11/26/24	Court Hearings C. Gibbs	2.00	3,860.00	Prepare for sale hearing and status conference (1.0); attend same (1.0).
B155 11/26/24	Court Hearings D. Northrop	1.10	819.50	Enter electronic hearing appearance for C. Gibbs for 11/26/2024 hearings at 9:00 a.m. and 10:00 a.m. (.1); follow-up e-mail correspondence with G. Williams regarding means for remote attendance by UCC members at future court hearings (.2); e-mail correspondence with G. Williams regarding ordering transcripts of hearings held on 11/26/2024 (.1); review docket and compile list of prior hearings in the case and list of hearings for which transcripts have already been prepared (.5); e-mail correspondence with G. Williams regarding ordering transcripts of prior hearings in the case (.2).
B155 11/26/24	Court Hearings D. Azman	1.30	2,145.00	Prepare for hearing re: Temple sale and status conference (.3); attend same (1.0).
B155 11/26/24	Court Hearings J. Evans	1.00	1,650.00	Correspondence with G. Williams concerning upcoming sale hearing (.6); review filings in connection with same (.4).



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B155 11/27/24	Court Hearings D. Northrop	1.80	1,341.00	Prepare transcript requests for (i) trial hearings held on 11/12/2024, 11/13/2024, 11/14/2024, and 11/15/2024 in the contested matter between the Debtors and Whinstone US Inc. and (ii) 11/26/2024 sale transaction approval hearing and 11/26/2024 status hearing in contested matter (.9); file transcript requests on the ECF case docket (.9).
B160 11/26/24	Fee/Employment Applications D. Boll	0.80	1,116.00	Draft schedules for MWE retention application (.7); confer with D. Azman re same (.1).
B160 11/27/24	Fee/Employment Applications G. Steinman	0.20	295.00	Correspondence with G. Williams re MWE and GCP retention applications.
B160 11/27/24	Fee/Employment Applications D. Boll	2.50	3,487.50	Draft schedules for MWE retention application (1.7); analysis re same (.8).
B160 11/29/24	Fee/Employment Applications B. Podell	4.60	3,703.00	Draft MWE retention application and declarations.



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B190 11/23/24	Other Contested Matters G. Steinman	1.50	2,212.50	Review internal case summary re pending litigation issues.
B190 11/24/24	Other Contested Matters D. Kaltman	5.90	5,457.50	Review and summarize MGT patent litigation merits and procedural history (3.3); review Whinstone Litigation merits and procedural history (2.3); correspondence with A. Mannan and C. Masenthin concerning diligence items (.3).
B190 11/24/24	Other Contested Matters J. Evans	0.70	1,155.00	Review litigation summary prepared by MWE team (.4); correspondence concerning key contracts (.3).
B190 11/24/24	Other Contested Matters G. Williams	2.10	2,184.00	Review pleadings related to various contested matters in case (.9); draft summary of same for MWE team (1.2).
B190 11/25/24	Other Contested Matters G. Steinman	1.50	2,212.50	Review of issues related to pending litigation, including summary of same (.8); review of recent pleadings and status of case re same (.7).
B190 11/25/24	Other Contested Matters B. Podell	0.90	724.50	Review, research, and analyze committee construction matters.



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 11/26/24	Other Contested Matters B. Podell	5.20	4,186.00	Research and analyze committee composition matters (2.1); draft memorandum re same (3.1).
B190 11/26/24	Other Contested Matters G. Steinman	3.20	4,720.00	Email correspondence with G. Williams re SAFE research (.2); calls and email correspondence with D. Azman re same (.4); review of initial research re same (.5); review of example SAFE agreement (.6); develop strategy re same (.6); calls with D. Azman and B. Podell re research related to same (.5); initial review of research re same (.4).
B190 11/26/24	Other Contested Matters D. Boll	1.20	1,674.00	Confer with B. Podell re committee composition matters (.2); analyze issues re same (1.0).
B190 11/26/24	Other Contested Matters G. Williams	8.50	8,840.00	Multiple correspondence regarding strategy items with J. Evans, G. Steinman, and others from MWE team (.7); follow up communications with C. Masenthin and J. Evans concerning same (.2); research concerning committee composition matters (3.9); draft summary concerning same (3.7).



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B190 11/26/24	Other Contested Matters D. Kaltman	3.70	3,422.50	Review Whinstone Litigation files (2.9); review SAFE and other corporate documents (.8).
B190 11/26/24	Other Contested Matters C. Masenthin	0.60	483.00	Research and analyze convertible instruments status.
B190 11/27/24	Other Contested Matters G. Williams	6.30	6,552.00	Research concerning SAFE-related issues (2.3); draft analysis concerning same (1.4); research concerning same (2.2); multiple correspondence with MWE team concerning same (.4).
B190 11/27/24	Other Contested Matters A. Sharma	1.50	2,220.00	Analyze form of SAFE (.9); correspondence with MWE team regarding same (.6).
B190 11/27/24	Other Contested Matters C. Masenthin	1.20	966.00	Analyze safe agreements (1.0); correspond with J. Evans concerning the same (.2).
B190 11/27/24	Other Contested Matters D. Kaltman	2.70	2,497.50	Review and summarize Whinstone Milam Litigation (1.7); correspondence with MWE Team concerning SAFEs (.3); review and summarize Whinstone Tarrant Litigation (.7).



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B190 11/27/24	Other Contested Matters B. Podell	2.50	2,012.50	Continue researching and analyzing committee composition matters (.4); continue drafting memorandum re same (2.1).
B190 11/27/24	Other Contested Matters G. Steinman	2.40	3,540.00	Review of research re committee composition matters (2.2); email correspondence with B. Podell re same (.2).
B190 11/27/24	Other Contested Matters G. Steinman	1.20	1,770.00	Multiple email correspondence with D. Azman and A. Sharma re SAFE holder matters (.6); review of analysis re same (.3); draft email memo re same (.3).
B190 11/27/24	Other Contested Matters D. Azman	1.10	1,815.00	Review SAFE agreements (.6); analysis re: same (.5).
B190 11/27/24	Other Contested Matters D. Boll	0.80	1,116.00	Confer with B. Podell re analysis of committee strategy issues, including committee composition matters.
B190 11/29/24	Other Contested Matters G. Steinman	2.70	3,982.50	Prepare email memo re SAFE analysis (.5); multiple email correspondence with D. Azman and A. Sharma re same (.4); review of additional SAFE documents received from Debtors (1.8).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3996288
Invoice Date: 03/20/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B190 11/29/24	Other Contested Matters C. Masenthin	3.30	2,656.50	Analyze SAFE agreements (1.1); correspond with A. Sharma concerning the same (.1); research and analyze claims against targets (1.3); analyze secured promissory notes (.8).
B195 11/25/24	Non-Working Travel C. Gibbs	1.50	2,895.00	Travel to Houston for sale hearing (Reduced by 50%).
B195 11/26/24	Non-Working Travel C. Gibbs	1.50	2,895.00	Return to Dallas from Houston for sale hearing (Reduced by 50%).
B210 11/24/24	Business Operations G. Steinman	0.90	1,327.50	Email correspondence with D. Kaltman re equity agreements and capital structure (.2); review of corresponding documents and pleadings re same (.7).
B210 11/24/24	Business Operations C. Masenthin	2.90	2,334.50	Draft summary of debtor capital structure (2.3); multiple correspondence with A. Mannan concerning the same (.6).
B210 11/25/24	Business Operations D. Kaltman	0.70	647.50	Research Debtors' capital structure.



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Client: 125749
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Task / Date	Desc. / Name	Hours	Amount	Description
B210 11/28/24	Business Operations A. Mannan	5.20	4,186.00	Review and evaluate Rhodium docket for chronology of contracts (1.8); compile background information on Debtors' capital and corporate structure (2.1); research in connection with analysis of same (1.3).
B210 11/28/24	Business Operations G. Steinman	0.80	1,180.00	Review of formation documents and budget.
B210 11/29/24	Business Operations J. Wisniewski	3.00	2,415.00	Review and analyze corporate formation documents.
B210 11/29/24	Business Operations G. Steinman	0.80	1,180.00	Review of first day motion summary in connection with analysis of business operations.
B210 11/30/24	Business Operations D. Kaltman	0.60	555.00	Research and review Debtors' insurance policies.
B210 11/30/24	Business Operations G. Steinman	1.70	2,507.50	Review of capital structure summary (.8); review of documents re same (.7); email correspondence with D. Azman re same (.2).



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Task / Date	Desc. / Name	Hours	Amount	Description
B230 11/23/24	Financing/Cash Collections D. Northrop	0.90	670.50	Review docket for pleadings related to financing matters (.3) and assemble all pleadings, orders and other court filings relating to the Debtors' motions to obtain postpetition financing and for authorization to use cash collateral (.5); e-mail correspondence with C. Gibbs regarding same (.1).
B230 11/23/24	Financing/Cash Collections G. Williams	1.20	1,248.00	Analyze DIP-documents.
B230 11/24/24	Financing/Cash Collections C. Gibbs	0.80	1,544.00	Analyze DIP Loan documents.
B230 11/27/24	Financing/Cash Collections C. Gibbs	0.50	965.00	Review of emails and pleadings re DIP loan.

Total Hours 265.80 Total For Services \$314,839.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	38.80	54,783.00
B120	Asset Analysis and Recovery	55.40	54,229.00
B130	Asset Disposition	44.30	60,798.50
B150	Mtgs/Communications w/Creditor	23.00	27,985.00

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

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Task Code	Description	Hours	Amount
B155	Court Hearings	12.50	15,492.00
B160	Fee/Employment Applications	8.10	8,601.50
B190	Other Contested Matters	60.70	66,399.50
B195	Non-Working Travel	3.00	5,790.00
B210	Business Operations	16.60	16,333.00
B230	Financing/Cash Collections	3.40	4,427.50
		265.80	314,839.00

Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
G. Williams	11/24/24	Miscellaneous E-filing fee for the Motion and Order for Admission Pro Hac Vice for Joseph Evans in Rhodium Case	0.00	100.00
G. Williams	11/24/24	Miscellaneous E-filing fee for the Motion and Order for Admission Pro Hac Vice for Darren Azman in Rhodium Case	0.00	100.00

Total Costs and Other Charges \$200.00

Total This Invoice \$315,039.00

Timekeeper Summary

Name	Hours	Rate	Amount
D. Azman	10.00	1,650.00	16,500.00
D. Boll	5.30	1,395.00	7,393.50
G. Doty	6.20	1,525.00	9,455.00
J. Evans	12.60	1,650.00	20,790.00
P. Fitzpatrick	1.10	1,290.00	1,419.00
C. Gibbs	26.80	1,930.00	51,724.00
M. Gibson	0.70	805.00	563.50
D. Kaltman	40.00	925.00	37,000.00

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Name	Hours	Rate	Amount
P. Kennedy	1.80	1,200.00	2,160.00
J. Kramer	4.20	1,245.00	5,229.00
A. Mannan	19.00	805.00	15,295.00
C. Masenthin	23.40	805.00	18,837.00
D. Northrop	11.10	745.00	8,269.50
B. Podell	20.90	805.00	16,824.50
N. Rowles	1.40	1,245.00	1,743.00
A. Sharma	1.50	1,480.00	2,220.00
G. Steinman	41.70	1,475.00	61,507.50
G. Williams	30.80	1,040.00	32,032.00
J. Wisniewski	7.30	805.00	5,876.50
Totals	265.80		<u>\$314,839.00</u>



Invoice: 3986719

03/20/2025

Client: 125749

Rhodium Encore Creditors' Committee

Morris James

500 Delaware Avenue

Suite 1500

Wilmington, DE 19801

For Services Rendered in Connection with:

Matter: 0011 Rhodium Encore Official Creditors' Committee

Task / Date	Escrow/ Name	Hours	Amount	Description
B110 12/02/24	Case Administration B. Podell	0.60	483.00	Participate in conference with G. Steinman, G. Williams, and N. Rowles regarding committee composition, committee bylaws, and first day motion memorandum.
B110 12/02/24	Case Administration C. Gibbs	1.80	3,474.00	Multiple correspondence with MWE team regarding case administration matters (1.3); multiple teleconferences with MWE team re key matter strategy items (.5).
B110 12/02/24	Case Administration G. Steinman	1.00	1,475.00	Analysis of case strategy matters and related workstreams (.5); email correspondence and meeting with G. Williams, N. Rowles, and G. Williams re same (.5).
B110 12/02/24	Case Administration N. Rowles	1.40	1,743.00	Prepare for (.2) and participate in call with MWE team re key matter workstreams and strategy issues (.6); correspondence with G. Williams re matter background and other administrative items (.2); review pleadings related to same (.4).



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Rhodium Encore Creditors' Committee

Client: 125749
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Task / Date	Escrow Name	Hours	Amount	Description
B110 12/02/24	Case Administration D. Northrop	0.40	298.00	Obtain transcript of 11/26/2024 sale transaction approval hearing and status conference regarding the contested matter between the Debtors and Whinstone US (.1); review same (.3).
B110 12/03/24	Case Administration D. Northrop	0.70	521.50	Revise pro hac vice motions for G. Steinman and G. Williams (.1); file pro hac vice motions for G. Steinman and G. Williams on the ECF docket, including paying the filing fee for each motion via pay.gov (.6).
B110 12/04/24	Case Administration D. Azman	0.50	825.00	Communications and conferences with J. Evans regarding development of case strategy.
B110 12/05/24	Case Administration C. Gibbs	0.90	1,737.00	Multiple email correspondence with MWE team regarding case administration matters.
B110 12/05/24	Case Administration D. Northrop	1.50	1,117.50	Review chapter 11 case docket sheet and relevant pleadings, notices and orders for key dates and deadlines (.9); draft critical dates memo (.6).
B110 12/05/24	Case Administration D. Northrop	0.30	223.50	Arrange for MWE attorneys to receive notices of electronic filing (NEFs) in Whinstone US Inc. et al. v. Imperium Investment Holdings LLC et al., Adv. Pro. No. 24-3240.



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Task / Date	Escrow Name	Hours	Amount	Description
B110 12/06/24	Case Administration D. Northrop	0.50	372.50	Obtain transcripts of trial conducted 11/12 - 11/15/2024 regarding contested matter between the Debtors and Whinstone US, Inc. (regarding Debtors' lease assumption motion) (.3); review same (.1); e-mail correspondence with G. Williams regarding same (.1).
B110 12/11/24	Case Administration C. Gibbs	1.50	2,895.00	Multiple email correspondence re case administration matters (1.2); conferences with co-counsel re meeting with Company (.3).
B110 12/12/24	Case Administration C. Gibbs	1.40	2,702.00	Multiple email correspondence with MWE team re case administration matters (1.0); conferences with co-counsel re same (.4).
B110 12/13/24	Case Administration C. Gibbs	1.30	2,509.00	Conferences with Debtors and co-counsel (.4); multiple email correspondence with MWE team re case administration matters (.9).
B110 12/19/24	Case Administration D. Northrop	1.70	1,266.50	Draft/update case critical dates memo.



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Client: 125749
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Task / Date	Case/CD Name	Hours	Amount	Description
B110 12/20/24	Case Administration C. Gibbs	0.80	1,544.00	Multiple email correspondence with MWE team re pending work streams on case administration matters.
B110 12/20/24	Case Administration D. Northrop	0.10	74.50	Communications with MWE team regarding new case dates and deadlines.
B110 12/23/24	Case Administration C. Gibbs	1.40	2,702.00	Multiple email correspondence with MWE team regarding case administration matters (.7); review recent docket filings in connection with same (.7).
B110 12/23/24	Case Administration D. Northrop	1.10	819.50	Review November monthly operating reports for all nineteen (19) debtor entities (1.0); e-mail correspondence with MWE team regarding same (.1).
B110 12/23/24	Case Administration D. Northrop	0.10	74.50	Communications with MWE team regarding new case dates and deadlines.
B110 12/31/24	Case Administration C. Gibbs	1.10	2,123.00	Multiple email correspondence with MWE team re case administration matters.



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Rhodium Encore Creditors' Committee

Client: 125749
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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/01/24	Asset Analysis and Recovery J. Wisniewski	3.50	2,817.50	Review and analyze corporate formation documents in connection with Committee investigation (2.9); draft memorandum outline re same for MWE team (.6).
B120 12/01/24	Asset Analysis and Recovery J. Evans	1.20	1,980.00	Correspondence with counsel for special committee (.3); correspondence with D. Azman concerning strategy (.3); correspondence with J. Yim concerning filings (.3); correspondence concerning outline for liability analysis (.3).
B120 12/02/24	Asset Analysis and Recovery C. Masenthin	4.60	3,703.00	Review and analyze Debtor agreements in connection with Committee investigation.
B120 12/02/24	Asset Analysis and Recovery J. Evans	3.00	4,950.00	Correspondence with D. Azman concerning strategy (.5); correspondence with counsel for the special committee (.1); phone conference with D. Kaltman concerning liability analysis (.7); review litigation filings (1.4); emails with D. Kaltman and J. Yim concerning investigative strategy (.3).
B120 12/02/24	Asset Analysis and Recovery G. Williams	1.30	1,352.00	Prepare for (.7) and participate in conference with MWE team concerning case strategy and investigative issues (.6).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/03/24	Asset Analysis and Recovery D. Kaltman	3.40	3,145.00	Draft 2004s to Special Committee (3.1); conference with MWE Team and GCP Team re same (.3).
B120 12/03/24	Asset Analysis and Recovery C. Gibbs	0.60	1,158.00	Multiple email correspondence re claim investigation matters.
B120 12/03/24	Asset Analysis and Recovery J. Evans	2.10	3,465.00	Meeting concerning 2004s and liability analysis (.5); phone conference with D. Kaltman, A. Feinsod, and J. Kiehl concerning discovery issues (.3); review and revise investigation and litigation analysis (.7); correspondence with special committee (.2); phone conference with D. Azman concerning strategy (.4).
B120 12/03/24	Asset Analysis and Recovery G. Steinman	3.40	5,015.00	Multiple email correspondence with K. Suh re lien analysis (.3); calls and email correspondence with D. Azman and C. Masenthin re same (.5); review of summary and analysis of cap structure (2.1); calls with C. Masenthin re same (.5).
B120 12/03/24	Asset Analysis and Recovery G. Williams	2.00	2,080.00	Multiple correspondence with MWE litigation team concerning 2004-related issues (.3); research concerning same (1.7).



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Task / Date	6 escD/ Name	Hours	Amount	6escription
B120 12/03/24	Asset Analysis and Recovery J. Kiehl	2.90	2,334.50	Conference with J. Evans, D. Kaltman, and A. Feinsod re strategy issues related to Committee investigation (.6); review filings in connection with same (1.9); conference with A. Feinsod on research and strategy matters (.4).
B120 12/03/24	Asset Analysis and Recovery C. Masenthin	2.80	2,254.00	Analyze creditor claims and agreements with debtor (2.6); correspond with G. Steinman concerning the same (.2).
B120 12/03/24	Asset Analysis and Recovery C. Masenthin	1.70	1,368.50	Analyze past and current litigation (.7); investigate and analyze insider claims (.6); draft 2004 request (.4).
B120 12/03/24	Asset Analysis and Recovery J. Wisniewski	2.80	2,254.00	Review and analyze corporate formation documents (.8); draft memorandum for MWE team re same in connection with Committee investigation (2.0).
B120 12/03/24	Asset Analysis and Recovery D. Azman	0.90	1,485.00	Review debt docs in connection with lien analysis.
B120 12/03/24	Asset Analysis and Recovery N. Rowles	0.40	498.00	Analysis of diligence items drafted by GCP in connection with investigation of estate causes of action.



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Task / Date	escD/ Name	Hours	Amount	Description
B120 12/04/24	Asset Analysis and Recovery D. Kaltman	2.80	2,590.00	Revise 2004 requests to Special Committee (1.5); revise letter to Special Committee concerning 2004 requests (.2); revise memorandum concerning research related to investigation issues (1.1).
B120 12/04/24	Asset Analysis and Recovery B. Casten	1.50	1,035.00	Generate a new document repository workspace and media and task tracking databases for the matter in connection with Committee investigation (.9); coordinate the transfer, tracking, processing, and loading of client documents into the repository for review (.6).
B120 12/04/24	Asset Analysis and Recovery F. Belayneh	1.00	280.00	Ingest data for processing and populate custodian information in preparation to load into the review platform in connection with Committee investigation (.6); conduct QC on data processed to ensure file count is correct and all text and natives are present (.4).
B120 12/04/24	Asset Analysis and Recovery J. Evans	2.90	4,785.00	Emails with opposing counsel concerning discovery (.3); correspondence with A. Feinsold concerning liability analysis (.4); draft description of discovery targets (.4); phone conference with D. Azman concerning strategy (.7); meeting with D. Kaltman and C. Masenthin concerning litigation update and investigation (.5); correspondence with D. Kaltman concerning document review (.3); review hearing transcript in



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Task / Date	Escrow Name	Hours	Amount	Description
				connection with same (.3).
B120 12/04/24	Asset Analysis and Recovery A. Feinsod	2.10	1,690.50	Review and analyze recent docket filings in connection with Committee investigation (1.6); conference with J. Kiehl to discuss findings and memo outline (.5).
B120 12/04/24	Asset Analysis and Recovery C. Masenthin	2.10	1,690.50	Conference with J. Evans and D. Kaltman concerning committee investigation deck (.7); correspond with G. Steinman concerning rollup transaction (.3); analyze promissory notes and pledge agreements (1.1).
B120 12/04/24	Asset Analysis and Recovery C. Masenthin	1.40	1,127.00	Draft 2004 document request and accompanying cover letter.
B120 12/04/24	Asset Analysis and Recovery J. Wisniewski	2.80	2,254.00	Draft internal memorandum related to Committee investigation for MWE team (2.2); confer with MWE team re same (.6).
B120 12/04/24	Asset Analysis and Recovery A. Mannan	0.90	724.50	Correspond with D. Kaltman about 2004 requests (.2); review and revise 2004 requests (.7).



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Task / Date	Escrow/ Name	Hours	Amount	Description
B120 12/04/24	Asset Analysis and Recovery C. Gibbs	2.20	4,246.00	Multiple emails correspondence with MWE team re Committee investigation matters.
B120 12/04/24	Asset Analysis and Recovery J. Kiehl	1.80	1,449.00	Review key contracts in connection with Committee investigation.
B120 12/05/24	Asset Analysis and Recovery D. Kaltman	0.60	555.00	Draft outline for conference with Special Committee.
B120 12/05/24	Asset Analysis and Recovery B. Casten	0.80	552.00	Customize the document repository security permissions to add additional reviewers to the workspace in connection with Committee investigation (.3); review processed and loaded client documents in the repository for quality assurance (.2); customize the document review layout in the repository as requested by the case team (.3).
B120 12/05/24	Asset Analysis and Recovery J. Kiehl	4.40	3,542.00	Review background documents and case files for purposes of preparing presentation regarding status of various matters pending in case (2.3); draft presentation for review by J. Evans (.8); revise presentation (1.3).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/05/24	Asset Analysis and Recovery J. Evans	1.90	3,135.00	Review and provide comments to outline for contractual analysis (.5); email concerning diligence requests (.4); prepare for meeting with Special Committee (.3); phone conference with D. Kaltman concerning analysis (.3); correspondence with D. Azman concerning strategy (.4).
B120 12/05/24	Asset Analysis and Recovery M. Gibson	5.40	4,347.00	Research Delaware law on claims in connection with Committee investigation (1.1); research case law analogous to instant fact pattern (2.3); draft memo analyzing research findings (2.0).
B120 12/05/24	Asset Analysis and Recovery J. Wisniewski	6.90	5,554.50	Draft memorandum for MWE team with respect to potential estate claims and causes of action (4.5); research in connection with same (2.4).
B120 12/05/24	Asset Analysis and Recovery G. Williams	1.40	1,456.00	Revise Committee's diligence requests for Debtors related to Committee investigation.
B120 12/05/24	Asset Analysis and Recovery J. Yim	0.90	1,080.00	Review and revise cover letter to 2004 requests.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/06/24	Asset Analysis and Recovery J. Evans	0.90	1,485.00	Correspondence with MWE team concerning discovery requests (.4); correspondence with MWE concerning strategy (.3); review MWE team's liability analysis (.2).
B120 12/06/24	Asset Analysis and Recovery G. Williams	1.10	1,144.00	Revise diligence list for Committee investigation.
B120 12/06/24	Asset Analysis and Recovery K. Suh	1.70	2,371.50	Review and organize financing documents (.2); confer with J. Hirshon and S. Slater re perfection analysis (1.1); review and updated request list for financial advisor and confer with C. Masennthin re same (.4).
B120 12/06/24	Asset Analysis and Recovery M. Gibson	2.30	1,851.50	Research case law applicable to instant fact pattern in connection with Committee investigation.
B120 12/06/24	Asset Analysis and Recovery C. Gibbs	1.40	2,702.00	Multiple email correspondence with MWE team regarding Committee investigation and litigation matters in case.
B120 12/06/24	Asset Analysis and Recovery J. Kiehl	0.60	483.00	Research re case background and overview in connection with Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/06/24	Asset Analysis and Recovery S. Slater	2.00	1,610.00	Perform document inventory in connection with perfection analysis (1.7); conference with K. Suh and J. Hirshon regarding the same (.3).
B120 12/06/24	Asset Analysis and Recovery A. Feinsod	1.30	1,046.50	Review expert reports from Debtors production (.4); draft summary of expert reports (.9).
B120 12/06/24	Asset Analysis and Recovery J. Hirshon	0.40	226.00	Attend call with MWE team regarding key strategy workstreams in connection with lien analysis.
B120 12/07/24	Asset Analysis and Recovery J. Evans	1.70	2,805.00	Review and revise liability analysis (1.1); emails concerning liability analysis (.3); review and provide comments to investigation analysis (.3).
B120 12/08/24	Asset Analysis and Recovery J. Evans	0.80	1,320.00	Review and revise discovery request (.4); emails concerning discovery strategy (.2); correspondence with special committee (.2).
B120 12/08/24	Asset Analysis and Recovery J. Kiehl	0.10	80.50	Review memorandum on case law related to potential estate claims and causes of action.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/08/24	Asset Analysis and Recovery S. Slater	0.70	563.50	Perform document inventory in connection with perfection analysis.
B120 12/09/24	Asset Analysis and Recovery J. Kiehl	5.50	4,427.50	Review memoranda on governing case law related to potential estate claims and causes of action (1.2); review document production to incorporate into case status updates (2.6); draft presentation on case status matters (1.7).
B120 12/09/24	Asset Analysis and Recovery S. Slater	3.00	2,415.00	Perform document inventory in connection with perfection analysis.
B120 12/09/24	Asset Analysis and Recovery G. Williams	1.60	1,664.00	Review sale hearing and trial transcripts in connection with research for Committee investigation.
B120 12/09/24	Asset Analysis and Recovery G. Williams	2.30	2,392.00	Research concerning discovery efforts in connection with Committee investigation (2.1); multiple correspondence with MWE litigation team concerning same (.2).
B120 12/09/24	Asset Analysis and Recovery J. Yim	1.30	1,560.00	Revise 2004 request to Debtor and cover letter.



