

**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)
	§	

**COMPLEX CASE FEE APPLICATION COVERSHEET (HOURLY)**

<b>Name of Applicant:</b>	Quinn Emanuel Urquhart & Sullivan, LLP	
<b>Applicant's Role in Case:</b>	Bankruptcy Counsel	
<b>Docket No. of Employment Order(s):</b>	260	
<b>Interim Application (x)    3rd</b> <b>Final Application    (    )</b>	Indicate whether this is an interim or final Application. If interim, indicate the number (1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> , etc.)	
	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	March 1, 2025	May 31, 2025
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)</b>		
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)</b>		
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)</b>		
<b>Do expense reimbursements represent actual and necessary expenses incurred? (Y)</b>		
<b>Compensation Breakdown for Time Period Covered by this Application</b>		

<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.



<b>Total professional fees requested in this Application:</b>	\$3,776,142.75
<b>Total professional hours covered by this Application:</b>	2,378.5
<b>Average hourly rate for professionals:</b>	\$1,587.62
<b>Total paraprofessional fees requested in this Application:</b>	\$232,462.00
<b>Total paraprofessional hours covered by this Application:</b>	497.1
<b>Average hourly rate for paraprofessionals:</b>	\$467.64
<b>Total fees requested in this Application:</b>	\$4,008,604.75
<b>Total expense reimbursements requested in this Application:</b>	\$24,949.08
<b>Total fees and expenses requested in this Application:</b>	\$4,033,553.83
<b>Total fees and expenses awarded in all prior Applications:</b>	\$5,835,788.56
<p><b>Plan Status:</b> On May 22, 2025, the Debtors filed their Joint Chapter 11 Plan (ECF No. 1174) and on May 23, 2025, the Debtors filed their Disclosure Statement (ECF No. 1179). On June 10, 2025, the Debtors filed a Notice of Filing Plan Support Agreement (ECF No. 1257). On June 18, 2025, the Debtors filed their Amended Joint Chapter 11 Plan of Liquidation (ECF No. 1297) and their Amended Disclosure Statement (ECF No. 1298). A hearing on the Amended Disclosure Statement is scheduled for October 15, 2025, and confirmation is scheduled for November 19, 2025..</p>	
<p><b>Primary Benefits:</b> Documented and closed the settlement and sale of the Rockdale assets to Whinstone, formulated and filed a plan incorporating settlement terms with stakeholders, prepared for and participated in plan mediation, supervised the orderly winddown of operations, and prosecuted claim objections critical to the formulation of a confirmable plan.</p>	

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
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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 THIRD INTERIM  
APPLICATION FOR PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
MARCH 1, 2025, THROUGH MAY 31, 2025**

**If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) files its Third Interim Application for Payment of Compensation and Reimbursement of Expenses for the Period March 1, 2025, through May 31, 2025 (the “Application”), for allowance of compensation for professionals services provided in the amount of \$4,008,604.75 and reimbursement of actual and necessary expenses in the amount of \$24,949.08 that Quinn Emanuel incurred from March 1, 2025, through May 31, 2025 (the “Application Period”), as counsel to Rhodium Encore, LLC and its

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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.

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

### **JURISDICTION**

1. Quinn Emanuel submits this Application pursuant to §§ 330 and 331 of the Bankruptcy Code, rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), rule 2016-1 of the Bankruptcy Local Rules (the “Local Rules”), and consistent with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “US Trustee Guidelines”).

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

### **RELIEF REQUESTED**

3. Quinn Emanuel requests that the Court enter an order allowing Quinn Emanuel’s interim compensation for professional services rendered during the Application Period in the amount of \$4,008,604.75 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel in the amount of \$24,949.08.

### **BACKGROUND**

4. On August 24, 2024, Rhodium Encore LLC, Jordan HPC LLC, Rhodium JV LLC, Rhodium 2.0 LLC, Rhodium 10MW LLC, and Rhodium 30MW LLC each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. On August 29, 2024, additional affiliates of the Initial Debtors filed, in this Court, voluntary petitions for chapter 11 relief: Rhodium Technologies LLC, Rhodium Enterprises Inc., Rhodium Renewables LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium

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

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

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

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

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

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

#### **TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION**

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

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

**PROFESSIONAL SERVICES PROVIDED TO THE DEBTORS**

12. The following is a summary by task code of the professional services Quinn Emanuel performed:

a. Matter No. ii – Asset Disposition: Hours: 365.1; Fees: \$605,879.00. This matter includes drafting the Whinstone settlement motion; attending the hearing on the Whinstone settlement; finalizing the purchase and sale agreement; researching and reviewing the documents regarding Penny Warrants; preparing for the sale hearing; and preparing for the closing.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	123.3	\$239,818.50
Daniel Holzman	\$1,775.00	44.4	\$78,810.00
Razmig Izakelian	\$1,665.00	9.8	\$16,317.00
Lindsay M. Weber	\$1,665.00	72.7	\$121,045.50
Alain Jaquet	\$1,560.00	49.2	\$76,752.00
Ben Roth	\$1,560.00	16.3	\$25,428.00
Rachel Harrington	\$1,165.00	30.1	\$35,066.50
Barbara J Howell	\$655.00	19.3	\$12,641.50
Total		365.1	\$605,879.00

b. Matter No. v – Business Operations: Hours: 21.3; Fees: \$34,720.50. This category includes attending strategy meetings with Rhodium and researching warrants.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	12.7	\$24,701.50
Rachel Harrington	\$1,165.00	8.6	\$10,019.00
Total		21.3	\$34,720.50

c. Matter No. vi – Case Administration: Hours: 248.3; Fees: \$340,640.50. This category includes attending Quinn Emanuel team meetings, meetings with the financial advisors, and meetings with the Client to discuss the status of the cases and ongoing tasks; preparing agendas

for scheduled hearings; preparing witness and exhibit lists and pleading notebooks for various hearings; filing monthly operating reports; and updating the files for attorneys' review.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Eric Winston	\$1,990.00	.7	\$1,393.00
Patty Tomasco	\$1,945.00	40.5	\$78,772.50
Daniel Holzman	\$1,775.00	.9	\$1,597.50
Razmig Izakelian	\$1,665.00	27.3	\$45,454.50
Lindsay M. Weber	\$1,665.00	13.4	\$22,311.00
Alain Jaquet	\$1,560.00	32.6	\$50,856.00
Ben Roth	\$1,560.00	42.4	\$66,144.00
Laura Santos-Bishop	\$1,560.00	.5	\$780.00
Rachel Harrington	\$1,165.00	28.2	\$32,853.00
Barbara J Howell	\$655.00	61.8	\$40,479.00
Total		248.3	\$340,640.50

**d.** Matter No. vii – Claims Administration and Objections: Hours: 426.4; Fees: \$610,637.50. This category includes discussions with the Client regarding various proofs of claim; reviewing SAFE agreements; drafting a claim objection against the SAFE holders; drafting claim objections on substantive and non-substantive claims; drafting claim objections on amended, duplicate, and equity claims; drafting the claim objection against Midas Green; and drafting the equity bar date motion and proposed order.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	33.3	\$64,768.50
Eric D. Winston	\$1,990.00	1.5	\$2,985.00
Razmig Izakelian	\$1,665.00	39.7	\$66,100.50
Lindsay M. Weber	\$1,665.00	36.3	\$60,439.50
Alain Jaquet	\$1,560.00	183.6	\$286,416.00
Ben Roth	\$1,560.00	7.4	\$11,544.00
Rachel Harrington	\$1,165.00	72.1	\$83,996.50
Barbara J Howell	\$655.00	52.5	\$34,387.50
Total		426.4	\$610,637.50

e. Matter No. viii – Corporate Governance and Board Matters: Hours: 20.2; Fees: \$39,289.00. This category includes attending and participating in Rhodium’s board meetings.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	20.2	\$39,289.00
Total		20.2	\$39,289.00

f. Matter No. ix – Employee Benefits and Pensions: Hours: 46.8; Fees: \$79,757.00. This category includes meetings with the Clients regarding severance payments and related employee matters, employment contracts, and the dissolution of the 401(k).

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	5.6	\$10,892.00
Daniel Holzman	\$1,775.0	3.0	\$5,325.00
Razmig Izakelian	\$1,665.00	1.0	\$1,665.00
Lindsay M. Weber	\$1,665.00	36.6	\$60,939.00
Ben Roth	\$1,560.00	.6	\$936.00
Total		46.8	\$79,757.00

g. Matter No. x – Employment and Fee Applications: Hours: 115.1; Fees: \$94,123.00. This category includes discussions with professionals regarding the amended retention pleadings of Lehotsky Keller Cohn; drafting monthly fee statements on behalf of Quinn Emanuel; drafting the second interim fee application on behalf of Quinn Emanuel; finalizing and filing monthly fee statements on behalf of the Debtors’ professionals; and drafting an amended Tomasco Declaration on behalf of Quinn Emanuel’s retention.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	11.2	\$21,784.00
Lindsay M. Weber	\$1,665.00	.8	\$1,332.00
Ben Roth	\$1,560.00	1.7	\$2,652.00
Rachel Harrington	\$1,165.00	3.8	\$4,427.00
Barbara J Howell	\$655.00	97.6	\$63,928.00
Total		115.1	\$94,123.00



**h.** Matter xi – Financing and Cash Collateral: Hours: 4.6; Fees: \$7,933.00.

This category includes amending the final cash collateral order and drafting the adequate protection motion.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	3.3	\$6,418.50
Rachel Harrington	\$1,165.00	1.3	\$1,514.50
Total		4.6	\$7,933.00

**i.** Matter No. xii – Litigation: Hours: 1,183.9; Fees: \$1,521,816.50. This

category includes reviewing and preparing document requests related to the SAFE AHG litigation; reviewing documents for privilege; drafting a memorandum regarding res judicata and collateral estoppel in connection with the Whinstone litigation; drafting the Debtors' objection to the removal of reference; participating in mediation discussions and attending mediation; and drafting the interpleader complaint.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	197.0	\$383,165.00
Eric D. Winston	\$1,990.00	2.0	\$3,980.00
Alexander J. Merton	\$1,860.00	2.50	\$4,650.00
Razmig Izakelian	\$1,665.00	152.5	\$253,912.50
Deshani Ellis	\$1,560.00	83.4	\$130,104.00
Lindsay M. Weber	\$1,665.00	66.2	\$110,223.00
Sam Donohue	\$1,560.00	2.1	\$3,276.00
Alain Jaquet	\$1,560.00	99.9	\$155,844.00
Ben Roth	\$1,560.00	52.1	\$81,276.00
Laura Santos-Bishop	\$1,560.00	14.3	\$22,308.00
Zach Meeker	\$1,435.00	18.2	\$26,117.00
Eli Pales	\$1,315.00	6.1	\$8,021.50
Lance Frankel	\$1,035.00	82.1	\$84,973.50
Rachel Harrington	\$1,165.00	157.2	\$183,138.00
Scott Anderson	\$1,035.00	3.5	\$3,622.50
Barbara J. Howell	\$655.00	35.5	\$23,252.50
Raul Vasquez	\$210.00	174.9	\$36,729.00
Ryan Lopez	\$210.00	18.7	\$3,927.00
Cheryl Torunyan	\$210.00	1.2	\$252.00
Daniel Waingarten	\$210.00	7.7	\$1,617.00
Linda Yanez	\$210.00	6.8	\$1,428.00
Total		1,183.9	\$1,521,816.50

j. Matter No. xiii – Non-working Travel: Hours: 36.0; Fees: \$30,556.25<sup>2</sup>.

This category includes travel to and from Dallas to participate in mediation; travel to and from Los Angeles to Houston for a hearing; and travel to and from New York for a hearing.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	10.0	\$19,450.00
Razmig Izakelian	\$1,665.00	10.5	\$17,482.50
Ben Roth	\$1,560.00	15.5	\$24,180.00
Total		36.0	\$61,112.50

k. Matter No. xiv – Plan and Disclosure Statement: Hours: 401.4; Fees: \$635,482.50. This category includes drafting the disclosure statement; drafting the plan of reorganization; and drafting the motion to extend exclusivity.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Patty Tomasco	\$1,945.00	61.9	\$120,395.50
Daniel Holzman	\$1,775.00	7.9	\$14,022.50
Alain Jaquet	\$1,560.00	11.6	\$18,096.00
Razmig Izakelian	\$1,665.00	45.9	\$76,423.50
Lindsay M. Weber	\$1,665.00	123.2	\$205,128.00
Ben Roth	\$1,560.00	92.1	\$143,676.00
Rachel Harrington	\$1,165.00	37.7	\$43,920.50
Barbara J Howell	\$655.00	21.1	\$13,820.50
Total		401.4	\$635,482.50

l. Matter No. xv – Relief from Stay and Adequate Protection: Hours: 6.5; Fees: \$7,770.00. This category includes legal research into the automatic stay application.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Ben Roth	\$1,560.00	.5	\$780.00
Rachel Harrington	\$1,165.00	6.0	\$6,990.00
Total		6.5	\$7,770.00

### **COMPENSATION REQUESTED**

13. In this Application, Quinn Emanuel seeks approval of \$4,008,604.75 in fees and \$24,949.08 in expenses incurred from March 1, 2025, through May 31, 2025. Attached as Exhibit

<sup>2</sup> Non-working travel billed at 50% of \$61,112.50.

A is the Certification of Patricia B. Tomasco in Support of Quinn Emanuel’s Third Interim Application for Payment of Compensation and Reimbursement of Expenses for the Period March 1, 2025, through May 31, 2025 (the “Tomasco Declaration”). Pursuant to the US Trustee Guidelines, Exhibit B is a table reflecting customary and comparable compensation disclosures with the Application. Exhibit C is a table summarizing the timekeepers included in this Application. Exhibit D addresses the budget and Exhibit E is a table with a summary of compensation requested by task category. The blended rate for Quinn Emanuel timekeepers in this Application is \$1,394.01.

14. During the Application Period, Quinn Emanuel filed its (a) Seventh Monthly Fee Statement for the Period March 1, 2025, through March 31, 2025 (the “Seventh Monthly Fee Statement”) (ECF No. 1196); (b) Eighth Monthly Fee Statement for the Period April 1, 2025, through April 30, 2025 (the “Eighth Monthly Fee Statement”) (ECF No. 1345); and (c) Ninth Monthly Fee Statement for the Period May 1, 2025, through May 31, 2025 (the “Ninth Monthly Fee Statement”) (ECF No. 1373) (collectively, the “Monthly Fee Statements”).

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

compensation the Fifth Circuit identified in *Woerner*, and therefor satisfies the requirements for compensation under § 331 and should be approved.

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

**a. The Time and Labor Required**

17. As further illustrated by the Summary Cover Sheet, the amount of time spent by Quinn Emanuel professionals and paraprofessionals on this case for the Application Period was 2,875.6 hours. The amount of time was reasonable and necessary given the fast pace of this bankruptcy case.

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

18. This case has presented difficult questions of fact and law relevant to both bankruptcy and applicable nonbankruptcy law including issues of first impression regarding the treatment of holders of SAFE instruments, the competing interests of equity holders with novel investment rights, as well as novel solvent debtor issues due to the success of asset sales and litigation against third parties.

**c. The Skill Requisite to Perform the Legal Services Properly**

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

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

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

20. This case presented numerous exigencies that precluded Quinn Emanuel attorneys from employment on other cases due to the size and complexity of these Chapter 11 Cases.

**e. The Customary Fee for Similar Work in the Community**

21. The fees charged by Quinn Emanuel are comparable to fees charged by other professionals in similar cases in this jurisdiction. Quinn Emanuel sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney. In addition, Quinn Emanuel employs associates and paralegals in these Chapter 11 Cases in lieu of a single attorney, resulting in a blended rate of \$1,394.01 per hour. Quinn Emanuel's blended rate is comparable to hourly rates charged by practitioners in cases of this size. Quinn Emanuel's total fees compare very favorably due to its efficient staffing, avoidance of duplication of work, and the focus on critical tasks.

**f. Whether the Fees are Fixed or Contingent**

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

**g. Time Pressure Imposed by the Client or Circumstances**

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

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

24. Having engineered these to protect and solidify the Debtors ability to operate in the Rockdale facility and continued use of their agreements with Whinstone worth \$150 million plus based on current energy prices, Quinn Emanuel next turned to formulating a plan of reorganization

and negotiations with core constituencies centered around Quinn Emanuel's successful negotiation of a settlement to resolve the Whinstone Litigation. As a result of these efforts, the Debtors realized over \$185 million in proceeds from the Whinstone Litigation sufficient to pay creditors in full and return a meaningful dividend to equity. These sums are in addition to approximately \$50 million in value attributable to the prior sale of the Debtors' Temple facility. In addition, Quinn Emanuel facilitated the production of over 90,000 documents to the Debtors' stakeholders and contingent stakeholders to assist them in understanding their rights under the Debtors' capital structure.

25. During this fee application period, the Quinn Emanuel closed the Whinstone transaction and settlement, mediated and formulated a plan of reorganization based on ongoing settlement discussions with impacted stakeholders, facilitated the early payment of creditors to reduce interest costs, prosecuted critical claim objections to forge a path to a confirmable plan, and supervised the orderly winddown of the Debtors' operations and facilities.

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

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

**j. The Undesirability of the Cases**

27. Every bankruptcy case carries some risks due to the uncertainty of payment stemming from the relatively unknown value of a debtor's principal assets and the debtor's ability

to pay administrative fees and costs. These Chapter 11 Cases presented no additional undesirable elements.

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

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

**l. Awards in Similar Cases**

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

**CONCLUSION**

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

Quinn Emanuel requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered. Quinn Emanuel requests that this Court enter an order granting this third interim application for professional services rendered during the Application Period in the amount of \$4,008,604.75 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel during the Application Period in the amount of \$24,949.08, authorizing the Debtors to pay the fees and expenses as requested, and grant such other and further relief as is just and proper.

Respectfully submitted this 2nd day of October, 2025.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

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- and -

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Razmig Izakelian (*pro hac vice*)

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Telephone: 213-443-3000

Facsimile: 213-443-3100

Email: ericwinston@quinnemanuel.com

Email: razmigizakelian@quinnemanuel.com

Email: benroth@quinnemanuel.com

*Counsel for the Debtors and Debtors in Possession*



**CERTIFICATE OF SERVICE**

I, Patricia B. Tomasco, hereby certify that on the 2nd day of October, 2025, a copy of the foregoing Application was served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

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

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

**CERTIFICATION OF PATRICIA B. TOMASCO IN SUPPORT OF  
QUINN EMANUEL URQUHART & SULLIVAN, LLP’S THIRD  
APPLICATION FOR PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
MARCH 1, 2025, THROUGH MAY 31, 2025**

I, Patricia B. Tomasco, hereby certify that:

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

2. This certification (the “Certification”) is made in connection with Quinn Emanuel’s fee application dated October 2, 2025 (the “Application”) for compensation and reimbursement of expenses for the period commencing March 1, 2025, through May 31, 2025, (the “Application Period”). I have reviewed the Application and hereby certify that, to the best of my knowledge,

---

<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.

information, and belief, the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Fee Guidelines.<sup>2</sup>

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

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

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

**Response:** No.

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

**Response:** A budget was not prepared.

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

**Response:** No.

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

---

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

**Response:** No

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

**Response:** No

f. If the fee application includes any rate increases since retention:

i. Did your client review and approve those rate increases in advance?

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

**Response:** There were no rate increases during the Application Period.

Dated: October 2, 2025  
Houston, Texas

/s/ Patricia B. Tomasco

Patricia B. Tomasco

**EXHIBIT B**  
**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS**

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE	
	BILLED OR COLLECTED Firm or offices for the preceding year	BILLED In this fee application
Partner	\$1,722.46	\$1,944.96
Of Counsel	\$1,500.01	\$1,775.00
Associate (includes contract attorneys and law clerks)	\$1,106.63	\$1,494.20
Paraprofessional	\$402.23	467.64
All Timekeepers Aggregate	\$1,237.11	\$1,394.01

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

Case Number: 24-90448 (ARP)

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

Date of Application: October 2, 2025

Interim or Final: Interim

**EXHIBIT C**  
**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION**

NAME	TITLE	SECTION	YEAR ADMITTED	FEES BILLED <sup>1</sup>	HOURS BILLED	HOURLY RATE BILLED
Eric Winston	Partner	Bankruptcy and Reorganization	1999	\$8,358.00	4.2	\$1,990.00
Patty Tomasco	Partner	Bankruptcy and Reorganization	1988	\$1,009,455.00	519.0	\$1,945.00
Alexander Merton	Partner	White Collar/ Government Investigations	2011	\$4,650.00	2.5	\$1,860.00
Daniel Holzman	Counsel	Bankruptcy and Reorganization	1999	\$99,755.00	56.2	\$1,775.00
Razmig Izakelian	Associate	Bankruptcy and Reorganization	2013	\$477,355.50	286.7	\$1,665.00
Lindsay M. Weber	Associate	Bankruptcy and Reorganization	2008	\$581,418.00	349.2	\$1,665.00
Ben Roth	Associate	Bankruptcy and Reorganization	2019	\$356,616.00	228.6	\$1,560.00
Alain Jaquet	Associate	Bankruptcy and Reorganization	2016	\$587,964.00	376.9	\$1,560.0
Rachel Harrington	Law Clerk/ Associate	Bankruptcy and Reorganization	2024	\$401,925.00	345.0	\$1,165.00
Deshani Ellis	Associate	Litigation	2020	\$130,104.00	83.4	\$1,560.00
Eli Pales	Associate	Litigation	2022	\$8,021.50	6.1	\$1,315.00
Lance Frankel	Associate	Litigation	2024	\$84,973.50	82.1	\$1,035.00
Sam Donohue	Associate	Litigation	2019	\$3,276.00	2.1	\$1,560.00
Scott Anderson	Associate	Litigation	2024	\$3,622.50	3.5	\$1,035.00
Laura Santos-Bishop	Associate	Litigation	2020	\$23,088.00	14.8	\$1,560.00
Zach Meeker	Associate	Litigation	2022	\$26,117.00	18.2	\$1,435.00
Barbara J Howell	Paralegal	Bankruptcy/ Reorganization		\$188,509.00	287.8	\$655.00
Linda Yanez	Litigation Support			\$1,428.00	6.8	\$210.00
Cheryl Torunyan	Litigation Support			\$252.00	1.2	\$210.00
Ryan Lopez	Litigation Support			\$3,927.00	18.7	\$210.00
Daniel Waingarten	Litigation Support			\$1,617.00	7.7	\$210.00
Raul Vasquez	Litigation Support			\$36,729.00	174.9	\$210.00
<b>Total</b>				<b>\$4,039,161.00</b>	<b>2,875.6</b>	

<sup>1</sup> Trave billed at 100%.

**EXHIBIT D**  
**BUDGET**

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

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

Case Number: 24-90448 (ARP)

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

Date of Application: October 2, 2025

Interim or Final: Interim

**EXHIBIT E**  
**SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY**

<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED</b>	<b>FEES BUDGETED</b>	<b>HOURS BILLED</b>	<b>FEES SOUGHT</b>
ii-Asset Disposition	N/A	N/A	365.1	\$605,879.00
v-Business Operations	N/A	N/A	21.3	\$34,720.50
vi-Case Administration	N/A	N/A	248.3	\$340,640.50
vii-Claims Administration and Objections	N/A	N/A	426.4	\$610,637.50
viii-Corporate Governance and Board Matters	N/A	N/A	20.2	\$39,289.00
ix-Employee Benefits and Pensions	N/A	N/A	46.8	\$79,757.00
x-Employment and Fee Applications	N/A	N/A	115.1	\$94,123.00
xi-Financing and Cash Collateral	N/A	N/A	4.6	\$7,933.00
xii-Litigation	N/A	N/A	1,183.9	\$1,521,816.50
xiii-Non-Working Travel <sup>2</sup>	N/A	N/A	36.0	\$30,556.25
xiv-Plan and Disclosure Statement	N/A	N/A	401.4	\$635,482.50
xv-Automatic Stay	N/A	N/A	6.5	\$7,770.00
<b>Total</b>			2,875.6	\$4,008,604.75

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

Case Number: 24-90448 (ARP)

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

Date of Application: October 2, 2025

Interim or Final: Interim

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<sup>2</sup> Travel billed at 50% of \$61,112.50.



**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  
SEVENTH MONTHLY FEE STATEMENT FOR THE PERIOD  
MARCH 1, 2025, THROUGH MARCH 31, 2025**

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

Quinn Emanuel seeks payment of interim compensation in the total amount of \$1,023,016.40 (80% of the services rendered), plus \$4,383.00 (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 Fourth Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

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

- i. Rhodium Enterprises, Inc., Attn: Charles Topping ([chucktopping@rhdm.com](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 Oder, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 27th day of May, 2025.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

Rachel Harrington (*pro hac vice*)

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

- and -

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

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*Counsel for the Debtors and Debtors in Possession*

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

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
ii	Asset Disposition	141.6	\$229,937.00	\$183,949.60
v	Business Operations	15.0	\$22,467.00	\$17,973.60
vi	Case Administration	76.8	\$118,147.50	\$94,518.00
vii	Claims Administration and Objections	196.9	\$283,571.00	\$226,856.80
viii	Corporate Governance and Board Matters	6.7	\$13,031.50	\$10,425.20
x	Employment and Fee Applications	21.2	\$19,835.50	\$15,868.40
xi	Financing/Cash Collateral	3.1	\$6,029.50	\$4,823.60
xii	Litigation	406.3	\$463,370.00	\$370,696.00
xiv	Plan and Disclosure Statement	69.7	\$114,611.50	\$91,689.20
xv	Relief from Stay and Adequate Protection	6.5	\$7,770.00	\$6,216.00
	Total	943.8	\$1,278,770.50	\$1,023,016.40

**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	180.7	\$351,461.50
Eric D. Winston	Partner	1999	Bankruptcy & Restructuring	\$1,990.00	4.2	\$8,358.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	8.2	\$14,555.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	93.9	\$156,343.50
Lindsay Weber	Associate	2008	Bankruptcy & Restructuring	\$1,665.00	83.0	\$138,195.00
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	85.9	\$134,004.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	186.9	\$291,564.00
Laura Santos-Bishop	Associate	2020	Commercial Litigation	\$1,560.00	3.7	\$5,772.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	86.7	\$101,005.50
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	74.8	\$48,994.00
Ryan Lopez	Litigation Support			\$210.00	15.0	\$3,150.00
Linda Yanez	Litigation Support			\$210.00	3.2	\$672.00
Raul Vasquez	Litigation Support			\$210.00	108.7	\$22,827.00
Daniel Waingarten	Litigation Support			\$210.00	7.7	\$1,617.00
Cheryl Torunyan	Litigation Support			\$210.00	1.2	\$252.00
Total					943.8	\$1,278,770.50

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

Expense	Amount
Postage	
Room rental	
Filing fee	
Meals during travel	
Deposition transcripts	
Federal Express/Express mail	
Courier	
Hotel	
Out of-town travel	
Air Travel	\$651.89
Travel	
Document Services	
Velobind	\$3.03
RelOne Repository Hosting (per GB)	\$1,554.68
RelOne Active Hosting (per GB)	\$2,100.60
RelOne Processing	
Black and white document reproduction (\$.10 per page)	\$21.80
Color document reproduction (\$.25 per page)	
Professional services – (fees/expenses incurred by expert – Nenad Miljkovic)	
Local Meals	
Hearing Transcripts	\$51.00
Total	\$4,383.00

**quinn emanuel trial lawyers**

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

April 15, 2025

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

Matter #: 12875-00001  
Invoice Number: 101-0000187677  
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

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

Fees	\$1,278,770.50
Expenses	<u>\$4,383.00</u>
Net Amount	\$1,283,153.50
Total Due This Invoice	\$1,283,153.50
Balance Due from Previous Statement(s)	\$2,017,696.06
Total Balance Due	<u>\$3,300,849.56</u>

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

**quinn emanuel trial lawyers**

April 15, 2025

Page 2

Matter #: 12875-00001

Invoice Number: 101-0000187677

**Statement Detail****ii Asset Disposition**

03/01/25	PT	Coordinate the response to potential financier due diligence request and coordinate forwarding of prior legal research on questions presented (.4); follow up correspondence with Quinn Emanuel team regarding the follow-up parameters (.4).	0.80	1,556.00
03/03/25	PT	Review due diligence memorandum for financing counterparties (.4); coordinate additional revisions (.2).	0.60	1,167.00
03/05/25	BR4	Research related to exit financing (2.9); prepare a motion to modify order (3.1).	6.00	9,360.00
03/06/25	BR4	Research related to whinstone matters, exit financing, and proposal from investors (1.4).	1.40	2,184.00
03/06/25	LMW	Review recent decisions on opt-out release provisions (1.1); emails with Quinn Emanuel team re: settlement recoveries (.6).	1.70	2,830.50
03/07/25	BR4	Call with financing party and Debtors regarding Whinstone litigation (0.9); research related to estoppel arguments (1.3).	2.20	3,432.00
03/11/25	LMW	Legal research re: change of control and vesting rights (3.9); review of legal research on sale transfers (.8).	4.70	7,825.50
03/15/25	PT	Coordinate with Province regarding asset allocation between sale and retained assets (.3); continued correspondence with A. Popescu regarding miner locations and other equipment locations (.3); email with M. Thomas and M. Moore regarding rough allocation of retained and sold equipment (.3).	0.90	1,750.50



**quinn emanuel trial lawyers**

April 15, 2025

Page 3

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/17/25	LMW	Review of 9019 standards (1.4); emails with B. Roth re: settlement terms (.4); prepare draft of motion re: same (4.3).	6.10	10,156.50
03/17/25	PT	Coordinate the drafting of the settlement term sheet with D. Holzman (.6); coordinate board meeting to consider settlement term sheet (.3); coordinate the drafting of the 9019 motion to incorporate settlement term sheet (.3); correspondence with M. Moore to negotiate term sheet and 9019 motion (.3); review and revise the draft settlement term sheet (.3); coordinate with M. Mullin regarding potential for settlement (.3); correspondence with M. Moore regarding term sheet and 9019 motion (.3).	2.40	4,668.00
03/17/25	BR4	Call with Stris & Maher and Quinn Emanuel teams regarding equity investors (1.0).	1.00	1,560.00
03/17/25	DH3	Draft Whinstone settlement term sheet (2.6).	2.60	4,615.00
03/18/25	PT	Litigation coordination call with John Stokes, Ben Roth, Razmig Izakelian, Michael Robinson, Charles Topping, Morgan Soule, Kevin Hays, Elizabeth Brannen, Andrew Popescu, Chase Blackmon, Cameron Blackmon (.5); update Imperium counsel regarding settlement and related litigation abatements (.5); coordinate with M. Moore regarding informing chambers of settlement (.2); coordinate email to chambers listing all pending litigations involving Whinstone/Imperium/Debtors (.5); master email to T. Laws regarding settlement of litigation (.3); revise and circulate revised term sheet for inclusion with 9019 motion (.5);	9.70	18,866.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 4

Matter #: 12875-00001

Invoice Number: 101-0000187677

multiple emails with Imperium to explain settlement (.5); update the Special Committee on term sheet negotiations (.5); receive and incorporate multiple revisions to term sheet (.2); correspondence with M. Mullin regarding settlement (.2); review and revise the settlement term sheet (.9); review and comment on discovery correspondence with Akin (.4); correspondence with M. Moore regarding the draft term sheet and timing of the 9019 motion (.3); correspondence with M. Hurley regarding ESI stipulation (.2); correspondence with team regarding 9019 motion (.3); correspond with chambers regarding hearing on 9019 motion (.5); coordinate hearing on 9019 motion (.2); coordinate regarding abatement of pending litigation and appeals with M. Moore (.5); correspondence with R. Mates regarding settlement parameters and background documents (.5); coordinate drafting the 9019 motion (.5); correspondence with M. Hurley regarding revisions to proposed ESI stipulation (.2); forward bankruptcy cases to J. Stokes to include in analysis of SAFE instruments (.2); continued correspondence with Akin regarding harassing discovery requests (.3); coordinate incorporation of Proman emails into motion for protective order (.2); review and comment on the draft 9019 motion and suggest additions to include 363 aspects of settlement (.6).

03/18/25

PT

Riot/Whinstone settlement discussions with Mark Moore, Michael Robinson, Rob Slovak, Steven Lockhart, William Jackman, Jason Chung, Patrick Wooding (.9).

