

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

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

COMPLEX CASE FEE APPLICATION COVERSHEET (HOURLY)

Name of Applicant:	Quinn Emanuel Urquhart & Sullivan, LLP	
Applicant's Role in Case:	Bankruptcy Counsel	
Docket No. of Employment Order(s):	260	
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:	December 1, 2024	February 28, 2025
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)		
Do expense reimbursements represent actual and necessary expenses incurred? (Y)		
Compensation Breakdown for Time Period Covered by this Application		

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



Total professional fees requested in this Application:	\$2,377,726.50
Total professional hours covered by this Application:	1,535.5
Average hourly rate for professionals:	\$1,557.26
Total paraprofessional fees requested in this Application:	\$99,664.00
Total paraprofessional hours covered by this Application:	238.8
Average hourly rate for paraprofessionals:	\$417.35
Total fees requested in this Application:	\$2,477,390.50
Total expense reimbursements requested in this Application:	\$81,892.33
Total fees and expenses requested in this Application:	\$2,559,282.83
Total fees and expenses awarded in all prior Applications:	\$3,276,505.73
<p>Plan Status: On December 11, 2024, the Court entered an order extending the exclusive period for the Debtors to file a chapter 11 plan through and including March 24, 2025 (ECF No. 571). On March 28, 2025, the Court entered an Agreed Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief (ECF No. 892) extending the deadline to file a chapter 11 plan through and including May 7, 2025. The Mediation Parties (other than the SAFE AHG) have agreed to an additional two-week extension of exclusivity through May 22, 2025.</p>	
<p>Primary Benefits: Quinn Emanuel worked efficiently to progress these cases towards settlement of major litigation and pursued the foundation to support confirmation of a plan of reorganization by focusing its efforts on assuming contracts with Whinstone through the favorable resolution and settlement of the Whinstone Litigation. In addition, Quinn Emanuel negotiated and documented the settlement of the Whinstone Litigation, providing sufficient proceeds in excess of \$185 million to pay creditors in full and provide a meaningful recovery to equity. Quinn Emanuel suggested and negotiated a second mediation order to facilitate negotiations with its equity holders to resolve the distribution of an Equity Reserve under a plan to facilitate a consensual plan of reorganization. In addition, Quinn Emanuel provided equity holders with access to information to understand their rights under the Debtors' capital structure to support meaningful negotiations at mediation.</p>	

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

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S SECOND INTERIM
APPLICATION FOR PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 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 from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) files its Second Interim Application for Payment of Compensation and Reimbursement of Expenses for the Period December 1, 2024, through February 28, 2025 (the “Application”), for allowance of compensation for professionals services provided in the amount of \$2,477,390.50 and reimbursement of actual and necessary expenses in the amount of \$81,892.33 that Quinn Emanuel incurred from December 1, 2024, through February 28, 2025 (the “Application Period”), as counsel to Rhodium Encore,

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.

LLC and its debtor-affiliates (collectively, “Rhodium” or the “Debtors”) in the above-captioned cases and respectfully represents as follows:

JURISDICTION

1. Quinn Emanuel submits this Application pursuant to §§ 330 and 331 of the Bankruptcy Code, rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), rule 2016-1 of the Bankruptcy Local Rules (the “Local Rules”), and consistent with the 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 “US Trustee Guidelines”).

2. The Court has jurisdiction over these cases pursuant to 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b). This Court is the proper venue pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

3. Quinn Emanuel requests that the Court enter an order allowing Quinn Emanuel’s interim compensation for professional services rendered during the Application Period in the amount of \$2,477,390.50 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel in the amount of \$81,892.33.

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

Shared Services LLC, Rhodium Renewables Sub LLC, Rhodium 30MW Sub LLC, Rhodium Encore Sub LLC, Rhodium 10MW Sub LLC, Rhodium 2.0 Sub LLC, Air HPC LLC, and Jordan HPC Sub LLC.

6. The Debtors' cases are jointly administered as *In re Rhodium Encore, LLC, et al.*, Case No. 24-90448 (ARP).

7. On November 22, 2024, the United States Trustee (the "Trustee") filed a Notice of Appointment of Committee of Unsecured Creditors. *See* ECF No. 488. No trustee, examiner, or other official committee has been appointed in these chapter 11 cases (the "Chapter 11 Cases").

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

9. On September 22, 2024, the Debtors filed the Application of Debtors for Authority to Retain and Employ Quinn Emanuel Urquhart & Sullivan, LLP as Attorneys Effective as of the Petition Date (the "Retention Application") (ECF No. 168). On October 14, 2024, the Court entered the order granting the Retention Application (the "Retention Order") (ECF No. 260).

10. On September 22, 2024, the Debtors filed the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "Interim Compensation Motion") (ECF No. 174) and on October 14, 2024, the Court entered the order granting the Interim Compensation Motion (the "Interim Compensation Order") (ECF No. 264).

TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION

11. The terms and conditions of Quinn Emanuel's employment by the Debtors and compensation to be paid to Quinn Emanuel are outlined in the Retention Application. *See* ECF

No. 168. As set forth in the Retention Application, Quinn Emanuel's customary fees and expenses incurred in connection with this representation are to be paid by the Debtors' estates.

PROFESSIONAL SERVICES PROVIDED TO THE DEBTORS

12. The following is a summary by task code of the professional services Quinn Emanuel rendered during the Application Period.

a. Matter No. i - Asset Analysis and Recovery: Hours: 1.1.; Fees: \$1,892.00.

This matter includes the participation in a telephone call with Barnes & Thornburg regarding the status of the investigation.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patricia B. Tomasco	\$1,720.00	1.1	\$1,892.00
Total		1.1	\$1,892.00

b. Matter No. ii – Asset Disposition: Hours: 101.1; Fees: \$154,638.50. This matter includes reviewing, revising, and commenting on the Asset Purchase Agreement; discussions regarding the removal of equipment; discussions regarding the closing of the Rowen facility; and the logistics of the closings.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00	26.4	\$45,408.00
Daniel Holzman	\$1,570.00	15.6	\$24,492.00
Razmig Izakelian	\$1,515.00	37.5	\$56,812.50
Alain Jaquet	\$1,420.00/\$1,560.00	11.9	\$17,290.00
Ben Roth	\$1,420.00	.4	\$568.00
Rachel Harrington	\$1,060.00/\$1,165.00	9.3	\$10,068.00
Total		101.1	\$154,638.50

c. Matter No. iii – Assumption and Rejection of Leases and Contracts: Hours: 6.7; Fees: \$7,805.50. This category includes legal research regarding adequate assurance and cure requirements and legal research regarding the adequate assurance requirements for nonmonetary defaults.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Rachel Harrington	\$1,165.00	6.7	\$7,805.50
Total		6.7	\$7,805.50

d. Matter No. v – Business Operations: Hours: 14.9; Fees: \$21,006.50. This category includes the preparation of a motion to pay ad valorem taxes and legal research into the discovery of individual and corporate tax returns.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	1.2	\$2,199.00
Daniel Holzman	\$1,570.00	.3	\$471.00
Alain Jaquet	\$1,560.00	6.9	\$10,764.00
Rachel Harrington	\$1,165.00	6.5	\$7,572.50
Total		14.9	\$21,006.50

e. Matter No. vi – Case Administration: Hours: 246.1; Fees: \$373,396.50. This category includes attending Quinn Emanuel team meetings, meetings with the financial advisors, and meetings with the Client to discuss the status of the cases and ongoing tasks; preparing agendas for scheduled hearings; preparing witness and exhibit lists and pleading notebooks for various hearings; filing monthly operating reports; and updating the files for attorneys' review.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Eric Winston	\$1,765.00	.5	\$882.50
Patty Tomasco	\$1,720.00/\$1,945.00	81.7	\$153,934.00
Daniel Holzman	\$1,775.00	.7	\$1,242.50
Razmig Izakelian	\$1,515.00/\$1,665.00	28.3	\$45,739.50
Lindsay M. Weber	\$1,665.00	.8	\$1,332.00
Alain Jaquet	\$1,420.00/\$1,560.00	25.6	\$38,872.00
Ben Roth	\$1,420.00/\$1,560.00	56.6	\$87,372.00
Rachel Harrington	\$1,060.00/\$1,165.00	17.9	\$20,349.50
Lance Frankel	\$1,035.00	5.1	\$5,278.50
Barbara J Howell	\$550.00/\$655.00	28.9	\$18,394.00
Total		246.1	\$373,396.50

f. Matter No. vii – Claims Administration and Objections: Hours: 110.2; Fees: \$158,165.50. This category includes discussions with the Client regarding various proofs of claim;

renaming the proofs of claim filed in the bankruptcy cases for quicker identification; drafting and filing claim objections; and drafting a claim objection tracker.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	9.5	\$17,690.00
Razmig Izakelian	\$1,665.00	6.5	\$10,822.50
Lindsay M. Weber	\$1,665.00	.4	\$666.00
Alain Jaquet	\$1,560.00	44.8	\$69,888.00
Ben Roth	\$1,560.00	13.7	\$21,372.00
Rachel Harrington	\$1,060.00/\$1,165.00	30.1	\$34,583.50
Barbara J Howell	\$550.00/\$655.00	5.2	\$3,143.50
Total		110.2	\$158,165.50

g. Matter No. viii – Corporate Governance and Board Matters: Hours: 24.5; Fees: \$46,171.50. This category includes attending and participating in Rhodium’s board meetings.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	23.4	\$44,455.50
Alain Jaquet	\$1,560.00	1.1	\$1,716.00
Total		24.5	\$46,171.50

h. Matter No. ix – Employee Benefits and Pensions: Hours: 3.2; Fees: \$6,224.00. This category includes meetings with the Clients regarding reductions in force and year-end reviews, ordinary course bonuses, ordinary course terminations, and severance.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	3.2	\$6,224.00
Total		3.2	\$6,224.00

i. Matter No. x – Employment and Fee Applications: Hours: 70.3; Fees: \$52,510.50. This category includes drafting and filing monthly fee statements; preparing and filing Quinn Emanuel’s first interim fee application; filing declarations on behalf of ordinary course professionals; finalizing and filing monthly fee statements on behalf of the Debtors’ professionals; and preparing and filing certificates of no objection.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	5.5	\$10,495.00
Ben Roth	\$1,560.00	1.0	\$1,560.00
Barbara J Howell	\$550.00/\$655.00	63.8	\$40,455.50
Total		70.3	\$52,510.50

j. Matter xi – Financing and Cash Collateral: Hours: 19.6; Fees: \$35,077.00.

This category includes preparing a stipulation regarding the use of cash collateral; discussions and research regarding adequate protection; amending the cash collateral order; and reviewing and revising exit financing documents.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	12.8	\$24,311.00
Daniel Holzman	\$1,570.00	1.1	\$1,727.00
Razmig Izakelian	\$1,665.00	1.4	\$2,331.00
Ben Roth	\$1,560.00	4.3	\$6,708.00
Total		19.6	\$35,077.00

k. Matter No. xii – Litigation: Hours: 737.0; Fees: \$958,806.50. This category includes working with litigation attorneys from Stris & Maher and Lehotsky Keller Cohn to prepare for phase two of the trial on the motion to assume the executory contracts with Whinstone US, Inc. (“Whinstone”); preparing discovery and reviewing documents received as a result of discovery requests; reviewing and redacting privileged documents; reviewing and revising the adversary complaint; and participating in discussions regarding phase 2 litigation versus mediation.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	171.9	\$331,195.50
Daniel Holzman	\$1,775.00	.8	\$1,420.00
Razmig Izakelian	\$1,515.00/\$1,665.00	55.2	\$91,728.00
Kathryn Hutchins	\$1,465.00	1.7	\$2,490.50
Deshani Ellis	\$1,560.00	6.8	\$10,608.00
Lindsay M. Weber	\$1,665.00	55.7	\$92,740.50
Sam Donohue	\$1,560.00	4.9	\$7,644.00
Alain Jaquet	\$1,420.00/\$1,560.00	60.6	\$93,528.00

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Ben Roth	\$1,420.00/\$1,560.00	40.2	\$62,460.00
Zach Meeker	\$1,435.00	15.1	\$21,668.50
Eli Pales	\$1,315.00	31.4	\$41,291.00
Lance Frankel	\$1,035.00	83.6	\$86,526.00
Rachel Harrington	\$1,060.00/\$1,165.00	53.1	\$61,483.50
Scott Anderson	\$1,035.00	14.2	\$14,697.00
Shashank Sirivolu	\$1,035.00	2.5	\$2,587.50
Barbara J. Howell	\$550.00/\$655.00	17.5	\$11,294.50
Raul Vasquez	\$190.00/\$210.00	86.9	\$18,141.00
Michael Acuna	\$190.00/\$210.00	1.7	\$331.00
Ryan Lopez	\$210.00	29.2	\$6,132.00
Linda Yanez	\$210.00	4.0	\$840.00
Total		737.0	\$958,806.50

l. Matter No. xiii – Non-working Travel: Hours: 16.5; Fees: \$13,447.50².

This category includes travel to and from Dallas to participate in mediation.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	3.0	\$5,835.00
Ben Roth	\$1,560.00	13.5	\$21,060.00
Total		16.5	\$26,895.00

m. Matter No. xiv – Plan and Disclosure Statement: Hours: 361.2; Fees:

\$571,992.50. This category includes drafting the disclosure statement; drafting the plan of reorganization; and drafting the motion to extend exclusivity.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	62.6	\$118,089.50
Eric D. Winston	\$1,765.00	1.1	\$1,941.50
Daniel Holzman	\$1,775.00	8.2	\$14,555.00
Alain Jaquet	\$1,420.00/\$1,560.00	44.0	\$65,238.00
Razmig Izakelian	\$1,515.00/\$1,665.00	50.8	\$79,287.00
Lindsay M. Weber	\$1,665.00	40.4	\$67,266.00
Ben Roth	\$1,420.00/\$1,560.00	150.3	\$222,120.00
Rachel Harrington	\$1,165.00	2.2	\$2,563.00
Barbara J Howell	\$550.00/\$655.00	1.6	\$932.50
Total		361.2	\$571,992.50

² Non-working travel billed at 50% of \$26,895.00.

n. Matter No. xv – Relief from Stay and Adequate Protection: Hours: 61.9; Fees: \$76,256.50. This category includes drafting a motion to lift the automatic stay; drafting a sanctions motion; and drafting a motion to enforce the stay.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,720.00/\$1,945.00	6.3	\$11,016.00
Alain Jaquet	\$1,420.00/\$1,560.00	13.4	\$19,910.00
Rachel Harrington	\$1,060.00/\$1,165.00	42.2	\$45,330.50
Total		61.9	\$76,256.50

COMPENSATION REQUESTED

13. In this Application, Quinn Emanuel seeks approval of \$2,477,390.50 in fees and \$81,892.33 in expenses incurred from December 1, 2024, through February 28, 2025. Attached as Exhibit A is the Certification of Patricia B. Tomasco in Support of Quinn Emanuel’s Second Interim Application for Payment of Compensation and Reimbursement of Expenses for the Period December 1, 2024, through February 28, 2025 (the “Tomasco Declaration”). Pursuant to the US Trustee Guidelines, Exhibit B is a table reflecting customary and comparable compensation disclosures with the Application. Exhibit C is a table summarizing the timekeepers included in this Application. Exhibit D addresses the budget and Exhibit E is a table with a summary of compensation requested by task category. The blended rate for Quinn Emanuel timekeepers in this Application is \$1,396.26.

14. During the Application Period, Quinn Emanuel filed its (a) Fourth Monthly Fee Statement for the Period December 1, 2024, through December 31, 2024 (the “Fourth Monthly Fee Statement”) (ECF No. 768); (b) Fifth Monthly Fee Statement for the Period January 1, 2025, through January 31, 2025 (the “Fifth Monthly Fee Statement”) (ECF No. 885); and (c) Sixth

Monthly Fee Statement for the Period February 1, 2025, through February 28, 2025 (the “Sixth Monthly Fee Statement”) (ECF No. 886) (collectively, the “Monthly Fee Statements”).

15. This Application meets the standards of § 331 and applicable case law for compensation for services rendered on behalf of the Debtors’ estates and for the administration of the Chapter 11 Cases. In *Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266 (5th Cir. 2015), the Fifth Circuit reorganized the contours of the requirements for allowance of compensation under § 330. In *Woerner*, the Fifth Circuit held that a court would allow compensation for services rendered by an attorney that are “reasonably likely to benefit” the estate, and that reasonableness should be assessed “at the time at which the service was rendered.” *Id.* at 273–74. The compensation requested in the Application meets the requirements for compensation the Fifth Circuit identified in *Woerner*, and therefor satisfies the requirements for compensation under § 331 and should be approved.

16. Quinn Emanuel provided necessary and beneficial services to the Debtors in a myriad ways. See the attached Monthly Fee Statements for a detailed description of the services provided during the Application Period. These efforts were consistent with the *Johnson*³ factors adopted by the Fifth Circuit in *In re First Colonial Corp.*, 544 F.2d 1291, 1299 (5th Cir. 1977), as follows:

a. The Time and Labor Required

17. As further illustrated by the Summary Cover Sheet, the amount of time spent by Quinn Emanuel professionals and paraprofessionals on this case for the Application Period was 1,774.3 hours. The amount of time was reasonable and necessary given the fast pace of this bankruptcy case and the Whinstone Litigation.

³ See generally *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974).

b. The Novelty and Difficulty of the Questions Presented by the Case

18. This case has presented difficult questions of fact and law relevant to both bankruptcy and applicable nonbankruptcy law arising in the Whinstone litigation as well as the treatment of novel cryptocurrency mining interests within a chapter 11 case.

c. The Skill Requisite to Perform the Legal Services Properly

19. Quinn Emanuel possesses the skill required to properly perform the legal services involved, in particular bankruptcy law expertise, cryptocurrency case experience as well as experience before this Court and knowledge of its Local Rules.

d. The Preclusion of Other Employment by the Attorneys due to Acceptance of this Case

20. Attorneys at Quinn Emanuel were not necessarily precluded from employment on other cases due to the size and exigency of these Chapter 11 Cases.

e. The Customary Fee for Similar Work in the Community

21. The fees charged by Quinn Emanuel are comparable to fees charged by other professionals in similar cases in this jurisdiction. Quinn Emanuel sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney. In addition, Quinn Emanuel employs associates and paralegals in these Chapter 11 Cases in lieu of a single attorney, resulting in a blended rate of \$1,396.26 per hour. Quinn Emanuel's blended rate is comparable to hourly rates charged by practitioners in cases of this size. Quinn Emanuel's total fees compare very favorably due to its efficient staffing, avoidance of duplication and make-work and focus on critical tasks.

f. Whether the Fees are Fixed or Contingent

22. Quinn Emanuel's attorneys in these Chapter 11 Cases do not charge either fixed or contingent fees.

g. Time Pressure Imposed by the Client or Circumstances

23. The circumstances of the bankruptcy case imposed time pressures due to the Debtors' need to continue operating their business as a going concern and the need to resolve the Whinstone Litigation and emerge from chapter 11.

h. The Amount Involved and Results Obtained as a Result of the Attorney Services

24. Having engineered the first few months of the case to solidify the Debtors ability to operate in the Rockdale facility and continued use of their agreements with Whinstone worth \$150 million plus based on current energy prices, Quinn Emanuel next turned to formulating a plan of reorganization and negotiations with core constituencies centered around Quinn Emanuel's successful negotiation of a settlement to resolve the Whinstone Litigation. As a result of these efforts, the Debtors realized over \$185 million in proceeds from the Whinstone Litigation sufficient to pay creditors in full and return a meaningful dividend to equity. These sums are in addition to approximately \$50 million in value attributable to the prior sale of the Debtors' Temple facility. In addition, Quinn Emanuel facilitated the production of over 90,000 documents to the Debtors' stakeholders and contingent stakeholders to assist them in understanding their rights under the Debtors' capital structure.

i. The Experience, Reputation, and Ability of the Attorneys

25. The Quinn Emanuel attorneys representing the Debtors have decades of experience, including representing chapter 11 debtors and committees and in the cryptocurrency industry in general. The Quinn Emanuel attorneys bring extensive experience in bankruptcy law to these Chapter 11 Cases and have substantial experience practicing before this Court, as well as familiarity with applicable Fifth Circuit authority necessary to represent the Debtors.

j. The Undesirability of the Cases

26. Every bankruptcy case carries some risks due to the uncertainty of payment stemming from the relatively unknown value of a debtor's principal assets and the debtor's ability to pay administrative fees and costs. These Chapter 11 Cases presented no additional undesirable elements.

k. The Nature and Length of the Professional Relationship with the Client

27. As stated in the Retention Application, the Debtors retained Quinn Emanuel in March 2024 in connection with the preparation for the chapter 11 filings of certain entities.

l. Awards in Similar Cases

28. The fees requested in this Application are in line with fee awards approved in similar cases by counsel with similar experience.

CONCLUSION

The services provided by Quinn Emanuel are necessary to the administration of the Debtors' estates and were beneficial at the time the services were rendered. Further, Quinn Emanuel performed the services within a reasonable amount of time, commensurate with the complexity, importance, nature of the problems, issues, and tasks facing the Debtors. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably skilled practitioners in cases under title 11 of this district.

Quinn Emanuel requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered. Quinn Emanuel requests that this Court enter an order granting this first interim application for professional services rendered during the Application Period in the amount of \$2,477,390.50 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel during the

Application Period in the amount of \$81,892.33, authorizing the Debtors to pay the fees and expenses as requested, and grant such other and further relief as is just and proper.

Respectfully submitted this 16th day of May, 2025.

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

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- and -

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

865 S. Figueroa Street, 10th Floor

Los Angeles, California 90017

Telephone: 213-443-3000

Facsimile: 213-443-3100

Email: ericwinston@quinnemanuel.com

Email: razmigizakelian@quinnemanuel.com

Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I, Patricia B. Tomasco, hereby certify that on the 16th day of May, 2025, a copy of the foregoing Application was served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

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

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

**CERTIFICATION OF PATRICIA B. TOMASCO IN SUPPORT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP’S SECOND
APPLICATION FOR PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 2024, THROUGH FEBRUARY 28, 2025**

I, Patricia B. Tomasco, hereby certify that:

1. I am a Partner of the law firm Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”). Quinn Emanuel maintains offices at, among other places, 700 Louisiana, Suite 3900, Houston, Texas 77002.

2. This certification (the “Certification”) is made in connection with Quinn Emanuel’s fee application dated May 16, 2025 (the “Application”) for compensation and reimbursement of expenses for the period commencing December 1, 2024, through February 28, 2025, (the “Application Period”). I have reviewed the Application and hereby certify that, to the best of my

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.

knowledge, information, and belief, the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Fee Guidelines.²

3. Quinn Emanuel discussed its rates and fees with the Debtors at the outset of these cases and has continued to discuss fees with the Debtors throughout these cases. Attorneys and paraprofessionals assigned to this matter were necessary to assist in the Debtors' bankruptcy filing, the preservation of the Debtors' assets, and other matters described in the Application. A budget and staffing plan was not prepared, but Quinn Emanuel continues to work with the Debtors to ensure efficient and cost-effective representation.

4. In accordance with the Fee Guidelines, I, on behalf of Quinn Emanuel, respond to the best of my knowledge, information, and belief to the questions identified therein as follows:

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

Response: No.

b. 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 than 10% or more, did you discuss the reasons for the variation with the Client?

Response: A budget was not prepared.

c. 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.

d. 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.

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

Response: No

e. 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

f. 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 modify rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458?

Response: As described in Quinn Emanuel's Retention Application, Quinn Emanuel's rates are periodically adjusted. Quinn Emanuel's standard rates were adjusted firm-wide on January 1, 2025. On February 24, 2025, Quinn Emanuel filed its Notice of Change in Hourly Rates (ECF No. 817). The Client approved the rate changes.

Dated: May 16, 2025
Houston, Texas

/s/ Patricia B. Tomasco
Patricia B. Tomasco

EXHIBIT B
CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE	
	BILLED OR COLLECTED Firm or offices for the preceding year	BILLED In this fee application
Partner	\$1,722.46	\$1,890.71
Of Counsel	\$1,500.01	\$1,644.58
Associate (includes contract attorneys and law clerks)	\$1,106.63	\$1,430.12
Paraprofessional	\$402.23	\$417.35
All Timekeepers Aggregate	\$1,237.11	\$1,396.26

Case Name: *In re Rhodium Encore LLC, et al.*

Case Number: 24-90448 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: May 16, 2025

Interim or Final: Interim

EXHIBIT C
SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

NAME	TITLE	SECTION	YEAR ADMITTED	FEES BILLED ¹	HOURS BILLED	HOURLY RATE BILLED
Eric Winston	Partner	Bankruptcy and Reorganization	1999	\$2,824.00	1.6	\$1,765.00
Patty Tomasco	Partner	Bankruptcy and Reorganization	1988	\$772,744.50	408.6	\$1,720.00/ \$1,945.00
Daniel Holzman	Counsel	Bankruptcy and Reorganization	1999	\$43,907.50	26.7	\$1,570.00/ \$1,775.00
Razmig Izakelian	Associate	Bankruptcy and Reorganization	2013	\$286,720.50	179.7	\$1,515.00/ \$1,665.00
Kathryn Hutchins	Associate	Litigation	2022	\$2,490.50	1.7	\$1,465.00
Lindsay M. Weber	Associate	Bankruptcy and Reorganization	2008	\$162,004.50	97.3	\$1,665.00
Ben Roth	Associate	Bankruptcy and Reorganization	2019	\$423,220.00	280.0	\$1,420.00/ \$1,560.00
Alain Jaquet	Associate	Bankruptcy and Reorganization	2016	\$317,206.00	208.3	\$1,420.00/ \$1,560.00
Rachel Harrington	Law Clerk/ Associate	Bankruptcy and Reorganization	2024	\$189,756.00	168.0	\$1,060.00/ \$1,165.00
Deshani Ellis	Associate	Litigation	2020	\$10,608.00	6.8	\$1,560.00
Eli Pales	Associate	Litigation	2022	\$41,291.00	31.4	\$1,315.00
Lance Frankel	Associate	Litigation	2024	\$91,804.50	88.7	\$1,035.00
Sam Donohue	Associate	Litigation	2019	\$7,644.00	4.9	\$1,560.00
Scott Anderson	Associate	Litigation	2024	\$14,697.00	14.2	\$1,035.00
Shashank Sirivolu	Associate	Litigation	2024	\$2,587.50	2.5	\$1,035.00
Zach Meeker	Associate	Litigation	2022	\$21,668.50	15.1	\$1,435.00
Barbara J Howell	Paralegal	Bankruptcy/ Reorganization		\$74,220.00	117.0	\$550.00/\$655.00
Linda Yanez	Litigation Support			\$840.00	4.0	\$210.00
Michael Acuna	Litigation Support			\$331.00	1.7	\$190.00/\$210.00
Ryan Lopez	Litigation Support			\$6,132.00	29.2	\$210.00
Raul Vasquez	Litigation Support			\$18,141.00	86.9	\$190.00/\$210.00
Total				\$2,490,838.00	1,774.3	

Case Name: *In re Rhodium Encore LLC, et al.*

Case Number: 24-90448 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: May 16, 2025

Interim or Final: Interim

¹ Trave billed at 100%.

