

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
TENTH MONTHLY FEE STATEMENT FOR THE PERIOD  
JUNE 1, 2025, THROUGH JUNE 30, 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 June 1, 2025, through June 30, 2025 (the “Tenth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$924,062.00 (80% of the services rendered), plus \$8,112.7 (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.

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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.



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 Tenth 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](mailto:chucktopping@rhdm.com)) and Morgan Soule ([morgansoule@rhdm.com](mailto: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](mailto:pattytomasco@quinnemanuel.com)); Razmig Izakelian ([razmigizakelian@quinnemanuel.com](mailto:razmigizakelian@quinnemanuel.com)), and Alain Jaquet ([alainjaquet@quinnemanuel.com](mailto:alainjaquet@quinnemanuel.com)), 700 Louisiana, Suite 3900, Houston, Texas 77002;
- iii. Debtors’ Financial Advisor, c/o Province, Attn: Mark Robinson ([mrobinson@provincefirm.com](mailto:mrobinson@provincefirm.com)); David Dunn ([ddunn@provincefirm.com](mailto:ddunn@provincefirm.com)); Kirsten Lee ([klee@province.com](mailto:klee@province.com)); and Andrew Popescu ([apopescu@provincefirm.com](mailto: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](mailto:rwooten@orrick.com)), 609 Main, 40<sup>th</sup> Floor, Houston, Texas 77002, and Robert Trust ([rtrust@orrick.com](mailto:rtrust@orrick.com)), Mark Franke ([mfranke@orrick.com](mailto:mfranke@orrick.com)) and Brandon Batzel ([bbatzel@orrick.com](mailto:bbatzel@orrick.com)), 51 West 52<sup>nd</sup> 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 ([crgibbs@mwe.com](mailto:crgibbs@mwe.com)); and

- vi. United States Trustee, Ha Minh Nguyen ([ha.nguyen@usdoj.gov](mailto: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 21st day of August, 2025.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

Rachel Harrington (*pro hac vice*)

700 Louisiana Street, Suite 3900

Houston, Texas 77002

Telephone: 713-221-7000

Facsimile: 713-221-7100

Email: [pattytomasco@quinnemanuel.com](mailto:pattytomasco@quinnemanuel.com)

Email: [cameronkelly@quinnemanuel.com](mailto:cameronkelly@quinnemanuel.com)

Email: [alainjaquet@quinnemanuel.com](mailto:alainjaquet@quinnemanuel.com)

Email: [rachelharrington@quinnemanuel.com](mailto:rachelharrington@quinnemanuel.com)

- and -

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

Ben Roth (*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](mailto:ericwinston@quinnemanuel.com)

Email: [razmigizakelian@quinnemanuel.com](mailto:razmigizakelian@quinnemanuel.com)

Email: [benroth@quinnemanuel.com](mailto:benroth@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	.2	\$389.00	\$311.20
ii	Asset Disposition	.6	\$1,167.00	\$933.60
v	Business Operations	.2	\$355.00	\$284.00
vi	Case Administration	141.7	\$189,218.50	\$151,374.80
vii	Claims Administration and Objections	273.5	\$438,240.00	\$350,592.00
viii	Corporate Governance and Board Matters	5.0	\$9,725.0	\$7,780.00
ix	Employee Benefits and Pensions	20.2	\$34,137.00	\$27,309.60
x	Employment and Fee Applications	30.9	\$26,292.50	\$21,034.00
xi	Financing/Cash Collateral	2.9	\$5,640.50	\$4,512.40
xii	Litigation	26.4	\$26,756.00	\$21,404.80
xiv	Plan and Disclosure Statement	274.5	\$423,157.00	\$338,525.60
	Total	776.1	\$1,155,077.50	\$924,062.00

**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	143.5	\$279,107.50
Eric D. Winston	Partner	1999	Bankruptcy & Restructuring	\$1,990.00	12.6	\$25,074.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	.2	\$355.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	118.8	\$197,802.00
Lindsay Weber	Associate	2008	Bankruptcy & Restructuring	\$1,665.00	125.0	\$208,125.00
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	74.0	\$115,440.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	108.4	\$169,104.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	77.6	\$90,404.00
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	101.6	\$66,548.00
Julius Crockwell	Managing Clerk			\$680.00	.2	\$136.00
Raul Vasquez	Litigation Support			\$210.00	14.2	\$2,982.00
Total					776.1	\$1,155,077.50

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

Expense	Amount
Express mail	\$67.73
Meals during travel	
Travel	
Hotel	\$341.96
Outside record production	
Out of-town travel	
Velobind	\$42.42
Air travel	\$661.69
Black and white document reproduction (\$.10 per page)	\$740.90
Color document reproduction (\$.25 per page)	\$2.50
Tabs	\$192.00
Hearing Transcripts	\$216.90
Local Meals	\$62.24
Video deposition	
RelOne Repository Hosting	\$1,479.14
RelOne Active Hosting	\$4,305.29
Total	\$8,112.77

**quinn emanuel trial lawyers**

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

July 16, 2025

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

Matter #: 12875-00001  
Invoice Number: 101-0000192993  
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

For Professional Services through June 30, 2025 in connection with a potential restructuring of this crypto mining company.

Fees	\$1,155,077.50
Expenses	<u>\$8,112.77</u>
Net Amount	\$1,163,190.27
Total Due This Invoice	\$1,163,190.27
Balance Due from Previous Statement(s)	\$3,501,632.53
Total Balance Due	<u>\$4,664,822.80</u>

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

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**Statement Detail****i Asset Analysis and Recover**

06/05/25	PT	Review and comment on proposed auctioneer contract (.2).	0.20	389.00
SUBTOTAL			0.20	389.00

**ii Asset Disposition**

06/12/25	PT	Review and comment on de minimis sale order and coordinate compliance with notice provisions (.6).	0.60	1,167.00
SUBTOTAL			0.60	1,167.00

**ix Employee Benefits and Pensions**

06/04/25	LMW	Call with A. Catatao re: severance agreements (.5); review and revise drafts of same (1.6).	2.10	3,496.50
06/05/25	LMW	Review and revise the employment settlement agreements (1.8); call with C. Topping re: same (.4); meeting with D. Holzman re: same (.5).	2.70	4,495.50
06/06/25	LMW	Call with A. Catatao re: employment severance agreements (.6); legal research re: ordinary course payments (2.3); emails to Quinn Emanuel team re: same (.3).	3.20	5,328.00
06/09/25	LMW	Emails to A. Catatao re: severance for Calab VanZaeren (.6); legal research re: ordinary course payments under settlement arrangements (2.6).	3.20	5,328.00
06/20/25	LMW	Review and revise the schedule re: employee payments (1.8); emails to Quinn Emanuel team re: same (.7); call with C. Topping re: employee agreements (.8).	3.30	5,494.50



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06/20/25	PT	Call to discuss employee severance and compensation issues with Charles Topping, Chase Blackmon, Michael Robinson, Trace Schmeltz (.4).	0.40	778.00
06/25/25	PT	Participate in conference to discuss the severance exhibit to Plan with Alicia Catatao, Chase Blackmon, Charles Topping, Lindsay Weber (.7).	0.70	1,361.50
06/27/25	LMW	Review edits to employee payment schedule (2.4); emails to C. Topping re: same (.7); review of plan language re: same (.8).	3.90	6,493.50
06/27/25	PT	Follow up conference with L. Weber regarding the severance worksheet to be attached to the plan and status of employee claims (.7).	0.70	1,361.50
SUBTOTAL			20.20	34,137.00