0.90

1,750.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 5

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/18/25	RH9	Draft Whinstone settlement motion (2.6).	2.60	3,029.00
03/18/25	AJ4	Review and revise the draft settlement motion (2.1).	2.10	3,276.00
03/18/25	LMW	Review and revise 9019 motion (2.8); emails with Quinn Emanuel team re: settlement terms (1.2); emails with Quinn Emanuel team re: value of warrants (.6).	4.60	7,659.00
03/18/25	BH2	Begin to draft the Motion to Compromise Controversy with Whinstone (.9).	0.90	589.50
03/18/25	DH3	Analyze the warrants (2.9) and exchange emails with P. Tomasco regarding the same (.3).	3.20	5,680.00
03/19/25	RI	Review and revise proposed Rule 9019 and sale order (4.3).	4.30	7,159.50
03/19/25	LMW	Emails with Quinn Emanuel team re: protective order (.4); review and revise 9019 motion (5.1); review and revise order re: same (2.4); emails to P. Tomasco re: draft order (.2).	8.10	13,486.50
03/19/25	PT	Settlement call with Chase Blackmon, Nathan Nichols, Cameron Blackmon, Michael Robinson, Stephen Lemmon, Rhonda Mates (.6).	0.60	1,167.00
03/19/25	PT	Prepare for (.8) and attend hearing on the motion to withdraw to announce settlement with Whinstone (.2); correspondence regarding term sheet (.5); continue review and revision of the settlement term sheet (.5); telephone conference with M. Moore regarding coordinating announcement of settlement (.7); finalize the 9019 settlement stipulation (.5); update the 9019 stipulation and forward to M. Moore (.7); review and revise the 9019 motion and order (.5).	4.40	8,558.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 6

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/19/25	RH9	Draft settlement motion (2.3).	2.30	2,679.50
03/19/25	AJ4	Review and revise the draft settlement and asset disposition motion (1.4); review and revise the draft order in connection with the same (2.0).	3.40	5,304.00
03/20/25	AJ4	Review and revise the draft settlement and asset sale motion or motion (7.4).	7.40	11,544.00
03/20/25	LMW	Emails to A. Jaquet re: settlement term sheet (.2); emails to B. Roth re: same (.3); review updates to settlement terms (1.4); review and revise definitional terms (1.1); emails with A. Jaquet re: same (.2).	3.20	5,328.00
03/20/25	PT	Review and forward the updated 9019 settlement term sheet (.9); review and revise the motion and order on the settlement motion (.9); review and comment on the proposed press release (.7); review and circulate 9019 term sheet and motion changes (.4); coordinate incorporation of same (.2).	3.10	6,029.50
03/21/25	LMW	Emails with R. Izakelian and B. Roth re: 9019 motion (.5).	0.50	832.50
03/21/25	AJ4	Coordinate and finalize settlement and asset sale motion (5.2); participate in a telephone conference with P. Tomasco, C. Blackmon, et al. In connection with the same (1.0).	6.20	9,672.00
03/21/25	BH2	Revise the 9019 Motion and proposed order (2.5); file same (.3); and forward a file-stamped copy to the Client (.1).	2.90	1,899.50
03/21/25	PT	Conference call with Charles Topping, Cameron Blackmon, Morgan Soule, Michale Robinson, David Dunn, David Eaton, Spencer Wells; QE Debtor Team, Alain Jaquet, Elizabeth Brannen, Jon Cohn, Bridget	6.90	13,420.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 7

Matter #: 12875-00001

Invoice Number: 101-0000187677

		Asay, Will Thompson, Alexis Swartz, Ben Roth, Kevin Hays for comments to the final 9019 Motion, Order, and Term Sheet (.9); ; continue to review and comment on the 9019 motion and term sheet (1.9); continue to draft and coordinate term reconciliation in 9019/363 order (2.1); correspondence with D. Eaton regarding proposed sale order (.5); update email to management regarding the status and timing of settlement motion and order/closing, etc. (.9); coordinate filing of motion and order settling Whinstone litigation (.6).		
03/26/25	DH3	Conference call with P. Tomasco and Foley regarding purchase agreement (.7) and prepare for such call (.2).	0.90	1,597.50
03/27/25	LMW	Review of final terms re: settlement (1.3); emails with R. Izakelian re: same (.3); emails with Quinn Emanuel team re: warrant valuations (.4); call with R. Izakelian re: objection issues (.3); review of drafts re: same (1.7).	4.00	6,660.00
03/27/25	AJ4	Prepare memorandum regarding the interpretation of equity contracts under Delaware law (7.3); correspond with P. Tomasco in connection with the same (0.2).	7.50	11,700.00
03/28/25	AJ4	Prepare the memorandum regarding equity contracts (6.2).	6.20	9,672.00
03/28/25	DH3	Conference call with P. Tomasco and Foley regarding purchase agreement (.3).	0.30	532.50
03/29/25	AJ4	Prepare a memorandum regarding the equity instruments (4.3); correspond and confer with R. Harrington in connection with the same (0.3).	4.60	7,176.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 8

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/30/25	RH9	Draft memorandum regarding warrants (6.9).	6.90	8,038.50
03/30/25	AJ4	Review and revise the memorandum on equity agreements (0.9).	0.90	1,404.00
03/31/25	AJ4	Research contracts' termination under Delaware law in connection with equity agreements (2.2).	2.30	3,588.00
03/31/25	DH3	Review information regarding warrants (.3).	0.30	532.50
SUBTOTAL			141.60	229,937.00

**v Business Operations**

03/04/25	PT	Operations review meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (1.1).	1.10	2,139.50
03/06/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.9).	0.90	1,750.50
03/11/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.6).	0.60	1,167.00
03/13/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.9).	0.90	1,750.50
03/18/25	PT	Operation strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.6).	0.60	1,167.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 9

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/20/25	PT	Operations meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson to discuss employee transfer issues with C. Blackmon (.2); update Whinstone team regarding same (.1).	0.30	583.50
03/24/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.9).	0.90	1,750.50
03/25/25	PT	Operations meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.6).	0.60	1,167.00
03/27/25	PT	Review storage issue and suggested options (.1); review severance agreement (.2) and comment on same (.1); follow up to ensure ordinary course aspects (.1).	0.50	972.50
03/31/25	RH9	Legal research into warrants (5.6); draft warrant memorandum (3.0).	8.60	10,019.00
SUBTOTAL			15.00	22,467.00

**vi Case Administration**

03/01/25	BR4	Emails regarding case updates (0.1).	0.10	156.00
03/02/25	BR4	Review and revise the letter to the ad hoc group (0.6).	0.60	936.00
03/03/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding weekly tasks (0.5).	0.50	780.00
03/03/25	AJ4	Prepare for (.1) and attend the telephone conference with P. Tomasco, M. Robinson, et al. In connection with case status, strategy, and next steps (0.4).	0.50	780.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 10

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/03/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5); prepare for (.1) and attend telephone conference with Quinn Emanuel and Province teams regarding case strategy (0.4).	1.00	1,665.00
03/03/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province teams regarding same (0.4).	0.90	1,404.00
03/03/25	PT	Prepare for and participate in the conference call to review the status of projects and research with Alain Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5); coordinate finalization of response to SAFE committee letter (.4); project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.4).	1.30	2,528.50
03/04/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and strategy (0.5).	0.50	780.00
03/04/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/04/25	BR4	Prepare for (.1) and attend call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.60	936.00
03/04/25	DH3	Conference call with Clients and Province to discuss flow of funds and organization chart (.9).	0.90	1,597.50
03/04/25	PT	Prepare for (.3) and attend project coordination call Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.80	1,556.00



**quinn emanuel trial lawyers**

April 15, 2025  
Page 11

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/05/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. In connection with case status and next steps (0.5).	0.50	780.00
03/05/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/05/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
03/05/25	LMW	Call with the Quinn Emanuel team re: case updates (.5).	0.50	832.50
03/05/25	PT	Attend portion of project coordination call Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (0.2).	0.20	389.00
03/06/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with the case strategy and next steps (0.5).	0.50	780.00
03/06/25	PT	Plan/claims settlement conference with Andrew Popescu, David Eaton, Spencer Wells, Charles Topping, Kevin Hays, Michael Robinson, Brenda Funk, Ben Roth, Razmig Izakelian (.5).	0.50	972.50
03/06/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
03/06/25	PT	Project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
03/07/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.3).	0.30	499.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 12

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/07/25	PT	Prepare for (.1) and attend project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.3).	0.40	778.00
03/07/25	BR4	Call with Quinn Emanuel and Province teams regarding case update (0.3); call with Debtors and Whinstone/Riot regarding case status (0.3).	0.60	936.00
03/10/25	RI	Prepare for (.5) and attend telephone conference with Quinn Emanuel and Province teams regarding pending matters (.5).	1.00	1,665.00
03/10/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	1.00	1,665.00
03/10/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding case status and next steps (0.5).	0.50	780.00
03/10/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. In connection with Quinn Emanuel's weekly tasks (0.5).	0.50	780.00
03/10/25	BH2	Review Pacer docket (.3) and update files to current status (.3).	0.60	393.00
03/10/25	PT	Prepare for (.3) and attend project coordination meeting with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alain Jaquet, Ben Roth, Razmig Izakelian, Cameron Kelly, Lindsay Weber, Rachel Harrington (.5).	0.80	1,556.00
03/10/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with	1.50	2,340.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 13

Matter #: 12875-00001

Invoice Number: 101-0000187677

		Quinn Emanuel and Province teams regarding same (0.5); call with investor regarding same (0.5).		
03/11/25	RI	Prepare for (.1) and attend telephone conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.60	999.00
03/11/25	RH9	Conference with Quinn Emanuel team to discuss strategy and next steps (.5); conference with Quinn Emanuel and Province teams to discuss strategy (.5).	1.00	1,165.00
03/11/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In relation to case strategy and next steps (0.5).	0.50	780.00
03/11/25	LMW	Call with Quinn Emanuel team re: case updates (.5).	0.50	832.50
03/11/25	PT	Prepare for (.2) and participate in the project coordination meeting with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alain Jaquet, Ben Roth, Razmig Izakelian, Cameron Kelly, Lindsay Weber, Rachel Harrington (.5).	0.70	1,361.50
03/11/25	BR4	Call with the Client and Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province teams regarding same (0.5).	1.00	1,560.00
03/12/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/12/25	LMW	Call with Rhodium team re: plan structure and status of the case (.5).	0.50	832.50
03/12/25	PT	Prepare for (.2) and participate in the project coordination call with Andrew Popescu, Michael Robinson,	0.70	1,361.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 14

Matter #: 12875-00001

Invoice Number: 101-0000187677

		Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Rachel Harrington (.5).		
03/12/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
03/13/25	RH9	Attend Quinn Emanuel team call to discuss strategy (.5); conference with Quinn Emanuel and Province teams to discuss strategy (.5).	1.00	1,165.00
03/13/25	PT	Project coordination call Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
03/13/25	PT	Prepare for (.1) and attend team meeting with Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber, Cameron Kelly, Daniel Holzman, Rachel Harrington (.5).	0.60	1,167.00
03/13/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	1.00	1,665.00
03/13/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding Quinn Emanuel's ongoing tasks (0.5).	0.50	780.00
03/13/25	AJ4	Attend telephone conference with P. Tomasco, M. Morrison, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/13/25	BR4	Call with Quinn Emanuel team regarding case updates (partial) (0.4); call with Quinn Emanuel and Province teams regarding same (0.5).	0.90	1,404.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 15

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/14/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/14/25	PT	Prepare for (.4) and participate in project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.90	1,750.50
03/14/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); emails regarding same (0.1).	0.60	936.00
03/14/25	BH2	Review Pacer docket in the main bankruptcy case and the adversary cases (.7) and update files for attorneys' review (.4).	1.10	720.50
03/17/25	RH9	Conference with Province and Rhodium teams regarding strategy (.5).	0.50	582.50
03/17/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	1.00	1,665.00
03/17/25	PT	Prepare for (.1) and attend internal coordination meeting with Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber, Cameron Kelly, Daniel Holzman, Rachel Harrington (.5).	0.60	1,167.00
03/17/25	AJ4	Attend telephone conference call with P. Tomasco, A. Popescu, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/17/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding weekly tasks (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 16

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/17/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province teams regarding same (.5).	1.00	1,560.00
03/17/25	LMW	Call with QE team re: case updates (.5); call with Providence team re: same (.5).	1.00	1,665.00
03/18/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); call with Quinn Emanuel team, Province and the Debtors regarding same (0.5); emails and research regarding investor questions (0.6).	1.60	2,496.00
03/18/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/18/25	AJ4	Attend telephone conference with P. Tomasco, M. Soule, et al. Regarding case status (0.5).	0.50	780.00
03/18/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding case status, next steps and strategy (0.5).	0.50	780.00
03/18/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
03/18/25	PT	Prepare for (.3) and attend project coordination call Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.80	1,556.00
03/18/25	BH2	Review the Pacer dockets for the Rhodium main case and both adversary cases (1.3) and update files to the current status (.7); prepare exhibit notebooks for the March 19th hearing (.4).	2.40	1,572.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 17

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/19/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/19/25	PT	Prepare for (.2) and participate in the project coordination call Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.70	1,361.50
03/19/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/19/25	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (.5).	0.50	582.50
03/19/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5), call with L. Weber and P. Tomasco regarding same (0.2).	0.70	1,092.00
03/20/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/20/25	LMW	Call with Quinn Emanuel team re: case updates (.6).	0.60	999.00
03/20/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
03/20/25	BH2	Review Pacer docket in the main bankruptcy case and adversary cases (.5) and update files to current status (.3).	0.80	524.00
03/20/25	PT	Project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 18

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/21/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/21/25	AJ4	Attend telephone conference with P. Tomasco, M. Morrison, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/21/25	BR4	Review settlement term sheet (.4) and telephone conference with the Quinn Emanuel team and Client regarding settlement term sheet (0..5); emails regarding same (0.2).	1.10	1,716.00
03/21/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
03/21/25	BH2	File the 19 Monthly Operating Reports for Rhodium Encore and its debtor-affiliates (.9); download same and forward to the Client (.4).	1.30	851.50
03/21/25	PT	Prepare for (.1) and participate in the project coordination call with Andrew Popescu Daniel Holzman Michael Robinson Kristen Lee Alan Jaquet Ben Roth Razmig Izakelian Lindsay Weber (0.5).	0.60	1,167.00
03/24/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	1.00	1,665.00
03/24/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/24/25	AJ4	Attend telephone conference with P. Tomasco and Quinn Emanuel team regarding case status, ongoing tasks and next steps (0.5).	0.50	780.00



**quinn emanuel trial lawyers**

April 15, 2025  
Page 19

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/24/25	PT	Prepare for (.4) and participate in the project coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.90	1,750.50
03/24/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province teams regarding same (0.5).	1.00	1,560.00
03/25/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	1.00	1,665.00
03/25/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with case strategy and next steps (0.5).	0.50	780.00
03/25/25	BH2	Review Rhodium Pacer docket (.3) and download pleadings for attorneys' review (.1); forward copies of recently filed documents to the Client (.1).	0.50	327.50
03/25/25	PT	Prepare for (.1) and participate in update call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5); participate in Quinn Emanuel team call to discuss the status of the case and updates (.5).	1.10	2,139.50
03/25/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); call with Quinn Emanuel team regarding same (0.5).	1.00	1,560.00
03/26/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 20

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/26/25	RH9	Conference with Quinn Emanuel and Province teams regarding case strategy (.5).	0.50	582.50
03/26/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, R. Izakelian et al. In connection with case strategy and next steps (0.5).	0.60	936.00
03/26/25	PT	Prepare for (.3) and participate in the coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.80	1,556.00
03/26/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
03/26/25	EDW	Prepare for (.2) and participate on call with Quinn Emanuel team and the Debtor re SAFES and strategy (.5).	0.70	1,393.00
03/27/25	BR4	Call with client and Quinn Emanuel/Province teams regarding case updates (0.5).	0.50	780.00
03/28/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
03/28/25	RH9	Attend meeting with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
03/28/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, A. Popescu, et al. In connection with case strategy and next steps (0.5).	0.60	936.00
03/28/25	PT	Prepare for (.1) and participate in the project coordination call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.60	1,167.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 21

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/28/25	BR4	Prepare for (0.3) and conference call with and Province teams regarding case updates (0.5); call with A. Jaquet regarding same (0.2).	1.00	1,560.00
03/28/25	LSB	Rhodium onboarding call with R. Izakelian and B. Roth (0.5).	0.50	780.00
03/31/25	RI	Conference with the Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
03/31/25	PT	Call with B. Roth to review the status of projects (.5).	0.50	972.50
03/31/25	BH2	Review Pacer docket and download recently filed pleadings (.4); draft a Notice of Hearing (.4) and file the same (.3); calendar upcoming hearing dates and deadlines (.2).	1.30	851.50
03/31/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with P. Tomasco regarding same (0.5); research regarding investor questions (0.3).	1.30	2,028.00
03/31/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding weekly tasks (0.5).	0.50	780.00
03/31/25	RH9	Conference with Province and Quinn Emanuel teams regarding strategy. (.5).	0.50	582.50
SUBTOTAL			76.80	118,147.50

**vii Claims Administration and Objections**

03/04/25	AJ4	Correspond with P. Tomasco regarding founders' proofs of claim (0.5).	0.50	780.00
03/04/25	RI	Review and analyze SAFE agreements (2.1); legal research regarding the SAFE agreements(1.5); prepare claim objection (3.8).	7.40	12,321.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 22

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/04/25	PT	Coordinate summary of proofs of claim for special committee (1.1); coordinate with A. Jaquet regarding a summary of the claims (.5); forward prior response to the amount of claims and likely treatment under plan (.5); extensive research regarding claim objections for contingent claims and plan treatment of same for voting purposes (.5); suggest alternative bases for objection for classification purposes (.5).	3.10	6,029.50
03/05/25	RI	Review and analyze SAFE agreements (2.9), legal research regarding the SAFE agreements (1.9), prepare claim objection (3.8).	8.60	14,319.00
03/05/25	PT	Review and comment on the objection to SAFE claims (.5); coordinate revisions with D. Eaton, D. Dunn, M. Robinson (.3); coordinate with C. Topping regarding same (.3); revise objection and additional research (.3).	1.40	2,723.00
03/06/25	RI	Review and revise the objection to the SAFE claims (1.1).	1.10	1,831.50
03/06/25	AJ4	Review and analyze Province's chart analyzing proofs of claim (5.3); correspond with B. Roth and R. Izakelian regarding claim objections (0.5).	5.80	9,048.00
03/06/25	BR4	Review and revise claim objections (2.9).	2.90	4,524.00
03/06/25	PT	Extensive review and revisions to SAFE claim objection (.5); forward relevant 5th Circuit. Cases to Stris & Maher team for reference (.3).	0.80	1,556.00
03/07/25	AJ4	Review and analyze Province's first draft of the claim reconciliation chart (2.0); correspond with R. Izakelian	2.30	3,588.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 23

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		and R. Harrington in connection with the same (0.3).		
03/07/25	BR4	Review and revise claim objections (0.7).	0.70	1,092.00
03/07/25	RH9	Revise the Midas claim objection (2.0); revise the duplicate claim objection (.6).	2.60	3,029.00
03/10/25	AJ4	Review and analyze proofs of claims for purposes of claim reconciliation (3.4) and prepare a memorandum in connection with the same (4.5).	7.90	12,324.00
03/11/25	AJ4	Review and analyze proofs of claims for purposes of claim reconciliation (4.9) and prepare a memorandum in connection with the same (2.5).	7.40	11,544.00
03/12/25	RI	Legal research regarding equity instruments (1.5), revise objection to SAFE claims (2.2).	3.70	6,160.50
03/12/25	AJ4	Continue to review and revise the memorandum regarding the claim reconciliation (8.6).	8.60	13,416.00
03/13/25	AJ4	Continue to draft a memorandum regarding the reconciliation of the proofs of claims (7.7).	7.70	12,012.00
03/13/25	RH9	Proof Midas claim objection and order (.8).	0.80	932.00
03/14/25	RI	Review and revise the objection to SAFE claims (1.8).	1.80	2,997.00
03/14/25	AJ4	Continue with the memorandum regarding the reconciliation of the proofs of claims (3.0); review and revise a draft omnibus objection to substantive and non-substantive claims (3.0); correspond with P. Tomasco and R. Harrington in connection with the same (0.3).	6.30	9,828.00
03/15/25	PT	Review and revise the omnibus claim objection to SAFE holders' claims (.7);	2.70	5,251.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 24

Matter #: 12875-00001

Invoice Number: 101-0000187677

		additional avenues of research regarding the invalidity of SAFEs for claim objection (1.0); retrieve and review corporate and historical documents regarding same (1.0).		
03/16/25	AJ4	Review and revise the draft omnibus non-substantive and substantive claim objection (5.2).	5.20	8,112.00
03/16/25	PT	Continue revisions to the SAFE claim objection (1.0); correspond with J. Stokes regarding historical litigation with Akin regarding SAFE instrument (1.0).	2.00	3,890.00
03/17/25	RH9	Draft sections of the omnibus substantive duplicates claim objection draft (2.5).	2.50	2,912.50
03/17/25	PT	Continue to review and incorporate additional research into SAFE claim objection (.4).	0.40	778.00
03/17/25	AJ4	Continue with the memorandum regarding reconciliation of the proofs of claims (6.2); review and revise the draft omnibus objection to substantive and non-substantive claims (3.0); correspond with P. Tomasco and R. Harrington in connection with the same (0.3).	9.50	14,820.00
03/17/25	BH2	Begin to populate a chart reflecting the documents attached to each proof of claim filed in the Debtors' bankruptcy cases (4.1).	4.10	2,685.50
03/18/25	AJ4	Review and revise the draft omnibus objection to claims on substantive and non-substantive grounds (4.7).	4.70	7,332.00
03/18/25	BH2	Continue to document the supporting documentation to each proof of claim filed in the Rhodium bankruptcy cases (4.6).	4.60	3,013.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 25

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/18/25	BR4	Call with Stris & Maher, Quinn Emanuel, Province, and the Debtors regarding claim objections (1.6); calls with R. Izakelian regarding same and next steps (0.4).	2.00	3,120.00
03/19/25	AJ4	Review and revise the memorandum analyzing claims' reconciliation and objections (3.6).	3.60	5,616.00
03/19/25	BH2	Continue to review proofs of claim and document attachments to each claim (1.9).	1.90	1,244.50
03/20/25	AJ4	Review and revise the memorandum analyzing claims' reconciliation and objections (1.9).	1.90	2,964.00
03/20/25	BH2	Continue to review proofs of claim and document attachments to each claim (3.5).	3.50	2,292.50
03/20/25	PT	Update the SAFE claim objection (1.5).	1.50	2,917.50
03/21/25	AJ4	Review and revise the memorandum regarding the omnibus objections to claims based on subordination and other substantive reasons (1.7).	1.70	2,652.00
03/21/25	BH2	Continue to review proofs of claim and document attachments to same (4.3).	4.30	2,816.50
03/22/25	RI	Legal research regarding equity instruments (.6), review and revise objection to SAFE claims (1.5).	2.10	3,496.50
03/22/25	AJ4	Review and revise the memorandum regarding the omnibus objection to claim based on subordination and other substantive reasons (2.8).	2.80	4,368.00
03/23/25	AJ4	Review and revise the memorandum regarding the omnibus objection to claim based on subordination and other substantive reasons (1.4).	1.40	2,184.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 26

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/24/25	EDW	Review background materials to SAFE claims (.8).	0.80	1,592.00
03/24/25	AJ4	Review and revise the memorandum regarding the omnibus objection to claim based on subordination and other substantive reasons (8.8).	8.80	13,728.00
03/24/25	BH2	Continue to review proofs of claim and document attachments (2.7).	2.70	1,768.50
03/25/25	AJ4	Review and revise the objection to amended, duplicate and equity claims (7.8).	7.80	12,168.00
03/26/25	AJ4	Review and revise the objection to amended, duplicate and equity claims (5.9).	5.90	9,204.00
03/26/25	BH2	Continue to review Proofs of Claim filed in the Rhodium bankruptcy cases and draft a list of attachments to each Claim (6.).	6.00	3,930.00
03/27/25	AJ4	Review and revise the draft objection to amended, duplicate, and equity claims (1.8).	1.80	2,808.00
03/27/25	AJ4	Correspond with R. Harrington in connection with the application of 510(b) of the Bankruptcy Code to certain claims (0.2); review prior memorandum in connection with the same (0.1).	0.30	468.00
03/27/25	BH2	Finish review of proofs of claim and chart any attachments to the filed claims (2.4).	2.40	1,572.00
03/27/25	RH9	Legal research into the subordination of claims (4.2).	4.20	4,893.00
03/28/25	LMW	Legal research re: valuation of warrants (2.3); emails to A. Jaquet re: claim objections (1.3).	3.60	5,994.00
03/28/25	AJ4	Review and revise the draft claim objection to amended, duplicate and equity claims, including the	1.00	1,560.00



**quinn emanuel trial lawyers**

April 15, 2025

Page 27

Matter #: 12875-00001

Invoice Number: 101-0000187677

		preparation of the related draft order (0.9); correspond with P. Tomasco in connection with the same (0.1).		
03/31/25	LMW	Review of Quinn Emanuel case updates (1.2); emails to R. Izakelian re: same (.4); call with R. Izakelian re: claims objections (.3); review drafts of same (1.6); emails to A. Jaquet re: drafting objections (1.5).	5.00	8,325.00
03/31/25	BH2	Revise draft claim objection and related documents (1.8).	1.80	1,179.00
03/31/25	AJ4	Correspond with F. Sabzevary regarding Province's review of the draft omnibus claim objection (0.1); correspond with R. Izakelian and L. Weber regarding additional objections to claim (0.2).	0.30	468.00
03/31/25	EDW	Review draft SAFE claim objection (.7).	0.70	1,393.00
SUBTOTAL			196.90	283,571.00

**viii Corporate Governance and board Matters**

03/04/25	PT	Attend 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 (1.0).	1.10	2,139.50
03/05/25	PT	Attend 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 (1.9).	1.90	3,695.50
03/05/25	PT	Correspond with D. Eaton regarding board discussions around various	0.30	583.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 28

Matter #: 12875-00001

Invoice Number: 101-0000187677

		professional modeling and responses thereto (.3).		
03/12/25	PT	Prepare for and attend Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.6).	1.60	3,112.00
03/17/25	PT	Prepare for and attend board call with Chase Blackmon, Jonas Lauren, Renata Szkoda, Spencer Wells, David Eaton, David Dunn, Kevin Hays, Cameron Blackmon, Charles Topping, Morgan Soule to discuss Whinstone settlement offer (1.2).	1.20	2,334.00
03/19/25	PT	Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (.6).	0.60	1,167.00
SUBTOTAL			6.70	13,031.50

**x Employment and Fee Applications**

03/02/25	PT	Correspondence with M. Robinson regarding amended retention pleading for Lehotsky Keller Cohn (.3); emails with C. Topping regarding revisions to retention pleadings (.2).	0.50	972.50
03/04/25	PT	Correspond with J. Wolfshohl regarding revisions to amended retention pleading (.8); coordinate filing of amended retention pleading and related exhibits (.3).	1.10	2,139.50
03/04/25	PT	Coordinate with J. Stokes regarding litigation finance due diligence (.3); correspond with counsel for litigation	1.10	2,139.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 29

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		financer (.3); correspond with M. Moore regarding follow-up discussion with M. Robinson (.4).		
03/05/25	BH2	Prepare Certificate of No Objection for Quinn Emanuel's first interim fee application (.3); file same (.3).	0.60	393.00
03/05/25	BH2	Email exchanges between P. Tomasco and J. Wolfshohl regarding the retention of Lehotsky Keller Cohn LLP (.4); review and revise the Amended Declaration (.5) and forward to J. Wolfshohl for his review (.1).	1.00	655.00
03/05/25	PT	Coordinate with J. Wolfshohl regarding amended retention pleadings (.3).	0.30	583.50
03/06/25	BH2	Work with J. Wolfshohl (Porter Hedges) and P. Tomasco to revise the amended retention application of Lehotsky Keller Cohn (1.7); file same (.3); distribute to the Client, J. Wolfshohl, and attorneys at Lehotsky Keller Cohn (.1); review Order entered by the Court granting Quinn Emanuel's first interim fee application (.1) and forward same to the Client (.1).	2.30	1,506.50
03/06/25	BH2	Email exchange with V. O'Connell regarding the filing of a notice reflecting hourly rate increases (.1).	0.10	65.50
03/06/25	PT	Coordinate finalization and filing of Lehotsky Keller Cohn's application (.5); emails with C. Topping and J. Wolfshohl regarding same (.2).	0.70	1,361.50
03/07/25	BH2	Begin to prepare the February Monthly Fee Statement (6.3).	6.30	4,126.50
03/10/25	BH2	Continue to prepare the February Monthly Fee Statement (2.3); file the Certificate of No Objection re the	2.60	1,703.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 30

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		First Interim Fee Application filed on behalf of Stris & Maher (.3).		
03/12/25	BR4	Research regarding retention application (1.1).	1.10	1,716.00
03/12/25	BH2	Continue to prepare the February monthly fee statement (1.5).	1.50	982.50
03/17/25	BR4	Emails regarding the revised retention application (0.2).	0.20	312.00
03/17/25	BH2	File Lehotsky Keller Cohn's Sixth Monthly Fee Statement (.3) and forward a file-stamped copy, along with the LEDES data to the Notice Parties on the Interim Compensation Order (.2).	0.50	327.50
03/25/25	BH2	Finalize (.4) and file the January Monthly Fee Statement and the February Monthly Fee Statement (.4); distribute to the parties pursuant to the Interim Compensation Order (.1).	0.90	589.50
03/28/25	BH2	File the Sixth Monthly Fee Statement on behalf of Barnes & Thornburg (.3) and forward a file-stamped copy and LEDES data to the United States Trustee (.1).	0.40	262.00
SUBTOTAL			21.20	19,835.50

**xi Financing and Cash Collateral**

03/10/25	PT	Correspond with A. Carson and J. Brookner regarding the renewed request for additional adequate protection (.2); update call with A. Carson and J. Brookner (.3); review and revise the motion to amend the final Cash Collateral Order to account for miner movement (.5); coordinate with B. Roth regarding Client approval and finalization (.4).	1.40	2,723.00
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**quinn emanuel trial lawyers**

April 15, 2025  
Page 31

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/11/25	PT	Extensive revisions to the motion to amend the final cash collateral order (.7); coordinate communication with the United States Trustee regarding revisions to the final cash collateral order (.2).	0.90	1,750.50
03/12/25	PT	Comment on the form of order to amend final cash collateral order (.3); review and comment on revised motion (.5).	0.80	1,556.00
SUBTOTAL			3.10	6,029.50

**xii Litigation**

03/01/25	RI	Review and analyze documents for privilege (2.9).	2.90	4,828.50
03/01/25	PT	Prepare for and participate in call to discuss the 2.26.2025 SAFE AHG Letter to the Special Committee with David Dunn, David Eaton, Trace Schmeltz, Michael Robinson, Spencer Wells (.8), correspond with mediator regarding same (.3); review and revise the response letter to SAFE AHG (.9); review special committee report on potential disparagement claims against investors (.4); review and coordinate response to SAFE discovery threats (.4); telephone conference with C. Topping regarding strategy (.6).	3.40	6,613.00
03/01/25	RV2	Prepare document production per request from R. Izakelian.	1.90	399.00
03/01/25	LMW	Emails with R. Izakelian re: privilege review (.4).	0.40	666.00
03/02/25	RI	Review and analyze documents for privilege (1.7).	1.70	2,830.50
03/02/25	RV2	Prepare document production per request from R. Izakelian.	2.10	441.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 32

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/02/25	PT	Follow up correspondence with M. Mullin regarding mediation (.3).	0.30	583.50
03/03/25	LMW	Review documents for privilege (2.8); emails to Quinn Emanuel team re: same (.3).	3.10	5,161.50
03/03/25	AJ4	Prepare memorandum on res judicata/collateral estoppel in connection with the Whinstone's litigation (6.8).	6.80	10,608.00
03/03/25	RV2	Prepare document production per request from R. Izakelian.	2.70	567.00
03/03/25	PT	Conference call with Mark C. Moore, Michael Thomas, Michael Robinson, David Dunn regarding follow up questions (.6); conference with M. Robinson regarding same (.3).	0.90	1,750.50
03/04/25	LMW	Review coding issues re: privilege review (2.1); emails to R. Izakelian re: same (.3).	2.40	3,996.00
03/04/25	AJ4	Review and revise the draft memorandum regarding res judicata and collateral estoppel in connection with Whinstone's litigation (6.3).	6.30	9,828.00
03/04/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.80	378.00
03/04/25	PT	Coordinate with J. Evans regarding discovery abatement (.1); finalize the abatement letter agreement with Unsecured Creditors' Committee (.3); correspondence with S. Schultz regarding settlement parameters (.2); correspond with J. Evans, D. Kaltman regarding production of e-discovery database and cost of review (.3); coordinate additional production to litigation financier regarding due diligence (.3); follow up correspondence with M. Moore (.3); review and comment on the proposal	1.90	3,695.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 33

Matter #: 12875-00001

Invoice Number: 101-0000187677

		to retrieve deposit in lieu of bond from Milam County (.4).		
03/05/25	LMW	Review documents for privilege production (2.8); emails to R. Vasquez re: same (.3).	3.10	5,161.50
03/05/25	AJ4	Continue to review and revise the draft memorandum regarding res judicata and collateral estoppel in connection with Whinstone's litigation (7.4).	7.40	11,544.00
03/05/25	RV2	Prepare documents into proper format to facilitate attorney review per request from R. Izakelian.	1.70	357.00
03/05/25	RH9	Legal research into offensive issue preclusion (3.5); draft memorandum section (2.3).	5.80	6,757.00
03/05/25	PT	Coordinate with J. Stokes regarding litigation finance due diligence (1.0); correspond with counsel for litigation financier (.6); correspond with M. Moore regarding follow up discussion with M. Robinson (.5).	2.10	4,084.50
03/06/25	RI	Review and analyze documents for privilege (1.4).	1.40	2,331.00
03/06/25	AJ4	Review and revise the memorandum regarding res judicata and estoppel in connection with the Whinstone's litigation (2.0).	2.00	3,120.00
03/06/25	AJ4	Review Debtors' and other defendants' drafts of the response to the withdrawal of the motion (0.3); correspond with P. Tomasco in connection with the same (0.1).	0.40	624.00
03/06/25	BR4	Prepare a motion to amend order (1.3).	1.30	2,028.00
03/06/25	PT	Follow up conference with M. Robinson regarding settlement conference (.3).	0.30	583.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 34

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/06/25	RV2	Prepare document production per request from R. Izakelian.	6.50	1,365.00
03/06/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.70	147.00
03/06/25	LMW	Review a draft of the motion to withdraw the reference (2.2).	2.20	3,663.00
03/06/25	PT	Strategy meeting with Charles Topping, Chase Blackmon (1.0); extended telephone conference with counsel for litigation financier (1.0); follow up email with Stris & Maher and Lehotsky Keller Cohn teams regarding due diligence questions regarding Whinstone litigation and analysis of assumed contracts regarding same (1.0); additional research regarding the gatekeeper injunctions and related issues regarding feasibility of go forward operations (.5); review the response to motion to withdraw the reference and coordinate with J. Stokes regarding same (.5); email correspondence regarding the 2004 examination notice (.5); coordinate with R. Mates regarding response to motion to withdraw the reference (.7).	5.20	10,114.00
03/07/25	AJ4	Coordinate finalization and filing of the Debtors' response to the motion to withdraw (1.3).	1.30	2,028.00
03/07/25	RI	Review and analyze documents for privilege (2.6).	2.60	4,329.00
03/07/25	RV2	Prepare document production per request from R. Izakelian.	4.30	903.00
03/07/25	LMW	Review revisions to the motion to withdraw the reference (1.1); emails with Quinn Emanuel team re: same (.3); emails to R. Izakelian document	3.50	5,827.50