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Task / Date	Description Name	Hours	Amount	Description
B120 12/10/24	Asset Analysis and Recovery M. Gibson	0.20	161.00	Analyze discovery requests to Debtors and Special Committee.
B120 12/10/24	Asset Analysis and Recovery J. Hirshon	2.50	1,412.50	Prepare Debtor UCC search inventory and structure chart jurisdictional analysis in connection with lien analysis (1.1); review UCC search certifications and results with respect to all Debtors and prepare analysis in connection with same (.6); email correspondence with K. Wartner of CT Corporation re lien searches with respect to all credit parties (.8).
B120 12/10/24	Asset Analysis and Recovery D. Kaltman	1.70	1,572.50	Revise 2004 requests and 2004 letter to Special Committee (.7); conference with J. Evans concerning case strategy (.5); conference with MWE Team and GCP Team concerning case updates (.5).
B120 12/10/24	Asset Analysis and Recovery G. Williams	2.10	2,184.00	Research concerning investigative efforts (1.4); draft summary re same (.4); multiple correspondence with J. Evans and litigation team concerning same (.3).
B120 12/10/24	Asset Analysis and Recovery S. Slater	3.20	2,576.00	Perform Document Inventory in connection with lien perfection analysis.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/10/24	Asset Analysis and Recovery C. Gibbs	2.20	4,246.00	Multiple email correspondence with MWE and GCP teams re Committee investigation and strategy matters (1.4); multiple conferences with MWE team re status of work product related to same (.8).
B120 12/10/24	Asset Analysis and Recovery J. Yim	0.50	600.00	Revise 2004 requests to Debtors.
B120 12/10/24	Asset Analysis and Recovery J. Yim	0.40	480.00	Call with Genesis Capital Partners concerning ongoing investigation work streams.
B120 12/10/24	Asset Analysis and Recovery J. Evans	3.10	5,115.00	Revise letter to Debtors (.4); revise 2004 requests to Debtors (.5); meeting with D. Kaltman concerning discovery and investigation (.4); correspondence with D. Azman concerning strategy (.3); correspondence with Debtors (.2); revise letter to Special Committee (.3); revise 2004 requests to Special Committee (.4); correspondence with G. Williams concerning discovery issues (.3); correspondence with D. Kaltman concerning machine issues (.3).



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Rhodium Encore Creditors' Committee

Client: 125749
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Task / Date	Escrow/ Name	Hours	Amount	Description
B120 12/10/24	Asset Analysis and Recovery J. Wisniewski	1.90	1,529.50	Review claims analysis memorandum in connection with research for Committee investigation.
B120 12/10/24	Asset Analysis and Recovery J. Wisniewski	0.50	402.50	Participate in MWE team meeting regarding Committee investigation.
B120 12/11/24	Asset Analysis and Recovery M. Gibson	0.20	161.00	Research related to potential estate claims and causes of action.
B120 12/11/24	Asset Analysis and Recovery S. Slater	1.80	1,449.00	Perform document inventory in connection with lien perfection analysis.
B120 12/11/24	Asset Analysis and Recovery J. Kiehl	0.20	161.00	Review and finalize internal memorandum on case status updates in connection with Committee investigation.
B120 12/11/24	Asset Analysis and Recovery J. Evans	1.50	2,475.00	Draft response to Debtors concerning discovery issues and investigation (.7); review research concerning local rules and discovery issues (.3); correspondence with D. Azman concerning strategy (.3); correspondence with D. Kaltman



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				concerning investigation (.2).
B120 12/11/24	Asset Analysis and Recovery C. Gibbs	0.70	1,351.00	Multiple email correspondence with MWE team re analysis of potential avoidance actions and other estate claims.
B120 12/11/24	Asset Analysis and Recovery J. Hirshon	2.00	1,130.00	Process and review newly received lien search results with respect to all credit parties (.7); prepare Lien Search Results Chart and related analysis in connection with same (1.3).
B120 12/12/24	Asset Analysis and Recovery D. Kaltman	0.50	462.50	Analysis regarding key strategy matters related to Committee investigation (.3); revise letter to Special Committee (.2).
B120 12/12/24	Asset Analysis and Recovery S. Slater	1.60	1,288.00	Review and revise master document list into 2024, 2022, and 2021 document spreadsheets in connection with lien analysis.
B120 12/12/24	Asset Analysis and Recovery J. Kiehl	0.80	644.00	Draft correspondence to Special Committee re discovery requests.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/12/24	Asset Analysis and Recovery J. Hirshon	1.70	960.50	Complete preparation of Lien Search Results Chart and related analysis with respect to all credit parties in connection with lien analysis.
B120 12/12/24	Asset Analysis and Recovery J. Evans	0.70	1,155.00	Correspondence with MWE team concerning submission to Special Committee (.5); correspondence with MWE team concerning liability research (.2).
B120 12/12/24	Asset Analysis and Recovery J. Wisniewski	4.40	3,542.00	Research and analyze case law related to internal memo on potential estate claims and causes of action.
B120 12/12/24	Asset Analysis and Recovery K. Suh	3.40	4,743.00	Review inventory of documents and first day pleadings in connection with lien analysis (2.3); organize Notes and Security Agreements from data room (.6); confer with J. Hirshon and S. Slater re same (.5).
B120 12/13/24	Asset Analysis and Recovery M. Gibson	0.10	80.50	Analyze draft 2004 agreement.
B120 12/13/24	Asset Analysis and Recovery J. Hirshon	4.50	2,542.50	Prepare UCC1 Secured Party Annex in connection with all credit parties in connection with lien analysis (2.2); process and review 2021 Joinders, Notes and Security Agreements and begin to prepare inventory of same (2.3).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/13/24	Asset Analysis and Recovery D. Kaltman	1.00	925.00	Revise 2004 letter to Special Committee (.3); review and revise 2004 agreement with Debtors (.3); review Whinstone litigation memorandum (.4).
B120 12/13/24	Asset Analysis and Recovery J. Evans	1.70	2,805.00	Correspondence with Debtors concerning investigation (.5); review and provide comments to submission to special committee (.4); correspondence concerning submission to special committee (.2); correspondence with D. Azman concerning strategy (.3); correspondence concerning proposed letter agreement (.3).
B120 12/13/24	Asset Analysis and Recovery C. Gibbs	0.40	772.00	Multiple email correspondence with MWE team re special committee investigation.
B120 12/13/24	Asset Analysis and Recovery J. Kiehl	0.60	483.00	Draft demand letter for Special Committee.
B120 12/13/24	Asset Analysis and Recovery J. Wisniewski	2.20	1,771.00	Research related to potential estate claims and causes of action in connection with drafting memorandum re same.



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Task / Date	6 escD/ Name	Hours	Amount	Description
B120 12/13/24	Asset Analysis and Recovery K. Suh	2.80	3,906.00	Review inventory of Notes, Security Agreements and UCCs in connection with lien investigation (2.5); confer with each of J. Hirshon and S. Slater re same (.3).
B120 12/13/24	Asset Analysis and Recovery S. Slater	5.60	4,508.00	Review, revise and organize 2021, 2022, and 2024 loan document in order to assist with perfection analysis (3.2); revise spreadsheets regarding the same (2.4).
B120 12/14/24	Asset Analysis and Recovery J. Evans	1.90	3,135.00	Review and revise submission to Special Committee (.9); correspondence concerning submission to Special Committee (.4); review and provide comments to written agreement provided by Debtors (.4); correspondence with Special Committee (.2).
B120 12/14/24	Asset Analysis and Recovery J. Hirshon	4.00	2,260.00	Continue to review and inventory of 2021 Joinders, Notes and Security Agreements in connection with lien analysis.
B120 12/14/24	Asset Analysis and Recovery D. Kaltman	2.10	1,942.50	Revise 2004 Letter Agreement with Debtors (.8); correspondence with J. Evans concerning revisions to 2004 Letter Agreement with Debtors (.3); revise letter to Special Committee (.7); correspondence with J. Evans concerning revisions to letter to Special Committee (.3).



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Task / Date	Description Name	Hours	Amount	Description
B120 12/14/24	Asset Analysis and Recovery C. Gibbs	0.60	1,158.00	Multiple emails correspondence with MWE team re special committee investigation.
B120 12/15/24	Asset Analysis and Recovery J. Evans	0.60	990.00	Review and revise investigative agreement (.5); emails with D. Kaltman concerning investigation (.1).
B120 12/15/24	Asset Analysis and Recovery D. Kaltman	0.70	647.50	Revise 2004 Letter Agreement with Debtors (.6); correspondence with J. Evans concerning revisions to 2004 Letter Agreement with Debtors (.1).
B120 12/15/24	Asset Analysis and Recovery J. Hirshon	3.00	1,695.00	Complete review and inventory of 2021 Joinders, Notes and Security Agreements in connection with lien analysis.
B120 12/15/24	Asset Analysis and Recovery C. Gibbs	1.00	1,930.00	Multiple email correspondence with MWE team re discovery demands.
B120 12/15/24	Asset Analysis and Recovery J. Wisniewski	1.60	1,288.00	Research related to potential estate claims and causes of action in connection with drafting memorandum regarding same.



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Task / Date	Escrow/ Name	Hours	Amount	Description
B120 12/15/24	Asset Analysis and Recovery S. Slater	3.10	2,495.50	Review and revise loan agreement spreadsheets to assist in perfection analysis.
B120 12/16/24	Asset Analysis and Recovery N. Rowles	0.80	996.00	Review email correspondence with Debtors' counsel re investigation matters (.4); email correspondence with MWE team re same (.4).
B120 12/16/24	Asset Analysis and Recovery J. Evans	1.20	1,980.00	Correspondence with D. Kaltman concerning investigation (.4); review correspondence from special committee (.3); correspondence with D. Azman concerning strategy (.5).
B120 12/16/24	Asset Analysis and Recovery G. Steinman	0.50	737.50	Email correspondence with K. Suh re lien analysis (.2); calls and email correspondence with D. Azman and Debtors re same (.3).
B120 12/16/24	Asset Analysis and Recovery M. Gibson	0.30	241.50	Analyze 2004 agreement letter among parties.
B120 12/16/24	Asset Analysis and Recovery M. Gibson	0.30	241.50	Confer with J. Wisniewski on research matters related to potential estate claims and causes of action.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/16/24	Asset Analysis and Recovery S. Slater	0.40	322.00	Revise loan document spreadsheets in connection with perfection analysis.
B120 12/16/24	Asset Analysis and Recovery J. Hirshon	0.30	169.50	Email correspondence with K. Wartner of CT Corporation re certified charters with respect to all credit parties in connection with lien analysis (.1); coordinate Intellectual Property searches with respect to Rhodium Technologies LLC, Rhodium 30MW LLC, Rhodium 2.0 LLC, and Rhodium Encore LLC (.2).
B120 12/16/24	Asset Analysis and Recovery J. Wisniewski	5.90	4,749.50	Research and analyze case law and precedent for updated memo regarding potential estate claims and causes of action.
B120 12/16/24	Asset Analysis and Recovery J. Wisniewski	3.00	2,415.00	Draft internal memorandum concerning potential estate claims and causes of action.
B120 12/17/24	Asset Analysis and Recovery C. Gibbs	0.90	1,737.00	Multiple email correspondence with MWE team re Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/17/24	Asset Analysis and Recovery D. Kaltman	0.70	647.50	Conference with MWE Team and GCP Team concerning case updates (.5); correspondence with GCP Team concerning document requests (.2).
B120 12/17/24	Asset Analysis and Recovery J. Kiehl	1.30	1,046.50	Review document production for variations in contract language in connection with Committee investigation.
B120 12/17/24	Asset Analysis and Recovery J. Wisniewski	3.90	3,139.50	Draft internal memorandum regarding various legal issues related to Committee investigation (3.4); confer with MWE team re same (.5).
B120 12/17/24	Asset Analysis and Recovery J. Evans	1.50	2,475.00	Emails with Special Committee concerning investigation (.3); correspondence with Debtors concerning discovery agreement (.4); phone conference with D. Azman concerning strategy (.4); correspondence with D. Kaltman concerning investigation (.4).
B120 12/18/24	Asset Analysis and Recovery M. Gibson	3.10	2,495.50	Research breach of fiduciary duties under Delaware law in connection with Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/18/24	Asset Analysis and Recovery D. Kaltman	1.40	1,295.00	Draft outline for Special Committee meeting (1.0); phone conference with J. Evans re same (.4).
B120 12/18/24	Asset Analysis and Recovery M. Gibson	1.70	1,368.50	Draft memorandum concerning fiduciary duties of directors and officers in connection with Committee investigation.
B120 12/18/24	Asset Analysis and Recovery J. Hirshon	0.90	508.50	Begin review and inventory of 2022 and 2024 agreements in connection with lien analysis (.5); process and review newly received certified charters with respect to all credit parties (.4).
B120 12/18/24	Asset Analysis and Recovery J. Wisniewski	6.20	4,991.00	Draft and finalize memorandum regarding potential estate claims and causes of action for MWE team.
B120 12/18/24	Asset Analysis and Recovery S. Slater	1.70	1,368.50	Review and revise loan documents list in connection with perfection analysis.
B120 12/18/24	Asset Analysis and Recovery K. Suh	3.20	4,464.00	Review loan documents in connection with lien analysis (1.7); review updated spreadsheets for 2021 loan documents, 2022 loan documents and 2024 loan documents (1.1); confer with each of J. Hirshon and S. Slater re inventory of loan



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Task / Date	Escrow Name	Hours	Amount	Description
				documents (.4).
B120 12/18/24	Asset Analysis and Recovery J. Yim	1.00	1,200.00	Draft talking points for call with special committee.
B120 12/18/24	Asset Analysis and Recovery C. Gibbs	0.60	1,158.00	Multiple email correspondence with MWE and GCP teams regarding strategic matters related to Committee investigation and litigation in cases.
B120 12/18/24	Asset Analysis and Recovery J. Evans	1.10	1,815.00	Correspondence concerning 2004 discovery (.3); phone conference with D. Kaltman concerning investigation (.4); correspondence with special committee concerning investigation (.2); correspondence with J. Yim concerning meeting with special committee (.2).
B120 12/18/24	Asset Analysis and Recovery N. Rowles	0.50	622.50	Multiple correspondence with Debtors' counsel related to investigation matters.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/19/24	Asset Analysis and Recovery K. Suh	1.40	1,953.00	Review updated inventory of loan documents and UCC financing statements in connection with lien investigation.
B120 12/19/24	Asset Analysis and Recovery J. Kiehl	1.10	885.50	Review Rhodium contracts for purposes of providing analysis to GenCP team in connection with Committee investigation.
B120 12/19/24	Asset Analysis and Recovery S. Slater	0.90	724.50	Review and revise loan document list in connection with perfection analysis.
B120 12/19/24	Asset Analysis and Recovery J. Evans	0.20	330.00	Correspondence with MWE team concerning 2004 investigation.
B120 12/20/24	Asset Analysis and Recovery D. Azman	0.90	1,485.00	Prepare for call with special committee counsel (.4); attend same (.5)
B120 12/20/24	Asset Analysis and Recovery B. Casten	3.50	2,415.00	Coordinate the transfer, tracking, extraction, processing, and loading of multiple RIOT productions into the document repository in connection with Committee investigation (.6); coordinate the transfer, tracking, extraction,



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				processing, and loading of multiple Whinstone productions into the document repository (.4); coordinate the transfer, tracking, extraction, processing, and loading of multiple Rhodium productions into the document repository (1.8); coordinate the transfer, tracking, processing, and loading of loose documents from Quinn Emanuel into the document repository (.7).
B120 12/20/24	Asset Analysis and Recovery D. Kaltman	1.20	1,110.00	Participate in conference with MWE Team and Barnes & Thornburg as counsel to the Special Committee (.7); conference with J. Evans concerning Special Committee (.4); draft email to MWE Team concerning conference with the Special Committee (.1).
B120 12/20/24	Asset Analysis and Recovery A. Garcia	1.00	280.00	Ingest data for processing and populate custodian information in preparation to load into review platform in connection with Committee investigation (.2); monitor status to ensure deadline compliance and troubleshoot processing exception (.2); integrate data selected for review into review platform (.3); built incremental DtSearch index and run search term report (.2); conduct QC on data processed to ensure file count is correct and all natives and texts are present (.1).



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B120 12/20/24	Asset Analysis and Recovery F. Belayneh	2.50	700.00	Import production data and load into the review platform in connection with Committee investigation (1.9); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.6).
B120 12/20/24	Asset Analysis and Recovery A. Mannan	2.00	1,610.00	Conference with D. Kaltman on Special Committee investigations (.1); compile and research claims pertinent to the Special Committee investigation (1.9).
B120 12/20/24	Asset Analysis and Recovery M. Gibson	0.20	161.00	Draft memorandum concerning fiduciary duties in connection with Committee investigation.
B120 12/20/24	Asset Analysis and Recovery K. Delcours	0.60	315.00	Conduct entity searches to identify IP assets potentially held in the names of various Rhodium entities in connection with lien investigation (.3); review and analyze search results, prepare supporting documentation and summary analysis (.3).
B120 12/20/24	Asset Analysis and Recovery J. Wisniewski	0.60	483.00	Research related to discovery issues in connection with Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/20/24	Asset Analysis and Recovery J. Kiehl	2.20	1,771.00	Review complaint in Fairbairn litigation (1.1); draft memorandum re same (1.1).
B120 12/20/24	Asset Analysis and Recovery N. Rowles	0.80	996.00	Participate in conference with Barnes and Thornburg team re investigation of estate causes of action.
B120 12/20/24	Asset Analysis and Recovery G. Steinman	2.20	3,245.00	Prepare for and attend call with counsel to special committee re investigation (1.0); debrief call with J. Evans re same (.5); review of document requests and status of same (.4); review of email correspondence with D. Kaltman re same (.3).
B120 12/21/24	Asset Analysis and Recovery J. Evans	1.10	1,815.00	Correspondence with special committee concerning investigation and discovery issues (.4); correspondence with Debtors concerning discovery and insurance issues (.3); correspondence with J. Yim and D. Kaltman concerning discovery issues (.2); correspondence concerning confidentiality issues (.2).
B120 12/21/24	Asset Analysis and Recovery J. Hirshon	2.50	1,412.50	Review and revise 2021 and 2022 Loan Document inventories in connection with lien analysis.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/21/24	Asset Analysis and Recovery F. Belayneh	5.00	1,400.00	Import production data and load into the review platform in connection with Committee investigation (4.6); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.4).
B120 12/22/24	Asset Analysis and Recovery F. Belayneh	6.00	1,680.00	Import production data and load into the review platform in connection with Committee investigation (5.5); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.5).
B120 12/22/24	Asset Analysis and Recovery J. Wisniewski	2.10	1,690.50	Research and draft updates to internal memo regarding potential estate claims and causes of action.
B120 12/23/24	Asset Analysis and Recovery J. Kiehl	0.20	161.00	Review recent filings on bankruptcy docket in connection with Committee investigation.
B120 12/23/24	Asset Analysis and Recovery F. Belayneh	4.00	1,120.00	Import production data and load into the review platform in connection with Committee investigation (3.6); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.4).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/23/24	Asset Analysis and Recovery A. March	2.70	2,808.00	Analyze potential estate claims and causes of action.
B120 12/23/24	Asset Analysis and Recovery M. Gibson	0.10	80.50	Draft memorandum concerning fiduciary duties in connection with Committee investigation.
B120 12/23/24	Asset Analysis and Recovery G. Steinman	0.90	1,327.50	Review of issues related to secured status in connection with lien analysis (.4); email correspondence with K. Suh re same (.2); review of capital structure data in connection with same (.3).
B120 12/23/24	Asset Analysis and Recovery J. Evans	0.40	660.00	Correspondence with D. Kaltman concerning Committee investigation (.2); correspondence with Gregg Steinman concerning strategy (.2).
B120 12/24/24	Asset Analysis and Recovery D. Kaltman	1.70	1,572.50	Investigation and analysis concerning Special Committee topics (1.6); review correspondence between J. Evans and Special Committee in connection with same (.1).
B120 12/24/24	Asset Analysis and Recovery D. Kaltman	0.30	277.50	Finalize and execute 2004 letter agreement with Debtors (.2); correspondence with Debtors concerning same (.1).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/24/24	Asset Analysis and Recovery J. Evans	1.50	2,475.00	Review correspondence from special committee (.3); draft submission to special committee (.5); correspondence concerning discovery and strategy (.4); correspondence with J. Yim and D. Kaltman concerning motion practice (.3).
B120 12/24/24	Asset Analysis and Recovery G. Steinman	1.40	2,065.00	Multiple calls and email correspondence with J. Evans re 2004 requests and status of same (.5); review of correspondence re same (.3); email correspondence with D. Azman re investigation (.2); email correspondence with GCP re same (.2); review of letter agreement (.2).
B120 12/24/24	Asset Analysis and Recovery C. Gibbs	1.20	2,316.00	Multiple email correspondence with MWE team re discovery issues involving special committee investigation.
B120 12/26/24	Asset Analysis and Recovery M. Gibson	0.20	161.00	Multiple email correspondence with counsel for the special committee.
B120 12/26/24	Asset Analysis and Recovery J. Evans	1.80	2,970.00	Correspondence concerning discovery issues (.3); review correspondence from special committee (.2); phone conference with D. Azman concerning strategy (.3); draft correspondence concerning strategy and action items

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				(.5); phone conference with D. Kaltman concerning investigation (.3); emails concerning data review (.2).
B120 12/26/24	Asset Analysis and Recovery B. Casten	1.00	690.00	Review processed and loaded client documents in the repository for quality assurance and update the same (.5); draft a report of data volumes for received productions in the repository (.2); customize the document repository security permissions to add additional reviewers to the matter (.3).
B120 12/26/24	Asset Analysis and Recovery N. Rowles	1.20	1,494.00	Analyze issues related to Committee investigation (.5); multiple email correspondence with Committee professionals re same (.5); correspondence with Debtors' counsel re same (.2).
B120 12/26/24	Asset Analysis and Recovery J. Yim	7.10	8,520.00	Review and revise document review protocol in connection with Committee investigation (.8); review Fairbairn complaint and evaluate claims in connection with same (1.8); call with D. Kaltman concerning discovery issues (.5); revise talking points for Special Committee call (.6); review Special Committee interview memos (3.4).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/26/24	Asset Analysis and Recovery D. Kaltman	5.20	4,810.00	Revise strategy and workstreams memorandum for MWE team (.2); draft outline for Special Committee call (.5); conference with J. Yim concerning 2004 discovery updates and other case updates (.5); review J. Yim revisions to outline for Special Committee call (.2); draft document review protocol concerning 2004 discovery productions (1.0); draft 2004 requests for insiders (2.5); correspondence with J. Kiehl and A. Feinsod concerning 2004 requests for insiders (.3).
B120 12/26/24	Asset Analysis and Recovery J. Kiehl	0.70	563.50	Multiple correspondence with MWE team re special committee investigation and other case strategy matters (.5); multiple correspondence with special committee re same (.2).
B120 12/26/24	Asset Analysis and Recovery C. Gibbs	1.50	2,895.00	Multiple email correspondence with MWE team regarding special committee investigation.
B120 12/26/24	Asset Analysis and Recovery A. Feinsod	0.70	563.50	Review and edit 2004 requests.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/26/24	Asset Analysis and Recovery A. March	3.20	3,328.00	Research regarding potential estate claims and causes of action in connection with Committee investigation.
B120 12/26/24	Asset Analysis and Recovery J. Wisniewski	0.60	483.00	Research regarding potential estate claims and causes of action in connection with updating internal memorandum re same.
B120 12/27/24	Asset Analysis and Recovery B. Casten	1.50	1,035.00	Generate custom fields and a document review layout in the document repository in connection with Committee investigation (.6); configure an analytics continuous learning model to batch documents for review in the repository (.4); generate custom saved searches and document review batches in the repository as requested by the case team (.5).
B120 12/27/24	Asset Analysis and Recovery D. Kaltman	2.40	2,220.00	Participate in conference with Special Committee and MWE Team (1.0); revise document review protocol (.4); correspondence with MWE Team concerning document review and coding pane (.5); correspondence with J. Kiehl and A. Feinsod concerning document review (.3); conference with MWE Team and GCP Team concerning case status and updates (.2).



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/27/24	Asset Analysis and Recovery F. Belayneh	4.00	1,120.00	Import production data and load into the review platform for Committee investigation (3.2); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.8).
B120 12/27/24	Asset Analysis and Recovery J. Kiehl	2.20	1,771.00	Review document production for responsiveness in connection with Committee investigation.
B120 12/27/24	Asset Analysis and Recovery A. Mannan	0.30	241.50	Participate in weekly conference with McDermott and Genesis teams in connection with work on Committee investigation.
B120 12/27/24	Asset Analysis and Recovery C. Gibbs	1.60	3,088.00	Participate in teleconference with Barnes and Thornberg and co-counsel re status of discovery requests (.7); multiple emails correspondence re same (.4); review relevant documents re same (.5).
B120 12/27/24	Asset Analysis and Recovery C. Gibbs	1.20	2,316.00	Multiple email correspondence with MWE team re Committee investigation.
B120 12/27/24	Asset Analysis and Recovery A. March	5.20	5,408.00	Research related to potential estate claims and causes of action in connection with Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/27/24	Asset Analysis and Recovery G. Steinman	0.70	1,032.50	Review of initial discovery produced in connection with Committee investigation (.5); email correspondence with J. Evans re same (.2).
B120 12/27/24	Asset Analysis and Recovery J. Evans	2.20	3,630.00	Prepare for meeting with special committee counsel (.5); meeting with special committee counsel (.8); correspondence with D. Azman concerning strategy (.4); correspondence with C. Gibbs concerning discovery dispute (.3); correspondence with Debtors concerning production (.2).
B120 12/28/24	Asset Analysis and Recovery D. Kaltman	1.50	1,387.50	Document review of Debtors' production.
B120 12/28/24	Asset Analysis and Recovery C. Gibbs	1.50	2,895.00	Multiple email correspondence with MWE team re discovery issues related to Special Committee investigation.
B120 12/28/24	Asset Analysis and Recovery A. Feinsod	0.70	563.50	Analyze discovery documents produced in connection with Committee investigation



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Task / Date	6 escD/ Name	Hours	Amount	6escription
B120 12/29/24	Asset Analysis and Recovery J. Kiehl	1.30	1,046.50	Analyze document production for responsiveness in connection with Committee investigation.
B120 12/29/24	Asset Analysis and Recovery A. Feinsod	1.60	1,288.00	Analyze discovery documents produced in connection with Committee investigation.
B120 12/30/24	Asset Analysis and Recovery B. Casten	0.80	552.00	Coordinate the transfer, tracking, processing, and loading of received productions into the document repository for review in connection with Committee investigation.
B120 12/30/24	Asset Analysis and Recovery A. March	2.50	2,600.00	Research and analyze potential estate claims and causes of action in connection with Committee investigation.
B120 12/30/24	Asset Analysis and Recovery F. Belayneh	2.50	700.00	Import production data and load into the review platform in connection with Committee investigation (2.2); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.3).
B120 12/30/24	Asset Analysis and Recovery A. Feinsod	0.40	322.00	Analyze documents related to special committee production in connection with Committee investigation.