EXHIBIT D
BUDGET

A budget was not prepared in this case. Quinn Emanuel continues to work with the Debtors to ensure efficient and cost-effective service to the Debtors' estates.

Case Name: *In re Rhodium Encore LLC, et al.*

Case Number: 24-90448 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: May 16, 2025

Interim or Final: Interim

EXHIBIT E
SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

PROJECT CATEGORY	HOURS BUDGETED	FEES BUDGETED	HOURS BILLED	FEES SOUGHT
i-Asset Analysis and Recovery	N/A	N/A	1.1	\$1,892.00
ii-Asset Disposition	N/A	N/A	101.1	\$154,638.50
iii-Assumption and Rejection of Leases and Contracts	N/A	N/A	6.7	\$7,805.50
v-Business Operations	N/A	N/A	14.9	\$21,006.50
vi-Case Administration	N/A	N/A	246.1	\$373,396.50
vii-Claims Administration and Objections	N/A	N/A	110.2	\$158,165.50
viii-Corporate Governance and Board Matters	N/A	N/A	24.5	\$46,171.50
ix-Employee Benefits and Pensions	N/A	N/A	3.2	\$6,224.00
x-Employment and Fee Applications	N/A	N/A	70.3	\$52,510.50
xi-Financing and Cash Collateral	N/A	N/A	19.6	\$35,077.00
xii-Litigation	N/A	N/A	737.0	\$958,806.50
xiii-Non-Working Travel ²	N/A	N/A	16.5	\$13,447.50
xiv-Plan and Disclosure Statement	N/A	N/A	361.2	\$571,992.50
xv-Automatic Stay	N/A	N/A	61.9	\$76,256.50
Total			1,774.3	\$2,477,390.50

Case Name: *In re Rhodium Encore LLC, et al.*

Case Number: 24-90448 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: May 16, 2025

Interim or Final: Interim

² Travel billed at 50% of \$26,895.00.

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

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S
FOURTH MONTHLY FEE STATEMENT FOR THE PERIOD
DECEMBER 1, 2024, THROUGH DECEMBER 31, 2024**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Granting the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”) (ECF No. 264) entered on October 14, 2024, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period December 1, 2024, through December 31, 2024 (the “Fourth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$492,997.20 (80% of the services rendered), plus \$57,869.65 (100% of the interim expenses incurred). Summaries of the fees and expenses are as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the Fourth Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. Rhodium Enterprises, Inc., Attn: Charles Topping (chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com), 2617 Bissonnet Street, Suite 234, Houston, Texas 77005;
- 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), 700 Louisiana, Suite 3900, Houston, Texas 77002;
- 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), 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074;
- iv. Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), 609 Main, 40th Floor, Houston, Texas 77002, and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com), 51 West 52nd Street, New York, New York 10019;
- v. Counsel for the Committee of Unsecured Creditors, c/o McDermott Will & Emery LLP, 2501 North Harwood St., Suite 1900, Dallas, Texas 75201, Attn: Charles R. Gibbs (cr gibbs@mwe.com); and

- vi. United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov), 515 Rusk, Suite 3516, Houston, Texas 77002.

If no objection is timely served pursuant to the Interim Compensation Oder, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 11th day of February, 2025.

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

700 Louisiana Street, Suite 3900

Houston, Texas 77002

Telephone: 713-221-7000

Facsimile: 713-221-7100

Email: pattytomasco@quinnemanuel.com

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Email: alainjaquet@quinnemanuel.com

- and -

Eric Winston (*pro hac vice*)

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Facsimile: 213-443-3100

Email: ericwinston@quinnemanuel.com

Email: razmigizakelian@quinnemanuel.com

Counsel for the Debtors and Debtors in Possession

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
i	Asset Analysis and Recovery	1.1	\$1,892.00	\$1,513.60
ii	Asset Disposition	96.3	\$147,940.50	\$118,352.50
iii	Assumption and Rejection of Leases and Contracts	0.0	\$0.00	\$0.00
ix	Employee Benefits and Pensions	0.0	\$0.00	\$0.00
v	Business Operations	.9	\$1,503.00	\$1,202.40
vi	Case Administration	55.9	\$80,889.50	\$64,711.60
vii	Claims Administration and Objections	10.6	\$12,271.00	\$9,816.80
viii	Corporate Governance and Board Matters	4.7	\$8,084.00	\$6,467.20
x	Employment and Fee Applications	13.6	\$8,533.00	\$6,826.40
xi	Financing and Cash Collateral	3.7	\$6,199.00	\$4,959.20
xii	Litigation	36.5	\$46,890.50	\$37,512.40
xiii	Non-working Travel	0.0	\$0.00	\$0.00
xiv	Plan and Disclosure Statement	166.3	\$243,812.00	\$195,049.60
xv	Relief from Stay and Adequate Protection	49.1	\$58,232.00	\$46,585.60
	Total	438.7	\$616,246.50	\$492,997.20

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$1,720.00	97.7	\$168,044.00
Eric D. Winston	Partner	1999	Bankruptcy & Restructuring	\$1,765.00	1.6	\$2,824.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,570.00	17.0	\$26,690.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,515.00	83.2	\$126,048.00
Kathryn Hutchins	Associate	2022	Complex Litigation	\$1,465.00	1.7	\$2,490.50
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,420.00	97.0	\$137,740.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,420.00	55.3	\$78,526.00
Cameron Kelly	Associate	2020	Bankruptcy & Restructuring	\$1,395.00	0.0	\$0.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,060.00	56.8	\$60,208.00
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$550.00	23.0	\$12,650.00
Raul Vasquez	Litigation Support			\$190.00	5.4	\$1,026.00
Total					438.7	\$616,246.50

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Room rental	\$2,405.00
Meals during travel	\$119.43
Deposition transcripts	\$2,750.90
Federal Express/Express mail	\$115.20
Courier	\$14.00
Hotel	\$1,359.69
Out of-town travel	\$150.83
Air Travel	\$1,714.45
Travel	\$128.20
Document Services	\$81.26
RelOne User Fee	\$400.00
RelOne TIFF (per page)	\$19.62
RelOne Active Hosting (per GB)	\$736.12
RelOne Processing	\$16,452.10
Color document reproduction (\$.25 per page)	\$2.75
Professional services – (fees/expenses incurred by expert – Nenad Miljkovic)	\$32,836.13
Adjustment to expenses	(\$1,416.03)
Total	\$57,869.65

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

January 15, 2025

Cameron Blackmon
Rhodium Enterprises, Inc.
4146 W US Highway 79
Rockdale, TX 76567

Matter #: 12875-00001
Invoice Number: 101-0000182577
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

For Professional Services through December 31, 2024 in connection with a potential restructuring of this crypto mining company.

Fees	\$616,246.50
Adjustment for Expense Correction	<u>-\$1,416.03</u>
Net Billed Fees	\$614,830.47
Expenses	<u>\$59,285.68</u>
Net Amount	\$674,116.15
Total Due This Invoice	\$674,116.15
Balance Due from Previous Statement(s)	\$1,347,469.07
Total Balance Due	<u><u>\$2,021,585.22</u></u>

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

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January 15, 2025

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Matter #: 12875-00001

Invoice Number: 101-0000182577

Statement Detail**i Asset Analysis and Recover**

12/23/24	PT	Update call with BT team regarding status of investigation and document requests outstanding (1.1).	1.10	1,892.00
		SUBTOTAL	1.10	1,892.00

ii Asset Disposition

12/02/24	PT	Review request for additional time to remove equipment in light of status of infrastructure (0.3); comment to management/Province regarding same (0.3); request for parameters for de minimis sale (0.3); correspond with J. Wertz regarding equipment removal issues (0.4).	1.30	2,236.00
12/02/24	DH3	Exchange email with P. Tomasco regarding Asset Purchase Agreement (0.1); review comments to Asset Purchase Agreement (0.2); send email to Clients regarding same (0.1); and send email to counterparty of contract regarding same (0.1).	0.50	785.00
12/03/24	PT	Continue to update teams regarding status of Rowan closing (0.3) and coordination with D. Holzman regarding changes needed to accommodate equipment removal (0.1).	0.40	688.00
12/03/24	PT	Correspondence with B. Funk regarding miner allocation from Temple sale (0.2); follow up with M. Soule regarding same (0.1).	0.30	516.00
12/05/24	RI	Review and analyze documents for production to ad hoc SAFE group (4.2).	4.20	6,363.00
12/05/24	PT	Meet with Morgan Soule, Charles Topping, Ashley Johnson and Kevin	0.70	1,204.00

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January 15, 2025

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Matter #: 12875-00001

Invoice Number: 101-0000182577

		Hayes regarding accounting for debt exchange (0.7).		
12/05/24	PT	Correspond with C. Topping regarding document production to committees and parameters of same (0.5); correspond with J. Brookner regarding follow up questions on results of litigation (0.4); correspond with M. Robinson regarding circulating financial projections or CIM (0.4); conference with J. Tecce regarding privilege issues with special committees and navigation of same (0.7); correspondence with J. Stokes regarding production of assumption discovery (0.4); extended correspondence with R. Izakelian regarding Unsecured Creditors' Committee's strategy (0.4); follow up with K. Hutchins regarding protective order (0.3).	3.10	5,332.00
12/05/24	PT	Correspond with J. Wertz regarding logistics for closing and equipment removal (0.5).	0.50	860.00
12/06/24	PT	Participate in discovery conference with Karen Yang, Mitchell Hurley, Sarah Schultz, Elizabeth Schott, Razmig Izakelian, David Eaton and Kathryn Hutchins (0.7); correspond with M. Moore to share assumption discovery with Unsecured Creditors' Committee and Safe committees (0.7); follow up with R. Izakelian regarding discovery requests (0.7).	2.10	3,612.00
12/06/24	PT	Conferences with M. Robinson regarding Rowan solution (0.4); correspond with D. Holzman regarding drafting addition to Asset Purchase Agreement regarding option to purchase equipment (0.2).	0.60	1,032.00
12/07/24	PT	Prepare for and participate in call with S. Shultz and Akin team	1.10	1,892.00

quinn emanuel trial lawyers

January 15, 2025

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Matter #: 12875-00001

Invoice Number: 101-0000182577

		regarding SAFE agreements and document requests (1.1).		
12/08/24	DH3	Revise Asset Purchase Agreement (4.5).	4.50	7,065.00
12/09/24	DH3	Exchange emails with P. Tomasco and M. Robinson regarding Asset Purchase Agreement (0.4).	0.40	628.00
12/09/24	PT	Correspond with D. Eaton regarding coordinating discovery issues with special committee and suggest solution for obtaining prior phone images (0.3).	0.30	516.00
12/09/24	PT	Continue coordination with Rowan regarding logistics of closing Temple sale (0.4); follow up with D. Holzman regarding same (0.2); legal research and analysis of fiduciary out/efficient breach (0.8).	1.40	2,408.00
12/10/24	RI	Review and analyze documents to produce to ad hoc SAFE committee (5.2).	5.20	7,878.00
12/10/24	DH3	Review comments to Asset Purchase Agreement (0.1).	0.10	157.00
12/10/24	PT	Correspond with J. Evans regarding 2004 request (0.4); coordinate with management regarding same (0.5).	0.90	1,548.00
12/10/24	PT	Correspond with D. Holzman regarding miner removal from Temple (0.2).	0.20	344.00
12/11/24	RI	Review and analyze documents to produce to ad hoc SAFE group (4.3).	4.30	6,514.50
12/11/24	DH3	Review comments to Asset Purchase Agreement (0.3).	0.30	471.00
12/12/24	DH3	Review comments to Asset Purchase Agreement (0.1).	0.10	157.00
12/12/24	PT	Prepare for and participate in call with D. Eaton, S. Wells, and BT Team regarding discovery requests and status of investigation (0.5).	0.50	860.00

quinn emanuel trial lawyers

January 15, 2025

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Matter #: 12875-00001

Invoice Number: 101-0000182577

12/12/24	RH9	Draft response and objections to Unsecured Creditors' Committee's discovery request (2.7).	2.70	2,862.00
12/13/24	RI	Review and revise responses and objections to SAFE group document requests (0.8); review and analyze documents to prepare to SAFE group (6.2).	7.00	10,605.00
12/13/24	DH3	Conference call with P. Tomasco, M. Robinson, and Clients to discuss Asset Purchase Agreement (0.8).	0.80	1,256.00
12/13/24	PT	Prepare for and participate in conference call regarding revisions to Rowan PSA with C. Topping, D. Holzman (0.5); management team and M. Robinson (0.5); correspondence with R. Trust regarding payoff letter (0.1); follow up emails regarding changes to Asset Purchase Agreement (0.3).	1.40	2,408.00
12/13/24	PT	Coordinate draft of letter agreement related to Unsecured Creditor Committee's production (0.2); coordinate finalization of document production to Unsecured Creditors' Committee (0.3).	0.50	860.00
12/13/24	DH3	Draft ancillary agreement to Asset Purchase Agreement (0.6).	0.60	942.00
12/13/24	DH3	Review comments to Asset Purchase Agreement (0.4) and revise Asset Purchase Agreement (1.8).	2.20	3,454.00
12/14/24	RI	Prepare production to SAFE group (1.8).	1.80	2,727.00
12/14/24	RH9	Draft responses and objections to committee requests (2.5).	2.50	2,650.00
12/14/24	PT	Correspondence with SAFE committee regarding document production (0.3); communicate with R. Izakelian regarding same (0.3); review issue of production of Proof	0.90	1,548.00

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		Capital equitization agreement (0.3).		
12/15/24	DH3	Conference call with P. Tomasco, M. Robinson, and Clients to discuss the Asset Purchase Agreement (1.3).	1.30	2,041.00
12/15/24	DH3	Review comments to the Asset Purchase Agreement (0.4); revise same (0.8); exchange emails with J. Wertz regarding same (0.1).	1.30	2,041.00
12/15/24	PT	Correspondence and conference call with C. Topping to discuss changes to Asset Purchase Agreement in light of December 16th closing (0.6); review and comment on D. Holzman responses to C. Topping changes (0.6).	1.20	2,064.00
12/16/24	PT	Review and comment on responses and objections to informal Unsecured Creditor's Committee's discovery (0.2).	0.20	344.00
12/16/24	PT	Review and comment on Asset Purchase Agreement revisions (0.2); telephone conference with D. Holzman regarding same (0.3); comment to C. Topping and management regarding revised closing date (0.3).	0.80	1,376.00
12/16/24	DH3	Finalize Asset Purchase Agreement (0.5).	0.50	785.00
12/16/24	PT	Prepare for and participate in conference with BT team regarding collection of emails from founders and status of negotiations regarding same (0.9).	0.90	1,548.00
12/17/24	AJ4	Correspond with R. Izakelian regarding Creditors' Committee's discovery (0.1).	0.10	142.00
12/17/24	DH3	Revise ancillary agreements (0.2).	0.20	314.00
12/17/24	PT	Work with R. Izakelian regarding multiple informal discovery responses to SAFE and Unsecured	2.10	3,612.00

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		Creditors' committees (0.5); review and comment on updated response to committees' document requests (0.5); review email to NDA parties regarding production of confidential agreements (0.1); comment to G. Steinman regarding challenge deadline (0.5); prepare for and participate in meet and confer with Akin team (0.5).		
12/17/24	PT	Communication with S. Lemmon regarding collection of emails and texts (0.5).	0.50	860.00
12/18/24	DH3	Finalize ancillary documents (1.2); call with Jackson Walker regarding closing of Asset Purchase Agreement (0.1); exchange emails with Jackson Walker regarding same (0.4); and exchange emails with Rhodium regarding the same (0.6).	2.30	3,611.00
12/18/24	PT	Circulate Galaxy payoff letter (0.1); coordinate with Province regarding closing wires (0.4); correspond with D. Holzman regarding closing logistics (0.2); begin draft investor update regarding closing and results of litigation (1.0).	1.70	2,924.00
12/18/24	PT	Correspond with MWE team regarding challenge period and irrelevance of same (0.3); review and comment on communications with the SAFE and Creditor committees (0.3); continue communications with G. Steinman regarding intercompany balances (0.2); continue communication with BT team regarding discovery issues (0.3).	1.10	1,892.00
12/19/24	RI	Review and analyze documents to produce to Committee and SAFE group (3.3), prepare correspondence to SAFE group regarding same (2.3).	5.60	8,484.00
12/19/24	DH3	Call with J. Bueno to discuss sale	0.20	314.00

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		proceeds (0.1) and exchange emails with Rhodium regarding the same (0.1).		
12/19/24	AJ4	Review and revise draft responses and objections to Unsecured Creditors' Committee's Rule 2004 Requests for Production (3.9); correspond with P. Tomasco, R. Izakelian and R. Harrington in connection with the same (0.3).	4.20	5,964.00
12/19/24	PT	Coordinate return of Riot deposit (0.2).	0.20	344.00
12/20/24	AJ4	Prepare memorandum in connection with Unsecured Creditors' Committee's Rule 2004 Requests for Production (4.8).	4.80	6,816.00
12/20/24	PT	Correspondence with management team regarding option for infrastructure at Temple and terms of revised Rowan Asset Purchase Agreement (0.2); coordinate with D. Holzman regarding same (0.1).	0.30	516.00
12/20/24	RH9	Proof responses and objections to Unsecured Creditor's Committee's document requests (2.1).	2.10	2,226.00
12/21/24	BR4	Emails regarding document requests (0.4).	0.40	568.00
12/23/24	DH3	Exchange emails with Rowan's counsel regarding transfer of systems (0.3).	0.30	471.00
12/26/24	RI	Review and analyze documents to produce to Committee and SAFE group (6.2).	6.20	9,393.00
12/27/24	RI	Review and analyze documents to produce to Committee and SAFE group (3.2).	3.20	4,848.00
12/27/24	PT	Coordination call with special committee regarding status of document production and discovery issues and response to Akin letter	1.20	2,064.00

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outlining "causes of action." (1.2).

SUBTOTAL	96.30	147,940.50
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v Business Operations

12/19/24	DH3	Revise communication to investors (0.3).	0.30	471.00
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12/31/24	PT	Correspond with C. Topping regarding ordinary course of business (0.6).	0.60	1,032.00
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SUBTOTAL	0.90	1,503.00
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vi Case Administration

12/02/24	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.2); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.70	1,060.50
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12/02/24	PT	Conference call with Province and management regarding case status and next steps (1.0); participate in internal team call to review status of projects and strategy (0.2); review docket and recent pleadings and correspondence (1.5).	2.70	4,644.00
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12/02/24	PT	Conference call with Quinn Emanuel and Province to discuss status of Rowan transaction and other projects (0.5); coordinate sale hearing transcript (0.3).	0.80	1,376.00
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12/02/24	BR4	Call with Quinn Emanuel and Province regarding various workstreams and coordination (0.5).	0.50	710.00
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12/02/24	BH2	Communicate with Access Transcribers regarding hearing transcript from the November 26th sale hearing (0.3); review Pacer docket and download any new filings for attorneys' review (0.5).	0.80	440.00
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12/03/24	PT	Conference with C. Topping and M. Soule regarding strategy and planning; coordinate updates to statements and schedules based on creditor feedback (0.5); suggest additional changes to the draft complaint (0.4).	0.90	1,548.00
12/03/24	PT	Coordinate information requests and correspondence with T. Schmeltz regarding availability of information from special committee (0.6).	0.60	1,032.00
12/03/24	BH2	Review Pacer docket for any new filings, deadlines, or hearing dates (0.5).	0.50	275.00
12/04/24	PT	Attend update call with Quinn Emanuel and Province teams to review projects and strategy tasks (0.4); review and respond to emails from Province and the Client (0.7).	1.10	1,892.00
12/04/24	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.4).	0.40	606.00
12/04/24	AJ4	Prepare for (0.1) and attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status, strategy, and next steps (0.4).	0.50	710.00
12/04/24	BR4	Semi weekly call with Province and Quinn Emanuel team (0.4).	0.40	568.00
12/05/24	RH9	Team call to discuss status of case and upcoming tasks (0.5).	0.50	530.00
12/06/24	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding strategy and case status (0.5).	0.50	710.00
12/06/24	PT	Quinn Emanuel/Province call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kirsten Lee, Alain Jaquet and Ben Roth (0.5).	0.50	860.00
12/06/24	BR4	Call with Province and Quinn Emanuel team regarding case	0.50	710.00

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		updates (0.5).		
12/09/24	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.4); conference with Quinn Emanuel and Province teams regarding case strategy (0.3).	0.70	1,060.50
12/09/24	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding Quinn Emanuel's weekly tasks (0.4).	0.40	568.00
12/09/24	BR4	Call with Quinn Emanuel team regarding updates on case (0.4); call with Quinn Emanuel and Province regarding updates on the case (0.3).	0.70	994.00
12/10/24	PT	Review and revise letter to Proof Capital regarding equitization (0.4).	0.40	688.00
12/10/24	BH2	Review ECF filings and verify all documents have been downloaded for attorneys' review (0.4).	0.40	220.00
12/11/24	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5); conference with Quinn Emanuel, Barnes and Thornburg, and Akin teams regarding bankruptcy cases (0.3); conference with PIC creditors regarding bankruptcy cases (1.1).	1.90	2,878.50
12/11/24	PT	Follow up call with Mitchell Hurley, Sarah Schultz, David Dunn and David Proman regarding plan structure (1.0); participate in conference with Debtors and PIC Stadlin Group with Jason Brookner, Michael Robinson, David Stadlin, Nicholas Walsh, Amber Carson, Bradley Monton, Heather Johnston, Jon LeFebvre, Steve Lindsey and Blake Bryan regarding operation results and plan outline (1.0); prepare for and participate in informal Meet and Confer with Karen Yang,	6.30	10,836.00

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		Razmig, Izakelian, Kathryn Hutchins, David Eaton, Mitchell Hurley, Elizabeth Scott and Sarah Schultz (2.3); correspondence with D. Azman regarding meeting with Creditors Committee (1.0); review and comment on Committee's outreach to unrepresented or represented parties for inclusion in Committee (1.0).		
12/11/24	PT	Prepare for (0.2) and participate in call with Province team, Daniel Holzman, Alain Jaquet and Ben Roth regarding Temple sale closing and exit financing and plan structure (0.5).	0.70	1,204.00
12/11/24	AJ4	Review and revise the draft tax motion and proposed order (2.5).	2.50	3,550.00
12/11/24	AJ4	Prepare for and attend telephone conference with P. Tomasco, M. Robinson and respective teams in connection with case status and next steps (0.5).	0.50	710.00
12/11/24	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	710.00
12/11/24	RH9	Attend meeting with Rhodium and Province teams to discuss strategy (0.5); draft letter agreement with Unsecured Creditors' Committee (0.4).	0.90	954.00
12/11/24	BR4	Call with Quinn Emanuel and Province team regarding case updates (0.5).	0.50	710.00
12/12/24	RI	Conference with Quinn Emanuel team, Province team, and Committee regarding bankruptcy cases (0.8); conference with P. Tomasco, T. Schmeltz, C. Underwood, and D. Eaton regarding bankruptcy cases (0.3).	1.10	1,666.50

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12/12/24	PT	Participate in pre-call with N. Nichols and M. Robinson regarding committee conference (1.0); prepare for and participate in update call with unsecured creditors committee (1.0); follow up conference with management and Province (0.6).	2.60	4,472.00
12/13/24	BH2	Email communications with P. Tomasco regarding the filing of a notice of bankruptcy in a recently filed state court lawsuit (0.4); coordinate the filing of same (0.6).	1.00	550.00
12/16/24	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.5); conference with P. Tomasco and Special Committee regarding bankruptcy cases (0.4).	1.40	2,121.00
12/16/24	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. In connection with case status and next steps (0.5).	0.50	710.00
12/16/24	BR4	Call with Quinn Emanuel team regarding internal work streams (0.5); call with Quinn Emanuel and Province teams regarding case strategy (0.5).	1.00	1,420.00
12/16/24	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	530.00
12/16/24	PT	Prepare for (0.1) and participate in internal coordination meeting to review projects and plan drafting (0.5); prepare for (0.2) and participate in coordination call with Province team to review status of projects and plan projections (0.5).	1.30	2,236.00
12/18/24	RI	Conference with Quinn Emanuel and Province teams regarding case	0.50	757.50

