

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

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

**SUMMARY COVERSHEET TO THIRD INTERIM FEE APPLICATION OF BDO  
CONSULTING GROUP LLC, FINANCIAL ADVISOR TO THE SPECIAL  
COMMITTEE OF RHODIUM ENTERPRISES, INC. BOARD OF DIRECTORS, FOR  
THE PERIOD APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 2025**

<b>Name of Applicant:</b>	BDO Consulting Group LLC (“BDO”), a division of BDO USA, P.C. <sup>2</sup>	
<b>Applicant’s Role in Case:</b>	Financial Advisor to the Special Committee of Rhodium Enterprises, Inc. Board of Directors	
<b>Date of Employment Order Signed:</b>	November 11, 2024 (Effective as of October 9, 2024) [Docket No. 417]	
<b>Interim Application (X) No. 1 Final Application ( )</b>	Third Interim Fee Application	
	<b>Beginning Date</b>	<b>End of Period</b>
<b>Time period covered by this Application:</b>	04/01/25	06/30/25
<b>Time period(s) covered by prior Applications:</b>	10/09/24	3/31/25
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case?</b>	Yes	
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed?</b>	Yes	

<sup>1</sup> 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.

<sup>2</sup> Please note Applicant recently filed an amended declaration [ECF No. 742] which clarifies the Retention Application (as defined herein) should have referred to BDO Consulting Group, LLC, and not BDO USA, P.C.



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Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases?	Yes
Do expense reimbursements represent actual and necessary expenses incurred?	N/A
<b>Compensation Breakdown for the Time Period Covered by this Application</b>	
Total professional fees requested in this Application:	\$28,777.50
Total actual professional hours covered by this Application:	42.1
Average hourly rate for professionals:	683.55
Total expenses reimbursements requested in this Application:	\$0.00
Total fees and expenses requested in this Application:	\$28,777.50
Total fees and expenses awarded in all prior Applications:	\$321,137.50
Plan Status:	The Debtors expect to file the Plan within the next month.
<b>Primary Benefits:</b> During the Fee Period, BDO served as Financial Advisor to the Special Committee of Rhodium Enterprises, Inc. Board of Directors which services included a) assessing and evaluating the historical financial activity based on data provided by the Debtors'; b) evaluating and advising on forensic accounting investigations analysis and support, in order to identify potential causes of action; c) conducting additional financial analysis regarding material assets and liabilities of the Debtors, as requested by the Special Committee and Counsel; and d) assisting Counsel in preparing a report to, and responding to inquiries of, the Special Committee of findings regarding transactions and activity reviewed.	

### **SUMMARY OF PRIOR INTERIM FEE APPLICATIONS**

<b><u>Interim Fee Application</u></b>					
Date Filed	Period Covered	Total Compensation and Expenses for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees	Expenses
2/4/2025	10/09/2024 Through 12/31/2024	\$211,140.00	\$0.00	\$211,140.00	\$0.00
4/24/2025	01/31/2025 Through 3/31/2025	\$109,997.50	\$0.00	\$109,997.50	\$0.00
<b>Total for Interim Fee Applications</b>		<b>\$321,137.50</b>	<b>\$0.00</b>	<b>\$321,137.50</b>	<b>\$0.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
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	§	(Jointly Administered)
Debtors.	§	

**THIRD INTERIM FEE APPLICATION OF BDO CONSULTING GROUP LLC,  
FINANCIAL ADVISOR TO THE SPECIAL COMMITTEE OF RHODIUM  
ENTERPRISES, INC. BOARD OF DIRECTORS, FOR THE  
PERIOD APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 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 (21) days from the date this application was filed. If you do not have electronic filing privileges, you must file a written response that is actually received by the clerk within twenty-one (21) days from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

BDO Consulting Group LLC (“BDO”), a division of BDO USA, P.C., financial advisor to the special committee of Rhodium Enterprises, Inc. board of directors (“Special Committee”) in the above-captioned chapter 11 cases of the debtors and debtors in possession herein (collectively, the “Debtors”), hereby files its third application for allowance of compensation for services rendered and necessary expenses incurred for the period from April 1, 2025 through June 30, 2025 (the “Third Interim Application Period”), pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Federal Rules”), and Rules 2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), the

<sup>1</sup> 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.

