Fill in this information to identify the case:
United States Bankruptcy Court for the:
Southern Texas District of
(State) Case number (If known): Chapter11

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1.	Debtor's name	Rhodium 10MW L	LC				
2.	All other names debtor used in the last 8 years Include any assumed names,						
	trade names, and doing business as names	2					
3.	Debtor's federal Employer Identification Number (EIN)	8 6 _ 2 6 4 0	90	4			
4.	Debtor's address	Principal place of busine 2617 Bissonnet Stree		34	Mailing address, if o	different from p	rincipal place
		Number Street			Number Street		X
		Houston	Texas	77005	P.O. Box		
		City	State	ZIP Code	City	State	ZIP Code
		Harris			Location of principa principal place of bu	al assets, if diffeusiness	erent from
		County			Number Street		
					City	State	ZIP Code
5.	Debtor's website (URL)	https://rhdm.c	om				

Case 24-90452 Document 1 Filed in TXSB on 08/24/24 Page 2 of 17

Debt		Case number (if known)		
	Name			
6.	Type of debtor	 ☑ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify:		
		A. Check one:		
7.	Describe debtor's business	 Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) Commodity Broker (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above B. Check all that apply: Tax-exempt entity (as described in 26 U.S.C. § 501) Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) 		
		C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes . 5 4 1 9		
8.	Under which chapter of the Bankruptcy Code is the debtor filing?	Chapter 7 Chapter 9 Chapter 11. Check all that apply: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11. A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form. The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.		
9.	Were prior bankruptcy cases filed by or against the debtor	☑ No ☐ Yes. District When Case number		
	within the last 8 years? If more than 2 cases, attach a separate list.	✓ Yes. District When MM / DD / YYYY Case number District When MM / DD / YYYYY Case number		

Debtor	Rhodium 10MW LLC		Case number (if kno	wn)
	Name		<u> </u>	
 	Are any bankruptcy cases bending or being filed by a business partner or an affiliate of the debtor? List all cases. If more than 1, attach a separate list.	District	e attached Schedule 1	Relationship _ When _ MM / DD /YYYY
	Why is the case filed in <i>this</i> district?	immediately preceding the district.	ne date of this petition or for a longer p	cipal assets in this district for 180 days art of such 180 days than in any other r, or partnership is pending in this district.
r r t	Does the debtor own or have cossession of any real property or personal property that needs immediate attention?	Why does the prop It poses or is allow that is the haza It needs to be placed in the property of the property	perty need immediate attention? (Charged to pose a threat of imminent and pard?	e weather. dy deteriorate or lose value without at, dairy, produce, or securities-related
		Is the property instance and Contact name	gency	
	Statistical and administ	trative information		
	Debtor's estimation of available funds		or distribution to unsecured creditors. expenses are paid, no funds will be av	ailable for distribution to unsecured creditors.
	Estimated number of creditors	☐ 1-49 ☑ 50-99 ☐ 100-199 ☐ 200-999	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000

Rhodium 10MW LLG		Case number (if k	manua)
Name			
15. Estimated assets	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	□ \$1,000,001-\$10 million □ \$10,000,001-\$50 million □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million	□ \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion □ \$10,000,000,001-\$50 billion □ More than \$50 billion
16. Estimated liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	□ \$1,000,001-\$10 million □ \$10,000,001-\$50 million □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million	□ \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion □ \$10,000,000,001-\$50 billion □ More than \$50 billion
Request for Relief, De	claration, and Signatures		
WARNING Bankruptcy fraud is a s \$500,000 or imprisonm		atement in connection with a bankru 18 U.S.C. §§ 152, 1341, 1519, and 3	
 Declaration and signature of authorized representative of debtor 	The debtor requests rel petition.	ief in accordance with the chapter of	title 11, United States Code, specified in this
	I have been authorized	to file this petition on behalf of the de	ebtor.
	I have examined the inf correct.	ormation in this petition and have a r	easonable belief that the information is true an
	I declare under penalty of p Executed on MM / DD /		correct.
	★ /s/ Michael Rob		lichael Robinson
	Signature of authorized rep		ed name
	Title Co-Chief Restr	ucturing Officer	
18. Signature of attorney	🗶 /s/ Patricia B. Tor	masco Date	08/24/2024
	Signature of attorney for de	ebtor	MM / DD / YYYY
	Patricia B. Tom	asco	
		rquhart & Sullivan, LLP	
	Firm name 700 Louisiana St.,	Suite 3900	
	Number Street		Texas 77002
	Houston City		Texas 77002 State ZIP Code
	713-221-7000		pattytomasco@quinnemanuel.com
	Contact phone		Email address
	01797600	7	Texas
	Bar number		State State