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		strategy (0.5).		
12/18/24	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	710.00
12/18/24	BR4	Call with Quinn Emanuel team and Province team regarding plan and document requests (0.5).	0.50	710.00
12/18/24	BH2	Review Pacer filings and calendar any deadlines and hearing dates (0.4).	0.40	220.00
12/18/24	EDW	Review assumption opinion (0.5).	0.50	882.50
12/18/24	RH9	Meet with the Province and Quinn Emanuel teams to discuss strategy (0.5).	0.50	530.00
12/18/24	PT	Participate in coordination call with Province team (0.5).	0.50	860.00
12/19/24	AJ4	Review and revise tax motion and order (1.0); correspond with P. Tomasco in connection with the same (0.1); correspond with M. Robinson, C. Topping, et al. In connection with the same (0.1).	1.20	1,704.00
12/20/24	PT	Conference with Province regarding plan projections and Temple sale logistics (0.5).	0.50	860.00
12/20/24	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	710.00
12/20/24	BR4	Call with Quinn Emanuel and Province team regarding various work streams (0.5).	0.50	710.00
12/23/24	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.5); conference with Quinn Emanuel and Barnes & Thornburg teams regarding	1.50	2,272.50

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		bankruptcy cases (0.5).		
12/23/24	BR4	Call with Quinn Emanuel team regarding work streams and research (0.5); call with Quinn Emanuel team and Province team regarding outstanding workstreams and scheduling (0.5).	1.00	1,420.00
12/23/24	BH2	File monthly operating reports for each of the 19 Rhodium debtors (1.1); download file-stamped copies (0.8) and forward to the Client (0.1).	2.00	1,100.00
12/23/24	PT	Coordinate proof equitization documents with R. Harrington (0.3).	0.30	516.00
12/23/24	RH9	Rhodium team call re case strategy (0.5); conference with Quinn Emanuel and Rhodium teams regarding case strategy (0.5).	1.00	1,060.00
12/23/24	PT	Coordination call with Quinn Emanuel team regarding plan drafting and next set of motions (0.5); update call with Province team to review status of plan projections (0.5).	1.00	1,720.00
12/26/24	PT	Review and comment on press release and investor communication (0.6).	0.60	1,032.00
12/27/24	RH9	Draft correspondence with Proof re debt equitization (0.8).	0.80	848.00
12/30/24	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	1.00	1,515.00
12/30/24	PT	Participate in Quinn Emanuel coordination call to review status of plan and next wave of motions (0.5); participate in Province call to discuss engagement with committees on plan projections and status of outreach (0.5); Review and respond to emails	1.30	2,236.00

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		with the Province team (0.3).		
12/30/24	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	530.00
12/30/24	BR4	Call with Quinn Emanuel team regarding outstanding work streams and updates (0.5); call with Quinn Emanuel and Province team regarding same (0.5).	1.00	1,420.00
12/31/24	RH9	Finalize and send correspondence to proof re debt equitization (0.1).	0.10	106.00
SUBTOTAL			55.90	80,889.50

vii Claims Administration and Objections

12/02/24	BH2	Continue to review and rename proofs of claim filed in the Rhodium bankruptcy case (2.5).	2.50	1,375.00
12/03/24	RH9	Legal research into preclusion of claim objections (1.7).	1.70	1,802.00
12/04/24	PT	Review status of Midas claim (0.7); review pleadings from Midas docket and transcript of ruling (0.7).	1.40	2,408.00
12/10/24	PT	Correspond with R. Izakelian regarding initial claims analysis meeting and strategy for claim objections (0.3).	0.30	516.00
12/13/24	PT	Participate in conference call with Province team regarding claim objections (0.3).	0.30	516.00
12/17/24	PT	Correspondence with C. Topping regarding Proof claims and objections thereto (0.5).	0.50	860.00
12/20/24	PT	Coordinate correspondence to Proof and objection to claim (0.4).	0.40	688.00
12/23/24	RH9	Legal research into classification of creditor claims (1.4).	1.40	1,484.00
12/30/24	PT	Coordinate with R. Harrington	0.60	1,032.00

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		regarding Proof letter (0.3); coordinate final letter with C. Topping (0.3).		
12/30/24	RH9	Draft correspondence with proof capital creditor (1.5).	1.50	1,590.00
		SUBTOTAL	10.60	12,271.00

viii Corporate Governance and board Matters

12/02/24	PT	Coordinate board agenda for pre- Plan steps in light of freedom to operate at Rockdale/sale of Temple (0.6).	0.60	1,032.00
12/02/24	PT	Prepare for and participate in Special Committee meeting (1.2).	1.20	2,064.00
12/04/24	PT	Prepare for and attend board meeting for updates on operations and restructuring (1.0); follow up conference with D. Eaton (0.8).	1.80	3,096.00
12/11/24	PT	Prepare for and participate in Board Meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton and Spencer Wells (1.1).	1.10	1,892.00
		SUBTOTAL	4.70	8,084.00

x Employment and Fee Applications

12/03/24	BH2	File the Supplemental Declaration of Trace Schmeltz (Barnes & Thornburg) (0.3) and forward a copy to Client for their files (0.1).	0.40	220.00
12/04/24	BH2	File the Monthly Fee Statements of Province LLC and Lehotsky Keller Cohn (0.5); forward same to the parties listed on the Interim Compensation Order (0.1).	0.60	330.00
12/05/24	BH2	Email communications with B. Rice re Ordinary Course Declaration filed	5.30	2,915.00

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		on behalf of Bearden Creek Advisors (0.2); begin to prepare the November monthly fee statement (5.1).		
12/09/24	BH2	Continue to prepare the November monthly fee statement (1.6).	1.60	880.00
12/18/24	BH2	Continue to prepare the third monthly fee statement (3.1); forward to P. Tomasco for review (0.1); file the monthly fee statement (0.3) and serve to the parties listed in the Interim Compensation Order (0.2); forward the LEDES data to the United States Trustee (0.1).	3.80	2,090.00
12/23/24	BH2	Finalize the Barnes & Thornburg and Stris & Maher monthly fee statements (0.3) and file both (0.4); forward file-stamped copies, along with LEDES data to the parties on the Interim Compensation Order (0.3).	1.00	550.00
12/28/24	PT	Correspondence with C. Topping regarding Lehotsky Keller Cohn fee payment (0.4); communicate with Province team regarding no need for certificate of no objection under fee procedures (0.5).	0.90	1,548.00
SUBTOTAL			13.60	8,533.00

xi Financing and Cash Collateral

12/02/24	PT	Coordinate with D. Azman regarding committee issues and prior correspondence regarding same (0.9).	0.90	1,548.00
12/10/24	PT	Attend conference with Kevin Hays, Chase Blackmon, David Dunn, Charles Topping, Nathan Nichols, Cameron Blackmon, Michael Robinson, John Stokes, Will Thompson, Jon Cohn and Becky Rice regarding exit financing solicitation (1.1).	1.10	1,892.00
12/11/24	PT	Review and revise CIM for exit	0.60	1,032.00

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		financing (0.6).		
12/12/24	DH3	Comment on payoff letter (1.1).	1.10	1,727.00
		SUBTOTAL	3.70	6,199.00

xii Litigation

12/02/24	PT	Coordinate with E. Winston regarding phase 2 litigation tasks (0.4).	0.40	688.00
12/03/24	PT	Strategy call with the Stris/Lehotsky teams regarding planning for phase 2 and issues with plan timing (0.6); coordinate with the Lehotsky Keller Cohn team regarding adversary complaint and provide examples (0.4).	1.00	1,720.00
12/03/24	KH1	Attend call with litigation team and Client regarding litigation strategy (0.9).	0.90	1,318.50
12/03/24	RH9	Draft motion for relief from automatic stay (1.9).	1.90	2,014.00
12/04/24	KH1	Correspondence regarding document production (0.2).	0.20	293.00
12/04/24	PT	Coordinate format and content of adversary complaint with Lehotsky Keller Cohn team (0.1); locate and socialize similar forms and cases on injunctive relief (0.3); online research regarding updated cases on injunctive relief available (0.2); analyze cases and circulate to litigation team (0.3).	0.90	1,548.00
12/06/24	KH1	Correspond with P. Tomasco regarding protective order and review same (0.6).	0.60	879.00
12/09/24	BH2	Review email from R.Izakelian regarding deposition and deposition exhibits (0.1); obtain requested documents for the production of	1.60	880.00

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		documents (1.5).		
12/10/24	PT	Litigation strategy call with Morgan Soule, Stephen Lemmon, Bridget Asay, John Stokes, Jon Cohn, Will Thompson, Charles Topping, Chase Blackmon, Cameron Blackmon and Nathan Nichols (0.9).	0.90	1,548.00
12/12/24	AJ4	Prepare responses and objections to BRIC's document requests (5.9); correspond with R. Izakelian in connection with the same (0.2).	6.10	8,662.00
12/13/24	RI	Review and analyze 345 Partners complaint (1.2).	1.20	1,818.00
12/13/24	AJ4	Review and revise draft responses and objections to BRIC document requests (1.0); correspond with R. Izakelian in connection with the same (0.1).	1.10	1,562.00
12/13/24	BR4	Research related to newly filed lawsuit (1.8).	1.80	2,556.00
12/13/24	RH9	Draft suggestion of bankruptcy for Tarrant County Litigation (1.7).	1.70	1,802.00
12/16/24	PT	Comment on draft response to Foley email regarding phase 2 planning (0.3); communicate with J. Cohn regarding status of adversary proceeding (0.2).	0.50	860.00
12/17/24	PT	Communicate with Lehotsky Keller Cohn regarding status of complaint (0.5); participate in litigation strategy call (0.5); coordinate research of carryover effect of court ruling to phase 2 (0.4); gather prior research on law of the case (0.4); online research regarding same (0.4).	2.20	3,784.00
12/18/24	PT	Circulate additional briefing on law of the case (0.4); review and comment on scheduling proposal for phase 2 correspondence (1.0).	1.40	2,408.00
12/19/24	PT	Correspond with litigation team	2.10	3,612.00

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		regarding informal discovery responses (0.3); revise and circulate proposed investor update (0.2); correspond with special committee regarding protective order for document production (0.4); review and comment on communication with Akin regarding discovery responses (0.4); research regarding proportionality applied to 2004 exams (0.5); coordinate strategy regarding UCC requests versus Akin requests (0.3).		
12/20/24	PT	Online research regarding proportionality (0.7).	0.70	1,204.00
12/20/24	PT	Suggest changes to email to Foley team regarding scheduling phase 2 (0.5).	0.50	860.00
12/23/24	PT	Correspondence with S. Schultz regarding coordinating discovery with Unsecured Creditors' Committee (0.4); coordinate protective order with R. Mates (0.3); additional research regarding proportionality and prudential standing to conduct discovery (1.2); circulate research to Quinn Emanuel team (0.2); coordinate information with Akin team regarding exit financing package (0.3).	2.40	4,128.00
12/23/24	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian (2.3).	2.30	437.00
12/27/24	RV2	Prepare document production per request from R. Izakelian (3.1).	3.10	589.00
12/29/24	PT	Review and revise response (0.8).	0.80	1,376.00
12/30/24	PT	Comment on outreach to Whinstone on miner movement (0.2).	0.20	344.00
SUBTOTAL			36.50	46,890.50

xiv Plan and Disclosure Statement

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

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12/02/24	PT	Conference with M. Soule and C. Topping regarding Proof Capital equitization steps prior to plan process (1.0).	1.00	1,720.00
12/03/24	BR4	Research related to plan structure (2.1).	2.10	2,982.00
12/04/24	AJ4	Research motion for conditional approval of disclosure statement and solicitation procedures (2.3).	2.30	3,266.00
12/04/24	PT	Coordinate drafting of conditional motion for approval of disclosure statement (0.4); locate recent relevant exemplars (0.4).	0.80	1,376.00
12/04/24	BR4	Draft plan (4.9).	4.90	6,958.00
12/05/24	AJ4	Prepare draft motion for conditional approval of disclosure statement and solicitation procedures (6.9).	6.90	9,798.00
12/05/24	BR4	Draft plan of reorganization (9.1).	9.10	12,922.00
12/06/24	PT	Follow up with plan drafting team with distribution math spreadsheet (0.4); follow up with C. Topping regarding Proof de-equitization demand to refine distribution projections (0.5).	0.90	1,548.00
12/06/24	AJ4	Review and revise draft motion relating to conditional approval of disclosure statement and solicitation statement (8.2).	7.90	11,218.00
12/06/24	BR4	Draft plan of reorganization (2.8).	2.80	3,976.00
12/09/24	RI	Revise plan of reorganization (6.1), legal research regarding classification (5.5).	11.60	17,574.00
12/09/24	AJ4	Review and revise draft motion regarding conditional approval disclosure statement and solicitation procedures (7.2).	7.20	10,224.00
12/09/24	BR4	Call with A. Jaquet regarding disclosure statement and plan (0.3);	3.90	5,538.00

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		continue drafting plan of reorganization (3.6).		
12/10/24	RI	Review and revise plan of reorganization (4.1).	4.10	6,211.50
12/10/24	BR4	Continue drafting plan of reorganization (4.9) and emails with R. Izakelian regarding same (0.5).	5.40	7,668.00
12/11/24	BR4	Continue drafting plan of reorganization and send to RI (7.4).	7.40	10,508.00
12/12/24	BR4	Revise plan to incorporate comments from R. Izakelian (2.5).	2.50	3,550.00
12/16/24	PT	Correspond with S. Schultz regarding plan structures (0.3).	0.30	516.00
12/16/24	BR4	Emails and call with R. Izakelian regarding plan structure (1.1).	1.10	1,562.00
12/17/24	RI	Review and revise plan of reorganization (4.3).	4.30	6,514.50
12/17/24	BR4	Review and revise plan per comments from R. Izakelian and P. Tomasco (2.1); begin drafting disclosure statement (3.1); review assumption opinion (0.9).	6.10	8,662.00
12/17/24	PT	Attend conference with D. Dunn and S. Schultz regarding plan structure (0.8); review plan status with R. Izakelian and B. Roth (0.3).	1.10	1,892.00
12/18/24	RI	Review and revise plan (2.3).	2.30	3,484.50
12/18/24	BR4	Draft disclosure statement (6.4).	6.40	9,088.00
12/18/24	PT	Circulate plan to D. Dunn and D. Eaton for comments (0.3); review draft plan and edit same (1.1).	1.40	2,408.00
12/19/24	BR4	Continue to edit the disclosure statement (1.4).	1.40	1,988.00
12/20/24	RI	Conference with Province team regarding plan (0.8).	0.80	1,212.00
12/20/24	BR4	Draft disclosure statement (0.4).	0.40	568.00

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Invoice Number: 101-0000182577

12/23/24	PT	Conference with drafting team regarding cram down interest rate (0.4); online research regarding latest cram down rates (1.4).	1.80	3,096.00
12/23/24	BR4	Draft disclosure statement (4.9).	4.90	6,958.00
12/24/24	BR4	Continue drafting disclosure statement (7.9).	7.90	11,218.00
12/25/24	BR4	Continue drafting disclosure statement (4.2).	4.20	5,964.00
12/25/24	RI	Review and revise plan (1.8).	1.80	2,727.00
12/25/24	PT	Correspondence regarding latest plan and disclosure statement draft (0.6).	0.60	1,032.00
12/26/24	PT	Work on coordinating plan projection review and approval by management (0.4); participate in conference call to resolve final changes and pressure tests to projections (0.5); review projections and assumptions (1.4).	2.30	3,956.00
12/26/24	BR4	Continue to draft the disclosure statement (4.9).	4.90	6,958.00
12/27/24	RI	Review and revise plan (1.2).	1.20	1,818.00
12/27/24	PT	Call with Province and management team regarding plan projections and liquidation analysis (0.6); coordinate Committee campaign to review projections (0.5); coordinate language regarding REI notes versus other secured notes classes (1.0).	2.10	3,612.00
12/27/24	BR4	Finalize disclosure statement draft (3.9) and send to R. Izakelian (0.2).	4.10	5,822.00
12/29/24	RI	Review and revise disclosure statement (9.2).	9.20	13,938.00
12/29/24	BR4	Emails with R. Izakelian regarding disclosure statement (0.2); review and revise same (0.3).	0.50	710.00
12/30/24	PT	Coordinate finalization of plan draft with additional updates (0.4); revise plan provisions and correct language	1.90	3,268.00

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		to conform with current thinking (0.9); coordinate liquidation analysis format with Province team (0.3); correspondence with T. Schmeltz regarding socializing plan draft (0.3).		
12/30/24	BR4	Review and revise disclosure statement per R. Izakelian comments (3.5).	3.50	4,970.00
12/30/24	BH2	Revise the draft of the Plan of Reorganization (1.1).	1.10	605.00
12/31/24	BR4	Call with R. Izakelian regarding disclosure statement questions (0.7); review and revise disclosure statement regarding same and send to RI (4.0).	4.70	6,674.00
12/31/24	PT	Coordinate with MWE team on plan drafts (0.2); circulate draft plan to management and BT teams for comments (0.2); online research regarding Committee and non-committee standing to assert claims (1.1) and update prior work product on collocability in standing context (0.5); circulate to team (0.1).	2.10	3,612.00
12/31/24	EDW	Review draft plan (1.1).	1.10	1,941.50
		SUBTOTAL	166.30	243,812.00

xv Relief from Stay and Adequate Protection

12/03/24	PT	Coordinate the drafting of the lift stay motion regarding pending litigation in light of claims register(0.4); correspondence with R. Harrington regarding draft motion and exemplars for same (0.4); review Western District of Texas litigation regarding same (0.4); coordinate with R. Harrington to incorporate in draft (0.4).	1.60	2,752.00
12/04/24	PT	Coordinate with R. Harrington's draft of lift stay motion (0.3);	0.70	1,204.00

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		correspond with C. Topping and M. Soule regarding same (0.4).		
12/04/24	RH9	Legal research into claim and issue preclusion (3.2); draft motion to lift stay (3.4).	6.60	6,996.00
12/05/24	RH9	Draft motion to lift stay and proposed order (3.0); legal research regarding the same (1.2); call with P. Tomasco and E. Brennan to discuss motion to lift stay (0.3).	4.50	4,770.00
12/06/24	RH9	Draft motion to lift stay and proposed order (1.2).	1.20	1,272.00
12/09/24	PT	Coordination meeting with Razmig Izakelian, Alain Jaquet, R. Harrington and Ben Roth (0.4); coordination call with Quinn Emanuel and Province teams regarding upcoming deadlines and strategy (0.3).	0.70	1,204.00
12/11/24	PT	Correspondence with C. Topping regarding status of Midas Green stay motion (0.2); review and coordinate draft of stay violation demand letter to Jim Farr (0.7).	0.90	1,548.00
12/11/24	RH9	Correspondence with litigation counsel regarding motion to lift stay (0.3).	0.30	318.00
12/11/24	AJ4	Research case law regarding issuance of notice of default and relation violation of the stay (0.4); correspond with R. Harrington in connection with the same and sample of stay violation letter (0.1).	0.50	710.00
12/12/24	RH9	Draft stay violation letter response to SBC Global (0.8).	0.80	848.00
12/13/24	AJ4	Review and analyze complaint in state action 345 Partners SPV2 LLC, et al. V. Nathan Nicols, et al. (0.7); correspond with R. Izakelian, B. Roth, and R. Harrington regarding preparation of motion relating to stay	5.10	7,242.00

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		violations (0.5); research case law and sample motions regarding stay violations, including in connection with claims belonging to the estate (3.9).		
12/13/24	PT	Review and suggest revisions to stay letter to J. Farr (0.3); review and comment on new Tarrant County litigation (0.2); coordinate drafting and filing of notice of bankruptcy (0.1); review and forward new lawsuit (0.1); correspondence with J. Brookner regarding same (0.1); correspondence with T. Schmeltz regarding lawsuit (0.1).	0.90	1,548.00
12/13/24	RH9	Legal research into violation of stay for sanctions motion (4.0).	4.00	4,240.00
12/14/24	AJ4	Research case law regarding stay violations in connection with Texas state action 345 Partners SPV2 LLC, et al. V. Nathan Nicols, et al. (1.4); confer and correspond with R. Harrington in connection with the same (0.1).	1.50	2,130.00
12/14/24	RH9	Legal research in support of motion for sanctions (1.8); draft motion for sanctions for violation of automatic stay (3.0).	4.80	5,088.00
12/15/24	RH9	Draft sanctions motion (6.0).	6.00	6,360.00
12/16/24	RH9	Draft motion for sanctions (1.0).	1.00	1,060.00
12/16/24	PT	Review and comment on status of stay violation pleading with respect to Fairburn lawsuit in Tarrant County (0.3); emails with S. Lemmon regarding prior warnings regarding stay (0.2); coordinate with drafting team (0.2).	0.70	1,204.00
12/30/24	RH9	Draft motion for sanctions (7.3).	7.30	7,738.00
SUBTOTAL			49.10	58,232.00

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Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Eric D. Winston	EDW	Partner	1.60	1,765.00	2,824.00
Patty Tomasco	PT	Partner	97.70	1,720.00	168,044.00
Daniel Holzman	DH3	Counsel	17.00	1,570.00	26,690.00
Razmig Izakelian	RI	Associate	83.20	1,515.00	126,048.00
Kathryn Hutchins	KH1	Associate	1.70	1,465.00	2,490.50
Ben Roth	BR4	Associate	97.00	1,420.00	137,740.00
Alain Jaquet	AJ4	Associate	55.30	1,420.00	78,526.00
Rachel Harrington	RH9	Associate	56.80	1,060.00	60,208.00

Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	23.00	550.00	12,650.00

Litigation

Support/Document

Management Services	Init.	Title	Hours	Rate	Amount
Raul Vasquez	RV2	Litigation Support	5.40	190.00	1,026.00

Expense Summary

Description	Amount
Meals during travel	119.43
Deposition transcript(s)	2,750.90
Express mail	115.20
Online Research	0.00
Travel	128.20
Color Document Reproduction	0.25 2.75
Word processing	0.00
Hotel	1,359.69
Courier	14.00
Professional services - Other	32,836.13
Out-of-Town Travel	150.83
Room rental	2,405.00
Secretarial overtime	0.00

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Description	Amount
Air travel	1,714.45
Document Services	81.26
<u>Litigation Support Costs</u>	
(Charges based on market not cost)	
RelOne User Fee	400.00
RelOne TIFF (per page)	19.62
RelOne Processing	16,452.10
RelOne Active Hosting (Per GB)	736.12
Total Expenses	\$59,285.68

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

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S
FIFTH MONTHLY FEE STATEMENT FOR THE PERIOD
JANUARY 1, 2025, THROUGH JANUARY 31, 2025**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Granting the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”) (ECF No. 264) entered on October 14, 2024, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period January 1, 2025, through January 31, 2025 (the “Fifth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$779,348.80 (80% of the services rendered), plus \$11,222.73 (100% of the interim expenses incurred). Summaries of the fees and expenses are as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the Fourth Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. Rhodium Enterprises, Inc., Attn: Charles Topping (chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com), 2617 Bissonnet Street, Suite 234, Houston, Texas 77005;
- 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), 700 Louisiana, Suite 3900, Houston, Texas 77002;
- 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), 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074;
- iv. Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), 609 Main, 40th Floor, Houston, Texas 77002, and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com), 51 West 52nd Street, New York, New York 10019;
- v. Counsel for the Committee of Unsecured Creditors, c/o McDermott Will & Emery LLP, 2501 North Harwood St., Suite 1900, Dallas, Texas 75201, Attn: Charles R. Gibbs (cr gibbs@mwe.com); and

- vi. United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov), 515 Rusk, Suite 3516, Houston, Texas 77002.

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 25th day of March, 2025.