Order Granting the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [ECF No. 264] (the “Interim Compensation Order”), and 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 “U.S. Trustee Guidelines” or “Guidelines,” as applicable). For the Third Interim Application Period, BDO seeks interim allowance of \$28,777.50 as fees for services rendered and \$0.00 as reimbursement of expenses incurred. In support of this application (the “Application”), BDO submits the Declaration of Michele Michaelis (the “Michaelis Declaration”) attached hereto as **Exhibit A**. In further support of this Application, BDO respectfully states as follows:

### **JURISDICTION & VENUE**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution.

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

3. The statutory predicates for the relief sought herein are Sections 327, 328, and 1107 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1.

### **BACKGROUND**

#### **A. Background**

4. On August 24, 2024, the following entities each filed voluntary petitions under chapter 11 of the Bankruptcy Code in this Court: Rhodium Encore LLC; Jordan HPC LLC;

Rhodium JV LLC; Rhodium 2.0 LLC; Rhodium 10MW LLC; and Rhodium 30 MW LLC (collectively, the “Initial Chapter 11 Cases”).

5. On August 29, 2024, the following entities also filed voluntary petitions under chapter 11 of the Bankruptcy Code in this Court: Jordan HPC Sub LLC; Rhodium 2.0 Sub LLC; Rhodium 10MW Sub LLC; Rhodium 30MW Sub LLC; Rhodium Encore Sub LLC; Rhodium Enterprises, Inc.; Rhodium Industries LLC; Rhodium Ready Ventures LLC; Rhodium Renewables LLC; Rhodium Renewables Sub LLC; Rhodium Shared Services LLC; Rhodium Technologies LLC; and Air HPC LLC (collectively, and together with the Initial Chapter 11 Cases, the “Chapter 11 Cases”).

6. On August 29, 2024, following this Court entered the Order (i) Directing Joint Administration of Chapter 11 Cases; and (ii) Granting Related Relief [ECF No. 41] (the “Joint Administration Order”). Pursuant to the Joint Administration Order, the Debtors Chapter 11 Cases shall be administered under Case No. 24-90448.

7. Since the filing of the Debtors’ voluntary petitions, the Debtors have continued to operate and manage their businesses as debtors-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108.

**B. The Debtors’ Retention of BDO**

8. On October 18, 2024, the Debtors filed the *Application for Entry of Order Authorizing Retention and Appointment of BDO USA, P.C. as Financial Advisor to the Special Committee of Rhodium Enterprises, Inc. Board of Directors Effective as of October 9, 2024* (the “Retention Application”) [ECF No. 286]. On November 11, 2024, the Court entered an order approving the Retention Application (the “Retention Order”) [ECF No. 417]. On January 31, 2025, the Debtors filed the *Amended Declaration of Michele Michaelis in Support of Application*

*of Debtors for Entry of an Order (I) Authorizing Retention and Employment of BDO Consulting Group, LLC as Financial Advisor to the Special Committee of the Rhodium Enterprises, Inc. Board of Directors, Effective as of October 9, 2024, and Granting Related Relief* [ECF No. 742] which clarifies the Retention Application should have referred to BDO Consulting Group LLC, and not BDO USA, P.C.

9. The Retention Order authorizes the Debtors to compensate and reimburse BDO in accordance with the Bankruptcy Code, the Federal Rules, the Local Rules, and any Orders entered in these cases. The Retention Order also authorizes the compensation of BDO at BDO's standard hourly rates and the reimbursement of BDO's actual and necessary out-of-pocket expenses incurred, subject to application to this Court.

**C. The Interim Compensation Order**

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 [ECF No. 174] (the "Interim Compensation Motion"), and on October 14, 2024, the Court entered the Interim Compensation Order.

