

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern

District of

Texas

(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**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

Air HPC LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

8 5 3 6 7 0 3 8 7

4. Debtor's address**Principal place of business**

2617 Bissonnet Street, Suite 234

Number Street

Houston, Texas 77005

City State ZIP Code

Harris

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

https://rhdm.com



Debtor Air HPC LLC Case number (if known) _____
 Name _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known see attached Schedule 1

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. 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

Debtor	Air HPC LLC	Case number (if known)
	<small>Name</small>	

15. Estimated assets	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$50,000,001-\$100 million <input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> More than \$50 billion
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16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$50,000,001-\$100 million <input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> More than \$50 billion
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Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/29/2024
MM / DD / YYYY

x /s/ Michael Robinson
 Signature of authorized representative of debtor

Title Co-Chief Restructuring Officer

Michael Robinson

Printed name

18. Signature of attorney

x /s/ Patricia B. Tomasco
 Signature of attorney for debtor

Date 08/29/2024
MM / DD / YYYY

Patricia B. Tomasco

Printed name
Quinn Emanuel Urquhart & Sullivan, LLP

Firm name
700 Louisiana Street, Suite 3900

Number Street
Houston

City
713-221-7000

Contact phone

01797600
 Bar number

Texas 77002
 State ZIP Code

pattytomasco@quinnemanuel.com
 Email address

Texas
 State

Schedule 1**Pending Bankruptcy Cases filed by the Debtor and the Affiliates of the Debtors**

On August 24, 2024, the first six of the below Debtors 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 for joint administration was filed contemporaneously with the filing of the first six Debtors and on August 24, 2024, the Court entered an Order (I) Directing Joint Administration of Chapter 11 Cases; and (II) Granting Related Relief. Affiliates seven through nineteen are filed on this date hereof and a supplemental motion for joint administration will be filed.

DEBTOR
Rhodium Encore LLC – Case No. 24-90448
Jordan HPC LLC – Case No. 24-90449
Rhodium JV LLC – Case No. 24-90450
Rhodium 2.0 LLC – Case No. 24-90451
Rhodium 10MW LLC – Case No. 24-90452
Rhodium 30MW LLC – Case No. 24-90453
Rhodium Enterprises, Inc.
Rhodium Technologies LLC
Rhodium Renewables LLC
Air HPC LLC
Rhodium Shared Services LLC
Rhodium Ready Ventures LLC
Rhodium Industries LLC
Rhodium Encore Sub LLC
Jordan HPC Sub LLC
Rhodium 2.0 Sub LLC
Rhodium 10MW Sub LLC
Rhodium 30MW Sub LLC
Rhodium Renewables Sub LLC

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

In re:	§	Chapter 11
	§	
AIR HPC LLC,	§	Case No. 24-_____
	§	
Debtor.	§	
	§	
	§	

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 Interest	100%

¹ 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: AIR HPC LLC, Debtor.	§ § § § § § §	Chapter 11 Case No. 24-_____
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**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 Enterprises, Inc. is represented by interest held as follows: (a) 100% of Class A equity interest is owned by individual stockholders; and (b) 100% of Class B equity interest is owned by Imperium Investment Holdings LLC.
- The equity ownership of Debtor Rhodium Technologies LLC is represented by membership interest held as follows: (a) 39.329176% of the equity interest is held by Debtor Rhodium Enterprises and 60.670824% is held by non-Debtor Imperium Investment Holdings.
- The equity ownership of Debtor Rhodium Renewables LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium Technologies.


- The equity ownership of Debtor Rhodium Ready Ventures LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium Technologies.
- The equity ownership of Debtor Rhodium Industries LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium Technologies.
- The equity ownership of Debtor Rhodium Shared Services LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium Technologies.
- The equity ownership of Debtor Rhodium Encore Sub LLC is represented by membership interest held as follows: (a) 50% of the equity interest is held by Debtor Rhodium Technologies LLC and (b) 50% of the equity interest is held by Rhodium JV LLC.
- The equity ownership of Debtor Rhodium 10MW Sub LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium 10MW LLC.
- The equity ownership of Debtor Rhodium 2.0 Sub LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Rhodium 2.0 LLC.
- The equity ownership of Debtor Jordan HPC Sub LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Debtor Jordan HPC LLC.
- The ownership of Rhodium 30MW Sub LLC is represented by membership interest held as follows: (a) 30% of the equity interest is held by Debtor Rhodium Technologies LLC and (b) 70% of the equity interest is held by Debtor Rhodium JV LLC.