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

/s/ Patricia B. Tomasco
Patricia B. Tomasco (SBN 01797600)
Cameron Kelly (SBN 24120936)
Alain Jaquet (*pro hac vice*)
700 Louisiana Street, Suite 3900
Houston, Texas 77002
Telephone: 713-221-7000
Facsimile: 713-221-7100
Email: pattytomasco@quinnemanuel.com
Email: cameronkelly@quinnemanuel.com
Email: alainjaquet@quinnemanuel.com

- and -

Eric Winston (*pro hac vice*)
Razmig Izakelian (*pro hac vice*)
865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017
Telephone: 213-443-3000
Facsimile: 213-443-3100
Email: ericwinston@quinnemanuel.com
Email: razmigizakelian@quinnemanuel.com

Counsel for the Debtors and Debtors in Possession

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
ii	Asset Disposition	4.8	\$6,698.00	\$5,358.40
iii	Assumption and Rejection of Leases and Contracts	6.7	\$7,805.50	\$6,244.40
ix	Employee Benefits and Pensions	1.7	\$3,306.50	\$2,645.20
v	Business Operations	14.0	\$19,503.50	\$15,602.80
vi	Case Administration	92.9	\$137,106.50	\$109,685.20
vii	Claims Administration and Objections	62.2	\$90,970.50	\$72,776.40
viii	Corporate Governance and Board Matters	8.0	\$15,136.50	\$12,109.20
x	Employment and Fee Applications	24.6	\$16,887.00	\$13,509.50
xii	Litigation	367.6	\$478,386.50	\$382,709.20
xiv	Plan and Disclosure Statement	104.3	\$180,944.50	\$144,755.60
xv	Relief from Stay and Adequate Protection	12.5	\$17,441.00	\$13,952.80
	Total	699.3	\$974,186.00	\$779,348.80

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$1,945.00	148.0	\$287,860.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	9.5	\$16,862.50
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	62.6	\$104,229.00
Lindsay Weber	Associate		Bankruptcy & Restructuring	\$1,665.00	54.0	\$89,910.00
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	60.3	\$94,068.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	92.2	\$143,832.00
Deshani Ellis	Associate	2020	Commercial Litigation	\$1,560.00	6.8	\$10,608.00
Sam Donohue	Associate	2019	Litigation	\$1,560.00	4.9	\$7,644.00
Zach Meeker	Associate	2022	Complex Litigation	\$1,435.00	8.5	\$12,197.50
Eli Pales	Associate	2022	Litigation	\$1,315.00	27.2	\$35,768.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	72.6	\$84,579.00
Lance Frankel	Associate	2024	Litigation	\$1,035.00	28.5	\$29,497.50
Scott Anderson	Associate	2024	Litigation	\$1,035.00	10.3	\$10,660.50
Shashank Sirivolu	Associate	2024	Complex Litigation	\$1,035.00	2.5	\$2,587.50
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	46.1	\$30,195.50
Michael Acuna	Litigation Support			\$190.00	1.3	\$247.00
Michael Acuna	Litigation Support			\$210.00	.4	\$84.00
Ryan Lopez	Litigation Support			\$210.00	28.1	\$5,901.00
Linda Yanez	Litigation Support			\$210.00	2.3	\$483.00

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Raul Vasquez	Litigation Support			\$210.00	33.2	\$6,972.00
Total					699.3	\$974,186.00

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Room rental (from October 2024)	\$1,040.00
Filing fee	\$100.00
Meals during travel	
Deposition transcripts	
Federal Express/Express mail	
Courier	
Hotel	
Out of-town travel	
Air Travel	
Travel	
Document Services	
RelOne User Fee	\$1,200.00
RelOne TIFF (per page)	\$2,355.50
RelOne Active Hosting (per GB)	\$1,222.48
RelOne Processing	\$3,505.50
Black and white document reproduction (\$.10 per page)	\$1.80
Color document reproduction (\$.25 per page)	\$2.75
Professional services – (fees/expenses incurred by expert – Nenad Miljkovic)	
Hearing Transcripts	\$1,794.70
Total	\$11,222.73

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865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

February 21, 2025

Cameron Blackmon
Rhodium Enterprises, Inc.
4146 W US Highway 79
Rockdale, TX 76567

Matter #: 12875-00001
Invoice Number: 101-0000185072
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

For Professional Services through January 31, 2025 in connection with a potential restructuring of this crypto mining company.

Fees	\$974,186.00
Expenses	<u>\$11,222.73</u>
Net Amount	\$985,408.73
Total Due This Invoice	\$985,408.73
Balance Due from Previous Statement(s)	\$1,295,534.30
Total Balance Due	<u><u>\$2,280,943.03</u></u>

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

quinn emanuel trial lawyers

February 21, 2025

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Matter #: 12875-00001

Invoice Number: 101-0000185072

Statement Detail**ii Asset Disposition**

01/07/25	RH9	Revise deminimis sale motion (2.0).	2.00	2,330.00
01/21/25	AJ4	Review and revise draft motion to pay certain pre-petition amounts to Whinstone (1.7); research business judgment rule in connection with the same (0.9); correspond with P. Tomasco regarding the same (0.2).	2.80	4,368.00
SUBTOTAL			4.80	6,698.00

iii Assumption and Rejection of Leases and Contracts

01/17/25	RH9	Legal research into adequate assurance and cure requirements (1.4).	1.40	1,631.00
01/20/25	RH9	Legal research into cure and adequate assurance requirements for nonmonetary defaults (3.4); legal research into adequate assurance requirements for monetary defaults (.9); compile and distribute research (1.0).	5.30	6,174.50
SUBTOTAL			6.70	7,805.50

ix Employee Benefits and Pensions

01/23/25	PT	Operations update meeting with Morgan Soule, Chase Blackmon, Cameron Blackmon, Kevin Hays, Charles Topping, Michael Robinson; correspondence regarding reduction in force and year-end reviews (.9).	0.90	1,750.50
01/28/25	PT	Call with Charles Topping, Alicia Catatao, Chase Blackmon regarding the ordinary course year-end review process (.4); follow up research regarding ordinary course bonus parameters (.4).	0.80	1,556.00

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SUBTOTAL	1.70	3,306.50
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v Business Operations

01/02/25	AJ4	Correspond with P. Tomasco regarding the preparation of the motion to pay certain taxes (0.1).	0.10	156.00
01/04/25	AJ4	Correspond with B. Rice regarding the motion to pay certain taxes (0.1).	0.10	156.00
01/06/25	AJ4	Finalize the motion for seeking payment of certain taxes (1.1).	1.10	1,716.00
01/06/25	PT	Review and revise the motion to pay ad valorem taxes (.3); correspond with A. Jaquet regarding revisions (.3).	0.60	1,167.00
01/07/25	AJ4	Finalize draft motion to pay certain taxes (0.3); correspond with B. Rice, C. Topping, et al. regarding the same (0.1); correspond with P. Tomasco and B. Howell regarding the same (0.2).	0.60	936.00
01/17/25	AJ4	Review and revise the draft motion to pay certain prepetition invoices to Whinstoner (4.3).	4.30	6,708.00
01/28/25	RH9	Legal research into discovery of individual and corporate tax returns (4.0).	4.00	4,660.00
01/28/25	AJ4	Prepare a certificate of no objection and proposed order regarding the tax motion (0.7).	0.70	1,092.00
01/29/25	RH9	Legal research into tax disclosure in discovery (2.5).	2.50	2,912.50
		SUBTOTAL	14.00	19,503.50

vi Case Administration

01/02/25	AJ4	Attend telephone conference with P. Tomasco, R. Robinson, et al. in connection with case status, strategy,	0.50	780.00
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		and next steps (0.5).		
01/03/25	PT	Comment on changes to amended schedules to avoid potential legal issues and emails with K. Lee, C. Topping, M. Soule regarding same (.7).	0.70	1,361.50
01/03/25	BR4	Call with Quinn Emanuel and Province teams regarding plan and other work streams (0.6).	0.60	936.00
01/03/25	BR4	Call with Quinn Emanuel and Province team regarding plan draft (0.6).	0.60	936.00
01/03/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status, strategy, and next steps (0.6).	0.60	936.00
01/03/25	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (.6).	0.60	699.00
01/03/25	PT	Prepare for (.6) and call with R. Izakelian, A. Jaquet, B. Roth, A. Popescu, K. Lee, M. Robinson, L. Weber regarding plan drafting projects and claim objections needed for classification (.6).	1.20	2,334.00
01/06/25	BR4	Call with Quinn Emanuel team regarding case status (0.3); call with Quinn Emanuel team and Province team regarding same (0.4).	0.70	1,092.00
01/06/25	PT	Prepare for and participate in operational project overview call with Chase Blackmon, Cameron Blackmon, M. Soule, M. Robinson, M. Hays (.8).	0.80	1,556.00
01/06/25	PT	Prepare for planning call (.5); planning call with R. Izakelian, A. Jaquet, B. Roth, A. Popescu, K. Lee, M. Robinson, L. Weber to review status of claim objections, plan drafts; plan negotiations and motions to be	1.20	2,334.00

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		filed in case (.4); coordinate finalization of motions (.3).		
01/06/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status, strategy, and next steps (0.4).	0.40	624.00
01/06/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, R. Izekilian, et al. regarding case administration and weekly tasks (0.4).	0.50	780.00
01/06/25	BH2	Review Pacer docket and verify all documents have been downloaded for attorneys' review (.6).	0.60	393.00
01/06/25	RH9	Prepare for (.1) and attend conference call with Province and Quinn Emanuel teams regarding case strategy (.4).	0.50	582.50
01/06/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.3); prepare for (.1) and attend conference with Quinn Emanuel and Province teams regarding case strategy (0.4).	0.80	1,332.00
01/07/25	AJ4	Attend telephone conference with P. Tomasco, R. Robinson, et al. regarding case status and strategy (0.5).	0.50	780.00
01/07/25	PT	Continue diligence on amended schedules and statements (.2); correspond with K. Lee and C. Topping regarding same(.1).	0.30	583.50
01/07/25	RH9	Conference with Quinn Emanuel and Province teams re strategy (.5).	0.50	582.50
01/07/25	PT	Prepare for (.5) and attend planning call with R. Izakelian, A. Jaquet, B. Roth, A. Popescu, K. Lee, M. Robinson, L. Weber to coordinate the finalization and filing of January motions (tax, stay, de minimis	2.10	4,084.50

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		sales)(.5); follow up on service of motions to specially affected parties(1.1).		
01/07/25	DH3	Conference call with QE team and Province regarding status of case (.5).	0.50	887.50
01/07/25	BR4	Call with Quinn Emanuel team and Province team regarding case updates (0.5).	0.50	780.00
01/07/25	BH2	Revise and finalize the Emergency Motion for Status Conference, the Motion Authorizing Use, Sale, or Lease of Certain Property of the Estate, the Motion for an Order Granting Limited Relief from Automatic Stay, and the Motion Authorizing Debtors to Pay Certain Pre and Post Petition Taxes to Taxing Authorities (2.1); file same (.5) and distribute to the Client (.1).	2.70	1,768.50
01/07/25	RI	Prepare for (.2) and attend conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.70	1,165.50
01/08/25	BR4	Prepare for (.2) and call with the Quinn Emanuel and Province teams regarding case updates (.5).	0.70	1,092.00
01/08/25	PT	Planning call with R. Izakelian, A. Jaquet, B. Roth, A. Popescu, K. Lee, M. Robinson, L. Weber (.5).	0.50	972.50
01/08/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
01/08/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	832.50
01/09/25	BR4	Prepare for (.1) and call with Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province team regarding same (0.5).	1.10	1,716.00
01/10/25	BR4	Prepare for (.1) and call with Quinn	0.60	936.00

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		Emanuel and Province teams regarding case updates (0.5).		
01/10/25	RH9	Conference with Quinn Emanuel and Province teams to plan strategy (.5).	0.50	582.50
01/10/25	PT	Call with D. Dunn, David Eaton, Spencer Wells, Trace Schmeltz, Michael Robinson(1.0); follow up call David Dunn, David Eaton, Spencer Wells, Trace Schmeltz, Michael Robinson (.5).	1.50	2,917.50
01/10/25	PT	Prepare for (.4) and attend coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber to review the status of projects and strategy (.5).	0.90	1,750.50
01/10/25	RI	Prepare for (.1) and conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.60	999.00
01/13/25	RH9	Attend Rhodium team meeting (.3); conference with Rhodium and Province teams regarding strategy (.5).	0.80	932.00
01/13/25	BR4	Call with Quinn Emanuel team and Province team regarding case updates (0.5); attend status conference on motion to assume proceedings (0.7).	1.20	1,872.00
01/13/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, R. Izekilian, et al. in connection with weekly tasks relating to the case (0.3).	0.40	624.00
01/13/25	PT	Quinn Emanuel/Province call with Razmig Izakelian, Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alain Jaquet, Ben Roth, Lindsay Weber, Rachel Harrington, to discuss projects and strategy (.5); Quinn Emanuel Team meeting with Razmig Izakelian, Lindsay Weber	0.80	1,556.00

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		Alain Jaquet, Rachel Harrington to discuss projects and strategy (.3).		
01/13/25	LMW	Team call re: case updates (.3); call with Province re: same (.5).	0.80	1,332.00
01/13/25	BH2	Register A. Jaquet, P. Tomasco, J. Stokes, and B. Asay for the 11:00 a.m. hearing (.3); attend a portion of the hearing via telephone (.6); calendar hearing dates and deadlines set by the Court during the hearing (.3).	1.20	786.00
01/14/25	RH9	Rhodium QE team meeting to discuss strategy (.3).	0.30	349.50
01/14/25	BR4	Prepare for (.1) and call with Quinn Emanuel team and Province team regarding case updates (0.3).	0.40	624.00
01/14/25	PT	Prepare for (.5) and attend coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.3); coordinate ordering transcripts from status conferences (.3).	1.10	2,139.50
01/14/25	PT	Operations review meeting with Morgan Soule, Chase Blackmon, Cameron Blockmon, Kevin Hays, Charles Topping, Michael Robinson (1.2).	1.20	2,334.00
01/14/25	RI	Prepare for (.2) and conference with Quinn Emanuel and Province teams regarding case strategy (0.3).	0.50	832.50
01/14/25	BH2	Review Pacer docket (.3) and complete transcript order forms for all the transcripts that had not been previously ordered (.9); file same (.7).	1.90	1,244.50
01/15/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
01/15/25	BR4	Prepare for (.1) and attend call with Quinn Emanuel and Province team	0.60	936.00

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		regarding case updates (0.5).		
01/15/25	BR4	Prepare for (.2) and attend call with Province and Quinn Emanuel regarding claims process (1.1).	1.30	2,028.00
01/15/25	PT	Coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber to review projects and strategy (.5).	0.50	972.50
01/15/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5); conference with Quinn Emanuel and Province teams regarding claims (1.1).	1.60	2,664.00
01/15/25	BH2	Review Pacer docket and download recently filed pleadings for attorneys' review (.9).	0.90	589.50
01/16/25	PT	Coordination and update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.6); review and comment on revised statements and schedules (.1); conference with K. Lee regarding amended schedules and blacklining rules (.2).	0.90	1,750.50
01/16/25	PT	Operations strategy call with Morgan Soule, Chase Blackmon, Cameron Blackmon, Kevin Hays Charles Topping, Michael Robinson (.9).	0.90	1,750.50
01/16/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.6); emails regarding same (0.2)).	0.80	1,248.00
01/16/25	BH2	Email communications with P. Tomasco regarding the amended schedules (.3).	0.30	196.50
01/17/25	PT	Update and strategy call with Andrew Popescu, Daniel Holzman,	2.40	4,668.00

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		Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5); continue comment on revised statements and schedules to insure compliance with local rules (.8); redline global notes for inclusion with schedules (1.1).		
01/17/25	RH9	Conference with Quinn Emanuel and Province team regarding strategy (.5).	0.50	582.50
01/17/25	BR4	Call with P. Tomasco regarding case updates (0.2); emails regarding same (0.3).	0.50	780.00
01/17/25	PT	Strategy call with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, John Stokes, Will Thompson (.5).	0.50	972.50
01/20/25	PT	Strategy call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee Alain Jaquet Ben Roth, Razmig Izakelian, Lindsay Weber (.7); review and distribute hearing transcripts (.1); review shareholder questions with M. Robinson (.1).	0.90	1,750.50
01/20/25	RH9	Quinn Emanuel Rhodium team meeting (.5); conference with Province and Quinn Emanuel teams to discuss strategy (.7).	1.20	1,398.00
01/20/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding weekly tasks relating to the case (0.5).	0.50	780.00
01/20/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status, strategy, and next steps (0.7).	0.70	1,092.00
01/20/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Province and Quinn Emanuel teams regarding same (0.7).	1.20	1,872.00

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01/20/25	RI	Conference with Quinn Emanuel team regarding case strategy (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.7).	1.20	1,998.00
01/21/25	PT	Operations meeting with Morgan Soule, Kevin Hays, Chase Blackmon, Morgan Soule, Michael Robinson, Cameron Blackmon, Charles Topping to review operational strategy and events (.6).	0.60	1,167.00
01/21/25	PT	Update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber, Cameron Kelly (.5); finalize amended statements and schedules (1.3) and correspondence .3).	2.10	4,084.50
01/21/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco and Quinn Emanuel/Province teams regarding case status and next steps (0.3).	0.40	624.00
01/21/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Province and Quinn Emanuel teams regarding same (0.1).	0.60	936.00
01/21/25	BH2	File Monthly Operating Reports for each of the 19 Debtors (1.3) and download same to forward to Client (.7).	2.00	1,310.00
01/21/25	BH2	Review Pacer docket and download pleadings, calendaring any deadlines and hearing dates (.8).	0.80	524.00
01/21/25	RI	Conference with Quinn Emanuel team regarding case strategy (0.5).	0.50	832.50
01/21/25	BH2	Email exchange with B. Roth regarding Rhodium trial transcripts (.2) and forward same (.1).	0.30	196.50
01/22/25	PT	Update call with Andrew Popescu,	0.80	1,556.00

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		Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.8).		
01/22/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.8).	0.80	1,248.00
01/22/25	RH9	Conference with Province and Quinn Emanuel teams regarding strategy (.8).	0.80	932.00
01/22/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.8).	0.80	1,332.00
01/23/25	PT	Update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber, Alain Jaquet, Barbara Howell, Ben Roth, Cameron Kelly, Daniel Holzman, Lindsay Weber Rachel Harrington, Razmig Izakelian (.5); coordinate certificate of no objections for tax and lift stay motions (.3).	0.80	1,556.00
01/23/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status, strategy, and next steps (0.5).	0.50	780.00
01/23/25	BR4	Review and revise response to letter (1.9); emails regarding same (0.2); call with Quinn Emanuel and Province teams regarding case updates (0.5).	2.60	4,056.00
01/23/25	RI	Conference with Quinn Emanuel and Barnes and Thornburg teams (0.6).	0.60	999.00
01/23/25	BH2	Email communications with W. Gruber (Verita Global) and K. Lee (Province) regarding amended schedules and statements (.9); file the amended schedules and statement of financial affairs to each of the 19 companies (2.3); download same and forward to the Client (.9).	4.10	2,685.50

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01/23/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	832.50
01/24/25	PT	Prepare for (.2) and call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian (.5).	0.70	1,361.50
01/24/25	RH9	Conference with Province and Quinn Emanuel team regarding strategy (.5).	0.50	582.50
01/24/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status, strategy, and next steps (0.5).	0.50	780.00
01/24/25	BR4	Prepare for (.3) and call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.80	1,248.00
01/24/25	BH2	Register attorneys to participate in the Rhodium hearing (.3).	0.30	196.50
01/24/25	BH2	Complete Transcript Order Form for the January 24th hearing (.3) and file same (.3).	0.60	393.00
01/27/25	PT	Prepare for (.2) and attend call with Alan Jaquet, Ben Roth, Lindsay Weber Howell, Cameron Kelly, Daniel Holzman, Lindsay Weber Rachel Harrington, Razmig Izakelian (.5).	0.70	1,361.50
01/27/25	RH9	Conference with Quinn Emanuel and Province treams regarding case strategy (.5).	0.50	582.50
01/27/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status and next steps (0.5).	0.50	780.00
01/27/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding weekly tasks relating to the case (0.5).	0.50	780.00
01/27/25	BR4	Call with Quinn Emanuel team	0.70	1,092.00

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		regarding case updates (0.2); call with Quinn Emanuel and Province teams regarding same (0.5).		
01/27/25	PT	Prepare for (.1) and attend Quinn Emanuel Team meeting with Alan Jaquet, Ben Roth, Lindsay Weber, Daniel Holzman, Lindsay Weber Rachel Harrington, Razmig Izakelian to discuss status of the case and pending tasks (.5).	0.60	1,167.00
01/27/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	832.50
01/28/25	RI	Conference with Quinn Emanuel team regarding case strategy (0.3).	0.30	499.50
01/28/25	PT	Operations call with Call Morgan Soule, Chase Blackmon, Cameron Blackmon, Kevin Hays, Charles Topping, Michael Robinson (5); correspond with C. Topping regarding IP license issues (.2).	0.70	1,361.50
01/28/25	BH2	Finalize the Motion to Admit Pro Hac Vice on behalf of Rachel Harrington (.1) and file same (.3).	0.40	262.00
01/28/25	PT	Prepare for (.8) and call with Andrew Popescu, Kristen Lee, Alan Jaquet, Ben Roth, Rachel Harrington, Razmig Izakelian to review the status of projects and plan documents (.3).	1.10	2,139.50
01/29/25	RH9	Province and Quinn Emanuel call (.5).	0.50	582.50
01/29/25	PT	Update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alain Jaquet, Ben Roth, Razmig Izakelian (.5).	0.50	972.50
01/29/25	BR4	Call with Quinn Emanuel and Province team regarding case updates (0.5); draft response to requests from investors' counsel (0.3); emails regarding same (0.2).	1.00	1,560.00

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01/29/25	BH2	Forward all recently filed documents to the Client for their files (.3).	0.30	196.50
01/30/25	RH9	Confer with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
01/30/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington, et. al. regarding case status and next steps (0.5).	0.50	780.00
01/30/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
01/30/25	PT	Operations and plan process update call Morgan Soule, Chase Blackmon, Cameron Blackmon, Kevin Hays, Charles Topping, Michael Robinson (.80).	0.80	1,556.00
01/30/25	BH2	Draft Certificate of No Objections for ECF No. 611 and 612 (.9); file both (.4); revise the Certificate of No Objection to ECF No. 610 (.2) and file same (.3).	1.80	1,179.00
01/30/25	PT	Update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alain Jaquet, Ben Roth, Razmig Izakelian (.5).	0.50	972.50
01/31/25	RH9	Province and Quinn Emanuel team call to discuss strategy (.5).	0.50	582.50
01/31/25	PT	Conference call with Province and Quinn Emanuel teams (.5).	0.50	972.50
01/31/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
01/31/25	AJ4	Attend telephone conference regarding case status and next steps (0.5).	0.50	780.00
01/31/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.50	832.50

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SUBTOTAL	92.90	137,106.50
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vii Claims Administration and Objections

01/07/25	RH9	Review district court filings in support of Midas claim objection (1.4).	1.40	1,631.00
01/08/25	RH9	Draft Midas claim objection (3.3).	3.30	3,844.50
01/09/25	RH9	Draft Midas claim objection (2.0).	2.00	2,330.00
01/10/25	RH9	Draft Midas claim objection (2.1).	2.10	2,446.50
01/13/25	RH9	Draft Midas claim objection (.5).	0.50	582.50
01/15/25	PT	Planning call with Razmig Izakelian, Morgan Soul, Becky Rice, Charles Topping, Ben Roth, Lindsay Weber, Michael Robinson, Kristen Lee, Andrew Popescu, Farzan Sabzevari to target claim objections required for plan confirmation(1.1); review problematic proofs of claim (.1).	1.20	2,334.00
01/22/25	BR4	Obtain emails regarding board meeting materials (0.2); review same (0.1).	0.30	468.00
01/22/25	RI	Review and analyze proofs of claim (.7), prepare preliminary list of claim objections (.7).	1.40	2,331.00
01/23/25	RH9	Review Midas district court materials in support of claim objection (2.0).	2.00	2,330.00
01/23/25	AJ4	Correspond with R. Izakelian regarding the organization and timing of the claim objection process (0.2).	0.20	312.00
01/24/25	RI	Review and analyze filed claims (1.7), prepare a list of claim objections (.6).	2.30	3,829.50
01/27/25	RH9	Draft Midas claim objection (6.3).	6.30	7,339.50
01/27/25	AJ4	Review and revise claim objections filed by the Proof creditors including the reviewing of related documents provided by the Company (5.7).	5.70	8,892.00

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01/28/25	AJ4	Review and revise claim objections filed by the Proof creditors (8.9).	8.90	13,884.00
01/28/25	BH2	Review Local Rules (.2) and draft an email to the Quinn Emanuel Debtor team regarding the process for filing claim objections in the Southern District of Texas (.3).	0.50	327.50
01/28/25	RH9	Revise the Midas Claim objection (.8).	0.80	932.00
01/29/25	AJ4	Review and revise draft objection to Proof claims (1.4); correspond with P. Tomasco in connection with the same (0.2); prepare draft objection to Whinstone's claims (6.2).	7.80	12,168.00
01/29/25	PT	Coordinate draft claim objections and conference with M. Soule regarding Proofs' equitization documents to attach (.5).	0.50	972.50
01/29/25	PT	Prepare for and attend Board Meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.6).	1.60	3,112.00
01/30/25	AJ4	Review and revise draft objection to the Whinstone claims, (8.2).	8.20	12,792.00
01/31/25	BR4	Research regarding claims objections (1.2).	1.20	1,872.00
01/31/25	AJ4	Review and revise draft the objection to Whinstone claims (3.9); correspond with P. Tomasco in connection with the same (0.1).	4.00	6,240.00
SUBTOTAL			62.20	90,970.50

viii Corporate Governance and board Matters

01/08/25	PT	Prepare for (.5) and attend weekly board meeting with board and officers (1.2).	1.70	3,306.50
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01/15/25	PT	Prepare for and attend Board Meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn e (2.6).	2.60	5,057.00
01/22/25	PT	Finalize board presentation on plan concepts (.4); board meeting conference with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn. (1.7).	2.10	4,084.50
01/24/25	PT	Call with Morgan Soule, Charles Topping, Becky Rice, Alain Jaquet, Ben Roth, regarding the proposed special board meeting (.5).	0.50	972.50
01/27/25	AJ4	Review and revise presentation to Rhodium's board regarding plan and related matters (1.0); correspond with P. Tomasco regarding the same (0.1).	1.10	1,716.00
SUBTOTAL			8.00	15,136.50

x Employment and Fee Applications

01/03/25	PT	Review and comment on status of ordinary course professionals and handling invoices from firm that did not file declaration (0.4) conference with B. Howell regarding handling same (0.2).	0.60	1,167.00
01/03/25	BH2	Forward Third Monthly Fee Statement and a single-page invoice to the Debtors' as requested by the Debtors (.3).	0.30	196.50
01/03/25	BH2	Finalize (.3) and file the Monthly Fee Statement on behalf of Province (.3).	0.60	393.00
01/10/25	BH2	Prepare the December Monthly Fee	6.10	3,995.50