**v Business Operations**

06/17/25	DH3	Begin reading comments to Separation Agreement (.2).	0.20	355.00
SUBTOTAL			0.20	355.00

**vi Case Administration**

06/02/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/02/25	PT	Coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian (.5); correspond with J. Stokes and B. Asay regarding local exhibit practices (.3).	0.80	1,556.00
06/02/25	LMW	Call with Quinn Emanuel team re: case updates (.5).	0.50	832.50

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06/02/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/02/25	BH2	Review Pacer docket (.6) and download recent filings including the exhibit lists filed for the upcoming hearing (1.1); forward documents to the Client (.3).	2.00	1,310.00
06/03/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
06/03/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/03/25	LMW	Call with Quinn Emanuel team re: case updates (.5).	0.50	832.50
06/03/25	PT	Prepare for (.1) and attend coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, R. Izakelian, R. Harrington, L. Weber (.5).	0.60	1,167.00
06/03/25	RI	Prepare for (.1) and attend conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.60	999.00
06/04/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with case status and next steps (0.5).	0.50	780.00
06/04/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/04/25	RI	Prepare for (.5) and participate in the conference call with Quinn Emanuel team regarding case strategy and assignments (.5).	1.00	1,665.00
06/04/25	PT	Coordination call with Andrew Popescu, Alain Jaquet, Ben Roth, R. Izakelian (.5).	0.50	972.50

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06/04/25	RV2	Prepare documents into proper format to facilitate attorney review.	1.70	357.00
06/05/25	RH9	Province and QE team conference to discuss case strategy (.5).	0.50	582.50
06/05/25	LMW	Call with Quinn Emanuel team re: case updates (.5).	0.50	832.50
06/05/25	PT	Team coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Rachel Harrington (.5).	0.50	972.50
06/05/25	RV2	Prepare documents into proper format to facilitate attorney review.	2.20	462.00
06/06/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/06/25	PT	Participate in coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Quinn Emanuel Debtor Team (.5).	0.50	972.50
06/06/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu et al. Regarding case status and next steps (0.5).	0.50	780.00
06/06/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/06/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.5); emails regarding discovery and committee activities (0.7).	1.20	1,872.00
06/09/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington et al. Regarding weekly tasks (0.5).	0.50	780.00
06/09/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00

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06/09/25	PT	Task coordination and information sharing call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, QE Debtor Team (.5); review committee appointment and fact gathering regarding same (1.5); correspond with H. Nguyen regarding conference (.2); coordinate with D. Eaton regarding conference with the United States Trustee (.2).	2.40	4,668.00
06/09/25	LMW	Call with Quinn Emanuel team re: case updates (.6).	0.60	999.00
06/09/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5); call with special committee to discuss recent filings (.5).	1.00	1,165.00
06/09/25	BH2	Review Pacer docket (.8) and download recently filed documents (.6); calendar hearing dates and deadlines (.2).	1.60	1,048.00
06/10/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu et al. Regarding case status and next steps (0.5).	0.50	780.00
06/10/25	JC3	Electronically obtained copy of transcript for A. Jaquet from In re Energy Future Holdings Corp. (0.20).	0.20	136.00
06/10/25	LMW	Call with Quinn Emanuel team re: case updates (.5).	0.50	832.50
06/10/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/10/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/10/25	BH2	Finalize (.2) and file the Notice of 2004 Examination (.3).	0.50	327.50
06/10/25	PT	Prepare for (.4) and participate in the coordination call with Andrew Popescu, Michael Robinson, Alan	0.90	1,750.50

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		Jaquet, Ben Roth, Quinn Emanuel Debtor Team (.5).		
06/11/25	BH2	Review and finalize the exhibits for the motion for status conference (.9); telephone conference with P. Tomasco regarding same (.3); file the motion, proposed order, and exhibits (.3); forward file-stamped copies to the Client (.1).	1.60	1,048.00
06/11/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington et al. Regarding case status and next steps (0.5).	0.50	780.00
06/11/25	RH9	Implement revisions and comments to the motion to strike (2.2).	2.20	2,563.00
06/11/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/11/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/11/25	PT	Unsecured Creditors' Composition Discussion with D. Eaton, Travis Ross, Ha Nguyen, M. Robinson (.8) retrieve pleadings from prior committee composition cases for use in letter to United States Trustee and initial draft of letter to United States Trustee regarding committee composition (1.1); coordinate with A. Popescu regarding holdings of proposed committee members (.3).	2.20	4,279.00
06/12/25	BH2	Draft a Notice of Hearing for the Emergency Hearing (.4) and file same (.3).	0.70	458.50
06/12/25	PT	Prepare for (.4) and participate in the coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian (.5).	0.90	1,750.50

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06/12/25	RI	Prepare for (.3) and attend conference with Quinn Emanuel team regarding case strategy and assignments (.5).	0.80	1,332.00
06/12/25	RH9	Province and Quinn Emanuel conference to discuss case strategy (.5).	0.50	582.50
06/12/25	BR4	Emails regarding court order on status conference (0.3); research and emails regarding SAFE's (0.8).	1.10	1,716.00
06/13/25	AJ4	Prepare for and attend telephone conference regarding case status and next steps (1.3).	1.30	2,028.00
06/13/25	PT	Preparation call regarding upcoming tasks and hearing preparation with M. Robinson, A. Popescu, Quinn team (1.3); continue research and drafting letter to the United States Trustee regarding the Creditors' Committee's appointment (3.7).	5.00	9,725.00
06/13/25	AJ4	Prepare draft presentation for status conference and motion to strike's hearing (5.1); correspond and confer with R. Harrington in connection with the same (0.2).	5.30	8,268.00
06/13/25	RH9	Create a presentation for the June 16 hearing (1.0).	1.00	1,165.00
06/13/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (1.3).	1.30	1,514.50
06/13/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (1.3).	1.30	2,164.50
06/13/25	BR4	Emails regarding committee matters (0.2); call with Quinn Emanuel and Province teams regarding case updates (1.3).	1.70	2,652.00
06/14/25	AJ4	Review and revise the presentation regarding status hearing and related motion to strike (3.7).	3.70	5,772.00

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06/14/25	AJ4	Attend the telephone conference with P. Tomasco et al. Regarding case status and next steps (0.5).	0.50	780.00
06/14/25	AJ4	Review and revise the first draft letter to US Trustee relating to the reconstitution of unsecured creditors' committee (0.9); correspond with P. Tomasco in connection with the same (0.1).	1.00	1,560.00
06/14/25	RH9	Create a presentation for the June 16 status conference hearing (3.5).	3.50	4,077.50
06/14/25	PT	Continue revisions to the letter to United States Trustee regarding committee reconstitution (1.1); correspond with R. Izakelian regarding the same (.2).	1.30	2,528.50
06/14/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/16/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/16/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
06/16/25	AJ4	Review and revise the draft letter to United States Trustee relating to the reconstitution of unsecured creditors' committee (0.3).	0.30	468.00
06/16/25	AJ4	Attend the telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
06/16/25	PT	Additional revisions to letter to United States Trustee regarding committee reconstitution (.6); coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian	1.70	3,306.50