- The ownership of Rhodium Renewables Sub LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Rhodium Renewables LLC.
- The ownership of Air HPC LLC is represented by membership interest held as follows: (a) 100% of the equity interest is held by Rhodium Technologies LLC.


Exhibit A

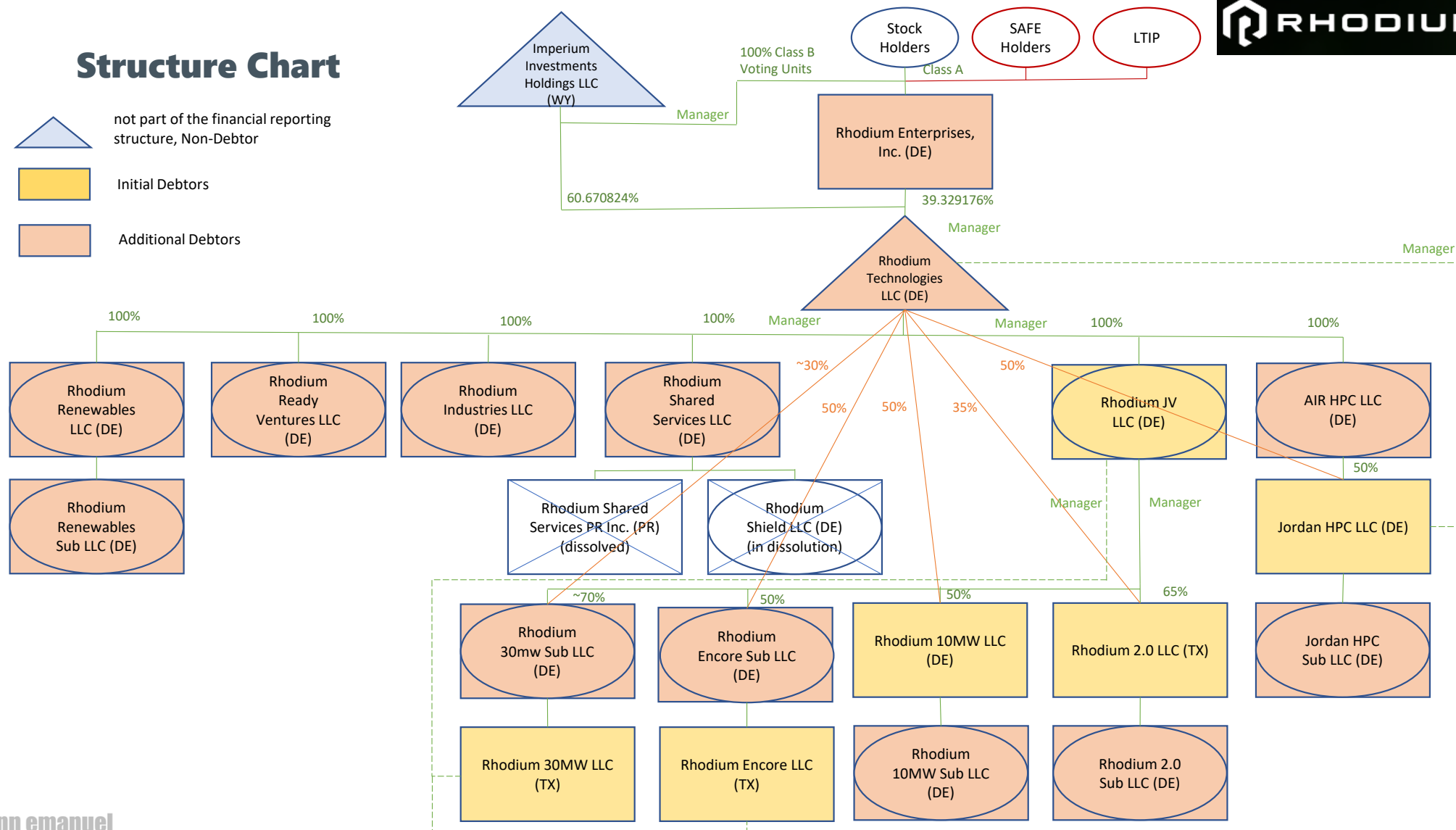


Structure Chart

 not part of the financial reporting structure, Non-Debtor

 Initial Debtors

 Additional Debtors



Fill in this information to identify the case:

Debtor name Air HPC LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	None						
2							
3							
4							
5							
6							
7							
8							

**CERTIFICATE OF THE SECRETARY OF
RHODIUM ENTERPRISES, INC.**

August 28, 2024

The undersigned, being the duly appointed Secretary of Rhodium Enterprises, Inc., a Delaware corporation (the "Company"), does hereby certify the following on behalf of the Company and not in any individual capacity:

1. Attached hereto as Exhibit A is a true and complete copy of the Resolutions of the Board of Directors of the Company (the "Resolution"). The Resolution has not been amended, repealed, modified, revoked, rescinded or restated since the date reflected thereon and no action for any amendment, repeal, modification, revocation, rescission or restatement thereof has been taken since such date. The Resolution is in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has duly executed this Secretary's Certificate as of the date first written above.



Charles Topping
Secretary of Company

The undersigned does hereby certify, that I am the duly appointed President of the Company and that Charles Topping is the duly elected, qualified and acting Secretary of the Company and the signature above is his true and genuine signature.



Cameron Blackmon
President of Company

EXHIBIT A

The Resolution
(see attached)

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

August 28, 2024

**APPROVAL FOR FILING OF SUBSIDIARIES' VOLUNTARY PETITIONS FOR
RELIEF UNDER CHAPTER 11 AND RETENTION OF PROFESSIONALS**

WHEREAS, Rhodium Enterprises, Inc. (the "Corporation") is governed by a Board of Directors (the "Board");

WHEREAS, the Corporation is the manager of its subsidiary Rhodium Technologies LLC, a Delaware limited liability company ("Rhodium Technologies");

WHEREAS, Rhodium Technologies is the manager of Rhodium JV LLC, a Delaware limited liability company ("Rhodium JV"), Air HPC LLC, a Delaware limited liability company, Jordan HPC Sub LLC, a Delaware limited liability company, Rhodium Renewables LLC, a Delaware limited liability company, Rhodium Renewables Sub LLC, a Delaware limited liability company, Rhodium Ready Ventures LLC, a Delaware limited liability company, Rhodium Industries LLC, a Delaware limited liability company, and Rhodium Shared Services LLC, a Delaware limited liability company;

WHEREAS, Rhodium JV is the manager of Rhodium Encore Sub LLC, a Delaware limited liability company, Rhodium 2.0 Sub LLC, a Delaware limited liability company, Rhodium 10MW Sub LLC, a Delaware limited liability company, and Rhodium 30MW Sub LLC, a Delaware limited liability company;

WHEREAS, Rhodium Technologies, Air HPC LLC, Jordan HPC Sub LLC, Rhodium Renewables LLC, Rhodium Renewables Sub LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium Shared Services LLC, Rhodium Encore Sub LLC, Rhodium 2.0 Sub LLC, Rhodium 10MW Sub LLC, and Rhodium 30 MW Sub LLC are indirect subsidiaries of the Corporation (such subsidiaries, collectively, the "Subsidiaries");

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

WHEREAS, the Board has considered certain materials presented by, or on behalf of, the Corporation's management ("Management") and its advisors (collectively, "Advisors"), 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 Board has 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 Board has determined, in the exercise of its business judgment, 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 in the judgment of the Board, it is desirable and in the best interest of the Subsidiaries, their stakeholders, their creditors, and other parties in interest, that the Subsidiaries shall be, and hereby are, in all respects each authorized to file, or cause to be filed, 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”) for each such Subsidiary, and the Board hereby consents to, authorizes, and approves, the filing of each such Bankruptcy Petition; 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 “Authorized Persons”) 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 Corporation: (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 the directors of the Corporation have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or hereby waive any right to have received such notice; 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.