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		Statement (6.1).		
01/14/25	BH2	Finalize (.3) and file the First Interim Fee Application of Barnes & Thornburg (.3); review and comment on the drafts of the first interim fee applications of B. Riley and Province (.8).	1.40	917.00
01/15/25	BH2	Finalize (.4) and file the First Interim Fee Application on behalf of Province (.3).	0.70	458.50
01/16/25	BH2	Email communications with R. Nardini (B. Riley) regarding the fee application procedures once the fee application is filed (.3).	0.30	196.50
01/17/25	BH2	Finalize (.1) and file the Fourth Monthly Fee Statement of Province LLC (.3); email communications with B. Rice (Rhodium) regarding payments to ordinary course professionals (.4).	0.70	458.50
01/21/25	BH2	Continue to prepare the First Interim Fee Application (1.5).	1.50	982.50
01/21/25	BH2	Email communications with B. Rice (Rhodium) regarding the Declaration to be filed on behalf of MaloneBailey (.3) and file the same (.3).	0.60	393.00
01/22/25	BH2	Continue to prepare the First Interim Fee Application (numbers not reconciling) (3.4).	3.40	2,227.00
01/23/25	BH2	Continue to prepare the First Interim Fee Application (5.2).	5.20	3,406.00
01/24/25	BH2	Finalize (.1) and file Barnes & Thornburg's Fourth Monthly Fee Statement (.3); serve same on the Notice Parties (.2).	0.60	393.00
01/28/25	BH2	Continue to draft the Fourth Monthly Fee Statement on behalf of Quinn Emanuel (.9); finalize (.1) and file the Fourth Monthly Fee Statement on behalf of Lehotsky Keller Cohn (.3).	1.30	851.50

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01/28/25	BH2	Finish the draft of the First Interim Fee Application and related documents (1.2) and forward to P. Tomasco for her review (.1).	1.30	851.50
SUBTOTAL			24.60	16,887.00

xii Litigation

12/27/24	MA8	Manage and process documents (.6); assist with ingesting psts into Relativity and prepare for Associate review (.7).	1.30	247.00
01/02/25	RL1	Manage and process transfer of incoming production files to online review platform (1.1); data management and Administrative tasks (.5).	1.60	336.00
01/02/25	RI	Review and analyze documents from Special Committee (2.1).	2.10	3,496.50
01/05/25	PT	Correspond with G. Steinman regarding confidentiality stipulation (.2); coordinate with team to forward discovery to Creditors' Committee's professionals (.1).	0.30	583.50
01/06/25	RL1	Prepare and process metadata cross reference on incoming production documents for attorney review (.90).	0.90	189.00
01/06/25	RI	Review and analyze documents for privilege (4.2).	4.20	6,993.00
01/07/25	PT	Review issue of joint defense agreements with special committees and research regarding same (.3); brief legal research regarding joint defense agreements in Texas (.4); follow up emails with R. Izakelian regarding conclusions and results of research (.2).	0.90	1,750.50
01/07/25	RL1	Manage and process transfer of files to online review platform (.9); generate and process searches in	2.90	609.00

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		Relativity production database for attorney review in preparation for production (1.8); data management and Administrative tasks (.20).		
01/07/25	PT	Call with John Stokes, Bridget Asay, Will Thompson regarding strategy for dealing with phase 2 scheduling and issues with same(.5); review and revise draft motion for status conference (.5); email correspondence with Stris team regarding same (.2).	1.20	2,334.00
01/07/25	PT	Review correspondence from B. Funk (.3); correspond with A. Popescu regarding miner deployment at Rockdale (.2); coordinate additional response to B. Funk regarding issue(.2); legal research regarding issues raised by correspondence (.1); email summary to team regarding conclusions and challenges (.1).	0.90	1,750.50
01/07/25	RI	Review and analyze documents (2.5) and prepare response to SAFE AHG (2.7); review and analyze documents for privilege (2.7).	7.90	13,153.50
01/08/25	PT	Multiple emails with operations team regarding Whinstone making issues with deployment of new miners (.5); follow up correspondence with Stris team regarding the potential need for hearing on extracontractual requirements imposed(.10); review proposed email to Whinstone operations team (.40); additional correspondence regarding miner.	1.10	2,139.50
01/08/25	RL1	Manage document production with image endorsements and designations (2.1); data management and Administrative tasks(.8).	2.90	609.00
01/08/25	ZM2	Confer with R. Izakelian on privilege review (0.1 hours); review initial instructions on privilege review (0.1 hours).	0.20	287.00

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01/08/25	LF5	Review firms, domains, and the names relevant for privilege review (.1); emails with team regarding same (.1); telephone call with S. Sirivolu regarding access to relativity needed to conduct privilege review (.2).	0.40	414.00
01/08/25	SA4	Review and respond to email from R. Izakelian re: privilege review and introductory call (.1).	0.10	103.50
01/08/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian (2.3).	2.30	483.00
01/08/25	RI	Review and analyze documents for production (8.4).	8.40	13,986.00
01/09/25	PT	Conference with Chase Blackmon, Jon Cohn, John Stokes, Brendan Cottrell, Charles Topping, Matt Smith, Pete Richison, Victor O'Connell, Will Thompson, Morgan Soule, Cameron Blackmon, Caleb VanZoeren, Kevin Hayes, Bridget Asay to discuss Whinstone refusal to allow miner replacements and strategy for addressing miner replacement project (.6); follow up correspondence with C. Blackmon to review status of project (.4); edits to communication to Whinstone regarding miner replacements (.4); follow up with Province regarding litigation parameters (.2); follow up conference call with M. Robinson regarding strategy (.2); follow up emails with C. Blackmon regarding communications with Whinstone regarding miner replacements (.4); correspondence with Whinstone counsel regarding stay violation (.4).	2.60	5,057.00
01/09/25	PT	Attend call with Razmig Izakelian, Scott Anderson, Deshani Ellis, Zach Meeker, Lance Frankel, Shashank Sirivolu, Eli Pales, Hannah Schiffman	5.10	9,919.50

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		to discuss privilege issues in document production from Special Committee (.5); correspondence with R. Mates regarding privilege review of documents produced (.6); correspond with T. Schmeltz regarding order of processing (.3); correspond with D. Holzman regarding SAFE equitization triggers (.6); telephone conference with S. Schultz regarding plan terms (.4); follow up email with S. Schultz regarding Creditors' Committee's fees (.6); draft email response to M. Hurley regarding SAFE committee role (.8); continued correspondence with special committee regarding SAFE committee demands (.8); correspond with R. Izakelian regarding discovery disputes(.5).		
01/09/25	RL1	Manage and process transfer of files to online review platform (1.1); manage document production with image endorsements and designations (3.0); data management and Administrative tasks (.8).	4.90	1,029.00
01/09/25	ZM2	Attend call with the privilege review team to discuss the procedures for the privilege review (0.3); review documents in relativity for privilege (0.5).	0.80	1,148.00
01/09/25	DE3	Analyze documents on first-level review for responsiveness, privilege, and confidentiality to comply with document production request (4.9).	4.90	7,644.00
01/09/25	LF5	Conference with R. Izakelian, S. Anderson, D. Ellis, Z. Meeker, S. Sirivolu, E. Pales, and S. Donohue regarding privilege review (.4); conduct privilege review on relativity (2.9); emails with team regarding procedure to access review batches on relativity (.1); telephone	3.50	3,622.50

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		conference with S. Sirivolu regarding coding clarifications (.1).		
01/09/25	DH3	Analyze SAFE issue (.6) and send email to P. Tomasco regarding the same (.2).	0.80	1,420.00
01/09/25	SA4	Attend team call re: privilege review (.3); discuss redaction of documents with S. Sirivolu (.1); review documents for privilege (4.0).	4.40	4,554.00
01/09/25	RI	Review and analyze documents for production and privilege (7.8).	7.80	12,987.00
01/09/25	SS6	Conference with R. Izakelian regarding the document production (0.3).	0.30	310.50
01/09/25	EP1	Prepare and conference with R. Izakelian re review of documents for privilege classification (.4).	0.40	526.00
01/09/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.60	546.00
01/09/25	DE3	Call with privilege review team to prepare for the first-level review of documents, focusing on privilege, confidentiality, and responsiveness for production (.40).	0.40	624.00
01/09/25	SD7	Confer with R. Izakelian and E. Pales regarding privilege review of documents (.5).	0.50	780.00
01/10/25	PT	Attend call with Bridget Asay, John Stokes, Jon Cohn, Will Thompson, Elizabeth Brannen to prepare for hearing on phase 2 status conference (.6); review and revise emergency motion to enforce stay to address Whinstone's unilateral exclusion of debtors from premises (.5); multiple conference calls to address Whinstone issue (.6); correspond regarding expert testimony regarding same (.5); correspond with A. Jaquet	4.60	8,947.00

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		regarding motion (.3); coordinate deposition dates with M. Robinson (.5); continue correspondence regarding Whinstone's objection to new miner replacement (.5); review various spec sheets to include with correspondence to Whinstone (.5); correspond with C. Topping regarding modifying the structure and eliminating unnecessary subsidiaries from plan (.4); review and revise email to Whinstone regarding miner specifications (.3).		
01/10/25	RL1	Generate and process searches in Relativity production database for attorney review (1.1).	1.10	231.00
01/10/25	PT	Call with C. Topping regarding Creditors' Committee's information requests and miner transfers (.6); correspond with R. Izakelian regarding SAFE committee discovery (.5).	1.10	2,139.50
01/10/25	SA4	Review documents for privilege (2.6); confer with S. Sirivolu re: document review (.1).	2.70	2,794.50
01/10/25	RI	Review documents (.8), prepare email to SAFE AHG regarding document productions (.5).	1.30	2,164.50
01/10/25	SS6	Review and revise documents for attorney-client privilege (0.3).	0.30	310.50
01/10/25	LF5	Review document production for privilege (4.1); emails with team regarding privilege coding questions (.1).	4.20	4,347.00
01/10/25	EP1	Conduct privilege review of 200 documents for production (1.5).	1.50	1,972.50
01/10/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.20	462.00
01/10/25	SD7	Review and tag documents for	4.40	6,864.00

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		privilege (4.1); confer with the Quinn Emanuel team re: privilege calls (.3).		
01/11/25	EP1	Review privilege designations of 400 documents for production (6.3).	6.30	8,284.50
01/12/25	PT	Review and revise powerpoint presentation (1.0); correspond with B. Asay regarding same (.3); research regarding burdens of proof (1.8).	3.10	6,029.50
01/12/25	LF5	Review outgoing documents for privilege (1.0).	1.00	1,035.00
01/12/25	SA4	Review documents for privilege (.9).	0.90	931.50
01/12/25	SS6	Review and revise documents for attorney-client privilege (1.9).	1.90	1,966.50
01/13/25	AJ4	Review and revise draft presentation relating to Phase 2 of the motion to assume (0.6); prepare for and attend status conference regarding the same (0.8).	1.40	2,184.00
01/13/25	EP1	Review 200 documents for privileged documents before production (1.7).	1.70	2,235.50
01/13/25	LF5	Emails with team regarding coding of privileged documents and next steps for documents needing redactions (0.2).	0.20	207.00
01/13/25	PT	Continue to review and revise the powerpoint presentation (1.2); conference with B. Asay regarding the division of labor for the status conference (.6); prepare for the status conference on phase 2 issues (2.2); coordinate with A. Jaquet to finalize slides (.7); follow up conference with B. Asay regarding arguments (.4).	5.10	9,919.50
01/13/25	SA4	Correspond with R. Izakelian re: document review (.2).	0.20	207.00
01/13/25	RI	Review and analyze documents for privilege (1.3).	1.30	2,164.50
01/13/25	DE3	Analyze documents on first-level review for responsiveness, privilege,	1.00	1,560.00

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		and confidentiality to comply with document production requests (1.0).		
01/13/25	RV2	Prepare documents into proper format to facilitate attorney review per request from RI.	2.40	504.00
01/14/25	PT	Strategy call with Morgan Soule, Cameron Blackmon, Stephen Lemmon, Bridget Asay, John Stokes, Jon Cohn, Will Thompson, Charles Topping, Chase Blackmon, Alexis Schwartz, Andrew Davis, Kathryn Hutchins, Elizabeth Brannen (.6); forward reconciliation of invoices to K. Hays to ascertain status of payment/receipt (.5); review and comment on invoice listing from Whinstone (.5); coordinate resolution of invoice issues (.5).	2.10	4,084.50
01/14/25	ZM2	Conduct privilege review of the batch of documents in Relativity, including numerous lengthy board resolutions with attached agreements (7.5).	7.50	10,762.50
01/14/25	RI	Review and analyze documents for privilege (.8), research sources of collection (.9).	1.70	2,830.50
01/14/25	DE3	Analyze documents on first-level review for responsiveness, privilege, and confidentiality to comply with document production request (.5).	0.50	780.00
01/14/25	LF5	Emails with team regarding next steps for redacting privileged documents (0.2).	0.20	207.00
01/14/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	3.60	756.00
01/15/25	PT	Meet and confer with John Stokes, Moore, Mark C, Bridget Asay, Howell, Andrew A, Will Thompson, Lockhart, Steven C., Slovak, Rob, Peter Brody, Jon Cohn to discuss phase 2 schedule (1.3); follow up	3.30	6,418.50

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		correspondence with litigation team regarding strategy and continued status conference (1.0); coordinate updated powerpoint and continue review of remaining issues (1.0).		
01/15/25	SA4	Correspond with R. Izakelian (.1); review documents for privilege (1.9).	2.00	2,070.00
01/15/25	EP1	Redact 50 privileged documents for production (1.5).	1.50	1,972.50
01/15/25	RI	Review and analyze documents for privilege (1.1), prepare response to SAFE AHG regarding documents (.3).	1.40	2,331.00
01/15/25	LF5	Redact 6 batches of privileged documents (6.8); emails with team regarding access to batches (0.2).	7.00	7,245.00
01/15/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.80	378.00
01/16/25	PT	Follow up with the management team regarding the disposition of various Whinstone invoices (.6); analyze pre and post-petition charges (.6); further preparation for continued status conference on phase 2 (.5); communicate with Stris team regarding analysis of invoices (.5).	2.20	4,279.00
01/16/25	PT	Call with Chris Rayner, Maryam Nicholes, Ashley Jonson, Morgan Soule, Razmig Izakelian, Kevin Hays (.6); conference with D. Holzman regarding takeback paper (.5); correspondence with Akin team regarding ongoing discovery issues (.5); correspondence with G. Steinman regarding takeback debt (.4).	1.90	3,695.50
01/16/25	MA8	Manage and process documents (0.2); create Relativity user and add to existing matter (0.2).	0.40	84.00
01/16/25	LMW	Emails to Quinn Emanuel team re:	6.10	10,156.50

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		privilege review (.3); review of documents for privilege for production (5.6); emails to R. Izakelian re: same (.2).		
01/16/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.70	357.00
01/17/25	PT	Correspondence regarding payment of invoices to avoid phase 2 (.2); correspond with R. Izakelian regarding Creditors' Committee's discovery requests (.3); call with Bridget Asay, John Stokes, Jon Cohn, Will Thompson to review new invoices from Whinstone and reconciliation of same (.5); continued analysis of unpaid amounts and whether to pay or controvert invoices (.2); comment to litigation team regarding use of recoupment to use overpayment (.3); coordinate call with Whinstone to resolve basic accounting issues (.8); legal research on assumption burdens and elements for inclusion in slide deck and pleadings (.5); review and analyze Whinstone's submission (.5).	3.30	6,418.50
01/17/25	RL1	Manage and process the export and transfer of production documents on to the share file (.5).	0.50	105.00
01/17/25	LMW	Review of documents for privilege (7.2); emails with R. Izakelian re: same (.3); emails with litigation support re: production (.4).	7.90	13,153.50
01/17/25	RV2	Prepare document production per request from R. Izakelian.	3.30	693.00
01/17/25	RI	Review and analyze documents for production to Committee (1.8).	1.80	2,997.00
01/17/25	LY1	Review and finalize production documents per request from L. Weber.	0.90	189.00

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01/20/25	PT	Call to discuss payment of certain post-petition invoices and strategy with John Stokes, Peter Brody, Andrew Popescu, Kevin Hays, Chase Blackmon, Bridget Asay, Alex Peloubet, Ashley Jonson, Morgan Soule, Michael Robinson (.5); review research regarding burdens and elements for assumption litigation under various scenarios (.5); suggest additional research (.3); continue review and analysis of overpayment application (.5); legal research on 558 and other recoupment cases (.5); review provisions of contracts with litigation team (.2); coordinate with Stris team regarding hearing preparation and powerpoint issues (.5); continue legal research of myriad contested assumption cases (.6); distribute to team to incorporate in briefing (.5).	4.10	7,974.50
01/20/25	BR4	Call with founders, Stris team and Quinn Emanuel team regarding phase two discussions (1.0).	1.00	1,560.00
01/20/25	AJ4	Prepare section regarding waiver/issue preclusion in connection with submission relating to Phase 2 of the motion to assume (6.8).	6.80	10,608.00
01/20/25	LMW	Review of documents for privilege (2.6); emails to R. Izakelian re: same (.3).	2.90	4,828.50
01/21/25	PT	Teams meeting with Morgan Soule, Cameron Blackmon, Stephen Lemmon, Bridget Asay, John Cohn, Will Thompson, Charles Topping, Chase Blackmon (.6); analysis of recoupment and 558 cases (.5); continue research and additional revisions to powerpoint deck (.5); review and revise submission on phase 2 (.5); coordinate with A. Jaquet regarding payments motion	5.10	9,919.50

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		(.2); coordinate payments motion with Stris team (.5); continue to follow up with court regarding mediation (.3); review and suggest additional research on litigation issues (.5); review and revise statement of scope (.7); continue additional research regarding underlying facts (.8).		
01/21/25	RH9	Legal research into adequate assurance (4.0); draft adequate assurance section of response to Whinstone statement regarding issues for stage 2 (5.1).	9.10	10,601.50
01/21/25	BR4	Review and respond to letter from SAFE committee (5.0).	5.00	7,800.00
01/21/25	RL1	Manage and process the transfer of production documents to share file (.5).	0.50	105.00
01/21/25	AJ4	Review and revise the section regarding waiver/issue preclusion in connection with submission relating to Phase 2 of the motion to assume (1.3); review and revise other sections of the same brief (3.4); correspond with J. Stoke, B. Asay, et al. regarding to the same (0.1).	4.80	7,488.00
01/21/25	BR4	Call with L. Weber regarding work streams (0.2); call with R. Izakelian and L. Weber regarding document requests (0.6).	0.80	1,248.00
01/21/25	RV2	Prepare document production per request from R. Izakelian.	2.30	483.00
01/21/25	PT	Continue efforts to obtain prior discovery for use in SAFE committee informal process (.5); correspondence with R. Izakelian (.2); review and comment on M. Hurley correspondence (.2); coordinate response to B. Funk correspondence (.1); coordinate take back paper with	1.50	2,917.50

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		J. Brookner and D. Holzman (.5).		
01/21/25	LMW	Review of production set for redactions (2.2); emails to R. Vasquez re: production of same (.9).	3.10	5,161.50
01/21/25	LY1	Review and finalize production documents per request from L. Weber.	0.80	168.00
01/22/25	PT	Continue to edit of phase 2 submission (1.5); emails with B. Asay regarding hearing preparation and revisions to draft submission (.4); review and coordinate the filing of statement of scope (.5); incorporate group edits to draft submission (1.1); coordinate filing of submission (.3).	3.80	7,391.00
01/22/25	RH9	Cite check statement of scope for motion to assume (1.6); review and proof final statement of scope (.9).	2.50	2,912.50
01/22/25	AJ4	Review and finalize the submission regarding Phase 2 of the motion to assume, including by contributing to cite-check the brief (3.8); various correspondence with P. Tomasco, J. Stokes, B. Asay, and R. Harrington in connection with the same (0.3).	4.10	6,396.00
01/22/25	RV2	Prepare document production per request from R. Izakelian.	4.10	861.00
01/22/25	BR4	Review and revise response to request for production (1.4); emails regarding same (0.2).	1.60	2,496.00
01/22/25	RI	Review and revise letter to SAFE AHG (0.8).	0.80	1,332.00
01/22/25	BH2	Work with attorneys to prepare and finalize the Debtors' Response and Counter-Statement on the Scope of the Phase 2 Hearing on Debtors' Motion to Assume (2.9); file same (.3) and forward file-stamped copies to attorneys (.2).	3.40	2,227.00
01/23/25	PT	Coordinate revisions to hearing	0.80	1,556.00

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		powerpoint presentation (.2); additional review and revisions to argument (.6).		
01/23/25	AJ4	Prepare presentation for the status conference on Phase 2 of the motion to assume litigation (6.2); correspond with P. Tomasco in connection with the same (0.1).	6.30	9,828.00
01/23/25	PT	Continued correspondence with SAFE AHG (.6); review and revise response to SAFE AHG (.4); coordinate with R. Izakelian regarding response (.3); correspondence with SAFE AHG regarding plan issues (.4); coordinate with company and Province teams regarding same (.4).	2.10	4,084.50
01/23/25	RV2	Prepare document production per request from R. Izakelian.	3.60	756.00
01/23/25	LMW	Prepare redactions for document productions (5.2); emails with lit support re: same (.3); prepare the production for service (.3).	5.80	9,657.00
01/23/25	LY1	Review and finalize production documents per request from L. Weber.	0.60	126.00
01/24/25	PT	Conference call with Jon Cohn, Bridget Asay, John Stokes, Will Thompson, Alain Jaquet, Ben Roth, Razmig Izakelian to review hearing strategy (.5); incorporate B. Asay edits to slide deck (.7); coordinate finalization of slide deck (1.1); prepare for (.8) and present at continued status conference (1.0); follow up email with court regarding slide deck (.30).	4.40	8,558.00
01/24/25	RH9	Prehearing strategy meeting B. Asay; P. Tomasco; W. Thomson; A. Jaquet (.5); final strategy meeting with B. Asay, P. Tomasco, A. Jaquet (.5);	2.00	2,330.00

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		attend hearing (1.0).		
01/24/25	AJ4	Prepare for and attend telephone conferences with P. Tomasco, B. Asay, et. al. in connection with the preparation of the status conference (1.0); review and revise presentation in connection with the same (0.3); attend status conference before Judge Perez (1.0); confer with P. Tomasco in relation to the same (0.1).	2.40	3,744.00
01/24/25	PT	Coordinate sharing damages report with financing parties (.5); review parties requesting 2004 exams and comment to T. Schmeltz (.3); follow up correspondence with T. Schmeltz (.3).	1.10	2,139.50
01/24/25	RL1	Manage and process transfer of files to online review platform(1.8); data management and Administrative tasks (.3).	2.10	441.00
01/24/25	LMW	Prepare redactions for privilege (2.7).	2.70	4,495.50
01/24/25	BR4	Attend status conference on phase 2 (1.1).	1.10	1,716.00
01/27/25	RL1	Generate and process searches in Relativity production database for attorney review (.8); document report from online review platform (.3); prepare and process results for batch review (.8).	1.90	399.00
01/28/25	LMW	Emails to R. Izakelian re: review of additional productions (.3); review of documents for privileged redactions (3.4).	3.70	6,160.50
01/28/25	PT	Coordination call with Morgan Soule, Cameron Blackmon, Stephen Lemmon, Bridget Asay, John Stokes, Jon Cohn, Will Thompson, Charles Topping Chase Blackmon, to review the status of litigation cases and strategy (.9).	0.90	1,750.50

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01/29/25	RH9	Review adversarial complaint (1.2); legal research into potential claims (2.2).	3.40	3,961.00
01/29/25	BR4	Review and revise draft complaint (6.9).	6.90	10,764.00
01/29/25	RL1	Generate and process searches in Relativity production database in preparation for production (1.0); manage document production with image endorsements and designations (1.9); data management and Administrative tasks (.2).	3.10	651.00
01/29/25	PT	Work on locating judicial mediator and emails with various chambers (.6).	0.60	1,167.00
01/29/25	AJ4	Review and analyze the draft submission relating to Whinstone (0.6); correspond with P. Tomasco in connection with the same (0.1).	0.70	1,092.00
01/29/25	LF5	Review of outgoing production for privilege (1.0); emails with team regarding same (0.1).	1.10	1,138.50
01/29/25	PT	Call with Charles Topping, Caleb VanZoeren, Kevin Hays, Alex, Peloubet, Matt Smith, Michael Robinson, Chase Blackmon, Morgan Soule, Cameron Blackmon regarding miner replacement and issues with Whinstone allowing replacements (1.2).	1.20	2,334.00
01/29/25	RH9	Draft response correspondance with SAFE AHG (1.0); proof revised correspondance (.3).	1.30	1,514.50
01/30/25	RH9	Review complaint (1.0); legal research regarding malicious prosecution (2.3); draft correspondence to litigation team re same (.3).	3.60	4,194.00
01/30/25	BR4	Review and revise complaint (2.1); review research related to same (.9).	3.00	4,680.00
01/30/25	RL1	Resolve preproduction processing	2.80	588.00