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		regarding upcoming tasks and strategy (.5); incorporate multiple sets of comments to the letter to United States Trustee and correspondence regarding same (.6).		
06/16/25	BH2	Review Pacer docket (.4) and prepare a pleading notebook for P. Tomasco prior to the 9:00 a.M. Hearing (.9); register attorneys to attend the hearing (.1); attend the 9:00 a.M. Hearing (.4).	1.80	1,179.00
06/16/25	BR4	Attend the status conference (.4); call with Barnes & Thornburg, Province and Quinn Emanuel teams regarding same (0.6); call with QE and Province teams regarding case updates (0.5); review and revise the letter to the US trustee (1.5).	3.00	4,680.00
06/17/25	AJ4	Attend the telephone conference with P. Tomasco, A. Popescu et al. Regarding case status and next steps (0.8).	0.80	1,248.00
06/17/25	BR4	Calls and emails regarding the scheduling order (2.4); draft proposal (0.8).	3.20	4,992.00
06/18/25	AJ4	Review and revise the letter to the US Trustee regarding reconstitution of the Unsecured Creditors Committee (2.5).	2.50	3,900.00
06/18/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.8).	0.50	582.50
06/18/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.8); calls and emails regarding scheduling order (1.1); review and revise same (0.3); review Celsius response to objection (0.9).	3.10	4,836.00



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06/19/25	RH9	Prepare for (.2) and attend Quinn Emanuel and Province team meeting to discuss strategy and next steps (.8).	1.00	1,165.00
06/19/25	PT	Prepare for (.1) and attend the coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Rachel Harrington, Razmig Izakelian (.8).	0.90	1,750.50
06/19/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington et. Al regarding case status and next steps (.8).	0.80	1,248.00
06/19/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.8).	0.80	1,332.00
06/20/25	BH2	File the Monthly Operating Reports for the Rhodium companies (1.3) and forward the file-stamped copies to the Client (.3); assist attorneys with research re judicial estoppel (.8); attend part of the hearing to assist attorneys (.5).	2.90	1,899.50
06/20/25	AJ4	Prepare draft supplement letter to U.S. Trustee regarding reconstitution of the Unsecured Creditors Committee (0.3); correspond with P. Tomasco in connection with same (0.1).	0.40	624.00
06/20/25	PT	Participate in coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Rachel Harrington, Raz Izakelian (.4).	0.40	778.00
06/20/25	BR4	Attend status conference (1.2).	1.20	1,872.00
06/20/25	AJ4	Prepare for (.3) and attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status and next steps (.4).	0.70	1,092.00

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06/23/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/24/25	BR4	Call with the Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
06/24/25	BH2	Work with attorneys to prepare the Witness and Exhibit List for the July 2nd hearing and obtain all exhibits (9.3).	9.30	6,091.50
06/24/25	PT	Prepare for (.4) and participate in the conference call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Quinn Emanuel Debtor Team (.5).	0.90	1,750.50
06/24/25	RH9	Quinn Emanuel and Province team meeting to discuss strategy and next steps (.5).	0.50	582.50
06/24/25	AJ4	Telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and strategy (0.5).	0.50	780.00
06/25/25	BH2	File Rhodium's exhibits for the July 2nd hearing (exhibits 1-91) (1.5); download and mark the exhibits (1.8) and forward to the Client (.2); coordinate preparation of Exhibit Books for the hearing (.3); review Pacer docket (.8) and prepare pleading notebooks for the July 2nd hearing (1.1); download recently filed documents from Pacer (.6) and forward to the Client for review (.3).	6.60	4,323.00
06/25/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (1.0).	1.00	1,560.00
06/25/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (1.0).	1.00	1,665.00

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06/25/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (1.0).	1.00	1,560.00
06/27/25	RH9	Prepare for (.5) and attend the Quinn Emanuel team meeting to discuss strategy and next steps (.5).	1.00	1,165.00
06/27/25	BR4	Call regarding case updates with Quinn Emanuel and Province teams (.5).	0.50	780.00
06/27/25	PT	Prepare for (.4) and participate in conference call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Lindsay Weber, Razmig Izakelian regarding coordination and strategy (.5).	0.90	1,750.50
06/27/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
06/27/25	AJ4	Prepare for (.5) and attend the telephone conference regarding case status and next steps (.5).	1.00	1,560.00
06/29/25	BR4	Review exhibits for hearing planning purposes (1.4); call with R. Izakelian regarding same (0.2).	1.60	2,496.00
06/30/25	RH9	Quinn Emanuel team meeting to discuss upcoming hearing and case strategy (.5).	0.50	582.50
06/30/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.5); prepare for hearing, including research and review of response from SAFE AHG, and drafting, reviewing, and revising the slides for the presentation (8.0).	8.50	13,260.00
06/30/25	PT	Prepare for (.4) and participate in coordination and strategy call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian (.5).	0.90	1,750.50

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06/30/25	EDW	Prepare for mock (3.3).	3.30	6,567.00
06/30/25	BH2	Review Pacer docket and emails to obtain all pleadings, including sealed pleadings (3.6) and download for the Clients' review and attorneys' review (including exhibit lists and exhibits for the July 2nd hearing) (2.9).	6.50	4,257.50
SUBTOTAL			141.70	189,218.50

**vii Claims Administration and Objections**

06/02/25	RH9	Review and analyze response to Debtors' submission (1.4).	1.40	1,631.00
06/02/25	PT	Review and analysis of Proof Capital's response (.3); correspond with R. Harrington regarding same (.1); coordinate draft of claim objection to Proof Capital's late claims (.2); review pre-petition correspondence regarding triggering event (.5).	1.10	2,139.50
06/03/25	AJ4	Correspond with P. Tomasco and R. Izakelian regarding strategy and next steps regarding omnibus claim objection (0.3).	0.30	468.00
06/03/25	PT	Online research regarding treatment of SAFE agreements and circulate results to Quinn and Province teams (.8); coordinate third-party discovery regarding same (.6); correspondence regarding witnesses and witness preparation (.2); review and comment on written discovery (.2).	1.80	3,501.00
06/04/25	LMW	Emails to P. Tomasco re: claims administrator (.3).	0.30	499.50
06/04/25	AJ4	Prepare memorandum in connection with initiation of a contested matter in connection with claim objections (0.5); correspond with P. Tomasco in	1.10	1,716.00

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		connection with the same (0.1); review and revise draft requests for production to omnibus claimant (0.2); correspond with R. Izakelian in connection with the same (0.3).		
06/04/25	PT	Review research regarding contested matter status for claim objection (.4).	0.40	778.00
06/05/25	PT	Correspond with E. Brannen regarding Midas Green claim objection (.2).	0.20	389.00
06/06/25	PT	Conference call with R. Izakelian regarding potential witness for claim objection regarding contract (.5); follow-up call with R. Izakelian regarding same (.2); online research regarding corporate history of claimants and coordinate with objection team (.4); coordinate with A. Jaquet and R. Izakelian regarding discovery drafts (.4); coordinate with A. Jaquet regarding names and amounts of SAFE claimants (.2).	1.70	3,306.50
06/06/25	AJ4	Correspond with R. Izakelian regarding the preparation of requests for production to SAFE claimants (0.3).	0.30	468.00
06/09/25	PT	Review the status of IRS claims and coordinate response to claim from Company (.5).	0.50	972.50
06/09/25	PT	Call to discuss objection to claims with Thomas Fleming, Michael Fox, Razmig Izakelian, Alain Jaquet, Rachel Harrington (.4); coordinate payment of claims under court order with various claimants with C. Topping (.2); coordinate research regarding SAFE claim objection with M. Fox (.4); coordinate with A. Catatao regarding EEOC claimant and potential stay violation (.2); forward information regarding	2.20	4,279.00