11. The Interim Compensation Order sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Retained Professional (as defined in the Interim Compensation Motion) may file and serve an Interim Fee Application (as defined in the Interim Compensation Order) on or before the 45th day following the end of the Interim Fee Period (as defined in the Interim Compensation Order), or as soon as reasonably practicable thereafter. Provided that no objections to the Interim Fee Application are filed on or before the twenty-first (21st) day after service of an Interim Fee Application, the Court may, in its discretion, approve an

uncontested Interim Fee Application. If approved, the Debtors are authorized to pay such Retained Professional all allowed fees and expenses that have not previously been paid.

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

12. BDO submits this Application for entry of an order, (a) granting the interim allowance, for the Interim Fee Period, of (i) compensation for the actual, reasonable and necessary professional services that BDO has rendered as Financial Advisor to the Special Committee in the amount of \$28,777.50 and expenses in the amount of \$0.00; and (b) authorizing the Debtors to pay BDO the outstanding amount of fees not paid to BDO to date.

13. This Application is BDO's third interim application for compensation for services rendered as Financial Advisor to the Special Committee of the Rhodium Enterprises, Inc. Board of Directors, and is submitted in accordance with the Retention Order.

14. The fees charged by BDO in these cases are billed in accordance with BDO's existing billing rates and procedures in effect during the Third Interim Application Period. The rates BDO charges for the services rendered by its professionals in these Chapter 11 Cases generally are the same rates BDO charges for professional services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and similar complex non-bankruptcy cases.

15. Attached hereto as **Exhibit B** is a summary breakdown of hours and amounts billed by timekeeper. The summary sheet lists those BDO professionals who have performed services for the Special Committee during the Third Interim Application Period, the capacities in which each individual is employed by BDO, the individual's expertise, the hourly billing rate charged by

BDO for services performed by such individual, and the aggregate number of hours expended in this matter and fees billed therefor.

16. Attached hereto as **Exhibit C** is a schedule of the total amount of fees incurred under each of BDO's internal task codes during the Third Interim Application Period.

17. Attached hereto as **Exhibit D** is a summary for the Third Interim Application Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which BDO is seeking reimbursement.

18. BDO maintains computerized records of the time spent by all BDO professionals in connection with these Chapter 11 Cases. **Exhibit E** are the detailed time details for the 42.1 hours expended and fees incurred by BDO professionals in connection with the Third Interim Application Period with respect to each of the subject matter categories that BDO established in accordance with its internal billing procedures.

19. BDO reserves the right to request additional compensation for the Third Interim Application Period to the extent that it is later determined that time or disbursement charges for services rendered or disbursements incurred during such time period have not yet been submitted.

### **SUMMARY OF SERVICES RENDERED**

20. The following narrative provides a brief summary of the services rendered by BDO on behalf of the Special Committee organized by project billing codes which BDO created to best reflect the categories of tasks that it was required to perform in connection with these Chapter 11 Cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in these Chapter 11 Cases, certain of these categories may overlap with one another and it is possible that fees attributed to a particular category could have been attributed to other categories. For the



avoidance of doubt, however, no work performed by BDO has been included in more than one task code category.

21. The summary that follows is not intended to be a detailed description of the work performed by BDO during the Third Interim Application Period, as those day-to-day services and the time expended in performing such services are fully set forth in the contemporaneous time records that are attached as **Exhibit E**. Rather, the following summary attempts to highlight certain of those areas in which services were rendered to the Special Committee.

22. The services rendered by BDO during the Interim Fee Period are grouped into the categories set forth below:

**4 Retention / Fee Applications:**

**Fees: \$4,500.00 Hours: 9.2**

Incorporated within this project category is time incurred by BDO personnel regarding communications and preparation related to BDO's Interim Fee Applications.

**7 Communications with Counsel:**

**Fees: \$3,405.00 Hours: 5.1**

Incorporated within this project category is time incurred by BDO personnel while performing various functions directly related to preparing for and meeting with Counsel for the Special Committee and corresponding with Counsel for the Special Committee. BDO provided general and issue specific summaries to the Special Committee and their Counsel.