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Task / Date	Escrow Name	Hours	Amount	Description
B120 12/30/24	Asset Analysis and Recovery D. Kaltman	3.00	2,775.00	Document review of Debtors' production in connection with Committee investigation (2.1); revise MWE Team task list (.4); conference with J. Kiehl and A. Feinsod concerning document review updates (.3); conference with J. Evans concerning case updates (.2).
B120 12/30/24	Asset Analysis and Recovery C. Gibbs	1.20	2,316.00	Multiple email correspondence with MWE team re Committee investigation discovery and Special Committee investigation.
B120 12/30/24	Asset Analysis and Recovery J. Kiehl	0.50	402.50	Confer with D. Kaltman and A. Feinsod re document production review strategy in connection with Committee investigation.
B120 12/30/24	Asset Analysis and Recovery J. Kiehl	4.40	3,542.00	Review document production from Quinn Emmanuel team to flag relevant documents in connection with Committee investigation.
B120 12/31/24	Asset Analysis and Recovery B. Casten	1.00	690.00	Review processed and loaded received productions in the document repository for quality assurance in connection with Committee investigation (.4); update the text and analytics indexes in the document repository (.3); provide a report and saved searches of the predictive coding analysis of the



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Task / Date	Escrow Name	Hours	Amount	Description
				production documents based on review to date (.3).
B120 12/31/24	Asset Analysis and Recovery D. Kaltman	3.10	2,867.50	Document review of Debtors production in connection with Committee investigation of estate claims (2.8); correspondence with A. Feinsod and J. Kiehl concerning document review (.2); conference with MWE Team and GCP Team (.1).
B120 12/31/24	Asset Analysis and Recovery A. Feinsod	0.30	241.50	Review and analysis of documents related to potential estate claims in connection with Committee investigation.
B130 12/01/24	Asset Disposition N. Rowles	0.50	622.50	Internal correspondence with MWE team regarding Temple Sale (.3); review Order authorizing sale of Temple Lease pleadings in connection with same (.2).
B130 12/02/24	Asset Disposition G. Williams	3.40	3,536.00	Review recent pleadings related to Temple sale and other case matters (1.5); prepare summaries for MWE team re same (1.9).



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Task / Date	Escrow Name	Hours	Amount	Description
B130 12/04/24	Asset Disposition G. Williams	2.60	2,704.00	Research concerning sale-related issues (1.4); draft summary concerning same (1.2).
B130 12/10/24	Asset Disposition G. Williams	0.60	624.00	Prepare for and participate in multiple conference with MWE and GCP teams concerning sale-related issues.
B130 12/11/24	Asset Disposition C. Gibbs	0.50	965.00	Multiple email correspondence with MWE team re facility sale matters.
B130 12/20/24	Asset Disposition G. Doty	0.60	915.00	Analyze sale transaction updates (.3); correspondence with D. Azman and G. Steinman re same (.3).
B130 12/23/24	Asset Disposition D. Kaltman	0.50	462.50	Review diligence materials related to Temple Sale.
B130 12/23/24	Asset Disposition J. Evans	0.30	495.00	Correspondence with GCP concerning asset sale.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/01/24	Mtgs/Communications w/Creditor G. Steinman	2.80	4,130.00	Review and revise UCC meeting presentation (2.6); email correspondence with D. Kaltman re same (.2).
B150 12/01/24	Mtgs/Communications w/Creditor D. Kaltman	1.40	1,295.00	Revise UCC deck for UCC meeting.
B150 12/01/24	Mtgs/Communications w/Creditor C. Masenthin	1.70	1,368.50	Draft UCC update deck for UCC meeting (1.6); correspond with D. Kaltman concerning the same (.1).
B150 12/02/24	Mtgs/Communications w/Creditor G. Steinman	1.30	1,917.50	Review and revise UCC meeting presentation (.8); review of capital structure and roll up issues in connection with same (.5).
B150 12/02/24	Mtgs/Communications w/Creditor D. Kaltman	1.50	1,387.50	Revise UCC presentation for Committee meeting.
B150 12/02/24	Mtgs/Communications w/Creditor C. Masenthin	0.40	322.00	Amend committee meeting deck in accordance with Committee investigation updates.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/03/24	Mtgs/Communications w/Creditor G. Williams	1.20	1,248.00	Participate in weekly Committee professionals call in preparation for Committee meeting (.3); review materials concerning same (.9).
B150 12/03/24	Mtgs/Communications w/Creditor C. Gibbs	0.70	1,351.00	Prepare for (.4) and participate in weekly Committee professionals call in preparation for Committee meeting (.3).
B150 12/03/24	Mtgs/Communications w/Creditor C. Masenthin	0.40	322.00	Prepare for (.1) and participate in conference with MWE and GCP teams concerning investigations and committee updates in preparation for Committee meeting (.3).
B150 12/03/24	Mtgs/Communications w/Creditor A. Mannan	0.30	241.50	Participate in weekly conference with McDermott and Genesis teams in preparation for Committee meeting.
B150 12/03/24	Mtgs/Communications w/Creditor G. Steinman	3.20	4,720.00	Review and revise UCC meeting presentation for UCC meeting (1.9); calls with D. Azman re same (.3); prepare for UCC meeting (1.0).
B150 12/03/24	Mtgs/Communications w/Creditor N. Rowles	0.30	373.50	Participate in Committee professionals call in preparation for Committee meeting.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/03/24	Mtgs/Communications w/Creditor D. Kaltman	2.30	2,127.50	Revise UCC deck for Committee meeting.
B150 12/03/24	Mtgs/Communications w/Creditor D. Azman	4.10	6,765.00	Review and revise UCC deck for UCC meeting (2.2); discuss same with J. Evans (.3); prepare for weekly UCC meeting (1.6).
B150 12/03/24	Mtgs/Communications w/Creditor G. Steinman	0.70	1,032.50	Prepare for (.4) and attend call with GCP re key strategy issues and workstreams related to same in preparation for Committee meeting (.3).
B150 12/04/24	Mtgs/Communications w/Creditor D. Kaltman	1.00	925.00	Attend weekly Committee meeting.
B150 12/04/24	Mtgs/Communications w/Creditor D. Kaltman	1.80	1,665.00	Revise UCC deck in preparation for Committee meeting (1.1); conference with J. Evans, G. Steinman, G. Williams, and C. Masenthin concerning same (.7).
B150 12/04/24	Mtgs/Communications w/Creditor J. Evans	0.50	825.00	Revise UCC presentation in preparation for UCC meeting.



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Task / Date	Description Name	Hours	Amount	Description
B150 12/04/24	Mtgs/Communications w/Creditor N. Rowles	1.10	1,369.50	Prepare for (.1) and participate in weekly Committee meeting (1.0).
B150 12/04/24	Mtgs/Communications w/Creditor G. Steinman	2.50	3,687.50	Prepare for (.5) and attend UCC committee meeting (1.0); debrief call with J. Evans (.3); review and revise email memo to UCC re next steps (.5); email correspondence with G. Williams re same (.2).
B150 12/04/24	Mtgs/Communications w/Creditor D. Azman	3.70	6,105.00	Review and revise UCC deck for Committee meeting (1.5); prepare for weekly UCC meeting (.8); attend same (1.0); follow-up communications with UCC re same (.4).
B150 12/04/24	Mtgs/Communications w/Creditor C. Gibbs	1.10	2,123.00	Prepare for (.1) and participate in weekly UCC call (1.0).
B150 12/04/24	Mtgs/Communications w/Creditor J. Kiehl	2.30	1,851.50	Review docket to prepare presentation for Committee regarding case updates (1.9); confer with A. Feinsod re same (.4).
B150 12/04/24	Mtgs/Communications w/Creditor G. Williams	2.10	2,184.00	Attend UCC call (1.0); prepare for and attend prep call concerning same (1.1).



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/05/24	Mtgs/Communications w/Creditor G. Williams	0.60	624.00	Multiple correspondence with Committee members concerning case updates.
B150 12/06/24	Mtgs/Communications w/Creditor G. Steinman	1.90	2,802.50	Draft email memo to Committee addressing committee questions (1.0); review of documents and filings in support of same (.6); calls and email correspondence with D. Azman re same (.3).
B150 12/06/24	Mtgs/Communications w/Creditor J. Kiehl	1.80	1,449.00	Draft presentation for Committee meeting on case background and overview in connection with Committee investigation.
B150 12/07/24	Mtgs/Communications w/Creditor D. Kaltman	2.70	2,497.50	Revise draft correspondence to Committee concerning Committee questions (2.1); correspondence with J. Evans and C. Masenthin concerning same (.6).
B150 12/07/24	Mtgs/Communications w/Creditor G. Steinman	0.80	1,180.00	Multiple email correspondence with D. Azman re responses to UCC questions (.5); review of revised memo re same (.3).
B150 12/08/24	Mtgs/Communications w/Creditor G. Williams	0.90	936.00	Multiple correspondence with Committee members and MWE team concerning case administration and strategy matters.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/10/24	Mtgs/Communications w/Creditor A. Mannan	0.40	322.00	Prepare for (.1) and participate in weekly conference with McDermott and Genesis teams in preparation for Committee meeting (.3).
B150 12/10/24	Mtgs/Communications w/Creditor N. Rowles	0.30	373.50	Participate in standing Committee professionals call in preparation for Committee meeting.
B150 12/10/24	Mtgs/Communications w/Creditor G. Steinman	0.50	737.50	Prepare for (.2) and attend call with GCP re outstanding issues and workstreams in preparation for Committee meeting (.3).
B150 12/11/24	Mtgs/Communications w/Creditor G. Williams	1.30	1,352.00	Revise Committee meeting minutes from past Committee meetings.
B150 12/11/24	Mtgs/Communications w/Creditor G. Steinman	0.50	737.50	Prepare for (.1) and attend call with creditors re case questions (.4).
B150 12/11/24	Mtgs/Communications w/Creditor A. March	0.40	416.00	Telephone conference with creditors related to matter inquiries.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/12/24	Mtgs/Communications w/Creditor D. Kaltman	1.00	925.00	Participate in conference with Committee, MWE Team, GCP Team, Debtors, and Province concerning case updates (.8); correspondence with J. Evans concerning case update meeting with Committee (.2).
B150 12/12/24	Mtgs/Communications w/Creditor D. Azman	3.00	4,950.00	Prepare for call with Debtors/UCC (1.3); attend same (.8); follow-up discussions re same with UCC members and internally (.9).
B150 12/12/24	Mtgs/Communications w/Creditor G. Steinman	1.50	2,212.50	Prepare for (.2) and attend call with Debtors and UCC re case status (.8); debrief call with J. Evans re same (.3); email correspondence with GCP re same (.2).
B150 12/12/24	Mtgs/Communications w/Creditor N. Rowles	0.80	996.00	Participate in meeting with Committee members and Debtors' advisors.
B150 12/12/24	Mtgs/Communications w/Creditor C. Gibbs	1.00	1,930.00	Prepare for (.2) and participate in meeting with Committee and Company management and advisors (.8).
B150 12/12/24	Mtgs/Communications w/Creditor J. Evans	1.50	2,475.00	Prepare for meeting with Debtors and Committee (.2); meeting with Debtors and Committee (.8); debrief strategy meeting with D. Azman in accordance with same (.5).



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Task / Date	6 escD/ Name	Hours	Amount	Description
B150 12/13/24	Mtgs/Communications w/Creditor G. Steinman	0.20	295.00	Email correspondence with G. Williams re committee governance matters.
B150 12/16/24	Mtgs/Communications w/Creditor D. Kaltman	2.30	2,127.50	Draft presentation for UCC meeting.
B150 12/16/24	Mtgs/Communications w/Creditor A. Mannan	0.10	80.50	Conference with D. Kaltman on presentation for Committee meeting.
B150 12/16/24	Mtgs/Communications w/Creditor J. Kiehl	1.20	966.00	Review court order on Phase 1 ruling for purposes of updating Committee presentation in accordance with same (.5); incorporate findings into Committee presentation (.7).
B150 12/16/24	Mtgs/Communications w/Creditor N. Rowles	0.70	871.50	Revise minutes from Nov. 25 and Nov. 27 Committee meetings.
B150 12/17/24	Mtgs/Communications w/Creditor A. Mannan	0.30	241.50	Participate in weekly meeting with McDermott and Genesis teams in preparation for Committee call.



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Task / Date	6 escD/ Name	Hours	Amount	Description
B150 12/17/24	Mtgs/Communications w/Creditor A. Feinsod	0.80	644.00	Review and edit deck for UCC meeting presentation.
B150 12/17/24	Mtgs/Communications w/Creditor D. Kaltman	3.80	3,515.00	Draft presentation for Committee meeting (2.7); draft Agenda for Committee meeting (.2); correspondence with Committee and GCP Team concerning Committee meeting (.2); correspondence with MWE Team concerning presentation revisions (.7).
B150 12/17/24	Mtgs/Communications w/Creditor D. Kaltman	0.50	462.50	Revise communication to Committee concerning Phase 1 ruling.
B150 12/17/24	Mtgs/Communications w/Creditor D. Azman	1.30	2,145.00	Review and revise deck for weekly UCC meeting (.5); prepare for weekly UCC meeting (.8).
B150 12/17/24	Mtgs/Communications w/Creditor N. Rowles	0.30	373.50	Participate in weekly call with Committee professionals in preparation for weekly Committee call.



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Task / Date	6 escD/ Name	Hours	Amount	Description
B150 12/17/24	Mtgs/Communications w/Creditor G. Steinman	1.90	2,802.50	Review and revise UCC presentation (1.2); email correspondence with D. Kaltman re same (.2); email correspondence with D. Azman and J. Evans re same (.2); participate in call with MWE and GCP teams regarding weekly Committee meeting (.3).
B150 12/17/24	Mtgs/Communications w/Creditor G. Williams	0.30	312.00	Participate in weekly Committee professionals call in preparation for Committee meeting.
B150 12/18/24	Mtgs/Communications w/Creditor M. Gibson	0.10	80.50	Analyze presentation for the UCC.
B150 12/18/24	Mtgs/Communications w/Creditor D. Kaltman	2.30	2,127.50	Revise UCC presentation for UCC meeting (1.0); conference with J. Evans, G. Steinman, and A. Feinsod concerning preparation for UCC meeting (.5); participate in weekly Committee meeting (.8).
B150 12/18/24	Mtgs/Communications w/Creditor J. Kiehl	0.30	241.50	Review Committee presentation for Committee meeting.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/18/24	Mtgs/Communications w/Creditor G. Steinman	2.00	2,950.00	Review of updated version of UCC presentation (.5); meeting with J. Evans and D. Kaltman re same (.5); prepare for (.2) and attend UCC meeting (.8).
B150 12/18/24	Mtgs/Communications w/Creditor J. Evans	1.60	2,640.00	Review presentation for Committee (.5); meeting with MWE team concerning UCC presentation (.5); participate in meeting with UCC (partial) (.6).
B150 12/18/24	Mtgs/Communications w/Creditor N. Rowles	0.80	996.00	Participate in weekly Committee meeting.
B150 12/18/24	Mtgs/Communications w/Creditor A. Feinsod	0.90	724.50	Conference with J. Evans, G. Steinman, D. Kaltman reviewing and revising deck for UCC meeting (.5); revise UCC presentation in accordance with same (.4).
B150 12/18/24	Mtgs/Communications w/Creditor C. Gibbs	0.90	1,737.00	Prepare for (.1) and participate in weekly conference with UCC (.8).
B150 12/19/24	Mtgs/Communications w/Creditor N. Rowles	0.50	622.50	Revise 12.4.24 Committee meeting minutes.



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/21/24	Mtgs/Communications w/Creditor D. Kaltman	3.00	2,775.00	Draft presentation for upcoming Committee meeting (2.7); correspondence with A. Mannan and J. Kiehl concerning deck for upcoming Committee meeting (.3).
B150 12/21/24	Mtgs/Communications w/Creditor A. Mannan	0.40	322.00	Analyze Committee presentation in preparation for Committee meeting.
B150 12/21/24	Mtgs/Communications w/Creditor J. Kiehl	1.40	1,127.00	Draft deck on recent case developments for presentation to UCC.
B150 12/23/24	Mtgs/Communications w/Creditor D. Kaltman	0.30	277.50	Draft email to Committee concerning upcoming meetings (.1); correspondence with G. Steinman concerning upcoming meetings (.2).
B150 12/23/24	Mtgs/Communications w/Creditor G. Steinman	1.40	2,065.00	Review and revise update deck for UCC (1.2); email correspondence with D. Kaltman re same (.2).
B150 12/26/24	Mtgs/Communications w/Creditor D. Kaltman	2.60	2,405.00	Revise Committee presentation for Committee meeting (2.2); review G. Steinman revisions to Committee presentation (.4).



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Task / Date	Escrow Name	Hours	Amount	Description
B150 12/26/24	Mtgs/Communications w/Creditor G. Steinman	2.20	3,245.00	Review and revise updated presentation for UCC meeting (2.0); email correspondence with D. Kaltman re same (.2).
B150 12/27/24	Mtgs/Communications w/Creditor D. Kaltman	3.70	3,422.50	Revise and finalize UCC deck (2.6); conference with J. Evans concerning UCC presentation revisions (1.0); correspondence with UCC concerning UCC presentation (.1).
B150 12/27/24	Mtgs/Communications w/Creditor J. Kiehl	1.60	1,288.00	Conference with J. Evans and D. Kaltman re Committee meeting presentation (1.0); review documents to prepare for conference with J. Evans and D. Kaltman re same (.6).
B150 12/27/24	Mtgs/Communications w/Creditor N. Rowles	0.20	249.00	Participate in Committee professionals call in preparation for Committee meeting.
B150 12/27/24	Mtgs/Communications w/Creditor G. Steinman	0.70	1,032.50	Review of final UCC update presentation.
B150 12/27/24	Mtgs/Communications w/Creditor J. Evans	0.50	825.00	Prepare for (.3) and participate in Committee professionals call in preparation for Committee meeting (.2).



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Task / Date	Description Name	Hours	Amount	Description
B150 12/27/24	Mtgs/Communications w/Creditor C. Gibbs	0.20	386.00	Participate in weekly professionals call in preparation for Committee meeting.
B150 12/31/24	Mtgs/Communications w/Creditor A. Mannan	0.10	80.50	Participate in weekly meeting with McDermott and Genesis teams regarding case strategy matters in preparation for Committee meeting (partial attendance).
B160 12/01/24	Fee/Employment Applications B. Podell	1.90	1,529.50	Draft MWE retention application and declarations.
B160 12/02/24	Fee/Employment Applications D. Boll	0.80	1,116.00	Draft schedules to MWE retention application.
B160 12/10/24	Fee/Employment Applications B. Podell	1.40	1,127.00	Strategize with G. Willams regarding Retention Application exhibits (.1); revise Retention Application and draft exhibits regarding the same (1.3).
B160 12/10/24	Fee/Employment Applications D. Boll	1.30	1,813.50	Draft schedules for McDermott retention application (.7); analyze and revise same (.6).



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Task / Date	Escrow/ Name	Hours	Amount	Description
B160 12/11/24	Fee/Employment Applications C. Gibbs	0.30	579.00	Conference with MWE team re preparation of Retention Application.
B160 12/11/24	Fee/Employment Applications G. Williams	2.20	2,288.00	Revise MWE retention application.
B160 12/13/24	Fee/Employment Applications D. Boll	0.60	837.00	Confer with G. Williams re McDermott retention application (.1); analyze issues re same (.5).
B160 12/16/24	Fee/Employment Applications G. Williams	2.80	2,912.00	Revise retention applications.
B160 12/16/24	Fee/Employment Applications D. Boll	0.70	976.50	Confer with D. Hurst and G. Williams re McDermott retention application (.2); analyze issues re same (.5).
B160 12/17/24	Fee/Employment Applications N. Rowles	1.00	1,245.00	Revise McDermott retention application.



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Task / Date	Escrow Name	Hours	Amount	Description
B160 12/17/24	Fee/Employment Applications G. Steinman	0.90	1,327.50	Email correspondence with N. Rowles re retention application (.3); review of issues related to same (.6).
B160 12/18/24	Fee/Employment Applications G. Steinman	2.20	3,245.00	Review and revise MWE retention application (1.0); review and revise GCP retention application (1.0); email correspondence with N. Rowles and G. Williams re same (.2).
B160 12/18/24	Fee/Employment Applications N. Rowles	4.40	5,478.00	Revise retention application (3.9); correspondence with G. Steinman and C. Gibbs re same (.5).
B160 12/19/24	Fee/Employment Applications N. Rowles	3.70	4,606.50	Continue to revise MWE retention application in accordance with internal comments to same (3.3); correspondence with MWE team re same (.4).
B160 12/19/24	Fee/Employment Applications G. Steinman	0.70	1,032.50	Review issues related to MWE and GCP retention applications (.5); email correspondence with G. Williams and N. Rowles re same (.2).
B160 12/19/24	Fee/Employment Applications D. Northrop	0.70	521.50	Draft e-mail memo to G. Williams regarding provisions of the interim compensation procedures order relating to interim fee applications and comparing same to the requirements for interim fee applications pursuant to the

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Task / Date	Escrow/ Name	Hours	Amount	Description
				Procedures for Complex Cases in the Southern District of Texas.
B160 12/20/24	Fee/Employment Applications C. Gibbs	1.00	1,930.00	Review of Employment Applications for MWE and Genesis in preparation for filing same.
B160 12/20/24	Fee/Employment Applications D. Boll	0.50	697.50	Revise McDermott retention application and exhibits thereto (.4); confer with N. Rowles and G. Williams re same (.1).
B160 12/20/24	Fee/Employment Applications N. Rowles	1.60	1,992.00	Correspondence with G. Williams re MWE retention application (.3); correspondence with D. Boll re same (.1); correspondence with MWE conflicts team re same (.3); revise MWE retention application (.6); correspondence with D. Azman and G. Williams re GDC retention application (.3).
B160 12/20/24	Fee/Employment Applications D. Northrop	1.00	745.00	Review draft of UCC application to retain and employ McDermott Will & Emery LLP as counsel (.2); revise same (.2); finalize same for filing on the ECF case docket (.1); review draft of UCC application to retain and employment Genesis Credit Partners LLC as financial advisor (.2); revise same (.3).



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Invoice Date: 03/20/2025

Task / Date	Escrow Name	Hours	Amount	Description
B160 12/21/24	Fee/Employment Applications D. Northrop	1.10	819.50	Further revise/finalize UCC application to retain and employ McDermott Will & Emery LLP as counsel (.2); file UCC application to retain and employ McDermott Will & Emery LLP as counsel on the ECF case docket (.2); revise UCC application to retain and employ Genesis Credit Partners LLC as financial advisor (.3); finalize UCC application to retain and employ Genesis Credit Partners LLC as financial advisor for filing on the ECF case docket (.1); e-mail correspondence with N. Rowles and G. Williams regarding revised draft of UCC application to retain and employ Genesis Credit Partners, LLC (.1); file UCC application to retain and employ Genesis Credit Partners LLC as financial advisor on the ECF case docket (.2).
B160 12/23/24	Fee/Employment Applications D. Northrop	0.20	149.00	Review third monthly fee statements filed by Stris & Maher LLP and Barnes & Thornburg LLP (.1); e-mail correspondence with MWE team regarding same (.1).
B160 12/27/24	Fee/Employment Applications D. Northrop	1.20	894.00	Draft/prepare MWE first monthly fee statement, including exhibits thereto.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Task / Date	Case/Client Name	Hours	Amount	Description
B190 12/01/24	Other Contested Matters D. Kaltman	1.30	1,202.50	Revise Whinstone litigation timeline in connection with analysis of issues related to Whinstone dispute.
B190 12/01/24	Other Contested Matters C. Masenthin	5.10	4,105.50	Correspond with G. Steinman concerning secured debt instruments (.2); analyze secured promissory notes (2.8); analyze security agreements (.5); analyze SAFE agreements (1.6).
B190 12/02/24	Other Contested Matters D. Kaltman	6.00	5,550.00	Correspondence with C. Masenthin concerning SAFE and debt documents (.3); review various agreements in connection with same (.7); summarize transactions related to same (.6); research related to same (3.1); review documents received from Debtors concerning various contested matters (1.3).
B190 12/02/24	Other Contested Matters C. Masenthin	0.60	483.00	Analyze debtor litigation concerning SAFE agreements.
B190 12/02/24	Other Contested Matters J. Evans	0.30	495.00	Phone conference with D. Azman concerning Whinstone issues.



**McDermott
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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Task / Date	Escrow Name	Hours	Amount	Description
B190 12/03/24	Other Contested Matters A. Feinsod	5.00	4,025.00	Conference with J. Evans, D. Kaltman, and J. Kiehl concerning Whinstone case (.6); review and analyze filings in connection with same (1.7); review and analyze Whinstone filings (1.7); review and analyze Rhodium/Whinstone contract (.6); conference with J. Kiehl discussing findings and next steps (.4).
B190 12/03/24	Other Contested Matters N. Rowles	0.70	871.50	Review correspondence regarding SAFEs and issues related to same (.3); review case docket items for background information related to same (.4).
B190 12/03/24	Other Contested Matters C. Gibbs	1.00	1,930.00	Multiple email correspondence with MWE team re contested matters in case.
B190 12/03/24	Other Contested Matters D. Boll	1.40	1,953.00	Review and edit internal memorandum re first day motions (1.3); confer with B. Podell re same (.1).
B190 12/03/24	Other Contested Matters D. Kaltman	1.10	1,017.50	Conference with J. Evans, A. Feinsod, and J. Kiehl concerning Whinstone litigation (.6); review agreements between Debtors and Whinstone (.5).



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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Task / Date	6 escD/ Name	Hours	Amount	Description
B190 12/03/24	Other Contested Matters J. Kiehl	4.00	3,220.00	Review Whinstone filings in bankruptcy docket (2.1); review disputed contracts (1.9).
B190 12/04/24	Other Contested Matters J. Yim	5.50	6,600.00	Review Whinstone litigation memorandum and related briefing and evaluate arguments in advance of Stage 2 of trial.
B190 12/04/24	Other Contested Matters A. Feinsod	2.60	2,093.00	Review and analyze Whinstone filings (1.4); draft outline for memo re Rhodium/Whinstone dispute (1.2).
B190 12/04/24	Other Contested Matters C. Masenthin	0.50	402.50	Analyze SAFE agreements.
B190 12/05/24	Other Contested Matters D. Kaltman	2.70	2,497.50	Document review of Debtors production concerning Whinstone litigation (2.4); correspondence with A. Feinsod concerning document review of Debtors production concerning Whinstone litigation (.3).
B190 12/05/24	Other Contested Matters A. Feinsod	5.30	4,266.50	Document review of Debtors production concerning Whinstone litigation (1.9); review and analysis of expert reports (2.1); draft memo summarizing expert reports (1.3).