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		errors (.8); manage document production with image endorsements and designations (1.8); data management and Administrative tasks (.2).		
01/30/25	PT	Continue correspondence with founders counsel and SAFE committee counsel to resolve discovery impasse (.4).	0.40	778.00
01/30/25	LMW	Review of documents re: privilege and redaction (2.1).	2.10	3,496.50
01/30/25	PT	Damages Expert call with Alexis Swartz, Charles Topping, Morgan Soule, Jon Cohn, Andrew David, John Stokes, Bridget Asay, Will Thompson, Todd Disher (.6); call with Morgan Soule, Charles Topping, Michael Robinson, John Stokes, Jon Cohn, Bridget Asay, Alex Peloubet, Kevin Hays, to review litigation posture and potential mediation (.6).	1.20	2,334.00
01/30/25	EP1	Conduct privilege review of 832 documents for production (8.4).	8.40	11,046.00
01/30/25	LF5	Review batches of documents for attorney-client privilege and note where redactions need to be made (7.2).	7.20	7,452.00
01/30/25	PT	Call with Stephen Lemmon, Michael Robinson, Kyung Lee, Chase Blackmon, and Cameron Blackmon to discuss the production of tax returns (1.9); multiple calls with M. Robinson regarding resolving dispute (.7).	2.60	5,057.00
01/31/25	RL1	Manage and process transfer of production files to online review platform (2.1); Data management and Administrative tasks (.8).	2.90	609.00
01/31/25	RV2	Manage and process transfer of production files to online review platform (2.1); data management and Administrative tasks (.8).	3.30	693.00

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01/31/25	LF5	Review document batches for privilege and identify where redactions are necessary (3.7).	3.70	3,829.50
01/31/25	EP1	Conduct privilege review of 710 documents for production (7.4).	7.40	9,731.00
SUBTOTAL			367.60	478,386.50

xiv Plan and Disclosure Statement

01/02/25	PT	Follow up on legal research on impairment (1.40).	1.40	2,723.00
01/02/25	BR4	Review updates to the disclosure statement and emails regarding same (0.5).	0.50	780.00
01/02/25	RI	Review and revise the disclosure statement (2.6).	2.60	4,329.00
01/03/25	BR4	Review and revise plan (1.1).	1.10	1,716.00
01/04/25	PT	Call with D. Dunn D. Proman, S. Schultz regarding potential plan settlement and structure (.6); follow up review of documents and plan draft (2.0).	2.60	5,057.00
01/06/25	PT	Follow up call with Mitchell Hurley, D. Proman, D. Dunn, M. Robinson regarding plan structure and settlement of SAFE issues (.6); coordinate comments from Province to draft disclosure statement (.9); continue coordination of informal discovery workstreams to support plan negotiations (.5); correspond with D. Holzman regarding plan and disclosure statement review (.4); prepare for and meet with S. Lemmon and K. Lee regarding plan negotiations and discovery workstreams (1.9); correspond with A. Carson regarding the draft plan (.3).	4.60	8,947.00
01/07/25	RH9	Legal research in support of the plan	1.70	1,980.50

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		draft (1.7).		
01/08/25	BR4	Review and revise plan (3.4).	3.40	5,304.00
01/08/25	PT	Review and comment on correspondence regarding plan discovery with R. Izakelian (.4); suggestions for additional language in response to discovery correspondence (.3).	0.70	1,361.50
01/10/25	PT	Correspond with M. Soule regarding the disclosure statement review (.5); correspond with L. Weber to assist with plan and disclosure statement drafting (.8).	1.30	2,528.50
01/10/25	BR4	Revise the disclosure statement (2.2).	2.20	3,432.00
01/10/25	LMW	Review background information and previously filed documents in order to revise the plan and disclosure statement (1.)); review and revise draft disclosure statement and Plan (2.8).	3.80	6,327.00
01/11/25	BR4	Emails and call with R. Izakelian regarding the disclosure statement (0.4).	0.40	624.00
01/12/25	BR4	Review the updated disclosure statement (0.8).	0.80	1,248.00
01/12/25	RI	Review and revise the disclosure statement (6.3).	6.30	10,489.50
01/13/25	PT	Correspond with S. Lemmon regarding plan provisions regarding roll-up reversal (.3); circulate the revised plan (.3); correspond with M. Soule regarding tax structure and revisions to disclosure statement (.3); coordinate with plan drafting team regarding dissolution of certain debtors for efficiency (.3).	1.20	2,334.00
01/13/25	BR4	Emails regarding plan and structure (0.9).	0.90	1,404.00
01/13/25	AJ4	Review and revise the draft	6.30	9,828.00

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		disclosure statement motion to incorporate the latest amendments to the plan (6.1); correspond with P. Tomasco in connection with the same (.2).		
01/13/25	LMW	Review and revise the draft disclosure statement (2.9); emails to R. Izakelian re: same (.2); review and revise the draft of chapter 11 plan (2.3).	5.40	8,991.00
01/13/25	PT	Review a draft of the plan (.3).	0.30	583.50
01/14/25	BR4	Call with the Unsecured Creditors' Committee regarding the the plan structure (0.6).	0.60	936.00
01/14/25	RH9	Meet with Creditors' Committee to discuss plan (.5).	0.50	582.50
01/14/25	PT	Coordinate with the plan drafting team regarding updated information on tax effects and elimination of additional subsidiaries for efficiency(.5).	0.50	972.50
01/14/25	PT	Prepare for (.5) and attend call with the Unsecured Creditors' Committee, Razmig Izakelian, David Dunn, Michael Robinson, Andrew Popescu, Kristen Lee, Lindsay Weber, Azman Darren, Ben Roth, Michael Wombacher, Eric Mendez, Alain Jaquet, Chuck Gibbs, Jess Wisniewski to discuss the plan structure(.6).	1.10	2,139.50
01/14/25	RI	Conference with the Unsecured Creditors' Committee regarding the plan (0.6).	0.60	999.00
01/15/25	LMW	Review and revise a draft of the disclosure statement (2.7); emails to B. Roth re: same (.4).	3.10	5,161.50
01/16/25	LMW	Review and revise tax section for the disclosure statement (2.1); coordinate with B. Roth re: Plan (.5).	2.60	4,329.00
01/16/25	PT	Continue working on plan discovery	1.00	1,945.00

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		issues (.5); continue review of plan and disclosure statement and issues(.5).		
01/16/25	DH3	Review the Plan (2.1).	2.10	3,727.50
01/17/25	PT	Coordinate additional revisions to the plan based on calls with various committees and creditors (1.0); extended correspondence with R. Mates regarding the treatment of equity under the plan and response to individual claim issues (.5); review and comment on the tax consequences section of the disclosure statement and proposed roll-up reversal (.6).	2.10	4,084.50
01/17/25	BR4	Review and revise the disclosure statement (1.6).	1.60	2,496.00
01/18/25	DH3	Draft the Note term sheet (2).	2.00	3,550.00
01/19/25	BR4	Prepare a presentation related to the plan structure (2.6).	2.60	4,056.00
01/20/25	PT	Call with Razmig Izakelian to review plan discovery and plan draft issues (.9).	0.90	1,750.50
01/20/25	BR4	Research for the disclosure statement (1.2) and updates to the plan (1.8).	3.00	4,680.00
01/20/25	RI	Review and revise the plan (1.1).	1.10	1,831.50
01/21/25	PT	Correspond with G. Steinman regarding the plan format (.2).	0.20	389.00
01/21/25	LMW	Emails with B. Roth re: plan and DS (.3); call re: same (.4); review and revise DS background (1.1).	1.80	2,997.00
01/21/25	DH3	Draft unsecured note term sheet (.4).	0.40	710.00
01/22/25	PT	Call with Rhonda Mates, R.J. Shannon, Ben Roth Michael Robinson, Kyung Lee, Stephen Lemmon regarding plan issues and discovery related to plan confirmation issues (.5); coordinate with G. Steinman regarding takeback	1.80	3,501.00

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		note issues (.5); review and revise response to Akin regarding plan discovery (.5); coordinate response to B. Funk information request for projections (.3).		
01/22/25	BR4	Call with founders' counsel and Quinn Emanuel and Province teams regarding plan (0.5).	0.50	780.00
01/23/25	PT	Call with Ben Roth, Alain Jaquet, Lindsay Weber, Razmig Izakelian, Brenda Funk to review plan projections and case issues (1.1).	1.10	2,139.50
01/23/25	PT	Call with Trace Schmeltz, Razmig Izakelian, David Eaton, Spencer Wells He Ning, Charlotte Underwood to discuss 2004 demand by UCC and related issues (.9); call with Charles Topping, Chase Blackmon, Cameron Blackmon, Kevin Hays, Morgan Soule regarding 2004 issues raised by creditor groups (.5); facilitate expert damages reports to assist with exit financing (.3); correspond with K. Menendez (.2); correspond with Province team regarding damages model. (.3).	2.20	4,279.00
01/23/25	LMW	Call with B. Funk re: plan terms (.7).	0.70	1,165.50
01/23/25	BR4	Review plan issues list, settlement proposal and correspondence regarding same (0.7).	0.70	1,092.00
01/23/25	DH3	Revise Note term sheet (1.4) and send email to Clients regarding same (.2).	1.60	2,840.00
01/26/25	PT	Conference with J. Brookner regarding plan note (1.0); correspondence with S. Schultz regarding lack of evidence of SAFE triggering event(.5); correspondence with D. Holzman regarding SAFE contract interpretation (.5); draft board presentation for delegation of negotiating authority to CRO's with	3.80	7,391.00

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		explanation of competing forces (.5); emails with T. Schmeltz regarding Celsius term sheet (.5); coordinate call with Akin team to discuss absence of SAFE triggers (.4); continue updating slide deck with comments from D. Eaton and S. Wells (.4).		
01/27/25	PT	Call with Sarah Schultz, Hurley Mitchell D. Eaton, S. Wells regarding lack of SAFE triggers (.5); research hash price experts (.5); review SAFE agreement side letter issues (.3).	1.30	2,528.50
01/27/25	PT	Finalize powerpoint presentation; Board meeting/ Plan settlement structure call with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (2.1).	2.10	4,084.50
01/27/25	DH3	Analyze the SAFE Agreement (.8); send email to P. Tomasco regarding the same (.2); and conference call with P. Tomasco and Akin regarding the same (.6).	1.60	2,840.00
01/28/25	DH3	Analyze SAFE agreement(.5).	0.50	887.50
01/29/25	PT	Correspondence with T. Schmeltz regarding continued correspondence with Akin group (.1); correspondence with B. Funk regarding Fairbairn inquiries regarding plan projections (.1); coordinate email response to same; research regarding qualified privilege for tax returns (.1); update letter response to SAFE committee regarding possession custody or control of owner tax returns (.1).	0.40	778.00
01/30/25	LMW	Emails with Quinn Emanuel team re: the disclosure statement (.5); review and revise same (1).	1.50	2,497.50
01/30/25	BR4	Review and revise the plan (2.4); call	2.80	4,368.00

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		with R. Izakelian regarding same (0.4).		
01/31/25	PT	Work with M. Robinson regarding details of plan treatment of various groups, status of exit financing (1.2); multiple calls to discuss status of founder and Imperium tax returns(1.5); prepare for and participate in conference call regarding Akin plan term sheet (1.0); continue research regarding plan confirmation issues raised by proposal (1.7); telephone conference with M. Robinson regarding plan negotiations and coordination with litigation issues (1.0).	6.40	12,448.00
SUBTOTAL			104.30	180,944.50

xv Relief from Stay and Adequate Protection

01/02/25	RH9	Revisions to motion to lift stay (.2).	0.20	233.00
01/03/25	RH9	Finalize and distribute stay motion (.2).	0.20	233.00
01/06/25	PT	Review and revise the motion to lift the stay on the Midas Green lawsuit to efficiently deal with claim objection (.4); correspond with R. Harrington regarding changes and strategy (.1).	0.50	972.50
01/06/25	RH9	Finalize lift stay motion and order (.3).	0.30	349.50
01/10/25	RH9	Draft motion to enforce stay and compel performance (5.0).	5.00	5,825.00
01/10/25	AJ4	Review and revise the draft of the motion to enforce the stay against Whinstone (5.9); correspond and confer with R. Harrington in connection with the same (0.4).	6.30	9,828.00
SUBTOTAL			12.50	17,441.00

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Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Patty Tomasco	PT	Partner	148.00	1,945.00	287,860.00
Daniel Holzman	DH3	Counsel	9.50	1,775.00	16,862.50
Lindsay M. Weber	LMW	Associate	54.00	1,665.00	89,910.00
Razmig Izakelian	RI	Associate	62.60	1,665.00	104,229.00
Ben Roth	BR4	Associate	60.30	1,560.00	94,068.00
Alain Jaquet	AJ4	Associate	92.20	1,560.00	143,832.00
Deshani Ellis	DE3	Associate	6.80	1,560.00	10,608.00
Sam Donohue	SD7	Associate	4.90	1,560.00	7,644.00
Zach Meeker	ZM2	Associate	8.50	1,435.00	12,197.50
Eli Pales	EP1	Associate	27.20	1,315.00	35,768.00
Rachel Harrington	RH9	Associate	72.60	1,165.00	84,579.00
Lance Frankel	LF5	Associate	28.50	1,035.00	29,497.50
Scott Anderson	SA4	Associate	10.30	1,035.00	10,660.50
Shashank Sirivolu	SS6	Associate	2.50	1,035.00	2,587.50

Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	46.10	655.00	30,195.50

Litigation**Support/Document**

Management Services	Init.	Title	Hours	Rate	Amount
Ryan Lopez	RL1	Litigation Support	28.10	210.00	5,901.00
Michael Acuna	MA8	Litigation Support	0.40	210.00	84.00
Michael Acuna	MA8	Litigation Support	1.30	190.00	247.00
Raul Vasquez	RV2	Litigation Support	33.20	210.00	6,972.00
Linda Yanez	LY1	Litigation Support	2.30	210.00	483.00

Expense Summary

Description	Amount
Filing fee(s)	100.00
Hearing transcript(s)	1,794.70
Online Research	0.00
Document Reproduction	0.10
Color Document Reproduction	0.25
Word processing	0.00
Room rental	1,040.00

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Description	Amount
PACER Services	0.00

Litigation Support Costs

(Charges based on market not cost)

RelOne User Fee	1,200.00
RelOne TIFF (per page)	2,355.50
RelOne Processing	3,505.50
RelOne Active Hosting (Per GB)	1,222.48
Total Expenses	\$11,222.73

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

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S
SIXTH MONTHLY FEE STATEMENT FOR THE PERIOD
FEBRUARY 1, 2025, THROUGH FEBRUARY 28, 2025**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Granting the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”) (ECF No. 264) entered on October 14, 2024, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period February 1, 2025, through February 28, 2025 (the “Sixth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$709,566.40 (80% of the services rendered), plus \$12,799.95 (100% of the interim expenses incurred). Summaries of the fees and expenses are as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the Fourth Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. Rhodium Enterprises, Inc., Attn: Charles Topping (chucktopping@rhdm.com) and Morgan Soule (morgansoule@rhdm.com), 2617 Bissonnet Street, Suite 234, Houston, Texas 77005;
- 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), 700 Louisiana, Suite 3900, Houston, Texas 77002;
- 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), 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074;
- iv. Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP, Ryan C. Wooten (rwooten@orrick.com), 609 Main, 40th Floor, Houston, Texas 77002, and Robert Trust (rtrust@orrick.com), Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com), 51 West 52nd Street, New York, New York 10019;
- v. Counsel for the Committee of Unsecured Creditors, c/o McDermott Will & Emery LLP, 2501 North Harwood St., Suite 1900, Dallas, Texas 75201, Attn: Charles R. Gibbs (cr gibbs@mwe.com); and

- vi. United States Trustee, Ha Minh Nguyen (ha.nguyen@usdoj.gov), 515 Rusk, Suite 3516, Houston, Texas 77002.

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 25th day of March, 2025.

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

/s/ Patricia B. Tomasco
Patricia B. Tomasco (SBN 01797600)
Cameron Kelly (SBN 24120936)
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- and -

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Email: razmigizakelian@quinnemanuel.com

Counsel for the Debtors and Debtors in Possession

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
ii	Asset Disposition	0.0	\$0.00	\$0.00
iii	Assumption and Rejection of Leases and Contracts	0.0	\$0.00	\$0.00
ix	Employee Benefits and Pensions	1.5	\$2,917.50	\$2,334.00
v	Business Operations	0.0	\$0.00	\$0.00
vi	Case Administration	97.3	\$155,400.50	\$124,320.40
vii	Claims Administration and Objections	37.4	\$54,924.00	\$43,939.20
viii	Corporate Governance and Board Matters	11.8	\$22,951.00	\$18,360.80
x	Employment and Fee Applications	32.1	\$27,090.50	\$21,672.40
xi	Financing/Cash Collateral	15.9	\$28,878.00	\$23,102.40
xii	Litigation	332.9	\$433,529.50	\$346,823.60
xiii	Non-working Travel ²	16.5	\$13,447.50	\$10,758.00
xiv	Plan and Disclosure Statement	90.6	\$147,236.00	\$117,788.80
xv	Relief from Stay and Adequate Protection	.3	\$583.50	\$466.80
	Total	636.3	\$886,958.00	\$709,566.40

² Non-working travel billed at 100% is 26,895.00. 50% of the total non-working travel is \$13,447.50, as reflected in the chart above.

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$1,945.00	162.9	\$316,840.50
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	.2	\$355.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	33.9	\$56,443.50
Lindsay Weber	Associate		Bankruptcy & Restructuring	\$1,665.00	43.3	\$72,094.50
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	122.7	\$191,412.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	60.8	\$94,848.00
Deshani Ellis	Associate	2020	Commercial Litigation	\$1,560.00		
Sam Donohue	Associate	2019	Litigation	\$1,560.00		
Zach Meeker	Associate	2022	Complex Litigation	\$1,435.00	6.6	\$9,471.00
Eli Pales	Associate	2022	Litigation	\$1,315.00	4.2	\$5,523.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	38.6	\$44,969.00
Lance Frankel	Associate	2024	Litigation	\$1,035.00	60.2	\$62,307.00
Scott Anderson	Associate	2024	Litigation	\$1,035.00	3.9	\$4,036.50
Shashank Sirivolu	Associate	2024	Complex Litigation	\$1,035.00		
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	47.9	\$31,374.50
Michael Acuna	Litigation Support			\$210.00		
Ryan Lopez	Litigation Support			\$210.00	1.1	\$231.00
Linda Yanez	Litigation Support			\$210.00	1.7	\$357.00
Raul Vasquez	Litigation Support			\$210.00	48.3	\$10,143.00
Total					636.3	\$900,405.50

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Postage	\$26.08
Room rental (from October 2024)	
Filing fee	\$350.00
Meals during travel	\$43.78
Deposition transcripts	
Federal Express/Express mail	\$60.86
Courier	
Hotel	\$1,737.21
Out of-town travel	\$233.25
Air Travel	\$638.96
Travel	\$122.09
Document Services	
RelOne User Fee	
RelOne TIFF (per page)	
RelOne Active Hosting (per GB)	\$1,351.64
RelOne Processing	
Black and white document reproduction (\$.10 per page)	\$129.80
Color document reproduction (\$.25 per page)	
Professional services – (fees/expenses incurred by expert – Nenad Miljkovic)	\$8,021.25
Local Meals	\$26.63
Hearing Transcripts	\$58.40
Total	\$12,799.95

865 S. Figueroa Street, 10th Floor
 Los Angeles, California 90017

March 11, 2025

Cameron Blackmon
 Rhodium Enterprises, Inc.
 4146 W US Highway 79
 Rockdale, TX 76567

Matter #: 12875-00001
 Invoice Number: 101-0000185500
 Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

For Professional Services through February 28, 2025 in connection with a potential restructuring of this crypto mining company.

Fees	\$900,405.50
Travel Adjustment (50%)	<u>-\$13,447.50</u>
Net Billed Fees	\$886,958.00
Expenses	<u>\$12,799.95</u>
Net Amount	\$899,757.95
Total Due This Invoice	\$899,757.95
Balance Due from Previous Statement(s)	\$1,730,076.18
Total Balance Due	<u>\$2,629,834.13</u>

Confidential – May include attorney-client privileged and work-product information

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Statement Detail**ix Employee Benefits and Pensions**

02/01/25	PT	Continue to review and analyze ordinary course bonuses and employee review issues and multiple emails regarding same with A. Catatao and C. Topping (0.8).	0.80	1,556.00
02/26/25	PT	Discussion re human resources/personnel issues-with Charles Topping (.50); Alicia Catatao regarding ordinary course terminations and severance (.20).	0.70	1,361.50
SUBTOTAL			1.50	2,917.50

vi Case Administration

02/03/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/03/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status, next steps and strategy (0.5).	0.50	780.00
02/03/25	PT	Prepare for (0.4) and coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, D. Dunn regarding status of projects and strategy (0.5).	0.90	1,750.50
02/03/25	PT	Call with the Quinn Emanuel team to review projects and research with Alain Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (0.5).	0.50	972.50
02/03/25	RH9	Attend Quinn Emanuel team meeting to discuss strategy (0.5); attend Quinn Emanuel and Province teams telephone conference to discuss strategy (0.5).	1.00	1,165.00

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02/03/25	BR4	Call with Quinn Emanuel regarding case updates (0.5); call (partial) with Quinn Emanuel and Province teams regarding same (0.4).	0.90	1,404.00
02/03/25	PT	Conference call regarding plan projections, miner refresh and power contracts with Ben Roth, Brenda Funk, Michael Robinson, Andrew Popescu, Kristen Lee, Lindsay Weber, Razmig Izakelian, Jason S. Brookner, Amber M. Carson, Scott Kintz (0.5).	0.50	972.50
02/03/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	1.00	1,665.00
02/04/25	PT	Prepare for and participate in negotiation call with Sarah Schultz, David Dunn, Michael Robinson (0.5); follow up correspondence with B. Roth regarding responding to miner allocation issues in plan (0.6).	1.10	2,139.50
02/04/25	PT	Operations call to review strategy with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping (0.6).	0.60	1,167.00
02/04/25	PT	Coordination call with Andrew Popescu, Quinn Emanuel Debtor Team, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian to discuss ongoing projects and strategy (0.9).	0.90	1,750.50
02/04/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.9); emails regarding same (0.1); review and revise claim objections (1.2).	2.20	3,432.00
02/05/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al.	0.50	780.00

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		Regarding case status and next steps (0.5).		
02/05/25	PT	Coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian to review strategy and planning (0.5); emails with H. Nguyen regarding bond fees on United States Trustee accounts (0.3) and follow up with A. Popescu (0.3).	1.10	2,139.50
02/05/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (0.5).	0.50	582.50
02/05/25	BH2	Review Pacer docket and update files for attorneys' review (0.7).	0.70	458.50
02/05/25	BR4	Research relating to investor question (2.1); draft response to same (0..8); call with Quinn Emanuel and Province team regarding case updates (0.5).	3.40	5,304.00
02/05/25	RI	Conference with Quinn Emanuel team and Province team regarding case strategy and assignments (0.5).	0.50	832.50
02/06/25	PT	Prepare for (.1) and update call with Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian (.50).	0.60	1,167.00
02/06/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/06/25	PT	Review case strategy and operations with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping (.50); coordinate response to B. Funk regarding miner integration (.40); follow up with B. Roth regarding response to miner integration inquiry (.50).	1.40	2,723.00

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02/06/25	BR4	Call (partial) with the Quinn Emanuel team regarding case updates (0.3).	0.30	468.00
02/07/25	PT	Coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian (.50).	0.50	972.50
02/07/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/07/25	LF5	Review document batches for privilege and identify where redactions are necessary (5.1).	5.10	5,278.50
02/07/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); call with Quinn Emanuel and Province teams and investors counsel regarding miner installation (0.5); call with P. Tomasco regarding same (0.2); research and draft response in relation to same (3.7); draft responses to inquiries on case updates (0.6); emails regarding same (0.1).	5.60	8,736.00
02/07/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
02/08/25	BR4	Emails regarding projections and review documents on same (0.2).	0.20	312.00
02/09/25	BR4	Emails regarding requests from creditors counsel (0.3).	0.30	468.00
02/10/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status, next steps and strategy (0.5).	0.50	780.00
02/10/25	PT	Coordination and planning call with Alain Jaquet, Ben Roth, Lindsay Weber, Razmig Izakelian (.40); strategy call Andrew Popescu, Daniel	0.90	1,750.50

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		Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.50).		
02/10/25	RH9	Attend team meeting (.4); conference with Province and Quinn Emanuel teams to discuss strategy (.5).	0.90	1,048.50
02/10/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.4).	0.50	780.00
02/10/25	BR4	Call with Quinn Emanuel team regarding case updates (0.4); call with Quinn Emanuel and Province teams regarding same (0.5); call with investors counsel Quinn Emanuel and Province regarding outstanding questions (0.8); research regarding same (0.2); emails regarding case status with various parties (0.7).	2.60	4,056.00
02/10/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.4); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	0.90	1,498.50
02/11/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/11/25	PT	Meeting with Michael Robinson, Stephen Lemmon, Chase Blackmon, Rhonda Mates, Cameron Blackmon, Nathan Nichols, Charles Topping, K. Lee regarding case status and discovery issues(1.5); follow up meeting with M. Robinson regarding path forward (.30).	1.80	3,501.00
02/11/25	PT	Prepare for (.4) and participate in strategy and coordination call with Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, R. Harrington (.5).	0.90	1,750.50