**11 Motions and Objections/ Case Docket Matters:**

**Fees: \$975.00 Hours: 1.3**

This category includes time spent by BDO personnel while reviewing and analyzing various key motions and other docket filings.

**13 Special Committee Analysis Support:**

**Fees: \$19,897.50 Hours: 26.5**

Incorporated within this project category is time incurred by BDO personnel regarding multiple aspects of the investigation pursued by the Special Committee and Counsel to the Special Committee which may include, but not be limited to, potential causes of action with regard to: the 2021 Roll-Up, miner acquisitions, tax and related distributions, and intercompany transactions. Performance of other analysis as requested by the Special Committee and Special Committee Counsel.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES**

23. During the Third Interim Application Period, BDO incurred \$0.00 in expenses on behalf of the Special Committee. It is BDO's policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client's case. BDO charges for expenses in a manner and at rates consistent with charges made generally to its other clients. A summary of BDO's expenses incurred during the Third Interim Application Period is provided in **Exhibit D**.

**U.S. TRUSTEE GUIDELINES**

24. The following is provided in response to the questions raised at ¶ C.5 of the U.S. Trustee Guidelines:

<b><u>Question</u></b>	<b><u>Answer</u></b>
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?	No
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	N/A
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes (see paragraph 22, item 4, above)
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?	No
Does the fee application include any rate increases?	No

**BASIS FOR THE RELIEF REQUESTED**

25. Section 331 of the Bankruptcy Code provides for interim compensation of professionals not more than once every 120 days after the commencement of the cases (or more often as the court may permit) and incorporates the substantive standards of section 330 to govern

the Court's award of such compensation. See 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

26. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

27. In determining the reasonableness of fees, courts routinely employ the twelve factors set forth by the Fifth Circuit in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714 (5<sup>th</sup> Cir. 1974). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the professional due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the

professionals; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717-19. In *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the Johnson factors to the analysis of fee awards in bankruptcy cases.

28. Under an analysis utilizing the Johnson factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, BDO submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the requested amount. BDO devoted a substantial amount of time and effort addressing the numerous issues involved in these Chapter 11 Cases. Whenever possible, BDO sought to minimize the costs of its services to the Special Committee by utilizing junior professionals to manage the more routine aspects of case administration. BDO did not duplicate or overlap services and billing with other Debtors' professionals.

29. BDO respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to effectively represent the interests of the Debtors' estates and creditors, were performed economically, effectively and efficiently.

30. Further, BDO submits that consideration of the relevant Johnson factors establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Special Committee, Debtors, their estates, and all parties in interest:

- (a) *The Time and Labor Required.* The professional services rendered by BDO on behalf of the Special Committee of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered with skill and dispatch. BDO respectfully represents that the services rendered by it were performed efficiently, effectively and economically.

- (b) *The Novelty and Difficulty of Questions*. These Chapter 11 Cases are designated as “complex” cases and necessarily involved a significant number of novel or difficult issues in areas such as restructuring, litigation, and corporate finance. During these cases, BDO provided assistance to the Special Committee of Rhodium Enterprises’ Board of Directors and worked closely with its professionals on numerous complex issues involving. BDO’s efforts and effective assistance has and will continue to maximize value for the benefit of the estate and its stakeholders and facilitate resolutions of such challenges.
- (c) *The Skill Required to Perform the Services Properly*. BDO believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly before this Court, have contributed to the efficient and effective administration of these Chapter 11 Cases.
- (d) *The Preclusion of Other Employment by BDO Due to Acceptance of the Case*. BDO’s representation of the Special Committee has not precluded its acceptance of new clients. However, the issues that have arisen in these Chapter 11 Cases required attention on a continuing, and oftentimes emergent, basis, requiring BDO’s professionals to commit significant portions of their time to these cases.
- (e) *The Customary Fee*. The fees sought herein are based upon BDO’s normal hourly rates for services of this kind. BDO respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Special Committee. BDO’s hourly rates and the fees requested herein are commensurate with fees BDO has been awarded in other chapter 11 cases, as well as with fees charged by other professionals of comparable experience.
- (f) *Whether the Fee is Fixed or Contingent*. The fees requested in this Application represent fees incurred based upon a fixed hourly rate, contingent upon the Court’s approval of this Application.
- (g) *Time Limitations Imposed by Client or other Circumstances*. BDO provided capable representation within the time limitations imposed under the unique circumstances of these cases. During these Chapter 11 Cases, there were numerous instances in which it was necessary for BDO to deliver services on very short notice and under significant time constraints.
- (h) *The Amount Involved and Results Obtained*. For the reasons described above, BDO respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters that had to be addressed.
- (i) *The Experience, Reputation and Ability of BDO*. BDO has considerable experience providing accounting, tax, auditing, and financial advisory services to businesses in chapter 11 and has been employed in numerous cases under the Bankruptcy Code, such