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/20/2025

Task / Date	6 escD/ Name	Hours	Amount	Description
B190 12/05/24	Other Contested Matters A. Feinsod	0.60	483.00	Complete draft outline for factual memo and analysis of Rhodium/Whinstone dispute.
B190 12/05/24	Other Contested Matters J. Yim	5.20	6,240.00	Prepare 2004 to Debtor for Whinstone documents (2.5); review briefing in Whinstone litigations and analyze arguments (2.7).
B190 12/05/24	Other Contested Matters G. Williams	3.60	3,744.00	Analyze issues related to outstanding motions for relief and contested matters (1.8); research concerning same (1.4); multiple correspondence with J. Evans and MWE litigation team concerning same (.4).
B190 12/06/24	Other Contested Matters D. Kaltman	3.60	3,330.00	Draft memorandum concerning Whinstone litigation (1.6); review various hosting agreements in connection with same (.4); correspondence with A. Feinsod and J. Kiehl concerning memorandum on Whinstone litigation (.3); review and revise diligence request list to Debtors (1.1); correspondence with GCP Team concerning diligence request list to Debtors in connection with same (.2).
B190 12/06/24	Other Contested Matters G. Steinman	1.40	2,065.00	Review of document requests related to Whinstone litigation (1.1); multiple email correspondence with D. Kaltman re same (.3).



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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Task / Date	Escrow Name	Hours	Amount	Description
B190 12/06/24	Other Contested Matters A. Feinsod	3.80	3,059.00	Draft memo re Rhodium/Whinstone dispute (2.4) review and analyze Rhodium filings (.6); review and analyze Whinstone filings (.8).
B190 12/08/24	Other Contested Matters A. Feinsod	1.10	885.50	Draft memo re Rhodium/Whinstone dispute in connection with analysis of issues related to same.
B190 12/09/24	Other Contested Matters D. Kaltman	6.80	6,290.00	Document review of ROGs, RFAs, and RFPs produced by Debtors concerning the Whinstone litigation (2.7); document review of expert reports produced by Debtors concerning the Whinstone litigation (3.1); revise A. Feinsod email concerning document review of the Whinstone litigation (.5); revise 2004 requests and 2004 letter to Special Committee (.5).
B190 12/09/24	Other Contested Matters G. Steinman	1.30	1,917.50	Review of document requests (.8); email correspondence with J. Evans re same (.2); review of memo re procedure for requests (.3).
B190 12/09/24	Other Contested Matters A. Feinsod	3.90	3,139.50	Review and analyze Rhodium's expert reports (.8); review and analyze Whinstone's expert reports (.6); draft memo analyzing Whinstone/Rhodium case (2.5).



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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Task / Date	6 escD/ Name	Hours	Amount	Description
B190 12/10/24	Other Contested Matters A. Feinsod	3.60	2,898.00	Draft memo re Rhodium/Whinstone dispute (3.2); conference with J. Kiehl discussing memo and reviewing issues (.4).
B190 12/10/24	Other Contested Matters G. Williams	1.10	1,144.00	Review recent pleadings filed on the docket (.8); revise list of strategy items concerning same (.3).
B190 12/10/24	Other Contested Matters J. Kiehl	6.30	5,071.50	Draft memorandum on case background and contested issues with A. Feinsod (3.3); confer with A. Feinsod re same (.4); edit and review memorandum re same (2.6).
B190 12/10/24	Other Contested Matters A. March	3.00	3,120.00	Research re SAFE agreements (1.9); review correspondence and documentation re same in connection with research (1.1).
B190 12/10/24	Other Contested Matters G. Steinman	3.10	4,572.50	Review of research re SAFE issues (1.0); email correspondence with A. March re same (.3); review of 2004 issues (.6); email correspondence with J. Evans re same (.2); review of outstanding requests (1.0).
B190 12/10/24	Other Contested Matters D. Kaltman	3.60	3,330.00	Draft memorandum concerning Whinstone litigation (3.3); correspondence with J. Kiehl and A. Feinsod concerning memorandum on Whinstone litigation (.3).



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/20/2025

Task / Date	Description	Hours	Amount	Description
B190 12/11/24	Other Contested Matters S. Bride	1.00	385.00	Research regarding SAFE matters.
B190 12/11/24	Other Contested Matters D. Kaltman	1.30	1,202.50	Review and revise Whinstone litigation memorandum (.9); correspondence with J. Kiehl and A. Feinsod concerning Whinstone litigation memorandum (.4).
B190 12/11/24	Other Contested Matters M. Gibson	0.50	402.50	Analyze litigation dockets for purposes of providing internal status update re same.
B190 12/11/24	Other Contested Matters A. Feinsod	2.10	1,690.50	Draft memo on Rhodium/Whinstone dispute.
B190 12/11/24	Other Contested Matters A. March	1.00	1,040.00	Research re SAFE agreements (.8); correspondence with MWE team re same (.2).
B190 12/12/24	Other Contested Matters M. Gibson	0.20	161.00	Analyze docket in third party litigation matters for purposes of providing internal update regarding same.



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Task / Date	Escrow Name	Hours	Amount	Description
B190 12/12/24	Other Contested Matters G. Steinman	3.50	5,162.50	Review of data spreadsheet of capital structure (2.5); review of issues and outstanding question related to same (1.0).
B190 12/14/24	Other Contested Matters C. Gibbs	0.70	1,351.00	Multiple email correspondence with MWE team re various litigation and other contested matters in cases.
B190 12/16/24	Other Contested Matters A. Feinsod	0.60	483.00	Review and summarize judge's opinion on Phase 1 issues for team and UCC in connection with research related to same (.3); meeting with J. Evans re same (.3).
B190 12/16/24	Other Contested Matters G. Steinman	0.70	1,032.50	Review of Phase I order (.5); email correspondence with D. Kaltman and J. Evans re same (.2).
B190 12/16/24	Other Contested Matters A. March	2.00	2,080.00	Research re SAFE agreements (1.6); correspondence with G. Steinman re same (.4).
B190 12/16/24	Other Contested Matters D. Northrop	0.20	149.00	Review Interim Order on Phase 1 of Motion to Assume Executory Contracts entered on 12/16/2024 (.1); e-mail correspondence with MWE team regarding same (.1).



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Client: 125749
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Task / Date	Description Name	Hours	Amount	Description
B190 12/16/24	Other Contested Matters J. Evans	0.30	495.00	Meeting with A. Feinsod concerning Phase 1 decision.
B190 12/17/24	Other Contested Matters A. Feinsod	0.80	644.00	Draft document summarizing important Rhodium/Whinstone contract provisions.
B190 12/17/24	Other Contested Matters G. Steinman	1.60	2,360.00	Meeting with A. March re secured creditor issues (.2); review of materials re same (.5); review of data re capital structure (.9).
B190 12/17/24	Other Contested Matters D. Kaltman	0.40	370.00	Correspondence with A. Feinsod concerning Whinstone agreements.
B190 12/18/24	Other Contested Matters D. Kaltman	1.60	1,480.00	Revise summary chart concerning assignability of Whinstone contracts (.6); review Whinstone agreement provisions on assignment (.4); review expert agreements concerning energy credits (.6).
B190 12/18/24	Other Contested Matters A. Feinsod	5.60	4,508.00	Conference with J. Kiehl to discuss legal research project (.1); review and analyze expert reports for damages memo (2.5); draft memo analyzing Whinstone/Rhodium damage issues (3.0).



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Task / Date	Description Name	Hours	Amount	Description
B190 12/18/24	Other Contested Matters J. Kiehl	3.90	3,139.50	Review case law to prepare response to potential contested motion (2.8); prepare memo for J. Evans re same (1.1).
B190 12/18/24	Other Contested Matters G. Steinman	2.70	3,982.50	Review of issues related to consenting lenders (.8); multiple calls and email correspondence with D. Azman and A. March re same (.6); review of memo re same (.8); meeting with GCP re same (.5).
B190 12/18/24	Other Contested Matters G. Steinman	1.30	1,917.50	Review of memo re contract assignability (.5); email correspondence with D. Kaltman re same (.2); develop strategy re same (.6).
B190 12/19/24	Other Contested Matters A. Feinsod	0.10	80.50	Draft memo analyzing potential damages in Rhodium/Whinstone case.
B190 12/19/24	Other Contested Matters A. Feinsod	0.20	161.00	Review and edit memo for potential damages in Rhodium/Whinstone case.
B190 12/19/24	Other Contested Matters J. Hollinger	1.50	2,475.00	Review and analyze court materials relating to Rhodium / Whinstone legal dispute.



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Task / Date	Escrow Name	Hours	Amount	Description
B190 12/19/24	Other Contested Matters G. Steinman	2.80	4,130.00	Review of Tarrant County complaint (1.0); email correspondence and calls with D. Azman and J. Evans re same (.6); email memo to A. March re analysis of same (.4); review of precedent re third-party injunction issues (.8).
B190 12/20/24	Other Contested Matters J. Hollinger	0.10	165.00	Outline next steps regarding analysis of claims against Whinstone.
B190 12/20/24	Other Contested Matters D. Kaltman	3.70	3,422.50	Review Complaint filed by Fairbairns against Imperium and various insiders (.7); draft memorandum concerning same (1.7); research in connection with same (1.0); correspondence with A. Mannan and J. Kiehl concerning Memorandum on Fairbairns Complaint (.3).
B190 12/20/24	Other Contested Matters J. Evans	2.90	4,785.00	Prepare for meeting with special committee (.6); meeting with special committee (.5); review Fairbairn litigation filings (.4); phone conferences with D. Azman concerning strategy (.5); phone conferences with D. Kaltman concerning investigation and research issues (.4); correspondence with Debtors concerning discovery issues and productions (.5).



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Client: 125749
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Task / Date	Escrow/ Name	Hours	Amount	Description
B190 12/20/24	Other Contested Matters J. Evans	0.50	825.00	Draft correspondence concerning Fairbarn litigation and strategy (.3); correspondence with D. Azman concerning Fairbarn litigation and strategy (.2).
B190 12/21/24	Other Contested Matters G. Steinman	0.80	1,180.00	Review of analysis re secured creditor issues (.6); email correspondence with GCP re same (.2).
B190 12/23/24	Other Contested Matters J. Wisniewski	2.30	1,851.50	Review complaints from various litigation matters involving Debtors (1.0); research and draft memorandum for MWE team re same (1.3).
B190 12/23/24	Other Contested Matters J. Hollinger	1.80	2,970.00	Review and analyze Whinstone contracts and related expert reports.
B190 12/24/24	Other Contested Matters C. Gibbs	0.60	1,158.00	Multiple email correspondence with MWE team re litigation and other contested matters in cases.
B190 12/26/24	Other Contested Matters J. Hollinger	1.00	1,650.00	Review and analyze various expert reports relating to Whinstone/Rodium electricity contracts.



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Task / Date	Escrow Name	Hours	Amount	Description
B190 12/26/24	Other Contested Matters C. Gibbs	0.80	1,544.00	Multiple email correspondence with MWE team re litigation issues and research questions.
B190 12/26/24	Other Contested Matters G. Steinman	1.30	1,917.50	Review of third party complaint (1.1); email correspondence with D. Kaltman re same (.2).
B190 12/27/24	Other Contested Matters G. Steinman	1.10	1,622.50	Review of notice re automatic stay (.2); email correspondence with D. Kaltman re same (.1); review of initial research re extension of stay (.8).
B190 12/30/24	Other Contested Matters J. Hollinger	1.70	2,805.00	Analysis of Rhodium/Whinstone hosting contracts dispute, including review and analysis of Rhodium and Whinstone expert reports and related contract provisions.
B210 12/02/24	Business Operations G. Steinman	2.80	4,130.00	Multiple email correspondence with C. Masenthin re capital structure (.5); review of memo re same (.6); review of documents supporting transactions (1.2); review of correspondence with noteholders (.5).
B210 12/16/24	Business Operations J. Evans	0.30	495.00	Correspondence with GCP concerning insurance issues.



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Task / Date	Escrow Name	Hours	Amount	Description
B210 12/19/24	Business Operations D. Kaltman	4.60	4,255.00	Revise memo concerning energy credits (2.4); review expert reports concerning energy credits (1.6); correspondence with J. Hollinger and A. Feinsod concerning energy credits memo (.6).
B210 12/19/24	Business Operations J. Evans	0.40	660.00	Correspondence with D. Kaltman concerning energy credits.
B210 12/26/24	Business Operations G. Steinman	1.60	2,360.00	Email correspondence with GCP re insurance issues (.2); review of insurance documents received in production (1.4).
B210 12/30/24	Business Operations G. Steinman	1.20	1,770.00	Review of budget forecast received from GCP (1.0); email correspondence with GCP re same (.2).
B210 12/31/24	Business Operations G. Steinman	0.70	1,032.50	Review of updated financial projections (.5); email correspondence with D. Azman and GCP re same (.2).
B230 12/02/24	Financing/Cash Collections G. Steinman	1.60	2,360.00	Review of cash collateral and DIP pleadings (1.0); calls and email correspondence with D. Azman re same (.3); email correspondence with K. Suh re same (.3).



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Rhodium Encore Creditors' Committee

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Task / Date	escD/ Name	Hours	Amount	Description
B230 12/17/24	Financing/Cash Collections A. March	8.30	8,632.00	Draft motion to extend challenge period under DIP order (4.3); review and analyze docket entries re same (3.6); correspond with MWE team re same (.4).
B230 12/18/24	Financing/Cash Collections A. March	8.50	8,840.00	Draft motion to extend challenge period (3.2); research re same (2.4); research re consenting prepetition lenders and superpriority of secured lenders in connection with same (2.9).
B230 12/20/24	Financing/Cash Collections G. Miranda	1.00	1,245.00	Review and provide comments to financing NDA and discuss with MWE finance team.
B230 12/21/24	Financing/Cash Collections J. Ching	1.00	1,750.00	Reviewing comments to NDA related to exit financing (.8); email to A. Artidiello discussing same (.2).

Total Hours 9.40 Total For Services \$73,458.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	20.10	28,980.00
B120	Asset Analysis and Recovery	350.00	343,273.50
B130	Asset Disposition	9.00	10,324.00
B150	Mtgs/Communications w/Creditor	100.70	122,709.00
B160	Fee/Employment Applications	32.20	37,861.50
B190	Other Contested Matters	150.30	158,780.50
B210	Business Operations	11.60	14,702.50

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

US practice conducted through McDermott Will & Emery LLP.



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Rhodium Encore Creditors' Committee

Client: 125749
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Task Code	Description	Hours	Amount
B230	Financing/Cash Collections	20.40	22,827.00
		694.30	739,458.00



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Rhodium Encore Creditors' Committee

Client: 125749
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Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
B. Casten	12/25/24	Computer Usage Charge - Data Review & Production Software "December monthly fee for Discovery Platform Use (RelativityOne, 54.58 GBs)"	1.00	654.96
B. Casten	12/25/24	Computer Usage Charge - Data Review & Production Software "December monthly fee for Data Processing (RelativityOne, 2.86 GBs)"	1.00	114.40
M. Gibson	12/06/24	Computer Research Computer Research, MATTHEW GIBSON	1.00	1,104.00
M. Gibson	12/18/24	Computer Research Computer Research, MATTHEW GIBSON	1.00	195.33
D. Kaltman	12/26/24	Document Retrieval VENDOR: BMO Harris Bank NA INVOICE#: 7125122624AF DATE: 12/26/2024 - DOCR: re:Search TX (Milam County), Case documents (Whinstone v. Rhodium); December 2024 BMO Statement for Anne Fitzpatrick / Research Department	0.00	565.25
J. Kiehl	12/18/24	Computer Research Computer ResearchJACK KIEHL	5.00	67.23
A. March	12/17/24	Computer Research Computer ResearchALEXIS MARCH	3.00	142.35
D. Northrop	12/02/24	Miscellaneous Obtain transcript of (i) sale transaction approval hearing and (ii) status conference regarding contested matter between the Debtors and Whinstone US, Inc., both held on November 26, 2024, in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP)	0.00	53.30
D. Northrop	12/03/24	Miscellaneous Pro hac vice admission fee for G. Williams to appear on behalf of the Official Committee of Unsecured Creditors in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas)	0.00	100.00



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Timekeeper	Date	Description	Qty	Amount
D. Northrop	12/03/24	Miscellaneous Pro hac vice admission fee for G. Steinman to appear on behalf of the Official Committee of Unsecured Creditors in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas)	0.00	100.00
D. Northrop	12/05/24	Obtain Copy of Transcripts VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69392 DATE: 12/5/2024 - Obtain transcript of day 4 of trial (held on November 15, 2024) in the contested matter between the Debtors and Whinstone US, Inc. in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas).	0.00	1,879.85
D. Northrop	12/05/24	Document Services VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69388 DATE: 12/5/2024 - Obtain transcript of day 2 of trial (held on November 13, 2024) in the contested matter between the Debtors and Whinstone US, Inc. in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas)	0.00	1,958.45
D. Northrop	12/05/24	Obtain Copy of Transcripts VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69386 DATE: 12/5/2024 - Obtain transcript of day 1 of trial in the contested matter between the Debtors and Whinstone US, Inc. in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas).	0.00	1,748.85
D. Northrop	12/05/24	Document Services VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69390 DATE: 12/5/2024 - Obtain transcript of day 3 of trial (held on November 14, 2024) in the contested matter between the Debtors and Whinstone US, Inc. in In re Rhodium Encore	0.00	1,945.35



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Timekeeper	Rate	Description	Qty	Amount
		LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas).		
K. Suh	12/11/24	Document Retrieval	0.00	2,708.00
		VENDOR: CT Lien Solutions INVOICE#: 04098282 DATE: 12/11/2024 - State level lien searches with respect to all Debtor parties		
K. Suh	12/19/24	Document Retrieval	0.00	3,336.35
		VENDOR: CT Corporation INVOICE#: 33353961-RI DATE: 12/19/2024 - Certified charters with respect to all credit parties		
J. Wisniewski	12/12/24	Computer Research	3.00	140.12
		Computer Research JESSICA WISNIEWSKI		
J. Wisniewski	12/12/24	Computer Research	1.00	976.61
		Computer Research, JESSICA WISNIEWSKI		
J. Wisniewski	12/16/24	Computer Research	1.00	4,300.62
		Computer Research, JESSICA WISNIEWSKI		
Total Costs and Other Charges				\$22,010.22

Total This Invoice **\$791,541.02**

Timekeeper Summary

Name	Hours	Rate	Amount
D. Azman	14.40	1,650.00	23,760.00
F. Belayneh	25.00	280.00	7,000.00
D. Boll	5.30	1,395.00	7,393.50
S. Bride	1.00	385.00	385.00
B. Casten	10.10	690.00	6,969.00
J. Ching	1.00	1,750.00	1,750.00
K. Delcours	0.60	525.00	315.00
G. Doty	0.60	1,525.00	915.00
J. Evans	44.10	1,650.00	72,765.00
A. Feinsod	44.10	805.00	35,500.50
A. Garcia	1.00	280.00	280.00

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

US practice conducted through McDermott Will & Emery LLP.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3986719
Invoice Date: 03/20/2025

Name	Hours	Rate	Amount
C. Gibbs	37.80	1,930.00	72,954.00
M. Gibson	14.90	805.00	11,994.50
J. Hirshon	21.80	565.00	12,317.00
J. Hollinger	6.10	1,650.00	10,065.00
D. Kaltman	100.70	925.00	93,147.50
J. Kiehl	53.60	805.00	43,148.00
A. Mannan	4.80	805.00	3,864.00
A. March	36.80	1,040.00	38,272.00
C. Masenthin	21.30	805.00	17,146.50
G. Miranda	1.00	1,245.00	1,245.00
D. Northrop	10.80	745.00	8,046.00
B. Podell	3.90	805.00	3,139.50
N. Rowles	22.00	1,245.00	27,390.00
S. Slater	24.00	805.00	19,320.00
G. Steinman	67.50	1,475.00	99,562.50
K. Suh	12.50	1,395.00	17,437.50
G. Williams	34.50	1,040.00	35,880.00
J. Wisniewski	51.20	805.00	41,216.00
J. Yim	21.90	1,200.00	26,280.00
Totals	9.430		\$73.,45800

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	58.9	\$83,763.00
B120	Asset Analysis & Recovery	405.4	\$397,502.50
B130	Asset Disposition	53.3	\$71,122.50
B150	Creditor Meetings and Communication	123.7	\$150,694.00
B155	Court Hearings	12.5	\$15,492.00
B160	Fee/Employment Applications	40.3	\$46,463.00
B190	Other Contested Matters	211.0	\$225,180.00
B195	Non-Working Travel	3.0	\$5,790.00
B210	Employee Benefits and Pensions	28.2	\$31,035.50
B230	Financing/Cash Collections	23.8	\$27,254.50
TOTAL		960.1	\$1,054,297.00

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

<p>In re:</p> <p>RHODIUM ENCORE LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 24-90448 (ARP)</p> <p>(Jointly Administered)</p>
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**SECOND MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 15, 2025, effective as of November 23, 2024 [ECF No. 633]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>January 1, 2025 to January 31, 2025</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$571,322.00 (80% of \$714,152.50)</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$3,790.07</u>

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.

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of November 23, 2024*, dated January 15, 2025 [ECF No. 633] (the “Retention Order”), and the *Order Granting the Motion of Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 14, 2024 [ECF No. 264] (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Rhodium Encore, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Second Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from January 1, 2025 through January 31, 2025* (this “Monthly Statement”).² Specifically, McDermott seeks (i) interim allowance of \$714,152.50 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$571,322.00, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$714,152.50); and (iii) allowance and payment of \$3,790.07 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

² The period from January 1, 2025 through and including January 31, 2025 is referred to herein as the “Fee Period.”

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

2. Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of these disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$3,790.07.

3. Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a daily summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

4. Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$714,152.50 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$571,322.00 in the aggregate).

Objections

5. In accordance with paragraph 1(b) and (c) of the Interim Compensation Order, any party wishing to object to this Monthly Statement shall, on or before April 29, 2025 at 11:59 p.m. (prevailing Central Time), serve via email a written notice upon the undersigned counsel and each of the Notice Parties (defined below) setting forth the precise nature of the objection and the amount at issue.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served via email upon the following (collectively, the “Notice Parties”): (i) Rhodium Enterprises, Inc., Attn.: Charles Topping ((chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com); (ii) Debtors’ Bankruptcy Counsel, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco (pattytomasco@quinnemanuel.com); Razmig Izakelian (razmigizakelian@quinnemanuel.com), Alain Jaquet (alainjaquet@quinnemanuel.com), and Joanna D. Caytas (joannacaytas@quinnemanuel.com); (iii) Debtors’ Financial Advisor, c/o Province, Attn: Mark Robinson (mrobinson@provincefirm.com); David Dunn (ddunn@provincefirm.com); Kirsten Lee (klee@province.com); and Andrew Popescu (apopescu@provincefirm.com); (iv) Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com); and (v) United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov).