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		public statements to D. Eaton regarding claim objection topics and comparable SAFE agreements (.5); conference with D. Eaton regarding approach to claim objection (.3); coordinate research on non-binding GAAP issues with R. Harrington (.2).		
06/10/25	RH9	Draft claim objection to equity claims (4.7).	4.70	5,475.50
06/11/25	AJ4	Research the relevance of accounting treatment in connection with equity vs. Debt determination under the U.S. Bankruptcy Code in connection with SAFE claim objection (0.5); review and analyze SAFE-related materials in connection with the same (0.5).	1.00	1,560.00
06/12/25	RI	Review and analyze document productions and public filings regarding SAFE (5.3).	5.30	8,824.50
06/13/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding SAFE claim objection (0.5).	0.50	780.00
06/13/25	PT	Call to discuss strategy regarding objection to claims filed by SAFE'S with Andrew Popescu, David Eaton, Spencer Wells, Trace Schmeltz, Kenneth Kansa, Michael Robinson, Manish Kumar, Farzan Sabzevari (.8); coordinate invoices from Kirkland & Ellis in response to M. Fox inquiry and correspond with C. Topping regarding redaction of same (.4); Conference with Carolynn Levy, Alain Jaquet, Manish Kumar, Raz Izakelian, Michael Robinson regarding the form SAFE agreement (.5); correspondence with C. Topping regarding implementation of creditor payment order (.1); correspondence with M. Fox regarding Kirkland & Ellis invoices (.1).	1.90	3,695.50

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06/13/25	RI	Conference with Quinn Emanuel team regarding SAFE (0.5).	0.50	832.50
06/14/25	PT	Conference to discuss claim objection Strategy; Andrew Popescu, Spencer Wells, David Eaton, Trace Schmeltz, David Dunn, Michael Robinson (.7).	0.70	1,361.50
06/15/25	PT	Review correspondence from D. Eaton regarding tax provisions of SAFE Agreement (.1) and research regarding same (.4).	0.50	972.50
06/16/25	PT	Email with K. Hays regarding filing proof of interest regarding LTIP calculations (.2); coordination call regarding hearing on SAFE claim objection with Razmig Izakelian, Eric Winston (.4); correspondence regarding scheduling order for SAFE claim objection (.2); correspond with M. Hurley regarding the scheduling conference (.1).	0.90	1,750.50
06/16/25	RI	Review and analyze emails and documents productions, prepare facts regarding SAFEs (6.3).	6.30	10,489.50
06/17/25	PT	Coordinate draft scheduling order for claim objection with R. Izakelian (.1); correspond regarding draft scheduling order and circulate to PSA parties with B. Roth (.2).	0.30	583.50
06/17/25	RI	Review and analyze document productions, legal research regarding accounting principles, prepare responses to SAFE arguments (6.9).	6.90	11,488.50
06/18/25	PT	Conference to discuss Kelvion contract with Alex Peloubet, Andrew Popescu, Chase Blackmon, Kevin Hays, Michael Robinson, Charles Topping (.4).	0.40	778.00
06/18/25	RI	Review and analyze document productions, legal research regarding judicial estoppel, prepare responses	9.50	15,817.50

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		to SAFE arguments (5.3); review and analyze SAFE response to claim objection (4.2).		
06/19/25	BH2	Draft a Certificate of No Objection for the Omnibus Claim Objection re SAFE Parties (.7) and file same (.3).	1.00	655.00
06/19/25	RH9	Draft motion to compel (4.6); meet and confer regarding scheduling with Quinn Emanuel team and SAFE AHG council (1.0); attend debrief call with Quinn Emanuel team (.3).	5.90	6,873.50
06/19/25	PT	Attend scheduling meet and confer with Brenda Funk, Sarah Schultz, Michael Fox, Mitchell Hurley, Razmig Izakelian to discuss scheduling plan and claim objection briefing schedule and hearings (.7); correspondence with C. Topping regarding fact check of SAFE response to claim objection (.3); coordinate draft reply to SAFE response to claim objection and gather background facts to support response (.9); meet and confer with Akin team regarding discovery requests and objections with Ben Roth. Mitchell Hurley, Sarah Schultz, Razmig Izakelian, Rachel Harrington (.5); comment on proposed scheduling order to conform with meet and confer (.1).	2.50	4,862.50
06/19/25	RI	Prepare reply to SAFE claim objection (3.9), legal research regarding same (3.5).	7.40	12,321.00
06/19/25	BR4	Multiple calls with Akin and Quinn Emanuel team regarding scheduling and discovery (1.4); emails regarding same (0.4); review and revise same (0.6). Review documents related to the SAFE claim objection (1.7).	4.10	6,396.00



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06/20/25	BH2	Finalize (.3) and upload the proposed Scheduling Order re the Omnibus Claim Objection (.3).	0.60	393.00
06/20/25	AJ4	Attend (partial) hearing regarding scheduling of SAFE claim objection (0.8).	0.80	1,248.00
06/20/25	AJ4	Legal research (contractual interpretation under Delaware law, 510(b), DGCL) in connection with the preparation of a draft reply to the opposition to the SAFE claim objection, including by researching related topics (4.7).	4.70	7,332.00
06/20/25	RH9	Draft motion to compel SAFE discovery (4.6); legal research in support of reply in support of claim objection (4.3).	8.90	10,368.50
06/20/25	RI	Prepare reply to the SAFE claim objection (5.0), legal research regarding same (3.2).	8.20	13,653.00
06/20/25	BR4	Emails regarding discovery (0.6); research on SAFE claim objection reply (4.6); summarize same (0.4); review research on judicial admissions (0.4).	6.00	9,360.00
06/20/25	PT	Online research regarding parol evidence and judicial estoppel and forward to team (1.2); follow up conference with Quinn Emanuel team to discuss preparation for hearing on claim objection (.5); comments on burden of proof issues (.1); follow up on responses to modified discovery requests (.5); review draft reply to SAFE response to claim objection and revise/comment on same (1.1); additional research on points raised in objection (.4)..	3.80	7,391.00
06/20/25	EDW	Review claim objections and motion to terminate exclusivity (2.0).	2.00	3,980.00

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06/21/25	BR4	Emails regarding reply in support of claim objection (0.8).	0.80	1,248.00
06/21/25	AJ4	Research case law regarding various topics relevant to reply to opposition to SAFE claim objection, including DE DGL 271, contract interpretation under Delaware law, holding status under Delaware law (4.5).	4.50	7,020.00
06/21/25	LMW	Legal research for issues raised in SAFE claim objection response (3.2); emails to Quinn Emanuel team re: same (.4).	3.60	5,994.00
06/21/25	RH9	Legal research for reply in support of SAFE AHG objection (8.3).	8.30	9,669.50
06/21/25	RI	Prepare a reply to SAFE claim objection (3.1), legal research regarding litigation priorities and parol evidence rule (3.1).	6.20	10,323.00
06/21/25	EDW	Review reply to claim objection response (.5).	0.50	995.00
06/22/25	BR4	Review and revise the reply in support of the objection (1.0).	1.00	1,560.00
06/22/25	LMW	Review and revise the SAFE claim objection response re: 510 (4.2); emails to B. Roth re: same (1).	5.20	8,658.00
06/22/25	RI	Prepare a reply to the SAFE claim objection (5.), legal research regarding contract interpretation, asset sales, and subordination (2.8).	7.80	12,987.00
06/22/25	PT	Review proofs of equity listing and documents in preparation for reply brief and exhibit list (.5); review and revise reply in support of SAFE claim objection (1.4); online research regarding parol evidence considerations for evidence and coordinate drafting of parol evidence issues (.9); review research on 1129(b)/510(a) application and	6.90	13,420.50