as *In re Vyair Medical, Inc.*, Case No. 24-11217 (BLS) (Bankr. D. Del. August 7, 2024) (authorizing the retention of BDO), *In re Steward Health System*, Case No. 24-90213 (CML) (Bankr. S.D. Tex. Aug. 3, 2024) (same) *In re Acorda Therapeutics, Inc.*, Case No. 24-22284 (DSJ) (Bankr. S.D.N.Y. May 29, 2024) (same), *In re Purdue Pharma, L.P.*, Case No. 19-23649 (SHL) (Bankr. S.D.N.Y. April 24, 2024) (same), *In re Inmet Mining, LLC*, Case No. 23-70113 (GRS) (Bankr. E.D. Ky. June 6, 2023) (same); *In re 1 GC Collections*, Case No. 18-19121 (RAM) (Bankr. S.D. Fla. Feb. 25, 2022) (same); *In re Richardson Foods Inc.*, Case No. 20-11203 (SCC) (Bankr. S.D.N.Y. Sept. 1, 2021) (same); *In re AeroCentury Corp.*, Case No. 21-10636 (JTD) (Bankr. D. Del. May 4, 2021) (same); *In re Rubio's Restaurants, Inc.*, Case No. 20-12688 (MFW) (Bank. D. Del. Jan. 6, 2021) (same); *In re Emerge Energy, Inc.*, Case No. 19-11563 (KBO) (Bankr. D. Del. Oct. 7, 2019) (same).

(j) *The Undesirability of the Case*. Not applicable.

(k) *Nature and Length of Professional Relationship*. Not applicable.

(l) *Awards In Similar Cases*. As previously indicated, the fees sought herein are commensurate with fees BDO has been awarded in other chapter 11 cases.

31. In sum, the services rendered by BDO were necessary and beneficial to the Debtors and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

32. No previous application for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, BDO respectfully requests that the Court:

- (a) approve the allowance of \$28,777.50 for compensation for professional services rendered to the Special Committee by BDO during the period from April 1, 2025 through and including June 30, 2025;
- (b) authorize and direct the Debtors to immediately pay to BDO the unpaid portion of such allowed fees and expenses.
- (c) award such other relief as the Court deems just and proper.

Dated: July 21, 2025

/s/ Michele Michaelis  
Michele Michaelis  
**BDO Consulting Group, LLC**  
Managing Director, Turnaround & Restructuring  
Services  
200 Park Avenue, 38th Floor  
New York, NY 10166  
Telephone: 212-885-8000  
Facsimile: 212-697-1299  
[MMichaelis@bdo-ba.com](mailto:MMichaelis@bdo-ba.com)

*Financial Advisor to the Special Committee of the  
Rhodium Enterprises, Inc. Board of Directors*

**CERTIFICATE OF SERVICE**

I certify that, on July 21, 2025, a true and correct copy of the foregoing document was served through the Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas and will be served as set forth in the Certificate of Services to be filed by the Debtors.