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtors

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (Houston Division) (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of each Entity listed below be consolidated for procedural purposes only and jointly administered, pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case of Rhodium Encore LLC.

ENTITY
Rhodium Encore LLC
Jordan HPC LLC
Rhodium JV LLC
Rhodium 2.0 LLC
Rhodium 10MW LLC
Rhodium 30 MW LLC

RESOLUTIONS OF THE BOARD OF DIRECTORS OF RHODIUM ENTERPRISES, INC.

August 23, 2024

APPROVAL FOR FILING OF VOLUNTARY PETITION FOR RELIEF UNDER CHAPTER 11 OF CERTAIN SUBSIDIARIES AND RETENTION OF PROFESSIONALS

WHEREAS, Rhodium Enterprises, Inc., a Delaware Corporation (the "<u>Corporation</u>") is the manager of its subsidiary Rhodium Technologies LLC, a Delaware limited liability company ("<u>Rhodium Technologies</u>");

WHEREAS, Rhodium Technologies LLC is the manager of Rhodium JV LLC, a Delaware limited liability company ("<u>Rhodium JV</u>") and Jordan HPC LLC, a Delaware limited liability company ("<u>Jordan HPC</u>");

WHEREAS, Rhodium JV is the manager of Rhodium Encore LLC, a Texas limited liability company ("<u>Rhodium Encore</u>"), Rhodium 2.0 LLC, a Texas limited liability company ("<u>Rhodium 2.0</u>"), Rhodium 10MW LLC, a Delaware limited liability company ("<u>Rhodium 10MW</u>"), and Rhodium 30 MW LLC, a Texas limited liability company ("<u>Rhodium 30 MW</u>");

WHEREAS, Rhodium JV, Jordan HPC, Rhodium Encore, Rhodium 2.0, Rhodium 10MW, and Rhodium 30MW are indirect subsidiaries of the Corporation (such subsidiaries, collectively, the "<u>Subsidiaries</u>" and each severally, a "<u>Subsidiary</u>");

WHEREAS, the Corporation, Rhodium Technologies, and Rhodium JV are respectively the managers of the relevant Subsidiaries, as indicated above (the "Managers");

WHEREAS, the directors of the Corporation (the "<u>Directors</u>") have considered certain materials presented by, or on behalf of, the Corporation's management ("<u>Management</u>") and its advisors (collectively, "<u>Advisors</u>"), including, but not limited to, materials regarding the liabilities, obligations and liquidity of the Subsidiaries, the strategic alternatives available to the Subsidiaries, and the impact of the foregoing on the Subsidiaries' business;

WHEREAS, the Directors have had adequate opportunity to consult with Management and the Advisors regarding the materials presented, to obtain additional information and to fully consider each of the strategic alternatives available to the Subsidiaries; and

WHEREAS, the Directors have determined, in the judgment of the Directors, that the following resolutions are advisable and in the best interests of the Subsidiaries, their stakeholders, their creditors, and other parties in interest.