**Written Consent
In Lieu Of Meeting of
The Manager of Rhodium Technologies LLC,
The Manager of Rhodium JV LLC,
The Manager of Air HPC LLC,
The Manager of Jordan HPC Sub LLC,
The Manager of Rhodium Renewables LLC,
The Manager of Rhodium Renewables Sub LLC,
The Manager of Rhodium Ready Ventures LLC,
The Manager of Rhodium Industries LLC,
The Manager of Rhodium Shared Services LLC,
The Manager of Rhodium Encore Sub LLC,
The Manager of Rhodium 2.0 Sub LLC,
The Manager of Rhodium 10 MW Sub LLC,
The Manager of Rhodium 30 Sub MW LLC**

August 28, 2024

**APPROVAL FOR FILING OF SUBSIDIARIES' VOLUNTARY PETITIONS FOR
RELIEF UNDER CHAPTER 11 AND RETENTION OF PROFESSIONALS**

The undersigned, being all the managers of the Subsidiaries, as indicated and defined below, do hereby consent to the adoption of the following resolutions:

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

WHEREAS, Rhodium Technologies is the manager of Rhodium JV LLC, a Delaware limited liability company ("Rhodium JV"), Air HPC LLC, a Delaware limited liability company, Jordan HPC Sub LLC, a Delaware limited liability company, Rhodium Renewables LLC, a Delaware limited liability company, Rhodium Renewables Sub LLC, a Delaware limited liability company, Rhodium Ready Ventures LLC, a Delaware limited liability company, Rhodium Industries LLC, a Delaware limited liability company, and Rhodium Shared Services LLC, a Delaware limited liability company;

WHEREAS, Rhodium JV is the manager of Rhodium Encore Sub LLC, a Delaware limited liability company, Rhodium 2.0 Sub LLC, a Delaware limited liability company, Rhodium 10MW Sub LLC, a Delaware limited liability company, and Rhodium 30MW Sub LLC, a Delaware limited liability company;

WHEREAS, Rhodium Technologies, Air HPC LLC, Jordan HPC Sub LLC, Rhodium Renewables LLC, Rhodium Renewables Sub LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium Shared Services LLC, Rhodium Encore Sub LLC, Rhodium 2.0 Sub LLC, Rhodium 10MW Sub LLC, and Rhodium 30 MW Sub LLC are indirect subsidiaries of the

Corporation (such subsidiaries, collectively, the “Subsidiaries”);

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

WHEREAS, the Managers have considered certain materials presented by, or on behalf of, the Corporation’s management (“Management”) and its advisors (collectively, “Advisors”), 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 Managers 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 Managers have determined, in the judgment of the Managers, 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 RESOLVED**, that in the judgment of the Managers with respect to each Subsidiary that it is a Manager of, it is desirable and in the best interest of each such Subsidiary, its respective stakeholders, its creditors, and other parties in interest, that each such Subsidiary shall be, and hereby is, in all respects each authorized to file, or cause to be filed, 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”) for each such Subsidiary, and the Managers hereby consent to, authorize, and approve, the filing of each such Bankruptcy Petition; and be it hereby

FURTHER RESOLVED, that the Managers on behalf of each such Subsidiary consent to 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 “Authorized Persons”) executing and filing on behalf of each Subsidiary all petitions, schedules, lists, and other motions, papers, or documents, and taking 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 such 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 on behalf of each such Subsidiary the following professionals on behalf of the Corporation: (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 each of 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 each such Subsidiary, 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 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 the Managers have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Subsidiaries, or hereby waive any right to have received such notice.

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 Managers as the acts and deeds of each Subsidiary of which it is a Manager in all respects and for all purposes, as if specifically set out in these resolutions; and be it hereby

FURTHER RESOLVED, that each Manager and any other appropriate officer of each of the Subsidiaries 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 Subsidiary'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

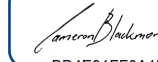
the contents thereof.

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

Rhodium Technologies LLC

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium JV LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Air HPC LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Jordan HPC Sub LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Renewables LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Renewables Sub LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Ready Ventures LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



BD4E91FF0A1B4D7...

Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Industries LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Shared Services LLC

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium Encore Sub LLC

By: Rhodium JV LLC, its Manager

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium 2.0 Sub LLC

By: Rhodium JV LLC, its Manager

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium 10MW Sub LLC

By: Rhodium JV LLC, its Manager

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Rhodium 30 MW Sub LLC

By: Rhodium JV LLC, its Manager

By: Rhodium Technologies, LLC, its Manager

By: Rhodium Enterprises, Inc., its Manager

Signed by:



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Name: Cameron Blackmon

Title: Authorized Signatory

Fill in this information to identify the case and this filing:

Debtor Name Air HPC LLC

United States Bankruptcy Court for the: Southern District of Texas
(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)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/29/2024
MM / DD / YYYY

X /s/ Michael Robinson
Signature of individual signing on behalf of debtor

Michael Robinson

Printed name

Co-Chief Restructuring Officer

Position or relationship to debtor