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02/11/25	PT	Operations call with Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping regarding wallet reallocation and miner integration issues (1.7).	1.70	3,306.50
02/11/25	BH2	Email exchange with V. O'Connell (Stris & Maher) regarding a docket entry listed on the Pacer docket (.1); email exchange with T. Laws (Bankruptcy Court) regarding a misfiled order on the Rhodium document (.2).	0.30	196.50
02/11/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.5); research related to a request from the transcend Group (2.3); emails regarding same (0.3); call with R. Izakelian regarding same (0.3).	3.40	5,304.00
02/11/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
02/12/25	AJ4	Attend (partial) telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.4).	0.40	624.00
02/12/25	PT	Strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.6).	0.60	1,167.00
02/12/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.6).	0.60	936.00
02/12/25	RI	Prepare for (.2) and telephone conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.6).	0.80	1,332.00
02/13/25	AJ4	Prepare for (0.3) and attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status	0.70	1,092.00

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		and next steps (0.4).		
02/13/25	PT	Coordinate with M. Robinson to communicate with M. Fox regarding case status(.10).	0.10	194.50
02/13/25	PT	Conference call with the Province team regarding miner allocation and ability to equalize revenues among entities (.7); follow-up call with A. Carson, B. Roth regarding secured creditor group regarding miner allocation issue (.7); follow up with A. Peloubet regarding the economics of wallet allocation and miner movement (.6); update B. Roth regarding terms of note amendment and prevailing interest rate (.6).	2.60	5,057.00
02/13/25	PT	Operational strategy meeting with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (.9).	0.90	1,750.50
02/13/25	PT	Planning call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington(.7).	0.70	1,361.50
02/13/25	BR4	Call with Quinn Emanuel team regarding case updates (0.7); call with A. Popescu regarding miners (0.4); call with Quinn Emanuel and Province regarding same (0.9); call with Quinn Emanuel, Province and investors' counsel regarding same (0.5); review and revise amendment to order and emails regarding same (1.4); research regarding same (1.8).	5.70	8,892.00
02/13/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy (0.9).	0.90	1,498.50
02/13/25	RI	Conference with Quinn Emanuel team regarding case strategy and	0.70	1,165.50

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		assignments (0.7).		
02/14/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.7).	0.70	1,092.00
02/14/25	PT	Coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian(.70).	0.70	1,361.50
02/14/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.7).	0.70	1,092.00
02/17/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status, next steps and strategy (0.5).	0.50	780.00
02/17/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/17/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	1.00	1,665.00
02/17/25	PT	Quinn Emanuel weekly team call Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsey Weber, Rachel Harrington to review status of projects and plan drafts (.5); coordination call with Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.5); multiple coordination emails regarding workstreams (.7).	1.70	3,306.50
02/18/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.5).	0.50	780.00

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02/18/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy. (.5).	0.50	582.50
02/18/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
02/18/25	BH2	Review Rhodium dockets (main case and adversary) for any new pleadings filed, hearing dates, or deadlines (.7).	0.70	458.50
02/18/25	PT	Operational strategy call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (1.1).	1.10	2,139.50
02/18/25	PT	Update and strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.5).	0.50	972.50
02/18/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); emails regarding same (0.2).	0.70	1,092.00
02/20/25	BH2	Review Rhodium Pacer docket (.2) and update files to current status, calendaring any deadlines and hearing dates (.3).	0.50	327.50
02/21/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/21/25	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (.5).	0.50	582.50
02/21/25	PT	Project coordination call with Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.5).	0.50	972.50

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02/21/25	BH2	Complete Transcript Order Form for February 21, 2025, hearing (.2) and file same (.3).	0.50	327.50
02/21/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); emails regarding same (0.4); call with R. Izakelian regarding same (0.2).	1.10	1,716.00
02/23/25	PT	Review correspondence with B. Funk regarding warrants (.30); correspond with B. Rice regarding warrants (.20).	0.50	972.50
02/24/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/24/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.6); conference with Quinn Emanuel and Province teams regarding case strategy (0.5).	1.10	1,831.50
02/24/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
02/24/25	PT	Review and circulate warrants for discussion on effects (.8); correspond with M. Soule regarding same and concurrent instruments (.6); call to discuss cap table and analysis of warrants and other equity instruments effects with Michael Robinson; David Eaton; Spencer Wells; David Dunn (.4); correspond with D. Holzman regarding same (.2); draft response to B. Funk regarding uneconomic position of warrants based on language (.6).	2.60	5,057.00
02/24/25	PT	Internal coordination weekly call with Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.6); coordination call with Andrew Popescu, M. Robinson, Kristen Lee,	1.10	2,139.50

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		Alan Jaquet, Ben Roth, Razmig Izakelian, R. Harrington (.50).		
02/24/25	BH2	File the 19 Monthly Operating Reports (1.1); download (.5) and forward the file-stamped copies to the Client (.2).	1.80	1,179.00
02/24/25	BR4	Call with Quinn Emanuel team regarding case updates (0.6); call with Quinn Emanuel and Province teams regarding case updates (0.5).	1.10	1,716.00
02/24/25	DH3	Exchange emails with P. Tomasco regarding Warrant Agreement (.2).	0.20	355.00
02/25/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.6).	0.60	936.00
02/25/25	PT	Coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.60).	0.60	1,167.00
02/25/25	PT	Operations strategy call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (.50).	0.50	972.50
02/25/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.6).	0.60	936.00
02/26/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/26/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
02/26/25	PT	Coordination and strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth,	0.50	972.50

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		Razmig Izakelian, Rachel Harrington (.50).		
02/26/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
02/27/25	RI	Conference with the Quinn Emanuel and Province teams regarding case strategy and assignments (0.6).	0.60	999.00
02/27/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.6).	0.60	936.00
02/27/25	PT	Coordination and strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.6).	0.60	1,167.00
02/27/25	BH2	Review Pacer docket for the main case and the appeal (.4) and calendar hearing dates and deadlines (.4); obtain the transcript of the February 21st status conference and forward to attorneys and the Client (.3).	1.10	720.50
02/27/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.6).	0.60	936.00
02/28/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
02/28/25	PT	Call to discuss economic options with Brenda Funk; Michael Robinson; John Stokes; Ben Roth (.30); correspond with the Chief Restructuring Officer and independent directors regarding the analysis (.30); correspond with C. Topping regarding history of warrants (.30); conference with J. Stokes regarding warrants and calculation of same (.20).	1.10	2,139.50

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02/28/25	PT	Coordination and strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian(.50).	0.50	972.50
02/28/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); call with investors counsel, J. Stokes and P. Tomasco regarding same (0.7).	1.20	1,872.00
SUBTOTAL			97.30	155,400.50

vii Claims Administration and Objections

02/01/25	BR4	Research related to claim objections (2.1); begin drafting same (0.6).	2.70	4,212.00
02/02/25	AJ4	Correspond with B. Roth regarding omnibus claim objections (0.2); review and analyze local rules regarding the same (0.1).	0.30	468.00
02/02/25	BR4	Draft omnibus objection to claims (2.6); research related to same (1.3).	3.90	6,084.00
02/03/25	AJ4	Review and revise claim objections relating to the Proof entities and Whistone (0.3); research local rules in connection with the same (0.2); correspond with R. Izakelian and B. Roth regarding same (0.1).	0.60	936.00
02/03/25	BR4	Review and revise claim objection (2.1); research related to claim objection (0.7).	2.80	4,368.00
02/05/25	RH9	Draft Midas claim objection (3.4).	3.40	3,961.00
02/05/25	BR4	Emails regarding claim objections (0.2).	0.20	312.00
02/06/25	AJ4	Correspond with B. Roth regarding withdrawal of tax claims (0.1).	0.10	156.00
02/06/25	AJ4	Prepare claim withdrawal to Proof entities (0.8); correspond with P. Tomasco in connection with the same (0.1); correspond with Proof entities'	1.00	1,560.00

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		representatives in connection with the same (0.1).		
02/06/25	AJ4	Review and revise the draft objection to Whinstone's claims (0.4).	0.40	624.00
02/06/25	PT	Coordinate identification of claims objections as the precursor to plan (0.2); email team regarding drafting assignments (0.2); coordinate withdrawal of Proof Capital claims based on equitization agreement (0.2).	0.60	1,167.00
02/06/25	RH9	Revisions to the Midas clam objection (.9); draft duplicate claims objection and order (2.8).	3.70	4,310.50
02/06/25	LMW	Emails with Quinn Emanuel team re: claim objections (.4).	0.40	666.00
02/06/25	BH2	Revise claim objections (amended and fully satisfied and taxing authorities) (1.1).	1.10	720.50
02/10/25	AJ4	Correspond with C. Foggin regarding Proof entities' claim withdrawals (0.1).	0.10	156.00
02/12/25	AJ4	Correspond with C. Foggin regarding Proof entities' claim withdrawals (0.4); correspond with A. Popescu in connection with the same (0.2).	0.60	936.00
02/13/25	AJ4	Correspond with C. Foggin regarding Proof entities' claim withdrawals (0.1).	0.10	156.00
02/17/25	AJ4	Correspond with C. Foggin regarding the withdrawal of claims by Proof entities (0.2).	0.20	312.00
02/17/25	AJ4	Review and revise draft claim objection to Whinstone's claims, including by incorporating edits provided Stris and the Quinn Emanuel team (1.3).	1.30	2,028.00
02/17/25	AJ4	Correspond with C. Foggin regarding the withdrawal of claims by Proof	0.20	312.00

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		entities (0.2).		
02/17/25	RI	Review and analyze the claims register and proofs of claim (2.8).	2.80	4,662.00
02/17/25	PT	Review and extensive revisions to Whinstone proofs of claim along with additional research (1.8); coordinate the circulation of drafts for comments (.3).	2.10	4,084.50
02/17/25	BR4	Review and revise the claim objection (2.2); emails regarding same (0.4).	2.60	4,056.00
02/18/25	AJ4	Finalize claim objection to Whinstone's claims (0.8).	0.80	1,248.00
02/18/25	BH2	Finalize (.6) and file Rhodium's Objection to Whinstone's claim (.3); forward the file-stamped copy to attorneys and the Client (.2).	1.10	720.50
02/19/25	AJ4	Review claim withdrawal forms (0.3); correspond with C. Foggin in connection with the same (0.1); correspond with A. Popescu regarding the same (0.1); correspond with P. Tomasco in connection with the same (0.1).	0.60	936.00
02/25/25	AJ4	Prepare chart for tracking claim objections (1.8); review related materials (.4); correspond with R. Izakelian and R. Harrington regarding the same (0.2).	2.40	3,744.00
02/27/25	AJ4	Review and revise the chart regarding the claim objection's tracker (0.6); correspond with F. Sebzavari regarding the same (0.2); research omnibus claim objections (0.3); correspond with R. Izakelian and R. Harrington in connection with the same (0.2).	1.30	2,028.00
SUBTOTAL			37.40	54,924.00

viii Corporate Governance and board Matters

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02/03/25	PT	Coordinate with B. Rice regarding plan concept slides for board meeting (0.5); review and comment on revisions of S. Schultz (0.7).	1.20	2,334.00
02/05/25	PT	Prepare for and present at Board Meeting with Becky Rice, Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (2.2).	2.20	4,279.00
02/10/25	PT	Conference with T. Schmeltz, D. Eaton, C. Topping regarding board meeting planning (.7).	0.70	1,361.50
02/11/25	PT	Discuss Conflict Claim with Trace Schmeltz, David Eaton, Spencer Wells, M. Robinson, Renata Szkoda, Jonas Norr (1.0); debrief with D. Eaton, M. Robinson and S. Wells (.30).	1.30	2,528.50
02/12/25	PT	Board Meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.6).	1.60	3,112.00
02/16/25	PT	Board Meeting Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.1); follow up Board Meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.1); research and forward articles regarding board fiduciary duties (1.0).	3.20	6,224.00

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02/26/25	PT	Board update call with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (9); review the special committee draft report (.7).	1.60	3,112.00
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SUBTOTAL	11.80	22,951.00
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x Employment and Fee Applications

02/03/25	BH2	Review and revise the Notice of Payments to Ordinary Course Professionals (0.3).	0.30	196.50
02/04/25	BH2	Revise the BDO First Interim Fee Application (0.6) and file same (0.3); forward a file-stamped copy to the Client (0.2).	1.10	720.50
02/05/25	PT	Coordinate retention of expert with C. Blackmon (0.3).	0.30	583.50
02/06/25	BH2	Finalize (0.1) and file the Certificate of No Objection on B. Riley Securities Fee Application (0.3); begin to prepare the January 2025 monthly fee statement to be filed on behalf of Quinn Emanuel (4.1); finalize (0.2) and file the First Quarterly Statement (ordinary course professionals) (0.3).	5.00	3,275.00
02/06/25	PT	Review and comment on notice of ordinary course professionals (.10).	0.10	194.50
02/07/25	PT	Review fee application and comments on same (.40).	0.40	778.00
02/07/25	BH2	Continue to prepare the January Monthly Fee Statement (5.1); review docket (.1) and draft Certificates of No Objection to the First Interim Fee Applications filed by Barnes & Thornburg and Province (.4) and file the same (.3); distribute the order granting the First Interim Fee	6.00	3,930.00

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		Application filed by B. Riley (.1).		
02/10/25	BH2	Continue to prepare the January monthly fee statement on behalf of Quinn Emanuel (3.9); email communications with J. Richards (Lehotsky Keller Cohn) re fee applications (.2) finalize (.3) and file the First Interim Fee Application of Lehotsky Keller Cohn (.3); email communications with V. O'Connell (Stris & Maher) regarding monthly fee statements and payments of same (.3).	5.00	3,275.00
02/11/25	BH2	Finalize (.2) and file the Fourth Monthly Fee Statement on behalf of Quinn Emanuel (.3); finalize (.4) and file the First Interim Fee Application on behalf of Quinn Emanuel (.3); serve both documents to parties pursuant to the Interim Compensation Order (.2).	1.40	917.00
02/11/25	PT	Review and revise the first interim fee application (.4) and the monthly fee request (.2); correspond with B. Howell regarding same (.50).	1.10	2,139.50
02/11/25	BH2	Email exchange with A. Popescu (Province) regarding estimated fees for January and the first week of February (as requested by the Creditors' Committee) (.3).	0.30	196.50
02/14/25	BR4	Prepare engagement letter for expert (1.0).	1.00	1,560.00
02/14/25	BH2	File Stris & Maher's First Interim Fee Application (.3) and forward file-stamped copies to attorneys and the Client (.1).	0.40	262.00
02/14/25	PT	Correspond with expert witness regarding retention letter (.4); correspond with C. Blackmon regarding expert retention letter (.4).	0.80	1,556.00
02/21/25	BH2	File the Fifth Monthly Fee Statement	0.40	262.00

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		on behalf of Lehotsky Keller Cohn (.3) and forward a file-stamped copy to J. Richards for service (.1).		
02/24/25	BH2	Email communication with P. Tomasco regarding a Notice of Rate Increase (.2); draft same (.4) and file with the Court (.3).	0.90	589.50
02/24/25	PT	Review and comment on notice of rate increase to account for Texas local rates (.20).	0.20	389.00
02/24/25	BH2	File the January monthly fee statement on behalf of Stris & Maher (.3); continue to prepare Quinn Emanuel's Fifth Monthly Fee Statement (.7).	1.00	655.00
02/25/25	BH2	Finalize (.1) and file Stris & Maher's Fifth Monthly Fee Statement (.3); forward the LEDES data and a file-stamped copy of the Monthly Fee Statement to the Notice Parties listed in the Interim Compensation Order (.2).	0.60	393.00
02/25/25	BH2	Continue to prepare the January monthly fee statement (3.1).	3.10	2,030.50
02/26/25	BH2	Finalize (.2) and file the Fifth Monthly Fee Statement of Province (.3); finalize (.2) and file the Fifth Monthly Fee Statement of Barnes & Thornburg (.3); serve the file-stamped copies on the Notice Parties listed in the Interim Compensation Order (.2); file the Certificate of No Objection re ECF No. 749 (BDO's fee application) (.3); forward Quinn Emanuel's December invoice for payment (.1).	1.60	1,048.00
02/28/25	PT	Conference with C. Topping regarding Lehotsky Keller Cohn retention application amendments and related issues (.80); follow up emails with research regarding same (.30).	1.10	2,139.50

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SUBTOTAL	32.10	27,090.50
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xi Financing and Cash Collateral

02/06/25	PT	Participate in due diligence call with the Province team and potential exit financier (.90).	0.90	1,750.50
02/07/25	PT	Follow up conference call regarding miner integration and effect with Ben Roth, Brenda Funk, Andrew Popescu, Razing Izakelian (.50); review and comment on Fairbairn's request for adequate protection (.50); participate in conference call regarding same with B. Roth (.40); review and comment on draft response email to B. Funk (.40).	1.80	3,501.00
02/09/25	PT	Review and comment on Fairbairn information request (.30); coordinate information with J. Brookner (.30); review and suggest response to request for adequate protection and related information (.30).	0.90	1,750.50
02/10/25	PT	Follow-up on Miner Allocation call - Brenda Funk, Ben Roth, Michael Robinson, Razmig Izakelian, Andrew Popescu, Kristen Lee, Amber Carson, Jason Brookner (1.0); review and revise adequate protection stipulation and circulate to J. Brookner (.7).	1.70	3,306.50
02/10/25	RI	Prepare stipulation regarding the use of cash collateral (0.9); conference with Quinn Emanuel and Province teams, and 2.0 and Encore secured creditors groups regarding use of cash collateral (0.5).	1.40	2,331.00
02/11/25	PT	Correspond with B. Roth regarding adequate protection parameters for prepetition secured lenders in light of contract terms (.3); analysis of adequate protection claims and possible solutions (.3).	0.60	1,167.00

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02/12/25	BR4	Review and revise the amendment to the cash collateral order (1.4); emails regarding same (0.4).	1.80	2,808.00
02/12/25	PT	Correspond with B. Funk regarding relative merits of adequate protection request and potential solutions (.6); edit the response to B. Funk from B. Roth (.3).	0.90	1,750.50
02/14/25	BR4	Review and revise the amendment to the cash collateral order (0.7); emails regarding same (0.4).	1.10	1,716.00
02/18/25	PT	Participate in exit financing due diligence call (1.1).	1.10	2,139.50
02/20/25	PT	Review and comment on cash collateral order amendment (.1) and coordinate circulation to lenders (.1).	0.20	389.00
02/24/25	BR4	Emails regarding cash collateral order amendment (0.3); call with G. Steinman regarding same (0.2).	0.50	780.00
02/24/25	PT	Write the narrative for discussions with the Creditors' Committee regarding adequate protection stipulation (.60).	0.60	1,167.00
02/25/25	BR4	Emails regarding cash collateral order (0.9).	0.90	1,404.00
02/25/25	PT	Follow-up response to the Unsecured Creditors' Committee's push back on adequate protection stipulation (.30); coordinate response to same (.30).	0.60	1,167.00
02/28/25	PT	Due diligence call with litigation financier (.50); follow-up emails with the LW team regarding due diligence documents (.40).	0.90	1,750.50
SUBTOTAL			15.90	28,878.00

xii Litigation

02/01/25	LF5	Review document batches for attorney-client privilege and identify	3.10	3,208.50
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		where redactions are necessary (3.1).		
02/02/25	PT	Prepare for and participate in conference call regarding discovery pause (0.5); detailed response to S. Schultz proposal to negotiating team (0.5); review with R. Izakelian status of discovery responses (0.6).	1.60	3,112.00
02/02/25	EP1	Conduct privilege review of 581 documents for production (4.2).	4.20	5,523.00
02/02/25	RI	Review and analyze documents produced to the Committee and SAFE AHG (3.8).	3.80	6,327.00
02/02/25	LF5	Review document batches for attorney-client privilege and identify where redactions are necessary (2.4).	2.40	2,484.00
02/03/25	PT	Correspond with management team regarding mediation scheduling (0.9); coordinate with C. Topping regarding time to exit (0.9); follow up on discovery pause for the SAFE committee (1.0); telephone conference with M. Robinson regarding meeting with D. Proman (1.0).	3.80	7,391.00
02/03/25	RH9	Review revised adversary complaint (0.9).	0.90	1,048.50
02/03/25	LMW	Review productions re: privilege (1.3); emails to R. Izakelian re: document counts (1.2).	2.50	4,162.50
02/03/25	LF5	Review batches of documents for attorney-client privilege and identify where redactions are necessary (1.1).	1.10	1,138.50
02/03/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	4.90	1,029.00
02/03/25	BR4	Call with investors counsel and Province regarding projections (1.5); review and revise complaint (2.7).	4.20	6,552.00
02/04/25	PT	Prepare for and participate in litigation checkpoint call to discuss	1.30	2,528.50

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		litigation status and coordination (0.5); coordinate with M. Moore regarding mediation logistics (0.1); coordinate expert testimony with B. Asay (0.1); coordinate comments to amended complaint against Whinstone regarding various causes of action and choice of law therefor (0.1); review and edit Debtors' reply (0.1); coordinate finalization and filing of same (0.1); correspond with B. Roth regarding issues with complaint and suggestions for improving (0.1); review and coordinate additional comments to form of complaint (0.1); review and comment on the Creditors' Committee's 2004 requests (0.1).		
02/04/25	LMW	Review and revise search terms re: document collection (.8); emails to Quinn Emanuel team re: same (0.4).	1.20	1,998.00
02/04/25	BH2	Email communications with M. Viramontes (Stris) regarding exhibits for phase 2 of the Whinstone litigation (0.6).	0.60	393.00
02/04/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	4.70	987.00
02/05/25	AJ4	Prepare draft mediation order (1.0); correspond with P. Tomasco in connection with the same (0.1).	1.10	1,716.00
02/05/25	PT	Coordinate mediation logistics with S. Schultz (0.2); circulate draft mediation order (0.2); revisions to mediation order (0.4).	0.80	1,556.00
02/05/25	PT	Review the status of the discovery and document production (1.0); correspondence with C. Gibbs regarding postponement of discovery responses (0.3).	1.30	2,528.50
02/05/25	RH9	Legal research into mandatory	1.20	1,398.00

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		abstention and core proceedings (1.2).		
02/05/25	BH2	Email communications with M. Viramontes (Stris & Maher) regarding the Phase 2 exhibits (0.3).	0.30	196.50
02/05/25	LF5	Review document batches for attorney-client privilege and identify where redactions are necessary (0.6).	0.60	621.00
02/05/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	4.90	1,029.00
02/06/25	RH9	Legal research to support review of district court order in Midas litigation (2.4).	2.50	2,912.50
02/06/25	LF5	Review document batches for privilege and identify where redactions are necessary (4.6).	4.60	4,761.00
02/06/25	LMW	Emails with R. Izakelian re: document productions (.4); emails with litigation support re: same (.3).	0.70	1,165.50
02/06/25	SA4	Review documents for privilege (0.8).	0.80	828.00
02/06/25	PT	Coordinate call with founders' counsel (.30); coordinate response to discovery inquiry from SAFE committee (.20).	0.50	972.50
02/06/25	RI	Review and analyze documents for production (2.4).	2.40	3,996.00
02/06/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.60	546.00
02/07/25	PT	Prepare for and participate in conference call to review and comment on draft complaint with Andrew Popescu, Spencer Wells, John Stokes, Jon Cohn, Trace Schmeltz, David Dunn, Bridget Asay, Peter Brody, Will Thompson, Michael Robinson (1.0); conference with D. Eaton regarding revised complaint (1.0); conference with M. Robinson	4.70	9,141.50

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		regarding timing of litigation (1.0); telephone conference regarding revised Complaint with Chase Blackmon, Jon Cohn, Becky Rice, John Stokes, Bridget Asay, Elizabeth Brannen, Will Thompson, Todd Disher, Alexis Swartz, David Eaton, Charles Topping (.50); coordinate with D. Eaton and S. Wells regarding draft complaint (.50); review and revise the draft complaint (.30); coordinate with mediation parties regarding mediation order (.40).		
02/07/25	LMW	Call with R. Izakelian re: discovery (.5); review of documents for privilege for same (1.3).	1.80	2,997.00
02/07/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5). Review document batches for privilege and identify where redactions are necessary (5.1).	0.50	582.50
02/07/25	AJ4	Review Whinstone's comments to mediation order (0.4); correspond with P. Tomasco in connection with the same (0.1).	0.40	624.00
02/07/25	RH9	Legal research on mandatory abstention (1.3).	1.30	1,514.50
02/07/25	BH2	Review docket (.1) and calendar hearing on Phase 2 of the litigation (.1).	0.20	131.00
02/07/25	SA4	Review documents for privilege (1.4).	1.40	1,449.00
02/07/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.70	357.00
02/08/25	LF5	Review document batches for privilege and identify where redactions are necessary (1.6).	1.60	1,656.00
02/09/25	LF5	Review document batches for privilege and identify where redactions are necessary (2.1).	2.10	2,173.50

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02/10/25	PT	Conference with D. Eaton, S. Wells, D. Dunn, M. Robertson regarding the draft complaint (.5); emails with J. Stokes regarding the complaint and causes of action (.2); review and suggest comments to the legal summary of jurisdiction questions (.3) and follow up with R. Harrington regarding same (.3); review and analyze the second phase I ruling (.3); communications with the litigation team regarding same (.5); coordinate finalization and filing of mediation order (.2); emails with litigation team regarding effect of second phase 1 ruling (.3).	2.60	5,057.00
02/10/25	PT	Coordinate with D. Eaton, T. Schmeltz regarding strategy (.5); correspond with C. Topping regarding Unsecured Creditors' Committee's discovery requests and standstill agreement (.5); telephone conferences with M. Robinson regarding update and strategy(.5).	1.50	2,917.50
02/10/25	AJ4	Review Second Interim Order on Phase 1 of Motion to Assume Executory Contracts (0.3).	0.30	468.00
02/10/25	BH2	Review January 24th hearing transcript for references to mediation (.2); finalize (.3) and file the proposed Agreed Mediation Order Appointing Judge Mark Mullin as Mediator (.3); review Order entered re phase 1 of the litigation (.2) and email communications with M. Viramontes (Stris & Maher) regarding phase 2 of the litigation (.2).	1.20	786.00
02/10/25	LF5	Review document batches for privilege and identify where redactions are necessary (7.5).	7.50	7,762.50
02/10/25	BR4	Review research on the Whinstone issues and pleadings and court order	2.40	3,744.00