NOW THEREFORE, in consideration of the preceding recitals, BE IT HEREBY RESOLVED, that the Directors hereby consent to, authorize, and approve the Managers causing

each Subsidiary of which it is a Manager to file a voluntary petition for relief (a "Bankruptcy Petition") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the "Bankruptcy Code") and taking all necessary or desirable actions in connection therewith; and be it hereby

FURTHER RESOLVED, that each such Subsidiary shall be, and hereby is, in all respects each authorized to file, or cause to be filed, a Bankruptcy Petition under the Bankruptcy Code for such Subsidiary; and be it hereby

FURTHER RESOLVED, that a duly appointed officer of the Corporation, acting individually and with full power of substitution (together with any persons to whom such person delegates certain responsibilities, collectively, the "<u>Authorized Persons</u>") be, and hereby is, authorized to execute and file on behalf of each Subsidiary all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that such Authorized Person deems necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of each Subsidiary; and be it hereby

FURTHER RESOLVED, that each of the Authorized Persons, acting individually and with full power of substitution, be, and hereby is, authorized, empowered and directed to employ the following professionals on behalf of the Subsidiaries: (i) the law firm of Quinn Emanuel Urquhart & Sullivan LLP, as general bankruptcy counsel, (ii) the firm of Province, as a restructuring advisor, and (iii) and any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals such Authorized Person deems necessary, appropriate or advisable; each to represent and assist the Subsidiaries in carrying out their duties and responsibilities and exercising its rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firm filing any pleadings or responses) and to take any and all actions to advance the rights and obligations of the Subsidiaries, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Persons be, and hereby is authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services.

GENERAL AUTHORIZATION

BE IT HEREBY FURTHER RESOLVED, that each of the Authorized Persons, each acting individually and with full power of substitution be, and hereby is, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that such Authorized Person in his/her/its/their absolute discretion deems necessary, appropriate or desirable in accordance with these resolutions; and be it hereby

FURTHER RESOLVED, that the officers and/or Authorized Persons of the Corporation be, and hereby are, authorized to undertake all acts necessary and proper to carry out the full implementation and execution of the aforesaid resolutions, including, but not limited to (i) the negotiation of agreements, amendments, supplements, instruments or certificates not now known but which may be required; (ii) the negotiation of changes and additions to any agreements,

amendments, supplements, instruments or certificates currently existing; (iii) the execution, delivery and filing (if applicable) of any of the foregoing; (iv) the execution of powers of attorney to authorize attorneys-in-fact to act on their behalf; and (v) the payment of all fees, liabilities, taxes and other expenses as the officers and/or Authorized Persons, in their sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions, with all such actions, executions, deliveries, filings and payments to be conclusive evidence of the officers' and/or Authorized Persons' authority and the Board's approval thereof; and be it hereby

FURTHER RESOLVED, that all actions taken before or after the date of adoption of the foregoing resolutions by any officer that are within the authority conferred by these resolutions are hereby expressly ratified, confirmed, approved and adopted by the Board as the acts and deeds of the Corporation in all respects and for all purposes, as if specifically set out in these resolutions; and be it hereby

FURTHER RESOLVED, that the Secretary and any other appropriate officer of the Corporation are, and each individually hereby is, authorized, empowered and directed to certify and furnish copies of these resolutions and such statements as to the incumbency of the Corporation's officers and/or Authorized Persons, under corporate seal if necessary, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.

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

In re:	§	Chapter 11
RHODIUM 10MW LLC,	§ §	Case No. 24
, ,	§	
Debtor.	§	
	§	
	Š	

LIST OF EQUITY HOLDERS¹

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest, of the above-captioned debtor in possession (the "Debtor").

Check the applicable box:

- There are no equity or security holders or corporations that directly or indirectly owns 10% or more of any class of the Debtor's equity interests.
- The following are the Debtor's equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

Name and Last Known Address of Place of Business of Holder	Kind/Class of Interest	Number of Interest Held
Rhodium Technologies LLC 2617 Bissonnet Street, Suite 234, Houston, TX 77005	Membership	50%
Rhodium JV LLC 2617 Bissonnet Street, Suite 234, Houston, TX 77005	Membership	50%

This list serves as the required disclosure by the Debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the Debtor's chapter 11 case.