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Dated: April 15, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

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Grayson Williams
Texas State Bar No. 24124561
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- and -

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- and -

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*Counsel to the Official Committee of Unsecured
Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Restructuring & Insolvency	41.3	\$2,125.00	\$87,762.50
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	2.5	\$1,825.00	\$4,562.50
Darren Azman	Partner; Admitted in 2011; Restructuring & Insolvency	19.5	\$1,760.00	\$34,320.00
Joseph Evans	Partner; Admitted in 2014; White Collar & Securities Defense	12.9	\$1,825.00	\$23,542.50
Gregg Steinman	Partner; Admitted in 2016; Restructuring & Insolvency	65.1	\$1,625.00	\$105,787.50
Kristine Suh	Counsel; Admitted in 1997; Corporate Advisory	19.6	\$1,535.00	\$30,086.00
ASSOCIATES				
Natalie Rowles	Associate; Admitted in 2018; Restructuring & Insolvency	48.0	\$1,445.00	\$69,360.00
Josh Yim	Associate; Admitted in 2020; Trial	6.7	\$1,395.00	\$9,346.50
Abby Bowe	Associate; Admitted in 2018; Trial	4.2	\$1,270.00	\$5,334.00
Alexis March	Associate; Admitted in 2021; Restructuring & Insolvency	56.7	\$1,270.00	\$72,009.00
Grayson Williams	Associate; Admitted in 2021; Restructuring & Insolvency	17.5	\$1,270.00	\$22,225.00
Daniel Kaltman	Associate; Admitted in 2023; Trial	60.9	\$1,145.00	\$69,730.50
Ari Mannan	Associate; Admitted in 2023; Corporate Advisory	1.1	\$1,020.00	\$1,122.00
Carson Masenthin	Associate; Admitted in 2023; Corporate Advisory	22.3	\$1,020.00	\$22,746.00
Matthew Gibson	Associate; Admitted in 2024; Trial	6.7	\$1,020.00	\$6,834.00
Jess Wisniewski	Associate; Admitted in 2024; Trial	17.1	\$1,020.00	\$17,442.00
Sam Slater	Associate; Admitted in 2024; Corporate Advisory	3.5	\$895.00	\$3,132.50
LAW CLERKS AND STAFF ATTORNEYS				
Avi Feinsod	Law Clerk; Admitted in N/A; Trial	49.4	\$895.00	\$44,213.00
Jack Kiehl	Law Clerk; Admitted in N/A; Trial	53.4	\$895.00	\$47,793.00
Brett Podell	Law Clerk; Admitted in N/A; Corporate Advisory	0.1	\$895.00	\$89.50
S. Ronen-van Heerden	Staff Attorney; Admitted in 2009 Trial	48.4	\$610.00	\$29,524.00

PARAPROFESSIONALS				
Daniel Northrop	Bankruptcy Specialist; Restructuring & Insolvency	4.2	\$820.00	\$3,444.00
Benjamin Casten	Discovery Consultant; McDermott Discovery	3.8	\$735.00	\$2,793.00
Jessica Hirshon	Paralegal; Corporate Advisory	0.4	\$620.00	\$248.00
M. McMillian	Senior Researcher; Research & Libraries	0.3	\$385.00	\$115.50
Fिताlesh Belayneh	Senior Litigation Technology Data Analyst; McDermott Discovery	2.0	\$295.00	\$590.00
TOTAL		567.6		\$714,152.50

Exhibit B

Expense Summary

Category	Amount
Computer Assisted Research	\$1,723.52
eDiscovery Fees	\$939.60
Lien Searches	\$79.00
Transcripts	\$77.00
Travel Expenses	\$970.95
TOTAL	\$3,790.07

Exhibit C

Time and Expense Records



Invoice: 3995316

03/31/2025

Client: 125749

Rhodium Encore Creditors' Committee
 Morris James
 500 Delaware Avenue
 Suite 1500
 Wilmington, DE 19801

For Services Rendered in Connection with:

Matter: 0011 Rhodium Encore Official Creditors' Committee

Task / Date	Desc. / Name	Hours	Amount	Description
B110 01/06/25	Case Administration N. Rowles	0.20	289.00	Participate in conference with MWE restructuring team re case strategy matters (.1); correspondence with G. Steinman re same (.1).
B110 01/08/25	Case Administration D. Northrop	0.50	410.00	Communications with MWE team regarding new case dates and deadlines.
B110 01/13/25	Case Administration D. Northrop	0.30	246.00	Communications with MWE team regarding new case dates and deadlines.
B110 01/16/25	Case Administration J. Kiehl	0.30	268.50	Review recent court filings and correspondence with Quinn team in connection with Committee investigation.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B110 01/24/25	Case Administration B. Casten	0.30	220.50	Customize the document repository permissions to add additional reviewers to the workspace.
B110 01/27/25	Case Administration C. Gibbs	1.10	2,337.50	Multiple correspondence with MWE team re case administrative matters.
B120 01/02/25	Asset Analysis and Recovery J. Kiehl	4.90	4,385.50	Review document production and create running list of key documents in connection with Committee investigation.
B120 01/02/25	Asset Analysis and Recovery J. Yim	3.20	4,464.00	Review special committee interview memos.
B120 01/02/25	Asset Analysis and Recovery A. March	0.80	1,016.00	Revise potential estate claims analysis.
B120 01/02/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Review of multiple emails from MWE team re special committee investigation and discovery.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/03/25	Asset Analysis and Recovery D. Kaltman	1.10	1,259.50	Revise task list for litigation tasks (.4); correspondence with A. Feinsod and J. Kiehl concerning document review (.4); correspondence with J. Wisniewski and M. Gibson concerning investigation memos (.3).
B120 01/03/25	Asset Analysis and Recovery J. Evans	0.50	912.50	Review correspondence concerning investigation (.2); correspondence concerning investigative strategy and next steps (.3).
B120 01/03/25	Asset Analysis and Recovery A. Feinsod	0.50	447.50	Review documents related to potential estate causes of action.
B120 01/03/25	Asset Analysis and Recovery J. Kiehl	0.10	89.50	Correspond with A. Feinsod re document production clarification in connection with Committee investigation.
B120 01/03/25	Asset Analysis and Recovery A. March	0.40	508.00	Revise potential estate claims analysis (.3); correspond with MWE team re same (.1).
B120 01/03/25	Asset Analysis and Recovery J. Wisniewski	0.60	612.00	Research and analyze case law for internal memo.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/03/25	Asset Analysis and Recovery C. Gibbs	1.10	2,337.50	Review of multiple emails from MWE team re committee investigations.
B120 01/05/25	Asset Analysis and Recovery M. Gibson	0.20	204.00	Draft memorandum concerning fiduciary duties.
B120 01/06/25	Asset Analysis and Recovery B. Casten	0.50	367.50	Customize the document repository permissions to add additional reviewers to the document repository workspace.
B120 01/06/25	Asset Analysis and Recovery D. Kaltman	3.60	4,122.00	Correspondence with J. Evans concerning Special Committee (.5); compile hot document spreadsheet on Debtors and Riot productions (1.1); correspondence with J. Wisniewski and M. Gibbons concerning hot document spreadsheet (.2); review and draft summary memorandum concerning Special Committee presentation (.7); review and draft summary memorandum concerning Special Committee allegation outline (1.1).
B120 01/06/25	Asset Analysis and Recovery J. Kiehl	0.10	89.50	Correspond with Quinn team concerning Committee investigation.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/06/25	Asset Analysis and Recovery C. Masenthin	0.40	408.00	Conference with D. Kaltman concerning claims against target.
B120 01/06/25	Asset Analysis and Recovery J. Evans	1.60	2,920.00	Correspondence concerning investigation (.3); review summary of special committee investigation (.4); phone conferences with D. Kaltman concerning strategy (.3); phone conference with D. Azman concerning investigative strategy (.3); correspondence concerning key documents (.3).
B120 01/06/25	Asset Analysis and Recovery C. Gibbs	0.50	1,062.50	Review of multiple emails from MWE team re Special Committee investigations.
B120 01/07/25	Asset Analysis and Recovery J. Yim	0.20	279.00	Call with D&O investigation team to discuss ongoing action items.
B120 01/07/25	Asset Analysis and Recovery C. Gibbs	0.90	1,912.50	Review of multiple emails from MWE team re investigation issues.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/07/25	Asset Analysis and Recovery J. Wisniewski	3.60	3,672.00	Research and analyze case law for updated team memo.
B120 01/07/25	Asset Analysis and Recovery J. Wisniewski	0.30	306.00	Confer with MWE team to discuss hot docs and updated memo.
B120 01/07/25	Asset Analysis and Recovery C. Masenthin	1.90	1,938.00	Conference with MWE concerning claims against target (.5); analyze documents concerning the same (1.1); research and analyze fiduciary duties (.4).
B120 01/07/25	Asset Analysis and Recovery J. Evans	1.50	2,737.50	Revise submission to special committee (.5); emails with special committee (.3); meeting concerning investigation and strategy (.4); correspondence concerning D&O liability issues (.3).
B120 01/07/25	Asset Analysis and Recovery M. Gibson	0.60	612.00	Draft memorandum concerning fiduciary duties.
B120 01/07/25	Asset Analysis and Recovery M. Gibson	0.20	204.00	Confer with D. Kaltman and J. Wisniewski regarding investigation strategy.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/07/25	Asset Analysis and Recovery D. Kaltman	1.20	1,374.00	Draft Special Committee written agreement for discovery (.7); conference with MWE Team concerning investigation (.3); revise investigation task list (.2).
B120 01/07/25	Asset Analysis and Recovery A. Feinsod	0.10	89.50	Conference with D. Kaltman and others on the team to review progress and coordinate next steps.
B120 01/07/25	Asset Analysis and Recovery J. Kiehl	0.50	447.50	Review draft memorandum on case law in connection with Committee investigation.
B120 01/07/25	Asset Analysis and Recovery J. Kiehl	0.40	358.00	Confer with D. Kaltman, A. Feinsod, J. Yim, J. Wisniewski and M. Gibson re case status and upcoming projects.
B120 01/08/25	Asset Analysis and Recovery A. Feinsod	4.00	3,580.00	Conference with D. Kaltman and J. Hollinger reviewing and discussing potential claims (.5); document review (3.5).
B120 01/08/25	Asset Analysis and Recovery C. Gibbs	0.60	1,275.00	Review of emails re special committee investigation.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/08/25	Asset Analysis and Recovery J. Kiehl	5.50	4,922.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/08/25	Asset Analysis and Recovery C. Masenthin	2.20	2,244.00	Analyze documents relating to claims against target.
B120 01/08/25	Asset Analysis and Recovery D. Kaltman	0.30	343.50	Correspondence with A. Feinsod and J. Kiehl concerning document review of Debtors' productions.
B120 01/09/25	Asset Analysis and Recovery J. Kiehl	3.60	3,222.00	Review document production to flag key documents and responsiveness in connection with Committee investigation.
B120 01/09/25	Asset Analysis and Recovery A. Feinsod	5.70	5,101.50	Document review of Debtors production concerning potential estate causes of action.
B120 01/09/25	Asset Analysis and Recovery C. Masenthin	2.70	2,754.00	Analyze documents concerning claims against targets (2.4); analyze filed motions related to same (.3).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/10/25	Asset Analysis and Recovery B. Casten	0.50	367.50	Export select documents as PDFs from the repository as requested by the case team.
B120 01/10/25	Asset Analysis and Recovery D. Kaltman	0.60	687.00	Correspondence with J. Kiehl and A. Feinsod concerning document review of various productions (.4); revise MWE Team task list (.2).
B120 01/10/25	Asset Analysis and Recovery A. Feinsod	5.10	4,564.50	Document review of Debtors production concerning insider communications.
B120 01/10/25	Asset Analysis and Recovery J. Evans	0.60	1,095.00	Correspondence with special committee (.3); correspondence concerning active litigation (.3).
B120 01/10/25	Asset Analysis and Recovery J. Kiehl	1.60	1,432.00	Review document production for responsiveness in connection with Committee investigation.
B120 01/10/25	Asset Analysis and Recovery C. Masenthin	1.30	1,326.00	Analyze documents concerning directors and officers claims.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/11/25	Asset Analysis and Recovery A. Feinsod	0.30	268.50	Document review of Debtors production concerning insider communications.
B120 01/12/25	Asset Analysis and Recovery J. Kiehl	2.70	2,416.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/12/25	Asset Analysis and Recovery A. Feinsod	1.20	1,074.00	Document review of Debtors production concerning insider communications.
B120 01/13/25	Asset Analysis and Recovery J. Kiehl	4.70	4,206.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/13/25	Asset Analysis and Recovery J. Evans	1.10	2,007.50	Meeting with opposing counsel (.5); meeting with D. Kaltman concerning investigation and strategy (.3); correspondence concerning litigation status (.3).
B120 01/13/25	Asset Analysis and Recovery C. Masenthin	0.70	714.00	Analyze documents concerning fiduciary duty claims.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/13/25	Asset Analysis and Recovery D. Kaltman	0.30	343.50	Correspondence with MWE team concerning investigation updates.
B120 01/14/25	Asset Analysis and Recovery D. Kaltman	0.10	114.50	Correspondence with counsel for the Special Committee.
B120 01/14/25	Asset Analysis and Recovery J. Evans	0.50	912.50	Correspondence concerning document review (.2); emails with special committee concerning investigation and discovery issues (.3).
B120 01/14/25	Asset Analysis and Recovery S. Slater	1.70	1,521.50	Draft schedule of 2024 loan documents and credit parties.
B120 01/14/25	Asset Analysis and Recovery J. Kiehl	3.50	3,132.50	Revise document production for responsiveness in connection with Committee investigation. (3.0); compile relevant documents to cite in deck for client presentation (.5).
B120 01/14/25	Asset Analysis and Recovery C. Masenthin	4.60	4,692.00	Review and analyze debtor filings (.8); conference with UCC advisors concerning same (.3); analyze documents concerning target claims (3.5).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/14/25	Asset Analysis and Recovery K. Suh	4.50	6,907.50	Review 2021 Notes and related security documents (3.5); preparation of lien perfection analysis memo re 2021 Notes by Rhodium Encore LLC (1.2).
B120 01/15/25	Asset Analysis and Recovery M. Gibson	0.30	306.00	Confer with D. Kaltman, J. Wisniewski, and C. Masenthin on investigation strategy.
B120 01/15/25	Asset Analysis and Recovery D. Kaltman	0.30	343.50	Conference with C. Masenthin, J. Wisniewski, and M. Gibbon concerning investigation memo.
B120 01/15/25	Asset Analysis and Recovery A. Feinsod	0.70	626.50	Document review of Debtors' production to consider potential estate causes of action.
B120 01/15/25	Asset Analysis and Recovery J. Kiehl	1.30	1,163.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/15/25	Asset Analysis and Recovery S. Slater	1.80	1,611.00	Draft schedule of creditors and loan documents.



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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/15/25	Asset Analysis and Recovery J. Wisniewski	0.70	714.00	Confer with MWE team to discuss progress of memo re: investigative findings.
B120 01/15/25	Asset Analysis and Recovery J. Hirshon	0.10	62.00	Email correspondence with K. Wartner of CT Corporation re state level lien searches with respect to Imperium Investments Holdings LLC.
B120 01/15/25	Asset Analysis and Recovery C. Masenthin	5.00	5,100.00	Research and analyze claims against target (1.3); analyze documents concerning claims against the same (2.7); analyze litigation regarding the same (.7); conference with D. Kaltman concerning the same (.1); conference with J. Wisniewski, M. Gibson and D. Kaltman concerning the same (.2).
B120 01/15/25	Asset Analysis and Recovery K. Suh	4.20	6,447.00	Review 2022 Notes and related security documents (2.2); preparation of lien perfection analysis memo re 2022 Notes by Rhodium Technologies LLC (2.0).
B120 01/16/25	Asset Analysis and Recovery A. Feinsod	0.20	179.00	Document review of Debtors' production to consider potential estate causes of action.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/16/25	Asset Analysis and Recovery D. Kaltman	0.50	572.50	Document review of private placement memorandums.
B120 01/16/25	Asset Analysis and Recovery J. Hirshon	0.30	186.00	Research jurisdiction of formation with respect to Imperium Investments Holdings LLC (.2); email correspondence with K. Wartner of CT Corporation re state level lien searches and certified organizational documents (.1).
B120 01/16/25	Asset Analysis and Recovery G. Steinman	1.70	2,762.50	Review of issues with notes/warrants (1.5); email correspondence with D. Kaltman and C. Masenthin re same (.2).
B120 01/16/25	Asset Analysis and Recovery C. Masenthin	1.30	1,326.00	Analyze investor documents (.7); identify targets for document requests (.6).
B120 01/16/25	Asset Analysis and Recovery K. Suh	5.40	8,289.00	Review 2024 Notes and related security documents (3.2); preparation of lien perfection analysis memo re 2021 Notes by Rhodium Technologies LLC (2.2).
B120 01/17/25	Asset Analysis and Recovery D. Kaltman	0.70	801.50	Analyze newly uploaded interview memorandum from Special Committee.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/17/25	Asset Analysis and Recovery A. Feinsod	0.20	179.00	Document review of Debtors production related to potential estate causes of action.
B120 01/17/25	Asset Analysis and Recovery J. Kiehl	5.00	4,475.00	Review document production for responsiveness and flag key documents in connection with Committee investigation.
B120 01/17/25	Asset Analysis and Recovery C. Masenthin	0.30	306.00	Analyze targets for document requests.
B120 01/17/25	Asset Analysis and Recovery J. Evans	0.50	912.50	Phone conference concerning strategy (.3); correspondence with Special Committee (.2).
B120 01/17/25	Asset Analysis and Recovery K. Suh	5.50	8,442.50	Continue preparation of lien perfection analysis memo re 2024 Notes by Rhodium Technologies LLC (3.1); revise lien perfection analysis memo re 2021 Notes by Rhodium Encore LLC (1.3); revise lien perfection analysis memo re 2022 Notes by Rhodium Technologies LLC (1.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/18/25	Asset Analysis and Recovery D. Kaltman	3.90	4,465.50	Draft outline for call with Special Committee and Ad Hoc Group of SAFE Holders.
B120 01/18/25	Asset Analysis and Recovery M. Gibson	0.30	306.00	Revise memo regarding investigative leads.
B120 01/18/25	Asset Analysis and Recovery A. Feinsod	2.40	2,148.00	Document review of Debtors production concerning roll up transaction and other matters.
B120 01/18/25	Asset Analysis and Recovery J. Kiehl	3.60	3,222.00	Prepare deck for J. Evans ahead of meeting with Special Committee.
B120 01/19/25	Asset Analysis and Recovery D. Kaltman	1.50	1,717.50	Revise outline for SC and SAFE AHG call.
B120 01/19/25	Asset Analysis and Recovery C. Gibbs	0.90	1,912.50	Multiple correspondence with MWE team re special committee investigation discovery issues and memo summarizing claims being investigated.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/19/25	Asset Analysis and Recovery J. Wisniewski	3.00	3,060.00	Research and analyze hot docs and incorporate into internal memo.
B120 01/20/25	Asset Analysis and Recovery J. Kiehl	0.40	358.00	Review document production for responsiveness in connection with Committee investigation.
B120 01/20/25	Asset Analysis and Recovery C. Gibbs	1.90	4,037.50	Review of memo re claims being investigated (.3); conference with co-counsel re preparation for meeting and conference (.5); telephone conference with counsel for Special Committee and SAFE investors (.8); follow-up conference with co-counsel (.3).
B120 01/20/25	Asset Analysis and Recovery J. Evans	1.00	1,825.00	Phone conferences with Chuck Gibbs concerning strategy (.5); emails with special committee (.3); correspondence with Dan Kaltman concerning investigation (.2).
B120 01/20/25	Asset Analysis and Recovery J. Wisniewski	0.40	408.00	Draft internal memo re: investigative claims.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/21/25	Asset Analysis and Recovery B. Casten	2.00	1,470.00	Coordinate the transfer, extraction, processing, and loading of received production REI-SC001 into the document repository for review (1.0); coordinate the transfer, extraction, processing, and loading of received production REI-SC002 into the document repository for review (.8); generate custom document review batches in the document repository (.2).
B120 01/21/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Special Committee investigation issues (.7); conference with co-counsel re same (.3).
B120 01/21/25	Asset Analysis and Recovery A. Feinsod	0.70	626.50	Document review of Debtors production concerning internal communications (.5); conference with D. Kaltman, J. Kiehl, and J. Yim discussing review protocol and next steps (.2)
B120 01/21/25	Asset Analysis and Recovery F. Belayneh	2.00	590.00	Import production data and load into the review platform (1.1); conduct QC on data to ensure file count is correct and all text, natives and images are present and all field populated appropriately (.9).
B120 01/21/25	Asset Analysis and Recovery D. Kaltman	2.50	2,862.50	Correspondence with B. Casten and Debtors concerning document production (.5); conference with MWE Team and GCP Team concerning financing updates and litigation updates (.5); research and



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Task / Date	Desc. / Name	Hours	Amount	Description
				document review concerning energy costs (.6); draft email to J. Evans concerning Special Committee interviews (.6); correspondence with J. Wisniewski and M. Gibbons concerning D&O investigation (.3).
B120 01/21/25	Asset Analysis and Recovery J. Evans	0.50	912.50	Correspondence concerning investigation.
B120 01/21/25	Asset Analysis and Recovery J. Kiehl	4.00	3,580.00	Review document production for responsiveness in connection with Committee investigation.
B120 01/21/25	Asset Analysis and Recovery J. Wisniewski	7.30	7,446.00	Research (3.4) and draft (4.1) internal memo addressing various potential causes of action.
B120 01/21/25	Asset Analysis and Recovery M. Gibson	0.90	918.00	Research related to director duties related to potential estate causes of action.
B120 01/21/25	Asset Analysis and Recovery M. Gibson	1.30	1,326.00	Analyze documents to support memorandum on breaches of fiduciary duties.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/21/25	Asset Analysis and Recovery M. Gibson	1.10	1,122.00	Analyze filing docket and complaints in relevant shareholder litigations.
B120 01/21/25	Asset Analysis and Recovery M. Gibson	0.80	816.00	Revise memorandum concerning fiduciary duties.
B120 01/21/25	Asset Analysis and Recovery J. Yim	0.30	418.50	Call with financial advisors to discuss matter updates and ongoing action items.
B120 01/21/25	Asset Analysis and Recovery C. Masenthin	0.70	714.00	Conference with committee advisors concerning diligence of debtor assets (.3); analyze summary of debtor assets (.2); analyze documents concerning energy costs (.2).
B120 01/22/25	Asset Analysis and Recovery D. Kaltman	2.10	2,404.50	Document review of Special Committee productions (1.0); revise draft email to Special Committee concerning interviews (.6); correspondence with J. Kiehl and A. Feinsod concerning document review and interviews (.2); correspondence with J. Evans concerning 2004 strategy (.3).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/22/25	Asset Analysis and Recovery A. Feinsod	2.50	2,237.50	Document review of Special Committee's production concerning Debtor's internal communications (2); draft memo re findings from doc production (.5).
B120 01/22/25	Asset Analysis and Recovery J. Kiehl	2.50	2,237.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/22/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Special Committee investigation issues.
B120 01/22/25	Asset Analysis and Recovery J. Evans	1.90	3,467.50	Correspondence concerning investigation and strategy (.5); draft correspondence to Special Committee concerning investigation (.5); emails concerning Special Committee strategy (.3); correspondence concerning document review (.3); correspondence concerning liability research issues (.3).
B120 01/23/25	Asset Analysis and Recovery D. Kaltman	4.20	4,809.00	Draft 2004 Notice and 2004 Requests 3.5); correspondence with J. Kiehl and A. Feinsod concerning document review of Special Committee productions (.3); revise interview outline (.4).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/23/25	Asset Analysis and Recovery A. Feinsod	2.90	2,595.50	Document review of Special Committee's production concerning communications (1.8); draft memo summarizing discovery findings (1.1)
B120 01/23/25	Asset Analysis and Recovery M. Gibson	0.20	204.00	Analyze correspondence related to Committee investigation.
B120 01/23/25	Asset Analysis and Recovery J. Kiehl	0.30	268.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/24/25	Asset Analysis and Recovery D. Kaltman	2.60	2,977.00	Document review of Special Committee productions (2.0); draft letter to Special Committee concerning interviews (.4); correspondence with J. Evans concerning letter to Special Committee concerning interviews (.2).
B120 01/24/25	Asset Analysis and Recovery A. Feinsod	2.90	2,595.50	Document review of Special Committee's production concerning insider communications.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/24/25	Asset Analysis and Recovery J. Kiehl	3.40	3,043.00	Review document production for responsiveness in connection with Committee investigation (2.8); conference with S. Ronen-Van Heerden re document review onboarding (.6).
B120 01/24/25	Asset Analysis and Recovery J. Kiehl	1.70	1,521.50	Correspond with Special Committee team re insider interviews in connection with Committee investigation.
B120 01/24/25	Asset Analysis and Recovery S. Ronen-van Heerden	7.80	4,758.00	Conference with J. Kiehl concerning document review (.6); review special committee documents concerning target issues and key communications (7.2)
B120 01/26/25	Asset Analysis and Recovery A. Feinsod	0.70	626.50	Document review of Special Committee's production concerning insider communications.
B120 01/26/25	Asset Analysis and Recovery C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re special committee investigation.
B120 01/27/25	Asset Analysis and Recovery B. Casten	0.50	367.50	Customize the document repository workspace to add additional reviewers to the matter.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/27/25	Asset Analysis and Recovery D. Kaltman	4.20	4,809.00	Document review of Special Committee production (3.9); correspondence with MWE team concerning document review of Special Committee production (.3).
B120 01/27/25	Asset Analysis and Recovery A. Feinsod	2.70	2,416.50	Document review of Special Committee's production concerning insider communications and corporate documents.
B120 01/27/25	Asset Analysis and Recovery J. Kiehl	2.70	2,416.50	Review document production for responsiveness in connection with Committee investigation.
B120 01/27/25	Asset Analysis and Recovery S. Ronen-van Heerden	8.10	4,941.00	Review special committee documents concerning target issues and key communications.
B120 01/28/25	Asset Analysis and Recovery J. Yim	0.50	697.50	Conference with financial advisor to discuss ongoing action items.
B120 01/28/25	Asset Analysis and Recovery A. Feinsod	3.70	3,311.50	Document review of Special Committee production concerning insider communications, corporate documents, tax filings, and other issues.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/28/25	Asset Analysis and Recovery S. Ronen-van Heerden	8.20	5,002.00	Review special committee documents concerning target issues and key communications.
B120 01/29/25	Asset Analysis and Recovery D. Kaltman	6.70	7,671.50	Document review of Special Committee productions (6.5); correspondence with MWE Team concerning document review procedures (.2).
B120 01/29/25	Asset Analysis and Recovery A. Feinsod	1.30	1,163.50	Document review of Special Committee production concerning insider communications and communications to investors.
B120 01/29/25	Asset Analysis and Recovery S. Ronen-van Heerden	7.90	4,819.00	Review special committee documents concerning target issues and key communications.
B120 01/30/25	Asset Analysis and Recovery D. Kaltman	2.20	2,519.00	Document review of Special Committee productions (2.0); draft letter to Special Committee concerning interviews (.2).
B120 01/30/25	Asset Analysis and Recovery A. Feinsod	1.80	1,611.00	Document review of Special Committee production concerning insider communications and communications with investors.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/30/25	Asset Analysis and Recovery S. Ronen-van Heerden	8.30	5,063.00	Review Special Committee documents concerning target issues and key communications.
B120 01/30/25	Asset Analysis and Recovery J. Kiehl	0.20	179.00	Edit draft correspondence with opposing counsel (.1); review hot document from discovery production in connection with Committee investigation. (.1).
B120 01/30/25	Asset Analysis and Recovery C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE team re special Committee investigation.
B120 01/31/25	Asset Analysis and Recovery S. Ronen-van Heerden	8.10	4,941.00	Review special committee documents concerning target issues and key communications.
B120 01/31/25	Asset Analysis and Recovery D. Kaltman	2.10	2,404.50	Correspondence with GCP Team concerning investigation issues (.5); review term sheets (.5); document review of Special Committee productions (.8); correspondence with MWE Team concerning document review of Special Committee productions (.3).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 01/31/25	Asset Analysis and Recovery J. Kiehl	0.20	179.00	Review document production for responsiveness in connection with Committee investigation.
B120 01/31/25	Asset Analysis and Recovery J. Yim	1.20	1,674.00	Review hot documents related to insiders.
B120 01/31/25	Asset Analysis and Recovery A. Feinsod	4.80	4,296.00	Document review of Special Committee's production concerning internal communications and other investigation items.
B120 01/31/25	Asset Analysis and Recovery A. Feinsod	0.30	268.50	Document review of Special Committee's production concerning internal communications.
B130 01/07/25	Asset Disposition G. Steinman	0.80	1,300.00	Review of sale motion (.6); email correspondence with D. Azman re same (.2).
B150 01/02/25	Mtgs/Communications w/Creditor D. Kaltman	0.30	343.50	Correspondence with Committee concerning upcoming meetings.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/02/25	Mtgs/Communications w/Creditor G. Steinman	0.80	1,300.00	Review of updated information re UCC meeting (.3); prepare for same (.5).
B150 01/02/25	Mtgs/Communications w/Creditor G. Williams	0.40	508.00	Multiple correspondence with GCP team concerning liquidity update.
B150 01/02/25	Mtgs/Communications w/Creditor J. Yim	0.50	697.50	Correspondence with J. Evans concerning UCC presentation.
B150 01/03/25	Mtgs/Communications w/Creditor J. Evans	0.80	1,460.00	Prepare for UCC presentation (.2); attend UCC presentation (.6).
B150 01/03/25	Mtgs/Communications w/Creditor D. Kaltman	0.90	1,030.50	Conference with J. Evans concerning preparation for Committee Meeting (.3); participate in Committee Meeting (.6).
B150 01/03/25	Mtgs/Communications w/Creditor N. Rowles	0.60	867.00	Participate in Committee meeting.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/03/25	Mtgs/Communications w/Creditor A. Mannan	0.60	612.00	Conference with Committee for update meeting.
B150 01/03/25	Mtgs/Communications w/Creditor G. Steinman	0.90	1,462.50	Attend UCC meeting (.6); review of materials from same (.1); email correspondence with Debtors re UCC requests (.2).
B150 01/03/25	Mtgs/Communications w/Creditor G. Williams	1.20	1,524.00	Draft Committee meeting agenda (.2); revise Committee meeting minutes (.8); multiple correspondence with MWE team concerning same (.2).
B150 01/03/25	Mtgs/Communications w/Creditor C. Gibbs	0.60	1,275.00	Attendance on UCC weekly call.
B150 01/05/25	Mtgs/Communications w/Creditor N. Rowles	0.50	722.50	Revise December 18 Committee meeting minutes.
B150 01/05/25	Mtgs/Communications w/Creditor G. Williams	0.40	508.00	Analyze issues relating to Committee confidentiality.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/06/25	Mtgs/Communications w/Creditor G. Williams	2.00	2,540.00	Draft Committee meeting minutes.
B150 01/07/25	Mtgs/Communications w/Creditor M. Gibson	0.20	204.00	Analyze UCC presentation deck for litigation updates.
B150 01/07/25	Mtgs/Communications w/Creditor A. Mannan	0.50	510.00	Conference with McDermott and Genesis teams re: case strategy in preparation for Committee meeting.
B150 01/07/25	Mtgs/Communications w/Creditor D. Kaltman	1.20	1,374.00	Draft UCC slides (1.0); correspondence with N. Rowles concerning UCC slides (.2).
B150 01/07/25	Mtgs/Communications w/Creditor N. Rowles	1.30	1,878.50	Participate in call with MWE and GCP teams in preparation for Jan. 8 Committee meeting (.5); revise minutes from Jan. 3 Committee meeting (.6); correspondence with G. Williams re same (.2).
B150 01/07/25	Mtgs/Communications w/Creditor D. Azman	0.60	1,056.00	Attend weekly professionals call.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/08/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for and participate in January 5, 2025 Committee meeting.
B150 01/08/25	Mtgs/Communications w/Creditor D. Kaltman	0.30	343.50	Correspondence with MWE Team concerning UCC meeting, agenda, and presentation deck.
B150 01/08/25	Mtgs/Communications w/Creditor D. Azman	0.80	1,408.00	Prepare for weekly UCC call (.5); attend same (.3).
B150 01/08/25	Mtgs/Communications w/Creditor J. Evans	1.00	1,825.00	Prepare for meeting with UCC (.5); correspondence with Dan Kaltman concerning investigation (.2); attend meeting with UCC (.3).
B150 01/08/25	Mtgs/Communications w/Creditor G. Steinman	1.20	1,950.00	Prepare for (.2) and attend (.3) UCC meeting; review of minutes from prior meetings (.5); review of presentation (.2).
B150 01/08/25	Mtgs/Communications w/Creditor N. Rowles	1.30	1,878.50	Participate in Committee meeting (.3); revise A. March draft email to Committee regarding recent docket filings and other case updates (.7); review recent pleadings in connection with same (.3).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/14/25	Mtgs/Communications w/Creditor D. Kaltman	2.20	2,519.00	Draft UCC deck on investigations and litigation updates (1.7); correspondence with J. Evans concerning UCC deck (.5).
B150 01/14/25	Mtgs/Communications w/Creditor J. Evans	0.60	1,095.00	Prepare for meeting with UCC (.4); correspondence with Dan Kaltman concerning meeting with UCC (.2).
B150 01/14/25	Mtgs/Communications w/Creditor G. Steinman	2.30	3,737.50	Attend UCC meeting prep call with GCP (.3); revise UCC meeting presentation (1.2); multiple email correspondence with N. Rowles re same (.3); review and revise UCC meeting minutes (.5).
B150 01/14/25	Mtgs/Communications w/Creditor J. Yim	0.30	418.50	Call with financial advisors to discuss ongoing action items.
B150 01/14/25	Mtgs/Communications w/Creditor D. Azman	1.50	2,640.00	Prepare for weekly UCC call.
B150 01/14/25	Mtgs/Communications w/Creditor N. Rowles	6.20	8,959.00	Draft Committee presentation regarding plan (3.4); revise same in accordance with comments from G. Steinman (1.9); multiple correspondence with D. Kaltman re same (.3); revise minutes from Jan. 9 Committee meeting (.5); call with