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		comment on same (.4); review and incorporate additional cases on 510(b) and research and writing on subordination cases and requirement of explicitness (1.6); extensive revision to reply in support of SAFE objection and circulate to working group (2.1).		
06/23/25	PT	Coordinate multiple comments to Reply in support of SAFE objection and exhibit list and multiple emails to coordinate filing of Reply and Exhibits (6.1).	6.10	11,864.50
06/23/25	BR4	Review and revise the reply in support of the claim objection (3.2); calls and emails regarding same (1.2); emails regarding hearing logistics (0.3).	4.70	7,332.00
06/23/25	LMW	Call with Quinn Emanuel team re: case updates (.7); review and revise SAFE claim objection response (4.1); emails to B. Roth re: same (.6).	5.40	8,991.00
06/23/25	RI	Review and revise reply to SAFE claim objection, prepare exhibits (6.3).	6.30	10,489.50
06/23/25	AJ4	Review the reply to SAFE Holders opposition to the omnibus claim objection, including by researching Delaware law regarding the contract interpretation (2.8).	2.80	4,368.00
06/24/25	EDW	Review SAFE claim objection and plan-related documents (2.1).	2.10	4,179.00
06/24/25	BH2	Assist attorneys with the preparation of the final preparations of the Reply to the Omnibus Claim Objection (.8); file the Reply and the 26 exhibits (1.0); download the file-stamped copies (.6) and forward file-stamped copies to the Client and co-counsel (.3).	2.70	1,768.50

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06/24/25	AJ4	Review and revise the draft reply to SAFE Holders' opposition to the claim objection. (8.4).	8.40	13,104.00
06/24/25	PT	Review pleadings related to the claim objection and exhibits (.7); review and revise the claim objection reply and coordinate additional exhibits to add to exhibit list (2.9); correspondence regarding data room exhibit (.7); review and comment on motion to quash (.4); monitor reply and exhibit list filings (.5); correspond with PSA parties regarding filing (.3).	5.50	10,697.50
06/24/25	RH9	Implement edits and proof SAFE claim objection reply (2.8).	2.80	3,262.00
06/24/25	BR4	Review and revise the reply in support of the objection and finalize for filing (5.6); emails with Verita regarding proofs of interest (0.5); review same (0.3); review pleadings for claim objection hearing (0.7).	7.10	11,076.00
06/24/25	LMW	Call with B. Roth re: SAFE claim objection (.6); review and revise same (4.9).	5.50	9,157.50
06/24/25	RI	Review and revise the reply to the SAFE claim objection, review and analyze exhibits (8.7).	8.70	14,485.50
06/25/25	BR4	Review pleadings for hearing on claim objection (4.6).	4.60	7,176.00
06/25/25	AJ4	Review and revise the omnibus claim objection on substantive grounds (5.1).	5.10	7,956.00
06/25/25	RH9	Draft Midas Green reply (3.1).	3.10	3,611.50
06/26/25	PT	Participate in the coordination call with Andrew Popescu, Michael Robinson regarding claim objections (.5).	0.50	972.50
06/26/25	LMW	Emails with Quinn Emanuel team re: filing of claim amendments (.6).	0.60	999.00

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06/26/25	AJ4	Review and revise the draft of the omnibus claim objection on substantive grounds (4.8).	4.80	7,488.00
06/26/25	RH9	Call with co-counsel to discuss the Midas Green claim objection (.3).	0.30	349.50
06/27/25	BR4	Research and preparation related to the hearing on the SAFE Claim objection (3.7).	3.70	5,772.00
06/27/25	EDW	Review the SAFE claim objection and plan-related documents (2.5).	2.50	4,975.00
06/27/25	PT	Conference call to discuss claim objection argument coordination with -Ben Roth, Trace Schmeltz, Razmig Izakelian (1.1); review and comment on SAFE claimants briefing (.6); additional online research regarding same (.9).	2.60	5,057.00
06/27/25	AJ4	Review and revise the draft exhibit 1 to the omnibus claim objection based on substantive grounds (0.8).	0.80	1,248.00
06/27/25	RI	Review and analyze the SAFE sur-reply (1.3).	1.30	2,164.50
06/29/25	EDW	Review SAFE claim objection, replies, and sur-reply (.9); plan for mock (.6).	1.50	2,985.00
06/30/25	LMW	Emails with Quinn Emanuel team re: preparations for SAFE argument (1.3).	1.30	2,164.50
06/30/25	RI	Conference with Quinn Emanuel team regarding SAFE claim objection (0.5); conference with P. Tomasco, B. Roth, B. Funk, and M. Fox regarding SAFE claim objection (0.9); review and analyze pleadings, prepare slides, and conduct legal research for hearing on SAFE claim objection (8.2).	9.60	15,984.00
06/30/25	PT	Review and study cases cited in claim objection pleadings (2.1); emails with litigation team regarding slide deck	4.70	9,141.50

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(.4); review pleadings in preparation for hearing on claim objection (.8); analysis of joinders and recent pleadings (.2); review and revise powerpoint presentation and suggest arguments to team based on research (1.2).

06/30/25	RH9	Legal research into 510(A) (3.7); legal research into 510B (3.3).	7.00	8,155.00
		SUBTOTAL	273.50	438,240.00

**viii Corporate Governance and Board Matters**

06/05/25	PT	Conference with Trace Schmeltz, David Dunn, David Eaton, Kenneth Kansa, Michael Robinson, Spencer Wells regarding board call (.5); prepare for and attend board meeting Chase Blackmon, Cameron Blackmon, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn, Trace Schmeltz (1.4).	1.90	3,695.50
06/11/25	PT	Board Meeting with Chase Blackmon, Cameron Blackmon, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (.9).	0.90	1,750.50
06/18/25	PT	Rhodium Board Meeting Teams Board meeting with Chase Blackmon, Cameron Blackmon, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (.5).	0.50	972.50
06/20/25	PT	Prepare for and participate in call to discuss officer and director settlement mediation with Carrie Raver, Trace Schmeltz, David Dunn,	0.60	1,167.00

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		Michael Robinson, Spencer Wells, David Eaton and strategy related to same (.6).		
06/25/25	PT	Prepare for and participate in board meeting with Chase Blackmon, Cameron Blackmon, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.1).	1.10	2,139.50
SUBTOTAL			5.00	9,725.00

**x Employment and Fee Applications**

06/02/25	PT	Coordinate with AJ Merton regarding Kovel language in retention letter and correspond with L. Eisele regarding same (.5).	0.50	972.50
06/02/25	BH2	Begin to draft the Application to Retain Keller Williams and related documents (3.1).	3.10	2,030.50
06/03/25	BH2	Continue to prepare the retention application and related documents on behalf of Keller Williams (2.5); forward drafts to P. Tomasco for review (.2).	2.70	1,768.50
06/04/25	PT	Telephone conference with J. Stokes regarding hearing preparation (.1); meet with J. Stokes and C. Topping regarding hearing (.2); attend portions of hearing on Lehotsky Keller retention (.9); follow up meeting with J. Stokes and C. Topping regarding additional briefing and strategy (.5); correspondence with L. Eisele regarding retention letter updates (.2); review and comment on supplemental declaration of M. Nicholes (.1).	2.00	3,890.00