Vincent P. (Trace) Schmeltz III

/s/ Vincent P. (Trace) Schmeltz III



# **EXHIBIT A**

## **Michaelis Declaration**

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

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

**DECLARATION OF MICHELE MICHAELIS IN SUPPORT OF  
THIRD INTERIM FEE APPLICATION OF BDO CONSULTING GROUP LLC,  
FINANCIAL ADVISOR TO THE SPECIAL COMMITTEE OF RHODIUM  
ENTERPRISES, INC. BOARD OF DIRECTORS, FOR THE PERIOD  
APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 2025**

I, Michele Michaelis, declare under penalty of perjury:

1. I am a Managing Director of the firm of BDO Consulting Group, LLC, a subsidiary of BDO USA, P.C. (collectively with its wholly-owned subsidiaries, agents, independent contractors, and employees, “BDO”), a Delaware registered limited liability partnership, a national accounting, audit, financial advisory, tax, and consulting firm consisting, in part, of certified public accountants, with offices located at 200 Park Avenue, 38th Floor, New York, NY 10166, and in other locations throughout the United States. BDO was retained as financial advisor to the special committee of Rhodium Enterprises, Inc. Board of Directors.

2. I have read the Third Interim Fee Application of BDO Consulting Group, LLC as Financial Advisor to the Special Committee of Rhodium Enterprises, Inc. Board of Directors for

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<sup>1</sup> 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.

Compensation and Reimbursement of Expenses for the Period from April 1, 2025 Through June 30, 2025 (the “Application”) filed contemporaneously herewith.<sup>2</sup> To the best of my knowledge, information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Federal Rules, Local Rules, this Court’s orders and the U.S. Trustee Guidelines.

3. In connection therewith, I hereby certify that:
  - (a) The fees and disbursements sought in the Application are billed at rates customarily employed by BDO and generally accepted by BDO’s clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors’ cases;
  - (b) In providing a reimbursable expense, BDO does not make a profit on that expense, whether the service is performed by BDO in-house or through a third party;
  - (c) In accordance with Federal Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between BDO and any other person for the sharing of compensation to be received in connection with these Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, the Federal Rules and the Local Rules; and
  - (d) All services for which compensation is sought were professional services on behalf of the Special Committee and not on behalf of any other person.

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

Dated: July 21, 2025  
New York, NY

By: /s/ Michele Michaelis  
Michele Michaelis, Managing Director

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

# **EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY BDO PROFESSIONALS  
DURING THE THIRD INTERIM APPLICATION PERIOD  
APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 2025**

<b><u>Professional</u></b>	<b><u>Position</u></b>	<b><u>Hours</u></b>	<b><u>Hourly Rate</u></b>	<b><u>Amount</u></b>
McGetrick, Maureen	Principal	1.9	\$1,025.00	\$1,947.50
Michaelis, Michele	Managing Director	29.6	750.00	22,200.00
Kaplan, Adam	Senior Manager	4.6	550.00	2,530.00
Schierbaum, Jared	Senior Associate	6.0	350.00	2,100.00
<b>TOTAL:</b>		<b>42.1</b>		<b>\$28,777.50</b>
<b>Blended Rate:</b>			<b>\$683.55</b>	

# **EXHIBIT C**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
DURING THE THIRD INTERIM APPLICATION PERIOD  
APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 2025**

<b><u>Project Category</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
Retention / Fee Applications	9.2	\$4,500.00
Communications with Counsel	5.1	3,405.00
Motions and Objections/ Case Docket matters	1.3	975.00
Special Committee Analysis Support	26.5	19,897.50
<b>TOTAL:</b>	<b>42.1</b>	<b>\$28,777.50</b>

# **EXHIBIT D**

## **SUMMARY OF EXPENSES INCURRED BY BDO CONSULTING GROUP LLC, DURING THE THIRD INTERIM APPLICATION PERIOD**

**There are No Expenses for the Third Interim Application**

# **EXHIBIT E**

**DETAILED TIME DETAILS BDO CONSULTING GROUP LLC,  
DURING THE THIRD INTERIM APPLICATION PERIOD**

**Exhibit E**

**Rhodium Encore LLC, et al.**  
**Recap of Professional Services for the Period**  
**April 1, 2025 Through June 30, 2025**