**quinn emanuel trial lawyers**

April 15, 2025  
Page 35

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		productions (.4); quality control check of same (1.7).		
03/07/25	BH2	Finalize (2.3) and file the Debtors' Objection to Whinstone's Motion to Withdraw the Reference in adversary proceeding 24-3240 (.3); forward a file-stamped copy to the Client (.1).	2.70	1,768.50
03/07/25	LY1	Review and finalize the production documents per request from R. Izakelian.	0.70	147.00
03/07/25	PT	Strategy call with Michael Robinson, Charles Topping, Chase Blackmon, David Dunn, David Eaton, Spencer Wells regarding pending litigation matters (1.0); follow up with financier due diligence issues regarding estoppel and contract terms (.5); review and revise the proposed response to the motion to withdraw the reference (.5); correspond with the drafting team regarding jurisdictional issues (.5); diligence meeting with potential exit financing provider with Ben Roth, Razmig Izakelian, J. Stokes, M. Robinson (.5); conference call with Mark Moore, Michael J. Thomas, David Dunn, Michael Robinson, David Eaton, Spencer Wells, Patrick Wooding (.2).	3.20	6,224.00
03/07/25	RH9	Revise the Debtors' objection to the removal of reference (2.1); review Imperium objection to the removal of reference (.6).	2.70	3,145.50
03/10/25	BR4	Draft rule 60 motion (4.2); call with R. Izakelian regarding same (0.3); emails regarding same (0.2).	4.70	7,332.00
03/10/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	6.50	1,365.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 36

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/10/25	BH2	Email communications with P. Tomasco re designations of record in the Rhodium appeal (.3).	0.30	196.50
03/10/25	PT	Discuss possible settlement terms with D. Eaton (.4); discuss possible settlement terms M. Robinson, S. Wells (.5); circulate proposed response to D. Proman (.5); review correspondence from R. Mates and coordinate calendaring of various jurisdictional motions in litigation against founders (.5); review motions with the Debtor team for issues (.6); follow up email with M. Thomas regarding mediator's proposal (.5); forward documents relevant to jury trial waiver (.5); coordinate production of documents to the Unsecured Creditors' Committee (.5); coordinate docketing and preparation for appellate briefing and related deadlines (.5); follow up email to D. Proman (.1).	4.60	8,947.00
03/11/25	BR4	Draft response to the discovery letter (3.2); research regarding same (1.2); emails regarding and revisions of motion to amend (1.2).	5.60	8,736.00
03/11/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	6.50	1,365.00
03/11/25	PT	Litigation strategy meeting with Morgan Soule, Chase Blackmon, Cameron Blackmon, Charles Topping, Charles Topping, John Stokes, Will Thompson (.6); correspond with J. Evans regarding document production (.2); review Trine Mining lawsuit and forward to Province team (.4); coordinate with N. Caluda regarding recent district court appeal precedents for record designation (.2); correspond with B.	2.60	5,057.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 37

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		Asay regarding same (.2); review recent opinion from J. Isgur regarding record designation and motions to strike (.5); coordinate outline of pleading for return of Milam county funds (.5).		
03/11/25	LY1	Process and securely deploy document productions to electronic sharing platform for attorney review and distribution per request from R. Izakelian.	1.80	378.00
03/11/25	RL1	Prepare and process the transfer of all outgoing and incoming production documents for outside attorney review and use (3.1).	3.10	651.00
03/12/25	RI	Review and revise the response letter to SAFE AHG (0.8).	0.80	1,332.00
03/12/25	BR4	Finalize rule 60 motion for filing (0.1); emails regarding same (0.1); emails regarding document requests (0.1); call with lenders counsel regarding diligence items (0.2); call regarding plan structure with QE team (0.6); call with J. Stokes regarding discovery (0.4) review and revise response letter (0.7).	2.20	3,432.00
03/12/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	3.70	777.00
03/12/25	PT	Review and comment on motion to release Milam County funds (.3); review and comment on scheduling of appellate deadlines for Whinstone appeal (.2); coordinate additional due diligence with litigation financier (.3); review and revise the letter to Akin regarding document production on withholding of privileged information (.3); coordinate inclusion of citations from prior research (.3); circulate Akin letter to company and	1.90	3,695.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 38

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		litigation teams (.3); comment on the production of retention letters and privilege applied to same (.2).		
03/12/25	RH9	Legal research into privilege issues (1.8); add citations and case law to creditor correspondence (.8).	2.60	3,029.00
03/13/25	LMW	Emails with R. Izakelian re: privilege and document productions (.6); emails with Akin re: same (.2).	0.80	1,332.00
03/13/25	PT	Litigation coordination call with Ben Roth, Victor O'Connell, Charles Topping, Will Thompson (.4); draft and revise the proposed email to Akin regarding discovery issues (.3); follow up with R. Izakelian regarding the status of discovery (.3); coordinate calculation of fees spent on SAFE discovery requests (.3); follow up revisions to the email to Akin regarding proportionality objections to continuing discovery requests (.3); coordinate additional due diligence with litigation financier (.3); conference call with litigation financier (.3); Review and revise the response letter to Akin regarding discovery requests (.3); receipt and analyze counteroffer from Whinstone and circulate same (.3); correspondence with M. Thomas regarding timing (.3).	3.10	6,029.50
03/13/25	RI	Prepare correspondence with SAFE AHG (1.2); conference with K. Hays, M. Soule, and A. Popescu regarding SAFEs (0.5).	1.70	2,830.50
03/13/25	BR4	Call with attorneys from Stris & Maher and Lehotsky Keller Cohn regarding letter from SAFE AHG (0.7); review and revise letter response to Akin (0.9).	1.60	2,496.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 39

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/13/25	BH2	Extensive review of the monthly fee statements and invoices to calculate the attorneys' fees spent on responding to Akin/SAFE discovery (3.6).	3.60	2,358.00
03/13/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	4.20	882.00
03/13/25	RH9	Draft memorandum regarding privilege issues (4.4).	4.40	5,126.00
03/14/25	PT	Correspond with B. Asay regarding the appellate designations and forward examples of same for bankruptcy appeals (.7 ).	0.70	1,361.50
03/14/25	RI	Review and analyze the correspondence with Akin and documents produced to SAFE AHG (3.1); prepare the motion for protective order (3.5).	6.60	10,989.00
03/14/25	AJ4	Prepare the draft protective order motion (2.2); correspond and confer with P. Tomasco and R. Izakelian regarding the same (0.2).	2.40	3,744.00
03/14/25	RH9	Legal research into privilege issues (1.3).	1.30	1,514.50
03/14/25	PT	Meet and confer with Karen Yang, Izakelian, Mitchell Hurley, Elizabeth Scott, Sarah Schultz (1.0); receipt and review of the proposed stipulation from Akin and correspondence regarding same (.6); coordinate with T. Schmeltz and R. Izakelian regarding drafting a motion for protective order (.6); online research regarding proportionality and other objections to egregious discovery abuses (.5); coordinate production of Stris & Maher and Lehotsky Keller Cohn documents (.5); coordinate deduplication of already public	4.20	8,169.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 40

Matter #: 12875-00001

Invoice Number: 101-0000187677

		information on docket (.5); coordinate motion to seal motion for protective order (.5).		
03/14/25	PT	Prepare for and participate in settlement discussions with Trace Schmeltz, Rhonda Mates, David Eaton, Chase Blackmon (.9).	0.90	1,750.50
03/14/25	PT	Litigation strategy conference with David Eaton, Michael Thomas, David Dunn, Michael Robinson, Spencer Wells, William Jackman, Rob Slovak, Ben Roth (.7).	0.70	1,361.50
03/14/25	PT	Strategy meeting with David Eaton, Trace Schmeltz, Michael Robinson, Spencer Wells, David Dunn to discuss conflict matters (1.0); correspond with S. Wells and D. Eaton regarding overall settlement structure issues (.2).	1.20	2,334.00
03/14/25	PT	Prepare for and participate in conference call with counsel for litigation financier, Ben Roth, Razmig Izakelian, J. Stokes, M. Robinson regarding financing due diligence (.8).	0.80	1,556.00
03/14/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian (1.1); prepare document production per request from R. Izakelian (2.8).	3.90	819.00
03/15/25	RH9	Draft Izakelian declaration in support of the motion for protective order (1.0).	1.00	1,165.00
03/15/25	RI	Review and revise the motion for protective order (1.7); legal research regarding the enforceability of subordination agreements (2.2).	3.90	6,493.50
03/15/25	AJ4	Review and revise draft the protective order motion (2.0);	2.10	3,276.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 41

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		correspond with P. Tomasco and R. Izakelian regarding the same (0.1).		
03/15/25	PT	Litigation strategy call with Spencer Wells, David Eaton, Michael Robinson, David Dunn to respond to Akin demands (1.1); circulate the draft motion for protective order (.6); review and revise the motion for protective order; circulate with D. Eaton and S. Wells (.5); review and revise proposed email to Akin regarding onerous discovery demands (.5); review and comment on proposed distribution scenarios (.7); online research regarding sub rosa subordination of interests without consent (.5); conference with D. Eaton regarding same (.5); follow up inquiry M. Soule regarding historical data (.5); telephone conference with T. Schmeltz regarding previewing the Committee's report (.5); continue gathering documents for production (.5); continue working on document production and proposed stipulation (.5).	6.40	12,448.00
03/15/25	BR4	Emails regarding document requests and protective order (0.5).	0.50	780.00
03/16/25	RI	Review and revise the motion for protective order (1.1); review and revise the stipulation with SAFE AHG (1.3); review and analyze documents for production (1.7).	4.10	6,826.50
03/16/25	PT	Correspond with the Debtors regarding document production (1.0); continue corporate form/authority research (.5); coordinate LTAS overtime for expedited review of document production (.5); review online filings regarding historical description of SAFES (.5); conference	6.30	12,253.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 42

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		with R. Izakelian regarding additional avenues for research (.5); coordinate with insurance broker regarding production of insurance data requested by SAFES (.5); review and extensive revisions to proposed stipulation with SAFES (.5); add additional documents for production (.6); lengthy email with M. Hurley regarding the reasons for changes to the stipulation(.4); correspond with the Special Committee regarding results of research and public filing review (.2); coordinate with A. Popescu regarding historical legal spending documents (.6); continue work on ESI protocol stipulation (.5).		
03/16/25	BR4	Call with R. Izakelian regarding stipulation and requested documents (0.2); emails regarding same (0.4); review and revise motion for protective order (3.6).	4.20	6,552.00
03/16/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian (6.1); prepare document production per request from R. Izakelian (5.4).	11.50	2,415.00
03/17/25	RI	Review and analyze documents for production (1.8); prepare correspondence with SAFE AHG (0.8); conference with A. Popescu and K. Hays regarding SAFEs (0.5).	3.10	5,161.50
03/17/25	PT	Review and consider the settlement proposal from Whinstone (.3); circulate same to company and directors (.4); continue document production from multiple sources (.3); review and comment on additional correspondence to Akin team (.3); correspond with S. Lemmon regarding the settlement of claims (.3); coordinate the redaction	1.90	3,695.50



**quinn emanuel trial lawyers**

April 15, 2025

Page 43

Matter #: 12875-00001

Invoice Number: 101-0000187677

		of legal invoices prior to the production (.3).		
03/17/25	BR4	Review discovery matters (.9).	0.90	1,404.00
03/17/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian (4.5); prepare document production per request from R. Izakelian (2.0).	6.50	1,365.00
03/17/25	BH2	Review Emergency Motion (.3) and draft a Motion to Seal and proposed Order (.9).	1.20	786.00
03/18/25	RI	Conference with Stris & Maher, Quinn Emanuel, and Province teams regarding SAFEs (1.6); prepare correspondence with SAFE AHG regarding discovery (1.3); review and revise motion for protective order (1.6).	4.50	7,492.50
03/18/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian (4.1); prepare document production per request from R. Izakelian (2.4).	6.50	1,365.00
03/19/25	RI	Conference with R. Vasquez regarding discovery (.4), prepare correspondence to SAFE AHG (1.3); legal research regarding pending proceeding rule (1.1).	2.80	4,662.00
03/19/25	AJ4	Review and revise the draft motion for protective order in connection with discovery (1.0); correspond with R. Izakelian in connection with the same (0.1).	1.10	1,716.00
03/19/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	11.50	2,415.00
03/19/25	BH2	Email communications with P. Tomasco re proposed mediation order (.3); draft a proposed mediation	2.90	1,899.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 44

Matter #: 12875-00001

Invoice Number: 101-0000187677

		order with Judge Isgur (1.5); revise the proposed Stipulation (.7) and file same under seal (.3); forward copies of the sealed proposed Stipulation to the Client and the attorneys for the SAFE Parties (.1).		
03/19/25	BR4	Attend status conference on settlement (0.2).	0.20	312.00
03/19/25	DW1	Discuss email threading and document deduplication in Relativity with R. Vasquez.	1.10	231.00
03/19/25	RL1	Manage and process the transfer of production documents into the Relone database in preparation for search terms filtering and hit reports (3.0); perform data management (1.3).	4.30	903.00
03/19/25	PT	Continue to review the proposed protection order (.2); draft the correspondence with M. Hurley regarding protective order and other matters (1.8); coordinate mediation days with Judge Isgur's chambers (.3); coordinate mediation order draft with B. Howell (.5); finalize the ESI stipulation (.5); extended discussions with B. Funk regarding the threat to file motion to compel regarding the ESI stipulation (.7); forward the ESI stipulation (.1); correspond with Imperium counsel re mediation (.4) and forward draft waterfall to Imperium counsel (.1); circulate proposed mediation order for signatures (.5).	5.10	9,919.50
03/20/25	RH9	Cite check and proof settlement motion (2.1).	2.10	2,446.50
03/20/25	LMW	Emails with R. Izakelian re: SAFE document productions (.5).	0.50	832.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 45

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/20/25	DW1	Configure and run email threading in Relativity per request from R. Izakelian.	1.30	273.00
03/20/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	7.30	1,533.00
03/20/25	PT	Strategy call with R. Izakelian regarding response to Fairbairn discovery demands (.3); extensive drafting of the proposed 9019/363 order (2.0); coordinate marrying terms and clean up with team (.4); telephone conference with D. Eaton regarding SAFE strategy and subordination cases in 5th Circuit (.5); additional edits to 9019 motion and proposed sale order (.8); circulate to the Foley team for review (.1); coordinate with the company regarding markup (.4); continued correspondence with the company regarding stock issues (.5); correspondence regarding planning and timing for closing (.4); coordinate additional conference calls regarding SAFE instrument (.3); email response to B. Funk regarding pending proceeding rule and impropriety of discovery requests (.2); receipt and review of prior litigation with SAFE parties in Celsius case (.7); conference with J. Stokes regarding potential overlap (.3); group call with D. Eaton, R. Izakelian, J. Stokes and B. Roth regarding Safes and proposed Safe objection (.3).	7.20	14,004.00
03/20/25	RL1	Manage and process the transfer of production documents into Relone database in preparation for search terms filtering and hit reports (4.6).	4.60	966.00
03/21/25	RH9	Redact discovery documents for production (6.9).	6.90	8,038.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 46

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/21/25	RH9	Draft memorandum regarding privilege issues (5.3).	5.30	6,174.50
03/21/25	DW1	Prepare document deduplication searches in Relativity per request from R. Izakelian.	1.70	357.00
03/21/25	PT	Coordinate draft motion for protective order with J. Stokes (.7); correspondence regarding draft mediation order (.5); coordinate with J. Stokes regarding discovery requests (.7); continue correspondence with Akin regarding invoices related to Stris & Maher and Lehotsky Keller Cohn bills (.7); coordinate with Verita to do whole matrix service of motion (.2).	2.80	5,446.00
03/21/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	5.20	1,092.00
03/22/25	PT	Conference with D. Dunn regarding the discovery delivered to the Safe Committee and reasons therefor (.6); follow-up correspondence detailing discovery abuses and need for equanimity in discovery (.6); emails with J. Stokes regarding same (.4); correspondence with M. Hurley regarding mediation privilege (.5); email to company and D. Dunn regarding need for affirmative discovery to address imbalance (.5); coordinate with E. Winston to take on Safe issues (.6).	3.20	6,224.00
03/23/25	PT	Coordinate information with E. Winston (.4); correspondence with J. Stokes (.4); emails with E. Brannen regarding response to Safe discovery emails (.6); emails with B. Asay regarding abatements (.5).	1.90	3,695.50
03/23/25	EDW	Review SAFE counsel correspondence (.3).	0.30	597.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 47

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/24/25	PT	Conference call regarding litigation strategy with John Stokes, Rhonda Mates, Elizabeth Brannen, Stephen Lemmon (.7).	0.70	1,361.50
03/24/25	PT	Call to review hit reports with Scott Elizabeth, Mitchell Hurley, Sarah Schultz, Karen Yang, Julie Hunter, Razmig Izakelian, Quinn Emanuel team (.6).	0.60	1,167.00
03/24/25	BR4	Review correspondence from investors regarding discovery (0.2); emails and calls regarding same (0.6) call with Akin regarding discovery requests (0.5); draft response to investors (1.4); research regarding same (0.6).	3.30	5,148.00
03/24/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	3.70	777.00
03/24/25	DW1	Prepare document deduplication searches in Relativity per request from R. Izakelian.	1.20	252.00
03/24/25	EDW	Conference with Quinn Emanuel team regarding SAFE discovery background (0.5).	0.50	995.00
03/25/25	BR4	Review objection to settlement motion (0.2); correspondence and calls regarding proposed stipulated modification (1.0).	1.20	1,872.00
03/25/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	3.20	672.00
03/25/25	PT	Litigation status call with Chase Blackmon, Michael Robinson, John Stokes, David Eaton, David Dunn (.9).	0.90	1,750.50
03/25/25	PT	Settlement strategy call with Andrew Popescu, Michael Robinson, David	1.10	2,139.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 48

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		Dunn, S. Wells, Razmig Izakelian (1.1).		
03/25/25	PT	Litigation coordination meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, Bridget Asay, Will Thompson, Elizabeth Brannen (.6).	0.60	1,167.00
03/25/25	PT	Prepare for and participate in meet and confer with Karen Yang, Rhonda Mates, Stephen Lemmon, Sarah Schultz, Mitchell Hurley, Elizabeth Scott, Razmig Izakelian, Trace Schmeltz, Charlotte Underwood, John Stokes (.8).	0.80	1,556.00
03/26/25	AJ4	Research Rule 2004 and pending litigation exception (0.9); correspond with P. Tomasco and B. Roth in connection with the same (0.3).	1.20	1,872.00
03/26/25	RI	Conference with P. Tomasco, B. Roth, and B. Funk regarding discovery (0.7).	0.70	1,165.50
03/26/25	BR4	Call with B. Funk and Quinn Emanuel team regarding document requests (0.9); calls with R. Izakelian regarding same (0.5); correspondence regarding same (3.2).	4.60	7,176.00
03/26/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	2.70	567.00
03/26/25	PT	Preparation call regarding SAFEs/Others with Andrew Popescu, Michael Robinson, David Dunn, S. Wells, Razmig Izakelian (.6).	0.60	1,167.00
03/26/25	PT	Call to discuss discovery correspondence with Ben Roth, Brenda Funk, Andrew Popescu, Razmig Izakelian (1.1).	1.10	2,139.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 49

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/26/25	DW1	Work with R. Vasquez to prepare email threading metrics and searches for R. Izakelian.	2.40	504.00
03/27/25	RI	Conference with Quinn Emanuel team, Province team, and Munch team regarding claims and interests (1.8); conference with Quinn Emanuel team, Province team, and Akin team regarding claims and interests (0.8); review and analyze contribution agreements (1.2).	3.80	6,327.00
03/27/25	BR4	Research and correspondence regarding document requests (0.7).	0.70	1,092.00
03/27/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	1.70	357.00
03/27/25	PT	Call with Ben Roth, Brenda Funk, Andrew Popescu, Razmig Izakelian, T. Schmeltz re mediation issues and discovery (.9); follow up correspondence with B. Funk (.5); research and document review to analyze various arguments (1.5) and circulate results to negotiation team (.2); coordinate draft mediation order (.2); forward proposed mediation order to mediation parties (.3); correspond with A. Carson regarding the mediation order (.2).	3.80	7,391.00
03/27/25	EDW	Participate on SAFE counsel call (.5).	0.50	995.00
03/28/25	RI	Review documents for production (2.1).	2.10	3,496.50
03/28/25	RH9	Legal research into warrants (5.2); legal research into contract interpretation (1.2).	6.40	7,456.00
03/28/25	BR4	Emails regarding discovery (1.5).	1.50	2,340.00
03/28/25	RV2	Prepare documents in the proper format to facilitate attorney review per request from R. Izakelian.	3.10	651.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 50

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/28/25	CT3	Emails and telephone call with R. Vasquez re: queries and query reports (0.9); prepare query reports for attorney review (0.3).	1.20	252.00
03/28/25	EDW	Participate on SAFE call with Akin (.7).	0.70	1,393.00
03/29/25	RH9	Draft memorandum regarding warrants (5.7).	5.70	6,640.50
03/30/25	BR4	Emails regarding document requests (0.3).	0.30	468.00
03/31/25	RI	Review and analyze documents regarding warrants (1.8).	1.80	2,997.00
03/31/25	BR4	Review and respond to discovery questions (.9).	0.90	1,404.00
03/31/25	PT	Research regarding warrants (1.3) and review and revise memorandum regarding same (.9).	2.20	4,279.00
03/31/25	RL1	Generate and process searches in Relativity production database for attorney review (.8); generate and process the document report from results in the review platform (.3).	1.10	231.00
03/31/25	RL1	Manage and process the transfer of all REI production documents to sharefile for attorney review and use (1.9).	1.90	399.00
03/31/25	LSB	Review litigation issues (3.2).	3.20	4,992.00
SUBTOTAL			406.30	463,370.00

**xiv Plan and Disclosure Statement**

03/03/25	RI	Review and revise the motion to extend exclusivity (0.8).	0.80	1,332.00
03/03/25	BR4	Emails regarding exclusivity motion (0.2); emails relating to plan provisions (0.4).	0.60	936.00



**quinn emanuel trial lawyers**

April 15, 2025  
Page 51

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/03/25	BH2	Revise the Second Motion to Extend Exclusivity (.4); draft the proposed order (.4); file same (.3) and forward a file-stamped copy to the Client (.1).	1.20	786.00
03/03/25	PT	Coordinate recent case law with the plan draft regarding releases (.5); coordinate revisions to the motion to extend exclusivity (.3); correspondence with B. Funk regarding capitalization table (.3); coordinate the circulation of the draft plan to potential litigation financier (.6).	1.70	3,306.50
03/04/25	LMW	Review plan updates (.8); review and revise the disclosure statement (2.7); emails to B. Roth re: same (.2).	3.70	6,160.50
03/05/25	LMW	Review and revise the draft disclosure statement (2.7); emails to Quinn Emanuel team re: same (.2); legal research re: res judicata (.9); emails to A. Jaquet re: same (.3).	4.10	6,826.50
03/05/25	PT	Correspondence with hash price expert regarding amended hash price projections (.3); circulate updated projections (.2).	0.50	972.50
03/06/25	AJ4	Review and revise the memorandum regarding bankruptcy's opt-outs and Fed. R. Civ. P. 23 (0.4).	0.40	624.00
03/11/25	PT	Conference call regarding plan structure and related issues with David Eaton, Andrew Popescu, Michael Robinson, Spencer Wells, Trace Schmeltz (.6); follow-up emails with Province team regarding distribution scenarios under various assumptions (.5); research regarding LTIP vesting under automatic stay (.5); coordinate research results with L. Weber regarding stock transfer issues (.5).	2.10	4,084.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 52

Matter #: 12875-00001  
Invoice Number: 101-0000187677

03/12/25	LMW	Review updated plan settlement structure (1.3).	1.30	2,164.50
03/12/25	PT	Draft and revise the plan settlement term sheet (.5); prepare for and attend plan settlement structure meeting David Eaton, David Dunn, Michael Robinson, Spencer Wells, Ben Roth, Alain Jaquet, Razmig Izakelian (.5); update plan term sheet with formulas (.8); further research on authorization of LTIP program and vesting post-petition (.3).	2.10	4,084.50
03/12/25	BR4	Call with the Special Committee regarding plan structure (0.6); emails regarding same (0.1).	0.70	1,092.00
03/13/25	BR4	Review and revise the plan (1.5).	1.50	2,340.00
03/13/25	PT	Coordinate information with M. Soule regarding equity splits with and without LTIPs and Safes (.5); gather documents to analyze proposed plan waterfall analysis (.5); review fee budgets as part of projected burn (.5); circulate plan draft to company for review (.5); correspondence with D. Eaton regarding call to review resolution of investigation by special committee (.3); revise and recirculate updated plan settlement structure after call (.3).	2.60	5,057.00
03/17/25	PT	Correspondence with B. Funk regarding warrant exercise and the basis therefor (.1); correspondence with B. Funk regarding settlement negotiations privileges (.2); coordinate with M. Soule to review warrants and warrant purchase agreement (.5); coordinate with A. Popescu and D. Holzman regarding warrant exercise (.3); email correspondence with B. Funk	1.80	3,501.00

**quinn emanuel trial lawyers**

April 15, 2025  
Page 53

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		regarding exercising warrants at penny being untenable (.3); coordinate updated scenarios for plan distributions (.2); coordinate additional documentation regarding warrants (.2).		
03/18/25	BR4	Emails regarding the plan and disclosure statement (0.4).	0.40	624.00
03/19/25	PT	Creditor update call with Amber M. Carson, Jason S. Brookner, Michael Robinson, Andrew Popescu regarding Fairbairn warrants (.5); continued correspondence with B. Funk regarding invalidity of warrant arguments (.3); continue review and analysis of Fairbairn warrants(.2); correspondence with J. Stokes regarding Safe instruments (.3); coordinate research on recharacterization and other theories into objection to SAFE claim (.2); continue analysis of warrant/SAFE interaction (.2).	1.70	3,306.50
03/19/25	BR4	Review and revise the plan (1.9).	1.90	2,964.00
03/21/25	RI	Review and revise the draft plan (3.7).	3.70	6,160.50
03/21/25	LMW	Review and revise the disclosure statement (5.2); emails to B. Roth re: same (.4).	5.60	9,324.00
03/22/25	BR4	Emails regarding the plan and disclosure statement (0.5).	0.50	780.00
03/22/25	LMW	Review edits to the plan (1.7); review and revise the disclosure statement (2.5); emails to B. Roth re: same (.2).	4.40	7,326.00
03/23/25	BR4	Review and revise the plan (2.2).	2.20	3,432.00
03/23/25	LMW	Emails with B. Roth re: the settlement plan treatment (1.4); review and revise the disclosure statement (1.9).	3.30	5,494.50

**quinn emanuel trial lawyers**

April 15, 2025

Page 54

Matter #: 12875-00001

Invoice Number: 101-0000187677

03/24/25	PT	Strategy call with Charles Topping, S. Wells, David Dunn, Michael Robinson, Morgan Soule to discuss the plan and disclosure statement (.9).	0.90	1,750.50
03/24/25	BR4	Review and revise the plan (3.1).	3.10	4,836.00
03/25/25	RI	Conferences with Quinn Emanuel, Province, and Debtor teams regarding the plan (1.8); conference with C. Underwood regarding the special committee (0.3).	2.10	3,496.50
03/25/25	BH2	Revise the proposed order regarding exclusivity (.5) and forward same to P. Tomasco for additional changes (.1).	0.60	393.00
03/25/25	BR4	Review and revise the plan (2.1).	2.10	3,276.00
03/26/25	RI	Conference with Quinn Emanuel and Province teams and D. Eaton regarding the plan (0.9).	0.90	1,498.50
03/26/25	BR4	Review and revise the plan (2.5).	2.50	3,900.00
03/27/25	BH2	Draft the Certificate of Counsel Regarding the Exclusivity Motion and exhibits (1.1); file same (.3) and forward file-stamped copies to the Client (.1).	1.50	982.50
03/27/25	BR4	Review and revise the plan (0.7).	0.70	1,092.00
03/27/25	PT	Call to discuss Safe claim objection to detail legal arguments to support proposed plan treatment with Ben Roth, Andrew Popescu, Razmig Izakelian, Sarah Schultz, O. Moor, Hurley Mitchell (.7); follow up with contribution agreements (.3); review research on subordination (.4); correspond with D. Eaton and S. Wells regarding same (.2); provide cash waterfall to A. Carson (.2); review and evaluate the status of unvested LTIP awards (.3); suggest	2.70	5,251.50

**quinn emanuel trial lawyers**

April 15, 2025  
Page 55

Matter #: 12875-00001  
Invoice Number: 101-0000187677

		revisions to the waterfall (.1); comment on the mediation order (.1); respond to A. Carson emails (.2); review and finalize the proposed agreed order regarding mediation (.2).		
03/27/25	BH2	Incorporate attorneys' changes to the proposed mediation order re plan issues (.7).	0.70	458.50
03/28/25	PT	Conference with Sarah Schultz, Mitchell Hurley, Michael Robinson, Eric Winston, Razmig Izakelian to discuss legal aspects of plan waterfall and objection to claim (.8); follow up document transmittal (.3).	1.10	2,139.50
03/28/25	PT	Call with D. Eaton and M. Robinson regarding the waterfall contribution agreement, options, and other issues relevant to the settlement of equity splits (.6); coordinate completion of research projects requested by D. Eaton (.6).	1.20	2,334.00
03/28/25	BH2	Incorporate attorneys' comments to the proposed Agreed Mediation Order (.5) and file the proposed Agreed Mediation Order Appointing Judge Marvin Isgur as Mediator (.3).	0.80	524.00
SUBTOTAL			69.70	114,611.50

**xv Relief from Stay and Adequate Protection**

03/18/25	RH9	Legal research into automatic stay application (5.0).	5.00	5,825.00
03/19/25	BR4	Research related to automatic stay question and discovery (0.5).	0.50	780.00
03/20/25	RH9	Legal research into automatic stay (1.0).	1.00	1,165.00
SUBTOTAL			6.50	7,770.00

**quinn emanuel trial lawyers**

April 15, 2025

Page 56

Matter #: 12875-00001

Invoice Number: 101-0000187677

**Fee Summary**

Attorneys	Init.	Title	Hours	Rate	Amount
Eric D. Winston	EDW	Partner	4.20	1,990.00	8,358.00
Patty Tomasco	PT	Partner	180.70	1,945.00	351,461.50
Daniel Holzman	DH3	Counsel	8.20	1,775.00	14,555.00
Lindsay M. Weber	LMW	Associate	83.00	1,665.00	138,195.00
Razmig Izakelian	RI	Associate	93.90	1,665.00	156,343.50
Alain Jaquet	AJ4	Associate	186.90	1,560.00	291,564.00
Ben Roth	BR4	Associate	85.90	1,560.00	134,004.00
Laura Santos-Bishop	LSB	Associate	3.70	1,560.00	5,772.00
Rachel Harrington	RH9	Associate	86.70	1,165.00	101,005.50
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	74.80	655.00	48,994.00
Litigation					
Support/Document					
Management Services	Init.	Title	Hours	Rate	Amount
Daniel Waingarten	DW1	Litigation Support	7.70	210.00	1,617.00
Raul Vasquez	RV2	Litigation Support	108.70	210.00	22,827.00
Linda Yanez	LY1	Litigation Support	3.20	210.00	672.00
Cheryl Torunyan	CT3	Litigation Support	1.20	210.00	252.00
Ryan Lopez	RL1	Litigation Support	15.00	210.00	3,150.00

**Expense Summary**

Description	Amount
Hearing transcript(s)	51.00
Online Research	0.00
Document Reproduction	0.10 21.80
Word processing	0.00
Velobind	3.03
Air travel	651.89

**Litigation Support Costs**

(Charges based on market not cost)

RelOne User Fee	0.00
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## quinn emanuel trial lawyers

April 15, 2025

Page 57

Matter #: 12875-00001

Invoice Number: 101-0000187677

Description	Amount
RelOne TIFF (per page)	0.00
RelOne Processing	0.00
RelOne Repository Hosting (Per GB)	1,554.68
RelOne Active Hosting (Per GB)	2,100.60
Total Expenses	\$4,383.00

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

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

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
EIGHTH MONTHLY FEE STATEMENT FOR THE PERIOD  
APRIL 1, 2025, THROUGH APRIL 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 April 1, 2025, through April 30, 2025 (the “Eighth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$1,216,164.40 (80% of the services rendered), plus \$2,012.46 (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 Eighth 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 23rd day of June, 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

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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

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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 80% Discount
ii	Asset Disposition	214.2	\$357,870.50	\$286,296.40
v	Business Operations	4.2	\$8,169.00	\$6,535.20
vi	Case Administration	74.9	\$104,204.00	\$83,363.20
vii	Claims Administration and Objections	150.7	\$214,592.50	\$171,674.00
viii	Corporate Governance and Board Matters	6.7	\$13,031.50	\$10,425.20
ix	Employee Benefits and Pensions	24.0	\$41,042.00	\$32,833.60
x	Employment and Fee Applications	57.5	\$43,891.50	\$35,113.20
xi	Financing/Cash Collateral	1.5	\$1,903.50	\$1,522.80
xii	Litigation	455.1	\$612,464.00	\$489,971.20
xiii	Non-working Travel	25.5	\$43,630.00	\$17,452.00
xiv	Plan and Disclosure Statement	61.4	\$101,222.00	\$80,977.60
	Total	1,075.7	\$1,542,020.50	\$1,216,164.40