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06/04/25	RI	Attend Lehotsky Keller employment application hearing (2.8).	2.80	4,662.00
06/10/25	BH2	Begin to draft the May Monthly Fee Statement (3.2).	3.20	2,096.00
06/10/25	BH2	Draft Certificate of No Objection for Quinn Emanuel's Second Interim Fee Application (.4) and file same (.3).	0.70	458.50
06/11/25	BH2	File the Eighth Monthly Fee Statement of Province (.3); email communications with A. Popescu regarding the Order granting Province's Second Interim Fee Application (.3); continue to prepare Quinn Emanuel's May monthly fee statement (5.9).	6.50	4,257.50
06/12/25	BH2	Continue to prepare the May Monthly Fee Statement (5.1).	5.10	3,340.50
06/27/25	BH2	Continue to draft the Ninth Monthly Fee Statement (May 2025) (4.3).	4.30	2,816.50
SUBTOTAL			30.90	26,292.50

**xi Financing and Cash Collateral**

06/03/25	PT	Correspondence with M. Robinson regarding Unsecured Creditors' Committee's information requests and lack of rational relationship to outstanding issues (.2); review status of payments of prepetition amounts (.2).	0.40	778.00
06/20/25	PT	Call to discuss tax allocation issues with Charles Topping, Alex Peloubet, Andrew Popescu, Ashley Jonson, Kevin Hays, Morgan Soule, Michael Robinson, Trace Schmeltz, Chase Blackmon (.8).	0.80	1,556.00
06/25/25	PT	Prepare for and participate in tax allocation discussion with Kevin Hays, Chris Wheeler, Trace Schmeltz,	0.90	1,750.50



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Charles Topping, Alex Peloubet,  
Ashley Jonson, Michael Robinson,  
Andrew Popescu, Morgan Soule (.9).

06/27/25	PT	Correspondence with K. Hays regarding tax allocation documents and presentation to Whinstone (.4); review tax allocation forms; forward form 8594 to counsel for Whinstone (.4).	0.80	1,556.00
SUBTOTAL			2.90	5,640.50

**xii Litigation**

06/02/25	LMW	Emails to S. Schultz re: C. Topping deposition (.2); review of deposition schedule re: same (.3).	0.50	832.50
06/04/25	PT	Coordinate service of discovery on third parties and conference with Luxor regarding same (.2).	0.20	389.00
06/06/25	RI	Prepare subpoena to Luxor and Ionic (1.1); review and analyze privilege log (1.3).	2.40	3,996.00
06/10/25	RV2	Prepare document production per request from R. Izakelian.	3.30	693.00
06/11/25	RI	Review and analyze emails and document productions (6.4).	6.40	10,656.00
06/12/25	RH9	Add information to privilege log (.2).	0.20	233.00
06/12/25	RV2	Prepare documents into proper format to facilitate attorney review.	2.90	609.00
06/13/25	RH9	Revise and add information to the privilege log (4.5).	4.50	5,242.50
06/13/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.90	399.00
06/16/25	PT	Conference call with counsel for Ionic with Razmig Izakelian, Keith Wofford, Samuel Hershey regarding	0.40	778.00

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		Celsius SAFE agreements and accounting therefor (.4).		
06/18/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	2.20	462.00
06/20/25	AJ4	Prepare letter regarding the Debtor's claim against 3 Way (0.3).	0.30	468.00
06/29/25	RI	Conference with Barnes, Province, and Quinn Emanuel teams regarding committee mediation (1.2).	1.20	1,998.00
		SUBTOTAL	26.40	26,756.00

**xiv Plan and Disclosure Statement**

06/01/25	BR4	Review and revise solicitation materials (1.8).	1.80	2,808.00
06/01/25	RI	Review and revise solicitation materials (3.1).	3.10	5,161.50
06/02/25	PT	Call to review tax considerations under PSA and plan with Kansa Kenneth, Chris Wheeler, Michael Robinson, Trace Schmeltz, Eric Bashaw, Andrew Popescu, R.J. Shannon (1.1); review and circulate forms to attach to disclosure statement order for solicitation (.3); review status of updated disclosure statement order and attachments with K. Kansa and T. Schmeltz (.2); multiple conferences with T. Schmeltz and M. Robinson regarding plan settlement and strategy (.9).	2.50	4,862.50
06/02/25	LMW	Emails to R. Harrington re: plan release provisions (.4); legal research re: same (1.7).	2.10	3,496.50
06/03/25	LMW	Review drafts of materials for solicitation (1.3); emails to R. Izakelian re: same (.3); review and update disclosure statement (2.7).	4.30	7,159.50

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06/03/25	PT	Multiple conferences with T. Schmeltz regarding plan settlement and strategy (.5).	0.50	972.50
06/04/25	AJ4	Review and revise drafts of solicitation and voting materials (3.2).	3.20	4,992.00
06/04/25	LMW	Prepare draft of cover letter for solicitation materials (1.1); review and revise solicitation materials (1.4).	2.50	4,162.50
06/04/25	PT	Review and suggest changes to ballots to accommodate unique plan features and research regarding same (.3); coordinate balloting issues with Verita (.2); coordinate filing solicitation materials with team (.1); additional review and revision to solicitation materials (.3); correspondence with J. Miller regarding ballot issues (.2).	1.10	2,139.50
06/04/25	RI	Review and revise solicitation materials (1.8).	1.80	2,997.00
06/04/25	BR4	Review and revise solicitation materials (2.1); emails regarding same (0.2).	2.30	3,588.00
06/05/25	AJ4	Review and revise solicitation materials, including by conferring and corresponding with P. Tomasco, R. Izakelian, B. Roth, J. Miller, M. Robison, and B. Howell in connection with the same (1.2).	1.20	1,872.00
06/05/25	PT	Review multiple revisions to solicitation and voting procedures (.6); comment to proposed letter (.3); multiple correspondence with drafting team regarding updated plan materials and coordinate filing versions of same (.6).	1.50	2,917.50
06/05/25	BH2	Work with attorneys to revise and finalize the exhibits to the solicitation package (3.9); draft Notice of Filing Exhibits (.5); file the notice and	4.90	3,209.50

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		exhibits (.4) and forward file-stamped copies to the Client (.1).		
06/05/25	BR4	Emails regarding solicitation documents (0.3); review comments to same (0.6).	0.90	1,404.00
06/07/25	PT	Review and comment on emergency motion to terminate exclusivity (.7).	0.70	1,361.50
06/07/25	AJ4	Review and analyze SAFE AHG's motion to terminate exclusivity (0.8).	0.80	1,248.00
06/07/25	BR4	Emails regarding the motion to terminate (0.3).	0.30	468.00
06/08/25	PT	Review and coordinate the incorporation of changes to the plan to reflect mediated settlement (.7); correspond with T. Schmeltz regarding scope of settlement (.2).	0.90	1,750.50
06/08/25	BR4	Review updated settlement plan (1.6).	1.60	2,496.00
06/09/25	AJ4	Prepare motion for status conference and to strike motion to terminate exclusivity (6.7).	6.70	10,452.00
06/09/25	BR4	Emails regarding motion to terminate exclusivity (0.3); review same (1.3).	1.60	2,496.00
06/09/25	RI	Conference with Province, Quinn Emanuel, and Barnes teams regarding plan (1.0).	1.00	1,665.00
06/09/25	PT	Call to discuss draft of Settlement Plan with Kenneth Kansa, Quinn Emanuel Debtor Team, Trace Schmeltz, David Eaton, Spencer Wells, Ben Roth, Alain Jaquet, Eric Winston, Razmig Izakelian, David Dunn, Lindsay Weber (.9); coordinate plan drafting with B. Roth, L. Weber (.2); online research regarding exclusivity motions and exclusivity violations and forward results to team (.9); suggest revisions to the draft response regarding the status	5.00	9,725.00