<b>Code</b>	<b>Initials</b>	<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
4	MM	4/2/2025	Reviewed and revised time details for 2nd fee application.	0.6	750.00	450.00
4	JS	4/2/2025	Drafted BDO's 2nd Interim Fee Application.	1.9	350.00	665.00
4	JS	4/2/2025	Updated exhibits related to BDO's 2nd interim fee application.	1.1	350.00	385.00
4	MM	4/3/2025	Completed review of time details and 2nd fee application.	1.4	750.00	1,050.00
4	MM	4/4/2025	Finalized issues related to BDO's 2nd interim fee application.	1.2	750.00	900.00
4	JS	4/24/2025	Attention to BDO's 2nd interim fee application.	1.5	350.00	525.00
4	JS	6/24/2025	Began preparation of BDO's 3rd interim fee application.	0.5	350.00	175.00
4	JS	6/25/2025	Continued preparation of BDO's 3rd interim fee application.	0.5	350.00	175.00
4	JS	6/27/2025	Continued preparation of BDO's 3rd interim fee application.	0.5	350.00	175.00
7	MM	4/1/2025	Correspondence with Counsel re: miner inventory and contracts.	0.2	750.00	150.00
7	MM	4/2/2025	Call with Counsel re: miners.	0.6	750.00	450.00
7	MM	4/17/2025	Correspondence re: cash activity.	1.0	750.00	750.00
7	MM	4/18/2025	Correspondence with Counsel re: multiple status matters relative to mediation.	0.5	750.00	375.00
7	MM	5/7/2025	Correspondence with Counsel re: general update.	0.2	750.00	150.00
7	MM	6/4/2025	Follow-up emails with Counsel re: open issues.	0.2	750.00	150.00
7	MM	6/9/2025	Follow-up emails with Counsel re: open issues.	0.3	750.00	225.00
7	AK	6/22/2025	Follow-up emails with Counsel re: open issues.	0.8	550.00	440.00
7	AK	6/23/2025	Prepared written response to counsels inquiries.	1.3	550.00	715.00
11	MM	4/28/2025	Reviewed current docket updates.	0.3	750.00	225.00
11	MM	5/7/2025	Reviewed updated docket filings.	0.3	750.00	225.00
11	MM	5/30/2025	Review of Special Committee filed responses to SAFE Motion.	0.3	750.00	225.00
11	MM	6/12/2025	Reviewed docket updates post 5/30/25.	0.4	750.00	300.00
13	MM	4/1/2025	Revisited contracts for miners.	0.6	750.00	450.00
13	MM	4/1/2025	Revisited cash records.	0.7	750.00	525.00
13	MM	4/2/2025	Reviewed analysis support and prepared notes in advance of call with counsel.	1.5	750.00	1,125.00
13	MM	4/15/2025	Revisited data and support and prepared outline updates for counsel meeting.	2.4	750.00	1,800.00
13	MM	4/16/2025	Revised Rhodium counsel notes for mediation.	1.7	750.00	1,275.00
13	MM	5/16/2025	Correspondence/response to Debtor request for billing information.	0.2	750.00	150.00
13	MM	5/21/2025	Correspondence with AK re: SAFE investors motion.	0.2	750.00	150.00
13	MM	5/21/2025	Revisited historic SAFE Motions filed to date.	0.3	750.00	225.00
13	MM	5/22/2025	Detailed analysis of SAFE investors motion and cross reference to other allegation reviews.	0.5	750.00	375.00
13	MM	5/28/2025	Reviewed summary updates previously prepared and updated for current issues under review.	0.9	750.00	675.00
13	MM	6/3/2025	Reviewed additional support for issues under review and reconciling to other debtor data received.	3.5	750.00	2,625.00
13	MM	6/4/2025	Participated on call with M McGetrick to discuss and review conclusions based on data analyzed for ongoing investigation.	0.7	750.00	525.00
13	MMG	6/4/2025	Participated on call with M Michaelis to discuss and review additional supporting data received.	0.7	1,025.00	717.50
13	MM	6/4/2025	Continued to reconcile debtors data and highlight variances, if appropriate.	3.1	750.00	2,325.00
13	MM	6/6/2025	Revised summary notes to be provided to Counsel.	0.3	750.00	225.00
13	MM	6/9/2025	Revised summary financial analysis schedules.	1.3	750.00	975.00
13	MMG	6/10/2025	Call with M. Michaelis re: conclusions for counsel.	0.5	1,025.00	512.50
13	MM	6/10/2025	Follow-up call with McGetrick re: conclusions shared with counsel.	0.5	750.00	375.00
13	MM	6/11/2025	Reviewed updated Plan Support Agreement.	0.9	750.00	675.00
13	MM	6/18/2025	Reviewed SAFE objections and responses.	1.5	750.00	1,125.00
13	MM	6/20/2025	Revisited SAFE arguments and Plan & Discl statement.	1.3	750.00	975.00
13	AK	6/23/2025	Call with MMG re: Counsel question.	0.6	550.00	330.00
13	AK	6/23/2025	Reviewed cash transactions register.	0.7	550.00	385.00
13	MMG	6/23/2025	Reviewed notes and prior correspondence and responded to counsel email regarding further clarifications.	0.7	1,025.00	717.50
13	AK	6/23/2025	Reviewed additional BDO analysis prepared.	1.2	550.00	660.00
<b>TOTAL:</b>				<b>42.1</b>		<b>\$28,777.50</b>