**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	185.6	\$360,992.00
Alexander J. Merton	Partner	2011	White Collar /Government Investigations	\$1,860.00	2.5	\$4,650.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	38.5	\$68,337.50
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	79.7	\$132,700.50
Lindsay Weber	Associate	2008	Bankruptcy & Restructuring	\$1,665.00	124.6	\$207,459.00
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	65.1	\$101,556.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	121.6	\$189,696.00
Sam Donohue	Associate	2019	Litigation	\$1,560.00	2.1	\$3,276.00
Laura Santos-Bishop	Associate	2020	Commercial Litigation	\$1,560.00	5.7	\$8,892.00
Deshani Ellis	Associate	2020	Commercial Litigation	\$1,560.00	77.5	\$120,900.00
Zach Meeker	Associate	2022	Complex Litigation	\$1,435.00	18.2	\$26,117.00
Eli Pales	Associate	2022	Litigation	\$1,315.00	6.1	\$8,021.50
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	130.5	\$152,032.50
Scott Anderson	Associate	2024	Litigation	\$1,035.00	.9	\$931.50
Lance Frankel	Associate	2024	Litigation	\$1,035.00	80.5	\$83,317.50
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	99.9	\$65,434.50
Ryan Lopez	Litigation Support			\$210.00	2.1	\$441.00
Linda Yanez	Litigation Support			\$210.00	1.5	\$315.00
Raul Vasquez	Litigation Support			\$210.00	33.1	\$6,951.00

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Total					1,075.7	\$1,542,020.50

### **EXHIBIT C**

#### **Summary of Expenses for the Fee Period**

Expense	Amount
Parking	\$50.00
Lexis Courtlink – off contract	\$3.80
Meals during travel	\$24.57
Hotel	\$1,479.41
Out of-town travel	\$28.44
Velobind	\$9.09
Black and white document reproduction (\$.10 per page)	\$33.30
Color document reproduction (\$.25 per page)	\$29.75
Tabs	\$13.50
Hearing Transcripts	\$340.60
Total	\$2,012.46

**quinn emanuel trial lawyers**

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

May 12, 2025

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

Matter #: 12875-00001  
Invoice Number: 101-0000189048  
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

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

Fees	\$1,542,020.50
Travel Adjustment 50%	<u>-\$21,815.00</u>
Net Billed Fees	\$1,520,205.50
Expenses	<u>\$2,012.46</u>
Net Amount	\$1,522,217.96
Total Due This Invoice	\$1,522,217.96
Balance Due from Previous Statement(s)	\$1,778,631.60
Total Balance Due	<u>\$3,300,849.56</u>

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

**quinn emanuel trial lawyers**

May 12, 2025

Page 2

Matter #: 12875-00001

Invoice Number: 101-0000189048

**Statement Detail****ii Asset Disposition**

04/01/25	PT	Telephone call with D. Eaton regarding various equity document interactions (.3); correspond with R. Harrington regarding memorandum on interactions (.2); follow up correspondence with D. Eaton (.2); telephone conference with T. Schmeltz regarding equity distribution issues (.2); continue research regarding warrant analysis and related issues (.3); emails with D. Eaton regarding results of research (.2); coordinate with C. Toppin and M. Soule regarding warrants research; emails with R. Harrington regarding additional research topics (.3); coordinate with R. Harrington to distribute memorandum to T. Schmeltz (.1).	1.80	3,501.00
04/01/25	LMW	Emails with M. Soule re: warrants (.7); legal research re: same (1.4).	2.10	3,496.50
04/01/25	RH9	Draft a memorandum regarding warrants (3.2); legal research into warrant issues (1.0).	4.20	4,893.00
04/01/25	PT	Coordination emails with S. Lockhart and management regarding preparation for closing and hearing to approve sale (.5); follow up correspondence with S. Lockhart (.5); correspondence with G. Steinman regarding status of closing documents (.1); review and circulate with strategy draft of the Purchase and Sale Agreement and exhibits for Whinstone settlement (.1).	1.20	2,334.00
04/02/25	RH9	Draft Robinson declaration in and direct for settlement hearing (5.2).	5.20	6,058.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 3

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/02/25	AJ4	Review memorandum regarding non-exercisability of the warrants (0.2); correspond with R. Harrington in connection with the same (0.1).	0.30	468.00
04/02/25	AJ4	Prepare outline for the direct examination of M. Robinson in connection with the settlement/sale hearing (5.7); correspond with R. Harrington in connection with the same (0.1); correspond with P. Tomasco in connection with the same (0.1).	5.90	9,204.00
04/02/25	PT	Conference with Mark Moore, Steven Lockhart, Daniel Holzman, Chris Babcock, Mitch Holliman regarding mechanics for closing and revisions to the Purchase and Sale Agreement draft (.5); continue review and edits to Purchase and Sale Agreement and attachments (.5); coordinate with company management regarding identity of seller entities and related strategy issues (.5); discuss closing logistics and coordinate with company management (.3); coordinate with M. Moore regarding employee transition issues (.2); correspond with K. Hays regarding Purchase and Sale Agreement closing mechanics (.1).	2.10	4,084.50
04/02/25	RH9	Draft additions to warrant memorandum (1.0).	1.00	1,165.00
04/02/25	LMW	Review edits to the Purchase and Sale Agreement (.7).	0.70	1,165.50
04/02/25	PT	Call to discuss waterfall scenarios with Sarah Schultz, Michael Robinson, David Dunn, Razmig Izakelian, Mitchell Hurley, Oliver De Moor (.3); review and coordinate collation of evidence around various equity interest negotiations (.2);	2.00	3,890.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 4

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		forward warrant instruments to M. Fox (.3); review penny warrants issuance documents (.3); extended conference call with R. Izakelian and M. Robinson regarding LTIP program and simplifying chart (.2); work on gathering additional equity documents to analyze common shares issue (.3); coordinate call with Special Committee to discuss approach issues (.4).		
04/02/25	BH2	Review documents regarding Penny Warrants and save to worksite for attorneys' review (.5); review documents regarding the Fairbairn Warrants and save to worksite for attorneys' review (.6).	1.10	720.50
04/02/25	DH3	Conference call with P. Tomasco and S. Lockhart to discuss Purchase and Sale Agreement (.3).	0.30	532.50
04/02/25	DH3	Read and revise the Purchase and Sale Agreement (5.3).	5.30	9,407.50
04/03/25	PT	Call to discuss tax matters with Chris Rayner, Andrew Popescu, Maryam Nicholes, Kevin Hays, O. De Moor, M. Hurley, Sara Schultz, David Dunn, Michael Robinson, Morgan Soule, David Dunn (.4); correspond with J. Stokes regarding preparation for sale hearing(.2); correspond with M. Moore regarding ad valorem tax splits (.5); preparation for sale hearing and assembling potential witnesses and support (.4); correspond with Foley team and management team regarding transition logistics (.4).	1.90	3,695.50
04/03/25	RH9	Draft and revise the Robinson Declaration and direct testimony (4.5); create witness list (.7).	5.20	6,058.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 5

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/03/25	AJ4	Correspond with R. Harrington regarding preparation of the outline for the direct examination of M. Robinson (0.2).	0.20	312.00
04/03/25	LMW	Emails with A. Jaquet and R. Harrington re: Purchase and Sale Agreement releases (.6).	0.60	999.00
04/03/25	LMW	Emails with Quinn Emanuel team re: treatment of warrants (.4).	0.40	666.00
04/03/25	BR4	Emails regarding sale hearing and document requests (0.9).	0.90	1,404.00
04/03/25	DH3	Review emails regarding the settlement (.1).	0.10	177.50
04/03/25	PT	Review and analyze penny warrants (.3); further correspondence with B. Funk regarding warrant exercise and LTIP issues (.3); coordinate response letter draft regarding warrants (.2); correspondence with M. Fox (.3); correspondence with J. Brookner (.2); correspondence with B. Funk regarding various equity instruments and contracts (.4).	1.70	3,306.50
04/04/25	PT	Call to discuss closing logistics with Steven Lockhart, Mark Moore, Daniel Holzman, Alain Jaquet, Rob Slovak, Michael Thomas (.8); follow up with management to coordinate information needed by Whinstone for the Purchase and Sale Agreement negotiation (1.0); correspond with C. Topping and M. Soule regarding comments to the draft Purchase and Sale Agreement (.3); review and incorporate company edits to the Purchase and Sale Agreement; (.2); coordinate follow up call with Foley team to discuss correspondence (.3) telephone conference with S. Schultz and M. Hurley regarding the form of release for their comments (.2);	7.80	15,171.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 6

Matter #: 12875-00001  
Invoice Number: 101-0000189048

coordinate comments from litigation team regarding terms of release and forms of dismissal orders (.3); correspond with K. Hays regarding timing of possession and closing (.2); coordinate responses to Foley team questions regarding operations (.3); additional correspondence regarding stock delivery logistics with Foley (.2); follow up with the company regarding stock broker identity and services of same(.3); review and edit Robinson declaration for hearing(.2); correspond with M. Robinson regarding preparation for hearing (.3); coordinate additional closing logistics questions between buyer and seller (.2); coordinate market valuation for adjacent real estate (.3); coordinate comments from Akin team to form of order (.2); coordinate site visit (.3); provide Akin with multiple opportunities to mark up form of order and release documents (.2); coordinate adding release form for supersedeas bond (.3); coordinate additional company comments to the Purchase and Sale Agreement (.2); further revisions and update to the Purchase and Sale Agreement (.3); revise the Purchase and Sale Agreement to incorporate term sheet changes from Akin (.2); coordinate Akin changes with Foley team (.3); correspond with management regarding questions on miner transition issues (.2); distribute order and the Purchase and Sale Agreement drafts to the mediation parties (.5).

04/04/25	LMW	Emails with Quinn Emanuel team re: Whinstone settlement (.7); review and revise proposed settlement order (.6); review of edits to settlement	2.00	3,330.00
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**quinn emanuel trial lawyers**

May 12, 2025  
Page 7

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		agreement (.4); emails with Quinn Emanuel team re: same (.3).		
04/04/25	BR4	Emails regarding sale documents and hearing (0.9).	0.90	1,404.00
04/05/25	PT	Review and comment on letter to B. Funk regarding Warrants (.4); finalize letter to B. Funk (.3); follow up on research regarding effect of stay (.3); correspondence with J. Brookner regarding same (.2); review correspondence from M. Hurley and forward to the Chief Restructuring Officer (.2); conference with M. Robinson regarding same (.2).	1.60	3,112.00
04/05/25	PT	Correspondence regarding tax effects of sale (.2); correspondence regarding transitioning miners to buyer (.5); distribute sale order and the Purchase and Sale Agreement to Committee Counsel (.2).	0.90	1,750.50
04/06/25	PT	Multiple rounds of revisions to the sale order and Purchase and Sale Agreement (.5); correspond with Foley team regarding additional changes from Akin (.5); incorporate additional changes to the forms of order and the Purchase and Sale Agreement (.5); coordinate with B. Asay and W. Thompson regarding form of order to release Milam County bond (.5); discuss miner pooling transition issues with C. Blackmon (.3); multiple revisions to proposed sale order to remove redundancies (.2); correspond with M. Moore regarding order; (.3); forward additional changes to S. Schultz and M. Hurley with explanation (.2); correspond with R. Mates regarding no allocation of sales price (.3); exchange updated drafts with Foley team after incorporating	7.10	13,809.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 8

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Akin changes (.2); correspond with R. Mates (.3); correspond with S. Schultz (.2); extended correspondence with Akin team regarding definitions and reason for changes(.5); review Purchase and Sale Agreement with management team (.5); multiple rounds of revisions with Foley and Akin teams (.5); distribute revised order and PSA to mediation parties (1.0); revise draft declaration in support of Whinstone settlement (.6).		
04/06/25	RI	Review and revise the proposed order, settlement and release, and Purchase and Sale Agreement (3.7).	3.70	6,160.50
04/07/25	AJ4	Correspond with B. Howell regarding the settlement and sale order (0.2); correspond with R. Izakelian regarding same (0.1).	0.30	468.00
04/07/25	BH2	Draft Notice of Intent to Adduce Testimony (.3) and file same (.3); draft Notice of Filing Proposed Order prepare exhibits (.8); file same (.3); work with attorneys to prepare for hearing on the 8th of April (4.0); prepare pleading notebook for P. Tomasco (.4).	6.10	3,995.50
04/07/25	DH3	Review the revised Purchase and Sale Agreement (1.6).	1.60	2,840.00
04/07/25	RI	Review and revise the Purchase and Sale Agreement and order (1.8).	1.80	2,997.00
04/07/25	PT	Status update call with Sarah Schultz, Mark Moore, Razmig Izakelian, Mitchell Hurley, Elizabeth Scott, Steven Lockhart (1.0); coordinate witness and exhibit list for sale hearing(1.0); conference with M. Robinson regarding testimony outline and declaration drafts(1.0); multiple additional changes to exhibit list(.5); coordinate finalization	9.40	18,283.00

**quinn emanuel trial lawyers**

May 12, 2025

Page 9

Matter #: 12875-00001

Invoice Number: 101-0000189048

and filing of redline sale order(.5); coordinate finalization and filing of exhibit list(.5); multiple emails with C. Topping regarding seller identity(.5); correspond with R. Mates regarding objection to sale hearing(.5); telephone conference with S. Schultz regarding hearing(.5); telephone conference with M. Robinson regarding potential cross examination (.5); prepare for and participate in testimony preparation call with M. Robinson and B. Roth(.7); draft hearing presentation in light of anticipated speaking objections from Akin(.5); edit direct testimony presentation(.5); review and coordinate exhibit list into hearing presentation(.5); preparation for hearing (.7).

04/07/25	BR4	Meet with P. Tomasco regarding 9019 hearing (0.6); call with M. Robinson and P. Tomasco regarding testimony (0.7); review and revise witness outline (1.8).	3.10	4,836.00
04/08/25	AJ4	Review and revise the draft presentation for settlement and sale hearing (0.4); correspond with P. Tomasco regarding the same (0.1); prepare for (.3) and attend the hearing (.7); correspond with G. Grayson regarding same (0.1); correspond with A. Schultz regarding same (0.1).	1.70	2,652.00
04/08/25	RH9	Attend and take notes at hearing (.8).	0.80	932.00
04/08/25	BR4	Attend hearing (.8).	0.80	1,248.00
04/08/25	BH2	Continue to prepare for 9:00 a.m. hearing, including preparing and filing the Second Amended Exhibit List (2.5); attend hearing via telephone (.7); download, and	3.90	2,554.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 10

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		forward to the Client, the orders entered during the hearing (.2); complete the Transcript Order Form (.2) and file with the Court (.3).		
04/08/25	DH3	Revise the Purchase and Sale Agreement (.6).	0.60	1,065.00
04/08/25	LMW	Prepare motions for payment of interest (3.7); legal research re: same (1.8).	5.50	9,157.50
04/08/25	PT	Revisions to the hearing presentation; review email chains and history (.5); coordinate print outs of relevant emails as rebuttal (.5); revise hearing presentation (.5); coordinate with B. Roth regarding finalization of direct outline of M. Robinson (.5); coordinate uploading of second revised the Purchase and Sale Agreement to address Akin concerns with identity of sellers (.5); coordinate second amended exhibit list (.5); prepare for and prosecute sale hearing and hearing on mediation status conference (.5); follow up conference with M. Robinson (.3); coordinate with D. Holzman to close transaction (.2); emails with D. Eaton and R. Szkoda regarding comments to the Purchase and Sale Agreement (.1).	4.10	7,974.50
04/08/25	PT	Tax coordination call with Kevin Hays, Ryan Staff, Scott Thomas, Maryam Nicholas, David Dreher, Michael Robinson, Charles Topping (.8).	0.80	1,556.00
04/08/25	PT	Correspond with S. Blackmon regarding payoff amount for secured claim (.3).	0.30	583.50
04/09/25	PT	Forward the draft Purchase and Sale Agreement to T. Schmeltz (.3); coordinate next set of revisions to the	1.00	1,945.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 11

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Purchase and Sale Agreement and exhibits (.4); email to Foley team regarding same; ascertain status of license agreement to purchaser (.3).		
04/09/25	DH3	Exchange emails with P. Tomasco regarding the Purchase and Sale Agreement (.3) and review closing documents (1.1).	1.40	2,485.00
04/10/25	LMW	emails to P. Tomasco re: motion updates (.2).	0.20	333.00
04/10/25	PT	Coordinate motions to pay secured and unsecured creditors in light of the potential closing of the Whinstone transaction (.2); correspondence with L. Weber regarding same (.1).	0.30	583.50
04/10/25	PT	Correspondence regarding IP license needed for closing (.5); coordinate updated motions and orders of dismissal as exhibits to the Purchase and Sale Agreement with D. Holzman (.5); review and forward draft license agreement (.3).	1.30	2,528.50
04/11/25	LMW	Call with Quinn Emanuel team re: interim motions (.3); review and revise post-petition payment motions (3.7); emails to B. Roth re: same (.1).	4.10	6,826.50
04/11/25	DH3	Revise the Purchase and Sale Agreement (1.2).	1.20	2,130.00
04/11/25	PT	Coordinate with Foley and management teams regarding stock transfer logistics (.5); further exchanges of edits to the Purchase and Sale Agreement and deal documents (.3); coordinate license agreement issues with Stris/HK teams (.5).	1.30	2,528.50
04/13/25	PT	Correspond with T. Schmeltz regarding penny warrants (.2).	0.20	389.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 12

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/13/25	DH3	Review comments to the Purchase and Sale Agreement (.3) and send email to the Clients regarding the same (.1).	0.40	710.00
04/14/25	PT	Conference to review intellectual property issues and draft Rhodium License Agreement with Charles Topping, Elizabeth Brannen, Daniel Holzman, Morgan Soule, Becky Rice, Chase Blackmon (.5); additional confirmatory emails regarding Riot stock recipient (.5); respond regarding preemption of bulk transfer laws and related research regarding same(.5); correspondence with C. Topping regarding level of board approval needed for transaction (.5); follow up with T. Schmeltz regarding same (.5); email to C. Topping regarding board approval issue (.4).	2.90	5,640.50
04/14/25	PT	Forward examples of secured creditor payment motions to L. Weber (.3); research regarding unsecured creditor payment before plan and forward prior examples and research (.2).	0.50	972.50
04/14/25	LMW	Review and revise the motion to pay secured creditors adequate protection (2.3); legal research re: same (2.1); emails to Quinn Emanuel team re: same (.2).	4.60	7,659.00
04/14/25	DH3	Revise the Purchase and Sale Agreement (2.0) and call with D. Eaton to discuss approval of same (.1).	2.10	3,727.50
04/15/25	PT	Coordinate with A. Merton regarding the tax issues with the sale transaction. (.3); conference with A. Merton and forward relevant documents (.2); comment on outside	2.10	4,084.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 13

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		date for closing the Purchase and Sale Agreement (.3); further coordination of stock brokerages for transfer of RIOT shares to Rhodium (.2); correspond with K. Hays regarding same (.3); forward relevant follow up information to AJ Merton for analysis (.2); forward tax documents to Foley team (.3); attend conference to coordinate with stock broker on receipt and sale of RIOT shares with Kevin Hays, Mike Mayerhofer, Alex Peloubet, Ashley Jonson, Charles Topping, Michael Tangy, Chase Blackmon, Cameron Blackmon (.3).		
04/15/25	DH3	Revise the Purchase and Sale Agreement (5.7) and call with Clients to discuss the same (.2).	5.90	10,472.50
04/16/25	PT	Coordinate with tax disputes partners and M. Soule regarding tax allocation workstream (.5); coordinate call with tax consultants and AJ Merton (.5); coordinate call with K. Hays and tax professionals (.4); coordinate stock brokerage contact information for handoff (.4).	1.80	3,501.00
04/16/25	DH3	Exchange emails regarding information for the Purchase and Sale Agreement (.2).	0.20	355.00
04/17/25	PT	Conference regarding tax workstreams with Chris Rayner, Kevin Hays, Maryam Nicholes, Michael Robinson, Morgan Soule, Charles Topping, Andrew Popescu, Charlotte Underwood (.5); closing coordination call with Steven Lockhart, Mark Moore, Daniel Holzman (.5); respond to K. Hays regarding terms and conditions of settlement releasing profit share payments (.5); correspondence with management and Foley team	2.30	4,473.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 14

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		regarding employee transition issues (.5); coordinate tax expert retention with AJ Merton and M. Nicholes (.3).		
04/17/25	PT	Multiple telephone conferences with D. Eaton regarding analysis of equity documents (.5).	0.50	972.50
04/17/25	DH3	Conference call with P. Tomasco and Foley regarding the Purchase and Sale Agreement (.2) and send email to the Clients regarding the same (.2).	0.40	710.00
04/18/25	PT	Conference regarding License Agreement with Daniel Holzman, Charles Topping, Charles, Elizabeth Brannen, Morgan Soule, Becky Rice, Chase Blackmon, Cameron Blackmon, Kevin Hays (1.0); follow up conference with Riot regarding License Agreement (.5); Daniel Holzman, Steven Lockhart, Mark Moore, Justin Cohen, Elizabeth Brannen (.5); coordinate retention of tax consultant for sale with AJ Merton and Maryam Nicholes (.6).	2.60	5,057.00
04/18/25	PT	Call with Andrew Popescu, Shane Blackmon regarding calculation of secured creditor note payment (.3).	0.30	583.50
04/18/25	DH3	Conference call with P. Tomasco, E. Brannen, Foley, and J. Cohen to discuss the Purchase and Sale Agreement and License Agreement (.6).	0.60	1,065.00
04/18/25	DH3	Call with E. Brannen to discuss the License Agreement (.4).	0.40	710.00
04/18/25	DH3	Conference call with P. Tomasco, E. Brannen, and the Clients to discuss the Purchase and Sale Agreement and License Agreement (1.0).	1.00	1,775.00
04/18/25	DH3	Revise the Purchase and Sale Agreement (1.9); draft issues list regarding the Purchase and Sale	2.60	4,615.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 15

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Agreement (.6); and revise the License Agreement (.1).		
04/19/25	DH3	Revise the Purchase and Sale Agreement (.5).	0.50	887.50
04/21/25	AJ4	Correspond with A. Popescu regarding S. Blackmon's interpretation of the note extension (0.2).	0.20	312.00
04/21/25	LMW	Review and revise the motion to pay secured interest (3.1); legal research re: same (1.3); emails to P. Tomasco re: motion filings (.3).	4.70	7,825.50
04/21/25	PT	Correspond with management regarding resolving comments to the Purchase and Sale Agreement (.3); correspond with D. Holzman regarding the scheduling closing (.3); correspond with E. Brannen regarding underlying patent applications relevant to licenses (.3).	0.90	1,750.50
04/21/25	PT	Further explanation of Fairbairn warrant research with C. Underwood (.5).	0.50	972.50
04/21/25	DH3	Exchange emails regarding the Purchase and Sale Agreement (.1) and call with J. Cohen regarding the License Agreement (.2).	0.30	532.50
04/22/25	PT	Review the VWAP price chart based on closing date (.1).	0.10	194.50
04/22/25	PT	Discussion with Becky Rice, Charles Topping, Morgan Soule regarding the RSU share (.4); follow up review of underlying documents (.2).	0.60	1,167.00
04/22/25	PT	Review prior chart of secured debt with terms (.2); coordinate with drafting team to incorporate prior analysis in motion to pay secured claims (.3); forward examples of accelerated payments outside plan to	1.90	3,695.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 16

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		use in drafting motion to pay unsecured creditors (.5); coordinate updating equity security list (.3); coordinate with K. Lee regarding amending equity security list to include contingent equity (.3); correspond with A. Jaquet regarding same (.3).		
04/22/25	DH3	Read and comment on the revised License Agreement (.2).	0.20	355.00
04/23/25	LMW	Review and revise motions for post-closing documents (2.4).	2.40	3,996.00
04/23/25	PT	Review and analyze the changes to the proposed license agreement; correspond with C. Topping regarding same (.3); correspond with C. Topping and K. Hays regarding the closing date for Purchase and Asset Agreement (.4).	0.70	1,361.50
04/23/25	PT	Email (multiple) correspondence with S. Lemmon regarding request for payment of tax reimbursement claims (.3); circulate draft motion to pay unsecured claims (.3); coordinate with A. Popescu to create a schedule of unobjectionable claims to pay as well as calculation of interest carry per day (.3).	0.90	1,750.50
04/23/25	DH3	Revise the License Agreement (.2); conference calls with the Clients to discuss the Purchase and Sale Agreement (.5); and revise the Purchase and Sale Agreement (1.8).	2.50	4,437.50
04/23/25	RH9	Draft 9019 motion and order (1.9).	1.90	2,213.50
04/24/25	PT	Coordinate stipulations of dismissal with Stris & Maher and Lehotsky Keller Cohn teams (.6); coordinate inclusion of motion to release supersedeas bond with Foley team (.6); continue review and revision of	4.70	9,141.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 17

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Kovel letter to Riveron and comments on draft letter (.6); coordinate draft Kovel letter with T. Schmeltz (.6); circulate draft Kovel letter for Riveron for comment from Barnes & Thornburg and management teams (.6); circulate draft license agreement from J. Cohen with E. Brannen and C. Topping (.6); coordinate finalization of closing documents with Foley team (.6); multiple emails with Foley team regarding components of closing documents and final forms of same (.5).		
04/24/25	PT	Correspondence with S. Lemmon regarding tax reimbursement claims (.3); coordinate information with management (.5); coordinate with management regarding the rule regarding the reimbursement of claims (.2); forward prior research regarding same (.2).	1.20	2,334.00
04/24/25	PT	Correspondence with J. Wolfshohl regarding waterfall amount and source (.6).	0.60	1,167.00
04/24/25	LMW	Review and revise the list of equity holders (.5); review and revise motions to pay interest (1.2); emails to B. Howell re: same (.3).	2.00	3,330.00
04/24/25	DH3	Review comments to the License Agreement (.1) and exchange emails regarding the same (.1).	0.20	355.00
04/25/25	PT	Conference call to review tax workstreams with Kevin Hays, Chris Wheeler, Eric Bashaw, Trace Schmeltz, Morgan Soule, Michael Robinson, AJ Merton, Charles Topping, Ashley Jonson, Alex Peloubet (1.0); conference call to discuss the Purchase and Sale	5.20	10,114.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 18

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		<p>Agreement and Closing Logistics with Steven Lockhart, Daniel Holzman, Justin Cohen, Rob Slovak, Mitch Holliman, Chris Babcock, Mark Moore, Michael Thomas, Elizabeth Brannen (1.0); follow up with K. Hays regarding VWAP issues with closing date pushed to Monday (1.0); coordinate blackline of revised Purchase and Asset Agreement to file with court in advance of closing; multiple reviews of proposed redline and notice and coordinate with B. Roth and B. Howell regarding same (1.0); finalize Kovel letter and forward to Riveron; coordinate filings of various dismissal motions as part of settlement (1.0); coordinate signatures on mutual releases (.2).</p>		
04/25/25	PT	<p>Prepare for and participate in conference call to review license agreement with Mark Moore, Justin Cohen, Daniel Holzman, Elizabeth Brannen, Steven Lockhart (.9).</p>	0.90	1,750.50
04/25/25	LMW	<p>Review and revise motions for post-petition interest (2.3); emails to B. Howell re: local notice rules (.2); prepare list of motions for client approval (.3); call to chambers to obtain hearing date (.2).</p>	3.00	4,995.00
04/25/25	DH3	<p>Revise the transaction documents (5.1) and conference calls with P. Tomasco and Foley to discuss closing (.3).</p>	5.40	9,585.00
04/25/25	BH2	<p>Work with B. Roth and P. Tomasco to prepare documents to file in preparation for the upcoming closing (2.5); draft the Notice of Filing Redlined Documents (.4); file the Notice with the redlines (.3) and forward file-stamped copies to the Client (.1).</p>	3.30	2,161.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 19

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/26/25	PT	Respond to T. Schmeltz regarding delaying claims payment motions and closing of sale (.1); response regarding costs of delay including advantageous VWAP for closing Purchase and Sale Agreement (.1); update email to T. Schmeltz regarding Proof Capital equitization (.2); comment on lack of agreement to distribute (.2); comment on lack of commitment to up C structure in warrants (.2); research structured dismissal options; conference with D. Eaton regarding same (.1).	0.90	1,750.50
04/26/25	PT	Circulate pleadings to pay out sales proceeds to avoid interest carry to T. Schmeltz, D. Eaton and S. Wells (.2); circulate motions to the counsel for the Unsecured Creditors' Committee's (.1); respond to various data inquiries (.1).	0.40	778.00
04/26/25	PT	Obtain N. Nichols's signature for Purchase and Agreement closing (.3).	0.30	583.50
04/27/25	PT	Coordinate with D. Holzman regarding preparation for closing (.3); circulate spreadsheet for VWAP calculation from RIOT (.2); coordinate with Foley team regarding same and number of shares to transfer at closing (.2); copy Rhodium management on calculation and timing of closing (.2).	0.90	1,750.50
04/27/25	DH3	Exchange emails with Foley regarding shares (.1) and exchange emails with the Clients regarding the same (.1).	0.20	355.00
04/28/25	LMW	Review and revise motions for equity interests (1.3); emails to chambers re: hearing scheduling (.2).	1.50	2,497.50
04/28/25	PT	Coordinate closing of Whinstone Settlement and related tasks (2.2).	2.20	4,279.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 20

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/28/25	DH3	Finalize the transaction documents (3.3) and call with P. Tomasco and Foley to discuss the same (.1).	3.40	6,035.00
04/28/25	BH2	Finalize and file the (i) Proposed Stipulation between Rhodium, Whinstone, and Riot Platforms (Adv 25-3047); (ii) Proposed Stipulation between Rhodium and Whinstone (Adv 24-3240); and (iii) the Rule 8023 Dismissal Agreement (District Court 25-cv-868) (.9); forward file-stamped copies to the Client (.2).	1.10	720.50
04/29/25	LMW	Review and revise secured post-petition payment motion to reflect the final payment (3.8); emails to P. Tomasco re: same (.2); emails to B. Rice re: motion filings (.3).	4.30	7,159.50
04/29/25	PT	Attend all hands call on tax estimation related to Whinstone sale (.6); coordinate with Riveron under Kovel agreement and related issues (.5).	1.10	2,139.50
04/30/25	LMW	Review of case law re: post-petition interest (1.7).	1.70	2,830.50
04/30/25	DH3	Exchange emails with P. Tomasco regarding the Purchase and Sale Agreement (.2).	0.20	355.00
SUBTOTAL			214.20	357,870.50

**ix Employee Benefits and Pensions**

04/01/25	LMW	Emails with A. Popescu re: severance payments (.8).	0.80	1,332.00
04/02/25	PT	Correspond with management regarding ordinary course severance and related employee matters (.4).	0.40	778.00
04/07/25	LMW	Call with A. Catatao re: severance (.6); legal research re: same (3.2).	3.80	6,327.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 21

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/10/25	PT	Coordinate employee severance matters with L. Weber (0.1).	0.10	194.50
04/11/25	LMW	Call with C. Blackmon re: severance issues (.6).	0.60	999.00
04/14/25	LMW	Emails to C. Blackmon re: employment agreements (.3).	0.30	499.50
04/15/25	PT	Correspondence with D. Eaton regarding employee severance research and claims (.5); correspond with T. Schmeltz regarding employee severance program implementation (.5); correspondence with L Weber regarding anticipated severance payments and analysis under cases addressing post-confirmation and ordinary course severance (.4).	1.40	2,723.00
04/15/25	LMW	Emails to A. Popescu re: severance agreements (.3); review of schedule re: same (.5); call with Rhodium team re: same (1.1); review and revise language re: severance (1.6).	3.50	5,827.50
04/16/25	LMW	Legal research re: post-petition amendments to employment contracts (2.7); emails to A. Catatao re: same (.2).	2.90	4,828.50
04/16/25	BR4	Emails regarding severance questions and LTIP documents (0.6).	0.60	936.00
04/17/25	LMW	Review updated schedule of severance payments (1.3); review of employment contracts re: same (1.2); review and revise research re: severance (1.3); emails to A. Popescu re: same (.5).	4.30	7,159.50
04/17/25	PT	Review severance agreements and coordinate with other employee data (.6); coordinate review by employment/ERISA counsel (.1).	0.70	1,361.50
04/18/25	LMW	Call with Rhodium team re: employment agreements (.7).	0.70	1,165.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 22

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/21/25	PT	Review and comment on severance agreement (.2); coordinate review by employment team (.1).	0.30	583.50
04/21/25	LMW	Review and revise severance agreements (.7); emails to D. Holzman re: same (.2).	0.90	1,498.50
04/21/25	DH3	Review emails regarding employee severance disclosure (.1).	0.10	177.50
04/22/25	PT	Discuss contingent severance benefits program with Lindsay Weber, Chase Blackmon, Charles Topping, Alicia Catatao, Morgan Soule, Ben Roth, Laura Santos, Razmig Izakelian (.6).	0.60	1,167.00
04/22/25	LMW	Call with Rhodium team re: severance payments post-emergence (.6).	0.60	999.00
04/22/25	DH3	Read and comment on the severance agreement (1.4).	1.40	2,485.00
SUBTOTAL			24.00	41,042.00

**v Business Operations**

04/01/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson. (.06).	0.60	1,167.00
04/04/25	PT	Operations strategy meeting with Morgan Soule, Chase Blackmon, Cameron Blackmon, Charles Topping, Charles Topping, Kevin Hays, Becky Rice, Michael Robinson, Andrew Popescu (.4).	0.40	778.00
04/08/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson(.4).	0.40	778.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 23

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/10/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson Becky Rice, Andrew Popescu (.1).	0.10	194.50
04/14/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.6).	0.60	1,167.00
04/15/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.5).	0.50	972.50
04/17/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson (.6).	0.60	1,167.00
04/22/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson Becky Rice, Andrew Popescu (.5).	0.50	972.50
04/24/25	PT	Operations strategy meeting with Chase Blackmon, Cameron Blackmon, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson Becky Rice, Andrew Popescu (.5).	0.50	972.50
SUBTOTAL			4.20	8,169.00