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Task / Date	Desc. / Name	Hours	Amount	Description
				MWE and GCP teams in preparation for Jan. 15 Committee meeting (.3).
B150 01/14/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for (.7) and participate in (.3) all-professionals call.
B150 01/14/25	Mtgs/Communications w/Creditor A. Feinsod	0.20	179.00	Prepare materials for UCC presentation.
B150 01/14/25	Mtgs/Communications w/Creditor C. Gibbs	0.50	1,062.50	Prepare for (.2) and attend (.3) weekly UCC professionals call.
B150 01/15/25	Mtgs/Communications w/Creditor J. Evans	0.80	1,460.00	Prepare for meeting with UCC (.3); attend meeting with UCC (.5) (partial).
B150 01/15/25	Mtgs/Communications w/Creditor G. Williams	1.70	2,159.00	Prepare for (.1) and participate in (1.0) January 15, 2025 Committee meeting; draft minutes concerning same (.6).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/15/25	Mtgs/Communications w/Creditor C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE team re presentation to Committee regarding Plan.
B150 01/15/25	Mtgs/Communications w/Creditor N. Rowles	1.40	2,023.00	Revise Committee presentation in preparation for meeting (.2); correspondence with D. Kaltman re same (.1); correspondence with G. Williams re same (.1); participate in Committee meeting (1.0).
B150 01/15/25	Mtgs/Communications w/Creditor G. Steinman	2.20	3,575.00	Revise UCC meeting materials (.6); call with D. Azman re same (.4); prepare for (.2) and attend (1.0) UCC meeting.
B150 01/15/25	Mtgs/Communications w/Creditor D. Azman	1.70	2,992.00	Prepare for weekly UCC call (.7); attend same (1.0).
B150 01/15/25	Mtgs/Communications w/Creditor D. Kaltman	0.20	229.00	Correspondence with N. Rowles and J. Evans concerning UCC deck.
B150 01/15/25	Mtgs/Communications w/Creditor C. Gibbs	0.60	1,275.00	Participate in weekly UCC call (partial).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/21/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for (.7) and participate in (.3) weekly all-professionals meeting.
B150 01/21/25	Mtgs/Communications w/Creditor N. Rowles	1.20	1,734.00	Participate in professionals call regarding case strategy matters in preparation for weekly Committee meeting (.3); revise minutes from January 15 Committee meeting (.9).
B150 01/21/25	Mtgs/Communications w/Creditor C. Gibbs	0.50	1,062.50	Prepare for (.2) and participate in (.3) weekly UCC professionals call.
B150 01/23/25	Mtgs/Communications w/Creditor G. Steinman	0.20	325.00	Email correspondence with UCC re plan questions.
B150 01/24/25	Mtgs/Communications w/Creditor A. March	2.60	3,302.00	Draft presentation re take-back notes (2.2); correspond with MWE team re same (.4).
B150 01/24/25	Mtgs/Communications w/Creditor G. Steinman	1.50	2,437.50	Review of presentation for UCC re plan issues and research.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/25/25	Mtgs/Communications w/Creditor N. Rowles	1.90	2,745.50	Review GCP presentation and other analyses of issues related to Take-Back Notes.
B150 01/26/25	Mtgs/Communications w/Creditor N. Rowles	0.70	1,011.50	Revise A. March presentation to Committee regarding Take-Back Notes contemplated under chapter 11 plan.
B150 01/27/25	Mtgs/Communications w/Creditor G. Steinman	1.60	2,600.00	Review and revise UCC materials re plan issues and research (1.2); multiple email correspondence with N. Rowles and D. Kaltman re same (.4).
B150 01/27/25	Mtgs/Communications w/Creditor N. Rowles	5.60	8,092.00	Revise Committee presentation related to plan issues (3.1); revise same in accordance with G. Steinman comments (.8); research related to same (1.7).
B150 01/28/25	Mtgs/Communications w/Creditor D. Kaltman	2.60	2,977.00	Draft UCC deck concerning investigation updates (1.6); conference with G. Steinman, A. March, and N. Rowles concerning UCC deck (.5); conference with MWE Team and GCP Team concerning case updates (.5).
B150 01/28/25	Mtgs/Communications w/Creditor G. Steinman	1.80	2,925.00	Revise UCC meeting presentation (.5); email correspondence with D. Azman re same (.2); meeting with D. Kaltman re same (.3); prepare for and attend call with GCP in preparation of same (.7); email



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Task / Date	Desc. / Name	Hours	Amount	Description
				correspondence with UCC re meeting (.1).
B150 01/28/25	Mtgs/Communications w/Creditor J. Kiehl	0.10	89.50	Review deck for UCC presentation to incorporate recent findings from document review in connection with Committee investigation.
B150 01/28/25	Mtgs/Communications w/Creditor C. Gibbs	0.40	850.00	Review of materials for UCC weekly meeting.
B150 01/28/25	Mtgs/Communications w/Creditor D. Azman	1.50	2,640.00	Prepare for weekly UCC call.
B150 01/28/25	Mtgs/Communications w/Creditor N. Rowles	1.10	1,589.50	Correspondence with G. Steinman and D. Azman re Committee presentation (.2); teleconference with G. Steinman, A. March, and D. Kaltman re same and plan matters (.4); teleconference with MWE and GCP teams regarding January 29, 2025 Committee meeting (.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/28/25	Mtgs/Communications w/Creditor C. Masenthin	0.50	510.00	Conference with UCC advisors concerning open tasks.
B150 01/28/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for and attend weekly all- professionals call.
B150 01/29/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for (.2) and participate in (.8) Committee meeting.
B150 01/29/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Draft Committee meeting minutes.
B150 01/29/25	Mtgs/Communications w/Creditor C. Gibbs	1.00	2,125.00	Prepare for (.2) and attend (.8) weekly UCC call.
B150 01/29/25	Mtgs/Communications w/Creditor J. Kiehl	0.10	89.50	Review deck summarizing recent case updates for UCC.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 01/29/25	Mtgs/Communications w/Creditor N. Rowles	0.80	1,156.00	Participate in weekly Committee call.
B150 01/29/25	Mtgs/Communications w/Creditor C. Gibbs	1.20	2,550.00	Multiple correspondence with MWE team re 1/29 Committee meeting and related issues.
B150 01/29/25	Mtgs/Communications w/Creditor D. Azman	3.10	5,456.00	Prepare for weekly UCC call (2.3); attend same (.8).
B150 01/29/25	Mtgs/Communications w/Creditor G. Steinman	1.00	1,625.00	Prepare for (.2) and attend (.8) UCC meeting.
B150 01/29/25	Mtgs/Communications w/Creditor C. Masenthin	0.50	510.00	Prepare for (.1) and attend (.4) (partial) UCC meeting.
B155 01/10/25	Court Hearings D. Northrop	0.10	82.00	Begin assembling pleadings, court filings, and other materials for C. Gibbs for emergency status conference to be held on 1/13/2025, and e-mail correspondence with C. Gibbs regarding same.



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Task / Date	Desc. / Name	Hours	Amount	Description
B155 01/11/25	Court Hearings D. Northrop	0.70	574.00	Assemble pleadings, court filings, and other materials for C. Gibbs for emergency status conference to be held on 1/13/2025.
B155 01/13/25	Court Hearings G. Steinman	0.90	1,462.50	Attend status conference re Whinstone litigation (.7); debrief call with D. Azman re same (.2).
B155 01/13/25	Court Hearings C. Gibbs	1.10	2,337.50	Review of multiple emails with MWE team re upcoming hearing issues and related filings.
B155 01/13/25	Court Hearings D. Northrop	0.20	164.00	Enter electronic hearing appearance for C. Gibbs for 1/13/2025 emergency status conference to address scope and scheduling of the Phase 2 hearing on Debtors' motion to assume certain executory contracts with Whinstone US, Inc. (.1); review courtroom minutes for 1/13/2025 emergency status conference and e-mail correspondence with G. Williams regarding obtaining transcript of 1/13/2025 emergency status conference (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B155 01/13/25	Court Hearings D. Kaltman	0.50	572.50	Attend hearing concerning Phase 2 trial (partial).
B155 01/13/25	Court Hearings D. Azman	0.60	1,056.00	Attend 1/13 hearing (partial).
B155 01/13/25	Court Hearings C. Gibbs	0.70	1,487.50	Prepare for (.6) and attendance at (.7) status conference re Whinstone dispute.
B155 01/13/25	Court Hearings A. March	0.20	254.00	Attend status conference on Debtors' Motion to Assume (partial).
B155 01/14/25	Court Hearings D. Azman	0.60	1,056.00	Attend status conference.
B155 01/23/25	Court Hearings C. Gibbs	0.40	850.00	Multiple correspondence with MWE team re upcoming status conference.



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Task / Date	Desc. / Name	Hours	Amount	Description
B155 01/24/25	Court Hearings G. Steinman	1.20	1,950.00	Prepare for (.4) and attend (.6) status conference; email correspondence with C. Gibbs re same (.2).
B155 01/24/25	Court Hearings C. Gibbs	0.50	1,062.50	Multiple conferences with co-counsel re status conference preparation.
B160 01/06/25	Fee/Employment Applications B. Podell	0.10	89.50	Conferences with G. Steinman, N. Rowles, and G. Williams regarding retention applications.
B160 01/06/25	Fee/Employment Applications C. Gibbs	0.80	1,700.00	Review of multiple emails from MWE team re fee application-related matters.
B160 01/06/25	Fee/Employment Applications C. Gibbs	0.40	850.00	Review of multiple emails from MWE team re disclosures for retention application.
B160 01/08/25	Fee/Employment Applications C. Gibbs	1.00	2,125.00	Conferences with UST re supplemental disclosure and review of emails and draft disclosures re same.



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Task / Date	Desc. / Name	Hours	Amount	Description
B160 01/09/25	Fee/Employment Applications N. Rowles	0.20	289.00	Multiple correspondence with MWE team re filing of supplemental declaration in support of MWE retention.
B160 01/09/25	Fee/Employment Applications C. Gibbs	1.50	3,187.50	Multiple correspondence with MWE team re retention applications (1.0); conference with co-counsel re same (.5).
B160 01/09/25	Fee/Employment Applications G. Williams	2.80	3,556.00	Draft supplemental declaration (1.8); multiple correspondence with D. Azman and MWE team concerning same (.6); review pleadings related to same (.4).
B160 01/10/25	Fee/Employment Applications D. Northrop	0.30	246.00	E-mail correspondence with G. Williams regarding deadline to object to Committee applications to retain McDermott as counsel and Genesis Credit Partners as financial advisor (pursuant to the operation of Bankruptcy Rule 9006(a)) (.2); e-mail correspondence with D. Azman and G. Williams to coordinate filing of supplemental Gibbs declaration in support of Committee's application to retain McDermott as counsel (.1).
B160 01/13/25	Fee/Employment Applications C. Gibbs	0.30	637.50	Review of emails re retention order entry status.



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Task / Date	Desc. / Name	Hours	Amount	Description
B160 01/13/25	Fee/Employment Applications D. Northrop	1.20	984.00	E-mail correspondence with D. Azman and G. Williams regarding filing supplemental Gibbs declaration in support of the Committee's application to retain and employ MWE as counsel (.1); file supplemental Gibbs declaration in support of the Committee's application to retain and employ MWE as counsel on the ECF case docket (.2); draft/prepare CNO for Committee application to retain and employ Genesis Credit Partners LLC as financial advisor to the Committee, including attachment to the CNO (.3); draft COC regarding proposed order approving the Committee's application to retain and employ MWE as counsel, including attachment to the COC (.5); review statement of Ad Hoc Group of SAFE Parties regarding Committee's retention of MWE and Genesis Credit Partners and e-mail correspondence with MWE team regarding same (.1).
B160 01/13/25	Fee/Employment Applications G. Williams	3.00	3,810.00	Draft and revise MWE and GCP fee statements.



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Task / Date	Desc. / Name	Hours	Amount	Description
B160 01/14/25	Fee/Employment Applications D. Northrop	0.60	492.00	Finalize (i) CNO for Committee application to retain and employ Genesis Credit Partners LLC as financial advisor and (ii) COC regarding proposed order approving the Committee's application to retain and employ MWE as counsel, and related attachments to both, for filing on the ECF case docket (.2); file (i) CNO for Committee application to retain and employ Genesis Credit Partners LLC as financial advisor and (ii) COC for proposed order approving the Committee's application to retain and employ MWE as counsel on the ECF case docket (.4).
B190 12/05/24	Other Contested Matters M. McMillan	0.30	115.50	Research and obtain documents from Whinstone v. Rhodium case (Milam Cty. TX Dist. Ct.).
B190 01/02/25	Other Contested Matters D. Kaltman	5.60	6,412.00	Document review of Debtors production (2.2); document review of Riot production (3.4).
B190 01/02/25	Other Contested Matters A. Feinsod	2.70	2,416.50	Review document production concerning Riot litigation.



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 01/02/25	Other Contested Matters G. Steinman	1.90	3,087.50	Review of memo re third party complaint (1.2); review of research in support of same (.5); email correspondence with A. March re same (.2).
B190 01/05/25	Other Contested Matters D. Kaltman	2.70	3,091.50	Document review of Riot productions (2.6); correspondence with J. Kiehl and A. Feinsod concerning document review (.1).
B190 01/06/25	Other Contested Matters J. Wisniewski	1.20	1,224.00	Review complaints and correspondence (.8); research and analyze case law for internal memo (.4).
B190 01/07/25	Other Contested Matters M. Gibson	0.30	306.00	Analyze complaints filed against directors and officers of debtors.
B190 01/08/25	Other Contested Matters A. March	3.60	4,572.00	Review and analyze debtors' filings (2.2); draft summary re same (1.2); correspond with MWE team re same (.2).
B190 01/08/25	Other Contested Matters D. Kaltman	0.50	572.50	Review docket updates concerning Debtors motions.



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 01/09/25	Other Contested Matters G. Steinman	0.50	812.50	Calls and email correspondence with J. Evans re litigation status.
B190 01/13/25	Other Contested Matters D. Kaltman	0.80	916.00	Review motions concerning Phase 2 trial (.3); conference with J. Evans concerning Phase 2 trial (.5).
B190 01/13/25	Other Contested Matters C. Gibbs	0.60	1,275.00	Conference with counsel to Whinstone re mediation proposal.
B190 01/15/25	Other Contested Matters C. Gibbs	0.80	1,700.00	Conference call with Debtor and Whinstone counsel re meet and conference.
B190 01/17/25	Other Contested Matters C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re dispute with Whinstone and re special committee investigation.
B190 01/21/25	Other Contested Matters C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE and Debtor team concerning Whinstone issues.



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 01/23/25	Other Contested Matters C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re mediation and Whinstone litigation.
B190 01/23/25	Other Contested Matters C. Masenthin	0.20	204.00	Analyze correspondence concerning SAFE committee.
B190 01/24/25	Other Contested Matters C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re Whinstone settlement and trial preparation.
B190 01/30/25	Other Contested Matters C. Gibbs	0.30	637.50	Multiple correspondence with MWE team re mediation status.
B190 01/31/25	Other Contested Matters D. Northrop	0.30	246.00	Obtain transcript of further status conference on scope and scheduling of Phase 2 hearing on Debtors' contract assumption motion relating to Whinstone US, Inc. contracts (.1); review same (.1); e-mail correspondence with MWE team regarding same (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B210 01/01/25	Business Operations D. Kaltman	1.30	1,488.50	Correspondence with J. Holinger concerning energy damages (.2); document review of energy agreements (.3); read and review Whinstone's Base Energy contract and Whinstone's Power Services Agreement (.8).
B210 01/01/25	Business Operations J. Hollinger	1.00	1,825.00	Analyze Griffey and Saddiq expert reports, including prepare bullet point summary of follow up questions (.8); related email to D. Kaltman regarding contract provisions (.2).
B210 01/02/25	Business Operations G. Steinman	0.80	1,300.00	Review of insurance documents and policies (.6); email correspondence with A. Bowe re same (.2).
B210 01/02/25	Business Operations A. Bowe	0.30	381.00	Review and respond to emails from G. Steinmann and R. Smethurst regarding insurance policy review.
B210 01/08/25	Business Operations J. Hollinger	1.50	2,737.50	Review and analyze Whinstone energy purchase and power management contracts (1.0); related call with D. Kaltman and A. Feinsod regarding Whinstone/Rhodium expert reports and Rhodium claims (.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B210 01/08/25	Business Operations D. Kaltman	0.70	801.50	Conference with J. Hollinger and A. Feinsod concerning energy credits.
B210 01/14/25	Business Operations A. Feinsod	1.80	1,611.00	Document review of Debtors production concerning energy credits and vendor disputes.
B210 01/15/25	Business Operations A. Bowe	0.30	381.00	Review insurance policies and draft memorandum regarding same.
B210 01/16/25	Business Operations A. Bowe	3.60	4,572.00	Review D&O insurance policies (3.1); prepare memorandum regarding same (.5).
B210 01/26/25	Business Operations N. Rowles	0.40	578.00	Review revised global notes regarding amended schedules and SOFAs.
B230 01/05/25	Financing/Cash Collections G. Steinman	0.30	487.50	Email correspondence with Debtors re financing.



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Task / Date	Desc. / Name	Hours	Amount	Description
B230 01/07/25	Financing/Cash Collections J. Yim	0.50	697.50	Call with financial advisors to discuss exit financing and other related issues.
B230 01/14/25	Financing/Cash Collections G. Steinman	0.30	487.50	Review of financing letter (.2); email correspondence with GCP re same (.1).
B230 01/17/25	Financing/Cash Collections G. Steinman	2.40	3,900.00	Review of lien perfection analysis (1.6); review of statements and schedules (.5); develop strategy re same (.3).
B230 01/24/25	Financing/Cash Collections G. Steinman	0.90	1,462.50	Call with Province re financing process (.1); review of agreements re same (.8).
B230 01/27/25	Financing/Cash Collections G. Steinman	1.50	2,437.50	Review of analysis re financing contracts (.8); multiple email correspondence with A. March re same (.2); review of contracts re same (.5).
B230 01/28/25	Financing/Cash Collections G. Steinman	0.20	325.00	Call with Province re financing issues.



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B230 01/31/25	Financing/Cash Collections C. Gibbs	0.90	1,912.50	Multiple correspondence with MWE team and GCP team re exit financing.
B230 01/31/25	Financing/Cash Collections G. Steinman	0.80	1,300.00	Review of financing bids.
B240 01/07/25	Tax Issues G. Steinman	1.60	2,600.00	Review of tax motion (.5); review of first day motions and related pleadings (1); email correspondence with D. Azman re same (.1).
B320 01/02/25	Plan and Disclosure Statement C. Gibbs	0.40	850.00	Review of multiple emails from MWE team re delivery of draft Plan.
B320 01/03/25	Plan and Disclosure Statement G. Steinman	1.20	1,950.00	Review of draft of plan.
B320 01/06/25	Plan and Disclosure Statement G. Steinman	2.60	4,225.00	Email correspondence with D. Azman and N. Rowles re plan (.3); review of same (1.5); develop strategy re same (.6); email correspondence with GCP re same (.2).



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B320 01/06/25	Plan and Disclosure Statement N. Rowles	3.50	5,057.50	Analyze draft chapter 11 plan (2.4); draft summary of same (.5); draft responses to G. Steinman inquiries re same (.6).
B320 01/07/25	Plan and Disclosure Statement M. Gibson	0.30	306.00	Analyze draft plan for implications on releases of insiders.
B320 01/07/25	Plan and Disclosure Statement A. March	3.20	4,064.00	Research and analyze class impairment (2.9); correspond with MWE team re same (.3).
B320 01/07/25	Plan and Disclosure Statement G. Steinman	1.30	2,112.50	Prepare for and attend call with GCP re plan and workstreams (.5); review of issues flagged re plan (.6); correspondence with N. Rowles re same (.2).
B320 01/07/25	Plan and Disclosure Statement D. Azman	4.50	7,920.00	Review and analyze draft plan (3.1); develop strategy re: plan (1.4).
B320 01/07/25	Plan and Disclosure Statement N. Rowles	2.60	3,757.00	Revise draft presentation for Committee on proposed plan (1.6); multiple correspondence with G. Steinman and D. Azman re same (.5); analyze plan in connection with same (.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/07/25	Plan and Disclosure Statement D. Kaltman	0.40	458.00	Correspondence with J. Evans concerning Plan.
B320 01/08/25	Plan and Disclosure Statement C. Gibbs	0.50	1,062.50	Review of draft Plan.
B320 01/09/25	Plan and Disclosure Statement A. March	0.80	1,016.00	Correspond with MWE team re recent filings in connection with plan strategy matters.
B320 01/09/25	Plan and Disclosure Statement G. Steinman	4.10	6,662.50	Analysis of draft plan (2); develop strategy re same (.8); prepare workstreams and email memo re same (.5); email correspondence with D. Azman re same (.2); review of precedent re plan (.4); correspondence with N. Rowles re research re same (.2).
B320 01/09/25	Plan and Disclosure Statement N. Rowles	1.30	1,878.50	Analyze proposed Plan and MWE team correspondence re same (.9); multiple correspondence with G. Steinman re same (.4).



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Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/10/25	Plan and Disclosure Statement A. March	5.30	6,731.00	Research re plan (3.2); review and analyze same (1.7); telephone conference with MWE team re same (.2); correspond with MWE team re same (.2).
B320 01/10/25	Plan and Disclosure Statement A. March	2.00	2,540.00	Research re simple agreement for future equity.
B320 01/10/25	Plan and Disclosure Statement C. Gibbs	1.10	2,337.50	Multiple correspondence with MWE team re recent pleadings, including de minimus sale motion and other plan-related documents (.8); conferences with co-counsel re case administrative matters (.3).
B320 01/10/25	Plan and Disclosure Statement N. Rowles	0.40	578.00	Teleconference with A. March re plan research (.2); review internal email correspondence related to same (.2).
B320 01/11/25	Plan and Disclosure Statement N. Rowles	0.60	867.00	Review A. March research related to Plan.
B320 01/12/25	Plan and Disclosure Statement G. Steinman	1.40	2,275.00	Review of research re plan confirmation issues (1); email correspondence with N. Rowles re same (.4).



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Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/12/25	Plan and Disclosure Statement C. Gibbs	0.80	1,700.00	Review draft plan.
B320 01/12/25	Plan and Disclosure Statement A. March	2.00	2,540.00	Research re plan (1.7); correspond with MWE team re same (.3).
B320 01/12/25	Plan and Disclosure Statement N. Rowles	0.90	1,300.50	Review plan issues research (.5); multiple correspondence with A. March re same (.2); multiple correspondence with G. Steinman re same (.2).
B320 01/13/25	Plan and Disclosure Statement G. Steinman	4.60	7,475.00	Review of research memo re plan issues (.8); multiple email correspondence with D. Azman re same (.3); multiple email correspondence with N. Rowles and A. March re same (.5); develop strategy re plan issues (1); review of supporting documentation re same (.6); call with D. Azman re same (.4); prepare for and attend call with GCP re same (1).
B320 01/13/25	Plan and Disclosure Statement D. Azman	4.60	8,096.00	Develop plan strategy (3.1); discuss same internally (.8); attend weekly professional call (.7).



