

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

In re:

RHODIUM ENCORE LLC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90448 (ARP)

Jointly Administered

**CERTIFICATION OF NO OBJECTION REGARDING
BARNES & THORNBURG LLP'S THIRD INTERIM APPLICATION
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD MARCH 1, 2025, THROUGH MAY 31, 2025**

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, Barnes & Thornburg LLP (“B&T”), counsel to the Special Committee of the Rhodium Enterprises, Inc. Board of Directors (the “Special Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), certifies as follows:

1. On July 15, 2025, B&T filed its *Third Interim Application for Payment of Compensation and Reimbursement of Expenses for the Period March 1, 2025, through May 31,*

¹ The Special Committee 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 Special Committee in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.



24904482508060000000000002

2025 (the “*Application*”) (ECF No. 1445).² Attached to the Application was a proposed form of order (the “*Proposed Order*”) (ECF No. 1445 p.16). Objections to the Application were required to be filed on or prior to Tuesday, August 5, 2025 (the “*Objection Deadline*”).

2. In accordance with paragraph 44 of the *Complex Case Procedures*, the undersigned counsel files this Certificate of No Objection and represents to the Court that: (i) the Objection Deadline has passed; (ii) the undersigned counsel is unaware of any objections to the Application; and (iii) the undersigned counsel has reviewed the Court’s docket and no objections to the Application appears thereon.

3. B&T respectfully requests entry of the Proposed Order.

Respectfully submitted this 6th day of August 2025.

QUINN EMANUEL URQUHART & SULLIVAN,
LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)
Cameron Kelly (SBN 24120936)
Alan Jaquet (*pro hac vice*)
711 Louisiana, Suite 500
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

² Capitalized terms used here but not otherwise defined shall have the meaning ascribed to them in the B&T Retention Application.

Los Angeles, California 90017
Telephone: 213-443-3000
Facsimile: 213-443-3100
Email: ericwinston@quinnemanuel.com
Email: razmigizakelian@quinnemanuel.com

Counsel to the Debtors and Debtors-in-Possession
BARNES & THORNBURG LLP
/s/ Trace Schmeltz

Vincent P. (Trace) Schmeltz III
Kenneth Kansa
Aaron Gavant
One N. Wacker Drive, Suite 4400
Chicago, Illinois 60606-2833
Telephone: 312-214-4830
Facsimile: 312-759-5646
Email: Trace.Schmeltz@btlaw.com
Email: KKansa@btlaw.com
Email: AGavant@btlaw.com

*Counsel to the Special Committee of Rhodium
Enterprises, Inc.*

CERTIFICATE OF SERVICE

I certify that on August 6, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

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

In re:

RHODIUM ENCORE LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90448 (ARP)

Jointly Administered

**ORDER ALLOWING INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES
(Docket No. ____)**

The Court has considered the *Third Interim Fee Application of Barnes & Thornburg LLP as Counsel to the Special Committee of the Rhodium Enterprises, Inc. Board of Directors for the Fee Period from March 1, 2025 through May 31, 2025* (the “Application”) filed by Barnes & Thornburg LLP (the “Applicant”). The Court Orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$1,624,009.19 for the period set forth in the Application.
2. The Debtors are authorized to disburse any unpaid amounts by paragraph 1 of this Order.

Dated: _____, 2025

Alfredo R Pérez
United States Bankruptcy Judge

¹ The Special Committee 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 Special Committee in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.