**vi Case Administration**

04/01/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/01/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5);	1.00	1,665.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 24

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		conference with Quinn Emanuel and Province teams and the company regarding case (0.5).		
04/01/25	PT	Prepare for (.1) and participate in call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber regarding the status of the case (0.5).	0.60	1,167.00
04/01/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50
04/02/25	PT	Prepare for (.3) and participate in task coordination call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.80	1,556.00
04/02/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50
04/02/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/03/25	PT	Strategy call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/03/25	RH9	Conference with Province and Quinn Emanuel teams regarding strategy. (.5).	0.50	582.50
04/03/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/04/25	RH9	Legal research for correspondence to creditors (3.0); draft correspondence (3.0).	6.00	6,990.00
04/04/25	PT	Task and strategy coordination call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 25

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/04/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/04/25	RH9	Conference with Province and Quinn Emanuel teams regarding strategy (.5).	0.50	582.50
04/04/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/07/25	PT	Prepare for (.4) and participate in strategy call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.90	1,750.50
04/07/25	AJ4	Attend telephone conference with P. Tomasco, K. Lee, et al. regarding case status and next steps (0.5).	0.50	780.00
04/07/25	AJ4	Attend telephone conference with R. Izakelian, R. Harrington, et al. regarding weekly tasks (0.5).	0.50	780.00
04/07/25	BH2	Draft Motion for Admission Pro Hac Vice on behalf of Ben Roth (.2); file same (.3).	0.50	327.50
04/07/25	RI	Conference with Quinn Emanuel and Province teams regarding the case (0.5).	0.50	832.50
04/08/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington et al. regarding case status and strategy (0.5).	0.50	780.00
04/08/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
04/08/25	PT	Prepare for (.1) and participate in call with Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber, Cameron Kelly, Kristen Lee, Michael Robinson (.5).	0.60	1,167.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 26

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/08/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/09/25	AJ4	Attend telephone conference with P. Tomasco, K. Lee et al. regarding case status and next steps (0.5).	0.50	780.00
04/09/25	RH9	Conference with Quinn Emanuel and Province teams regarding strategy (.5).	0.50	582.50
04/09/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/09/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/09/25	BR4	Call with Quinn Emanuel and Province teams regarding plan updates (0.5).	0.50	780.00
04/10/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and next steps (0.5).	0.50	780.00
04/10/25	RH9	Quinn Emanuel team meeting to discuss strategy (.3).	0.30	349.50
04/10/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/10/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/11/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/11/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and next steps (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 27

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/11/25	RH9	Conference with Province and Quinn Emanuel teams regarding strategy. (.5).	0.50	582.50
04/11/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/11/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	1.30	2,028.00
04/14/25	AJ4	Attend telephone conference with P. Tomasco, M. Robinson, et al. regarding case status and next steps (0.5).	0.50	780.00
04/14/25	AJ4	Attend telephone conference with P. Tomasco, R. Izekilian, et al. regarding weekly tasks (0.5).	0.50	780.00
04/14/25	RH9	Quinn Emanuel team strategy meeting to discuss assignments and next steps (.5); conference with Province and Quinn Emanuel teams regarding strategy (.5).	1.00	1,165.00
04/14/25	LMW	Call with Quinn Emanuel team and Province re: case updates (.5).	0.50	832.50
04/14/25	RI	Conference with Quinn Emanuel team regarding case (0.5); conference with Quinn Emanuel and Province teams regarding case (0.5).	1.00	1,665.00
04/14/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/15/25	AJ4	Prepare for (.1) and attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and strategy (0.3).	0.40	624.00



**quinn emanuel trial lawyers**

May 12, 2025

Page 28

Matter #: 12875-00001

Invoice Number: 101-0000189048

04/15/25	PT	Prepare for (.2) and participate in call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.3).	0.50	972.50
04/15/25	PT	Call to discuss document retention and information system transition with Alicia Catatao, Andrew Popescu, Kristen Lee, Zach Kerr, Charles Topping (.5).	0.50	972.50
04/15/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50
04/15/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.3).	0.30	468.00
04/16/25	PT	Prepare for (.2) and attend task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.3).	0.50	972.50
04/16/25	AJ4	Prepare for (.2) and attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding case status and strategy (0.3).	0.50	780.00
04/16/25	RH9	Prepare for (.2) and attend telephone conference with Quinn Emanuel and Province teams to discuss strategy (.3).	0.50	582.50
04/16/25	BH2	Review Pacer docket (.3) and download documents for attorneys' review (.3); review documents received from P. Tomasco (.3).	0.90	589.50
04/16/25	RH9	Conference with Quinn Emanuel team regarding strategy (.3).	0.30	349.50
04/17/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet,	0.50	972.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 29

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Ben Roth, Razmig Izakelian, Lindsay Weber (.5).		
04/17/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/17/25	BH2	Review emails from R. Izakelian and P. Tomasco and save Rhodium documents received from the Debtors on worksite for attorneys' review (.3).	0.30	196.50
04/17/25	BH2	Review the invoices from the United States Trustee for quarterly fees (.2) and forward to Province for payment (.2).	0.40	262.00
04/18/25	PT	Prepare for (.2) and attend task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.70	1,361.50
04/18/25	AJ4	Analyze notes issued to S. Blackmon to advise in connection with interest calculation under the note extension (0.4); correspond with P. Tomasco in connection with the same (0.1).	0.50	780.00
04/18/25	AJ4	Attend telephone conference with P. Tomasco, R. Izekilian, et al. regarding case status, next steps and strategy (0.5).	0.50	780.00
04/18/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/18/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50
04/18/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/18/25	BR4	Review LTIP documents (0.3); call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.80	1,248.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 30

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/21/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and strategy (0.5).	0.50	780.00
04/21/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding weekly tasks (0.5).	0.50	780.00
04/21/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/21/25	PT	Prepare for (.2) and attend the task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.70	1,361.50
04/21/25	LMW	Call with Quinn Emanuel team re: case updates (.5); call with Province team re: same (.5).	1.00	1,665.00
04/21/25	RH9	Conference with the Quinn Emanuel team to discuss strategy (.5).	0.50	582.50
04/21/25	BH2	Review ECF filings and forward to the Client for review (.4); file the March Monthly Operating Reports for each of the 19 companies (.8).	1.20	786.00
04/22/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu et al. regarding case status and strategy (0.5).	0.50	780.00
04/22/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/22/25	PT	Task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/22/25	BH2	Review Pacer docket on the Dallas adversary proceeding 345 v Imperium (25-4008) and download all	1.10	720.50

**quinn emanuel trial lawyers**

May 12, 2025

Page 31

Matter #: 12875-00001

Invoice Number: 101-0000189048

		documents listed for P. Tomasco's review (1.1).		
04/23/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and next steps (0.8).	0.80	1,248.00
04/23/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.8); emails regarding same (0.4).	1.20	1,872.00
04/23/25	PT	Tax coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.8).	0.80	1,556.00
04/23/25	RH9	Prepare for (.1) and attend conference with Quinn Emanuel and Province teams to discuss strategy (.8).	0.90	1,048.50
04/23/25	BH2	Review Motion to Withdraw as Attorney (.2) and begin to draft a limited objection (1.4); review the limited objection to motion to reconsider after the Order granting the motion is entered (2.4).	4.00	2,620.00
04/24/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. in connection with case status and strategy (0.5).	0.50	780.00
04/24/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/24/25	PT	Prepare for (.2) and attend task coordination call with Andrew Popescu, Daniel Holzman, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.70	1,361.50
04/24/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 32

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/24/25	BH2	Continue to draft the Motion to Vacate/Reconsider/Modify the Order Granting the Motion to Withdraw as Counsel (3.4).	3.40	2,227.00
04/25/25	RH9	Conference with Quinn Emanuel team to discuss strategy and assignments (.5).	0.50	582.50
04/25/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. regarding case status and next steps (0.5).	0.50	780.00
04/25/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
04/25/25	PT	Task coordination call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
04/25/25	BH2	Register P. Tomasco for the 8:30 emergency hearing on the motion to clarify the order regarding the withdrawal of counsel (.1); call in to attend the hearing not knowing it was canceled (.2).	0.30	196.50
04/25/25	BH2	Review ECF docket and download recently filed pleadings (.8); forward same to the Client (.2); calendar revised deposition dates and locations (.3).	1.30	851.50
04/25/25	BH2	Email exchange with M. Soule regarding Rhodium board minutes (.2); download board minutes and corporate documents to worksite for attorneys' review (.3).	0.50	327.50
04/28/25	AJ4	Attend telephone conference with P. Tomasco, R. Harrington, et al. in connection with case status and next steps (0.5).	0.50	780.00
04/28/25	LMW	Call with Quinn Emanuel team and Province team re: case updates (1.1).	1.10	1,831.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 33

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/28/25	BR4	Call (partial) with Quinn Emanuel and Province teams regarding case updates (0.2); emails regarding same (0.2).	0.40	624.00
04/28/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/28/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/29/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding case status and next steps (0.5).	0.50	780.00
04/29/25	LMW	Call with the Province team re: case updates (.5).	0.50	832.50
04/29/25	BR4	Call with Quinn Emanuel and Province teams regarding the status of the case (0.5).	0.50	780.00
04/29/25	RI	Conference with Quinn Emanuel and Province teams regarding case (0.5).	0.50	832.50
04/30/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. regarding case status and next steps (0.5).	0.50	780.00
04/30/25	RH9	Conference with Quinn Emanuel and Province teams to discuss strategy (.5).	0.50	582.50
04/30/25	PT	Prepare for (.2) and participate in the task coordination call with Quinn Emanuel and Province teams to discuss upcoming deadlines and issues (.5).	0.70	1,361.50
04/30/25	BR4	Prepare for (.4) and attend call with Quinn Emanuel and Province teams regarding case updates (0.5); call with L. Weber regarding same (0.3); emails regarding same (0.2).	1.40	2,184.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 34

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/30/25	RI	Prepare for (.3) and attend telephone conference with Quinn Emanuel and Province teams regarding case (0.5).	0.80	1,332.00
SUBTOTAL			74.90	104,204.00

**vii Claims Administration and Objections**

04/01/25	AJ4	Correspond and confer with L. Weber regarding the process to object to claims (1.0).	1.00	1,560.00
04/01/25	LMW	emails with A. Jaquet re: claim objections (.4); call re: same (.5).	0.90	1,498.50
04/01/25	RI	Conference with A. Jaquet and Province team regarding claims (0.5).	0.50	832.50
04/01/25	PT	Call with a Andrew Popescu, Ben Roth, Michael Fox, Michael Robinson, Razmig Izakelian to review background facts and relative positions of parties (.7); coordinate with S. Schultz regarding intercompany claims (.6).	1.30	2,528.50
04/02/25	RH9	Draft sections of the omnibus claim objection (1.3).	1.30	1,514.50
04/02/25	AJ4	Correspond with F. Sabzevani (Province) and L. Weber regarding the preparation of claim objections (0.2).	0.20	312.00
04/02/25	LMW	Prepare an outline re: omnibus claim objection (2.1).	2.10	3,496.50
04/03/25	PT	Research regarding late claims (.3); coordinate with team to draft objection to motion to file late claim (.3).	0.60	1,167.00
04/03/25	AJ4	Correspond with F. Sabzevari (Province) regarding Province's check of the draft of the omnibus claim objection (0.1).	0.10	156.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 35

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/03/25	LMW	Review the claims schedule re: objections (.6); emails with Province and A. Jaquet re: same (.8); legal research re: subordination (1.8).	3.20	5,328.00
04/03/25	BH2	Draft a Limited Objection to Nicholas Cerasuolo's Motion Allowing Late Filed Claim to be Treated as Timely Filed (3.5).	3.50	2,292.50
04/06/25	PT	Retrieve and forward correspondence with the claimant at the beginning of the case (.2). Correspond with R. Izakelian regarding objection to Cerasuolo's motion (.2); review and comment on objection to motion (.2); circulate objection to motion to management to T. Schmeltz (.2); coordinate limited changes to objection to motion (.2); multiple correspondence with C. Topping regarding potential privileged issues (.2); multiple rounds of changes to objection to motion (.2).	1.40	2,723.00
04/06/25	RI	Review and analyze the Cerasuolo motion (1.4), legal research regarding late claims (1.1), prepare opposition (3.4).	5.90	9,823.50
04/08/25	AJ4	Review and analyze claims, contracts between Debtors and claimants regarding claims, prior memoranda regarding claims, and case law regarding statutes of limitations under Texas and Delaware laws, and derivative claims under Texas and Delaware laws in connection with the preparation of an omnibus claim objection based on substantive grounds (3.8).	3.80	5,928.00
04/08/25	RH9	Review proofs of claim (.5); legal research into subordination (1.0).	1.50	1,747.50



**quinn emanuel trial lawyers**

May 12, 2025  
Page 36

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/08/25	PT	Correspondence with C. Topping regarding the objection to the motion to file late claim (.1).	0.10	194.50
04/08/25	PT	Coordinate review of proofs of claim for various equity interests (.3).	0.30	583.50
04/09/25	AJ4	Review and analyze claims, contracts between debtors and claimants regarding claims, prior memoranda regarding claims, and case law regarding internal affairs doctrine in connection with the preparation of omnibus claim objection based on substantive grounds (2.9); correspond with R. Harrington in connection with dame (0.2).	3.10	4,836.00
04/09/25	AJ4	Review and revise draft omnibus claim objections (amended, duplicate, equity claims) and related schedules to the order, including by reviewing underlying documents (1.8).	1.80	2,808.00
04/09/25	AJ4	Review and revise the memorandum regarding the status of claim objections, including by reviewing relating materials (1.2); correspond with P. Tomasco in connection with the same (0.2).	1.20	1,872.00
04/09/25	BH2	Finalize (.8) and file the Objection to Nicholas Cerasuolo's Motion Allowing Late Filed Claim to be Treated as Timely (.3).	1.10	720.50
04/09/25	RI	Review and revise the opposition to Cerasuolo's late claim motion (1.2).	1.20	1,998.00
04/09/25	LMW	Prepare shell of omnibus claim objection (2.6); emails with R. Harrington and A. Jaquet re: same (.2).	2.80	4,662.00
04/09/25	PT	Forward the draft SAFE claim objection to T. Schmeltz (.2).	0.20	389.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 37

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/09/25	PT	Additional revisions to the objection to the motion to file late claim (.2); circulate with C. Topping (.1).	0.30	583.50
04/10/25	AJ4	Attend telephone conference with L. Weber and R. Harrington regarding preparation of substantive claim objection (0.5); correspond with P. Tomasco in connection with the same (0.1); review and revise draft substantive claim objection, including by researching lack of standing under both Delaware and Texas law and review and analyze contracts governing relationship between Debtors and claimants (5.4); correspond with R. Harrington in connection with the same (0.2).	6.20	9,672.00
04/10/25	RH9	Revisions to midas green claim objection (.8); draft motion to seal and order (1.1).	1.90	2,213.50
04/10/25	LMW	Review and revise omnibus claim objection (2.4); emails with R. Harrington and A. Jaquet re: same (.3).	2.70	4,495.50
04/10/25	RH9	Call to discuss claim objections with A. Jaquet and L. Weber (.5); draft claim objection sections (1.8); review proofs of claim against enterprises (.4).	2.70	3,145.50
04/11/25	AJ4	Review and revise the draft omnibus claim objection (amended, duplicate, equity claims), order, schedules to the order, and declaration (0.5); correspond with C. Topping, M. Soule, et al regarding same (0.1).	0.60	936.00
04/11/25	AJ4	Review and revise the draft omnibus objection (substantive grounds) including by researching subordination of claims under 11 USC 510 (3.0); correspond with R.	3.10	4,836.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 38

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Harrington and L. Weber regarding the same (0.1).		
04/14/25	AJ4	Review and revise draft omnibus claim objection (substantive) including by researching asserted claims under Delaware and Texas laws (7.5); correspond with R. Harrington and L. Weber in connection with same (0.3).	7.80	12,168.00
04/14/25	PT	Correspond with E. Brannen and C. Topping regarding filing Midas Green claim objection in light of the district court delay (.2).	0.20	389.00
04/14/25	RH9	Legal research into fraud pleading requirements (2.8); legal research into choice of law for various claims (2.9); draft sections of claim objections (3.1).	8.80	10,252.00
04/14/25	LMW	Review and the revise claim objection motions (2.9).	2.90	4,828.50
04/15/25	AJ4	Review and revise the draft omnibus claim objection (substantive) including by researching fraud causes of action in Delaware and Texas (7.4); correspond with R. Harrington in connection with same (0.2); correspond with M. Soule regarding omnibus claim objection (amended, duplicate, equity claims), including by reviewing underlying claims at issue (0.5).	8.10	12,636.00
04/15/25	PT	Coordinate final comments to omnibus claim objection (.3); revise and finalize Midas claim objection (.3); coordinate filing of same with R. Harrington to do declaration to support preclusion (.2); follow up with R. Harrington regarding need to seal Midas claim objection (.3).	1.10	2,139.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 39

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/15/25	PT	Correspond with G. Steinman regarding Cerasuolo's claim (.2).	0.20	389.00
04/15/25	BH2	Work with attorneys to finalize the claim objection to the Midas Green proofs of claim (1.8); file the sealed claim objection and the unsealed claim objection (.6) and forward a copy of the sealed claim objection to the attorneys for Midas Green (.1).	2.50	1,637.50
04/15/25	LMW	Review and revise omnibus objection (2.6); legal research re: release of derivative claims (1.4); emails to R. Harrington re: same (.2).	4.20	6,993.00
04/15/25	RH9	Legal research into fraud under Delaware law (2.6); draft claim objection (2.9); draft and coordinate Brannen declaration (1.4); review and redact Midas claim objection (1.0).	7.90	9,203.50
04/16/25	AJ4	Review and revise the draft omnibus claim objection (substantive), including by reviewing related materials provided by the Client and prior memoranda (6.8).	6.80	10,608.00
04/16/25	PT	Correspond with A. Jaquet regarding finalizing the claim objection (.1).	0.10	194.50
04/16/25	AJ4	Review omnibus claim objection (amended, duplicate, equity claims) and related materials (0.7); correspond with B. Howell regarding the same (0.2); correspond with M. Soule regarding the same (0.1).	1.00	1,560.00
04/16/25	RH9	Facilitate and review revisions to the Brannen declaration (.5).	0.50	582.50
04/16/25	RH9	Cite check the claim objections (1.1); prepare Promescu Declaration (.5).	1.60	1,864.00
04/16/25	BH2	Revise the Claim Objection and related documents (1.1); email communications with the Claims Agent regarding the noticing	1.40	917.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 40

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		procedures for creditors listed on the Claim Objection (.3).		
04/17/25	AJ4	Review and revise the draft omnibus objection (substantive grounds) (3.8).	3.80	5,928.00
04/17/25	PT	Correspondence with A. Carson regarding claim objection (.5); correspondence with A. Popescu regarding S. Blackmon's secured claim payout data (.4).	0.90	1,750.50
04/17/25	AJ4	Review and revise the draft omnibus objection (amended, duplicate, and equity claims), order, and supporting declaration (0.7); correspond with A. Popescu and R. Harrington in connection with the same (0.2).	0.90	1,404.00
04/17/25	BH2	Finalize (.6) and file the amended objection to the Midas Green claims (.3); revise the Omnibus Objection to Certain Amended Claims, Exact Duplicate Claims, Cross-Debtor Duplicate Claims, and Equity Claims (.9); finalize (.2) and file the Motion to Seal the Midas Green Claim Objection (.3); distribute file-stamped copies to the Client (.1).	2.40	1,572.00
04/17/25	RH9	Cite check the objection to duplicative claims (.5).	0.50	582.50
04/18/25	RH9	Cite check objection to duplicative claims (.5).	0.50	582.50
04/18/25	AJ4	Review and revise the draft of the substantive claim objection, including by reviewing contracts and other materials provided by the Client (6.0).	6.00	9,360.00
04/23/25	AJ4	Prepare draft bar date motion, bar date order, and notice of bar date (6.8); correspond with P. Tomasco in connection with the same (0.1).	6.90	10,764.00
04/24/25	AJ4	Review and revise draft bar date motion and related order (2.0).	2.00	3,120.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 41

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/24/25	RH9	Revise the bar date notice, order, motion, and proof of interest form (2.1).	2.10	2,446.50
04/25/25	RH9	Draft notice and order for the bar date motion (2.3).	2.30	2,679.50
04/25/25	LMW	Review and revise motion to set bar date and schedules (3.4); emails to P. Tomasco re: same (.2).	3.60	5,994.00
04/25/25	RH9	Implement edits to the bar date motion (.5); legal research into jurisdiction issues (3.1).	3.60	4,194.00
04/29/25	BH2	Prepare exhibit list and obtain exhibits for May 1st hearing (1.3); finalize (.5) and file the Emergency Motion of Debtors to Continue Hearing on Nicholas Cerasuolo's Motion Allowing Late Filed Claim (.3); draft Notice of Hearing for the Emergency Motion (.4) and file same (.3).	2.80	1,834.00
04/30/25	RI	Review and revise the interest bar date motion (0.7).	0.70	1,165.50
SUBTOTAL			150.70	214,592.50

**viii Corporate Governance and Board Matters**

04/02/25	PT	Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.1).	1.10	2,139.50
04/07/25	PT	Prepare for and attend Rhodium 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 (1.5).	1.50	2,917.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 42

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/09/25	PT	Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn(1.0); emails with T. Schmeltz regarding board correspondence(0.6).	1.60	3,112.00
04/16/25	PT	Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.2).	1.20	2,334.00
04/23/25	PT	Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.3).	1.30	2,528.50
SUBTOTAL			6.70	13,031.50

**x Employment and Fee Applications**

04/01/25	BH2	Finalize (.1) and file the Sixth Monthly Fee Statement of Province (.3).	0.40	262.00
04/01/25	PT	Call to discuss the amended Lehotsky Keller Cohn Retention Application with Charles Topping, John Stokes, Jon Cohn, Will Thompson, Michael Robinson. Morgan Soule (.2); correspond with W. Thompson regarding same (.2); respond to SAFE letter regarding professional retentions (.1).	0.50	972.50
04/02/25	BH2	Review monthly operating reports (.4) and email communications with B. Rice regarding payments made to ordinary course professionals (.4).	0.80	524.00

**quinn emanuel trial lawyers**

May 12, 2025

Page 43

Matter #: 12875-00001

Invoice Number: 101-0000189048

04/04/25	BH2	File the Declaration and Disclosure Statement of Todd C. Fries on behalf of the BVA Group LLC (.3).	0.30	196.50
04/07/25	BH2	File the Declaration and Disclosure Statement of Steven J. Boender on Behalf of Stoel Rives, LLP and the Declaration and Disclosure Statement of Lar Berg on Behalf of Kelly Hart & Hallman LLP (.4).	0.40	262.00
04/09/25	BH2	Begin to prepare the March Monthly Fee Statement (5.2).	5.20	3,406.00
04/10/25	BH2	Email to the Client regarding Quinn Emanuel's Fifth and Sixth Monthly Fee Statement (.3); continue to prepare the March Monthly Fee Statement (4.9).	5.20	3,406.00
04/11/25	BH2	Continue to prepare the March Monthly Fee Statement (3.1).	3.10	2,030.50
04/11/25	PT	Conference with Joshua Wolfshohl regarding Lehotsky Keller Cohn retention application (.4).	0.40	778.00
04/14/25	PT	Correspond with C. Topping regarding Lehotsky Keller Cohn hearing continuance (.3); correspondence with J. Wolfshohl, S. Schultz and M. Fox regarding continuance of same (.1).	0.30	583.50
04/15/25	PT	Review and coordinate team analysis Genesis Capital Partners fee statements in light of United States Trustee's allegations in other cases (.2).	0.20	389.00
04/15/25	BH2	Finalize (.3) and file the Second Interim Fee Application submitted by Barnes and Thornburg (.3); forward a file-stamped copy and the LEDES data to the United States Trustee (.1); continue to prepare Quinn Emanuel's Second Interim Fee Application (5.1).	5.80	3,799.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 44

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/16/25	BH2	Continue to prepare the March Monthly Fee Statement (5.4).	5.40	3,537.00
04/17/25	BH2	Review and revise the Application for an Updated Order Authorizing the Retention and Employment of Stris & Maher as Special Litigation Counsel and related documents (1.4); file the Second Interim Fee Application on behalf of Stris & Maher (.3).	1.70	1,113.50
04/21/25	BH2	File Barnes & Thornburg's Seventh Monthly Fee Statement (.3) and forward the LEDES data to the United States Trustee (.2).	0.50	327.50
04/22/25	PT	Review and revise the retention agreement with Riveron (.7); emails with AJ Merton and T. Schmeltz regarding same (.3).	1.00	1,945.00
04/22/25	BH2	Continue to draft the Second Interim Fee Application (1.4).	1.40	917.00
04/23/25	RH9	Draft and revise the retention agreement (3.6).	3.60	4,194.00
04/23/25	BH2	Begin to review the first monthly fee statement filed by Genesis to verify that Genesis followed U.S. Trustee guidelines (1.3).	1.30	851.50
04/24/25	RH9	Draft the Riveron engagement letter (.2).	0.20	233.00
04/25/25	LMW	Call with A. Popescu re: post-emergence employment (.3); call with R. Harrington re: same (.5).	0.80	1,332.00
04/25/25	PT	Monitor hearing on Lehotsky Keller Cohn Motion (.3).	0.30	583.50
04/25/25	BH2	Continue to prepare the Second Interim Fee Application (2.6).	2.60	1,703.00
04/25/25	BH2	Forward the pleadings filed regarding the emergency motion to continue hearing (Lehotsky Keller	0.50	327.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 45

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Cohn's retention order) prior to the 10:00 a.m. hearing to P. Tomasco (.3); attend 10:00 a.m. hearing via telephone (.2).		
04/28/25	BH2	Continue to review the First Monthly Fee Statement filed by Genesis Credit Partners to verify that it conforms to the United States Trustee's Guidelines (.8); begin to review the Second Monthly Fee Statement (4.9); email P. Tomasco regarding the results of the review (.1).	5.80	3,799.00
04/29/25	BH2	File Stris & Maher's Seventh Monthly Fee Statement (.3) and forward a copy of the Fee Statement and corresponding LEDES data to the United States Trustee (.1); continue to draft the Second Interim Fee Application (4.9).	5.30	3,471.50
04/30/25	BH2	Continue to prepare the Second Interim Fee Application and related documents (4.5).	4.50	2,947.50
SUBTOTAL			57.50	43,891.50

**xi Financing and Cash Collateral**

04/15/25	PT	Correspond with S. Blackmon and A. Popescu regarding terms of secured note and interim adequate protection payments (.2).	0.20	389.00
04/24/25	RH9	Draft the adequate protection order (.6); proof and polish adequate protection motion (.7).	1.30	1,514.50
SUBTOTAL			1.50	1,903.50

**xii Litigation**

04/01/25	BR4	Call with equity holder, Province and Quinn Emanuel team regarding	3.20	4,992.00
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**quinn emanuel trial lawyers**

May 12, 2025  
Page 46

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		mediation (0.9); call with L. Santos-Bishop regarding same (0.4). emails regarding document requests and review of same (1.9).		
04/01/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	2.90	609.00
04/01/25	RI	Review and analyze documents to produce to the Transcend Group (3.7).	3.70	6,160.50
04/01/25	PT	Correspond with B. Asay regarding proposed motion and order abating appeal and related logistics (.6).	0.60	1,167.00
04/01/25	LSB	Call with equity holder, Province, and Quinn Emanuel regarding mediation (.9).	1.00	1,560.00
04/02/25	PT	Correspond with M. Fox regarding addition to mediation order (.2); coordinate revisions to mediation order (.2).	0.40	778.00
04/02/25	BR4	Emails regarding production and review of documents related to same (0.2); emails regarding document requests and mediation scheduling (0.7).	0.90	1,404.00
04/02/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	4.30	903.00
04/02/25	BH2	Revise the Amended Mediation Order (.9) and prepare redline of the original Mediation Order with the Amended Mediation Order (.3); forward to multiple attorneys including S. Schultz, E. Scott, J. Brookner, B. Funk, S. Lemmon, M. Fox, and T. Fleming (.2).	1.40	917.00
04/02/25	RI	Conference with SAFE ad hoc group (1.0); review and analyze documents	3.60	5,994.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 47

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		related to the SAFEs and the Transcend group (2.6).		
04/02/25	LY1	Review and finalize the production documents per request from R. Izakelian.	0.60	126.00
04/02/25	LSB	Email communication regarding privilege document review (0.1).	0.10	156.00
04/03/25	AJ4	Research claiming privilege in connection with search terms (.4); correspond with R. Izakelian in connection with the same (0.1).	0.50	780.00
04/03/25	LMW	Emails with R. Izakelian re: privilege review (.2); legal research re: same (.8).	1.00	1,665.00
04/03/25	PT	Strategy call with Spencer Wells, David Eaton, David Dunn, Michael Robinson, Trace Schmeltz (.5); Conference with Brenda Funk, Michael Robinson, Andrew Popescu, Ben Roth, Razmig Izakelian to discuss equity mediation (.5); correspond with Isgur's chambers regarding mediation dates (.2); correspond with Judge Morris's chambers regarding mediation (.5); correspond with Lopez's chambers regarding mediation (.3); correspond with R. Izakelian regarding continuing discovery disputes with Akin group (.2); follow up conference with M. Robinson (.2).	2.40	4,668.00
04/03/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	3.70	777.00
04/03/25	RI	Conference with the SAFE ad hoc group and Province teams regarding case (0.8); conference with the Transcend group and Province teams regarding case (1.0); legal research regarding work product protections	7.10	11,821.50

**quinn emanuel trial lawyers**

May 12, 2025

Page 48

Matter #: 12875-00001

Invoice Number: 101-0000189048

		(3.2); review and analyze documents relating to the SAFE and Transcend groups (2.1).		
04/03/25	LSB	Email communication regarding privilege document review (0.1).	0.10	156.00
04/04/25	PT	Discovery and Scheduling Conference with Brenda Funk, Razmig Izakelian, Stephen Lemmon, Rhonda Mates, Trace Schmeltz, Charlotte Underwood, Mitchell Hurley, Sarah A. Schultz, Amber Carson, Jason S. Brookner, Michael S. Fox, John Cornwell, Chase Potter (.3); correspondence with D. Azman regarding mediation (.2); correspond with mediation parties regarding choice of mediators (.2); review and revise response letter to B. Funk (.2); correspond with the company regarding background facts surrounding same (.2); coordinate with J. Brookner regarding cashless warrants (.1).	1.20	2,334.00
04/04/25	LF5	Review outgoing document production for attorney-client privilege, basis for privilege, and make redactions where necessary (3.0).	3.00	3,105.00
04/04/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	2.20	462.00
04/04/25	RI	Conference with interest holders regarding mediation (1.1); review and analyze documents to produce to PIC group (1.7).	2.80	4,662.00
04/04/25	ZM2	Privilege review of 200 documents.	1.90	2,726.50
04/05/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (7.0).	7.00	7,245.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 49

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/06/25	PT	Strategy call with Trace Schmeltz, Charlotte Underwood, David Eaton, Spencer Wells, Michael Robinson, David Dunn (.5); correspond with M. Fox regarding mediation (.5); telephone conference with N. Atlas regarding availability (.1).	1.10	2,139.50
04/06/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (3.7).	3.70	3,829.50
04/07/25	AJ4	Review and revise the chart regarding the contract analysis of SAFE and LTIPs (0.3); correspond with P. Tomasco regarding same (0.1).	0.40	624.00
04/07/25	EP1	Conduct a privilege review for 778 documents (4.7).	4.70	6,180.50
04/07/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (7.9).	7.90	12,324.00
04/07/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (4.3).	4.30	4,450.50
04/07/25	RV2	Prepare document production per request from R. Izakelian.	4.70	987.00
04/07/25	RI	Conference with the SAFE ad hoc group (0.5); review and analyze documents for privilege (1.9).	2.40	3,996.00
04/07/25	ZM2	Review 150 documents for privilege review (2.4); Review 200 documents for privilege review (2.5).	4.90	7,031.50
04/07/25	LY1	Review and finalize the production documents per request from R. Izakelian.	0.90	189.00
04/07/25	PT	Information conference with Michael Robinson, Scott Kintz, Branda Funk,	0.80	1,556.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 50

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Trace Schmeltz, Chase Potter, David Dunn, Andrew Popescu, Kirsten Lee (.8).		
04/08/25	AJ4	Review and revise the draft mediation order (0.8); correspond with B. Howell regarding the same (0.2).	1.00	1,560.00
04/08/25	EP1	Conduct privilege review for 25 documents (.2).	0.20	263.00
04/08/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (2.0).	2.00	2,070.00
04/08/25	DE3	Analyze documents on second-level review for responsiveness, privilege, and confidentiality to comply with document production request (6.0).	6.00	9,360.00
04/08/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	2.70	567.00
04/08/25	RI	Prepare correspondence to the SAFE ad hoc group regarding discovery (0.9); review and analyze documents for privilege (2.7); review and analyze documents to produce to the parties (1.5), correspondence with the company regarding same (.3).	5.40	8,991.00
04/08/25	ZM2	Review 202 documents for privilege review (2.0); review 200 documents for privilege review (2.6).	4.60	6,601.00
04/08/25	PT	Correspond with mediation group regarding choice of mediators (.5); correspond with J. Brookner regarding background facts (.5); telephone conference with J. Sprayregen regarding mediation role (.5); coordinate revisions to mediation order to include various equity groups (.2); telephone conference with C. Topping regarding	2.50	4,862.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 51