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		(2.4).		
02/10/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	4.10	861.00
02/11/25	LF5	Review document batches for privilege and identify where redactions are necessary (7.9).	7.90	8,176.50
02/11/25	BR4	Review updated complaint for filing (0.2).	0.20	312.00
02/11/25	PT	Weekly litigation coordination call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (.5); correspond with B. Asay regarding meet and confer with Foley (.2); correspond with potential expert witness and coordinate time to meet (.3); correspond with chambers regarding setting on phase 2 and mediation pending (.3); review and analyze 2004 letter agreement from the Unsecured Creditors' Committee (.7); review and analysis of damages complaint (.8); correspond with D. Eaton and S. Wells regarding same (.2); coordinate with S. Schultz regarding mediation (.2); coordinate finalization and filing of damages complaint (.2).	3.40	6,613.00
02/11/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.80	588.00
02/11/25	BH2	Assist attorneys with the preparation of the Complaint (3.3); draft a summons for each defendant (.4); file the Complaint and the Summonses (.4); distribute file-stamped copies to the attorneys (.1).	4.20	2,751.00
02/11/25	BH2	Review Agreed Mediation Order Appointing Judge Mark Mullin as	0.80	524.00

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		Mediator (.1) and forward to attorneys (.1); telephone conference with P. Brody (Stris & Maher) regarding the upcoming hearing on Phase 2 (.3); email exchange with M. Viramontes (Stris & Maher) regarding the deadline to file the exhibits for the Phase 2 litigation (.3).		
02/12/25	PT	Call with potential expert witness (.5); correspond with J. Tecce regarding causes of action (.3); correspond with M. Robinson regarding triggering event for the Unsecured Creditors' Committee's 2004 exams (.2); correspondence with J. Yim regarding same (.3); correspond with litigation team regarding chambers correspondence with M. Moore (.5); follow up with potential expert witness (.2); call with J. Tecce regarding causes of action (.1).	2.10	4,084.50
02/12/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.20	462.00
02/12/25	PT	Formalize letter agreement with expert witness (.5).	0.50	972.50
02/12/25	SA4	Review documents for privilege (.1).	0.10	103.50
02/12/25	LF5	Review document batches for privilege and identify where redactions are necessary (7.7).	7.70	7,969.50
02/13/25	LMW	Emails with R. Izakelian re: privilege redactions (.2); review documents re: same (1.8).	2.00	3,330.00
02/13/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.20	462.00
02/13/25	LF5	Review document batches for privilege and identify where redactions are necessary (3.4).	3.40	3,519.00

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02/13/25	PT	Call with David Eaton, Spencer Wells, James Tecce to discuss litigation options and considerations for same (.5); multiple emails with litigation teams regarding privilege protection in special committee investigation and terms of protective order (.7); correspond with S. Lemmon regarding same (.3); respond to R. Szkoda regarding privilege protections (.2); correspond with T. Schmeltz regarding privilege issues (.3); review and comment on draft adequate protection stipulation (.2); multiple conferences with M. Robinson regarding privilege issue (.5).	2.70	5,251.50
02/13/25	PT	Formalize letter agreement with expert witness (.5).	0.50	972.50
02/13/25	SA4	Review documents for privilege (.7).	0.70	724.50
02/14/25	AJ4	Research case law regarding attorney-client privilege and work product doctrine (1.8).	1.80	2,808.00
02/14/25	SA4	Review documents for privilege (.9).	0.90	931.50
02/14/25	ZM2	Conduct privilege review of documents for attorney-client privilege and attorney work product assertions (3.1).	3.10	4,448.50
02/14/25	PT	Correspond with A. Jaquet regarding follow up supplemental research on privilege issue to write comprehensive memorandum on issue (.2); additional online research regarding privilege in restructuring committees and investigations (.6); coordinate updated calendar for answer to complaint (.2); correspondence with S. Schultz regarding mediation strategy (.4); correspondence with D. Kaltman regarding 2004 letters (.4); forward 2004 resolution letters to potential	6.30	12,253.50

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Creditor Committee deponents for execution (.4); review and revise mediation statement (.7); emails with C. Topping and M. Soule regarding same (.3); correspond with B. Asay and E. Brannen regarding details to be filled in in mediation statement (.4); correspond with S. Lemmon and K. Lee regarding agreed 2004 deferral (.4); review B. Asay email to Foley team regarding phase 2 setting (.3); coordinate Stris and special committee meeting with T. Schmeltz and J. Stokes (.4); correspond with C. Blackmon regarding 2004 extension agreement (.4); consolidate multiple revisions to mediation statement (.5); correspond with mediator chambers transmitting mediation statement (.5); correspond with S. Schultz regarding mediation logistics (.2).

02/14/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.60	336.00
02/14/25	LF5	Review document batches for privilege and identify where redactions are necessary (6.0); emails to team regarding status of privilege review and next steps (.1).	6.10	6,313.50
02/14/25	BH2	Email communications with A. Swartz regarding the summonses issued (.2); prepare the Certificates of Service for Whinstone and Riot (.4) and file same (.3); calendar the response date (.1); coordinate mailout of the summonses and Complaint (.1).	1.10	720.50
02/15/25	LMW	Emails with R. Izakelian re: privilege review (.4); review of documents for redactions (2.2).	2.60	4,329.00
02/15/25	PT	Correspondence regarding mediation strategy calls with Akin (.6).	0.60	1,167.00

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02/15/25	BR4	Review confidential mediation statement (0.5); emails regarding call with SAFE parties regarding same (0.1).	0.60	936.00
02/16/25	PT	Telephone conference with M. Robinson regarding mediation strategy and presentation (1.0).	1.00	1,945.00
02/16/25	PT	Mediation planning call with Sarah Schultz, Mitchell Hurley, B. Roth (8).	0.80	1,556.00
02/16/25	PT	Prepare for (.5) and participate in litigation update call with Spencer Wells, John Stokes, David Eaton, Charles Topping, Kathleen Matsoukas, Trace Schmeltz (.6).	1.10	2,139.50
02/16/25	BR4	Attend board call regarding mediation (2.3); emails regarding same (0.6).	2.90	4,524.00
02/17/25	AJ4	Review and revise the memorandum regarding privilege in connection with special committee, including by reviewing related materials and case law (8.4).	8.40	13,104.00
02/17/25	RH9	Legal research into abstention doctrine (.4).	0.40	466.00
02/17/25	PT	Correspondence with chambers regarding mediation versus phase 2 (.50); pre-call for Foley meet and confer (.10); attend meet and confer regarding phase 2 and proposal to resolve phase 2 issues with Mark Moore, Bridget Asay, Michael Thomas, Rob Slovak, Steven Lockhart (.50); correspond with A. Jaquet regarding facts underlying privilege issues (.2); additional online research (.8); coordinate additional discovery to Akin team (.50); continued correspondence with B. Asay regarding the effect of claim objections on litigation issues (.50); extended correspondence with D.	4.10	7,974.50

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		Proman regarding mediation strategy (.50); telephone conferences with M. Robinson regarding mediation strategy (.50).		
02/18/25	AJ4	Review and revise memorandum regarding privilege in connection with special committee, including by reviewing related materials and case law (9.1).	9.10	14,196.00
02/18/25	RI	Review and analyze documents (2.2).	2.20	3,663.00
02/18/25	RH9	Draft objection to motion to remove reference (3.6).	3.60	4,194.00
02/18/25	LF5	Complete redactions for privileged documents (0.5).	0.50	517.50
02/18/25	ZM2	Review documents and apply redactions for assertions of privilege (3.0).	3.00	4,305.00
02/18/25	PT	All hands meeting preparation for mediation (.5); correspondence with M. Hurley regarding power contracts (.3); correspondence with M. Hurley regarding valuation of energy contracts (.2); correspondence regarding expert retention issues (.2); analysis of power rate differential to market (.8); correspond with K. Hays regarding contract to market calculation and chart (.5); correspondence with Akin team regarding privilege issues (.3); review and comment on mediation presentation (.8).	3.60	7,002.00
02/18/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.80	168.00
02/18/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	3.10	651.00
02/19/25	AJ4	Review and revise the memorandum regarding privilege in connection	2.50	3,900.00

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		with special committee (2.5).		
02/19/25	AJ4	Correspond with P. Tomasco, R. Izakelian, et al. Regarding revisions to assumption order (0.3).	0.30	468.00
02/19/25	RH9	Draft the objection to the motion to remove the reference (4.8).	4.80	5,592.00
02/19/25	BR4	Attend mediation (partial) (6.5).	6.50	10,140.00
02/19/25	PT	Review and discuss Genesis filing in Terreform (.40).	0.40	778.00
02/19/25	PT	Prepare for and attend mediation session in Dallas (11.0); review and revise the phase 2 motion in limine (.3); review and comment on the privilege memorandum (.3) and discuss with C. Topping (.1); draft the proposed agreed order on assumption of Whinstone contracts and multiple iterations of same (.4); coordinate follow up call with Akin team(.1).	12.20	23,729.00
02/19/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.80	588.00
02/19/25	BH2	Email communication with M. Viramontes regarding the Supplemental Witness and Exhibit List (.3); review a rough draft of the Supplemental Exhibit List (.2).	0.50	327.50
02/19/25	LF5	Redact document batches for attorney-client privilege (6.0).	6.00	6,210.00
02/19/25	BH2	Handle service of the Order Setting Rule 7016 Conference entered in Adversary 25-3047 (.3); draft the Certificate of Service (.6) and file with the Court (.3).	1.20	786.00
02/20/25	PT	Telephone conference with D. Eaton (.50); telephone conference with M. Robinson (.50); draft email to S. Schultz regarding conflict issue (..3); circulate to CRO/ID team (..1);	11.10	21,589.50

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Mediation Board debrief with Chase Blackmon; Cameron Blackmon; Jonas Norr; Renata Szkoda; David Eaton; Spencer Wells; Charles Topping; Morgan Soule; Kevin Hays; Michael Robinson; David Dunn (1.0); litigation coordination call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (.4); circulate proposed agreed order assuming contracts with Foley team (.1); prepare for (.6) and participate in mediation follow up call with Akin team, Judge Mullin (1.0); coordinate signatures on 2004 agreements (.50); correspond with C. Topping regarding prior litigation with Celsius (.50); correspond with D. Kaltman regarding 2004 agreements (.50); correspond with C. Blackmon regarding same (.50); correspond with Stris team regarding pleadings to file in light of agreed order on motion to assume (.50); correspond with Judge Mullin regarding papering the agreement (.50); circulate mediation order ahead of follow up conference call (.1); research prior proceedings in Celsius chapter 11 regarding Rhodium (.9); follow up conference with CRO/ID team regarding mediation follow up (.50); multiple correspondence regarding Akin presentation slides (.50); conference with E. Brannen regarding mediation slides (.4); multiple review and revision of agreed assumption order (.6); coordinate with Foley team regarding same (.60).

02/20/25

RH9

Draft objection to Whinstone's motion to remove the reference (8.4).

8.40

9,786.00

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02/20/25	BH2	Serve the Order Setting Rule 7016 Conference (ECF No. 15) (has a new hearing date) to the Defendants (.3) and draft Certificate of Service (.2); file same (.3).	0.80	524.00
02/20/25	LF5	Redact privileged documents (.5).	0.50	517.50
02/21/25	PT	Prepare for (.8) and participate in the status conference (.2); board call to discuss the mediation with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.0); review and revise the objection to the motion to withdraw the reference (1.5); multiple rounds of revisions and correspondence to settle agreed assumption order (1.5); coordinate finalization and filing under Greensheet (1.1); review threatening emails from D. Proman (1.0); correspondence regarding response and best course of action (1.0).	8.10	15,754.50
02/21/25	RH9	Draft and proof objection and order to motion to remove the reference (4.0).	4.00	4,660.00
02/21/25	BH2	Finalize (.4) and file the proposed agreed order to assume the Whinstone Contracts (.3).	0.70	458.50
02/21/25	BH2	Enter electronic notices for several attorneys for the 9:00 a.M. Hearing (.2); attend the hearing (.2); email communications with P. Tomasco regarding the canceled Phase 2 hearing (.1).	0.50	327.50
02/22/25	ZM2	Review and revise redactions for privilege assertions (0.5).	0.50	717.50
02/24/25	AJ4	Review Whinstone's notice of appeal (0.2).	0.20	312.00

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02/24/25	LMW	Review of privilege documents (2.2); prepare same for production (2.1).	4.30	7,159.50
02/24/25	PT	Mediation permutations discussion Michael Robinson; Chase Blackmon; Charles Topping; Cameron Blackmon; Morgan Soule; Andrew Popescu (.5); discuss mediation strategy Kevin Hays; Michael Robinson; Chase Blackmon; Charles Topping; Cameron Blackmon; Morgan Soule; Andrew Popescu; Jon Cohn; John Stokes; David Dunn (.5); correspond with Judge Mullin regarding follow up session (.5); follow up discussion with C. Blackmon (.5); correspond with S. Wells regarding availability for session (.2).	2.20	4,279.00
02/25/25	BR4	Call with mediator and debtor parties (1.6); emails regarding mediation (0.6).	2.20	3,432.00
02/25/25	LMW	Emails to R. Izakelian re: privilege review (.6).	0.60	999.00
02/25/25	PT	Mediation Response discussion call with Kevin Hays , Michael Robinson; Chase Blackmon; Charles Topping; Cameron Blackmon; Morgan Soule; Andrew Popescu; Jon Cohn; John Stokes; David Dunn; Ben Roth; Will Thompson (1.); litigation coordination call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay, John Cohn (.50); prepare for and present at mediation follow up with Judge Mullin (.50); correspond with S. Schultz regarding appropriate lines of communication (.60); review and comment to response to Akin missive regarding search terms (.50); review and comment on D. Proman	4.10	7,974.50

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		threatening emails to independent directors (.50); review and revise proposed email to Judge Mullin (.50).		
02/26/25	AJ4	Review and analyze investigation report (1.4).	1.40	2,184.00
02/26/25	AJ4	Review and analyze bankruptcy rules regarding appeals (0.3).	0.30	468.00
02/26/25	PT	Litigation strategy meeting with Kevin Hays; Michael Robinson; Chase Blackmon; Charles Topping; Cameron Blackmon; Morgan Soule; Andrew Popescu; Jon Cohn; John Stokes; David Dunn; Ben Roth; Will Thompson (1.4); correspond with J. Stokes regarding meet and conference with Akin team (.50); conference with Stris team regarding lever production (.50); review and comment on letter from Akin regarding mediation (.40).	2.80	5,446.00
02/26/25	BH2	Email exchange with N. He (Barnes & Thornburg) regarding procedures to access the Special Committee Investigation Report (.3); forward a downloaded copy to attorneys and the Client for review (.1).	0.40	262.00
02/26/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.10	441.00
02/27/25	RI	Review and analyze documents for privilege (3.7).	3.70	6,160.50
02/27/25	AJ4	Research case law regarding debtor-in-possession's powers to settle litigation pursuant to 11 USC 323 (1.1).	1.10	1,716.00
02/27/25	PT	Litigation coordination call with Chase Blackmon, Cameron Blackmon, Morgan Soule, Michael Robinson, Kevin Hays, Charles Topping, Will Thompson, Bridget Asay (.90).	0.90	1,750.50

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02/27/25	LMW	Review documents re: privilege (2.6); emails to R. Izakelian re: same (.2).	2.80	4,662.00
02/27/25	RL1	Run web page collections for attorney review and use (.9); export collections into PDF form documents (.2).	1.10	231.00
02/27/25	PT	Participate in meet and confer with Karen Yang; Razmig Izakelian; L Emmon; Rhonda Mates; Stokes; B. Asay; P. Brody; Mitchell Hurley; Elizabeth Scott; Sarah Schultz; Trace Schmeltz; Charlotte Underwood (.9); review and analysis of Akin letter to independent directors (.4) and emails with D. Eaton and S. Wells regarding same (.3); correspondence with Judge Mullin regarding threatening emails from D. Proman (.5); update CROs and IDs regarding Proman emails (.30); call with Judge Mullin (.30).	2.70	5,251.50
02/27/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	3.90	819.00
02/28/25	RI	Review document for privilege (3.2).	3.20	5,328.00
02/28/25	LMW	Review of documents for privilege (2.6); emails to litigation support re: same (.3).	2.90	4,828.50
02/28/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.90	189.00
02/28/25	RV2	Prepare document production per request from R. Izakelian.	4.70	987.00
SUBTOTAL			332.90	433,529.50

xiii Non-working Travel

02/18/25	BR4	Travel to Dallas for mediation (6.6).	6.60	10,296.00
02/19/25	BR4	Travel back from Dallas mediation (6.9).	6.90	10,764.00
02/20/25	PT	Travel to Houston (3.0).	3.00	5,835.00

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SUBTOTAL	16.50	26,895.00
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xiv Plan and Disclosure Statement

02/01/25	PT	Review and extensive revisions to plan term sheet and issue list (0.4); email to D. Dunn and M. Robinson regarding same (0.5); revise release language to incorporate suggested changes (0.5).	1.40	2,723.00
02/02/25	PT	Additional revisions to plan term sheet (0.8); review and send revised plan term sheet to S. Schultz (0.2); follow up emails with M. Robertson and D. Dunn regarding meeting with D. Proman (0.5).	1.50	2,917.50
02/03/25	PT	Coordinate with B. Asay regarding the production of the updated plan projections (0.4).	0.40	778.00
02/05/25	PT	Conference call with Sarah Schultz, David Dunn, David Eaton, Trace Schmeltz, Michael Robinson, Mitchell Hurley (.50); follow up discussion with Sarah Schultz, David Dunn, David Eaton, Trace Schmeltz, Michael Robinson, Mitchell Hurley (0.5).	1.00	1,945.00
02/06/25	BR4	Revise the plan (4.1).	4.10	6,396.00
02/07/25	PT	Coordinate with D. Holzman regarding updated take back paper terms (.20); coordinate with J. Brookner regarding update questions on plan process and timing (.30).	0.50	972.50
02/07/25	LMW	Review of the take-back note term sheet (1.2); incorporate same into the disclosure statement (1.3).	2.50	4,162.50
02/10/25	PT	Correspond with M. Robinson regarding plan timeline (.4).	0.40	778.00
02/10/25	LMW	Emails with Quinn Emanuel team re: timing of the plan filing (.5).	0.50	832.50

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02/10/25	BR4	Research related to plan construct (1.0).	1.00	1,560.00
02/11/25	PT	Search for exemplars of plan provisions consistent with current plan outline (.30); coordinate incorporating into plan draft (.30); correspond with B. Roth regarding G. Steinman questions on plan provisions (.30).	0.90	1,750.50
02/11/25	LMW	Review edits to the updated plan (1.4); emails with R. Izakelian and B. Roth re: same (.3); call with B. Roth re: edits to the disclosure statement (.6).	2.30	3,829.50
02/11/25	BR4	Call with L. Weber regarding the plan and disclosure statement (0.2); review and revise plan (2.5).	2.70	4,212.00
02/11/25	RI	Review and revise the plan (.6), legal research regarding section 506(b) (.8).	1.40	2,331.00
02/12/25	PT	Correspond with H. Nguyen and A. Popescu regarding WAB bond charges (.10); research the ability of WAB to charge fees in account agreement; correspondence with A. Popescu regarding same (.10).	0.20	389.00
02/12/25	BR4	Review and revise the plan (2.6); research related to same (1.2).	3.80	5,928.00
02/13/25	LMW	Emails to R. Izakelian and B. Roth re: updates to the plan and disclosure statement (.8); review and revise the disclosure statement re: same (1.4).	2.20	3,663.00
02/13/25	BR4	Review and revise the plan (6.2).	6.20	9,672.00
02/14/25	PT	Conference with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn regarding the plan (1.6).	1.60	3,112.00
02/14/25	BR4	Review and revise the plan (2.5).	2.50	3,900.00

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02/16/25	BR4	Review and revise the plan (1.8); emails regarding same (0.4).	2.20	3,432.00
02/18/25	RI	Review and revise the plan of reorganization (2.4).	2.40	3,996.00
02/19/25	RI	Review and revise the plan of reorganization (1.1).	1.10	1,831.50
02/19/25	BR4	Review and revise the plan (0.6); emails regarding same (0.4).	1.00	1,560.00
02/20/25	BR4	Review and revise the plan (3.2) research related to same (1.9).	5.10	7,956.00
02/21/25	BR4	Review the settlement materials (0.8); revise the plan (0.5).	1.30	2,028.00
02/24/25	LMW	Review and revise the disclosure statement (1.2); emails to B. Roth re: same (.3).	1.50	2,497.50
02/24/25	BR4	Review and revise the disclosure statement (2.3).	2.30	3,588.00
02/25/25	AJ4	Research application of Fed. R. Civ. P. 23 and possible analogies in relation to chapter 11 plan confirmation (0.8).	0.80	1,248.00
02/25/25	LMW	Review and revise the disclosure statement (3.1); emails to B. Roth re: same (.4).	3.50	5,827.50
02/25/25	BR4	Call with L. Weber regarding the disclosure statement (1.2); emails regarding same (0.1).	1.30	2,028.00
02/26/25	AJ4	Correspond with P. Tomasco regarding research on the application of Fed. R. Civ. P. 23 and possible analogies in relation to chapter 11 plan confirmation (0.2).	0.20	312.00
02/26/25	BR4	Prepare exclusivity motion (2.7).	2.70	4,212.00
02/26/25	PT	Correspond with A. Jaquet regarding research related to consensual third party releases (.30); online research regarding same (.30).	0.60	1,167.00

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02/26/25	LMW	Review and revise the disclosure statement (2.7); emails to B. Roth re: same (.2).	2.90	4,828.50
02/27/25	AJ4	Research application of Fed. R. Civ. P. 23 and possible analogies in relation to chapter 11 plan confirmation (5.2).	5.20	8,112.00
02/27/25	BR4	Review and revise exclusivity motion (1.8).	1.80	2,808.00
02/27/25	LMW	Review and revise the disclosure statement (4.2); call with B. Roth re: same (1.1); review and revise the draft plan (.8).	6.10	10,156.50
02/27/25	BR4	Review and revise the disclosure statement (0.7).	0.70	1,092.00
02/28/25	AJ4	Review and revise memorandum regarding application of Fed. R. Civ. P. 23 and possible analogies in relation to chapter 11 plan confirmation. (7.2).	7.20	11,232.00
02/28/25	BR4	Review and revise the motion to extend exclusivity (1.4).	1.40	2,184.00
02/28/25	PT	Review and revise motion to extend exclusivity (.6); circulate to the Client for review (.2).	0.80	1,556.00
02/28/25	BH2	Research Opt Out Releases as requested by A. Jaquet (.4); forward same to A. Jaquet (.1).	0.50	327.50
02/28/25	BR4	Review and revise the disclosure statement (0.9).	0.90	1,404.00
SUBTOTAL			90.60	147,236.00

xv Relief from Stay and Adequate Protection

02/26/25	PT	Correspond with C. Topping regarding litigation hold letters as violative of automatic stay (.30).	0.30	583.50
SUBTOTAL			0.30	583.50

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Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Patty Tomasco	PT	Partner	162.90	1,945.00	316,840.50
Daniel Holzman	DH3	Counsel	0.20	1,775.00	355.00
Razmig Izakelian	RI	Associate	33.90	1,665.00	56,443.50
Lindsay M. Weber	LMW	Associate	43.30	1,665.00	72,094.50
Alain Jaquet	AJ4	Associate	60.80	1,560.00	94,848.00
Ben Roth	BR4	Associate	122.70	1,560.00	191,412.00
Zach Meeker	ZM2	Associate	6.60	1,435.00	9,471.00
Eli Pales	EP1	Associate	4.20	1,315.00	5,523.00
Rachel Harrington	RH9	Associate	38.60	1,165.00	44,969.00
Scott Anderson	SA4	Associate	3.90	1,035.00	4,036.50
Lance Frankel	LF5	Associate	60.20	1,035.00	62,307.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	47.90	655.00	31,374.50
Litigation Support/Document Management Services	Init.	Title	Hours	Rate	Amount
Ryan Lopez	RL1	Litigation Support	1.10	210.00	231.00
Raul Vasquez	RV2	Litigation Support	48.30	210.00	10,143.00
Linda Yanez	LY1	Litigation Support	1.70	210.00	357.00

Expense Summary

Description	Amount
Postage	26.08
Meals during travel	43.78
Express mail	60.86
Filing fee(s)	350.00
Hearing transcript(s)	58.40
Online Research	0.00
Document Reproduction	0.10 129.80
Travel	122.09
Hotel	1,737.21

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Description	Amount
Professional services - Other	8,021.25
Out-of-Town Travel	233.25
Air travel	638.96
Local meals	26.63

Litigation Support Costs

(Charges based on market not cost)

RelOne User Fee	0.00
RelOne TIFF (per page)	0.00
RelOne Processing	0.00
RelOne Active Hosting (Per GB)	1,351.64
Total Expenses	\$12,799.95

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

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

**ORDER ALLOWING INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**
(Relates to ECF No. ____)

The Court, having considered the Second Interim Application for Compensation and Reimbursement of Expenses filed by Quinn Emanuel Urquhart & Sullivan, LLP (the “*Applicant*”), orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$2,559,282.83 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.

Signed:

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.