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

In re:	§	Chapter 11
RHODIUM 10MW LLC,	§ §	Case No. 24-
,	§	
Debtor.	§	
	§	
	§	

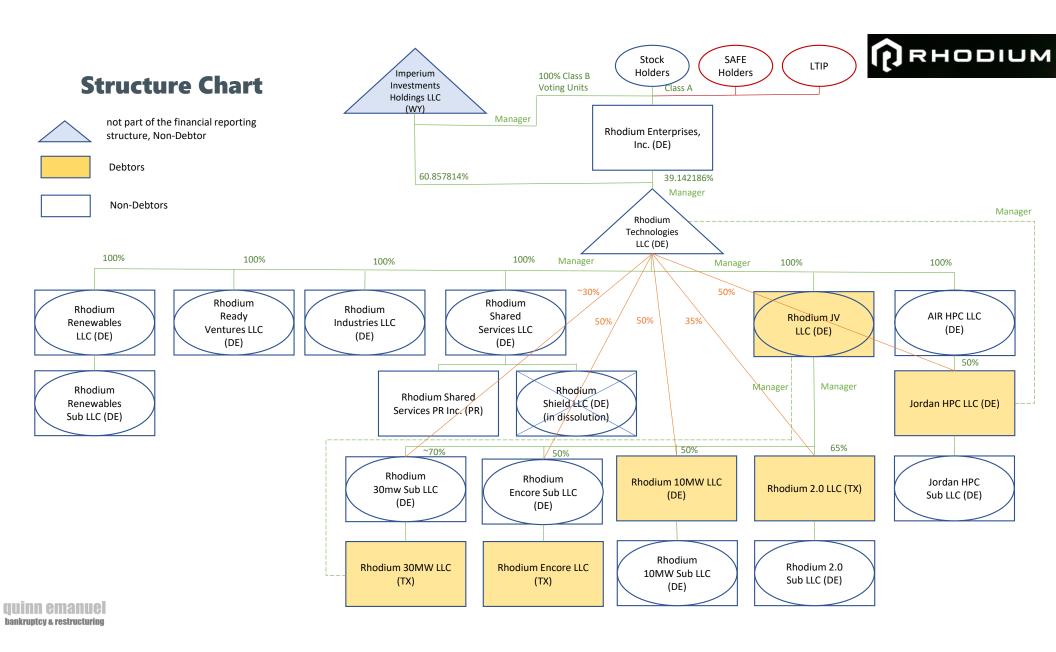
CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO FED. R. BANKR. P. 1007 AND 7007.1

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rhodium Encore LLC and its debtor affiliates (each, a "Debtor" and collectively, the "Debtors"), respectfully represent as follows:

- A corporate structure of the group of companies to which the Debtors belong is attached hereto as Exhibit A.
- The equity ownership of Debtor Rhodium Encore LLC is represented by membership interest held as follows: 100% of the equity interest is held by non-Debtor Rhodium Encore Sub LLC.
- The equity ownership of Debtor Jordan HPC LLC is represented by membership interest held as follows: (a) 50% of the equity interest is held by non-Debtor Rhodium Technologies LLC; and (b) 50% of the equity interest is held by non-Debtor Air HPC LLC.
- The equity ownership of Debtor Rhodium JV LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by non-Debtor Rhodium Technologies LLC.

- The equity ownership of Debtor Rhodium 2.0 LLC is represented by membership interest held as follows: (a) 35% of the equity interest is held by non-Debtor Rhodium Technologies LLC; and (b) 65% of the equity interest is held by Debtor Rhodium JV LLC.
- The equity ownership of Debtor Rhodium 10MW LLC is represented by membership interest held as follows: (a) 50% of the equity interest is held by non-Debtor Rhodium Technologies LLC; and (b) 50% of the equity interest is held by Debtor Rhodium JV LLC.
- The equity ownership of Debtor Rhodium 30MW LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by non-Debtor Rhodium 30MW Sub LLC.