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		forwarding LTIP information to mediation parties (.2); forward draft mediation order (.6).		
04/09/25	PT	Review and comment on surreptitious discovery sent to former employees by Akin (.1); review with C. Topping to formulate response (.1); coordinate call with M. Fox regarding equity distribution facts (.2); emails with J. Crimmins regarding secret 2004 notices sent to former employees (.2); coordinate with J. Crimmins regarding response to same (.2).	0.80	1,556.00
04/09/25	BR4	Calls and emails regarding discovery (1.6); review documents requested (0.4).	2.00	3,120.00
04/09/25	ZM2	Review documents for privilege review (0.8).	0.80	1,148.00
04/09/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (1.8).	1.80	2,808.00
04/09/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (4.8).	4.80	4,968.00
04/09/25	EP1	Conduct a privilege review of 20 documents (.2).	0.20	263.00
04/09/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	2.40	504.00
04/09/25	RI	Prepare correspondence to the SAFE group regarding discovery (1.1); review and analyze documents regarding SAFE holders (1.6); review and analyze documents for privilege (1.3).	4.00	6,660.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 52

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/09/25	LMW	Legal research re: contract rejection (2.4); legal research re: change in control (1.7).	4.10	6,826.50
04/09/25	RH9	Legal research into pleading requirements (2.9).	2.90	3,378.50
04/09/25	RH9	Review and summarize public filings and disclosures (2.5); review and locate contracts for discovery (1.0).	3.50	4,077.50
04/10/25	AJ4	Correspond with R. Harrington regarding preparation of motion to quash notices of deposition (0.2).	0.20	312.00
04/10/25	AJ4	Attend telephone conference regarding mediation between parties asserting equity interests (0.8); correspond with R. Izakelian regarding same (0.1).	0.90	1,404.00
04/10/25	BR4	Review emails regarding discovery (0.2).	0.20	312.00
04/10/25	ZM2	Review documents for privilege review (0.4).	0.40	574.00
04/10/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (4.0).	4.00	6,240.00
04/10/25	RI	Review and analyze documents for privilege (2.9).	2.90	4,828.50
04/10/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	1.70	357.00
04/10/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (4.5).	4.50	4,657.50
04/10/25	EP1	Conduct a privilege review of 65 documents (.5).	0.50	657.50
04/10/25	RH9	Legal research into 2004 discovery (1.2); draft motion to quash (2.0).	3.20	3,728.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 53

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/10/25	PT	Conference with J. Crimmins regarding response to secret 2004 notices sent by Akin to former employees (.5); correspondence with T. Schmeltz and C. Underwood regarding same (.5); coordinate location and forwarding of "frame" contracts (.2); review and forward N. Cerasuolo deposition notices (.3); coordinate motions to quash deposition notices (.4); correspond with R. Harrington regarding draft motion to quash (.2).	2.10	4,084.50
04/11/25	RH9	Call with Quinn Emanuel team and Special Committee to discuss discovery issues (.8).	0.80	932.00
04/11/25	ZM2	Review 200 documents for privilege review (3.4).	3.40	4,879.00
04/11/25	BR4	Call with T. Shmeltzer, and P. Tomasco regarding discovery (0.8); emails regarding same (0.4).	0.40	624.00
04/11/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	1.60	336.00
04/11/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (3.8).	3.80	3,933.00
04/11/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (5.0).	5.00	7,800.00
04/11/25	RH9	Identify and distribute discovery documents for mediation (.8).	0.80	932.00
04/11/25	PT	Correspondence with J. Brookner regarding document request (.2).	0.20	389.00
04/11/25	PT	Call to discuss discovery issues with Transcend Group and lack of signature on protective order (.6);	1.70	3,306.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 54

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		follow up call with Ben Roth, Trace Schmeltz, Charles Topping, Morgan Soule, Razmig Izakelian, Rachel Harrington (.6); review and comment on email correspondence with M. Hurley regarding RTL and LTIP units (.5).		
04/12/25	ZM2	Review 200 documents for privilege review (2.2).	2.20	3,157.00
04/12/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (5.2).	5.20	8,112.00
04/13/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (3.2).	3.20	3,312.00
04/13/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (3.0).	3.00	4,680.00
04/13/25	PT	Coordinate additional productions of documents to parties signing protective order (.3).	0.30	583.50
04/14/25	AJ4	Correspond with C. Underwood regarding parties to mediation order (0.2).	0.20	312.00
04/14/25	AJ4	Correspond with B. Howell regarding parties agreeing to protective order (0.1).	0.10	156.00
04/14/25	AJ4	Correspond with A. Popescu regarding the SAFE group's document requests (0.3); correspond with R. Izakelian in connection with the same (0.1).	0.40	624.00
04/14/25	PT	Call to discuss board resolution re Mediation with Charlotte Underwood, Michael Robinson, David Eaton, Trace Schmeltz, Spencer	0.90	1,750.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 55

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Wells, Razmig Izakelian (.5); review and suggest edits to the board resolution (.2); coordinate attendance at mediation with C. Underwood (.2).		
04/14/25	RI	Review and analyze documents to produce (1.8); review and analyze documents for privilege (2.1).	3.90	6,493.50
04/14/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (6.5).	6.50	6,727.50
04/14/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (2.3).	2.30	3,588.00
04/14/25	SD7	Review documents for privilege (.4).	0.40	624.00
04/15/25	PT	Continue correspondence with T. Schmeltz regarding M. Hurley changes to mediation order (.3); coordinate LTIP information with R. Izakelian (.2); correspond with A. Popescu regarding LTIP data (.3); coordinate production of Officer and Director policies to mediation parties (.2); push on creation of mediation data room (.1).	1.10	2,139.50
04/15/25	AJ4	Review and analyze case files to identify parties to the protective order (0.4); correspond with B. Howell in connection with the same (0.1).	0.50	780.00
04/15/25	PT	Prepare for and participate in discovery conference with Rhonda Mates, B. Funk, Jason Brookner, Stephen Lemmon, K. Lee, R. Shannon, D. Eaton, Spencer Wells, Razmig Izakelian, Michael Robinson, Alain Jaquat, Cameron Reid, Mitchell Hurley, Trace Schmeltz, He Ning, Jeremy Kaliei, Andrew Popescu, M.	0.60	1,167.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 56

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		Lessne (.3); follow up email with A. Popescu and R. Izakelian regarding the history of the production to B. Funk and repetitive requests for the same information (.3).		
04/15/25	BR4	Emails regarding document requests (0.3); review documents related to same (0.7).	1.00	1,560.00
04/15/25	AM4	Review materials and participate in a call regarding strategic tax considerations related to dispute resolution (1.2).	1.20	2,232.00
04/15/25	RI	Review and analyze documents (2.5), prepare emails to the SAFE and Transcend group (.2).	2.70	4,495.50
04/15/25	BH2	Review files for executed confidentiality agreements (.6) and prepare a chart reflecting the results (.2).	0.80	524.00
04/15/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (7.5).	7.50	7,762.50
04/15/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (5.6).	5.60	8,736.00
04/16/25	PT	Plan mediation call with B. Funk, Jason Brookner, Sarah Schultz, K. Lee, R. Shannon, Spencer Wells, Razmig Izakelian, M. Ronson, Alain Jaquet, M. Lessne, Andrew Popescu, Jeremy Kaliel, Cameron Reid, Rhea Solis, Eric Monzo, Michael Fox, Trace Schmeltz, Ning He (.5); correspondence with D. Eaton regarding RTL operating agreement (.5); telephone conference with D. Eaton regarding same (.2); coordinate dissemination of LTIP documents to	2.40	4,668.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 57

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		mediation parties (.3); coordinate comparison of iterations of RTL operating agreements (.2); correspond regarding mediation order with T. Schmeltz (.3); conference with M. Robinson regarding mediation proposals (.4).		
04/16/25	RI	Review and analyze documents regarding directors and officers (1.3).	1.30	2,164.50
04/16/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (1.6).	1.60	1,656.00
04/16/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (6.9).	6.90	10,764.00
04/17/25	PT	Conference with Charlotte Underwood, Trace Schmeltz, David Eaton, Michael Robinson, David Dunn, Spencer Wells, Andrew Popescu regarding mediation preparation (.4); coordinate the collection of relevant memoranda and documents regarding key mediation topics (.3).	0.70	1,361.50
04/17/25	AM4	Call with the Client regarding tax considerations and litigation strategy regarding same (.5).	0.50	930.00
04/17/25	RI	Conference with A. Popescu and the Barnes & Thornburg team regarding mediation (0.5); conference with Quinn Emanuel, Barnes & Thornburg, and Province teams regarding mediation (1.5); review and analyze documents for privilege (2.3).	4.30	7,159.50
04/17/25	BR4	Emails regarding LTIP documents and case updates (0.3).	0.30	468.00
04/17/25	LF5	Review outgoing document production for attorney-client	4.90	5,071.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 58

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		privilege and identify where redactions are necessary (3.8); redact personal identifiable information from tax returns (1.1).		
04/17/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (5.0).	5.00	7,800.00
04/17/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	1.30	273.00
04/18/25	PT	Conference call with Charlotte Underwood, Trace Schmeltz, David Eaton, Spencer Wells, Michael Robinson, Carrie Raver, Kenneth Kansa, Shanna Dinkins, David Dunn regarding mediation position and logistics and underlying legal issues (1.0).	1.00	1,945.00
04/18/25	RI	Review and analyze the mediation statement (.9), emails with P. Lohse regarding same (3).	1.20	1,998.00
04/18/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (7.3).	7.30	7,555.50
04/18/25	DE3	Analyze documents on a second-level review for responsiveness, privilege, and confidentiality to comply with document production request (4.0).	4.00	6,240.00
04/19/25	AJ4	Prepare legal sections of the emergency motion to quash notices of deposition sent to C. Blackmon et al. (4.3).	4.30	6,708.00
04/19/25	DE3	Analyze documents on the second-level review for responsiveness, privilege, and confidentiality to comply with the document production request (5.5).	5.50	8,580.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 59

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/20/25	AJ4	Correspond with P. Tomasco and R. Harrington regarding the motion to quash notices of deposition of C. Blackmon et al. (0.2).	0.20	312.00
04/20/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (2.0).	2.00	2,070.00
04/21/25	AJ4	Review and revise the draft motion to quash notices of deposition filed by Transcend Group (2.1).	2.10	3,276.00
04/21/25	AJ4	Research interpleader in connection with the preparation of the interpleader complaint (5.8).	5.80	9,048.00
04/21/25	BR4	Emails regarding mediation and depositions (0.8); review and revise the motion to quash (0.9).	1.70	2,652.00
04/21/25	PT	Review and suggest revisions to the motion to quash Transcend Partners 2004 notice (.6); markup of the motion to quash and respond to the drafting team regarding additional edits with prior research on pending proceeding rule (.3).	0.90	1,750.50
04/21/25	PT	Email correspondence with the Client (.2); coordinate appearance at hearing on motion for final decree (.1); telephone conference with P. Deutsch (.2); research local rules on claims agent (.3); coordinate revisions to the proposed order (.3).	1.10	2,139.50
04/21/25	PT	Correspondence with C. Underwood regarding mediation statement facts and sources of same (.7); correspondence with D. Azman regarding attendance at mediation (.4); assemble online research and email to D. Eaton regarding cases on indemnification under operating agreement (.5); research regarding	2.60	5,057.00



**quinn emanuel trial lawyers**

May 12, 2025  
Page 60

Matter #: 12875-00001  
Invoice Number: 101-0000189048

		LTIP raising ERISA issues or other claims if canceled (.5); conference call with T. Schmeltz regarding mediation coordination. (.5).		
04/21/25	RH9	Draft a motion to quash (8.0); revise the motion to quash (1.3).	9.30	10,834.50
04/21/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (4.7).	4.70	4,864.50
04/21/25	DE3	Analyze documents on the second-level review for responsiveness, privilege, and confidentiality to comply with document production request (.6).	0.60	936.00
04/22/25	AJ4	Prepare draft interpleader complaint, including by reviewing related materials and researching related case law (7.7); correspond with R. Harrington in connection with the same (0.1).	7.80	12,168.00
04/22/25	SD7	Analyze documents to determine whether they are privileged (1.7).	1.70	2,652.00
04/22/25	AJ4	Review and revise the draft motion to quash notices of deposition filed by the Transcend Group (0.6).	0.60	936.00
04/22/25	LMW	Legal research re: interpleader actions (1.8); emails to A. Jaquet re: same (.3).	2.10	3,496.50
04/22/25	PT	Further drafting of the motion to quash Fairbairn 2004 notice (.5); coordinate with T. Schmeltz and C. Underwood (.5); continue revisions to the 2004 motion to quash (.4); coordinate finalization (.4) and filing of the 2004 motion to quash (.2); review and circulate proposed the compromise of 2004 notice with T. Schmeltz (.2); continue preparation for hearing on motion to quash (.2).	2.40	4,668.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 61

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/22/25	PT	Discuss strategy and preparation for mediation with Trace Schmeltz, David Eaton, Michael Robinson, David Dunn, Spencer Wells, Charlotte Underwood (1.0); review and analyze mediation statement (.3); review status of data room and documents relevant to mediation (.3).	1.60	3,112.00
04/22/25	RH9	Legal research in support of interpleader (2.3); draft 9019 motion (2.9).	5.20	6,058.00
04/22/25	DE3	Analyze documents on the second-level review for responsiveness, privilege, and confidentiality to comply with the document production request (7.7).	7.70	12,012.00
04/22/25	RH9	Revise the motion to quash (.6).	0.60	699.00
04/22/25	RH9	Draft proposed order for the motion to quash (.5); proof motion and order (.8).	1.30	1,514.50
04/22/25	BH2	Work with attorneys to finalize the Motion to Quash (1.3) and file same (.3); forward file-stamped copies to the Client (.1).	1.70	1,113.50
04/22/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (3.7).	3.70	3,829.50
04/23/25	AJ4	Research interpleader in connection with the preparation of the interpleader complaint (2.0).	2.00	3,120.00
04/23/25	LMW	Legal research re: interpleader standards (2.1); emails to A. Jaquet re: same (.5).	2.60	4,329.00
04/23/25	PT	Prepare for (.5) and attend the hearing on emergency motion to quash the deposition of Cerasuolo (.6).	1.10	2,139.50

**quinn emanuel trial lawyers**

May 12, 2025  
Page 62

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/23/25	BH2	Review pleadings filed and prepare a pleading notebook on the motion to quash for the 8:30 a.m. hearing for P. Tomasco (.9); attend hearing via telephone (.6); calendar dates announced during the hearing (.1); review Pacer docket and download documents for Client's review (.5).	2.10	1,375.50
04/23/25	BH2	Prepare a notebook of the Special Committee Mediation Statement of Agreed Facts and exhibits for P. Tomasco (.6).	0.60	393.00
04/23/25	DE3	Analyze documents (500 documents) on a second-level review for responsiveness, privilege, and confidentiality to comply with the document production request (5.0).	5.00	7,800.00
04/23/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (6.0).	6.00	6,210.00
04/24/25	SA4	Review documents for privilege (.9).	0.90	931.50
04/24/25	RH9	Review the motion to reconsider (.4).	0.40	466.00
04/24/25	BR4	Emails regarding LTIP documents (0.3); research regarding same (3.1).	3.40	5,304.00
04/24/25	RL1	Generate and process searches in Relativity production database for attorney review (.5); manage the document production with image endorsements and designations (.9); data management and Administrative tasks (.7).	2.10	441.00
04/24/25	LSB	Emails regarding the status of privilege review (0.1).	0.10	156.00
04/24/25	DE3	Analyze documents (200 documents) on the second-level review for responsiveness, privilege, and confidentiality to comply with the document production request (2.0).	2.00	3,120.00

**quinn emanuel trial lawyers**

May 12, 2025

Page 63

Matter #: 12875-00001

Invoice Number: 101-0000189048

04/24/25	EP1	Conduct privilege review for 93 documents (.5).	0.50	657.50
04/25/25	BR4	Research related to interpleader and draft language regarding same (2.5); review and revise notice of redlines and emails regarding same (1.9).	4.40	6,864.00
04/25/25	PT	Conference regarding mediation positions with Trace Schmeltz, David Eaton, Michael Robinson (1.4); additional research regarding equity instruments and cases addressing indemnification claims to address recent arguments (1.4); multiple email correspondence with the mediation group regarding mediation protocols and logistics (1.0).	3.80	7,391.00
04/25/25	PT	Emergency hearing to clarify order re liquid mining telephone and video conference (.3).	0.30	583.50
04/25/25	AM4	Call with the Client regarding tax considerations and strategy for potential litigation of same (.8).	0.80	1,488.00
04/27/25	PT	Review documents in preparation for mediation (.5); continue review of potential issues with liability for canceling LTIPs (.5); conference with D. Eaton regarding same (.2).	1.20	2,334.00
04/28/25	AJ4	Correspond and confer with R. Harrington regarding preparation of the interpleader complaint (0.4).	0.40	624.00
04/28/25	BR4	Emails regarding production requests (0.4).	0.40	624.00
04/28/25	RI	Review and analyze documents for privilege (1.9).	1.90	3,163.50
04/28/25	LSB	Second level review of potentially privileged documents (3.7).	3.70	5,772.00
04/28/25	PT	Attend Mediation (6.8).	6.80	13,226.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 64

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/28/25	RH9	Draft interpleader complaint (8.0).	8.00	9,320.00
04/29/25	AJ4	Research rule and statutory interpleader in connection with Debtors' chapter 11 plan (2.8); confer with R. Harrington in connection with preparation of the interpleader complaint (0.2).	3.00	4,680.00
04/29/25	RH9	Draft interpleader complaint (10.5).	10.50	12,232.50
04/29/25	PT	Attend Mediation (8.0).	8.00	15,560.00
04/29/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	2.30	483.00
04/30/25	AJ4	Review and revise the draft of the interpleader complaint (7.5).	7.50	11,700.00
04/30/25	RH9	Draft interpleader complaint (3.2).	3.20	3,728.00
04/30/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian.	3.30	693.00
04/30/25	RH9	Legal research in support of interpleader (5.2).	5.20	6,058.00
04/30/25	LSB	Secondary review of potentially privileged documents and preparation for production (0.7).	0.70	1,092.00
SUBTOTAL			455.10	612,464.00

**xiii Non-working Travel**

04/07/25	BR4	Travel to Houston from NY for hearing (8.8).	8.80	13,728.00
04/08/25	BR4	Travel back from 9019 hearing to New York City (6.7).	6.70	10,452.00
04/27/25	PT	Travel to Dallas (4.0).	4.00	7,780.00
04/30/25	PT	Travel to Houston (6.0).	6.00	11,670.00
SUBTOTAL			25.50	43,630.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 65

Matter #: 12875-00001  
Invoice Number: 101-0000189048

**xiv Plan and Disclosure Statement**

04/01/25	PT	Conference with Spencer Wells, David Eaton, Michael Robinson, David Dunn regarding plan issues (.3); correspond with G. Steinman regarding plan terms (.1).	0.40	778.00
04/02/25	LMW	Review update to the proposed plan (.6); review and revise disclosure statement re: same (1.3).	1.90	3,163.50
04/09/25	PT	Correspondence regarding valuation questions (.2); coordinate with S. Schultz regarding Client communications (.2); coordinate correspondence regarding additional plan discovery (.4); circulate plan draft and disclosure statement draft to board (.2).	1.00	1,945.00
04/10/25	BR4	Review and revise the plan (0.7).	0.70	1,092.00
04/10/25	PT	Participate in informational call with Thomas Fleming, Michael Fox, Jason Brookner, Michael Robinson, Amber Carson, Charlotte Underwood to discuss the plan (1.0); conference call with Brenda Funk, Trace Schmeltz, Michael Fox, Mitchell Hurley, Chase Potter, Jason Brookner, Rhonda Mates, Sarah Schultz, Stephen Lemmon, Charlette Underwood, Amber Carsen, Thomas Fleming, Kyung Lee, R. J Shannon, Eaton David, Spencer Wells, Razmig Izakelian, Emily Cabrera, Alain Jaquet, Constantine Economides, Michael Lessne regarding plan mediation (.5); forward additional documents as requested (.7).	2.20	4,279.00
04/11/25	BR4	Review and revise the plan (0.8).	0.80	1,248.00
04/13/25	LMW	Legal research re: setoff under chapter 11 plan (2.2).	2.20	3,663.00

**quinn emanuel trial lawyers**

May 12, 2025  
Page 66

Matter #: 12875-00001  
Invoice Number: 101-0000189048

04/15/25	LMW	Call with B. Roth re: updates to plan (.3).	0.30	499.50
04/15/25	BR4	Review and revise the plan (1.2).	1.20	1,872.00
04/16/25	LMW	Review and revise the plan language re: employment distributions (1.5); emails to B. Roth re: same (.2); edits to the disclosure statement re: same (1.5).	3.20	5,328.00
04/17/25	LMW	Review and revise plan language re: employment information (1.6); emails to C. Blackmon re: updated language (.2).	1.80	2,997.00
04/18/25	PT	Coordinate current Special Committee's position with plan drafting team (.2).	0.20	389.00
04/18/25	LMW	Review and revise plan language re: employment agreements (1.8); emails with B. Roth re: same (.3).	2.10	3,496.50
04/21/25	LMW	Emails to M. Soule re: plan updates (.2).	0.20	333.00
04/22/25	LMW	Review and revise the plan language (3.3); emails to B. Roth re: updates to the plan (.4); review and revise the disclosure statement (1.4).	5.10	8,491.50
04/22/25	BR4	Review and revise the plan (1.7).	1.70	2,652.00
04/23/25	LMW	Review and revise the plan language re: severance (1.6); call with B. Roth re: same (.3).	1.90	3,163.50
04/23/25	PT	Review and comment on correspondence to the Akin team regarding a liquidity event (.2); review cases regarding same (.1).	0.30	583.50
04/23/25	BR4	Review and revise the plan (1.5); call with L. Weber regarding same (0.4).	1.90	2,964.00
04/24/25	LMW	Call with B. Roth re: plan amendments (.4); review and revise same (2.7); edits to the disclosure	4.80	7,992.00

**quinn emanuel trial lawyers**

May 12, 2025

Page 67

Matter #: 12875-00001

Invoice Number: 101-0000189048

		statement (1.1); emails to P. Tomasco re: hearing schedules (.3); review of local rules re: same (.3).		
04/28/25	BR4	Review and revise the plan (2.8).	2.80	4,368.00
04/28/25	LMW	Emails to B. Roth re: plan updates (.4); review and revise same (1.7).	2.10	3,496.50
04/28/25	PT	Continue coordination of plan drafting tasks (.3).	0.30	583.50
04/29/25	PT	Coordinate plan drafting tasks with related online research of issues (.3).	0.30	583.50
04/29/25	BR4	Review and revise the plan (1.6).	1.60	2,496.00
04/29/25	RI	Legal research regarding impairment and plan confirmation requirements (5.7).	5.70	9,490.50
04/30/25	LMW	Call with B. Roth re: plan amendments (.3); review and revise same (2.4).	2.70	4,495.50
04/30/25	BR4	Review and revise the plan (4.1); emails regarding same (0.2).	4.30	6,708.00
04/30/25	RI	Review and revise the plan (6.2).	6.20	10,323.00
04/30/25	RH9	Draft Exclusivity motion (1.5).	1.50	1,747.50
SUBTOTAL			61.40	101,222.00

**Fee Summary**

Attorneys	Init.	Title	Hours	Rate	Amount
Patty Tomasco	PT	Partner	185.60	1,945.00	360,992.00
Alexander J. Merton	AM4	Partner	2.50	1,860.00	4,650.00
Daniel Holzman	DH3	Counsel	38.50	1,775.00	68,337.50
Lindsay M. Weber	LMW	Associate	124.60	1,665.00	207,459.00
Razmig Izakelian	RI	Associate	79.70	1,665.00	132,700.50
Alain Jaquet	AJ4	Associate	121.60	1,560.00	189,696.00
Sam Donohue	SD7	Associate	2.10	1,560.00	3,276.00
Ben Roth	BR4	Associate	65.10	1,560.00	101,556.00
Deshani Ellis	DE3	Associate	77.50	1,560.00	120,900.00
Laura Santos-Bishop	LSB	Associate	5.70	1,560.00	8,892.00
Zach Meeker	ZM2	Associate	18.20	1,435.00	26,117.00



**quinn emanuel trial lawyers**

May 12, 2025

Page 68

Matter #: 12875-00001

Invoice Number: 101-0000189048

Eli Pales	EP1	Associate	6.10	1,315.00	8,021.50
Rachel Harrington	RH9	Associate	130.50	1,165.00	152,032.50
Scott Anderson	SA4	Associate	0.90	1,035.00	931.50
Lance Frankel	LF5	Associate	80.50	1,035.00	83,317.50

Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	99.90	655.00	65,434.50

## Litigation

## Support/Document

Management Services	Init.	Title	Hours	Rate	Amount
Ryan Lopez	RL1	Litigation Support	2.10	210.00	441.00
Raul Vasquez	RV2	Litigation Support	33.10	210.00	6,951.00
Linda Yanez	LY1	Litigation Support	1.50	210.00	315.00

**Expense Summary**

Description	Amount
Meals during travel	24.57
Lexis Courtlink - Off Contract	3.80
Hearing transcript(s)	340.60
Online Research	0.00
Document Reproduction	0.10 33.30
Color Document Reproduction	0.25 29.75
Word processing	0.00
Hotel	1,479.41
Parking	50.00
Velobind	9.09
Out-of-Town Travel	28.44
PACER Services	0.00
Tabs	13.50
<b>Total Expenses</b>	<b>\$2,012.46</b>

**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  
NINTH MONTHLY FEE STATEMENT FOR THE PERIOD  
MAY 1, 2025, THROUGH MAY 31, 2025**

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

Quinn Emanuel seeks payment of interim compensation in the total amount of \$967,703.00 (80% of the services rendered), plus \$18,553.62 (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.

<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 Ninth 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 27th day of June, 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*)

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

- and -

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

Ben Roth (*pro hac vice*)

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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 80% Discount
ii	Asset Disposition	9.3	\$18,071.50	\$14,457.20
v	Business Operations	2.1	\$4,084.50	\$3,267.60
vi	Case Administration	96.6	\$118,289.00	\$94,631.20
vii	Claims Administration and Objections	78.8	\$112,474.00	\$89,979.20
viii	Corporate Governance and Board Matters	6.8	\$13,226.00	\$10,580.80
ix	Employee Benefits and Pensions	22.8	\$38,715.00	\$30,972.00
x	Employment and Fee Applications	36.4	\$30,396.00	\$24,316.80
xii	Litigation	322.5	\$445,982.50	\$356,786.00
xiii	Non-working Travel <sup>2</sup>	10.5	\$8,741.25	\$6,993.00
xiv	Plan and Disclosure Statement	270.3	\$419,649.00	\$335,719.20
	Total	856.1	\$1,209,628.75	\$967,703.00

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<sup>2</sup> Travel billed at 50% (\$17,482.50\*50%=\$8,741.25).

**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	152.7	\$297,001.50
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	9.5	\$16,862.50
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	113.1	\$188,311.50
Lindsay Weber	Associate	2008	Bankruptcy & Restructuring	\$1,665.00	141.6	\$235,764.00
Ben Roth	Associate	2019	Bankruptcy & Restructuring	\$1,560.00	77.6	\$121,056.00
Alain Jaquet	Associate	2016	Bankruptcy & Restructuring	\$1,560.00	68.4	\$106,704.00
Laura Santos-Bishop	Associate	2020	Commercial Litigation	\$1,560.00	5.4	\$8,424.00
Deshani Ellis	Associate	2020	Commercial Litigation	\$1,560.00	5.9	\$9,204.00
Rachel Harrington	Associate	2024	Bankruptcy & Restructuring	\$1,165.00	127.8	\$148,887.00
Scott Anderson	Associate	2024	Litigation	\$1,035.00	2.6	\$2,691.00
Lance Frankel	Associate	2024	Litigation	\$1,035.00	1.6	\$1,656.00
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	113.1	\$74,080.50
Ryan Lopez	Litigation Support			\$210.00	1.6	\$336.00
Linda Yanez	Litigation Support			\$210.00	2.1	\$441.00
Raul Vasquez	Litigation Support			\$210.00	33.1	\$6,951.00
Total					856.1	\$1,218,370.00

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

Expense	Amount
Express mail	\$67.09
Meals during travel	\$228.19
Travel	\$493.50
Hotel	\$802.84
Outside record production	\$168.20
Out of-town travel	\$175.99
Velobind	\$63.63
Air travel	\$2,263.34
Black and white document reproduction (\$.10 per page)	\$737.00
Color document reproduction (\$.25 per page)	\$11.50
Tabs	\$208.50
Hearing Transcripts	\$286.00
Video deposition	\$2,006.15
RelOne Repository Hosting	\$2,958.28
RelOne Active Hosting	\$8,083.41
Total	\$18,553.62

**quinn emanuel trial lawyers**

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

June 17, 2025

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

Matter #: 12875-00001  
Invoice Number: 101-0000191513  
Responsible Attorney: Patty Tomasco

Rhodium- restructure of company

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

Fees	\$1,218,370.00
Travel Adjustment 50%	<u>-\$8,741.25</u>
Net Billed Fees	\$1,209,628.75
Expenses	<u>\$18,553.62</u>
Net Amount	\$1,228,182.37
Total Due This Invoice	\$1,228,182.37
Balance Due from Previous Statement(s)	\$3,300,849.56
Total Balance Due	<u>\$4,529,031.93</u>

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



**quinn emanuel trial lawyers**

June 17, 2025

Page 2

Matter #: 12875-00001

Invoice Number: 101-0000191513

**Statement Detail****ii Asset Disposition**

05/01/25	PT	Correspondence with Foley team and management regarding transition issues with closing of settlement agreement.(.4); conference calls with management and on-ground team regarding software transition issues (.7); follow-up emails with S. Lockhart regarding problems identified and solutions for communication on the ground (.5).	1.60	3,112.00
05/01/25	DH3	Read emails regarding the vacating period (.1).	0.10	177.50
05/05/25	PT	Call with Andrew Popescu, Chris Wheeler, Trace Schmeltz, Michael Robinson regarding settlement tax issues (.7); correspond with D. Holzman regarding dismissal of litigation after closing settlement with Whinstone (.2).	0.90	1,750.50
05/06/25	PT	Call with Maryam Nicholes, Laura Eisele, Ryan Foster, Chris Wheeler, AJ Merton, Eric Winston, Razmig Izakelian, Michael Correra, Ryan Gamble, Jason Loy regarding settlement tax matters (1.2).	1.20	2,334.00
05/08/25	PT	Prepare for and attend settlement tax call with Andrew Popescu, Trace Schmeltz, Chris Wheeler, Michael Robinson, Kevin Hays (1.1).	1.10	2,139.50
05/12/25	PT	Correspondence with the management team and Foley team regarding broker price opinion for the Twins real estate (.5).	0.50	972.50
05/13/25	PT	Follow up on efforts to sell Twins real estate parcel (.3).	0.30	583.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 3

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/15/25	PT	Successive (3) calls regarding settlement taxes with Paige Lohse, Chris Wheeler, Trace Schmeltz, Andrew Popescu, Michael Robinson, David Dunn, Kenneth Kansa, Charlotte Underwood (2.4).	2.40	4,668.00
05/19/25	PT	Correspondence with the company regarding SEC forms related to the sale of RIOT stock and suggest a solution for the same (.2).	0.20	389.00
05/23/25	PT	Call to update settlement tax calculation with Andrew Popescu, Eric Bashaw, Michael Robinson, Chris Wheeler, Trace Schmeltz (.6).	0.60	1,167.00
05/30/25	PT	Correspond with K. Lee regarding de minimis sale order (.3) and forward authorization to use sales brokers in order (.1).	0.40	778.00
SUBTOTAL			9.30	18,071.50

**ix Employee Benefits and Pensions**

05/04/25	DH3	Read emails regarding Severance Agreement (.1).	0.10	177.50
05/05/25	PT	Call to discuss mechanics of 401(k) termination with Charles Topping, Michael Robinson (.2).	0.20	389.00
05/05/25	DH3	Call with C. Topping and L. Weber to discuss Severance Agreement (.5) and draft summary of revisions of the same (.1).	0.60	1,065.00
05/05/25	LMW	;Call with the Client group re: severance (.4); call with A. Catatao re: same (.6); legal research re: same (1.2); meeting with D. Holzman re: updates to employee disclosure (.4); review and revise same (.8).	3.40	5,661.00
05/07/25	LMW	Review and revise severance agreement for C. Zoeren (1.4); emails	2.20	3,663.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 4

Matter #: 12875-00001

Invoice Number: 101-0000191513

		to C. Topping re: same (.1); call with A. Catatao re: executive severance (.7).		
05/08/25	LMW	Review of legal research re: severance (.5); call with R. Izakelian re: same (.3); emails to D. Holzman re: amendments to severance benefits (.4); call with A. Catatao re: employee terminations (.6); emails to P. Tomasco and R. Izakelian re: same (.1).	1.90	3,163.50
05/09/25	LMW	Call with A. Catatao re: severance payments (.4); review of change of control provisions in employment contracts (1.8); prepare redline of same (.7).	2.90	4,828.50
05/12/25	RI	Conference with Quinn Emanuel and Province teams regarding employees (1.0).	1.00	1,665.00
05/12/25	LMW	Review of employee agreements re: change in control provisions (2.1); call with Rhodium team re: same (.9).	3.00	4,995.00
05/12/25	PT	Conference to discuss employee severance payments and proposed treatment of same with Lindsay Weber, Chase Blackmon, Kevin Hays, Razmig Izakelian, Alicia Catatao, Andrew Popescu (.9).	0.90	1,750.50
05/13/25	LMW	Call with A. Catatao re: severance benefits (.3).	0.30	499.50
05/14/25	LMW	Review the revise severance agreement (1.3); emails to C. Topping re: same (.3).	1.60	2,664.00
05/15/25	LMW	Emails with D. Holzman re: edits to severance agreements (.4).	0.40	666.00
05/15/25	DH3	Revise Severance Agreement (.8).	0.80	1,420.00
05/15/25	PT	Call to discuss employee severance programs and plan treatment with Alicia Catatao, Chase Blackmon,	0.60	1,167.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 5