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Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/13/25	Plan and Disclosure Statement C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Plan issues (.5); conference with MWE and GCP re Plan issues (.5).
B320 01/13/25	Plan and Disclosure Statement N. Rowles	1.60	2,312.00	Multiple correspondence with G. Steinman and A. March re plan issues (.2); review G. Steinman issues list re same (.4); correspondence with G. Steinman re Committee presentation on same (.1); prepare for (.2) and participate in call with Committee professionals regarding plan issues (.7).
B320 01/13/25	Plan and Disclosure Statement A. March	6.10	7,747.00	Research re plan (3.2); draft analysis re same (2.2); correspond with MWE team re same (.7).
B320 01/14/25	Plan and Disclosure Statement G. Steinman	2.50	4,062.50	Multiple calls with D. Azman re plan issues (.5); call with GCP re same (.2); prepare for and attend call with Debtors re same (.6); review of additional research re plan issues (1); email correspondence with A. March re same (.2).
B320 01/14/25	Plan and Disclosure Statement C. Gibbs	1.90	4,037.50	Review of draft Plan (.5); conference call with Debtor's advisors and co-counsel (.9); review of multiple emails re same (.5).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/14/25	Plan and Disclosure Statement C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team and Debtors re plan-related issues.
B320 01/14/25	Plan and Disclosure Statement N. Rowles	0.90	1,300.50	Participate in teleconference with Debtors' and Committee's professionals to discuss plan (.5); multiple correspondence with MWE team re same (.4).
B320 01/14/25	Plan and Disclosure Statement A. March	4.30	5,461.00	Research re plan (2.5); draft analysis re same (1.4); correspond with MWE team re same (.4).
B320 01/15/25	Plan and Disclosure Statement A. March	4.20	5,334.00	Review and analyze plan of reorganization (3.2); revise same (.6); correspond with MWE team re same (.4).
B320 01/15/25	Plan and Disclosure Statement N. Rowles	1.60	2,312.00	Research regarding draft Plan exculpation provision (1.2); correspondence with MWE team re same (.4).
B320 01/15/25	Plan and Disclosure Statement G. Steinman	2.20	3,575.00	Review of research re plan issues (1.2); email correspondence with A. March and N. Rowles re same (.4); email correspondence with C. Gibbs re same (.2); call with GCP re same (.4).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/16/25	Plan and Disclosure Statement C. Gibbs	0.60	1,275.00	Multiple correspondence with MWE team re plan of reorganization provisions.
B320 01/16/25	Plan and Disclosure Statement C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE team re diligence requests and plan issues.
B320 01/16/25	Plan and Disclosure Statement N. Rowles	1.10	1,589.50	Review A. March research related to plan (.6); review A. March markup of Plan and G. Steinman comments re same (.5).
B320 01/16/25	Plan and Disclosure Statement A. March	1.50	1,905.00	Research re plan.
B320 01/16/25	Plan and Disclosure Statement G. Steinman	2.20	3,575.00	Review of revised plan and issues list (.8); email correspondence with A. March re same (.2); review of supplemental research re same (.5); call with GCP re same (.5); email correspondence with D. Azman re same (.2).
B320 01/17/25	Plan and Disclosure Statement N. Rowles	0.80	1,156.00	Draft email to Quinn team re Committee's comments to Plan (.7); correspondence with G. Steinman re same (.1).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/17/25	Plan and Disclosure Statement G. Steinman	2.50	4,062.50	Review of revised plan (.8); multiple email correspondence with A. March re same (.2); review of research re same (1.5).
B320 01/17/25	Plan and Disclosure Statement A. March	4.40	5,588.00	Research re plan.
B320 01/17/25	Plan and Disclosure Statement C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re Debtors' plan of reorganization.
B320 01/19/25	Plan and Disclosure Statement C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re Debtors' plan of reorganization.
B320 01/20/25	Plan and Disclosure Statement G. Steinman	4.80	7,800.00	Review of research re take back notes (1.5); email correspondence with D. Azman re same (.2); review of plan (.4); review of email memo re same from GCP (.5); develop strategy re same (.6); review of lien perfection memo (1); email correspondence with GCP re same (.2); review of schedules received from GCP (.4).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/20/25	Plan and Disclosure Statement A. March	5.70	7,239.00	Research re take-back notes and cramdown interest rate (3.8); draft analysis with MWE team re same (1.7); correspond with MWE team re same (.2).
B320 01/20/25	Plan and Disclosure Statement N. Rowles	2.60	3,757.00	Review A. March research related to Plan (.9); review A. March research re SAFEs in connection with same (1.1); review GCP promissory note analysis in connection with same (.6).
B320 01/21/25	Plan and Disclosure Statement C. Gibbs	1.00	2,125.00	Review of draft plan of reorganization (.8); multiple email conferences with MWE team re same.
B320 01/21/25	Plan and Disclosure Statement A. March	1.00	1,270.00	Research re take-back notes (.8); correspond with MWE team re same (.2).
B320 01/21/25	Plan and Disclosure Statement G. Steinman	3.10	5,037.50	Calls and email correspondence with D. Azman re plan issues (.5); prepare for and attend call with GCP re same (1); review of email memo re same (.4); email correspondence with Debtors re same (.2); develop strategy re same (1).
B320 01/22/25	Plan and Disclosure Statement C. Gibbs	0.70	1,487.50	Multiple correspondence with MWE team re plan of reorganization terms and disclosure statement issues.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/22/25	Plan and Disclosure Statement A. March	1.00	1,270.00	Review and analyze correspondence re take-back notes (.8); draft correspondence with MWE team re same (.2).
B320 01/22/25	Plan and Disclosure Statement N. Rowles	2.70	3,901.50	Review A. March research related to issues related to take-back notes contemplated under draft Plan (1.2); review case law in accordance with same (.8); draft email to G. Steinman re same (.7).
B320 01/22/25	Plan and Disclosure Statement G. Steinman	3.30	5,362.50	Meeting with A. March re plan issues (.3); email correspondence with Debtors re same (.2); review of precedent re TB notes (2); review of research re same (.8).
B320 01/22/25	Plan and Disclosure Statement C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team and Debtors concerning plan of reorganization.
B320 01/24/25	Plan and Disclosure Statement N. Rowles	3.40	4,913.00	Review case law related to issues related to Take-Back Notes contemplated under Debtors' draft chapter 11 plan (2.9); draft email to GCP team re issues related to same (.3); correspondence with A. March re Committee presentation re same (.2).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B320 01/26/25	Plan and Disclosure Statement C. Gibbs	0.50	1,062.50	Multiple correspondence with MWE team re plan of reorganization issues.
B320 01/27/25	Plan and Disclosure Statement A. March	6.70	8,509.00	Review and analyze utility contracts (3.2); correspond with MWE team re same (1.2); draft presentation re take-back notes (2.0); correspond with MWE team re same (.3).
B320 01/28/25	Plan and Disclosure Statement A. March	0.90	1,143.00	Telephone conferences with MWE team re take-back note and other plan issues.
B320 01/29/25	Plan and Disclosure Statement N. Rowles	0.60	867.00	Review GCP reports related to chapter 11 plan matters in connection with research into issues regarding same.
Total Hours		567.60	Total For Services	\$714,152.50

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	2.70	3,771.50
B120	Asset Analysis and Recovery	286.80	295,061.50
B130	Asset Disposition	0.80	1,300.00
B150	Mtgs/Communications w/Creditor	79.60	119,324.00
B155	Court Hearings	7.70	12,908.50
B160	Fee/Employment Applications	12.20	17,966.50
B190	Other Contested Matters	25.10	33,538.50
B210	Business Operations	11.70	15,675.50

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

US practice conducted through McDermott Will & Emery LLP.

**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Task Code	Description	Hours	Amount
B230	Financing/Cash Collections	7.80	13,010.00
B240	Tax Issues	1.60	2,600.00
B320	Plan and Disclosure Statement	131.60	198,996.50
		567.60	714,152.50



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
B. Casten	01/31/25	Computer Usage Charge - Data Review & Production Software "January monthly fee for Discovery Platform Use (RelativityOne, 78.30 GBs)"	1.00	939.60
C. Gibbs	01/13/25	Travel Expenses Rhodium/Bus Dev - Airfare to Houston/Return - C. Gibbs https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00UPp00000BzYPpMAN/view	0.00	279.00
C. Gibbs	01/15/25	Transportation/Parking Rhodium/Bus Dev - Airport Parking - C. Gibbs https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00UPp00000BzYPpMAN/view	0.00	71.08
C. Gibbs	01/15/25	Travel Expenses Rhodium/Bus Dev - Hotel - C. Gibbs	0.00	456.74
C. Gibbs	01/15/25	Travel Expenses Rhodium/Bus Dev - Car Rental - C. Gibbs https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00UPp00000BzYPpMAN/view	0.00	164.13
J. Hirshon	01/16/25	Document Retrieval VENDOR: CT Lien Solutions INVOICE#: 04112192 DATE: 1/16/2025 - State level lien searches with respect to Imperium Investments Holdings LLC	0.00	79.00
A. March	01/14/25	Search Fees VENDOR: Chapter 11 Dockets INVOICE#: 139339 DATE: 1/14/2025 - Chapter 11 Dockets, Searches & Complaints pulled in December 2024	0.00	37.45
A. March	01/20/25	Computer Research Computer Research, ALEXIS MARCH	1.00	179.40
D. Northrop	01/27/25	Document Services VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69554 DATE: 1/27/2025 - Obtain transcript of January 13, 2025 emergency status conference to address scope and scheduling of Phase 2 hearing in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy	0.00	29.00



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Timekeeper	Date	Description	Qty	Amount
D. Northrop	01/31/25	Court for the Southern District of Texas). Document Services VENDOR: Judicial Transcribers of Texas LLC INVOICE#: 69568 DATE: 1/31/2025 - Obtain transcript of further status conference (held on January 24, 2025) regarding scope and scheduling of phase 2 hearing in the contested matter between the Debtors and Whinstone US, Inc. in In re Rhodium Encore LLC, et al., Case No. 24-90448 (ARP) (U.S. Bankruptcy Court for the Southern District of Texas).	0.00	48.00
J. Wisniewski	01/07/25	Computer Research	1.00	781.29
J. Wisniewski	01/21/25	Computer Research, JESSICA WISNIEWSKI Computer Research, JESSICA WISNIEWSKI	1.00	725.38
Total Costs and Other Charges				\$3,790.07

Total This Invoice **\$717,942.57**

Timekeeper Summary

Name	Hours	Rate	Amount
D. Azman	19.50	1,760.00	34,320.00
F. Belayneh	2.00	295.00	590.00
A. Bowe	4.20	1,270.00	5,334.00
B. Casten	3.80	735.00	2,793.00
J. Evans	12.90	1,825.00	23,542.50
A. Feinsod	49.40	895.00	44,213.00
C. Gibbs	41.30	2,125.00	87,762.50
M. Gibson	6.70	1,020.00	6,834.00
J. Hirshon	0.40	620.00	248.00
J. Hollinger	2.50	1,825.00	4,562.50
D. Kaltman	60.90	1,145.00	69,730.50
J. Kiehl	53.40	895.00	47,793.00
A. Mannan	1.10	1,020.00	1,122.00

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

US practice conducted through McDermott Will & Emery LLP.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995316
Invoice Date: 03/31/2025

Name	Hours	Rate	Amount
A. March	56.70	1,270.00	72,009.00
C. Masenthin	22.30	1,020.00	22,746.00
M. McMillan	0.30	385.00	115.50
D. Northrop	4.20	820.00	3,444.00
B. Podell	0.10	895.00	89.50
S. Ronen-van Heerden	48.40	610.00	29,524.00
N. Rowles	48.00	1,445.00	69,360.00
S. Slater	3.50	895.00	3,132.50
G. Steinman	65.10	1,625.00	105,787.50
K. Suh	19.60	1,535.00	30,086.00
G. Williams	17.50	1,270.00	22,225.00
J. Wisniewski	17.10	1,020.00	17,442.00
J. Yim	6.70	1,395.00	9,346.50
Totals	567.60		<u>\$714,152.50</u>

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	2.7	\$3,771.50
B120	Asset Analysis & Recovery	286.8	\$295,061.50
B130	Asset Disposition	0.8	\$1,300.00
B150	Creditor Meetings and Communication	79.6	\$119,324.00
B155	Court Hearings	7.7	\$12,908.50
B160	Fee/Employment Applications	12.2	\$17,966.50
B190	Other Contested Matters	25.1	\$33,538.50
B210	Employee Benefits and Pensions	11.7	\$15,675.50
B230	Financing/Cash Collections	7.8	\$13,010.00
B240	Tax Issues	1.6	\$2,600.00
B320	Plan and Disclosure Statement	131.6	\$198,996.50
TOTAL		567.6	\$714,152.50

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

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

**THIRD MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM FEBRUARY 1, 2025 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 15, 2025, effective as of November 23, 2024 [ECF No. 633]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>February 1, 2025 to February 28, 2025</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$274,628.80 (80% of \$343,286.00)</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$1,935.64²</u>

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 McDermott has voluntarily reduced the amount of total expenses for which it seeks reimbursement during the Fee Period (as defined below) by \$2,757.36. To the extent that the fees or expenses sought in this Monthly

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of November 23, 2024*, dated January 15, 2025 [ECF No. 633] (the “Retention Order”), and the *Order Granting the Motion of Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 14, 2024 [ECF No. 264] (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Rhodium Encore, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Third Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from February 1, 2025 through February 28, 2025* (this “Monthly Statement”).³ Specifically, McDermott seeks (i) interim allowance of \$343,286.00 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$274,628.80, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$343,286.00); and (iii) allowance and payment of \$1,935.64⁴ for the

Statement (as defined below) are subject to objection, McDermott reserves the right to request all or a portion of such voluntary reduction to offset (or partially offset) any fee or expense reduction.

³ The period from February 1, 2025 through and including February 28, 2025 is referred to herein as the “Fee Period.”

⁴ See footnote 2, *supra*.

actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

2. Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of these disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$1,935.64.⁵

3. Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a daily summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

4. Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$343,286.00 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$274,628.80 in the aggregate).

⁵ See footnote 2, *supra*.

Objections

5. In accordance with paragraph 1(b) and (c) of the Interim Compensation Order, any party wishing to object to this Monthly Statement shall, on or before April 29, 2025 at 11:59 p.m. (prevailing Central Time), serve via email a written notice upon the undersigned counsel and each of the Notice Parties (defined below) setting forth the precise nature of the objection and the amount at issue.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served via email upon the following (collectively, the “Notice Parties”): (i) Rhodium Enterprises, Inc., Attn.: Charles Topping ((chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com); (ii) Debtors’ Bankruptcy Counsel, c/o Quinn Emanuel Urquhart & Sullivan, LLP, Attn: Patricia B. Tomasco (pattytomasco@quinnemanuel.com); Razmig Izakelian (razmigizakelian@quinnemanuel.com), Alain Jaquet (alainjaquet@quinnemanuel.com), and Joanna D. Caytas (joannacaytas@quinnemanuel.com); (iii) Debtors’ Financial Advisor, c/o Province, Attn: Mark Robinson (mrobinson@provincefirm.com); David Dunn (ddunn@provincefirm.com); Kirsten Lee (klee@province.com); and Andrew Popescu (apopescu@provincefirm.com); (iv) Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com); and (v) United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov).

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Dated: April 15, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs
Texas State Bar No. 7846300
Grayson Williams
Texas State Bar No. 24124561
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- and -

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- and -

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Facsimile: (305) 503-8805
Email: gsteinman@mwe.com

*Counsel to the Official Committee of Unsecured
Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Restructuring & Insolvency	35.2	\$2,125.00	\$74,800.00
Jonathan Ching	Partner; Admitted in 2004; Financial Institutions	2.0	\$1,975.00	\$3,950.00
Darren Azman	Partner; Admitted in 2011; Restructuring & Insolvency	16.7	\$1,760.00	\$29,392.00
Joseph Evans	Partner; Admitted in 2014; White Collar & Securities Defense	5.7	\$1,825.00	\$10,402.50
Gregg Steinman	Partner; Admitted in 2016; Restructuring & Insolvency	18.3	\$1,625.00	\$29,737.50
ASSOCIATES				
Natalie Rowles	Associate; Admitted in 2018; Restructuring & Insolvency	7.6	\$1,445.00	\$10,982.00
Josh Yim	Associate; Admitted in 2020; Trial	20.1	\$1,395.00	\$28,039.50
Alexis March	Associate; Admitted in 2021; Restructuring & Insolvency	8.0	\$1,270.00	\$10,160.00
Grayson Williams	Associate; Admitted in 2021; Restructuring & Insolvency	35.5	\$1,270.00	\$45,085.00
Daniel Kaltman	Associate; Admitted in 2023; Trial	41.3	\$1,145.00	\$47,288.50
Carson Masenthin	Associate; Admitted in 2023; Corporate Advisory	4.4	\$1,020.00	\$4,488.00
Matthew Gibson	Associate; Admitted in 2024; Trial	0.6	\$1,020.00	\$612.00
Jess Wisniewski	Associate; Admitted in 2024; Trial	1.0	\$1,020.00	\$1,020.00
LAW CLERKS				
Avi Feinsod	Law Clerk; Admitted in N/A; Trial	28.0	\$895.00	\$25,060.00
Jack Kiehl	Law Clerk; Admitted in N/A; Trial	21.4	\$895.00	\$19,153.00
PARAPROFESSIONALS				
Daniel Northrop	Bankruptcy Specialist; Restructuring & Insolvency	3.8	\$820.00	\$3,116.00
TOTAL		249.6		\$343,286.00

Exhibit B

Expense Summary

Category	Amount
eDiscovery Fees	\$935.64
Travel Expenses	\$1,000.00 ¹
TOTAL	\$1,935.64

¹ McDermott has voluntarily reduced the amount of total travel expenses for which it seeks reimbursement during the Fee Period by \$2,757.36. To the extent that the fees or expenses sought in this Monthly Statement are subject to objection, McDermott reserves the right to request all or a portion of such voluntary reduction to offset (or partially offset) any fee or expense reduction.

Exhibit C

Time and Expense Records



Invoice: 3995317

03/31/2025

Client: 125749

Rhodium Encore Creditors' Committee

Morris James

500 Delaware Avenue

Suite 1500

Wilmington, DE 19801

For Services Rendered in Connection with:

Matter: 0011 Rhodium Encore Official Creditors' Committee

Task / Date	Desc. / Name	Hours	Amount	Description
B110 02/07/25	Case Administration D. Northrop	0.10	82.00	Communications with MWE team regarding new case dates and deadlines.
B110 02/09/25	Case Administration C. Gibbs	0.70	1,487.50	Multiple correspondence with MWE team concerning case administration matters.
B110 02/11/25	Case Administration C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE team concerning case administration matters.
B110 02/11/25	Case Administration D. Northrop	0.20	164.00	Communications with MWE team regarding new case dates and deadlines.



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Rhodium Encore Creditors' Committee

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Task / Date	Desc. / Name	Hours	Amount	Description
B110 02/19/25	Case Administration D. Northrop	0.20	164.00	Communications with MWE team regarding new case dates and deadlines.
B110 02/21/25	Case Administration C. Gibbs	0.60	1,275.00	Multiple correspondence with MWE team re case administration matters.
B110 02/24/25	Case Administration D. Northrop	0.50	410.00	Communications with MWE team regarding new case dates and deadlines (.3); arrange for MWE attorneys to receive ECF notifications in Adv. Pro. 25-3047, Rhodium JV LLC v. Whinstone US, Inc. (.2).
B110 02/27/25	Case Administration C. Gibbs	1.10	2,337.50	Multiple correspondence with MWE team concerning case administration matters.
B120 02/01/25	Asset Analysis and Recovery J. Kiehl	1.30	1,163.50	Review document production for responsiveness and significance in connection with Committee investigation.
B120 02/03/25	Asset Analysis and Recovery J. Kiehl	2.10	1,879.50	Conference with J. Yim, D. Kaltman and A. Feinsod re interview outlines (.6); review document production for key files in connection with Committee investigation (1.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/03/25	Asset Analysis and Recovery A. Feinsod	1.10	984.50	Conference with D. Kaltman, J. Yim, and J. Kiehl reviewing progress and planning next project (.4); conference with J. Kiehl drafting document and coordinating plans to review important documents re investigation of Rhodium's directors (.5); review documents related to investigation of Rhodium's directors (.2).
B120 02/03/25	Asset Analysis and Recovery D. Kaltman	1.50	1,717.50	Conference with J. Yim, A. Feinsod, and J. Kiehl concerning document review status (.5); review hot documents of Special Committee document review (.7); read and review Whinstone's Tarrant County litigation filing (.3).
B120 02/03/25	Asset Analysis and Recovery J. Yim	0.30	418.50	Conference with D. Kaltman, A. Feinsod, J. Kiehl concerning D&O interview outlines.
B120 02/03/25	Asset Analysis and Recovery C. Gibbs	1.40	2,975.00	Multiple correspondence with MWE team re special committee investigation and 2004 exam drafts.
B120 02/04/25	Asset Analysis and Recovery J. Yim	1.30	1,813.50	Revise 2004s to directors and officers.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/04/25	Asset Analysis and Recovery G. Williams	1.50	1,905.00	Multiple correspondence with MWE team related to Committee investigations (.4); research related to local rules and noticing procedures re: same (1.1).
B120 02/04/25	Asset Analysis and Recovery C. Gibbs	1.30	2,762.50	Review of draft 2004 Notices (1.1); multiple correspondence with MWE re same (.2).
B120 02/04/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Committee investigations into potential estate causes of action.
B120 02/04/25	Asset Analysis and Recovery M. Gibson	0.30	306.00	Confer with D. Kaltman regarding investigation strategy.
B120 02/04/25	Asset Analysis and Recovery D. Kaltman	7.00	8,015.00	Draft 2004 Requests to insiders (1.5); finalize, proof and serve all 2004 Requests concerning insider investigation (2.8); revise outline for insider interviews (2.0); correspondence with J. Evans concerning case updates (.3); conference with J. Wisniewski and M. Gibson concerning insider investigation (.4).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/04/25	Asset Analysis and Recovery M. Gibson	0.10	102.00	Analyze 2004 notices to insiders.
B120 02/04/25	Asset Analysis and Recovery A. Feinsod	6.10	5,459.50	Prepare 2004 letter to serve on Rhodium executives (1.0); summarize important documents and prepare deposition questions and topics for interviews with Rhodium executives (5.1).
B120 02/04/25	Asset Analysis and Recovery J. Kiehl	4.20	3,759.00	Draft notification letters for discovery requests (1.3); review hot documents for potential interview question in connection with Committee investigations (2.9).
B120 02/04/25	Asset Analysis and Recovery J. Evans	2.10	3,832.50	Correspondence with Special Committee (.3); meeting with D. Kaltman concerning investigation (.5); correspondence concerning 2004 discovery (.4); review and revise 2004 discovery (.3); emails concerning investigative strategy (.3); phone conference with D. Azman concerning strategy (.3).
B120 02/05/25	Asset Analysis and Recovery M. Gibson	0.10	102.00	Analyze correspondence regarding 2004 requests.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/05/25	Asset Analysis and Recovery A. Feinsod	4.00	3,580.00	Summarize important documents (2.1); prepare deposition questions and topics for interviews with Rhodium executives (1.9).
B120 02/05/25	Asset Analysis and Recovery J. Kiehl	6.40	5,728.00	Review hot documents to compile timeline for interviews in connection with Committee investigation.
B120 02/05/25	Asset Analysis and Recovery J. Yim	4.10	5,719.50	Review hot documents identified in initial document review (1.8); draft insider interview outline (2.3).
B120 02/05/25	Asset Analysis and Recovery J. Wisniewski	0.40	408.00	Confer with MWE team to review hot docs.
B120 02/05/25	Asset Analysis and Recovery G. Williams	1.50	1,905.00	Analyze issues relating to discovery requests in connection with Committee investigations (1.3); multiple correspondence with D. Northrop and MWE team concerning same (.2).
B120 02/06/25	Asset Analysis and Recovery A. Feinsod	2.40	2,148.00	Review, analyze, and summarize key documents in preparation for interviews of Rhodium's executives.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/06/25	Asset Analysis and Recovery D. Kaltman	5.50	6,297.50	Revise interview outlines for insider investigations (4.9); review hot documents from Special Committee document review for insider investigation interview outlines (.6).
B120 02/06/25	Asset Analysis and Recovery J. Kiehl	0.60	537.00	Review document production for responsiveness and significance in connection with Committee investigation.
B120 02/07/25	Asset Analysis and Recovery D. Kaltman	4.80	5,496.00	Review hot documents of Special Committee document review (2.0); draft and revise hot documents spreadsheet of Special Committee document review (2.8).
B120 02/07/25	Asset Analysis and Recovery A. Feinsod	2.00	1,790.00	Review, analyze, and summarize key documents in preparation for interviews of Rhodium's executives.
B120 02/07/25	Asset Analysis and Recovery C. Gibbs	0.70	1,487.50	Multiple correspondence with MWE team re Special Committee investigations.
B120 02/07/25	Asset Analysis and Recovery J. Kiehl	0.20	179.00	Compile chart of hot documents from document production in connection with Committee investigation.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/07/25	Asset Analysis and Recovery G. Williams	1.30	1,651.00	Analyze issues concerning Committee investigative efforts.
B120 02/08/25	Asset Analysis and Recovery J. Kiehl	0.10	89.50	Compile list of relevant documents for review by J. Evans.
B120 02/10/25	Asset Analysis and Recovery D. Kaltman	4.10	4,694.50	Review hot documents of Special Committee document review (2.3); draft and revise hot documents spreadsheet of Special Committee document review (1.8).
B120 02/10/25	Asset Analysis and Recovery A. Feinsod	8.20	7,339.00	Review and analyze important documents for interviews with executives (2); review, analyze, and summarize key documents re: potential estate causes of action (6.2).
B120 02/10/25	Asset Analysis and Recovery J. Kiehl	1.90	1,700.50	Review document production for responsiveness and significance in connection with Committee investigation.
B120 02/10/25	Asset Analysis and Recovery J. Yim	5.20	7,254.00	Review hot documents and develop potential claims against Debtor insiders.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/10/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team and Debtors re draft Rule 2004 agreements.
B120 02/10/25	Asset Analysis and Recovery C. Gibbs	0.70	1,487.50	Review of multiple emails from MWE team re case administration matters.
B120 02/11/25	Asset Analysis and Recovery J. Kiehl	1.10	984.50	Multiple conferences with J. Evans, D. Kaltman, and A. Feinsod re document review and next steps.
B120 02/11/25	Asset Analysis and Recovery A. Feinsod	0.90	805.50	Conference with J. Evans, D. Kaltman, J. Yim, and J. Kiehl reviewing progress on preparation for interviews with Rhodium insiders.
B120 02/11/25	Asset Analysis and Recovery D. Kaltman	2.60	2,977.00	Revise hot documents spreadsheet from Special Committee document review (1.5); conference with J. Kiehl and A. Feinsod to discuss hot document updates (.3); conference with J. Evans, J. Kiehl, and A. Feinsod concerning hot documents (.7); review 2004-1 written agreement (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/11/25	Asset Analysis and Recovery J. Yim	4.70	6,556.50	Review document collection for potential interview exhibits (2.2); draft insider interview outline modules (2.5).
B120 02/11/25	Asset Analysis and Recovery C. Masenthin	0.30	306.00	Conference with UCC advisors concerning estate causes of action.
B120 02/12/25	Asset Analysis and Recovery J. Evans	0.30	547.50	Correspondence concerning 2004 agreement.
B120 02/12/25	Asset Analysis and Recovery D. Kaltman	2.50	2,862.50	Review 2004-1 letter agreement concerning depositions (.2); correspondence with MWE Team concerning Debtors revisions to 2004-1 letter agreement concerning depositions (.2); review and revise hot documents spreadsheet of Special Committee productions (1.5); revise interview memorandums (.6).
B120 02/12/25	Asset Analysis and Recovery C. Masenthin	1.10	1,122.00	Analyze debtor adversary complaint.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/13/25	Asset Analysis and Recovery D. Kaltman	2.20	2,519.00	Review investments and investor disclosures concerning insider investigation (1.8); draft spreadsheet concerning investments in connection with Riot Transaction (.4).
B120 02/13/25	Asset Analysis and Recovery A. Feinsod	1.30	1,163.50	Review, analyze, and draft timeline regarding potential estate causes of action.
B120 02/13/25	Asset Analysis and Recovery C. Masenthin	1.20	1,224.00	Correspond with D. Kaltman concerning debtor agreements (.2); analyze debtor agreements (.5); create matrix of debtor documents (.5).
B120 02/14/25	Asset Analysis and Recovery D. Kaltman	2.70	3,091.50	Revise, finalize, and proof 2004-1 Letter Agreement with Debtors and insiders (.5); correspondence with MWE Team concerning 2004-1 Letter Agreement with Debtors and insiders (.1); correspondence with Debtors concerning 2004-1 Letter Agreement with Debtors and insiders (.3); revise interview outline for insider (1.8).
B120 02/14/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team and Debtors concerning Committee investigations.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/18/25	Asset Analysis and Recovery C. Masenthin	0.20	204.00	Conference with UCC advisors concerning estate causes of action.
B120 02/18/25	Asset Analysis and Recovery A. March	2.40	3,048.00	Draft presentation re lien perfection analysis.
B120 02/20/25	Asset Analysis and Recovery J. Yim	0.30	418.50	Confer with D. Kaltman concerning Debtor's proposal on insider discovery.
B120 02/21/25	Asset Analysis and Recovery A. March	4.90	6,223.00	Review and analyze perfection analysis and investigation (1.9); draft presentation re same (3.0).
B120 02/23/25	Asset Analysis and Recovery D. Kaltman	0.50	572.50	Draft correspondence to J. Evans concerning 2004-1 Agreement with Debtors and insiders.
B120 02/23/25	Asset Analysis and Recovery C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team concerning Committee investigations and potential estate causes of action.