Exhibit A



WRITTEN CONSENT OF THE MANAGER OF RHODIUM 10MW LLC

Dated August 23, 2024

Rhodium JV LLC, as the manager (the "Manager") of Rhodium 10MW LLC, a Delaware limited liability company (the "Company"), does hereby consent to the adoption of the following resolutions:

WHEREAS, the Manager has determined in the exercise of its business judgment that it is advisable and in the best interests of the Company and its stakeholders to appoint an independent officer of the Company (the "<u>Independent Officer</u>"), vested with such powers and to perform such duties as the Manager by resolution may delegate to him from time to time;

WHEREAS, the Manager has determined in the exercise of its business judgment that it is advisable and in the best interests of the Company to appoint David L. Eaton as an Independent Officer of the Company;

NOW, THEREFORE, IT IS HEREBY RESOLVED:

BE IT RESOLVED, that, effective as of August 23, 2024, David L. Eaton be, and hereby is, appointed as Independent Officer of the Company, vested with such powers and to perform such duties as the Manager by resolution may delegate to him from time to time, including, but not limited to, the power to determine all matters pertaining to intercompany matters, shall report to, and take direction from, the Manager, and shall serve as Independent Officer until his removal by resolution of the Manager or his resignation;

RESOLVED, that the powers and duties of Mr. Eaton expressly delegate specific duties to a specific officer of the Company, in which case such officer shall report to Mr. Eaton and take direction from Mr. Eaton or the Manager with respect to any such Restructuring Activities;

RESOLVED, that Mr. Eaton shall continue to be employed independently and shall be permitted to perform and undertake other activities unrelated to the Company; and further

RESOLVED, that all of the prior actions taken by any of the officers, acting together or alone, in furtherance of the matters contemplated by the foregoing resolutions are hereby ratified, approved, adopted, and confirmed.

BE IT FURTHER RESOLVED, that the Manager and the officers of the Company shall be, and each of them individually hereby is, authorized for and on behalf of the Company to do and perform all such acts to effectuate the purposes and intents of the foregoing and to enter into, execute and deliver all such certificates, agreements, acknowledgments, instruments, contracts, statements, and other documents, that in their business judgment are necessary or appropriate to effectuate and carry out the purposes and intent of the foregoing (such determination to be conclusively evidenced by the taking of such action or execution thereof); and

FURTHER RESOLVED, that all acts and deeds previously performed by any of the Company, the Manager, the Independent Officer, and the Company's officers prior to the date of

these resolutions that are within the authority conferred by these resolutions are hereby approved, ratified, and confirmed in all respects by the Manager as the authorized acts and deeds of the Company.

* * * *

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IN WITNESS WHEREOF, the undersigned has executed these resolutions as of the date above first written.

Rhodium JV LLC, as Manager of

Rhodiniened WMW LLC

BD4E91FF0A1B4D7.

Name: Cameron Blackmon Its: Authorized Signatory

Fill in this information to identify the case and this filing:				
Debtor Name	Rhodium 10MW	LLC		
United States E	Bankruptcy Court for the: _	Southern	District of(State)	
Case number (If known):			

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)					
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)					
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)					
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)					
	Schedule H: Codebtors (Official Form 206H)					
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)					
	Amended Schedule					
	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)					
X	Other document that requires a declaration_ Corporate Ownership Statement and List of Equity Holders					
I de	clare under penalty of perjury that the foregoing is true and correct.					
Eve	cuted on 08/24/2024					
LXC	MM / DD / YYYY Signature of individual signing on behalf of debtor					
	Michael Robinson					
	Printed name					
	Co-Chief Restructuring Officer					

Position or relationship to debtor