Matter #: 12875-00001

Invoice Number: 101-0000191513

		Charles Topping, Kevin Hays, Lindsay Weber (.6).		
05/16/25	LMW	Emails with A. Catatao re: LTIP CIO provisions (.6); review of LTIP agreement re: same (1.1).	1.70	2,830.50
05/17/25	PT	Coordinate information with T. Schmeltz and L. Weber regarding employee issues in plan and severance claims (.4).	0.40	778.00
05/22/25	LMW	Review of severance schedule (.6); emails to P. Tomasco and B. Roth re: same (.2).	0.80	1,332.00
		SUBTOTAL	22.80	38,715.00

**v Business Operations**

05/01/25	PT	Correspondence with M. Salazar regarding interest-bearing bank account issues (.2).	0.20	389.00
05/15/25	PT	Correspond with Foley team regarding Twins valuation (.2).	0.20	389.00
05/16/25	PT	Correspond with C. Topping regarding damages claim against post-petition vendor (.3) and draft demand letter and suggest state law bases for damages in light of lack of bill of lading after online research of issue (.8).	1.10	2,139.50
05/22/25	PT	Operations update call with Chase Blackmon, Cameron Blackmon, Charles Topping, Kevin Hays, Morgan Soule, Michael Robinson (.6).	0.60	1,167.00
		SUBTOTAL	2.10	4,084.50

**vi Case Administration**

**quinn emanuel trial lawyers**

June 17, 2025

Page 6

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/01/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.6).	0.60	699.00
05/01/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.6).	0.60	999.00
05/01/25	AJ4	Attend telephone conference with P. Tomasco regarding case status and next steps (0.6).	0.60	936.00
05/01/25	PT	Coordination call with Andrew Popescu, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.6).	0.60	1,167.00
05/02/25	BH2	Review Pacer docket (.4) and update files, including calendar entries, for attorneys' review (.5).	0.90	589.50
05/05/25	PT	Quinn Emanuel task review meeting with R. Izakelian, R. Harrington, L. Weber, B. Roth, A. Jaquet (.5); prepare for (.2) and coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	1.20	2,334.00
05/05/25	RH9	Rhodium team meeting to discuss case strategy (.5).	0.40	466.00
05/05/25	LMW	Prepare for (.5) and attend call with Quinn Emanuel team and Province re: case updates (.5).	1.00	1,665.00
05/05/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
05/05/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding weekly tasks relating to the case (0.5).	0.50	780.00
05/05/25	AJ4	Prepare for and attend telephone conference with P. Tomasco, A.	0.50	780.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 7

Matter #: 12875-00001

Invoice Number: 101-0000191513

		Popescu, et al. Regarding case status and next steps (0.5).		
05/05/25	BH2	Revise numerous motions to be filed (ie-Notice of Filing Second Amended Equity List, Emergency Motion Setting Bar Date for Proofs of Interest, Motion to Amend Cash Collateral Order, Emergency Motion Approving Accelerated Payment, and Third Motion to Extend Exclusivity Period) (3.9); file the listed documents (.9); forward file-stamped copies to the Client (.1).	4.90	3,209.50
05/05/25	BR4	Call with Quinn Emanuel team regarding case updates (0.5); call with Quinn Emanuel and Province teams regarding same (0.5).	1.00	1,560.00
05/06/25	PT	Coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.7).	0.70	1,361.50
05/06/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (.7).	0.70	1,165.50
05/06/25	LMW	Call with Province and QE teams re: case updates (.7).	0.70	1,165.50
05/06/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.7).	0.70	815.50
05/06/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.7).	0.60	936.00
05/07/25	PT	Prepare for (.1) and coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.60	1,167.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 8

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/07/25	PT	Coordinate updating disclosures with names added to equity security schedules with K. Lee (.4); coordinate updating declaration with B. Howell and review updated schedules compared to equity security list and contingent equity list (.2); follow up emails regarding lists (.1).	0.70	1,361.50
05/07/25	LMW	Call with Province re: case updates (.5); emails with Quinn Emanuel team re: updated equity list (.2).	0.70	1,165.50
05/07/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
05/07/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
05/08/25	PT	Conference with D. Dunn regarding motion to disband committee language (.5); follow up email with D. Azman regarding clarification regarding same (.3).	0.80	1,556.00
05/08/25	BH2	Review Pacer docket (.3) and calendar hearing dates and deadlines (.2).	0.50	327.50
05/09/25	BH2	Review Pacer docket (.5) and calendar hearing dates and deadlines (.3); forward copies to the Client for review (.2).	1.00	655.00
05/12/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (.6).	0.60	999.00
05/12/25	LMW	Call with Quinn Emanuel team and province re: case updates (.6).	0.60	999.00
05/12/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding strategy and next steps (0.6).	0.60	936.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 9

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/12/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.6).	0.60	699.00
05/12/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.6); Review and revise response to objection to emergency motion (1.2).	1.80	2,808.00
05/12/25	BH2	Review Judge Perez's calendar for the May 13th hearing (.1) and prepare a hearing notebook for P. Tomasco (.8); review Pacer docket (.3) and download recently filed pleadings (.2); calendar deadlines and hearing dates (.2); email communications with B. Asay regarding docket entries entered on Pacer (.3); draft Notice of Status Conference (.3); file same (.3); review emails with updated deposition dates and information (.3) and calendar same (.2).	3.00	1,965.00
05/12/25	PT	Prepare for (.3) and coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.6).	0.90	1,750.50
05/13/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.7).	0.70	815.50
05/13/25	RI	Prepare for (.1) and conference with Quinn Emanuel and Province teams regarding case strategy and assignments (.7).	0.80	1,332.00
05/13/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.7); attend status conference (.6); emails regarding same (0.2); review motion to compel and emails regarding same (.5); emails regarding	2.70	4,212.00



**quinn emanuel trial lawyers**

June 17, 2025

Page 10

Matter #: 12875-00001

Invoice Number: 101-0000191513

		depositions (0.1); review filings related to the hearing (0.6).		
05/13/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. In relation to the case strategy and next steps (0.7).	0.70	1,092.00
05/13/25	BH2	Review Pacer docket (.4) and download pleadings for attorneys' review (.3); calendar hearing dates and deadlines (.3); prepare exhibit list for May 14th hearing (.7) and obtain exhibits for filing (.4); file same (.3); prepare amended exhibit list with additional documents (.5) and file same (.3); prepare pleading notebook and exhibit notebooks for P. Tomasco (1.1).	4.30	2,816.50
05/14/25	BR4	Hearing on secured payment motion and interest bar date motion (0.8); call with R. Izakelian and Barnes & Thornburg regarding upcoming hearing (0.6).	1.40	2,184.00
05/14/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
05/14/25	BH2	Assist P. Tomasco with final hearing preparations (.5); attend (partial) the hearing on numerous matters (.5).	1.00	655.00
05/14/25	PT	Correspondence with D. Azman regarding dissolution of committee (.2).	0.20	389.00
05/15/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
05/15/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 11

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/15/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.5); emails regarding same (0.4).	0.90	1,404.00
05/15/25	BH2	Review Rhodium pacer docket (.5) and update new filings (.8); calendar hearing dates and deadlines (.3); forward filings to the Client (.2); email communications with B. Rice (Rhodium) regarding sealed documents and ordinary course professionals (.3).	2.10	1,375.50
05/15/25	PT	Prepare for (.2) and attend coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.70	1,361.50
05/16/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (.6).	0.60	999.00
05/16/25	AJ4	Attend the telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and strategy (.6).	0.60	936.00
05/16/25	BR4	Call with Quinn Emanuel team regarding case updates (0.6).	0.60	936.00
05/16/25	PT	Prepare for (.1) and attend coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.6).	0.70	1,361.50
05/17/25	RI	Prepare insert for monthly operating reports (0.4).	0.40	666.00
05/19/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.7).	0.70	1,165.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 12

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/19/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.7).	0.70	815.50
05/19/25	AJ4	Attend a telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (.7).	0.50	780.00
05/19/25	AJ4	Attend telephone conference with P. Tomasco, R. Izakelian, et al. Regarding weekly tasks relating to the case (0.5).	0.50	780.00
05/19/25	PT	Update call with Quinn Emanuel and Province teams regarding assignments and projects (.7).	0.70	1,361.50
05/19/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.7).	0.70	1,092.00
05/19/25	BH2	Draft the Exhibit List for the May 21st hearing (1.2); obtain exhibits (1.1) and file the Exhibit List and corresponding exhibits (.5); download exhibit lists filed by all parties (including sealed exhibits) (3.5) and forward to the Client (.2); email exchanges with R. Izakelian regarding the exhibits filed (.2).	6.70	4,388.50
05/20/25	PT	Review updated interested parties list and correspond with K. Lee regarding updating to include all of contingent equity and other equity players for completeness (.6).	0.60	1,167.00
05/20/25	PT	Brief coordination call with Andrew Popescu, Rachel Harrington, Michael Robinson, Kristen Lee, Alan Jaquet, Ben Roth, Razmig Izakelian, Lindsay Weber (.5).	0.50	972.50
05/20/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 13

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/20/25	BH2	Review Pacer docket and prepare a pleading notebook for the May 21st hearing (1.2); review Pacer docket (.7) and download recently filed pleadings for attorney and Client review (.5); calendar hearing dates and deadlines (.4); finalize (.1) and file the Updated Notice of Hearing re ECF No. 835 (.3).	3.20	2,096.00
05/21/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
05/21/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
05/21/25	PT	Team call with Province and Quinn Emanuel teams to discuss planning for projects and upcoming hearings (.5).	0.50	972.50
05/21/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5); emails regarding same (0.3).	0.80	1,248.00
05/22/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5); conference with Quinn Emanuel team regarding case strategy (0.5); conference with Quinn Emanuel, Province, and Barnes & Thornburg teams regarding case (0.5).	1.50	2,497.50
05/22/25	RH9	Province and Quinn Emanuel team conference to discuss plan and case strategy (.5).	0.50	582.50
05/22/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and strategy (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 14

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/22/25	BH2	File the 19 monthly operating reports (1.1); download same and forward to the Client (.7); review Pacer docket (.3) and download recent filings (.3) forward same to the Client (.2).	2.60	1,703.00
05/22/25	PT	Call to review results of hearing and ongoing projects with Quinn Emanuel and Province teams (.5).	0.50	972.50
05/23/25	RI	Conference with Quinn Emanuel and Province teams regarding case strategy and assignments (0.5).	0.50	832.50
05/23/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50
05/23/25	BH2	Prepare Exhibit and Witness List for the May 27th hearing (1.3); file same (.4) and forward documents to the Client (.2); prepare Pleading Notebook for the May 27th hearing (.9).	2.80	1,834.00
05/23/25	PT	Team call with Province and Quinn Emanuel to review projects and assignments (.5).	0.50	972.50
05/23/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding strategy and next steps (0.5).	0.50	780.00
05/26/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
05/26/25	BH2	Prepare an Amended Exhibit List for May 27th hearing (.4); finalize the third amended motion to extend exclusivity (.3); file both documents (.3).	1.00	655.00
05/26/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 15

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/26/25	PT	Team call to discuss planning and strategy (.5).	0.50	972.50
05/26/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (0.5).	0.50	780.00
05/27/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
05/27/25	LMW	Call with Quinn Emanuel team and Province re: case (.5).	0.50	832.50
05/27/25	PT	Quinn Emanuel and Province team call to discuss projects and strategy (.5).	0.50	972.50
05/27/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
05/27/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.5).	0.50	780.00
05/27/25	BH2	Finalize preparations for the May 27th hearing (before hearing that the matter was resolved) (1.); finalize (.7) and file the proposed order re the motion to amend DIP to Pay Secured Lenders (.3) and the proposed order re motion to pay the unsecured creditors (.2); email Access Transcripts to obtain a copy of the May 21st hearing (.2); prepare check request for the transcript (.2); review Pacer docket and download new filings for the Client's review (.4).	3.00	1,965.00
05/28/25	PT	Prepare for (.1) and attend Quinn Emanuel and Province Team call to discuss projects and strategy (.7); follow up with recap of projects and responsible persons (.3).	1.10	2,139.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 16

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/28/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (.7).	0.70	1,165.50
05/28/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and strategy (0.7).	0.70	1,092.00
05/28/25	LMW	Call with Quinn Emanuel team re: case updates (.7).	0.70	1,165.50
05/28/25	BR4	Call with Quinn Emanuel and Province teams regarding case updates (.7); emails regarding hearing and review of transcript of same (.5).	1.20	1,872.00
05/28/25	BH2	Review Pacer docket (.4) and download recently filed pleadings (.3); distribute the May 21st hearing transcript to all parties (.1); revise the chart prepared by Rhodium to include all attorneys participating in the Rhodium bankruptcy case (1.5).	2.30	1,506.50
05/29/25	BH2	Review Pacer docket (.3) and download recently filed documents (.2); forward same to the Client (.1).	0.60	393.00
05/29/25	PT	Quinn Emanuel and Province team call to discuss projects and strategy (.5).	0.50	972.50
05/29/25	RH9	Province and Quinn Emanuel team conference to discuss case strategy (.5).	0.50	582.50
05/29/25	AJ4	Attend telephone conference with P. Tomasco, A. Popescu, et al. Regarding case status and next steps (0.5).	0.50	780.00
05/29/25	BR4	Prepare for (.3) and conference call with Quinn Emanuel and Province teams regarding case updates (.5).	0.80	1,248.00
05/30/25	LMW	Call with Quinn Emanuel and Province teams re: case updates (.5).	0.50	832.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 17

Matter #: 12875-00001

Invoice Number: 101-0000191513

SUBTOTAL	96.60	118,289.00
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**vii Claims Administration and Objections**

05/01/25	RH9	Implement edits and finalize bar date motion and order (2.9).	2.90	3,378.50
05/01/25	RI	Review and revise the equity bar date motion and order (1.2).	1.20	1,998.00
05/01/25	LMW	Review and revise the motion re: bar date for interests (2.2); review of proof of interest form (.4); emails with R. Harrington and R. Izakelian re: same (.4).	3.00	4,995.00
05/04/25	RH9	Draft bar motion and bar notice (3.1).	3.10	3,611.50
05/05/25	LMW	Review and revise motions for bar date and payment (2.1); emails to R. Izakelian re: same (.2).	2.30	3,829.50
05/05/25	PT	Revise bar date motion and order (.4).	0.40	778.00
05/05/25	RH9	Incorporate edits into bar motion and bar notice (1.1).	1.10	1,281.50
05/06/25	AJ4	Correspond with R. Izakelian regarding chart of claims subject to 510(b) subordination (0.2).	0.20	312.00
05/06/25	BR4	Research related to classification of claims and interests (1.4).	1.40	2,184.00
05/07/25	PT	Correspondence with C. Topping regarding LTIP participant inquiries regarding updated equity bar date motion and coordinate with Province regarding same (.3).	0.30	583.50
05/08/25	PT	Review and analyze the Midas response to claim objection (.4) and emails with E. Brannen regarding same (.2).	0.60	1,167.00
05/08/25	RI	Review and analyze documents, emails with C. Underwood regarding same (1.3).	1.30	2,164.50



**quinn emanuel trial lawyers**

June 17, 2025

Page 18

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/13/25	PT	Correspondence regarding the confidentiality of Proof equitization documents (.2).	0.20	389.00
05/13/25	PT	Revise objection to SAFE claims (.3); respond to B. Kutsche regarding omission from equity list after conferring with C. Topping (.5).	0.80	1,556.00
05/14/25	PT	Coordinate service of equity bar date order and follow up regarding scope of service (.3); coordinate corrected equity bar date order with changes from Veritas regarding mechanics (.3).	0.60	1,167.00
05/14/25	BH2	Review email from Verita regarding changes required to the order the Court entered on the Bar Date Motion for Submitting proofs of interest (.2); revise the order and the bar date notice (1.1); prepare redlines of both documents (.8) and file under a green sheet (.3); email with T. Laws regarding the revised proposed order (.1).	2.50	1,637.50
05/15/25	AJ4	Review and revise draft omnibus objection to claims filed by SAFE Holders, including by reviewing proofs of claims and analyzing case law (4.9).	4.90	7,644.00
05/15/25	BH2	Finalize the Bar Date Notice for filing Proofs of Interest (.6) and forward to Verita for service (.1).	0.70	458.50
05/16/25	PT	Coordinate background information with the Barnes & Thornburg team regarding bases for objection to SAFE claims and background of SAFE agreements (.4).	0.40	778.00
05/17/25	PT	Continued review of Client documents regarding SAFE negotiations and documents with C. Topping (.8).	0.80	1,556.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 19

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/18/25	PT	Review documents produced regarding SAFE negotiations and highlight pertinent data for claims objection drafting team and correspondence with C. Topping regarding same (.9); extensive revisions to the objection to SAFE claims in light of additional documents regarding provenance of agreement and due diligence performed (.9); circulate updated draft to special committee and M. Robinson, C. Topping and M. Soule for comments (.4).	2.20	4,279.00
05/18/25	BR4	Emails regarding claim objection and review same (0.4).	0.40	624.00
05/19/25	RI	Review and revise the objection to SAFE claims (1.8).	1.80	2,997.00
05/19/25	BH2	Draft the Declaration of Patricia B. Tomasco in support of omnibus objection to the SAFE parties' claims (.9); draft the proposed order for the omnibus objection to the SAFE parties' claims (.9); finalize (.5) and file the Omnibus Objection (.4); forward copies to the Client (.1).	2.80	1,834.00
05/19/25	AJ4	Correspond with P. Tomasco regarding the deadline for objections in relation to the first omnibus claim objection (0.1).	0.10	156.00
05/19/25	AJ4	Correspond with R. Izakelian regarding finalization SAFE's claim objection (0.1).	0.10	156.00
05/19/25	PT	Correspond with B. Howell and A. Jaquet regarding a certificate of no objection for omnibus claim objections and updated calendar for Midas Green claim objection (.3); circulate updated SAFE claim objection to special committee and Quinn Emanuel team and coordinate	1.80	3,501.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 20

Matter #: 12875-00001

Invoice Number: 101-0000191513

		updating and indexing of exhibits (.3); coordinate updating draft with research on Delaware law and forward prior research regarding same (.2); forward salient emails from SAFE negotiation in 2021 to include in objection (.3); review and revise proposed order disallowing SAFE claims (.1); continue to review exhibits to claim objection (.2); review objection for filing (.4).		
05/20/25	PT	Review witness list for Cerasuolo late claim motion and confer with R. Izakelian regarding same (.5); correspondence regarding need to call Debtors' counsel as witness (.3).	0.80	1,556.00
05/20/25	BH2	Incorporate A. Carson's changes in the proposed order regarding the omnibus claims objection (.4); email exchanges with Ms. Carson regarding the changes (.2); draft a Certificate of Counsel with the newly revised proposed order (.6) and file same (.3).	1.50	982.50
05/24/25	PT	Correspondence with C. Kunz regarding Proof Capital equitization events (.2).	0.20	389.00
05/26/25	RH9	Draft equitization disclosure (3.4).	3.40	3,961.00
05/27/25	RH9	Draft equitization disclosure (5.4).	5.40	6,291.00
05/27/25	PT	Correspond with R. Harrington and R. Izakelian regarding draft statement on Proof equitization and related privilege issues regarding board minutes (.3); outline additional drafting for Proof equitization briefing and gather background correspondence from the company regarding prepetition conversations regarding equitization requirements (.8).	1.10	2,139.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 21

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/28/25	PT	Conference to discuss draft disclosure regarding Proof Capital with Trace Schmeltz, Michael Robinson (.4); review and respond to court inquiry regarding scheduling hearing on Midas Green claim objection with E. Brannen (.5); correspond with E. Brannen regarding logistics for claims objection hearing and potential for summary disposal (.2).	1.10	2,139.50
05/28/25	RH9	Draft disclosure regarding equitization of debt (5.4).	5.40	6,291.00
05/29/25	AJ4	Research and prepare a memorandum regarding potential summary judgment motion in relation to filed claims (4.6).	4.60	7,176.00
05/30/25	RH9	Call with E. Brannen to discuss claim objection reply (.5); call with Debtors' management and P. Tomasco to discuss disclosure submission (.5); prepare exhibits for submission (1.8); revisions to submission and finalize pleading (2.7).	5.50	6,407.50
05/30/25	RI	Prepare discovery to SAFE AHG regarding claim objection (2.4).	2.40	3,996.00
05/30/25	PT	Conference call with Rachel Harrington, Elizabeth Brannen, Bridget Asay, John Stokes, Collen Smith to discuss strategy for Midas Green claim objection (.8); conference call with C. Topping, R. Harrington, M. Soule; T. Schmeltz regarding Proof equitization history and details of disclosure of same (.5); review and incorporate Barnes & Thornburg's comments to Proof document (.2); finalize and coordinate filing of Proof equitization disclosure and review for privilege (1.4); correspondence with R. Harrington regarding using	3.40	6,613.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 22

Matter #: 12875-00001

Invoice Number: 101-0000191513

		dispositive motion on Midas Green and Proof claim objections and forward research (.4); coordinate new discovery drafts to SAFEs regarding claim objections (.1).		
05/30/25	AJ4	Prepare draft first set of requests for production to omnibus claimants, including by reviewing the case's prior filings and related materials (3.8).	3.80	5,928.00
05/30/25	AJ4	Continue to review and revise memorandum regarding potential summary judgment motion in relation to filed claims, including by researching for similar cases (2.1); correspond with P. Tomasco in connection with the same (0.2).	2.30	3,588.00
SUBTOTAL			78.80	112,474.00

**viii Corporate Governance and Board Matters**

05/02/25	PT	Prepare for and attend Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.2).	1.20	2,334.00
05/05/25	PT	Prepare for and attend board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.40).	1.40	2,723.00
05/07/25	PT	Prepare for and attend Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping,	1.20	2,334.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 23

Matter #: 12875-00001

Invoice Number: 101-0000191513

		Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.2).		
05/16/25	PT	Board Meeting Teams Board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.2).	1.20	2,334.00
05/23/25	PT	Prepare for and participate in board meeting with Becky Rice, Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (1.1).	1.10	2,139.50
05/28/25	PT	Prepare for and attend board meeting with Chase Blackmon, Cameron Blackmon, Nathan Nichols, Jonas Norr, Renata Szkoda, David Eaton, Spencer Wells, Charles Topping, Morgan Soule, Kevin Hays, Michael Robinson, David Dunn (.7).	0.70	1,361.50
		SUBTOTAL	6.80	13,226.00

**x Employment and Fee Applications**

05/01/25	BH2	Finalize draft of the second interim fee application and related documents (1.9) and forward to P. Tomasco (.1); continue to prepare the March monthly fee statement (1.9) and forward to P. Tomasco (.1).	4.00	2,620.00
05/07/25	BH2	Finalize (.1) and file the Certificate of No Objection re Barnes & Thornburg's Second Interim Fee Application (.3).	0.40	262.00
05/07/25	BH2	File the Seventh Monthly Fee Statement of Province (.3); finalize	10.70	7,008.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 24

Matter #: 12875-00001

Invoice Number: 101-0000191513

		(.2) and file the Second Interim Fee Application of Province (.3); begin to prepare Quinn Emanuel's April monthly fee statement (9.9).		
05/12/25	BR4	Review objection to Stris retentions (0.4).	0.40	624.00
05/12/25	PT	Edits to Quinn Emanuel fee statement (.6).	0.60	1,167.00
05/15/25	BH2	Review and revise the March fee statement to incorporate P. Tomasco's changes (.9).	0.90	589.50
05/15/25	PT	Correspond with L. Eisele regarding expanded role for Riveron and need for additional disclosures (.3).	0.30	583.50
05/16/25	BH2	Finalize the Second Interim Fee Application of Quinn Emanuel and related documents (1.1) and file same (.3).	1.40	917.00
05/16/25	PT	Conference call with L. Eisele and M. Nicholes regarding the supplemental retention of Riveron for tax project; further research of tax litigation retentions in bankruptcy cases (.6); review and update fee application and fee statement for Quinn Emanuel (.5).	1.10	2,139.50
05/20/25	BH2	Draft the Amended Declaration of Patricia B. Tomasco regarding additional names on Schedules 1 and 2 (1.3); email communications with P. Tomasco regarding the March monthly fee statement (.3).	1.60	1,048.00
05/21/25	PT	Correspond with M. Soule and B. Howell to draft broker retention motion for Twins facility (.1).	0.10	194.50
05/22/25	BH2	File the Monthly Fee Statement on behalf of Stris & Maher (.3); forward the Fee Statement and the LEDES data to the United States Trustee (.2).	0.50	327.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 25

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/22/25	BH2	Draft Amended Tomasco Declaration for the Retention of Quinn Emanuel (.8); compare the original Schedule 1 to the amended Schedule 1 and highlight the new additions (.3).	1.10	720.50
05/23/25	PT	Conference with T. Schmeltz regarding Lehotsky, Keller & Cohn retention (.5); gather and forward relevant emails regarding same (.3).	0.80	1,556.00
05/27/25	PT	Call with Maryam Nicholes to discuss whether 327 retention required for tax analysis (.7); review and edit amended declaration for Quinn Emanuel retention in light of updated equity security list (.5).	1.20	2,334.00
05/27/25	BH2	Revise the Amended Tomasco Declaration and the corresponding Schedules 1 and 2 (.8).	0.80	524.00
05/27/25	BH2	Finalize the Seventh Monthly Fee Statement (March) (.9) and file same (.3); obtain LEDES data (.1) and forward the LEDES data and a file-stamped copy of the Fee Statement to the parties listed on the Interim Compensation Order (.2).	1.50	982.50
05/28/25	PT	Call with Maryam Nicholes, Laura Eisele regarding updated retention of Riveron (.4); coordinate updated conflicts check of new names added by Province to shareholder list and review and revise updated disclosure (.3).	0.70	1,361.50
05/28/25	BH2	Continue to revise the Schedules that will be attached to the Amended Tomasco Declaration (.8); email communications with P. Tomasco regarding same (.3).	1.10	720.50
05/29/25	BH2	Continue to prepare the April Monthly Fee Statement (2.1).	2.10	1,375.50



**quinn emanuel trial lawyers**

June 17, 2025

Page 26

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/29/25	BH2	Continue to revise the Schedules for the Amended Tomasco Declaration (.5); finalize (.2) and file the Amended Tomasco Declaration (.3).	1.00	655.00
05/30/25	BH2	Continue to prepare the April Monthly Fee Statement (.9).	0.90	589.50
05/30/25	BH2	Begin to draft the application to retain Keller Williams as the broker for Rhodium (2.8).	2.80	1,834.00
05/30/25	BH2	File Barnes & Thornburg's Eighth Monthly Fee Statement (.3) and forward the corresponding LEDES data to the United States Trustee (.1).	0.40	262.00
SUBTOTAL			36.40	30,396.00

**xii Litigation**

05/01/25	RH9	Legal research in support of interpleader (.9).	0.90	1,048.50
05/01/25	SA4	Correspond with R. Izakelian, L. Santos-Bishop, and L. Frankel re: privilege review (.1); review documents for privilege (2.5).	2.60	2,691.00
05/01/25	RI	Review and analyze documents for privilege (4.3).	4.30	7,159.50
05/01/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (2.7).	2.70	567.00
05/01/25	LMW	Review draft of interpleader complaint (1.2).	1.20	1,998.00
05/01/25	AJ4	Review and revise draft interpleader complaint, including by reviewing related case law and filings in other interpleader proceedings (7.1); correspond and confer with R. Harrington in connection with the same (.2); correspond with F.	7.40	11,544.00

**quinn emanuel trial lawyers**

June 17, 2025  
Page 27

Matter #: 12875-00001  
Invoice Number: 101-0000191513

		Sabzevari in connection with the same (0.1).		
05/01/25	DE3	Analyze documents on second-level review for responsiveness, privilege, and confidentiality to comply with document production request (5.9).	5.90	9,204.00
05/01/25	LF5	Review outgoing document production for attorney-client privilege and identify where redactions are necessary (1.6).	1.60	1,656.00
05/01/25	RH9	Proof interpleader draft (.9).	0.90	1,048.50
05/01/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.60	126.00
05/02/25	AJ4	Continue to review and revise the draft of the interpleader complaint, including list of various defendants (3.6); correspond and confer with R. Harrington in connection with the same (0.3); correspond with F. Sabzevari in connection with same (0.2); correspond with A. Popescu in connection with same (0.2).	4.30	6,708.00
05/02/25	PT	Settlement tax discussion with Chris Wheeler, Alex Pelobet, Andrew Popescu, Ashley Jonson, Kevin Hays, Morgan Soule, Michael Robinson, Trace Scheltz regarding tax issues (1.1); correspondence with R. Izakelian regarding document review logistics and need for overtime (.2).	1.30	2,528.50
05/02/25	RI	Review and revise motions to pay secured and unsecured creditors, legal research regarding same (5.9).	5.90	9,823.50
05/02/25	RV2	Prepare document production per request from R. Izakelian (6.7).	6.70	1,407.00
05/02/25	PT	Correspond with B. Funk regarding payment motion and SAFE objection	0.70	1,361.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 28

Matter #: 12875-00001

Invoice Number: 101-0000191513

		to same (.4); review and revise secured creditor payment motion (.3).		
05/02/25	RH9	Review interpleader complaint and identify and insert missing information (1.6).	1.60	1,864.00
05/02/25	BH2	Initial draft of the Stipulation between Rhodium and the Transcend Group extending time (1.1); email communications with N. He at Barnes & Thornburg regarding the draft Stipulation (.1).	1.20	786.00
05/03/25	AJ4	Review and revise draft interpleader complaint against equity list (1.0); correspond with R. Harrington in connection with the same (0.1).	1.10	1,716.00
05/03/25	AJ4	Review various correspondence from T. Schmeltz relating to mediation (0.3).	0.30	468.00
05/03/25	LMW	Review and revise the bar date motion (.8); review and revise payment motions (.6); emails with Quinn Emanuel team re: same (.2).	1.60	2,664.00
05/04/25	RH9	Legal research in support of interpleader complaint (1.8).	1.80	2,097.00
05/05/25	RH9	Add defendant information to interpleader complaint (4.7).	4.70	5,475.50
05/05/25	RI	Review and revise motions to pay secured and unsecured creditors, legal research regarding same (2.3).	2.30	3,829.50
05/05/25	LMW	Legal research re: application of mediation privilege (1.4); emails to R. Harrington re: unsecured interest motion (1.1).	2.50	4,162.50
05/05/25	PT	Coordinate updated payment motion lists of payees and amounts with A. Popescu (.1); coordinate redacting addresses of individual payees (.1); additional revisions to amended	3.10	6,029.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 29

Matter #: 12875-00001

Invoice Number: 101-0000191513

equity disclosure and spot check addresses and redactions needed (.9); further revisions to and coordinate filing of payment motions (.7); coordinate creation of amended equity list with examples (.4); revise proposed order on secured lender payment motion (.5); coordinate with Verita to serve amended equity list on expanded matrix (.1); review filings (.3).