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/24/25	Asset Analysis and Recovery D. Kaltman	0.60	687.00	Revise 2004-1 Agreement with Debtors and insiders (.5); correspondence with J. Yim concerning same (.1).
B120 02/24/25	Asset Analysis and Recovery J. Yim	0.90	1,255.50	Confer with D. Kaltman concerning insider 2004s (.3); review and revise internal investigation outlines (.6).
B120 02/25/25	Asset Analysis and Recovery J. Evans	0.90	1,642.50	Correspondence with Dan Kaltman (.3); provide comments to proposed discovery agreement (.3); review and provide comments to revised draft of proposed discovery agreement (.3).
B120 02/25/25	Asset Analysis and Recovery D. Kaltman	0.90	1,030.50	Revise 2004-1 Agreement with Debtors and insiders (.5); correspondence with J. Evans concerning same (.2); conference with MWE team and GCP team concerning case updates (.2).
B120 02/25/25	Asset Analysis and Recovery C. Masenthin	0.30	306.00	Conference with UCC advisors concerning outstanding tasks.
B120 02/26/25	Asset Analysis and Recovery J. Evans	0.50	912.50	Review and revise proposed discovery agreement (.4); correspondence with D. Kaltman (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B120 02/26/25	Asset Analysis and Recovery D. Kaltman	0.50	572.50	Revise 2004-1 agreement with Debtors and insiders (.3); correspondence with J. Evans concerning same (.2).
B120 02/26/25	Asset Analysis and Recovery C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE team and Debtors concerning document production and related investigations.
B150 02/01/25	Mtgs/Communications w/Creditor G. Williams	2.00	2,540.00	Draft Committee meeting minutes.
B150 02/03/25	Mtgs/Communications w/Creditor N. Rowles	0.70	1,011.50	Revise minutes from January 29 Committee meeting.
B150 02/04/25	Mtgs/Communications w/Creditor D. Kaltman	0.20	229.00	Draft email to UCC concerning insider investigation updates.
B150 02/04/25	Mtgs/Communications w/Creditor C. Gibbs	0.60	1,275.00	Attend weekly professionals call.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/04/25	Mtgs/Communications w/Creditor D. Azman	0.80	1,408.00	Attend weekly professionals call (.6); prepare for same (.2).
B150 02/04/25	Mtgs/Communications w/Creditor J. Wisniewski	0.60	612.00	Participate in weekly professionals call.
B150 02/04/25	Mtgs/Communications w/Creditor C. Masenthin	0.80	816.00	Conference with UCC advisors concerning outstanding tasks (.6); mutiple email correspondence with MWE team re: same (.2).
B150 02/04/25	Mtgs/Communications w/Creditor N. Rowles	0.50	722.50	Email G. Steinman re Jan. 29 Committee meeting minutes (.2); participate in call with Committee professionals re Committee updates (.3).
B150 02/04/25	Mtgs/Communications w/Creditor G. Steinman	0.60	975.00	Prepare email memo re case updates for UCC (.3); review materials re same (.3).
B150 02/04/25	Mtgs/Communications w/Creditor G. Williams	0.60	762.00	Attend weekly professionals call.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/05/25	Mtgs/Communications w/Creditor D. Kaltman	0.40	458.00	Correspondence with J. Yim concerning UCC update email (.2); review UCC update email (.1); correspondence concerning UCC update email (.1).
B150 02/05/25	Mtgs/Communications w/Creditor J. Yim	1.30	1,813.50	Draft email memo to UCC summarizing discovery progress.
B150 02/06/25	Mtgs/Communications w/Creditor G. Steinman	0.70	1,137.50	Email memo to UCC re status updates (.2); calls and email correspondence with J. Evans re same (.2); develop strategy re same (.3).
B150 02/06/25	Mtgs/Communications w/Creditor J. Yim	1.50	2,092.50	Correspondence with UCC concerning Special Committee discovery.
B150 02/10/25	Mtgs/Communications w/Creditor C. Gibbs	0.30	637.50	Review of draft presentation from Genesis to UCC.
B150 02/11/25	Mtgs/Communications w/Creditor D. Kaltman	1.00	1,145.00	Review and summarize Second Interim Order for UCC email (.6); summarize insider investigation updates for UCC email (.3); correspondence with G. Steinman concerning same (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/11/25	Mtgs/Communications w/Creditor N. Rowles	0.30	433.50	Participate in professionals call regarding February 12 Committee meeting.
B150 02/11/25	Mtgs/Communications w/Creditor G. Williams	1.00	1,270.00	Prepare for (.7) and attend (.3) weekly professionals meeting.
B150 02/11/25	Mtgs/Communications w/Creditor C. Gibbs	0.60	1,275.00	Prepare for (.3) and attend (.3) weekly professionals call.
B150 02/12/25	Mtgs/Communications w/Creditor D. Kaltman	2.80	3,206.00	Review and summarize adversary complaint against Whinstone and Riot for upcoming UCC presentation (1.9); conference with J. Evans concerning Second Interim Order and adversary complaint against Whinstone and Riot for upcoming UCC presentation (.5); participate in UCC meeting (.4) (partial).
B150 02/12/25	Mtgs/Communications w/Creditor N. Rowles	0.40	578.00	Participate in Committee meeting (partial).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/12/25	Mtgs/Communications w/Creditor C. Gibbs	1.00	2,125.00	Preparation for (1.3) and attendance on (.5) weekly UCC meeting call.
B150 02/12/25	Mtgs/Communications w/Creditor G. Steinman	1.00	1,625.00	Attend UCC meeting (.5); calls with D. Azman and J. Evans re same (.3); multiple email correspondence with D. Kaltman re same (.2).
B150 02/12/25	Mtgs/Communications w/Creditor G. Williams	0.70	889.00	Prepare for (.2) and attend (.5) weekly Committee meeting.
B150 02/12/25	Mtgs/Communications w/Creditor J. Evans	0.80	1,460.00	Meeting with D. Kaltman concerning prep for UCC meeting (.3); participate in weekly UCC meeting (.5).
B150 02/12/25	Mtgs/Communications w/Creditor C. Gibbs	0.80	1,700.00	Multiple correspondence with MWE teams re upcoming Committee meeting and materials related to same.
B150 02/12/25	Mtgs/Communications w/Creditor C. Masenthin	0.50	510.00	Analyze UCC meeting update materials.



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/18/25	Mtgs/Communications w/Creditor N. Rowles	0.10	144.50	Participate in weekly Committee professionals call re strategy matters and updates.
B150 02/18/25	Mtgs/Communications w/Creditor G. Steinman	0.30	487.50	Prepare for (.2) and attend (.1) strategy call with GCP.
B150 02/18/25	Mtgs/Communications w/Creditor C. Gibbs	0.50	1,062.50	Prepare for (.4) and attend (.1) weekly UCC professionals call.
B150 02/19/25	Mtgs/Communications w/Creditor D. Kaltman	0.80	916.00	Draft update email to Committee concerning recent developments and additional updates on investigations (.7); correspondence with G. Steinman and G. Williams concerning update email to Committee (.1).
B150 02/20/25	Mtgs/Communications w/Creditor G. Steinman	0.70	1,137.50	Review of email memo re mediation for UCC (.3); email correspondence with C. Gibbs and G. Williams re same (.2); revise same and circulate to UCC (.2).
B150 02/20/25	Mtgs/Communications w/Creditor G. Williams	0.60	762.00	Multiple correspondence related to Committee updates from mediation with G. Steinman, C. Gibbs, and D. Azman.



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B150 02/21/25	Mtgs/Communications w/Creditor G. Steinman	1.60	2,600.00	Review of proposed order re settlement (.2); email correspondence and calls with G. Williams re same (.3); email correspondence with UCC re same (.2); review of initial memo/slides for UCC meeting (.9).
B150 02/24/25	Mtgs/Communications w/Creditor N. Rowles	0.20	289.00	Email correspondence with G. Williams re Feb. 12 meeting minutes (.1); email correspondence with G. Steinman re Feb. 26, 2025 Committee meeting (.1).
B150 02/25/25	Mtgs/Communications w/Creditor J. Kiehl	0.40	358.00	Review correspondence with client re case updates in connection with Committee investigation.
B150 02/25/25	Mtgs/Communications w/Creditor N. Rowles	0.20	289.00	Participate in weekly call with Committee professionals.
B150 02/25/25	Mtgs/Communications w/Creditor G. Steinman	0.50	812.50	Prepare for and attend call with GCP re status of financing.
B150 02/25/25	Mtgs/Communications w/Creditor G. Steinman	1.10	1,787.50	Review and revise email memo to UCC re updates and status (.6); email correspondence with A. March re same (.2); calls with D. Azman re same (.3).



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Task / Date	Desc. / Name	Hours	Amount	Description
B150 02/26/25	Mtgs/Communications w/Creditor N. Rowles	0.70	1,011.50	Revise minutes from February 12 Committee meeting.
B155 02/21/25	Court Hearings G. Steinman	0.70	1,137.50	Calls and email correspondence with D. Azman re emergency hearing and proposed resolution (.5); attend hearing (.2).
B160 02/04/25	Fee/Employment Applications G. Williams	2.00	2,540.00	Review and revise invoices for privilege and compliance with U.S. Trustee Guidelines.
B160 02/21/25	Fee/Employment Applications G. Williams	3.20	4,064.00	Review and revise invoices for privilege and compliance with U.S. Trustee Guidelines.
B160 02/23/25	Fee/Employment Applications N. Rowles	1.10	1,589.50	Review and revise November and December invoices for privilege and compliance with U.S. Trustee Guidelines (.9); email correspondence with G. Williams re same (.2).
B190 02/04/25	Other Contested Matters G. Williams	2.00	2,540.00	Analyze issues related to Whinstone litigation (1.5); multiple discussions with GCP and MWE teams concerning same (.5).



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/05/25	Other Contested Matters D. Northrop	1.60	1,312.00	Research for precedent from SDTX for notices of Rule 2004 examination (1.5); e-mail correspondence with G. Williams regarding same (.1).
B190 02/10/25	Other Contested Matters G. Steinman	4.00	6,500.00	Review of order re phase 2 (.7); calls and email correspondence with D. Kaltman and D. Azman re same (.2); review of pleadings and briefings re mediation (1.6); email correspondence with C. Gibbs re same (.2); call with D. Azman and J. Evans re strategy (.4); call with GCP re same (.4); review and revise 2004 agreement (.5).
B190 02/10/25	Other Contested Matters D. Northrop	0.60	492.00	Assemble position statements filed by the Debtors, Whinstone US, Inc., and the Ad Hoc Group of SAFE Parties regarding the scope of the Phase 2 hearing on the Debtors' motion to assume for C. Gibbs.
B190 02/11/25	Other Contested Matters D. Northrop	0.30	246.00	Review agreed mediation order and corrected agreed mediation order appointing Judge Mark Mullin as mediator (.2); e-mail correspondence with MWE team regarding same (.1).
B190 02/11/25	Other Contested Matters D. Northrop	0.30	246.00	Review complaint filed by Rhodium JV LLC, et al. against Whinstone US, Inc., et al., commencing Adv. Pro. 25-3047 (.2); e-mail correspondence with MWE team regarding same (.1).



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Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/11/25	Other Contested Matters G. Williams	1.00	1,270.00	Review of recent pleadings, including adversary complaint against Whinstone.
B190 02/12/25	Other Contested Matters J. Evans	1.10	2,007.50	Review second interim order (.5); review recently-filed adversary complaint (.6).
B190 02/12/25	Other Contested Matters A. Feinsod	2.00	1,790.00	Review and analyze Rhodium's complaint filed against Whinstone (.8); review, analyze, and draft timeline related to potential estate causes of actions (1.2).
B190 02/12/25	Other Contested Matters J. Kiehl	0.90	805.50	Review and analyze Rhodium complaint.
B190 02/14/25	Other Contested Matters N. Rowles	0.50	722.50	Analyze adversary complaint against Whinstone and Riot and summary of same from D. Kaltman.
B190 02/15/25	Other Contested Matters C. Gibbs	1.30	2,762.50	Multiple correspondence with MWE team re mediation schedule and case administration matters (.6); review of position statements of Debtor and Whinstone (.7).



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995317
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/16/25	Other Contested Matters N. Rowles	0.80	1,156.00	Analyze Court's order on Phase 1 of Whinstone litigation in connection with preparing for mediation related to Phase 2.
B190 02/16/25	Other Contested Matters G. Williams	4.00	5,080.00	Prepare for mediation.
B190 02/17/25	Other Contested Matters C. Gibbs	0.70	1,487.50	Multiple correspondence with MWE team concerning Whinstone-related issues.
B190 02/17/25	Other Contested Matters J. Yim	0.50	697.50	Review Whinstone adversary complaint.
B190 02/18/25	Other Contested Matters J. Kiehl	0.20	179.00	Review recent case filings in connection with Committee investigation.
B190 02/18/25	Other Contested Matters D. Azman	7.40	13,024.00	Prepare for mediation.



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Rhodium Encore Creditors' Committee

Client: 125749
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Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/18/25	Other Contested Matters C. Gibbs	1.70	3,612.50	Preparation for mediation (1.0); multiple correspondence with MWE teams re same (.7).
B190 02/18/25	Other Contested Matters G. Steinman	0.60	975.00	Calls with D. Azman re mediation strategy.
B190 02/19/25	Other Contested Matters D. Azman	8.50	14,960.0 0	Attend mediation (partial).
B190 02/19/25	Other Contested Matters G. Williams	11.50	14,605.0 0	Participate in 2/19 mediation.
B190 02/19/25	Other Contested Matters C. Gibbs	7.00	14,875.0 0	Attendance at all-day mediation with Whinstone/Riot/SAFE's & Debtor (partial).
B190 02/19/25	Other Contested Matters G. Steinman	0.50	812.50	Multiple email correspondence with G. Williams and D. Azman re mediation.



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/19/25	Other Contested Matters D. Kaltman	0.60	687.00	Review and summarize Whinstone's emergency motion concerning Phase 2 (.2); review and summarize Debtors objection concerning Whinstone's Proof of Claim (.4).
B190 02/20/25	Other Contested Matters C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Whinstone settlement status and re case administration matters.
B190 02/20/25	Other Contested Matters J. Kiehl	0.60	537.00	Review recent docket filings in connection with Committee investigation.
B190 02/21/25	Other Contested Matters J. Kiehl	0.50	447.50	Review recent case developments and court filings in connection with Committee investigation.
B190 02/21/25	Other Contested Matters C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re Whinstone Complaint and claims (.7); review pleadings related to same (.3).
B190 02/24/25	Other Contested Matters J. Kiehl	0.60	537.00	Review recent case filings in connection with Committee investigation.



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Rhodium Encore Creditors' Committee

Client: 125749
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Task / Date	Desc. / Name	Hours	Amount	Description
B190 02/24/25	Other Contested Matters G. Steinman	0.50	812.50	Calls with D. Azman re status of mediation and plan.
B190 02/25/25	Other Contested Matters M. Gibson	0.10	102.00	Analyze correspondence regarding litigation updates.
B190 02/25/25	Other Contested Matters C. Gibbs	0.80	1,700.00	Conferences with co-counsel re Whinstone settlement and review of emails re same.
B190 02/25/25	Other Contested Matters C. Gibbs	0.60	1,275.00	Multiple correspondence with MWE team re Whinstone-related issues.
B190 02/26/25	Other Contested Matters J. Kiehl	0.30	268.50	Review and analyze recent bankruptcy court filings in connection with Committee investigation.
B230 02/01/25	Financing/Cash Collections G. Williams	1.30	1,651.00	Review of emails concerning exit financing (.8); analyze issues concerning same (.5).



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Rhodium Encore Creditors' Committee

Client: 125749
Invoice: 3995317
Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B230 02/03/25	Financing/Cash Collections J. Ching	2.00	3,950.00	Reviewing exit facility bids (1.4); conference with MWE team concerning same (.6).
B230 02/03/25	Financing/Cash Collections C. Gibbs	1.00	2,125.00	Multiple correspondence with MWE team re exit financing issues and plan of reorganization status.
B230 02/03/25	Financing/Cash Collections N. Rowles	0.80	1,156.00	Analyze exit financing term sheet submissions.
B230 02/03/25	Financing/Cash Collections G. Steinman	0.90	1,462.50	Review of issues re financing (.6); email correspondence with GCP and D. Kaltman re same (.3).
B230 02/03/25	Financing/Cash Collections D. Kaltman	0.10	114.50	Multiple correspondence with G. Steinman and J. Ching concerning exit financing.
B230 02/04/25	Financing/Cash Collections C. Gibbs	0.60	1,275.00	Multiple correspondence with MWE team re exit financing.



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B230 02/04/25	Financing/Cash Collections G. Steinman	1.00	1,625.00	Prepare for and attend call with GCP re case updates and financing.
B230 02/07/25	Financing/Cash Collections C. Gibbs	0.40	850.00	Multiple correspondence with MWE team re exit financing term sheets.
B230 02/09/25	Financing/Cash Collections C. Gibbs	0.40	850.00	Multiple correspondence with MWE team re exit financing.
B230 02/11/25	Financing/Cash Collections G. Steinman	1.10	1,787.50	Prepare for and attend strategy meeting with GCP (.6); calls and email correspondence with GCP re financing process (.5).
B230 02/14/25	Financing/Cash Collections G. Williams	0.20	254.00	Analyze financing update.
B230 02/19/25	Financing/Cash Collections G. Williams	0.50	635.00	Review Debtors' revised cash collateral order (.4); correspondence with MWE team concerning same (.1).



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B230 02/19/25	Financing/Cash Collections G. Steinman	0.20	325.00	Email correspondence with Debtors re cash collateral amendment.
B230 02/20/25	Financing/Cash Collections G. Steinman	0.40	650.00	Email correspondence with GCP re cash collateral amendment (.2); email correspondence and call with D. Azman re same (.2).
B230 02/24/25	Financing/Cash Collections G. Steinman	0.50	812.50	Calls and email correspondence with Debtors re cash collateral amendment (.3); email correspondence with A. March re same (.2).
B230 02/24/25	Financing/Cash Collections A. March	0.70	889.00	Draft correspondence re amendment to cash collateral order.
B230 02/25/25	Financing/Cash Collections C. Gibbs	0.60	1,275.00	Multiple correspondence with MWE team re exit financing term sheets.
B230 02/25/25	Financing/Cash Collections G. Williams	0.60	762.00	Prepare for (.4) and attend (.2) weekly call with Committee professionals concerning litigation and exit financing updates.



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Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Task / Date	Desc. / Name	Hours	Amount	Description
B310 02/18/25	Claims Administration & Object G. Steinman	1.40	2,275.00	Review of claim objection, phase 2 order, and prior briefing on same (1.2); email correspondence with D. Kaltman re same (.2).
B320 02/06/25	Plan and Disclosure Statement C. Gibbs	1.10	2,337.50	Multiple correspondence with MWE team concerning plan-related issues.
B320 02/14/25	Plan and Disclosure Statement N. Rowles	0.40	578.00	Review financing update from GCP in connection with assessing potential plan objections.
B320 02/16/25	Plan and Disclosure Statement N. Rowles	0.90	1,300.50	Review GCP summary analyses of plan issues in connection with assessing merits of potential objection to plan.
B320 02/24/25	Plan and Disclosure Statement C. Gibbs	1.10	2,337.50	Multiple correspondence with MWE team related to Plan issues (.7); review pleadings related to same (.4).
Total Hours		249.60	Total For Services	\$343,286.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	4.20	7,620.00
B120	Asset Analysis and Recovery	124.40	147,919.00

One Vanderbilt Avenue New York, NY 10017-3852 Tel +1 212 547 5400

US practice conducted through McDermott Will & Emery LLP.



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
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Task Code	Description	Hours	Amount
B150	Mtgs/Communications w/Creditor	30.20	44,364.00
B155	Court Hearings	0.70	1,137.50
B160	Fee/Employment Applications	6.30	8,193.50
B190	Other Contested Matters	65.60	102,774.50
B230	Financing/Cash Collections	13.30	22,449.00
B310	Claims Administration & Object	1.40	2,275.00
B320	Plan and Disclosure Statement	3.50	6,553.50
		249.60	343,286.00



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
D. Azman	02/18/25	Travel Expenses	0.00	1,816.97
		Roundtrip travel to Dallas for Rhodium mediation		
D. Azman	02/18/25	Business Meal	0.00	37.26
		Dinner purchase at Lagueardia airport on way to Dallas for Rhodium mediation		
D. Azman	02/18/25	Travel Expenses	0.00	175.81
		Taxi to from home to Lagueardia airport to attend Rhodium hearings in Dallas		
D. Azman	02/19/25	Business Meal	0.00	22.73
		Breakfast - attended Rhodium mediation in Dallas		
D. Azman	02/19/25	Business Meal	0.00	36.72
		Lunch - attended Rhodium mediation in Dallas		
D. Azman	02/19/25	Business Meal	0.00	13.46
		Snack purchase in Lagueardia airport		
D. Azman	02/19/25	Travel Expenses	0.00	1,235.48
		Hotel Accommodations in Dallas for client hearings (Checked in on 2/19; charged for 2 nights as accommodations were required for day and night use)		
D. Azman	02/19/25	Travel Expenses	0.00	146.72
		Taxi from hotel to airport for return travel to NY		
D. Azman	02/19/25	Travel Expenses	0.00	193.05
		Taxi from airport in Dallas to Hotel		
D. Azman	02/19/25	Travel Expenses	0.00	79.16
		Taxis while attending client meetings in Dallas		
B. Casten	02/28/25	Computer Usage Charge - Data Review & Production Software	1.00	935.64
		"February monthly fee for Discovery Platform Use (RelativityOne, 77.97 GBs)"		

Total Costs and Other Charges \$4,693.00

Total This Invoice \$347,979.00



**McDermott
Will & Emery**

Rhodium Encore Creditors' Committee

Client: 125749
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Invoice Date: 03/31/2025

Timekeeper Summary

Name	Hours	Rate	Amount
D. Azman	16.70	1,760.00	29,392.00
J. Ching	2.00	1,975.00	3,950.00
J. Evans	5.70	1,825.00	10,402.50
A. Feinsod	28.00	895.00	25,060.00
C. Gibbs	35.20	2,125.00	74,800.00
M. Gibson	0.60	1,020.00	612.00
D. Kaltman	41.30	1,145.00	47,288.50
J. Kiehl	21.40	895.00	19,153.00
A. March	8.00	1,270.00	10,160.00
C. Masenthin	4.40	1,020.00	4,488.00
D. Northrop	3.80	820.00	3,116.00
N. Rowles	7.60	1,445.00	10,982.00
G. Steinman	18.30	1,625.00	29,737.50
G. Williams	35.50	1,270.00	45,085.00
J. Wisniewski	1.00	1,020.00	1,020.00
J. Yim	20.10	1,395.00	28,039.50
Totals	249.60		\$343,286.00

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	4.2	\$7,620.00
B120	Asset Analysis & Recovery	124.4	\$147,919.00
B150	Creditor Meetings and Communication	30.2	44,364.00
B155	Court Hearings	0.7	\$1,137.50
B160	Fee/Employment Applications	6.3	\$8,193.50
B190	Other Contested Matters	65.6	\$102,774.50
B230	Financing/Cash Collections	13.3	\$22,449.00
B310	Claim Administration and Objections	1.4	\$2,275.00
B320	Plan and Disclosure Statement	3.5	\$6,553.50
TOTAL		249.60	\$343,286.00

EXHIBIT F

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)
	§	

**ORDER GRANTING INTERIM APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM NOVEMBER 23, 2024 THROUGH FEBRUARY 28, 2025
(Docket No. _____)**

The Court has considered the *Interim Application of McDermott Will & Emery LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 23, 2024 through February 28, 2025* (the “Application”) filed by McDermott Will & Emery LLP (the “Applicant”). The Court orders:

1. Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$2,141,682.23 for the period set forth in the application
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

Dated: _____, 2025

Alfredo R. Perez
UNITED STATES BANKRUPTCY JUDGE

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.