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		conference with updated research (.8); review differences to SAFE filings and coordinate redlines of same (.3); coordinate with Barnes & Thornburg team regarding same (.2); coordinate research regarding various claim and equity holdings relevant to motions (.4); correspond with R. Nelms and T. Schmeltz regarding mediation privilege issues (.7); review and comment on outline of motion for status conference (.4); communicate with M. Fox, T. Fleming regarding various creditor communications (.2); (5.0).		
06/10/25	AJ4	Review and revise draft motion for status conference and strike of exclusivity motion, including by researching related case law and reviewing and analyzing relating materials (8.6).	8.60	13,416.00
06/10/25	BH2	Draft a Notice of Filing the Plan Support Agreement (.8).	0.80	524.00
06/10/25	BR4	Review and revise the motion for status conference (0.7); emails regarding same (0.2); review and revise plan (2.1).	3.00	4,680.00
06/10/25	RH9	Cite check exclusivity motion (2.2); proof and make edits to the plan (1.2).	3.40	3,961.00
06/10/25	PT	Plan/Status Conference drafting coordination call Debtor Team, Michael Robinson, Andrew Popescu, Alain Jaquet, Ben Roth, Eric Winston (.9).	0.90	1,750.50
06/10/25	PT	Conference with R. Nelms, T. Schmeltz, D. Eaton regarding mediation privilege violations in termination motion(.7); follow up conference with T. Schmeltz regarding next steps (.2); multiple	7.90	15,365.50

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		revisions to plan and disclosure statement and correspondence regarding same (5.1); online research and drafting motion for status conference (1.9).		
06/10/25	LMW	Review and revise the chapter 11 plan (4.2).	4.20	6,993.00
06/11/25	PT	Conference with K. Lee and S. Lemmon regarding exclusivity motion (.7); multiple reviews and revisions of plan, disclosure statement and motion for status conference/motion to strike (4.7).	5.40	10,503.00
06/11/25	AJ4	Review and revise the draft motion for status conference and to strike exclusivity motion (4.6); correspond with Quinn Emanuel team in connection with the same (0.3).	4.90	7,644.00
06/11/25	BR4	Review the revised plan (0.5); emails regarding same (0.2).	0.70	1,092.00
06/11/25	PT	Coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, R. Izakelian (.8).	0.80	1,556.00
06/11/25	LMW	Call with Quinn Emanuel team re: amendments to the Plan (.7); review and revise same (5.3); review and revise the disclosure statement (2.3).	8.30	13,819.50
06/12/25	BR4	Emails regarding plan (0.2).	0.20	312.00
06/12/25	RI	Review and revise solicitation materials (1.3).	1.30	2,164.50
06/12/25	PT	Review comments to the plan with Charles Topping, Chase Blackmon (1.6); coordinate changes to plan and disclosure statement based on comments (.5); Coordinate additional revisions to status motion; additional revisions to status motion and coordinate exhibits to status motion and coordinate filing of same	5.40	10,503.00

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and coordinate additional documents received from client regarding negotiation of SAFE agreement (2.4); continue online research regarding exclusivity issues and update team on findings (.2); correspond with chambers regarding status conference and form of notice of same (.2); review and correspond regarding order setting hearing and striking motion (.5).

06/12/25	RH9	Legal research into exclusivity cases (3.0); analyze and summarize potential counter arguments (1.1).	4.10	4,776.50
06/12/25	LMW	Review and revise amended plan (4.8); incorporate comments from the committee re: same (.8); emails to R. Harrington re: same (.6).	6.20	10,323.00
06/13/25	BR4	Review and revise the disclosure statement (1.5).	1.50	2,340.00
06/13/25	RI	Conference with Quinn Emanuel, Barnes, and Province teams regarding plan (1.0).	1.00	1,665.00
06/13/25	PT	Review and multiple communications regarding Barnes & Thornburg comments to plan draft (.4); review and comment on Barnes & Thornburg discovery (.1); extensive review and revision to plan comments (1.2); review and coordinate response to SAFE AHG comment to motion to strike to prepare for hearing on status conference regarding same (.8); additional research regarding conflation of cases regarding solicitation versus exclusivity and coordinate updating presentation regarding same (.9); coordinate information with B. Funk regarding Celsius valuation slides (.2);	3.70	7,196.50

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		telephone conference with B. Funk (.1).		
06/13/25	LMW	Emails with B. Roth re: reorganized debor in a plan liquidation (.3); call with Quinn Emanuel team re: plan amendments (.6); review and revise same (7.2); review and revise the disclosure statement (3.6).	11.70	19,480.50
06/14/25	PT	Coordination call to discuss amended plan and disclosure statement comments and tasks with Quinn Emanuel and Province teams (.6); review and follow up on revisions by C. Topping follow up review of draft amended plan and disclosure statements and revisions thereto (2.1); review proposed disclosure statement order and attention to claim allowance for voting purposes and related deadlines for same (.8); review and revise hearing presentation (.9); read cases cited by SAFE (1.1).	5.50	10,697.50
06/14/25	LMW	Review and revise the amended plan (3.8).	3.80	6,327.00
06/15/25	LMW	Review and revise the amended disclosure statement (4.2).	4.20	6,993.00
06/15/25	RI	Review and revise the solicitation materials (2.1).	2.10	3,496.50
06/15/25	PT	Coordinate updated redline of plan and disclosure statement against prior filed version and circulated updated redline to C. Topping, T. Schmeltz (.9); correspondence with B. Funk regarding revised disclosure statement and redline (.5); review and comment on expanded liquidation analysis (.4); extensive revisions to proposed disclosure statement order and related online research regarding market ranges for	3.90	7,585.50



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		dates (1.2); review hearing transcript for court's discussion of calendaring options (.6); follow up discussion regarding corrections or changes to plan and disclosure statement(.1); circulate hearing presentation and correspondence regarding same (.2).		
06/15/25	BH2	Work with attorneys on the amended plan and disclosure statement (1.).	1.00	655.00
06/15/25	BR4	Emails regarding the disclosure statement (0.1).	0.10	156.00
06/16/25	BR4	Review the objection to exclusivity motion (0.6).	0.60	936.00
06/16/25	LMW	Review and revise the amended disclosure statement (8.2); review and revise amended plan attachments (3.6); call with Quinn Emanuel and Province teams re: finalizing same (.5); call with K. Karas re: edits (.5).	12.80	21,312.00
06/16/25	RH9	Implement edits and comments to the disclosure statement (5.2).	5.20	6,058.00
06/16/25	AJ4	Review and revise the disclosure statement and plan (8.2).	8.20	12,792.00
06/16/25	AJ4	Prepare for (.2) and attend hearing regarding conference status and motion to strike SAFE Holders' motion to terminate exclusivity (0.3).	0.50	780.00
06/16/25	RI	Attend hearing (0.3); conference with Quinn Emanuel and Province teams regarding hearing (0.8).	1.10	1,831.50
06/16/25	PT	Continue revisions to hearing presentation (.5); prepare for and prosecute hearing on emergency motion re exclusivity (1.1); follow up strategy call with T. Schmeltz, D. Eaton, S. Wells regarding results of hearing and next steps (.7); coordinate additional revisions to the plan and disclosure statement with	4.10	7,974.50