05/06/25	PT	Correspondence with A. Carson regarding secured payment motion and extensive research regarding applicable interest rates for secured versus unsecured creditors including review of filed claims and stated interest rates for secured debt and follow up response regarding result in Ultra (1.9); review and sort email correspondence regarding opt in to payment motions and respond based on prematurity of same (.5); follow up conference with R. Izakelian regarding analysis of federal judgment rate applied to various plan classes and analysis of cases regarding same (1.1).	3.50	6,807.50
05/06/25	AJ4	Correspond with R. Harrington regarding draft of interpleader complaint (0.2).	0.20	312.00
05/06/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (1.8).	1.80	378.00
05/06/25	LSB	Call regarding privilege log with R. Izakelian (.2).	0.20	312.00
05/06/25	RH9	Add defendant information and edits to interpleader complaint (7.0).	7.00	8,155.00
05/07/25	AJ4	Review and revise draft interpleader complaint, including by conducting	3.70	5,772.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 30

Matter #: 12875-00001

Invoice Number: 101-0000191513

		related research and reviewing and analyzing relating materials (3.7).		
05/07/25	RI	Review and analyze SAFE AHG opposition to motions to pay secured and unsecured creditors (0.9).	0.90	1,498.50
05/07/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (2.7).	2.70	567.00
05/07/25	PT	Review, research and coordinate research and response to SAFE objection to payment motions (1.7); outline reply to SAFE objection (.5).	2.20	4,279.00
05/07/25	RH9	Draft response to SAFE AHG objection (2.9).	2.90	3,378.50
05/07/25	RH9	Implement edits to interpleader complaint (2.2).	2.20	2,563.00
05/09/25	LMW	Review of CSBA schedule and anticipated payments (.8); review of release language re: unsecured payments (1.1).	1.90	3,163.50
05/09/25	RH9	Draft response to SAFE AHG objection (7.2).	7.20	8,388.00
05/10/25	LSB	Review and revise privilege log (1.9).	1.90	2,964.00
05/12/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (1.8).	1.80	378.00
05/12/25	LMW	Review of background materials for N. Nichols (1.6); emails to B. Howell re: scheduling of depositions (.3); prepare list of privileged parties (.3); emails to R. Izakelian re: deposition schedule (.3); review of response to emergency relief objection (.8).	3.30	5,494.50
05/12/25	LSB	Review and revise privilege log, downgrade tagging on non-privileged documents in support of supplemental production (2.4).	2.40	3,744.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 31

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/12/25	AJ4	Review and revise draft interpleader complaint, including by further reviewing and revising list of defendants to the action and conduct related research (5.3); correspond with F. Sabzevari in connection with the same (.1).	5.40	8,424.00
05/12/25	RH9	Incorporate comments to response to SAFE objection (.8).	0.80	932.00
05/12/25	PT	Review and revise response to objection to payment motions (.8); coordinate circulation to Client and Barnes & Thornburg team for comments (.2).	1.00	1,945.00
05/12/25	PT	Prepare for and participate in telephone conference regarding protective order and related document production and retention issues with Charles Topping, Elizabeth Brannen, Morgan Soule, John Stokes, Bridget Asay (.7); coordinate coverage of founder depositions and instructions to team regarding same (.4); coordinate circulation of law firms for privilege review/protection in discovery (.1); review and comment on Stris response to SAFE objection to expanded retention and follow up emails regarding same (.6); correspondence with J. Stokes regarding hearing schedule and coverage (.4); coordinate comments to reply to SAFE objection to payment motions (.2); conference with M. Robinson regarding SAFE objection and comments thereto (.3); conference with T. Schmeltz regarding response to SAFE objection and status of negotiations (.3).	3.00	5,835.00
05/13/25	RI	Review and analyze SAFE AHG motion to compel, prepare opposition	7.40	12,321.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 32

Matter #: 12875-00001

Invoice Number: 101-0000191513

		and motion for protective order, legal research regarding same (7.4).		
05/13/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (4.7).	4.70	987.00
05/13/25	RL1	Zoom conference with case team in regards to replacement production strategy (1.6).	1.60	336.00
05/13/25	LMW	Emails with Akin re: deposition scheduling (.2); review of LTIP agreement re: same (1.2); review objection to post-petition interest payments (.8); emails with P. Tomasco re: same (.4); call with R. Harrington re: draft response (.5); prepare outline re: standing issues for same (1.7).	4.80	7,992.00
05/13/25	PT	Prepare for and attend Status Conference regarding SAFE objection to emergency consideration of payment motions to save on interest carry (.9); follow up conference regarding results of hearing with R. Izakelian (.2); further analysis of schedules and other documents rendering SAFE objection to payment motion implausible and forward results of research regarding contract damages being proceeds of security interest in intangibles (.8); correspondence with Barnes & Thornburg team regarding response to SAFE Motion to Compel and forward draft motion for protective order (.8); circulate draft response to SAFE Motion to Compel with C. Topping (.1).	2.80	5,446.00
05/13/25	RH9	Research into the attachment of collateral to after-acquired property (2.9).	2.90	3,378.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 33

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/13/25	AJ4	Review and revise draft interpleader complaint (1.1).	1.10	1,716.00
05/13/25	PT	Follow up with AJ Merton regarding settlement tax issues and valuation (.2); coordinate logistics for hearing on payment motions, updating exhibit lists and drafting witness and argument outlines (4.1); conference with M. Robinson regarding testimony (.9); call with the Quinn Emanuel team regarding preparation for hearing on payment motions (.6); calculate asset coverage from intercompany tracker before application of settlement proceeds and circulate to Province team for checking (1.1); correspond with S. Schultz regarding lack of service of sealed exhibits in violation of the rules (.5); suggest revisions to response to motion to compel (.3).	7.70	14,976.50
05/14/25	RH9	Call with L. Weber re response to safe objection to secured motion (.2).	0.20	233.00
05/14/25	RI	Prepare opposition to motion to compel and motion for protective order, review and analyze documents regarding same (6.2).	6.20	10,323.00
05/14/25	RV2	Prepare document production per request from R. Izakelian (4.2).	4.20	882.00
05/14/25	LSB	Revise and finalize tagging in support of supplemental document production (0.8).	0.80	1,248.00
05/14/25	RI	Review and analyze privilege log (0.8).	0.80	1,332.00
05/14/25	LMW	Emails to Akin re: deposition schedule (.2); call with r. Harrington re: secured interest objection (.3); legal research re: 1109 party in interest standards (1.8); review of	3.00	4,995.00



**quinn emanuel trial lawyers**

June 17, 2025

Page 34

Matter #: 12875-00001

Invoice Number: 101-0000191513

		tracker re: payment of intercompany debt (.7).		
05/14/25	PT	Review and analyze further objection to payment motions and conference with M. Robinson regarding same (.9); Prepare for (.5) and attend hearing on payment motions and motion to set equity bar date (.8); detailed outline of response to SAFE objection to secured payment motion and summary of intercompany tracker as evidence of collateral coverage (1.2); follow up with L. Weber regarding prior production of all information that the SAFE AHG needed to know that assets exceeded liabilities at each operating debtor (.8); research regarding elements of reasonable investigation for Rule 11 findings and forward to drafting team (.9); research on prudential standing of out of the money equity as analogous to remote contingent equity as lacking standing to object to payment motion and forward results to team (.8).	5.90	11,475.50
05/14/25	AJ4	Attend hearing regarding motions to pay secured and unsecured creditors (0.8).	0.80	1,248.00
05/14/25	PT	Continue to review and revise the motion for protective order (.4); correspond with R. Izakelian regarding preparation for hearing on motion to compel (.3); conference to discuss document production requests and motion to compel with Razmig Izakelian, Paige Lohse, Trace Schmeltz, Michael Robinson (.6).	1.30	2,528.50
05/15/25	RV2	Prepare document production per request from R. Izakelian (3.1).	3.10	651.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 35

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/15/25	RI	Review and revise opposition to SAFE AHG motion to compel (4.5), correspondence with Lehotsky, Keller, Cohn, Stris & Maher, and Barnes & Thornburg teams regarding same (.4), review and analyze documents regarding same (2.5).	7.40	12,321.00
05/15/25	LMW	Emails to R. Harrington re: interest objection (.5); legal research re: absolute priority (2.2).	2.70	4,495.50
05/15/25	RH9	Draft response to the secured motion objection (1.6).	1.60	1,864.00
05/15/25	BH2	Research fees incurred regarding SAFE discovery (updated from February 2025) (1.9).	1.90	1,244.50
05/15/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.80	168.00
05/15/25	PT	Forward intercompany tracker to Province team for use in preparing for hearing on payment motions and follow up conference with M. Robinson regarding same (.2); research regarding absolute priority rule applying at each debtor and forward results to drafting team (.4).	0.60	1,167.00
05/15/25	PT	Correspond with R. Izakelian regarding lack of formal discovery requests underlying motion to compel (.3); review and edit proposed response regarding tax work papers (.2); review and edit response to motion to compel and correspond with R. Izakelian regarding same (.7).	1.20	2,334.00
05/16/25	RI	Correspondence with SAFE AHG regarding discovery (0.9); review and revise opposition to motion to compel and motion for protective order, prepare exhibits (3.6).	4.50	7,492.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 36

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/16/25	BR4	Emails regarding discovery (0.2).	0.20	312.00
05/16/25	RH9	Call with L. Weber to discuss response to objection to secured creditor motion (.3); draft response (2.0).	2.30	2,679.50
05/16/25	BH2	Work with attorneys to finalize the Opposition and Emergency Motion (4.7); file same (.3).	5.00	3,275.00
05/16/25	PT	Correspondence regarding potential withdrawal of SAFE objection as to Encore only and analysis of same for propriety (.2).	0.20	389.00
05/16/25	PT	Conference with E. Brannen regarding SAFE subpoena to Stris partners and possible follow up in response to motion to compel (.3); review and comment on subpoena (.2); emails with Stris team regarding potential mootness in light of resolution of Stris retention and suggest response language regarding same (.2); review and comment on email response regarding tax workpapers request and conformity with search terms (.3); review and revise the motion for protective order and correspondence with R. Izakelian regarding Proman emails being mediation privileged (.5); conference with M. Robinson regarding authority to file motion for protective order (.2); coordinating multiple revisions to motion for protective order and revisions to exhibits (.9); correspondence with T. Schmeltz regarding pending proceeding rule and continued applicability (.2).	2.80	5,446.00
05/16/25	LMW	Prepare response to objection to post-petition interest (5.5); emails re: scheduling N. Nichols deposition (.3).	5.80	9,657.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 37

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/16/25	RH9	Proof and cite check motion for protective order (2.0).	2.00	2,330.00
05/18/25	PT	Response to S. Schultz's email regarding sealed documents and discovery after conferring with R. Izakelian regarding request (.5).	0.50	972.50
05/19/25	RI	Review and analyze the SAFE and Cerasuolo exhibits for the May 21 hearing (1.2).	1.20	1,998.00
05/19/25	RH9	Legal research in support of upcoming hearing (2.0).	2.00	2,330.00
05/19/25	BR4	Emails regarding discovery (.3).	0.30	468.00
05/19/25	AJ4	Review and revise draft interpleader complaint (0.4); correspond with F. Sabzevari in connection with the same (0.1).	0.50	780.00
05/19/25	PT	Prepare for and attend portions of the deposition of Nathan Nichols and correspond with C. Blackmon and L. Weber regarding same (2.3).	2.30	4,473.50
05/19/25	LMW	Prepare for and attend deposition of N. Nichols (8.5); emails with Quinn Emanuel team re: same (.3).	8.80	14,652.00
05/19/25	PT	Call to discuss exhibits for hearing and objections thereto with Roxanne Tizraves, Mitchell Hurley, Dean Chapman, Razmig Izakelian, R.J. Shannon (.3).	0.30	583.50
05/20/25	RI	Review and analyze pleadings, review and analyze documents, prepare witness examination and arguments (7.4).	7.40	12,321.00
05/20/25	RH9	Legal research in support of the protective order motion (4.2); review hearing transcripts to identify prior court ruling (1.1).	5.30	6,174.50
05/20/25	PT	Meet with R. Izakelian to plan for hearing on motion for protective	1.90	3,695.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 38

Matter #: 12875-00001

Invoice Number: 101-0000191513

		order and motion to compel (.8); multiple email exchanges regarding resolutions of issues in motion to compel and evidence of prior compliance (1.1).		
05/21/25	RI	Prepare arguments for hearing (6.5).	6.50	10,822.50
05/21/25	AJ4	Continue to revise the draft interpleader action and related list of defendants (0.3); correspond with P. Tomasco in connection with the same (0.1).	0.40	624.00
05/21/25	AJ4	Handle final hearing preparations (1.0) and attend hearing related to motion to compel, late filed claim, and motion for protective order (2.5).	3.50	5,460.00
05/21/25	BH2	Continue to prepare for the 1:00 p.m. hearing (2.3); attend the 1:00 p.m. hearing to assist attorneys (2.5).	4.80	3,144.00
05/21/25	PT	Continue research and review of documents in preparation for being called as a witness (1.9); attend hearing on motion to compel and late claim motions and forward Imperium indemnity claims to S. Schultz (2.5).	4.40	8,558.00
05/24/25	PT	Correspondence with T. Schmeltz regarding avalanche of third-party subpoenas and response to same in light of resolution of payment motions (.3).	0.30	583.50
05/24/25	PT	Correspondence with M. Robinson regarding hearing on payment motions and preparation therefor (.3); correspondence with S. Schultz regarding removing A. Ausiello from payee list (.1); follow up correspondence with M. Robinson regarding payment motion preparation (.1).	0.50	972.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 39

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/25/25	PT	Outline for M. Robinson testimony at payment motion hearing and review updated collateral coverage analysis in preparation for same (1.2).	1.20	2,334.00
05/26/25	PT	Multiple correspondence with S. Schultz regarding exhibits supporting payment motions and lack of principled basis for SAFE objection thereto (.9); prepare for and participate in conference with Sarah Schultz, Razmig Izakelian, Trace Schmeltz, Charlotte Underwood, Michael Robinson, David Dunn, Mitchell Hurley, Kaila Zaharis regarding payment motion (.5); follow up conference with M. Robinson regarding results of call (.4); revise and provide redlines to S. Schultz to resolve objection to payment motions (.6); coordinate amended exhibit lists in preparation for hearing (.4); second email to S. Schultz providing further refinement of orders to resolve stated and unstated objections to motions (1.1); prepare for hearing on payment motions and outline of M. Robinson testimony (1.8); emails with T. Laws regarding revised proposed order to resolve objection to payment motions and correspond with other interested parties regarding same. (.7).	6.40	12,448.00
05/26/25	LMW	Review and revise response to objection to secured interest motion (3.6); emails to R. Harrington re: same (.3).	3.90	6,493.50
05/26/25	RH9	Draft response to objection to secured creditors' motion (3.5).	3.50	4,077.50
05/26/25	AJ4	Correspond with P. Tomasco regarding hearing on motion to pay secured and unsecured creditors (0.1).	0.10	156.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 40

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/27/25	RI	Review and revise proposed order on motion to compel (0.4).	0.40	666.00
05/27/25	PT	Call with Andrew Popescu, Michael Robinson to discuss need for testimony in light of agreement and preparation to answer questions from Court (.4); prepare for and present at continued hearing on ECF Nos. 1056, 1057 (.8); correspondence with G. Williams and R. Izakelian regarding proposed orders (.3); circulate revised proposed orders to hearing participants (.6); coordinate uploading orders under green sheet for entry by Court after hearing (.4); coordinate updated payment authorization with company to process payments (.2); prepare for and participate in conference call with A. Peloubet, C. Topping, A. Popescu and K. Hays regarding logistics and protocols for debt payments (.3).	3.00	5,835.00
05/27/25	LMW	Emails to Akin re: current deposition schedule (.2).	0.20	333.00
05/27/25	AJ4	Review and analyze email correspondence with Proof Capital Entities regarding the preparation of the related submission (0.2).	0.20	312.00
05/27/25	AJ4	Attend the hearing regarding the motion to pay secured and unsecured creditors (partial) (0.8).	0.80	1,248.00
05/28/25	LMW	Emails to B. Howell re: deposition scheduling (.2).	0.20	333.00
05/28/25	RI	Review, analyze, and redact documents for production (5.6).	5.60	9,324.00
05/28/25	PT	Update on discovery completion with R. Izakelian (.2); coordinate draft letter withdrawing informal 2004 consent in light of completion of	0.30	583.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 41

Matter #: 12875-00001

Invoice Number: 101-0000191513

		informal discovery after motion to compel and existence of separate contested matter (.1).		
05/28/25	RV2	Prepare documents into the proper format to facilitate attorney review per request from R. Izakelian (2.2).	2.20	462.00
05/28/25	PT	Correspondence regarding entry of orders authorizing payments to secured and unsecured creditors (.3); correspond with G. Williams regarding information needed to make wires (.1).	0.40	778.00
05/29/25	PT	Call to discuss history of Proof equitization communications prepetition and postpetition with Rachel Harrington, Morgan Soule, Charles Topping (.5); multiple revisions to proof equitization history to include additional details (1.2); correspond with R. Harrington regarding same (.2).	1.90	3,695.50
05/29/25	RH9	Call with P. Tomasco and Rhodium counsel to discuss equitization disclosure (.5); revise disclosure (1.0); review communications, Debtors' communications for disclosure (5.3); prepare exhibits (1.0); draft motion to seal (.5).	8.30	9,669.50
05/29/25	LMW	Emails with counsel re: updates to deposition schedule (.2); emails to B. Howell re: same (.3).	0.50	832.50
05/29/25	LY1	Review and finalize production documents per request from R. Izakelian.	0.70	147.00
05/29/25	LSB	Emails regarding privilege log fields (0.1).	0.10	156.00
05/29/25	RV2	Prepare document production per request from R. Izakelian (3.2).	3.20	672.00



**quinn emanuel trial lawyers**

June 17, 2025

Page 42

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/30/25	BH2	Work with attorneys to finalize and file the Debtors' Further Disclosure Regarding Proof Capital (5.3).	5.30	3,471.50
05/30/25	PT	Review and revise proposed letter to M. Hurley regarding discovery (.4) and correspondence with R. Izakelian regarding same (.1).	0.50	972.50
05/30/25	AJ4	Conduct a privilege review of exhibits to Proof Capital's submission (0.9); correspond with P. Tomasco in connection with the same (0.1); correspond with B. Howell regarding the same (0.2).	1.20	1,872.00
SUBTOTAL			322.50	445,982.50

**xiii Non-working Travel**

05/20/25	RI	Travel to Houston and prepare for May 21 hearing (5.0).	5.00	8,325.00
05/21/25	RI	Return travel from hearing (5.5).	5.50	9,157.50
SUBTOTAL			10.50	17,482.50

**xiv Plan and Disclosure Statement**

05/01/25	RI	Conference with Quinn Emanuel, Province, and Barnes & Thornburg teams regarding the plan (0.6).	0.60	999.00
05/01/25	RH9	Draft motion to extend exclusivity (3.7).	3.70	4,310.50
05/01/25	BR4	Call with Quinn Emanuel and Province teams regarding plan formulation (0.6); review and revise plan (3.3).	3.90	6,084.00
05/01/25	LMW	Review and revise plan re: settlement discussions (2.4); emails with R. Izakelian and B. Roth re: same (.3); update the disclosure statement (.8).	3.50	5,827.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 43

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/01/25	PT	Call to review and analyze draft Plan and plan structure issues with Trace Schmeltz, Ben Roth, David Dunn, David Eaton, Kenneth Kansa, Michael Robinson, Razmig Izakelian Spencer Wells (.6); extensive review and revisions to plan preparation motions (equity bar date, payment motions) and email with structural comments (2.9); correspondence with M. Fox regarding updated payment motion schedules (.3); email correspondence with J. Brookner regarding plan status and negotiations (.3); telephone conference with T. Schmeltz regarding status of negotiations (.5).	4.60	8,947.00
05/02/25	PT	Correspondence with B. Roth regarding plan structure issues (.2); correspondence with D. Holzman regarding litigation trust agreement draft (.4); coordinate research regarding non-mutual set off by debtor under plan and implications for payment motion (.9).	1.50	2,917.50
05/02/25	RH9	Call with B. Roth to discuss exclusivity motion (.3).	0.30	349.50
05/02/25	RH9	Revise motion to extend plan exclusivity (2.2).	2.20	2,563.00
05/02/25	BR4	Review and revise plan (0.6); research related to same (0.8); review and revise exclusivity motion (2.1); call with R. Harrington regarding same (0.3).	3.80	5,928.00
05/02/25	LMW	Review and revise the disclosure statement (3.1); call with R. Harrington re: case updates (.6); emails with C. Topping re: severance issues (.3); review and revise plan language re: same (1.2); emails with M. Soule re: exclusivity period (.2);	6.20	10,323.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 44

Matter #: 12875-00001

Invoice Number: 101-0000191513

		legal research re: mutuality for purposes of set off (.8).		
05/03/25	PT	Coordinate finalization of payment motions and equity bar date motion in preparation for plan filing and extensive review and revision of plan support motions (1.6); review correspondence from D. Proman and forward to team (.2); telephone conference with D. Eaton regarding same (.3).	2.10	4,084.50
05/03/25	LMW	EMAILS with Quinn Emanuel team re: extensions to exclusivity (.3).	0.30	499.50
05/03/25	BR4	Emails regarding exclusivity (0.2); review letters from special committee counsel and related correspondence (0.2).	0.40	624.00
05/04/25	PT	Circulate updated plan draft to C. Topping (.3); correspondence regarding setoff mutuality with C. Topping (.2); review setoff provisions of draft plan (.2); review and revise third motion to extend exclusivity and coordinate circulation of same to special committee and C. Topping (.3).	1.00	1,945.00
05/04/25	BR4	Review updates to exclusivity motion (0.2); emails regarding same (0.2).	0.40	624.00
05/05/25	RH9	Solicit and implement comments to exclusivity motion (1.0).	1.00	1,165.00
05/05/25	PT	Coordinate with mediation parties regarding agreement to two-week extension of exclusivity (.4); coordinate with C. Topping regarding privilege protection at upcoming founder depositions (.3); coordinate updated draft of exclusivity motion with feedback from mediation parties (.2); suggest further revisions to exclusivity	1.70	3,306.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 45

Matter #: 12875-00001

Invoice Number: 101-0000191513

		motion (.2); draft order of filing plan preparation motions and exhibits checklist (.6).		
05/05/25	RI	Review and revise the motion to extend exclusivity (1.1).	1.10	1,831.50
05/05/25	BR4	Review and revise exclusivity motion (1.9).	1.90	2,964.00
05/06/25	RI	Legal research regarding plan classifications and section 510(b) (5.5), emails with P. Tomasco regarding same (.4).	5.90	9,823.50
05/06/25	BR4	Review and revise disclosure statement (1.3).	1.30	2,028.00
05/06/25	LMW	Review and revise disclosure statement (5.1); emails with B. Roth re; same (.2); legal research re: 510b claims (.9).	6.20	10,323.00
05/07/25	BR4	Make edits to the plan documents (1.2).	1.20	1,872.00
05/07/25	LMW	Review and revise the disclosure statement re: same (1.4).	1.40	2,331.00
05/08/25	LMW	Review and revise proposed plan language (4.2).	4.20	6,993.00
05/12/25	BR4	Emails regarding disclosure statement (0.2); review same (0.2).	0.40	624.00
05/13/25	PT	Correspondence with D. Holzman regarding litigation trust agreement for plan (.2).	0.20	389.00
05/14/25	LMW	Review and revise the disclosure statement to incorporate Plan classification modifications (3.6); emails to B. Roth re: same (.2).	3.80	6,327.00
05/14/25	BR4	Review and revise the plan (1.3).	1.30	2,028.00
05/15/25	DH3	Discuss Plan with B. Roth (.1).	0.10	177.50
05/15/25	DH3	Begin preparing the Litigation Trust Agreement (.5).	0.50	887.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 46

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/16/25	BR4	Draft motion to extend exclusivity (2.2).	2.20	3,432.00
05/16/25	PT	Review and analyze draft plan support agreement and term sheet (.2); correspond with D. Holzman regarding same (.1); correspond with A. Catatao regarding LTIP provisions in draft plan (.1); coordinate updated motion to extend exclusivity (.1).	0.50	972.50
05/17/25	BR4	Emails regarding exclusivity (0.1).	0.10	156.00
05/18/25	PT	Plan structure call with Trace Schmeltz, Charlotte Underwood, David Dunn, Kenneth Kansa, Michael Robinson, Ng He, Spencer Wells (.8); correspond with M. Fox regarding severance claims line item in pro forma waterfall and correspondence with L. Weber regarding prior research regarding same (1.2); correspond with D. Eaton regarding plan scenarios (.5).	2.50	4,862.50
05/19/25	PT	Call regarding intercompany loans and balances with Kevin Hays, Chris Wheeler, Ashley Jonson, Alex Peloubet, Charles Topping, Morgan Soule (.4); follow up call to discuss updated data on intercompany loans with Kevin Hays, Chris Wheeler, Charles Topping, Morgan Soule, Ashley Johnson (.5); call to discuss revised Liquidation Analysis with Andrew Popescu, Trace Schmeltz, Michael Robinson (.5); review SAFE exhibit list and correspondence with R. Izakelian regarding same; correspondence with S. Schultz regarding repeated failure to provide sealed documents and exhibits (.2).	1.60	3,112.00
05/19/25	BR4	Emails and call with Barnes & Thornburg team regarding plan (0.4).	0.40	624.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 47

Matter #: 12875-00001

Invoice Number: 101-0000191513

05/20/25	RH9	Legal research into plan confirmation requirements (1.7); implement committee comments to the plan (1.1).	2.80	3,262.00
05/20/25	DH3	Draft the Litigation Trust Agreement (1).	1.00	1,775.00
05/20/25	PT	Correspond with drafting team regarding status of plan and underlying structure questions (.8).	0.80	1,556.00
05/20/25	LMW	Call with Quinn Emanuel team re: draft plan (.5); incorporate comments from the special committee into same (4.4); emails to B. Roth re: same (.2).	5.10	8,491.50
05/20/25	BR4	Telephone conference with Quinn Emanuel and Barnes & Thornburg teams regarding plan comments (0.5).	0.50	780.00
05/21/25	RH9	Review plan and implement comments and edits (4.2).	4.20	4,893.00
05/21/25	RH9	Legal research in support of plan (3.8).	3.80	4,427.00
05/21/25	PT	Review plan draft (1.1).	1.10	2,139.50
05/21/25	LMW	Review and revise the proposed plan (6.6); emails to B. Roth re: same (.4); call with B. Roth re: plan classifications (.6); review and revise same (2.1); emails to court reporter re: N. Nichols deposition (.1).	9.80	16,317.00
05/21/25	BR4	Review and revise the plan (4.1).	4.10	6,396.00
05/22/25	PT	Multiple conference calls to review Draft Plan with Andrew Popescu, David Dunn, Kenneth Kansa, Michael Robinson, Quinn Emanuel Debtor Team, Trace Schmeltz (1.9); review and suggest revisions to draft plan (.8); review and revise draft plan and disclosure statement and review liquidation analysis (2.7); coordinate filing plan and address logistics of updating disclosure statement and	8.00	15,560.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 48

Matter #: 12875-00001

Invoice Number: 101-0000191513

		solicitation materials (1.3); update with D. Holzman regarding litigation trust agreement (.1); review and revise proposed interpleader complaint (.9); emails to get Chief Restructuring Officer's approval to file (.3).		
05/22/25	RI	Review and revise the plan, disclosure statement, and interpleader complaint (8.7).	8.70	14,485.50
05/22/25	RH9	Draft disclosure statement edits (4.4); proof plan (2.8).	7.20	8,388.00
05/22/25	RH9	Legal research into plan exclusivity (.9).	0.90	1,048.50
05/22/25	RH9	Call with B. Roth to discuss plan (.3).	0.30	349.50
05/22/25	AJ4	Review and analyze draft joint chapter 11 plan, including provisions relevant for the interpleader action (1.2).	1.20	1,872.00
05/22/25	AJ4	Review and finalize draft interpleader action for its filing in connection with the chapter 11 plan (5.3); correspond with P. Tomasco and B. Howell in connection with the same (0.3).	5.60	8,736.00
05/22/25	DH3	Continue drafting the Litigation Trust Agreement (6.3).	6.30	11,182.50
05/22/25	BH2	Revise the Interpleader Complaint (will be an attachment to the Plan) (1.1); work with attorneys to finalize and file the Plan of Reorganization and corresponding exhibits (4.9).	6.00	3,930.00
05/22/25	AJ4	Prepare for (.2) and attend telephone conference with P. Tomasco, M. Robinson, et al. Regarding finalization of the plan (.5).	0.70	1,092.00
05/22/25	LMW	Call with Quinn Emanuel team re: edits to plan (.5); review and revise	9.30	15,484.50

**quinn emanuel trial lawyers**

June 17, 2025

Page 49

Matter #: 12875-00001

Invoice Number: 101-0000191513

		plan for filing (8.4); emails to B. Roth re: same (.4).		
05/22/25	BR4	Call with Quinn Emanuel and Province teams regarding the plan (0.5); call with R. Harrington regarding same (0.2); review and revise the plan and finalize for filing (8.5).	9.20	14,352.00
05/23/25	RH9	Draft disclosure statement motion and order (8.4); review and suggest edits to the disclosure statement (.4); multiple team calls to discuss the disclosure statement and the proposed order (1.).	9.80	11,417.00
05/23/25	RI	Review and revise the disclosure statement and the motion to approve the disclosure statement (6.9).	6.90	11,488.50
05/23/25	PT	Multiple calls to discuss the Liquidation Analysis and the draft disclosure statement with Andrew Popescu, David Dunn, Michael Robinson, Trace Schmeltz, Ben Roth, L. Weber (2.1); review and suggest revisions to disclosure statement and the disclosure statement approval motion (multiple) (2.3); coordinate filing disclosure statement and the disclosure statement approval motion and related logistics (1.1).	5.50	10,697.50
05/23/25	LMW	Review and revise the disclosure statement for filing (8.7); emails to R. Harrington re: same (.7); emails to Province re: liquidation analysis (.3).	9.70	16,150.50
05/23/25	BH2	Work with attorneys to finalize the proposed order approving the disclosure statement and filing the disclosure statement (8.2).	8.20	5,371.00
05/23/25	AJ4	Review and revise the draft disclosure statement to the joint chapter 11 plan (3.4); correspond with	3.70	5,772.00



**quinn emanuel trial lawyers**

June 17, 2025

Page 50

Matter #: 12875-00001

Invoice Number: 101-0000191513

		L. Weber in connection with the same (0.1); correspond with B. Roth in connection with the same (0.1); correspond with P. Tomasco in connection with the same (0.1).		
05/23/25	BR4	Review and revise the disclosure statement and (4.1); emails and call with R. Harrington regarding the disclosure statement motion (0.8).	4.90	7,644.00
05/24/25	PT	Revise the initial draft of the plan support agreement (.8) and conference with T. Schmeltz regarding same (.3).	1.10	2,139.50
05/25/25	PT	Review and comment on draft extension of exclusivity motion (.6) and correspond with T. Schmeltz regarding same (.2).	0.80	1,556.00
05/25/25	BR4	Review and revise motion to extend exclusivity (2.6).	2.60	4,056.00
05/26/25	PT	Revise the exclusivity motion and proposed order on same (.5).	0.50	972.50
05/26/25	BR4	Review and revise exclusivity motion and order (1.4).	1.40	2,184.00
05/27/25	LMW	Emails regarding the plan and disclosure statement amendments (.8).	0.80	1,332.00
05/27/25	BH2	Assist B. Roth with documents required for the solicitation package (.9).	0.90	589.50
05/27/25	BR4	Research and emails regarding solicitation materials (1.8); begin drafting same (1.7).	3.50	5,460.00
05/28/25	LMW	Review and revise the draft confirmation brief (1.1); legal research equity interest classifications (1.9).	3.00	4,995.00
05/28/25	PT	Discuss plan structure with Trace Schmeltz, David Eaton, Michael Robinson, Kenneth Kansa (.9);	3.40	6,613.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 51

Matter #: 12875-00001

Invoice Number: 101-0000191513

		correspondence with C. Topping and B. Funk regarding standard wire instruction disclaimers needed (.3); correspondence with C. Topping regarding payment logistics if not by wire transfer (.2); conference with T. Schmeltz regarding claims relating to warrant repricing and follow up with R. Harrington regarding same (.5); coordinate drafting of confirmation brief in anticipation of disclosure statement hearing (.3); online research regarding 9019 standards and fair and equitable requirement for plan settlements and forward to T. Schmeltz and K. Kansa (1.1); update team with new cases on claim allowance and voting (.1).		
05/28/25	PT	Review recent developments for gatekeeper injunctions with plan drafting team (.2).	0.20	389.00
05/28/25	BH2	Revise the Notice of Disclosure Statement hearing (.4) and email communications with B. Roth regarding same (.1).	0.50	327.50
05/28/25	BR4	Draft solicitation materials (3.4); review and revise the notice of the disclosure statement hearing(1.1); research related to same (1.2).	5.70	8,892.00
05/29/25	LMW	Review and revise draft of plan confirmation brief (3.3); call with B. Roth re: plan classification issues (.4); legal research re: same (1.4).	5.10	8,491.50
05/29/25	BH2	Telephone conference with B. Roth regarding the disclosure statement and notice of the hearing (.3); file the Notice of Hearing (.3) and distribute same (.1).	0.70	458.50
05/29/25	PT	Review plan settlement term sheet and circulate to team to discuss implementation in draft plan (.6);	0.80	1,556.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 52

Matter #: 12875-00001

Invoice Number: 101-0000191513

		conference with T. Schmeltz regarding plan negotiations progress and strategy (.2).		
05/29/25	BR4	Draft the solicitation materials (4.8); calls and emails regarding same (0.5); review draft settlement term sheet (0.2); emails regarding same (0.3).	5.80	9,048.00
05/30/25	RI	Review and revise solicitation materials (3.3).	3.30	5,494.50
05/30/25	LMW	Call with R. Izakelian and B. Roth re: disclosure statement hearing (.7); legal research re: cramdown of 510b claims (2.2); emails with R. Izakelian and B. Roth re: plan classifications (.4); legal research re: same (.8).	4.10	6,826.50
05/30/25	PT	Correspondence with T. Schmeltz regarding provisions of plan term sheet and analysis of same versus current draft of plan (.9).	0.90	1,750.50
05/30/25	BR4	Call with R. Izakelian and L. Weber regarding the plan (0.7); draft solicitation materials (3.7).	4.40	6,864.00
05/31/25	BR4	Review and revise solicitation materials (1.5).	1.50	2,340.00
SUBTOTAL			270.30	419,649.00

**Fee Summary**

Attorneys	Init.	Title	Hours	Rate	Amount
Patty Tomasco	PT	Partner	152.70	1,945.00	297,001.50
Daniel Holzman	DH3	Counsel	9.50	1,775.00	16,862.50
Lindsay M. Weber	LMW	Associate	141.60	1,665.00	235,764.00
Razmig Izakelian	RI	Associate	113.10	1,665.00	188,311.50
Alain Jaquet	AJ4	Associate	68.40	1,560.00	106,704.00
Laura Santos-Bishop	LSB	Associate	5.40	1,560.00	8,424.00
Ben Roth	BR4	Associate	77.60	1,560.00	121,056.00
Deshani Ellis	DE3	Associate	5.90	1,560.00	9,204.00
Rachel Harrington	RH9	Associate	127.80	1,165.00	148,887.00
Scott Anderson	SA4	Associate	2.60	1,035.00	2,691.00

**quinn emanuel trial lawyers**

June 17, 2025

Page 53

Matter #: 12875-00001

Invoice Number: 101-0000191513

Lance Frankel	LF5	Associate	1.60	1,035.00	1,656.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	113.10	655.00	74,080.50
Litigation					
Support/Document					
Management Services	Init.	Title	Hours	Rate	Amount
Raul Vasquez	RV2	Litigation Support	33.10	210.00	6,951.00
Ryan Lopez	RL1	Litigation Support	1.60	210.00	336.00
Linda Yanez	LY1	Litigation Support	2.10	210.00	441.00

**Expense Summary**

Description	Amount
Meals during travel	228.19
Outside record production	168.20
Express mail	67.09
Hearing transcript(s)	286.00
Online Research	0.00
Document Reproduction	0.10 737.00
Video deposition/Videotaping(s)	2,006.15
Travel	493.50
Color Document Reproduction	0.25 11.50
Word processing	0.00
Hotel	802.84
Velobind	63.63
Out-of-Town Travel	175.99
Air travel	2,263.34
Tabs	208.50

**Litigation Support Costs**

RelOne User Fee	0.00
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June 17, 2025  
Page 54

Matter #: 12875-00001  
Invoice Number: 101-0000191513

Description	Amount
RelOne TIFF (per page)	0.00
RelOne Repository Hosting (Per GB)	2,958.28
RelOne Active Hosting (Per GB)	8,083.41
Total Expenses	\$18,553.62

**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)
	§	

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

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

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$4,033,553.83 for the period set forth in the application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this order.

Signed:

\_\_\_\_\_  
Alfredo R. Perez  
United States Bankruptcy Judge

<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.