Rhodium Encore LLC, et al.  
Recap of Professional Services for the Period  
April 1, 2025 Through June 30, 2025

<u>Code</u>	<u>Initials</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b><u>SUMMARY BY PROFESSIONAL:</u></b>						
	<b><u>Initials</u></b>		<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
	MMG		McGetrick, Maureen	1.9	\$1,025.00	\$1,947.50
	MM		Michaelis, Michele	29.6	750.00	22,200.00
	AK		Kaplan, Adam	4.6	550.00	2,530.00
	JS		Schierbaum, Jared	6.0	350.00	2,100.00
<b>TOTAL:</b>				<b>42.1</b>		<b>\$28,777.50</b>
<b>Blended Rate:</b>					<b>\$683.55</b>	
<b><u>SUMMARY BY PROJECT CATEGORY:</u></b>						
<b><u>Code</u></b>			<b><u>Project Category</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
4			Retention / Fee Applications	9.2		\$4,500.00
7			Communications with Counsel	5.1		3,405.00
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13			Special Committee Analysis Support	26.5		19,897.50
<b>TOTAL:</b>				<b>42.1</b>		<b>\$28,777.50</b>

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

<b>In re:</b>  <b>RHODIUM ENCORE, LLC, <i>et al.</i>,<sup>1</sup></b>  <b>_____ Debtors.</b>	§ § § § § § §	<b>Chapter 11</b>  <b>Case No. 24-90448 (ARP)</b>  <b>(Jointly Administered)</b>
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**ORDER GRANTING THIRD INTERIM FEE APPLICATION OF BDO CONSULTING  
GROUP LLC, FINANCIAL ADVISOR TO THE SPECIAL COMMITTEE OF  
RHODIUM ENTERPRISES, INC. BOARD OF DIRECTORS, FOR THE PERIOD  
APRIL 1, 2025 THROUGH AND INCLUDING JUNE 30, 2025**

The Court has considered the (the “Application”), filed by BDO Consulting Group, LLC, a subsidiary of BDO USA, LLP (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$28,777.50, for the period set forth in the Application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

Dated: \_\_\_\_\_, 2025

\_\_\_\_\_  
THE HONORABLE ALFREDO R. PEREZ  
UNITED STATES BANKRUPTCY JUDGE

<sup>1</sup> 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.