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		A. Jaquet (.5); coordinate distribution of the plan and disclosure statement to PSA parties (.2); correspondence with C. Topping regarding plan exhibits (.2); circulate liquidation analysis (.1); coordinate filing checklist for plan and disclosure statement with B. Howell (.2); coordinate correction to PDF files and list of exhibits for plan and disclosure statement (.2); correspond with A. Jaquet regarding additional blanks in plan and disclosure statement and information regarding same (.4).		
06/16/25	BH2	Work with attorneys on the amended plan and disclosure statement (10.4).	10.40	6,812.00
06/16/25	EDW	Conference with Quinn Emanuel team regarding the motion to terminate exclusivity (0.3); review motion (0.4).	0.70	1,393.00
06/17/25	BH2	Work with attorneys on the amended plan and disclosure statement (6.1).	6.10	3,995.50
06/17/25	PT	Review the chapter 11 settlement plan and disclosure statement with Brenda Funk, Michael S. Fox, Kenneth Kansa, J. Shannon, M. Amber Carson, Chuck Kunz, Thomas Fleming, Jason Brookner, Eric Monzo, Christopher Donnelly, Rhonda Mates, Michael Robinson, David Dunn, Trace Schmeltz, Kyung Lee (1.1); follow up correspondence with the PSA parties regarding liquidation analysis and other issues (.2); coordinate with drafting team regarding effective date mechanics and details in plan (.3); review and comment on the updated plan draft (.1).	1.70	3,306.50
06/17/25	LMW	Review and revise the amended plan (5.2); emails with K. Kanas re: same	11.10	18,481.50

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		(1.2); review and revise amended the disclosure statement (4.7).		
06/17/25	AJ4	Review and revise the draft of the disclosure statement and plan, including by reviewing and implementing comments provided by stakeholders in connection with the same (8.3).	8.30	12,948.00
06/17/25	BR4	Emails regarding the plan and disclosure statement (0.6).	0.60	936.00
06/18/25	PT	Multiple revisions to the plan and disclosure statement to incorporate comments from company and PSA parties (1.2); correspondence with M. Fox regarding scheduling orders for claims and plan confirmation (.2); correspondence regarding multiple edits to plan and disclosure statement (.2); coordinate finalization of plan and disclosure statement and multiple correspondence with B. Howell and A. Popescu regarding filing plan and exhibits for filing (1.6).	3.20	6,224.00
06/18/25	BH2	Work with attorneys to prepare and finalize the amended plan, amended disclosure statement, and proposed order (9.9); file same (.8); forward file-stamped copies to the Client (.3).	11.00	7,205.00
06/18/25	RH9	Revise exhibit to the disclosure statement (.3).	0.30	349.50
06/18/25	LMW	Review and revise the amended plan re: section 510 claims (5.4); emails to A. Jaquet re: formatting issues (.4); review and revise the amended disclosure statement (4.2); emails to K. Kansa re: same (.4).	10.40	17,316.00
06/18/25	AJ4	Review and revise the disclosure statement and plan, including by corresponding T. Schmeltz, K. Kansa,	6.80	10,608.00

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		P. Tomasco, L. Weber, at al. Regarding the same (6.8).		
06/19/25	BH2	Numerous emails with P. Tomasco regarding filing the redlines of the plan and disclosure statement (.4); prepare redline versions of the plan and disclosure statement (.8); draft Notice of Filings for each document (.7); file the Notice of Filing for the Plan and the Notice of Filing for the Disclosure Statement (.5); email same to the Client (.3); finalize proposed order approving the disclosure statement and the corresponding exhibits (.8) and file same (.5).	4.00	2,620.00
06/19/25	PT	Coordinate notice of redline plan and disclosure statement with B. Howell (.6).	0.60	1,167.00
06/20/25	PT	Multiple rounds of revisions to proposed scheduling order with Akin and Quinn Emanuel teams (1.1); correspondence with M. Fox and B. Funk regarding same (.4); prepare for and attend status conference on claim objection and confirmation schedule (.7); follow up correspondence with M. Fox regarding the United States Trustee's correspondence and issues with the committee of unsecured creditor's appointment (.3).	2.50	4,862.50
06/23/25	PT	Participate in organization call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian to allocate tasks and plan strategy (.5).	0.50	972.50
06/25/25	PT	Participate in a coordination call with Andrew Popescu, Michael Robinson, Alan Jaquet, Ben Roth, Razmig Izakelian (.8).	0.80	1,556.00

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06/26/25	BR4	Emails regarding the United States Trustee's Objection to the disclosure statement (0.2).	0.20	312.00
06/27/25	PT	Review and comment on the settlement presentation to the unsecured creditors' committee (1.1); correspondence with T. Schmeltz and R. Izakelian regarding call to discuss presentation and prospects for settlement (.8).	1.90	3,695.50
06/29/25	PT	Unsecured Creditors Committee presentation with He Ning, David Dunn, Razmig Izakelian, Trace Schmeltz, David Eaton, Spencer Wells, Michael Robinson, Andrew Popescu (1.1).	1.10	2,139.50
06/30/25	PT	Additional revisions to the power point presentation and review updated drafts (.2); prepare for (.3) and participate in conference call with Michael Robinson, Nathaniel Allard, Kumar Manish, Darren Azman, Joseph Evans, Razmig Izakelian, Trace Schmeltz, Ning He, David Dunn, Andrew Popescu, David Dunn, Andrew Popescu, David Eaton, Spencer Wells, Williams Grayson, Daniel Kaltman, A. Atidiello to present plan settlement strategy to the unsecured creditors' committee (.8).	1.30	2,528.50
06/30/25	RI	Conference with Committee, Province, and Barnes & Thornburg regarding plan (0.8); conference with the Committee, Province, and Barnes & Thornburg regarding plan (0.8).	1.60	2,664.00
SUBTOTAL			274.50	423,157.00

**Fee Summary**

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Attorneys	Init.	Title	Hours	Rate	Amount
Eric D. Winston	EDW	Partner	12.60	1,990.00	25,074.00
Patty Tomasco	PT	Partner	143.50	1,945.00	279,107.50
Daniel Holzman	DH3	Counsel	0.20	1,775.00	355.00
Lindsay M. Weber	LMW	Associate	125.00	1,665.00	208,125.00
Razmig Izakelian	RI	Associate	118.80	1,665.00	197,802.00
Ben Roth	BR4	Associate	74.00	1,560.00	115,440.00
Alain Jaquet	AJ4	Associate	108.40	1,560.00	169,104.00
Rachel Harrington	RH9	Associate	77.60	1,165.00	90,404.00

Case Assistants	Init.	Title	Hours	Rate	Amount
Julius Crockwell	JC3	Managing Clerk	0.20	680.00	136.00
Barbara J Howell	BH2	Paralegal	101.60	655.00	66,548.00

## Litigation

## Support/Document

Management Services	Init.	Title	Hours	Rate	Amount
Raul Vasquez	RV2	Litigation Support	14.20	210.00	2,982.00

**Expense Summary**

Description	Amount
Express mail	67.73
Hearing transcript(s)	216.90
Online Research	0.00
Document Reproduction	0.10 740.90
Color Document Reproduction	0.25 2.50
Word processing	0.00
Hotel	341.96
Velobind	42.42
Air travel	661.69
Local meals	62.24
Tabs	192.00

**Litigation Support Costs**

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Description	Amount
RelOne User Fee	0.00
RelOne TIFF (per page)	0.00
RelOne Processing	0.00
RelOne Repository Hosting (Per GB)	1,479.14
RelOne Active Hosting (Per GB)	4,305.29
Total Expenses	\$8,112.77